

SOUTHWEST GAS CORP
Form 10-Q
May 09, 2011

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

Form 10-Q

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

For the quarterly period ended March 31, 2011

Commission File Number 1-7850

SOUTHWEST GAS CORPORATION

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

88-0085720
(I.R.S. Employer
Identification No.)

5241 Spring Mountain Road
Post Office Box 98510

Las Vegas, Nevada
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

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Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common Stock, \$1 Par Value, 45,848,692 shares as of April 29, 2011.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Thousands of dollars, except par value)

(Unaudited)

	MARCH 31, 2011	DECEMBER 31, 2010
ASSETS		
Utility plant:		
Gas plant	\$ 4,597,189	\$ 4,569,105
Less: accumulated depreciation	(1,560,134)	(1,535,429)
Acquisition adjustments, net	1,226	1,271
Construction work in progress	30,673	37,489
Net utility plant	3,068,954	3,072,436
Other property and investments	151,705	134,648
Restricted cash	37,781	37,781
Current assets:		
Cash and cash equivalents	108,375	116,096
Accounts receivable, net of allowances	169,037	147,605
Accrued utility revenue	41,500	64,400
Income taxes receivable, net	-	21,514
Deferred income taxes	10,028	8,046
Deferred purchased gas costs	-	356
Prepays and other current assets	61,360	87,877
Total current assets	390,300	445,894
Deferred charges and other assets	293,194	293,434
Total assets	\$ 3,941,934	\$ 3,984,193
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, \$1 par (authorized - 60,000,000 shares; issued and outstanding - 45,843,792 and 45,599,036 shares)	\$ 47,474	\$ 47,229
Additional paid-in capital	814,632	807,885
Accumulated other comprehensive income (loss), net	(29,867)	(30,784)
Retained earnings	399,339	343,131
Total Southwest Gas Corporation equity	1,231,578	1,167,461
Noncontrolling interest	(660)	(465)

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Total equity	1,230,918	1,166,996
Long-term debt, less current maturities	1,122,694	1,124,681
Total capitalization	2,353,612	2,291,677
Current liabilities:		
Current maturities of long-term debt	-	75,080
Accounts payable	114,458	165,536
Customer deposits	88,067	86,891
Income taxes payable	15,389	-
Accrued general taxes	54,946	40,438
Accrued interest	19,541	20,162
Deferred purchased gas costs	90,836	123,344
Other current liabilities	94,453	85,510
Total current liabilities	477,690	596,961
Deferred income taxes and other credits:		
Deferred income taxes and investment tax credits	483,121	466,628
Taxes payable	2,577	1,234
Accumulated removal costs	216,000	211,000
Other deferred credits	408,934	416,693
Total deferred income taxes and other credits	1,110,632	1,095,555
Total capitalization and liabilities	\$ 3,941,934	\$ 3,984,193

The accompanying notes are an integral part of these statements.

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SOUTHWEST GAS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)

(Unaudited)

	THREE MONTHS ENDED MARCH 31,		TWELVE MONTHS ENDED MARCH 31,	
	2011	2010	2011	2010
Operating revenues:				
Gas operating revenues	\$ 553,853	\$ 614,509	\$ 1,451,251	\$ 1,594,246
Construction revenues	74,587	54,242	338,809	278,467
Total operating revenues	628,440	668,751	1,790,060	1,872,713
Operating expenses:				
Net cost of gas sold	283,806	352,255	667,726	823,075
Operations and maintenance	90,950	86,705	359,188	350,985
Depreciation and amortization	48,862	47,696	191,629	189,256
Taxes other than income taxes	9,869	9,766	38,972	36,973
Construction expenses	68,618	50,597	295,825	245,030
Total operating expenses	502,105	547,019	1,553,340	1,645,319
Operating income	126,335	121,732	236,720	227,394
Other income and (expenses):				
Net interest deductions	(17,959)	(18,175)	(75,461)	(74,855)
Net interest deductions on subordinated debentures	-	(1,912)	-	(7,710)
Other income (deductions)	(278)	(523)	4,095	7,826
Total other income and (expenses)	(18,237)	(20,610)	(71,366)	(74,739)
Income before income taxes	108,098	101,122	165,354	152,655
Income tax expense	39,744	36,662	58,007	51,058
Net income	68,354	64,460	107,347	101,597
Net income (loss) attributable to noncontrolling interest	(195)	(188)	(431)	(552)
Net income attributable to Southwest Gas Corporation	\$ 68,549	\$ 64,648	\$ 107,778	\$ 102,149
Basic earnings per share	\$ 1.50	\$ 1.43	\$ 2.37	\$ 2.27
Diluted earnings per share	\$ 1.48	\$ 1.42	\$ 2.34	\$ 2.26
Dividends declared per share	\$ 0.2650	\$ 0.2500	\$ 1.0150	\$ 0.9625
Average number of common shares outstanding	45,763	45,221	45,538	44,948

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Average shares outstanding (assuming dilution)	46,178	45,595	45,966	45,287
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The accompanying notes are an integral part of these statements.

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SOUTHWEST GAS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Thousands of dollars)

(Unaudited)

	THREE MONTHS ENDED MARCH 31,		TWELVE MONTHS ENDED MARCH 31,	
	2011	2010	2011	2010
CASH FLOW FROM OPERATING ACTIVITIES:				
Net income	\$ 68,354	\$ 64,460	\$ 107,347	\$ 101,597
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	48,862	47,696	191,629	189,256
Deferred income taxes	13,949	1,198	62,862	34,519
Changes in current assets and liabilities:				
Accounts receivable, net of allowances	(21,432)	(18,485)	7,170	(2,639)
Accrued utility revenue	22,900	28,000	2,200	800
Deferred purchased gas costs	(32,152)	3,369	(2,508)	73,629
Accounts payable	(51,078)	(38,528)	(5,870)	4,210
Accrued taxes	52,754	57,882	(20,368)	40,167
Other current assets and liabilities	29,281	25,540	16,636	(2,100)
Gains on sale	(885)	(232)	(2,200)	(2,458)
Changes in undistributed stock compensation	2,843	2,687	4,585	4,414
AFUDC and property-related changes	(124)	(278)	(791)	(1,029)
Changes in other assets and deferred charges	(6,633)	(3,567)	(15,328)	(18,570)
Changes in other liabilities and deferred credits	4,152	(7,122)	(6,200)	(1,911)
Net cash provided by operating activities	130,791	162,620	339,164	419,885
CASH FLOW FROM INVESTING ACTIVITIES:				
Construction expenditures and property additions	(51,817)	(34,152)	(233,104)	(198,692)
Change in restricted cash	-	(7)	11,995	(49,776)
Changes in customer advances	(880)	(1,264)	(446)	(1,972)
Miscellaneous inflows	1,371	957	4,489	6,467
Miscellaneous outflows	(2,500)	-	(5,300)	(2,448)
Net cash used in investing activities	(53,826)	(34,466)	(222,366)	(246,421)
CASH FLOW FROM FINANCING ACTIVITIES:				
Issuance of common stock, net	4,003	4,006	11,095	14,255
Dividends paid	(11,446)	(10,742)	(45,550)	(42,694)
Interest rate swap settlement	-	-	(11,691)	-
Issuance of long-term debt, net	125,000	-	248,960	49,834
Retirement of long-term debt	(202,243)	(328)	(205,242)	(10,636)
Redemption of subordinated debentures	-	(100,000)	-	(100,000)
Change in long-term portion of credit facility	-	(47,400)	(45,000)	(69,000)
Net cash used in financing activities	(84,686)	(154,464)	(47,428)	(158,241)
Change in cash and cash equivalents	(7,721)	(26,310)	69,370	15,223
Cash and cash equivalents at beginning of period	116,096	65,315	39,005	23,782

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Cash and cash equivalents at end of period	\$ 108,375	\$ 39,005	\$ 108,375	\$ 39,005
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Supplemental information:

Interest paid, net of amounts capitalized	\$ 17,715	\$ 20,676	\$ 84,039	\$ 80,122
Income taxes paid (received)	(16,859)	(3,655)	5,996	(25,364)

The accompanying notes are an integral part of these statements.

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Note 1 Nature of Operations and Basis of Presentation

Nature of Operations. Southwest Gas Corporation and its subsidiaries (the Company) are composed of two segments: natural gas operations (Southwest or the natural gas operations segment) and construction services. Southwest is engaged in the business of purchasing, distributing, and transporting natural gas in portions of Arizona, Nevada, and California. The public utility rates, practices, facilities, and service territories of Southwest are subject to regulatory oversight. The timing and amount of rate relief can materially impact results of operations. Natural gas sales are seasonal, peaking during the winter months; therefore, results of operations for interim periods are not necessarily indicative of the results for a full year. Variability in weather from normal temperatures, primarily in Arizona, can materially impact results of operations. Natural gas purchases and the timing of related recoveries can materially impact liquidity. NPL Construction Co. (NPL or the construction services segment), a wholly owned subsidiary, is a full-service underground piping contractor that provides utility companies with trenching and installation, replacement, and maintenance services for energy distribution systems.

Basis of Presentation. The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. The preparation of the condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring items and estimates necessary for a fair presentation of the results for the interim periods, have been made. It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the 2010 Annual Report to Shareholders, which is incorporated by reference into the 2010 Form 10-K.

Intercompany Transactions. NPL recognizes revenues generated from contracts with Southwest (see Note 3 below). Accounts receivable for these services are presented in the table below (thousands of dollars):

	March 31, 2011	December 31, 2010
Accounts receivable for NPL services	\$ 6,956	\$ 8,111

The accounts receivable balance, revenues, and associated profits are included in the condensed consolidated financial statements of the Company and were not eliminated during consolidation in accordance with accounting treatment for rate-regulated entities.

Other Income (Deductions). The following table provides the composition of significant items included in Other income (deductions) on the consolidated statements of income (thousands of dollars):

	Three Months Ended March 31		Twelve Months Ended March 31	
	2011	2010	2011	2010
Change in COLI policies	\$ 2,200	\$ 1,490	\$ 10,480	\$ 11,630
Interest income	92	21	265	148
Pipe replacement costs	(886)	(1,570)	(4,339)	(3,881)
Miscellaneous income and (expense)	(1,684)	(464)	(2,311)	(71)
Total other income (deductions)	\$ (278)	\$ (523)	\$ 4,095	\$ 7,826

Reflected in the table above is the change in cash surrender values of company-owned life insurance (COLI) policies (including net death benefits recognized). These life insurance policies on members of management and other key employees are used by Southwest to indemnify itself against the loss of talent, expertise, and knowledge, as well as to provide indirect funding for certain nonqualified benefit plans. Current tax

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regulations provide for tax-free treatment of life insurance (death benefit) proceeds. Therefore, the change in the cash surrender value components of COLI policies, as they progress toward the ultimate death benefits, is also recorded without tax consequences.

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Reclassifications. A reclassification between two miscellaneous operating cash flow categories was made to the prior year's financial information to present it on a basis comparable with the current year's presentation with no impact on net cash provided by operating activities.

Note 2 Components of Net Periodic Benefit Cost

Southwest has a noncontributory qualified retirement plan with defined benefits covering substantially all employees and a separate unfunded supplemental retirement plan (SERP) which is limited to officers. Southwest also provides postretirement benefits other than pensions (PBOP) to its qualified retirees for health care, dental, and life insurance benefits.

	Qualified Retirement Plan Period Ended March 31,			
	Three Months		Twelve Months	
	2011	2010	2011	2010
(Thousands of dollars)				
Service cost	\$ 4,431	\$ 4,233	\$ 17,130	\$ 15,775
Interest cost	9,319	8,904	36,029	34,800
Expected return on plan assets	(10,029)	(9,135)	(37,432)	(35,551)
Amortization of prior service costs (credits)	-	-	-	(1)
Amortization of net loss	3,587	2,620	11,445	5,810
Net periodic benefit cost	\$ 7,308	\$ 6,622	\$ 27,172	\$ 20,833

	SERP Period Ended March 31,			
	Three Months		Twelve Months	
	2011	2010	2011	2010
(Thousands of dollars)				
Service cost	\$ 55	\$ 93	\$ 334	\$ 239
Interest cost	441	511	1,975	2,060
Amortization of net loss	157	289	1,023	971
Net periodic benefit cost	\$ 653	\$ 893	\$ 3,332	\$ 3,270

	PBOP Period Ended March 31,			
	Three Months		Twelve Months	
	2011	2010	2011	2010
(Thousands of dollars)				
Service cost	\$ 215	\$ 214	\$ 857	\$ 761
Interest cost	658	623	2,527	2,400
Expected return on plan assets	(595)	(523)	(2,165)	(1,725)
Amortization of transition obligation	216	217	866	867
Amortization of net loss	147	122	513	448
Net periodic benefit cost	\$ 641	\$ 653	\$ 2,598	\$ 2,751

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Note 3 Segment Information

The following tables list revenues from external customers, intersegment revenues, and segment net income (thousands of dollars):

	Natural Gas Operations	Construction Services	Total
Three months ended March 31, 2011			
Revenues from external customers	\$ 553,853	\$ 61,777	\$ 615,630
Intersegment revenues	-	12,810	12,810
Total	\$ 553,853	\$ 74,587	\$ 628,440
Segment net income	\$ 68,015	\$ 534	\$ 68,549
Three months ended March 31, 2010			
Revenues from external customers	\$ 614,509	\$ 42,157	\$ 656,666
Intersegment revenues	-	12,085	12,085
Total	\$ 614,509	\$ 54,242	\$ 668,751
Segment net income (loss)	\$ 65,317	\$ (669)	\$ 64,648
Twelve months ended March 31, 2011			
Revenues from external customers	\$ 1,451,251	\$ 276,833	\$ 1,728,084
Intersegment revenues	-	61,976	61,976
Total	\$ 1,451,251	\$ 338,809	\$ 1,790,060
Segment net income	\$ 94,080	\$ 13,698	\$ 107,778
Twelve months ended March 31, 2010			
Revenues from external customers	\$ 1,594,246	\$ 226,969	\$ 1,821,215
Intersegment revenues	-	51,498	51,498
Total	\$ 1,594,246	\$ 278,467	\$ 1,872,713
Segment net income	\$ 94,885	\$ 7,264	\$ 102,149

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Note 4 Derivatives and Fair Value Measurements

Derivatives. In managing its natural gas supply portfolios, Southwest has historically entered into fixed- and variable-price contracts, which qualify as derivatives. Additionally, Southwest utilizes fixed-for-floating swap contracts (Swaps) to supplement its fixed-price contracts. The fixed-price contracts, firm commitments to purchase a fixed amount of gas in the future at a fixed price, qualify for the normal purchases and normal sales exception that is allowed for contracts that are probable of delivery in the normal course of business and are exempt from fair value reporting. The variable-price contracts have no significant market value. The Swaps are recorded at fair value.

The fixed-price contracts and Swaps are utilized by Southwest under its volatility mitigation programs to effectively fix the price on a portion (ranging from 25% to 50%, depending on the jurisdiction) of its natural gas supply portfolios. The maturities of the Swaps highly correlate to forecasted purchases of natural gas, during time frames ranging from April 2011 through October 2012. Under such contracts, Southwest pays the counterparty at a fixed rate and receives from the counterparty a floating rate per MMBtu (dekatherm) of natural gas. Only the net differential is actually paid or received. The differential is calculated based on the notional amounts under the contracts, which are detailed in the table below (thousands of dekatherms):

	March 31, 2011	December 31, 2010
Swaps contracts	16,657	14,207

Southwest does not utilize derivative financial instruments for speculative purposes, nor does it have trading operations.

Gains (losses) recognized in income for derivatives not designated as hedging instruments:

(Thousands of dollars)

Instrument	Location of Gain or (Loss) Recognized in Income on Derivative	Three Months Ended March 31		Twelve Months Ended March 31	
		2011	2010	2011	2010
Swaps	Net cost of gas sold	\$ 289	\$ (16,342)	\$ (11,059)	\$ (11,765)
Swaps	Net cost of gas sold	(289) *	16,342 *	11,059 *	11,765 *
Total		\$ -	\$ -	\$ -	\$ -

* Represents the impact of regulatory deferral accounting treatment under U.S. GAAP for rate-regulated entities.

In January 2010, Southwest entered into two forward starting interest rate swaps (FSIRS) to hedge the risk of interest rate variability during the period leading up to the planned issuance of fixed-rate debt to replace \$200 million of debt that matured in February 2011 and \$200 million maturing in May 2012. The counterparties to each agreement are four major banking institutions. The first FSIRS was a designated cash flow hedge and terminated in December 2010 concurrent with the related issuance of \$125 million 4.45% 10-year Senior Notes. The terms of the second FSIRS are as follows:

Notional amount	\$100 million
Fixed rate to be paid by Southwest	4.78%
Mandatory termination date (on or before)	March 20, 2012

Southwest previously designated the second FSIRS agreement as a cash flow hedge of forecasted future interest payments. At the inception of the hedge, the terms of the derivative were the same as a perfect hypothetical derivative; thus, there is an expectation that there will be no

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ineffectiveness, and that the effective portion of unrealized gains and losses on the FSIRS leading up to the forecasted debt issuance will be reported as a component of other comprehensive income. At termination, the final value will be reclassified from accumulated other comprehensive income into earnings over the term of the debt issuance, which is the same period the hedged forecasted transaction affects earnings. However, should conditions occur that indicate the existence of ineffectiveness (e.g., deterioration of counterparty creditworthiness, delay in the forecasted debt issuance, etc.), Southwest will measure ineffectiveness by comparing the change in fair value of the FSIRS with the change in fair value of a hypothetical swap (the hypothetical derivative method). Gains and losses due to ineffectiveness will be recognized immediately in earnings. At March 31, 2011, the remaining FSIRS continued to qualify as an effective hedge. There was no gain or (loss) reclassified from accumulated other comprehensive income (AOCI) into

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income (effective portion) and no gain or (loss) recognized in income (ineffective portion) for the Company's remaining derivative designated as a hedging instrument. See **Note 6 Equity, Comprehensive Income, and Accumulated Other Comprehensive Income** for additional information on both FSIRS contracts.

Gains (losses) recognized in other comprehensive income for derivatives designated as cash flow hedging instruments:

(Thousands of dollars)

	Three Months Ended		Twelve Months Ended	
	March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
Amount of gain (loss) on unrealized FSIRS recognized in other comprehensive income on derivative (effective portion)	\$ 671	\$ (987)	\$ (5,097)	\$ (987)
Amount of loss on realized FSIRS recognized in other comprehensive income on derivative	-	-	(11,691)	-
	\$ 671	\$ (987)	\$ (16,788)	\$ (987)

The following table sets forth the fair values of the Company's Swaps and FSIRS and their location in the balance sheets (thousands of dollars):

Fair values of derivatives not designated as hedging instruments:

March 31, 2011		Asset	Liability	
<u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Derivatives</u>	<u>Derivatives</u>	<u>Net Total</u>
Swaps	Deferred charges and other assets	\$ 733	\$ (4)	\$ 729
Swaps	Other current liabilities	902	(8,189)	(7,287)
Total		\$ 1,635	\$ (8,193)	\$ (6,558)

December 31, 2010		Asset	Liability	
<u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Derivatives</u>	<u>Derivatives</u>	<u>Net Total</u>
Swaps	Deferred charges and other assets	\$ 656	\$ -	\$ 656
Swaps	Other current liabilities	65	(11,547)	(11,482)
Total		\$ 721	\$ (11,547)	\$ (10,826)

Fair values of derivatives designated as hedging instruments:

March 31, 2011		Asset	Liability	
<u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Derivatives</u>	<u>Derivatives</u>	<u>Net Total</u>
FSIRS	Other current liabilities	\$ -	\$ (6,084)	\$ (6,084)

December 31, 2010		Asset	Liability	
<u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Derivatives</u>	<u>Derivatives</u>	<u>Net Total</u>
FSIRS	Other deferred credits	\$ -	\$ (6,755)	\$ (6,755)

The estimated fair values of the natural gas derivatives were determined using future natural gas index prices (as more fully described below). The Company has master netting arrangements with each counterparty that provide for the net settlement of all contracts through a single

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payment. As applicable, the Company has elected to reflect the net amounts in its balance sheets.

Pursuant to regulatory deferral accounting treatment for rate-regulated entities, Southwest records the unrealized gains and losses in fair value of the Swaps as a regulatory asset and/or liability. When the Swaps settle, Southwest reverses any prior positions held and records the settled position as an increase or decrease in purchased gas under the related purchased gas adjustment (PGA) mechanism in determining its deferred PGA balances. Neither changes in the fair value of the Swaps nor settled amounts have a direct effect on earnings or other comprehensive income.

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The following table shows the amounts Southwest paid to and received from counterparties for settlements of matured Swaps.

(Thousands of dollars)	Three Months Ended March 31, 2011	Twelve Months Ended March 31, 2011
Paid to counterparties	\$ 3,979	\$ 17,833

No amounts were received from counterparties for settlements of matured Swaps for the three months and twelve months ended March 31, 2011.

The following table details the regulatory assets/(liabilities) offsetting the amounts in the balance sheets (thousands of dollars).

March 31, 2011		
Instrument	Balance Sheet Location	Net Total
Swaps	Other deferred credits	\$ (729)
Swaps	Prepays and other current assets	7,287

December 31, 2010		
Instrument	Balance Sheet Location	Net Total
Swaps	Other deferred credits	\$ (656)
Swaps	Prepays and other current assets	11,482

Fair Value Measurements. The estimated fair values of Southwest's Swaps were determined at March 31, 2011 and December 31, 2010 using NYMEX futures settlement prices for delivery of natural gas at Henry Hub adjusted by the price of NYMEX ClearPort basis Swaps, which reflect the difference between the price of natural gas at a given delivery basin and the Henry Hub pricing points. These Level 2 inputs are observable in the marketplace throughout the full term of the Swaps, but have been credit-risk adjusted with no significant impact to the overall fair value measure.

The estimated fair values of Southwest's FSIRS were determined using a discounted cash flow model that utilizes forward interest rate curves. The inputs to the model are the terms of the FSIRS. These Level 2 inputs are observable in the marketplace throughout the full term of the FSIRS, but have been credit-risk adjusted with no significant impact to the overall fair value measure.

The following table sets forth, by level within the three-level fair value hierarchy that ranks the inputs used to measure fair value by their reliability, the Company's financial assets and liabilities that were accounted for at fair value:

Level 2 - Significant other observable inputs

(Thousands of dollars)	March 31, 2011	December 31, 2010
Assets at fair value:		
Deferred charges and other assets - Swaps	\$ 729	\$ 656
Liabilities at fair value:		
Other current liabilities - Swaps	(7,287)	(11,482)
Other current liabilities - FSIRS	(6,084)	-
Other deferred credits - FSIRS	-	(6,755)
Net Assets (Liabilities)	\$ (12,642)	\$ (17,581)

No financial assets or liabilities accounted for at fair value fell within Level 1 or Level 3 of the fair value hierarchy.

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Related Tax Effects of Designated Hedging Activities Allocated to Each Component of Other Comprehensive Income

	Three Months Ended March 31,					
	2011			2010		
	Before- Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount	Before- Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount
(Thousands of dollars)						
FSIRS:						
Realized/unrealized gain (loss)	\$ 671	\$ (255)	\$ 416	\$ (987)	\$ 375	\$ (612)
Amounts reclassified into net income	292	(111)	181	-	-	-
Other comprehensive (income) loss	\$ 963	\$ (366)	\$ 597	\$ (987)	\$ 375	\$ (612)

	Twelve Months Ended March 31,					
	2011			2010		
	Before- Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount	Before- Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount
(Thousands of dollars)						
FSIRS:						
Realized/unrealized gain (loss)	\$ (16,788)	\$ 6,380	\$ (10,408)	\$ (987)	\$ 375	\$ (612)
Amounts reclassified into net income	389	(148)	241	-	-	-
Other comprehensive (income) loss	\$ (16,399)	\$ 6,232	\$ (10,167)	\$ (987)	\$ 375	\$ (612)

(1) Tax amounts are calculated using a 38% rate.

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Note 5 Long-Term Debt

Carrying amounts of the Company's long-term debt and their related estimated fair values as of March 31, 2011 and December 31, 2010 are disclosed in the following table. The fair values of the revolving credit facility and the variable-rate Industrial Development Revenue Bonds (IDRBs) approximate carrying value. Market values for the debentures, fixed-rate IDRBs, and other indebtedness were determined based on dealer quotes using trading records for March 31, 2011 and December 31, 2010, as applicable, and other secondary sources which are customarily consulted for data of this kind.

	March 31, 2011		December 31, 2010	
	Carrying Amount	Market Value	Carrying Amount	Market Value
(Thousands of dollars)				
Debentures:				
Notes, 8.375%, due 2011	\$ -	\$ -	\$ 200,000	\$ 201,560
Notes, 7.625%, due 2012	200,000	212,374	200,000	214,666
Notes, 4.45%, due 2020	125,000	113,301	125,000	125,325
Notes, 6.1%, due 2041	125,000	117,327	-	-
8% Series, due 2026	75,000	88,918	75,000	99,968
Medium-term notes, 7.59% series, due 2017	25,000	28,775	25,000	30,295
Medium-term notes, 7.78% series, due 2022	25,000	29,010	25,000	32,063
Medium-term notes, 7.92% series, due 2027	25,000	29,568	25,000	33,211
Medium-term notes, 6.76% series, due 2027	7,500	7,977	7,500	8,956
Unamortized discount	(2,394)		(2,534)	
	605,106		679,966	
Revolving credit facility and commercial paper, due 2012	-	-	-	-
Industrial development revenue bonds:				
Variable-rate bonds:				
Tax-exempt Series A, due 2028	50,000	50,000	50,000	50,000
2003 Series A, due 2038	50,000	50,000	50,000	50,000
2008 Series A, due 2038	50,000	50,000	50,000	50,000
2009 Series A, due 2039	50,000	50,000	50,000	50,000
Fixed-rate bonds:				
6.10% 1999 Series A, due 2038	12,410	11,757	12,410	11,968
5.95% 1999 Series C, due 2038	14,320	13,327	14,320	13,594
5.55% 1999 Series D, due 2038	8,270	7,301	8,270	7,468
5.45% 2003 Series C, due 2038 (rate resets in 2013)	30,000	31,729	30,000	31,547
5.25% 2003 Series D, due 2038	20,000	17,075	20,000	17,474
5.80% 2003 Series E, due 2038 (rate resets in 2013)	15,000	15,258	15,000	15,436
5.25% 2004 Series A, due 2034	65,000	57,247	65,000	58,574
5.00% 2004 Series B, due 2033	31,200	26,669	31,200	27,295
4.85% 2005 Series A, due 2035	100,000	82,417	100,000	84,485
4.75% 2006 Series A, due 2036	24,855	20,007	24,855	20,518
Unamortized discount	(3,467)		(3,502)	
	517,588		517,553	
Other	-	-	2,242	2,473
	1,122,694		1,199,761	

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Less: current maturities	-	(75,080)
Long-term debt, less current maturities	\$ 1,122,694	\$ 1,124,681

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Note 6 Equity, Comprehensive Income, and Accumulated Other Comprehensive Income

The table below provides details of activity in equity during the three months ended March 31, 2011.

	Southwest Gas Corporation Equity						
	Common Stock		Additional	Accumulated	Retained	Non-	Total
	Shares	Amount	Paid-in	Other	Earnings	controlling	
(In thousands, except per share amounts)			Capital	Comprehensive	Income	Interest	
			(Loss)				
DECEMBER 31, 2010	45,599	\$ 47,229	\$ 807,885	\$ (30,784)	\$ 343,131	\$ (465)	\$ 1,166,996
Common stock issuances	245	245	6,747				6,992
Net income (loss)					68,549	(195)	68,354
Other comprehensive income (loss):							
Net actuarial gain (loss) arising during period, less							
amortization of unamortized benefit plan cost, net							
of tax				320			320
FSIRS unrealized gains, net of tax				416			416
Amounts reclassified to net income, net of tax							
(Note 4)				181			181
Dividends declared							
Common: \$0.265 per share					(12,341)		(12,341)
MARCH 31, 2011	45,844	\$ 47,474	\$ 814,632	\$ (29,867)	\$ 399,339	\$ (660)	\$ 1,230,918

The tables below provide details of comprehensive income and year-to-date activity in AOCI. See **Note 4 Derivatives and Fair Value Measurements** for additional information on the FSIRS, including reclassifications into net income.

Comprehensive Income

(Thousands of dollars)	Three Months Ended		Twelve Months Ended	
	March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
Net income	\$ 68,354	\$ 64,460	\$ 107,347	\$ 101,597
Net actuarial gain (loss) arising during period,				
less amortization of unamortized benefit plan cost, net of tax	320	341	2,821	(2,690)
FSIRS realized and unrealized gains (losses), net of tax	416	(612)	(10,408)	(612)
Amounts reclassified into net income, net of tax	181	-	241	-
Comprehensive income	69,271	64,189	100,001	98,295
Comprehensive loss attributable to noncontrolling interest	(195)	(188)	(431)	(552)
Comprehensive income attributable to Southwest Gas Corporation	\$ 69,466	\$ 64,377	\$ 100,432	\$ 98,847
Tax (expense) benefit associated with net				
actuarial gain (loss) arising during period	\$ (196)	\$ (210)	\$ (1,727)	\$ 1,648
Tax (expense) benefit associated with FSIRS realized and				
unrealized gain (loss) recognized in other comprehensive income	\$ (255)	\$ 375	\$ 6,380	\$ 375
Tax (expense) benefit associated with FSIRS				
reclassified out of AOCI to net income	\$ (111)	\$ -	\$ (148)	\$ -

AOCI - Rollforward

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(Thousands of dollars)

	Defined Benefit Plans			FSIRS			AOCI
	Before-Tax	Tax (Expense) Benefit	After-Tax	Before-Tax	Tax (Expense) Benefit	After-Tax	
Beginning Balance AOCI December 31, 2010	\$ (31,304)	\$ 11,896	\$ (19,408)	\$ (18,349)	\$ 6,973	\$ (11,376)	\$ (30,784)
Current period change	516	(196)	320 *	963	(366)	597 **	917
Ending Balance AOCI March 31, 2011	\$ (30,788)	\$ 11,700	\$ (19,088)	\$ (17,386)	\$ 6,607	\$ (10,779)	\$ (29,867)

* Net actuarial gain (loss), less amortization of unamortized benefit plan cost

** FSIRS unrealized gain of \$416,000 recognized in other comprehensive income plus the portion of the previous FSIRS realized loss that was reclassified to net income in the current period (\$181,000).

Approximately \$741,000 of realized/unrealized losses (net of tax) related to the FSIRS reported in AOCI at March 31, 2011 will be reclassified into expense within the next 12 months as the related interest payments on long-term debt occur.

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

Southwest Gas Corporation and its subsidiaries (the Company) consist of two business segments: natural gas operations (Southwest or the natural gas operations segment) and construction services.

Southwest is engaged in the business of purchasing, distributing, and transporting natural gas in portions of Arizona, Nevada, and California. Southwest is the largest distributor in Arizona, selling and transporting natural gas in most of central and southern Arizona, including the Phoenix and Tucson metropolitan areas. Southwest is also the largest distributor of natural gas in Nevada, serving the Las Vegas metropolitan area and northern Nevada. In addition, Southwest distributes and transports natural gas in portions of California, including the Lake Tahoe area and the high desert and mountain areas in San Bernardino County.

On a seasonally adjusted basis as of March 31, 2011, Southwest had 1,844,000 residential, commercial, industrial, and other natural gas customers, of which 996,000 customers were located in Arizona, 665,000 in Nevada, and 183,000 in California. Residential and commercial customers represented over 99% of the total customer base. During the twelve months ended March 31, 2011, 54% of operating margin was earned in Arizona, 35% in Nevada, and 11% in California. During this same period, Southwest earned 86% of its operating margin from residential and small commercial customers, 4% from other sales customers, and 10% from transportation customers. These general patterns are expected to remain materially consistent for the foreseeable future.

Southwest recognizes operating revenues from the distribution and transportation of natural gas (and related services) to customers. Operating margin is the measure of gas operating revenues less the net cost of gas sold. Management uses operating margin as a main benchmark in comparing operating results from period to period. The principal factors affecting operating margin are general rate relief, weather, conservation and efficiencies, and customer growth. Of these, weather is the primary reason for volatility in margin. Variances in temperatures from normal levels, primarily in Arizona, can have a significant impact on the margin and associated net income of the Company. A decoupled rate structure designed to mitigate the impact of weather variability as well as conservation on margin is utilized in the Nevada service territories. Weather impacts and conservation are also offset by the margin tracking mechanism in Southwest's California service territories.

NPL Construction Co. (NPL or the construction services segment), a wholly owned subsidiary, is a full-service underground piping contractor that provides utility companies with trenching and installation, replacement, and maintenance services for energy distribution systems. NPL operates in 18 major markets nationwide. Construction activity is cyclical and can be significantly impacted by changes in general and local economic conditions, including the housing market, interest rates, employment levels, job growth, the equipment resale market, pipe replacement programs of utilities, and local and federal tax rates. Generally, revenues and profits are lowest during the first quarter of the year due to less favorable winter weather conditions. Operating results typically improve as more favorable weather conditions occur during the summer and fall months.

This Management's Discussion and Analysis (MD&A) of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and the notes thereto, as well as the MD&A, included in the 2010 Annual Report to Shareholders, which is incorporated by reference into the 2010 Form 10-K.

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Executive Summary

The items discussed in this Executive Summary are intended to provide an overview of the results of the Company's operations. As needed, certain items are covered in greater detail in later sections of management's discussion and analysis. As reflected in the table below, the natural gas operations segment accounted for an average of 90% of twelve-month-to-date consolidated net income over the past two years. As such, management's discussion and analysis is primarily focused on that segment. Natural gas sales are seasonal, peaking during the winter months; therefore, results of operations for interim periods are not necessarily indicative of the results for a full year.

Summary Operating Results

	Period Ended March 31,			
	Three Months		Twelve Months	
	2011	2010	2011	2010
	(In thousands, except per share amounts)			
<u>Contribution to net income</u>				
Natural gas operations	\$ 68,015	\$ 65,317	\$ 94,080	\$ 94,885
Construction services	534	(669)	13,698	7,264
Net income	\$ 68,549	\$ 64,648	\$ 107,778	\$ 102,149
<u>Average number of common shares outstanding</u>				
	45,763	45,221	45,538	44,948
<u>Basic earnings per share</u>				
Consolidated	\$ 1.50	\$ 1.43	\$ 2.37	\$ 2.27
<u>Natural Gas Operations</u>				
Operating margin	\$ 270,047	\$ 262,254	\$ 783,525	\$ 771,171

Consolidated results for the first quarter of 2011 improved compared to the same period in 2010. The improvement primarily resulted from increased gas segment operating margin and lower financing costs, partially offset by increased operating costs.

1st Quarter 2011 Overview

Natural gas operations highlights include the following:

Operating margin increased approximately \$8 million compared to the prior-year quarter primarily due to weather (\$6 million), rate relief in California (\$1 million), and customer growth (\$1 million)

Net financing costs declined \$2.1 million between quarters

Quarterly dividend increased from 25 cents to 26.5 cents per share, effective with the June 2011 payment

Standard & Poor's upgraded the Company's credit rating from BBB to BBB+ in April 2011

Liquidity position remains strong

Construction Services highlights include the following:

Revenues increased 38% compared to the prior-year quarter

Contribution to consolidated net income improved \$1.2 million between quarters

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Weather. The rate structures in each of Southwest's three states provide varying levels of protection from risks that drive operating margin volatility, particularly weather risk and conservation efforts. Southwest's exposure to these risks on operating margin is largely limited to its Arizona operating areas as both Nevada and California operations are now under decoupled rate structures. During the first quarters of both 2010 and 2011, overall Arizona weather was relatively normal; however, some unusually cold weather in early February 2011 provided an incremental \$6 million of operating margin compared to the first quarter of 2010.

Arizona Rate Proceedings. In December 2010, the Arizona Corporation Commission (ACC) issued a Policy Statement which allows utilities to file proposals for alternative mechanisms, including revenue-per-customer decoupling, in their next general rate case to address the financial disincentives to utilities of promoting energy efficiency. In anticipation of the Policy Statement, the Company's recent Arizona rate case filing requested a rate structure to decouple recovery of the Company's fixed costs from fluctuations in usage, both higher and lower, to enable the Company to aggressively advocate increased energy efficiency by its customers by eliminating the existing financial disincentive. The Arizona rate case is progressing consistent with the procedural schedule established by the Administrative Law Judge (ALJ). For more information see the **Rates and Regulatory Proceedings** discussion.

Customer Growth. Southwest completed 15,000 first-time meter sets over the last twelve months. These meter sets led to 14,000 net additional active customers. Southwest continues to project net customer growth of 1% or less for 2011.

Credit Rating Upgrade. In April 2011, Standard & Poor's Ratings Services (S&P) upgraded the Company's unsecured long-term debt ratings from BBB (with a positive outlook) to BBB+ (with a stable outlook). S&P cited the Company's improved financial results and stable financial metrics. S&P debt ratings range from AAA (highest rating possible) to D (obligation is in default). The S&P rating of BBB+ indicates the issuer of the debt is regarded as having an adequate capacity to pay interest and repay principal.

Liquidity. Southwest believes its liquidity position remains strong. Southwest has a \$300 million credit facility maturing in May 2012, \$150 million of which is designated for working capital needs. The facility is provided through a consortium of eight major banking institutions. The facility was not used during the first quarter of 2011 and there was no balance outstanding at March 31, 2011, leaving the entire \$300 million available for long-term and working capital needs. The lack of usage was primarily due to existing cash reserves and natural gas prices that were relatively stable. The current slowdown in housing construction has also allowed Southwest to fund construction expenditures primarily with internally generated cash.

Refinancing. In February 2011, the Company repaid the matured 8.375% \$200 million Notes using the entire proceeds (\$125 million) of the 6.1% Senior Notes (issued in February 2011) and \$75 million of the total \$125 million proceeds of 4.45% Senior Notes (issued in December 2010). The Company will reflect future interest expense savings due to lower interest rates obtained on the new notes.

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Results of Natural Gas Operations

Quarterly Analysis

	Three Months Ended	
	2011	2010
	March 31,	
	(Thousands of dollars)	
Gas operating revenues	\$ 553,853	\$ 614,509
Net cost of gas sold	283,806	352,255
Operating margin	270,047	262,254
Operations and maintenance expense	90,950	86,705
Depreciation and amortization	43,881	42,696
Taxes other than income taxes	9,869	9,766
Operating income	125,347	123,087
Other income (deductions)	(236)	(531)
Net interest deductions	17,828	18,024
Net interest deductions on subordinated debentures	-	1,912
Income before income taxes	107,283	102,620
Income tax expense (benefit)	39,268	37,303
Contribution to consolidated net income	\$ 68,015	\$ 65,317

Contribution to consolidated net income from natural gas operations improved by \$2.7 million in the first quarter of 2011 compared to the same period a year ago. The improvement was primarily due to an increase in operating margin and a decrease in financing costs, partially offset by higher operating expenses.

Operating margin increased \$8 million in the first quarter of 2011 compared to the first quarter of 2010. Differences in heating demand, caused primarily by weather variations, provided \$6 million of the operating margin increase. While overall temperatures in both quarters were relatively normal, some unusually cold weather occurred in Arizona in early February 2011, resulting in the incremental operating margin. Rate relief in California provided \$1 million of the operating margin increase. New customers contributed an incremental \$1 million in operating margin as 14,000 net new customers were added during the last twelve months.

Operations and maintenance expense increased \$4.2 million, or 5%, between quarters primarily due to increases in employee-related costs and approximately \$1 million of costs associated with restoring service to 19,000 Arizona customers in early February 2011, following an outage due to extreme weather conditions.

Depreciation expense increased \$1.2 million, or 3%, as a result of additional plant in service. Average gas plant in service for the current period increased \$150 million, or 3%, compared to the corresponding period a year ago.

Net financing costs decreased \$2.1 million between periods primarily due to the redemption of \$100 million of Subordinated Debentures in March 2010.

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Twelve-Month Analysis

	Twelve Months Ended March 31,	
	2011	2010
	(Thousands of dollars)	
Gas operating revenues	\$ 1,451,251	\$ 1,594,246
Net cost of gas sold	667,726	823,075
Operating margin	783,525	771,171
Operations and maintenance expense	359,188	350,985
Depreciation and amortization	171,641	167,207
Taxes other than income taxes	38,972	36,973
Operating income	213,724	216,006
Other income (deductions)	4,311	7,845
Net interest deductions	74,917	73,933
Net interest deductions on subordinated debentures	-	7,710
Income before income taxes	143,118	142,208
Income tax expense	49,038	47,323
Contribution to consolidated net income	\$ 94,080	\$ 94,885

Contribution to consolidated net income from natural gas operations decreased by \$805,000 in the current twelve-month period as compared to the corresponding period a year ago. The decrease in contribution was a result of higher operating expenses and a decline in other income, partially offset by increased operating margin and reduced financing costs.

Operating margin increased \$12 million between periods. Rate relief provided \$9 million of the operating margin increase, consisting of \$6 million in Nevada and \$3 million in California. Differences in heating demand caused primarily by weather variations between periods accounted for \$1 million in incremental operating margin. Customer growth contributed \$2 million in operating margin.

Operations and maintenance expense increased \$8.2 million, or 2%, primarily due to higher general costs and employee-related benefit costs including pension expense. The increases were mitigated by cost containment efforts (including lower staffing levels) and a decrease in uncollectible expense, partially due to the impact of a tracking mechanism in Nevada for the gas-cost portion of uncollectible accounts.

Depreciation expense increased \$4.4 million, or 3%, as a result of additional plant in service. The increase was mitigated by lower depreciation rates in the Nevada rate jurisdictions, effective June 2009. Average gas plant in service for the current period increased \$138 million, or 3%, compared to the corresponding period a year ago. This was attributable to reinforcement work, franchise requirements, routine pipe replacement activities and new business.

Other income, which principally includes returns on COLI policies and non-utility expenses, declined \$3.5 million between the twelve-month periods of 2011 and 2010. The current period includes \$10.5 million of COLI cash surrender value increases compared to \$11.6 million of cash surrender value increases in the prior-year period. COLI income in both periods was very high due to strong equity market returns on investments underlying the policies.

Net financing costs decreased \$6.7 million between the twelve-month periods of 2011 and 2010 primarily due to the redemption of the Subordinated Debentures in March 2010.

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Results of Construction Services

Quarter. Contribution to consolidated net income from construction services for the three months ended March 31, 2011 increased \$1.2 million compared to the same period of 2010.

Revenues increased \$20.3 million, a 38% improvement, when compared to the same period of 2010. Revenue from replacement construction continues to be strong. During the quarter, revenue from bid projects increased and offset revenue from new construction that remained at low levels. Construction expenses increased \$18 million. Gains on sale of equipment were \$885,000 and \$232,000 for the first quarters of 2011 and 2010, respectively.

Twelve Months-to-Date. The contribution to consolidated net income from construction services for the twelve-month period ended March 31, 2011 increased \$6.4 million compared to the same period of 2010.

Revenues increased \$60.3 million due primarily to an increase in the volume of replacement work. Construction expenses increased \$50.8 million between the twelve-month periods due primarily to the increase in replacement construction work, while depreciation expense declined \$2.1 million due to the timing of equipment purchases. Gains on sale of equipment were \$2.2 million and \$2.5 million for the twelve-month periods of 2011 and 2010, respectively.

NPL's revenues and operating profits are influenced by weather, customer requirements, mix of work, local economic conditions, bidding results, the equipment resale market, and the credit market. Typically, revenues and profit are lowest during the first quarter of the year due to unfavorable winter weather conditions. Operating results typically improve as more favorable weather conditions occur during the summer and fall months.

Rates and Regulatory Proceedings

Arizona Energy Efficiency and Decoupling Proceeding. In August 2010, the ACC issued a Notice of Proposed Rulemaking on Gas Energy Efficiency, which adopted an energy efficiency requirement for Arizona's gas utilities, including Southwest, to achieve cumulative annual energy savings of 6% by December 2020. In October 2010, the Chairman of the ACC issued a draft Policy Statement, which would allow utilities to file proposals for alternative mechanisms including revenue-per-customer decoupling, in connection with a general rate case to address the financial disincentives to utilities of promoting energy efficiency. The Policy Statement was approved by the ACC in December 2010.

Arizona General Rate Case. Southwest filed a general rate application with the ACC in November 2010 requesting an increase in authorized annual operating revenues of \$73.2 million, or 9.26%, to reflect increased operating costs, investments in infrastructure, and costs of capital, as well as margin attrition due to decreased average usage by customers. The application requests an overall rate of return of 9.73% on original cost rate base of \$1.074 billion, an 11% return on common equity, and a capital structure utilizing 52% common equity.

The rate case filing also requested a rate structure to decouple recovery of the Company's fixed costs from fluctuations in usage, both higher and lower, and enable the Company to aggressively advocate for increased energy efficiency by its customers. The filed structure anticipated the approval of the Policy Statement discussed in the *Arizona Energy Efficiency and Decoupling Proceeding* section above. The proposed mechanism, referred to as the Energy Efficiency Enabling Provision (EEEP), is a revenue-per-customer decoupling mechanism designed to eliminate the link between volumetric sales and revenues that currently exists with traditional rate designs, such that the existing financial disincentive associated with the Company's pursuit of cost effective energy efficiency is eliminated. This will allow management to focus on customers and to concentrate its attention on the cost of providing service. The pursuit of increased energy efficiency by customers is supported by the requested approval of a detailed energy efficiency and renewable energy resource plan. The rate case is progressing consistent with the procedural schedule established by the ALJ. Intervenor testimony is due in June and a decision by the ACC is expected in late 2011 or early 2012.

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PGA Filings

The rate schedules in all of Southwest's service territories contain provisions that permit adjustments to rates as the cost of purchased gas changes. These deferred energy provisions and purchased gas adjustment clauses are collectively referred to as PGA clauses. Differences between gas costs recovered from customers and amounts paid for gas by Southwest result in over- and under-collections. At March 31, 2011, over-collections in all service territories resulted in a liability of \$90.8 million on the Company's balance sheet. Filings to change rates in accordance with PGA clauses are subject to audit by state regulatory commission staffs. PGA changes impact cash flows but have no direct impact on profit margin. However, gas cost deferrals and recoveries can impact comparisons between periods of individual income statement components. These include Gas operating revenues, Net cost of gas sold, Net interest deductions, and Other income (deductions).

As of March 31, 2011, December 31, 2010, and March 31, 2010, Southwest had the following outstanding PGA balances receivable/(payable) (millions of dollars):

	March 31, 2011	December 31, 2010	March 31, 2010
Arizona	\$ (29.7)	\$ (45.2)	\$ (30.9)
Northern Nevada	(11.5)	(8.4)	(5.5)
Southern Nevada	(49.5)	(69.8)	(53.1)
California	(0.1)	0.4	(3.8)
	\$ (90.8)	\$ (123.0)	\$ (93.3)

Capital Resources and Liquidity

Cash on hand and cash flows from operations have generally been sufficient over the past two years to provide for net investing activities (primarily construction expenditures and property additions). During the past two years, the Company has been able to use cash inflows to reduce the net amount of debt outstanding. The Company's capitalization strategy is to maintain an appropriate balance of equity and debt.

To facilitate future financings, the Company has a universal shelf registration statement providing for the issuance and sale of registered securities from time to time, which may consist of secured debt, unsecured debt, preferred stock, or common stock. The number and dollar amount of securities issued under the universal shelf registration statement, which was filed with the SEC and automatically declared effective in December 2008, will be determined at the time of the offerings, if any, and presented in the applicable prospectuses.

Cash Flows

Operating Cash Flows. Cash flows provided by consolidated operating activities decreased \$31.8 million in the first quarter of 2011 as compared to the same period in 2010. The primary drivers of the change were temporary fluctuations in working capital components partially offset by an increase in net income between periods.

Investing Cash Flows. Net cash used in consolidated investing activities increased \$19.4 million in the first quarter of 2011 as compared to the same period in 2010. The increase was primarily due to additional construction expenditures, including routine and accelerated pipe replacement (to take advantage of bonus depreciation tax incentives), and equipment purchases by NPL due to increased replacement construction work of its customers.

Financing Cash Flows. Net cash used in consolidated financing activities decreased \$69.8 million during the first quarter of 2011 as compared to the same period in 2010 primarily due to the issuance of new debt (\$125 million 6.1% Senior Notes), partially offset by debt repayments including the \$200 million 8.375% Notes repaid in February 2011. Dividends paid increased in the first quarter of 2011 as compared to 2010 as a result of a quarterly dividend increase and an increase in the number of shares outstanding.

The capital requirements and resources of the Company generally are determined independently for the natural gas operations and construction services segments. Each business activity is generally responsible for securing its own financing sources. The capital requirements and resources of the construction services segment are not material to the overall capital requirements and resources of the Company.

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Gas Segment Construction Expenditures, Debt Maturities, and Financing

During the twelve-month period ended March 31, 2011, construction expenditures for the natural gas operations segment were \$191 million. The majority of these expenditures represented costs associated with routine and accelerated replacement of existing transmission, distribution, and general plant (see also *Bonus Depreciation* below). Cash flows from operating activities of Southwest were \$307 million which provided sufficient funding for construction expenditures and dividend requirements of the natural gas operations segment.

Southwest estimates natural gas segment construction expenditures during the three-year period ending December 31, 2013 will be approximately \$680 million (including \$110 million of accelerated expenditures). During the three-year period, cash flows from operating activities of Southwest (including bonus depreciation benefits) are expected to provide approximately 80% of the gas operations total construction expenditures and dividend requirements. During the three-year period, the Company expects to raise approximately \$15 million from its various common stock programs. Any cash requirements not met by operating activities are expected to be provided by cash on hand, existing credit facilities and/or other external financing sources. The timing, types, and amounts of these additional external financings will be dependent on a number of factors, including conditions in the capital markets, timing and amounts of rate relief, growth levels in Southwest service areas, and earnings. These external financings may include the issuance of both debt and equity securities, bank and other short-term borrowings, and other forms of financing.

In December 2010, the Company issued \$125 million in 4.45% Senior Notes, due December 2020 at a discount of 0.182%. A portion of the net proceeds was used to pay down borrowings under the credit facility. In February 2011, the Company used approximately \$75 million of the remaining net proceeds in connection with its repayment of the 8.375% \$200 million Notes that matured in February 2011. The remaining proceeds were used for general corporate purposes.

In February 2011, the Company issued \$125 million of 6.1% Senior Notes to certain institutional investors pursuant to a November 2010 note purchase agreement. The Senior Notes are unsecured and unsubordinated obligations of the Company, due in February 2041. Funds from the issuance were used to partially repay the 8.375% \$200 million Notes that matured in February 2011.

Southwest also has \$200 million of long-term debt maturing in May 2012 and plans to fund that obligation by issuing \$200 million of debentures by the maturity date. In connection with the planned 2012 debt issuance, the Company, in January 2010, entered into a forward-starting interest rate swap (FSIRS) agreement to partially hedge the risk of interest rate variability during the period leading up to the planned issuance. See **Note 4 Derivatives and Fair Value Measurements** for more information on the FSIRS.

During the quarter ended March 31, 2011, the Company issued shares of common stock through the Stock Incentive Plan, raising approximately \$4 million.

Bonus Depreciation. As a result of two tax acts signed into law in 2010, bonus tax depreciation of 100% is available for qualified property acquired or constructed and placed in service from September 9, 2010 through December 31, 2011 and 50% bonus tax depreciation is available for qualified property acquired or constructed and placed in service from January 1, 2012 through December 31, 2012. Based on forecasted qualifying construction expenditures, Southwest estimates the bonus depreciation provisions of the two acts will defer the payment of approximately \$55 million and \$25 million of federal income taxes during 2011 and 2012, respectively.

Dividend Policy

The Company has a common stock dividend policy which states that common stock dividends will be paid at a prudent level that is within the normal dividend payout range for its respective businesses, and that the dividend will be established at a level considered sustainable in order to minimize business risk and maintain a strong capital structure throughout all economic cycles. In February 2011, the Board of Directors increased the quarterly dividend payout from 25 cents to 26.5 cents per share, effective with the June 2011 payment.

SOUTHWEST GAS CORPORATION
March 31, 2011

Form 10-Q

Liquidity

Liquidity refers to the ability of an enterprise to generate sufficient amounts of cash through its operating activities and external financing to meet its cash requirements. Several general factors (some of which are out of the control of the Company) that could significantly affect liquidity in future years include: variability of natural gas prices, changes in the ratemaking policies of regulatory commissions, regulatory lag, customer growth in the natural gas segment's service territories, Southwest's ability to access and obtain capital from external sources, interest rates, changes in income tax laws, pension funding requirements, inflation, and the level of Company earnings. Natural gas prices and related gas cost recovery rates have historically had the most significant impact on Company liquidity.

On an interim basis, Southwest generally defers over- or under-collections of gas costs to PGA balancing accounts. In addition, Southwest uses this mechanism to either refund amounts over-collected or recoup amounts under-collected as compared to the price paid for natural gas during the period since the last PGA rate change went into effect. At March 31, 2011, the combined balance in the PGA accounts totaled an over-collection of \$90.8 million. See **PGA Filings** for more information on recent regulatory filings.

The Company has a \$300 million credit facility that expires in May 2012. Southwest has designated \$150 million of the \$300 million facility as long-term debt and the remaining \$150 million for working capital purposes. At March 31, 2011, no borrowings were outstanding on either the long-term or short-term portion of the credit facility and the Company had \$108 million of cash on hand. Neither the short-term nor long-term portion of the facility was used during the first quarter of 2011. The credit facility can be used as necessary to meet liquidity requirements, including temporarily financing under-collected PGA balances, if any, or meeting the refund needs of over-collected balances. This credit facility has been, and is expected to continue to be, adequate for Southwest's working capital needs outside of funds raised through operations and other types of external financing. Management believes the Company currently has a solid liquidity position.

The following table sets forth the ratios of earnings to fixed charges for the Company. Due to the seasonal nature of the Company's business, these ratios are computed on a twelve-month basis:

	For the Twelve Months Ended	
	March 31, 2011	December 31, 2010
Ratio of earnings to fixed charges	3.00	2.87

Earnings are defined as the sum of pretax income plus fixed charges. Fixed charges consist of all interest expense including capitalized interest, one-third of rent expense (which approximates the interest component of such expense), and net amortized debt costs.

Company-Owned Life Insurance (COLI). Southwest has life insurance policies on members of management and other key employees to indemnify itself against the loss of talent, expertise, and knowledge, as well as to provide indirect funding for certain nonqualified benefit plans. The COLI policies have a combined net death benefit value of approximately \$217 million at March 31, 2011. The net cash surrender value of these policies (which is the cash amount the Company would receive if it voluntarily terminated the policies) is approximately \$74 million at March 31, 2011 and is included in the caption "Other property and investments" on the balance sheet.

Forward-Looking

%

73.9

5.0

%

155.3

5.0
%
Total
\$
7.4

2.1
%

\$
49.8

2.7
%

\$
131.5

3.7
%

\$
1,606.4

2.9
%

\$
1,795.1

3.0
%

DEPOSIT ACTIVITIES AND OTHER SOURCES OF FUNDS

Deposits are the major source of funds for the Bank's lending and investment activities. Deposit accounts are the primary product and service interaction with the Bank's customers. The Bank serves personal, commercial, non-profit, and municipal deposit customers. Most of the Bank's deposits are generated from the areas surrounding its branch offices. The Bank offers a wide variety of deposit accounts with a range of interest rates and terms. The Bank also periodically offers promotional interest rates and terms for limited periods of time. The Bank's deposit accounts consist of demand deposits (non-interest-bearing checking), NOW (interest-bearing checking), regular savings, money market savings, and time certificates of deposit. The Bank emphasizes its transaction deposits -- checking and NOW accounts -- for personal accounts and checking accounts promoted to businesses. These accounts have the lowest marginal cost to the Bank and are also often a core account for a customer relationship. The Bank offers a courtesy overdraft program to improve customer service, and also provides debit cards and other electronic fee producing payment services to transaction account customers. The Bank offers targeted online deposit account opening capabilities for personal accounts. The Bank promotes remote deposit capture devices so that commercial accounts can make deposits from their place of business. Additionally, the Bank offers a variety of retirement deposit accounts to personal and business customers. Deposit related fees are a significant source of fee income to the Bank, including overdraft and interchange fees related to debit card usage. Deposit service fee income also includes other miscellaneous transactions and convenience services sold to customers through the branch system as part of an overall service relationship. The Bank offers compensating balance arrangements for larger business customers as an alternative to fees charged for checking account services. Berkshire's Business Connection is a personal financial services benefit package designed for the employees of its business customers. In addition to providing service through its branches, Berkshire provides services to deposit customers through its private bankers, MyBankers, commercial/small business relationship managers, and call center representatives. Commercial cash management services are an important commercial service offered to commercial depositors and a fee income source to the bank. With the Commerce acquisition, the Bank acquired a commercial payment processing business that serves regional and national payroll service bureau customers. Online banking and mobile banking functionality is increasingly important as a component of deposit account access and service delivery. The Bank is also gradually deploying its MyTeller video tellers to complement and extend its service

capabilities in its branches.

The Company also is monitoring the development of payment services which are growing in their importance in the personal and commercial deposit markets. Near the end of 2017, the Company recruited experienced senior officers to enhance its offerings and market development for government banking and international services, which are expected to support further development of commercial deposit sources.

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The Bank's deposits are insured by the FDIC. The Bank utilizes brokered time deposits to broaden its funding base, augment its interest rate risk management vehicles, and to support loan growth. The Bank also offers brokered reciprocal money market arrangements to provide additional deposit protection to certain large commercial and institutional accounts. These balances are viewed as part of overall relationship balances with regional customers. Brokered deposits are sourced through selected Board approved brokers; these deposits are viewed as potentially more volatile than other deposits and are managed as a component of the Bank's liquidity policies.

The following table presents information concerning average balances and weighted average interest rates on the Bank's interest-bearing deposit accounts for the years indicated.

Item 1 - Table 8 - Average Balance and Weighted Average Rates for Deposits

(In millions)	2018				2017				2016			
	Average Balance	Percent of Total Average Deposits	Weighted Average Rate		Average Balance	Percent of Total Average Deposits	Weighted Average Rate		Average Balance	Percent of Total Average Deposits	Weighted Average Rate	
Demand	\$1,622.4	19 %	— %		\$1,296.4	18 %	— %		\$1,081.0	19 %	— %	
NOW and other	824.7	9	0.5		591.0	8	0.3		487.8	8	0.1	
Money market	2,432.2	28	0.9		1,935.8	27	0.6		1,470.3	26	0.5	
Savings	740.8	9	0.2		680.1	10	0.1		610.8	11	0.1	
Time	3,075.5	35	1.7		2,581.1	37	1.2		2,094.8	36	1.1	
Total	\$8,695.6	100 %	0.9 %		\$7,084.4	100 %	0.6 %		\$5,744.7	100 %	0.5 %	

At year-end 2018, the Bank had time deposit accounts in amounts of \$100 thousand or more maturing as follows:

Item 1 - Table 9 - Maturity of Deposits > \$100,000

Maturity Period	Amount	Weighted Average Rate
(In thousands)		
Three months or less	\$767,372	1.88 %
Over 3 months through 6 months	428,802	1.85
Over 6 months through 12 months	558,411	2.10
Over 12 months	813,443	2.27
Total	\$2,568,028	2.05 %

The Company also uses borrowings from the FHLBB as an additional source of funding, particularly for daily cash management and for funding longer duration assets. FHLBB advances also provide more pricing and option alternatives for particular asset/liability needs. The FHLBB functions as a central reserve bank providing credit for member institutions. As an FHLBB member, the Company is required to own capital stock of the organization. Borrowings from this institution are secured by a blanket lien on most of the Bank's mortgage loans and mortgage-related securities, as well as certain other assets. Advances are made under several different credit programs with different lending standards, interest rates, and range of maturities.

The Company has a \$15 million trust preferred obligation outstanding as well as \$74 million in senior subordinated notes. The Company's common stock is listed on the New York Stock Exchange. Subject to certain limitations, the Company can also choose to issue common stock, preferred stock, subordinated debt, or senior debt in public stock offerings or private placements. The Company maintains a universal shelf registration with the SEC to facilitate future potential capital issuances.

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DERIVATIVE FINANCIAL INSTRUMENTS

The Company offers interest rate swaps to commercial loan customers who wish to fix the interest rates on their loans, and the Company backs these swaps with offsetting swaps with national bank counterparties. With other lending institutions, the Company engages in risk participation agreements. These arrangements are structured similarly to its swaps with commercial borrowers, but a different bank is the lead underwriter. The Company gets paid a fee to take on the risk associated with having to make the lead bank whole on Berkshire's portion of the pro-rated swap should the borrower default. These swaps are designated as economic hedges. Based on changes in federal regulation, interest rate swaps that meet certain criteria to be viewed as conforming are required to be cleared through exchanges beginning when the \$10 billion threshold is crossed. The Bank has designated a national financial institution as its clearing agent.

The Company's mortgage banking activities result in derivatives. Commitments to lend are provided on applications for residential mortgages intended for resale and are accounted for as non-hedging derivatives. The Company arranges offsetting forward sales commitments for most of these rate-locks with national bank counterparties, which are designated as economic hedges. Commitments on applications intended to be held for investment are not accounted for as derivative financial instruments. The Company has a policy for managing its derivative financial instruments, and the policy and program activity are overseen by the Risk Management and Capital Committee. Derivative financial instruments with counterparties which are not customers are limited to a select number of national financial institutions. Collateral may be required based on financial condition tests. The Company works with third-party firms which assist in marketing derivative transactions, executing transactions, and providing information for bookkeeping and accounting purposes.

The Company sometimes uses interest rate swap instruments for its own account to fix the interest rate on some of its borrowings, all of which have been designated as cash flow hedges. The Company terminated its outstanding cash flow hedges in the first quarter of 2017. The Company evaluates these hedges as part of its overall interest rate risk management. The Company also expects to begin offering forward foreign exchange derivatives to its commercial markets as part of its expanded international banking services. The Company expects to back these forwards with offsetting forwards with national bank counterparties. This activity would be targeted to support routine commercial needs of customers engaged in international trading activities and would only be offered for bank approved currencies and durations.

WEALTH MANAGEMENT SERVICES

The Company's Wealth Management Group provides consultative investment management, trust administration, and financial planning to individuals, businesses, and institutions, with an emphasis on personal investment management. The Wealth Management Group has built a track record over more than a decade with its dedicated in-house investment management team. The Bank also provides a full line of investment products, financial planning, and brokerage services through BerkshireBanc Investment Services utilizing Commonwealth Financial Network as the broker/dealer. The Group's principal operations are in Western New England and it is expanding services in the Company's other regions. In 2016, the Bank purchased the business assets and operations of Ronald N. Lazzaro, P.C., a provider of financial advisory services in Rutland, Vermont. At year-end 2018, assets under management totaled \$1.4 billion, primarily held in the Bank's traditional wealth/trust platform and the remainder is managed through its investment services and financial advisory teams. The Bank is integrating with its growing private banking and MyBanker teams to further develop wealth management account generation.

INSURANCE

As an independent insurance agent, the Berkshire Insurance Group represents a carefully selected group of financially sound, reputable insurance companies offering attractive coverage at competitive prices. The Insurance Group offers a full line of personal and commercial property and casualty insurance. It also offers employee benefits insurance and a full line of personal life, health, and financial services insurance products. Berkshire Insurance Group operates a

focused cross-sell program of insurance and banking products through all offices and branches of the Bank with some of the Group's offices located within the Bank's branches. The Group's principal operations are in Western New England, and it is expanding its services in the Company's other regions. The Group focuses on the Bank's distribution channels in order to broaden its retail and commercial customer base. The Company may consider acquisitions of insurance agencies in support of its growth strategy.

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PERSONNEL

At year-end 2018, the Company had 1,917 full time equivalent employee positions, compared to 1,992 at the end of 2017. This included 432 positions and 513 positions in the mortgage banking business line at these respective dates. The Company's employees are not represented by a collective bargaining unit. In 2018, the Bank's president initiated a diversity and inclusion initiative as part of Berkshire's expanded social responsibility focus. In 2018, the Company increased its hourly minimum wage to \$15.00 and implemented the new Massachusetts equal pay law.

SUBSIDIARY ACTIVITIES

The Company wholly-owns two active consolidated subsidiaries: the Bank and Berkshire Insurance Group, Inc. The Bank operates as a commercial bank under a Massachusetts trust company charter. Berkshire Insurance Group is incorporated in Massachusetts. Berkshire Bank owns Firestone Financial, LLC which is a Massachusetts limited liability company, First Choice Loan Services Inc. which is a New Jersey corporation, as well as consolidated subsidiaries operated as Massachusetts securities corporations. The Company also owns all of the common stock of a Delaware statutory business trust, Berkshire Hills Capital Trust I. The capital trust is unconsolidated and its only material asset is a \$15 million trust preferred security related to the junior subordinated debentures reported in the Company's Consolidated Financial Statements. Additional information about the subsidiaries is contained in Exhibit 21 to this report.

REGULATION AND SUPERVISION

The Company is a Delaware corporation and a bank holding company that has elected financial holding company status within the meaning of the Bank Holding Company Act of 1956, as amended. As such, it is registered with, supervised by and required to comply with the rules and regulations of the Federal Reserve Board. The Federal Reserve Board requires the Company to file various reports and also conducts examinations of the Company. The Company must receive the approval of the Federal Reserve Board to engage in certain transactions, such as acquisitions of additional banks and savings associations.

The Bank is a Massachusetts-chartered trust company and its deposits are insured up to applicable limits by the FDIC. The Bank was previously a Massachusetts-chartered savings bank and converted to a Massachusetts-chartered trust company in July 2014. The Bank is subject to extensive regulation by the Massachusetts Commissioner of Banks (the "Commissioner"), as its chartering agency, and by the FDIC, as its deposit insurer. The Bank is required to file reports with the Commissioner and the FDIC concerning its activities and financial condition in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with, or acquisitions of, other depository institutions or branches of other institutions. The Commissioner and the FDIC conduct periodic examinations to test the Bank's safety and soundness and compliance with various regulatory requirements. The regulatory structure gives the regulatory authorities extensive discretion in connection with supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such regulatory requirements and policies, whether by the Commissioner, the Massachusetts legislature, the FDIC, the Federal Reserve Board, or Congress, could have a material adverse impact on the Company, the Bank, and their operations.

Federal Legislation

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted in 2010. The Dodd-Frank Act has significantly changed the bank regulatory structure and is affecting the lending, investment, trading and operating activities of depository institutions and their holding companies.

Many of the provisions of the Dodd-Frank Act were subject to delayed effective dates and/or the issuance of implementing regulations. The regulatory process is ongoing and the impact on operations cannot yet be fully assessed. However, the Dodd-Frank Act has, and is expected to continue to, at a minimum, result in increased regulatory burden, compliance costs and interest expense for the Company and the Bank.

Certain regulatory requirements applicable to the Company are referred to below. The description of statutory provisions and regulations applicable to financial institutions and their holding companies set forth in this Form 10-

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K does not purport to be a complete description of such statutes and regulations and their effects on the Company and is qualified in its entirety by reference to the actual laws and regulations.

Massachusetts Banking Laws and Supervision

General. As a Massachusetts-chartered depository institution, the Bank is subject to various Massachusetts statutes and regulations which govern, among other things, investment powers, lending and deposit-taking activities, borrowings, maintenance of surplus and reserve accounts, distribution of earnings and payment of dividends. In addition, the Bank is subject to Massachusetts consumer protection and civil rights laws and regulations. The approval of the Commissioner is required for a Massachusetts-chartered institution to establish or close branches, merge with other financial institutions, issue stock, and undertake certain other activities.

Massachusetts law and regulations generally allow Massachusetts institutions to engage in activities permissible for federally chartered banks or banks chartered by another state. There is a 30-day notice procedure to the Commissioner in order to engage in such activities. Massachusetts law also authorized Massachusetts institutions to engage in activities determined to be “financial in nature,” or incidental or complementary to such a financial activity, subject to a 30-day notice to the Commissioner.

Dividends. Under Massachusetts law, the Bank may declare cash dividends from net profits not more frequently than quarterly and non-cash dividends at any time. No dividends may be declared, credited, or paid if the institution’s capital stock is impaired. An institution with outstanding preferred stock may not, without the prior approval of the Commissioner, declare dividends to the common stock without also declaring dividends to the preferred stock. The approval of the Commissioner is generally required if the total of all dividends declared in any calendar year exceeds the total of its net profits for that year combined with its retained “net profits,” as defined, of the preceding two years.

Loans to One Borrower Limitations. Massachusetts banking law grants broad lending authority. However, with certain limited exceptions, total obligations of one borrower to an institution may not exceed 20.0% of the total of the institution’s capital, which is defined under Massachusetts law as the sum of the institution’s capital stock, surplus account and undivided profits.

Investment Activities. In general, Massachusetts-chartered institutions may invest in preferred and common stock of any corporation organized under the laws of the United States or any state provided such investments do not involve control of any corporation and do not, in the aggregate, exceed 4.0% of the bank’s deposits. Massachusetts-chartered institutions may also invest an amount equal to 1.0% of their deposits in stocks of Massachusetts corporations or companies with substantial employment in Massachusetts which have pledged to the Commissioner that such monies will be used for further development within the Commonwealth. However, these powers are constrained by federal law, which generally limit the activities and equity investments of state banks to those permitted for national banks.

Regulatory Enforcement Authority. Any Massachusetts-chartered institution that does not operate in accordance with the regulations, policies, and directives of the Commissioner may be sanctioned for non-compliance, including seizure of the property and business of the institution and suspension or revocation of its charter. The Commissioner may, under certain circumstances, suspend or remove officers or directors who have violated the law, conducted the institution’s business in a manner which is unsafe, unsound or contrary to the depositors interests, or been negligent in the performance of their duties. In addition, upon finding that an institution has engaged in an unfair or deceptive act or practice, the Commissioner may issue an order to cease and desist and impose a fine on the institution concerned. Finally, Massachusetts consumer protection and civil rights statutes applicable to the Bank permit private individual and class action lawsuits and provide for the rescission of consumer transactions, including loans, and the recovery of statutory and punitive damage and attorney’s fees in the case of certain violations of those statutes.

Massachusetts has other statutes or regulations that are similar to the federal provisions discussed below.

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Federal Regulations

Capital Requirements. Federal regulations require FDIC insured depository institutions to meet several minimum capital standards: a common equity Tier 1 capital to risk-based assets ratio of 4.5%, a Tier 1 capital to risk-based assets ratio of 6.0%, a total capital to risk-based assets of 8.0%, and a 4.0% Tier 1 capital to total assets leverage ratio. The existing capital requirements were effective January 1, 2015 and are the result of a final rule implementing regulatory amendments based on recommendations of the Basel Committee on Banking Supervision and certain requirements of the Dodd-Frank Act.

Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus, meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and, for institutions that have exercised an opt-out election regarding the treatment of accumulated other comprehensive income ("AOCI"), up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. The Bank chose the opt-out election. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, all assets, including certain off-balance sheet assets (e.g., recourse obligations, direct credit substitutes, residual interests) are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present greater risk. For example, a risk weight of 0% is assigned to cash and U.S. government securities, a risk weight of 50% is generally assigned to prudently underwritten first lien one to four-family residential mortgages, a risk weight of 100% is assigned to commercial and consumer loans, a risk weight of 150% is assigned to certain past due loans and a risk weight of between 0% and 600% is assigned to permissible equity interests, depending on certain specified factors. In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted asset above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement was phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increasing each year until fully implemented at 2.5% on January 1, 2019.

In assessing an institution's capital adequacy, the FDIC takes into consideration not only these numeric factors, but qualitative factors as well, and has the authority to establish higher capital requirements for individual institutions where deemed necessary. As a bank holding company, the Company is also subject to regulatory capital requirements, as described in a subsequent section.

Interstate Banking and Branching. Federal law permits an institution, such as the Bank, to acquire another institution by merger in a state other than Massachusetts unless the other state has opted out. Federal law, as amended by the Dodd-Frank Act, authorizes de novo branching into another state to the extent that the target state allows its state chartered banks to establish branches within its borders. The Bank currently operates branches in New York, Vermont, Connecticut, New Jersey, and Pennsylvania as well as Massachusetts. At its interstate branches, the Bank may conduct any activity authorized under Massachusetts law that is permissible either for an institution chartered in that state (subject to applicable federal restrictions) or a branch in that state of an out-of-state national bank. The New York State Superintendent of Banks, the Vermont Commissioner of Banking and Insurance, the Connecticut Commissioner of Banking, the New Jersey Commissioner of Banking and Insurance and the Pennsylvania Secretary

of Banking and Securities may exercise certain regulatory authority over the Bank's branches in their respective states.

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Prompt Corrective Regulatory Action. Federal law requires that federal bank regulatory authorities take “prompt corrective action” with respect to banks that do not meet minimum capital requirements. For this purpose, the law establishes three categories of capital deficient institutions: undercapitalized, significantly undercapitalized, and critically undercapitalized. The FDIC regulations implementing the prompt corrective action law were amended to incorporate the previously discussed increased regulatory capital standards that were effective January 1, 2015. An institution is deemed to be “well capitalized” if it has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a leverage ratio of 5.0% or greater, and a common equity Tier 1 ratio of 6.5% or greater. An institution is “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a leverage ratio of 4.0% or greater, and a common equity Tier 1 ratio of 4.5% or greater. An institution is “undercapitalized” if it has a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a leverage ratio of less than 4.0%, or a common equity Tier 1 ratio of less than 4.5%. An institution is deemed to be “significantly undercapitalized” if it has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a leverage ratio of less than 3.0%, or a common equity Tier 1 ratio of less than 3.0%. An institution is considered to be “critically undercapitalized” if it has a ratio of tangible equity (as defined in the regulations) to total assets that is equal to or less than 2.0%.

“Undercapitalized” banks must adhere to growth, capital distribution (including dividend), and other limitations and are required to submit a capital restoration plan. A bank’s compliance with such plans must be guaranteed by its holding company in an amount equal to the lesser of 5% of the institution’s total assets when deemed “undercapitalized” or the amount needed to comply with regulatory capital requirements. If an “undercapitalized” bank fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” banks must comply with one or more of a number of additional restrictions, including but not limited to an order by the FDIC to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce assets and cease receipt of deposits from correspondent banks or dismiss directors or officers, and restrictions on interest rates paid on deposits, compensation of executive officers, and capital distributions by the holding company. “Critically undercapitalized” institutions must comply with additional sanctions including, subject to a narrow exception, the appointment of a receiver or conservator within 270 days after it obtains such status.

At December 31, 2018, the Bank met the criteria for being considered “well capitalized” as defined in the prompt corrective action regulations.

Transactions with Affiliates and Loans to Insiders. Transactions between depository institutions and their affiliates are governed by Sections 23A and 23B of the Federal Reserve Act. In a holding company context, at a minimum, the parent holding company of an institution and any companies which are controlled by the holding company are affiliates of the institution. Generally, Section 23A limits the extent to which the institution or its subsidiaries may engage in “covered transactions,” such as loans, with any one affiliate to 10% of such institution’s capital stock and surplus. There is also an aggregate limit on all such transactions with all affiliates to 20% of capital stock and surplus. Loans to affiliates and certain other specified transactions must comply with specified collateralization requirements. Section 23B requires that transactions with affiliates be on terms that are no less favorable to the institution or its subsidiary as similar transactions with non-affiliates.

Federal law also restricts an institution with respect to loans to directors, executive officers, and principal stockholders (“insiders”). Loans to insiders and their related interests may not exceed, together with all other outstanding loans to such persons and affiliated entities, the institution’s total capital and surplus. Loans to insiders above specified amounts must receive the prior approval of the Board of Directors. Further, loans to insiders must be made on terms substantially the same as offered in comparable transactions to other persons, except that such insiders may receive preferential loans made under a benefit or compensation program that is widely available to the institution’s employees and does not give preference to the insider over the employees. Federal law places additional limitations on loans to executive officers. Massachusetts law previously had a separate law regarding insider transactions but that law was

amended in 2015 to generally incorporate the federal restrictions.

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Insurance of Deposit Accounts. The Bank's deposit accounts are insured by the Deposit Insurance Fund of the FDIC up to applicable limits. The FDIC insures deposits up to the standard maximum deposit insurance amount ("SMDIA") of \$250,000.

The FDIC charges insured depository institutions premiums to maintain the Deposit Insurance Fund. The Dodd-Frank Act required the FDIC to revise its procedures to base its assessments upon each insured institution's total assets less tangible equity instead of deposits.

Under the FDIC's risk-based assessment system, insured institutions are assessed based on perceived risk to the Deposit Insurance Fund with institutions deemed less risky pay lower FDIC assessments. Assessments for institutions with \$10 billion or more of assets are primarily based on a scorecard approached by the FDIC, including factors such as examination ratings and modeling measuring the institution's ability to withstand asset-related and funding-related stress and potential loss to the Deposit Insurance Fund should the bank fail. The assessment range (inclusive of possible adjustments specified by the regulations) for institutions with greater than \$10 billion of total assets is 1.5 to 40 basis points. The Dodd-Frank Act required that banks of greater than \$10 billion of assets bear the burden of raising the Deposit Insurance Fund reserve ratio from 1.15% to 1.35%. Such institutions were subject to an annual surcharge of 4.5 basis points of total assets exceeding \$10 billion, effective July 1, 2016. The FDIC announced in November 2018 that the 1.35% reserve ratio had been reached so that the surcharges would cease.

FDIC insured institutions are also required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize a predecessor deposit insurance fund. These assessments continue until the Financing Corporation bonds mature in September 2019. The assessment rate is adjusted quarterly to reflect changes in the assessment base of the fund. For the quarter ended December 31, 2018, the Financing Corporation assessment amounted to 0.32 basis points of total assets less Tier 1 capital.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by a regulator. Management does not know of any practice, condition or violation that might lead to termination of FDIC deposit insurance.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of the Bank. Management cannot predict what insurance assessment rates will be in the future.

Federal Home Loan Bank System. The Bank is a member of the Federal Home Loan Bank system, which consists of 12 regional Federal Home Loan Banks that provide a central credit facility primarily for member institutions. The Bank, as a member, is required to acquire and hold shares of capital stock in the FHLBB.

The Federal Home Loan Banks are required to provide funds for certain purposes including contributing funds for affordable housing programs. These requirements, and general financial results, could reduce the amount of dividends that the Federal Home Loan Banks pay to their members and result in the Federal Home Loan Banks imposing a higher rate of interest on advances to their members. Historically, the FHLBB has paid dividends to member banks based on money market rates.

Enforcement

The FDIC has primary federal enforcement responsibility over state chartered banks that are not members of Federal Reserve System, which includes the Bank. The FDIC has authority to bring enforcement actions against such institutions and their "institution-related parties," including officers, directors, certain shareholders, and attorneys,

appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers and/or directors of the institution or receivership or conservatorship in certain circumstances. Potential civil money penalties cover a wide range of violations and actions, and range up to \$25 thousand per day or, in extreme cases, as high as \$1.0 million per day.

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Holding Company Regulation

General. The Company is subject to examination, regulation, and periodic reporting as a bank holding company under the Bank Holding Company Act of 1956, as amended. The Company is required to obtain the prior approval of the Federal Reserve Board to acquire all, or substantially all, of the assets of any other bank or bank holding company. Prior Federal Reserve Board approval would be required for the Company to acquire direct or indirect ownership or control of any voting securities of any bank or bank holding company if, after such acquisition, it would, directly or indirectly, own or control more than five percent of any class of voting shares of the bank or bank holding company.

A bank holding company is generally prohibited from engaging in non-banking activities, or acquiring direct or indirect control of more than five percent of the voting securities of any company engaged in non-banking activities. The Federal Reserve Board has allowed by regulation some exceptions based on activities closely related to banking including: (i) making or servicing loans; (ii) performing certain data processing services; (iii) providing discount brokerage services; (iv) acting as fiduciary, investment or financial advisor; and (v) acquiring a savings and loan association whose direct and indirect activities are limited to those permitted for bank holding companies.

The Gramm-Leach-Bliley Act of 1999 authorized a bank holding company that meets specified conditions, including being “well capitalized” and “well managed” as defined in the regulations, to opt to become a “financial holding company” and thereby engage in a broader array of financial activities. Such activities can include insurance and investment banking. The Company has elected to become a financial holding company.

The Company is subject to the Federal Reserve Board’s capital adequacy requirements for bank holding companies. The Dodd-Frank Act required the Federal Reserve Board to promulgate consolidated capital requirements for depository institution holding companies that are no less stringent, both quantitatively and in terms of components of capital, than those applicable to institutions themselves. The previously discussed final rule regarding regulatory capital requirements implemented the Dodd-Frank Act as to bank holding company capital standards. Consolidated regulatory capital requirements identical to those applicable to the Bank applied to the Company, effective January 1, 2015. As is the case with institutions themselves, the capital conservation buffer was phased in beginning in 2016 and was fully effective on January 1, 2019.

Federal Reserve Board policy requires that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. The Dodd-Frank Act codified the source of strength doctrine.

The Federal Reserve Board has issued a policy statement regarding the payment of dividends and the repurchase of shares of common stock by bank holding companies. In general, the policy provides that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization’s capital needs, asset quality and overall financial condition. Regulatory guidance provides for prior regulatory consultation with respect to dividends in certain circumstances such as where the company’s net income for the past four quarters, net of dividends’ previously paid over that period, is insufficient to fully fund the dividend or the company’s overall rate of earnings retention is inconsistent with the company’s capital needs and overall financial condition. The ability of a holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized.

Federal regulations require a bank holding company to give the Federal Reserve Board prior written notice of any repurchase or redemption of then outstanding equity securities if the gross consideration for the repurchase or redemption, when combined with the net consideration paid for all such repurchases or redemptions during the preceding 12 months, is equal to 10% or more of the company’s consolidated net worth. The Federal Reserve Board

may disapprove such a purchase or redemption under certain circumstances. There is an exception to this approval requirement for well-capitalized bank holding companies that meet certain other conditions. Federal Reserve policy provides for regulatory consultation prior to a holding company redeeming or repurchasing regulatory capital instruments under specified circumstances regardless of the applicability of the previously referenced notification

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requirement. Most recently, the Federal Reserve Board's staff has been interpreting its regulatory capital regulation as requiring a bank holding company to apply and receive its approval before repurchasing or redeeming shares that are included by the holding company for regulatory capital purposes.

These regulatory policies could affect the ability of the Company to pay dividends, repurchase shares of its stock, or otherwise engage in capital distributions.

The status of the Company as a registered bank holding company under the Bank Holding Company Act does not exempt it from certain federal and state laws and regulations applicable to corporations generally, including, without limitation, certain provisions of the federal securities laws.

Acquisition of the Company. Under the Change in Bank Control Act, no person may acquire control of a bank holding company such as the Company unless the Federal Reserve Board has been given 60 days' prior written notice and has not issued a notice disapproving the proposed acquisition, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the competitive effects of the acquisition. Control, as defined under federal law, means ownership, control of or holding irrevocable proxies representing more than 25% of any class of voting stock, control in any manner of the election of a majority of the company's directors, or a determination by the regulator that the acquirer has the power to direct, or directly or indirectly to exercise a controlling influence over, the management or policies of the institution. Acquisition of more than 10% of any class of a bank holding company's voting stock constitutes a rebuttable presumption of control under the regulations under certain circumstances including where, is the case with the Company, the issuer has registered securities under Section 12 of the Securities Exchange Act of 1934.

Massachusetts Holding Company Regulation. In addition to the federal holding company regulations, a bank holding company organized or doing business in Massachusetts must comply with requirements under Massachusetts law. Approval of the Massachusetts regulatory authorities is generally be required for the Company to acquire 25 percent or more of the voting stock of another depository institution. Similarly, prior regulatory approval would be necessary for any person or company to acquire 25 percent or more of the voting stock of the Company.

Mergers and Acquisitions

The Company and the Bank have authority to engage, and have engaged, in acquisitions of other depository institutions. Such transactions are subject to a variety of conditions including, but not limited to, required stockholder approvals and the receipt of all necessary regulatory approvals. Necessary regulatory approvals include those required by the federal Bank Holding Company Act and/or Bank Merger Act, Massachusetts law and, if the target institution is located in a state other than Massachusetts, the law of that state. When considering merger applications, the federal regulators must evaluate such factors as the financial and managerial resources and future prospects of the parties, the convenience and needs of the communities to be served (including performance of the parties under the Community Reinvestment Act), competitive factors, any risk to the stability of the United States banking or financial system and the effectiveness of the institutions involved in combating money laundering activities. Both the Bank Holding Company Act and the Bank Merger Act provide for a waiting period of 15 to 30 days following approval by the federal banking regulator within which the United States Department of Justice may file objections to the merger under the federal antitrust laws. Massachusetts law requires the Commissioner (or Board of Bank Incorporation in certain cases) to consider such factors as whether competition among banking institutions will be unreasonably affected and whether public convenience and advantage will be promoted (including whether the merger will result in net new benefits).

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Other Regulations

Consumer Protection Laws. The Bank is subject to federal and state consumer protection statutes and regulations applicable to depository institutions. These include the Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers; Home Mortgage Disclosure Act, requiring financial institutions to provide certain information about home mortgage and refinance loans; the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit; the Fair Credit Reporting Act, governing the provision of consumer information to credit reporting agencies and the use of consumer information; the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and the Electronic Funds Transfer Act, governing automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

The Bank also is subject to Massachusetts and federal laws protecting the confidentiality of consumer financial records, and limiting the ability of the institution to share non-public personal information with third parties. The Community Reinvestment Act ("CRA") establishes a requirement for federal banking agencies that, in connection with examinations of depository institutions within their jurisdiction, the agencies evaluate the record of the depository institutions in meeting the credit needs of their local communities, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. These factors are also considered in evaluating mergers, acquisitions and applications to open a branch or new facility. Under the CRA, institutions are assigned a rating of "outstanding," "satisfactory," "needs to improve," or "substantial non-compliance." A less than "satisfactory" rating would result in the suspension of any growth of the Bank through acquisitions or opening de novo branches until the rating is improved. As of the most recent CRA examination by the FDIC, the Bank's CRA rating was "satisfactory."

Anti-Money Laundering Laws. The Bank is subject to extensive anti-money laundering provisions and requirements, which require the institution to have in place a comprehensive customer identification program and an anti-money laundering program and procedures. These laws and regulations also prohibit depository institutions from engaging in business with foreign shell banks; require depository institutions to have due diligence procedures and, in some cases, enhanced due diligence procedures for foreign correspondent and private banking accounts; and improve information sharing between depository institutions and the U.S. government. The Bank has established policies and procedures intended to comply with these provisions.

Taxation

The Company reports its income on a calendar year basis using the accrual method of accounting. This discussion of tax matters is only a summary and is not a comprehensive description of the tax rules applicable to the Company and its subsidiaries. Further discussion of income taxation is contained in Note 14 - Income Taxes of the Consolidated Financial Statements. The federal income tax laws apply to the Company in the same manner as to other corporations with some exceptions. The Company may exclude from income 100 percent of dividends received from the Bank and from Berkshire Insurance Group as members of the same affiliated group of corporations. The Company reports income on a calendar year basis to the Commonwealth of Massachusetts. Massachusetts tax law generally permits special tax treatment for a qualifying limited purpose "securities corporation." The Bank's securities corporations all qualify for this treatment, and are taxed at a 1.3% rate on their gross income.

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ITEM 1A. RISK FACTORS

The risks set forth below, in addition to the other risks described in this Annual Report on Form 10-K, may adversely affect the Company's business, financial condition, and operating results. In addition to the risks set forth below and the other risks described in this annual report, there may be additional risks and uncertainties that are not currently known to the Company or that the Company currently deems to be immaterial that could materially and adversely affect the Company's business, financial condition or operating results. As a result, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods. Further, to the extent that any of the information contained in this Annual Report on Form 10-K constitutes forward-looking statements, the risk factors set forth below also are cautionary statements identifying important factors that could cause actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company.

Lending

Deterioration in the Housing Sector, Commercial Real Estate, and Related Markets May Adversely Affect Business and Financial Results.

Real estate lending is a major business activity for the Company. Real estate market conditions affect the value and marketability of real estate collateral, and they also affect the cash flows, liquidity, and net worth of many borrowers whose operations and finances depend on real estate market conditions. Adverse conditions in the Company's market areas could reduce growth rates, affect the ability of our customers to repay their loans, and generally affect the Company's financial condition and results of operations. Potential increases in interest rates could increase capitalization rates which could adversely affect commercial property appraisals and collateral value.

The Company's Emphasis on Commercial Lending May Expose the Company to Increased Lending Risks, Which Could Hurt Profits.

The Company emphasizes commercial lending, which generally exposes the Company to a greater risk of nonpayment and loss because repayment of such loans often depends on the successful operations and income stream of the borrowers. Commercial loans are historically more susceptible to delinquency, default, and loss during economic downturns. Commercial lending involves larger loan sizes and larger relationship exposures, with greater potential impact on profits in the event of adverse loan performance. The majority of the Company's commercial loans are secured by real estate and subject to the previously discussed real estate risk factors. Geographic expansion may result in new risks not identified by the Company or which it is unfamiliar with monitoring or resolving. Recent expansion has been focused on the Greater Boston market, where the Bank may be financing projects with larger loan amounts and where the Bank has less experience than in its traditional market areas and where competition may result in different lending structures.

The Company is subject to a variety of risks in connection with any sale of loans it may conduct.

In connection with the Company's sale of one or more loan portfolios, it may make certain representations and warranties to the purchaser concerning the loans sold and the procedures under which those loans have been originated and serviced. If any of these representations and warranties are invalid, the Company may be required to indemnify the purchaser for any related losses, or it may be required to repurchase part or all of the affected loans, which may be impaired. The Company may also be required to repurchase loans as a result of borrower fraud or in the event of early payment default by the borrower on a loan it has sold. The Company's ability to maintain seller/servicer relationships with government agencies and government backed entities may be jeopardized in the event of the emergence of one or more of the above risks. Demand for the Company's loans in the secondary markets could also be affected by these risks, which could lead to a reduction in related business activities.

The Company may be required to reduce the value of any loans it marks as held for sale, which could adversely affect its results of operations.

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The Company is exposed to risk of environmental liability when it takes title to property. In the course of its business, the Company may foreclose on and take title to real estate. As a result, the Company could be subject to environmental liabilities with respect to these properties for property damage, personal injury, investigation and clean-up costs. The costs associated with investigation or remediation activities could be substantial. The Company may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property.

Operating

Expansion, Growth, and Acquisitions Could Negatively Impact Earnings If Not Successful.

The Company plans to grow organically, by geographic expansion, through business line expansion, and through acquisitions. Successful expansion depends on the maintenance and development of an adequate infrastructure. Success also depends on customer acceptance and the long-term recruitment and retention of key personnel and acquired customer relationships. Profitability depends on whether the income generated will offset the increased operating expenses. The Company implemented certain expense restructuring activities, related in part to the rationalization of acquired operations. Changes in operations may result in inefficiencies or control deficiencies.

Merger and acquisition activities are subject to a number of risks, including lending, operating, and integration risks. Such growth requires careful due diligence, evaluation of risks, and projections of future operations and financial conditions. Adverse developments could have a material adverse effect on the Company's financial condition and results of operations. Acquisitions often involve extensive merger agreements, which may lead to litigation risks or operating constraints.

The Company has recruited executive and business line management to support its growth and expansion, and it has absorbed management of acquired operations. This involves retention risks, operating risks, and financial risks. Such recruitment can affect the retention of new and old business, and can also be affected by competitive reactions and other relationship risks in retaining accounts. The relocation of the Company's headquarters may affect operational functioning.

Regulatory examinations may identify matters requiring attention. Deficiencies related to regulatory compliance may result in changes that affect operating revenues and costs, including the scope or scale of business activities and/or potential future expansion initiatives. The Company has crossed the \$10 billion threshold for additional Dodd Frank regulatory requirements. These regulations affect revenues and operating costs, and introduce additional compliance requirements. If targeted earnings accretion is not achieved, some profitability metrics may be reduced. The Company may also face additional acquisition approval requirements, and growth plans could be slowed if expected approvals are not obtained.

Competition From Financial Institutions and Other Financial Service Providers May Adversely Affect the Company's Growth and Profitability.

Competition in the banking and financial services industry is intense. Larger banking institutions have substantially greater resources and lending limits and may offer certain services not offered by the Company. Local competitors with excess capital may accept lower returns on new business. There is increased competition by out-of-market competitors through the internet and mobile technology. Federal regulations and financial support programs may in some cases favor competitors. Competition includes competition for banking teams and talent. Competition creates risk that revenues, earnings, or market share could be adversely affected by the loss of talent.

Market Changes May Adversely Affect Demand For The Company's Services and Impact Revenue, Costs, and Earnings.

Channels for servicing the Company's customers are evolving rapidly, with less reliance on traditional branch facilities, more use of online and mobile banking, and demand for universal bankers and other relationship managers

who can service multiple product lines. The Company has an ongoing process for evaluating the profitability of its branch system and other office and operational facilities. The identification of unprofitable operations and facilities can lead to restructuring charges and introduce the risk of disruptions to revenues and customer relationships. The Company competes with larger providers who are rapidly evolving their service channels and escalating the costs of evolving the service process.

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The Company is Subject to Security and Operational Risks Relating to the Use of Technology that Could Damage the Company's Reputation and Business.

Security breaches of confidential information in our technology platforms could expose the Company to possible liability and damage its reputation. Any compromise of data security could also deter customers from using the Company's services. The Company relies on industry standard internet security and authentication systems to effect secure transmission of data. These precautions may not protect the Company's security systems from compromises or breaches and could result in damage to its reputation and business. The Company utilizes third party core banking software, in addition to other outsourced data processing. If third party providers encounter difficulties or if the Company has difficulty in communicating and/or transmitting with such third parties, it could significantly affect its ability to adequately process and account for customer transactions, which could significantly affect its business operations. The Company interfaces with electronic payments systems which are subject to security and operational risks. The Company utilizes file encryption in designated internal systems and networks and is subject to certain state and federal regulations regarding how the Company manages data security. The Company's enterprise governance risk and compliance function includes a framework of controls, policies and technologies to monitor and protect information from cyberattacks, mishandling, and loss, together with safeguards related to the confidentiality, integrity, and availability of information. Natural disasters and disaster recovery risks could affect its operating systems, which could affect its reputation. The Company's business continuity program addresses crisis management, business impact, and data and systems recovery. Potential problems with the management of technology security and operational risks may affect regulatory compliance, which could affect operating costs and expansion plans.

The Company Faces Cybersecurity Risks, Including Denial of Service Attacks, Hacking and Identity Theft that Could Result in the Disclosure of Confidential Information or the Creation of Unauthorized Transactions, Which Could Adversely Affect the Company's Business or Reputation and Create Significant Legal and Financial Exposure.

The Company's computer systems and network infrastructure are subject to security risks and could be susceptible to cyber-attacks, such as denial of service attacks, hacking, terrorist activities or identity theft. Financial services institutions and companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, steal financial assets, disable or degrade service, or sabotage systems, often through the introduction of computer viruses or malware, cyber-attacks and other means. Denial of service attacks have been launched against a number of large financial services institutions. As a growing regional bank, the Company may be subject to similar attacks in the future. Hacking and identity theft risks could cause serious reputational harm and possible financial loss to the Company. Cyber threats are rapidly evolving and the Company may not be able to anticipate or prevent all such attacks.

The Company may incur increasing costs in an effort to minimize these risks and could be held liable for any security breach or loss. Despite efforts to ensure the integrity of its systems, the Company will not be able to anticipate all security breaches of these types, and the Company may not be able to implement effective preventive measures against such security breaches. The techniques used by cyber criminals change frequently and can originate from a wide variety of sources, including outside groups such as external service providers, organized crime affiliates, terrorist organizations or hostile foreign governments. Those parties may also attempt to fraudulently induce employees, customers or other users of the Company's systems to disclose sensitive information in order to gain access to its data or that of its clients or to conduct unauthorized financial transactions.

These risks may increase in the future as the Company continues to increase its mobile-payment and other internet-based product offerings and expands its internal usage of web-based products and applications. A successful penetration or circumvention of system security could cause serious negative consequences to the Company, including significant disruption of operations, misappropriation of confidential information of the Company or that of its customers, or damage to computers or systems of the Company or those of its customers and counterparties. A security breach could result in violations of applicable privacy and other laws, financial loss to the Company or to its

customers, loss of confidence in the Company's security measures, significant litigation exposure, and harm to the Company's reputation, all of which could have a material adverse effect on the Company.

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The Company is subject to regulatory environment changes regarding privacy and data protection and could have a material impact on our results of operations.

The growth and expansion of the company into a variety of new fields may potentially involve new regulatory issues/requirements such as the EU General Data Protection Regulation (GDPR) or the New York Department of Financial Services (NYDFS) Cybersecurity Regulation. The potential costs of compliance with or imposed by new/existing regulations and policies that are applicable to us may affect the use of our products and services and could have a material adverse impact on our results of operations.

Financial and Operating Counterparties Expose the Company to Risks.

The Company's use of derivative financial instruments exposes us to financial and contractual risks with counterparties. The Company maintains correspondent bank relationships, manage certain loan participations, engage in securities and funding transactions, and undergo other activities with financial counterparties that are customary to its industry. The Company also utilizes services from major vendors of technology, telecommunications, and other essential operating services. There is financial and operating risk in these relationships, which the Company seeks to manage through internal controls and procedures, but there are no assurances that the Company will not experience loss or interruption of its business as a result of unforeseen events with these providers. The Company's expanded mortgage banking operations have also exposed us to more counterparty transactions including the use of third parties to participate in the management of interest rate risk and mortgage sales and hedging. Financial and operational risks are inherent in these counterparty relationships. The Company could experience losses if there are failures in the controls or accounting, including those related to derivatives activities or if there are performance failures by any counterparties. The risk of loss is increased when interest rates change suddenly and if the intended hedging objectives are not achieved as a result of market or counterparty behaviors.

Changes in Executive Management Could Affect Operations.

Changes in executive and senior management could introduce control risks in the oversight of operating activities and in the planning and execution of strategic objectives, which could adversely affect the operations of the Bank.

The Company May Not Be Able to Attract and Retain Skilled People.

The Company's success depends, in large part, on its ability to attract new employees, retain and motivate its existing employees, and continue to compensate employees competitively. Competition for the best people can be intense and the Company may not be able to hire or retain appropriately qualified individuals. As a result of restructuring activities, the Company could experience challenges in the retention of existing employees.

Controls and Procedures May Fail or Be Circumvented.

Management regularly reviews and updates the Company's internal controls, disclosure requirements and practices, and corporate governance policies and procedures. Any system of controls, however well designed and operated, can only provide reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations, and financial condition.

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The Company's Business Is Reliant on Outside Vendors.

The Company's business is highly dependent on the use of certain outside vendors for its day-to-day operations. The Company's operations are exposed to risk that a vendor may not perform in accordance with established performance standards required in its agreements for any number of reasons including a change in their senior management, their financial condition, their product line or mix and how they support existing customers, or a simple change in their strategic focus. While the Company has comprehensive policies and procedures in place to mitigate risk at all phases of vendor management from selection, to performance monitoring and renewals, the failure of a vendor to perform in accordance with contractual agreements could be disruptive to its business, which could have a material adverse effect on its financial condition and results of operations.

Development of New Products and Services May Impose Additional Costs on the Company and May Expose It to Increased Operational Risk.

The Company's financial performance depends, in part, on its ability to develop and market new and innovative services and to adopt or develop new technologies that differentiate its products or provide cost efficiencies, while avoiding increased related expenses. This dependency is exacerbated in the current "FinTech" environment, where financial institutions are investing significantly in evaluating new technologies, such as "Blockchain," and developing potentially industry-changing new products, services and industry standards. The introduction of new products and services can entail significant time and resources, including regulatory approvals. Substantial risks and uncertainties are associated with the introduction of new products and services, including technical and control requirements that may need to be developed and implemented, rapid technological change in the industry, the Company's ability to access technical and other information from its clients, the significant and ongoing investments required to bring new products and services to market in a timely manner at competitive prices and the preparation of marketing, sales and other materials that fully and accurately describe the product or service and its underlying risks. The Company's failure to manage these risks and uncertainties also exposes it to enhanced risk of operational lapses which may result in the recognition of financial statement liabilities. Regulatory and internal control requirements, capital requirements, competitive alternatives, vendor relationships and shifting market preferences may also determine if such initiatives can be brought to market in a manner that is timely and attractive to the Company's clients. Failure to successfully manage these risks in the development and implementation of new products or services could have a material adverse effect on the Company's business and reputation, as well as on its consolidated results of operations and financial condition.

Our Strategic Review May Expose the Company to Operating Risks.

The Company has announced a strategic review to support earnings which will include its balance sheet structure, line of business profitability, expense levels, and capital management. This review may expose the Company to unanticipated operating risks if large scale changes are made in a condensed timeframe. Such risks could include an unexpected loss of revenue, elevated one time expenses, or disruptions of controls or customer service.

Liquidity

The Company's Wholesale Funding Sources May Prove Insufficient to Replace Deposits at Maturity and Support Operations and Future Growth.

The Company must maintain sufficient funds to respond to the needs of depositors and borrowers. As a part of its liquidity management, the Company uses a number of funding sources in addition to deposit growth and cash flows from loans and investments. These sources include Federal Home Loan Bank advances, proceeds from the sale of loans, and liquidity resources at the holding company. The Company uses brokered deposits both to support ongoing growth and to provide enhanced deposit insurance to support large dollar commercial relationships. The Company's financial flexibility will be severely constrained if the Company is unable to maintain access to wholesale funding or if adequate financing is not available to accommodate future growth at acceptable costs. Turbulence in the capital and credit markets may adversely affect liquidity and financial condition and the willingness of certain counterparties and customers to do business with the Company.

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The Company's Ability to Service Our Debt, Pay Dividends, and Otherwise Pay Obligations as They Come Due Is Substantially Dependent on Capital Distributions from the Bank, and These Distributions Are Subject to Regulatory Limits and Other Restrictions.

A substantial source of holding company income is the receipt of dividends from the Bank, from which the Company services debt, pay obligations, and pay shareholder dividends. The availability of dividends from the Bank is limited by various statutes and regulations. It is possible, depending upon the financial condition of the Bank and other factors, that the applicable regulatory authorities could assert that payment of dividends or other types of payments are an unsafe or unsound practice. If the Bank is unable to pay dividends, the Company may not be able to service debt, pay debt obligations, or pay dividends on its common stock.

Secondary mortgage market conditions could have a material impact on the Company's financial condition and results of operations.

In addition to being affected by interest rates, the secondary mortgage markets are also subject to investor demand for residential mortgage loans and increased investor yield requirements for these loans. These conditions may fluctuate or worsen in the future. As a result, a prolonged period of secondary market illiquidity may reduce the Company's loan production volumes and operating results.

Secondary markets are significantly affected by Fannie Mae, Freddie Mac and Ginnie Mae (collectively, the "Agencies") for loan purchases that meet their conforming loan requirements. These agencies could limit purchases of conforming loans due to capital constraints, a change in the criteria for conforming loans or other factors. Proposals to reform mortgage finance could affect the role of the Agencies and the market for conforming loans which comprise the majority of the Company's mortgage lending and related originations income.

Interest Rates

Market Interest Rate Conditions Could Adversely Affect Results of Operations and Financial Condition.

Net interest income is the Company's largest source of income. Changes in interest rates can affect the level of net interest income and other elements of net income. The Company's interest rate sensitivity is discussed in more detail in Item 7A of this report and is the primary market risk to its condition and operations. Changes in interest rates can also affect the demand for the Company's products and services, and the supply conditions in the U.S. financial and capital markets. Changes in the level of interest rates may negatively affect the Company's ability to originate real estate loans, the value of its assets and its ability to realize gains from the sale of assets, all of which ultimately affect earnings.

Securities Market Values

Declines in the Value of Certain Investment Securities Could Require Write-Downs, Which Would Reduce Earnings. Declines in the value of investment securities due to market conditions and/or issuer impairment could result in losses that can reduce capital and earnings. The Company's investment in equity securities and non-investment grade debt securities present heightened credit and price risks. Under new accounting standards, equity gains and losses are recorded to current period operating results. The Company has an investment in the stock of the Federal Home Loan Bank of Boston ("FHLBB") which could result in write-down in the event of impairment.

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Taxation

Changes in Tax Preference Items May Affect Results of Operations.

Higher tax expense due to planned or unplanned changes in tax preference items may result in lower profitability. Quarterly results may vary significantly from annual results.

The Company May Be Adversely Affected by Recent Changes in U.S. Tax Laws.

Changes in tax laws contained in the Tax Cuts and Jobs Act, which was enacted in December 2017, include a number of provisions that will have an impact on the banking industry, borrowers and the market for single-family residential real estate. Changes include (i) a lower limit on the deductibility of mortgage interest on single-family residential mortgage loans, (ii) the elimination of interest deductions for home equity loans, (iii) a limitation on the deductibility of business interest expense and (iv) a limitation on the deductibility of property taxes and state and local income taxes. The recent changes in the tax laws may have an adverse effect on the market for, and valuation of, residential properties, and on the demand for such loans in the future, and could make it harder for borrowers to make their loan payments. If home ownership becomes less attractive, demand for mortgage loans could decrease. The value of the properties securing loans in the Company's loan portfolio may be adversely impacted as a result of the changing economics of home ownership, which could require an increase in its provision for loan losses, which would reduce its profitability and could materially adversely affect its business, financial condition and results of operations.

Regulatory

Legislative and Regulatory Initiatives May Affect Business Activities and Increase Operating Costs.

New federal or state laws and regulations could affect lending, funding practices, capital, and liquidity standards. New laws, regulations, and other regulatory changes may also increase compliance costs and affect business and operations. Moreover, the FDIC sets the cost of FDIC insurance premiums, which can affect profitability.

Regulatory capital requirements and their impact on the Company may change. It may need to raise additional capital in the future to support operations and continued growth. The Company's ability to raise capital, if needed, will depend on its condition and performance, and on market conditions. If additional capital is not available when needed, it could affect operations and the execution of the strategic plan, which includes further expanding operations through internal growth and acquisitions.

New laws, regulations, and other regulatory changes, along with negative developments in the financial industry and the domestic and international credit markets, may significantly affect the markets in which the Company does business, the markets for and value of its loans and investments, and ongoing operations, costs and profitability. For more information, see "Regulation and Supervision" in Item 1 of this report.

In 2017, the Company crossed the \$10 billion asset threshold established by the Dodd-Frank act. The Company and the Bank are now subject to closer supervision by their primary regulators and the Consumer Financial Protection Bureau. The Company and the Bank are subject to capital stress testing expectations which require significant resources and infrastructure. If the Company's compliance with the enhanced supervision and requirements is insufficient, there can be significant negative consequences for its operations, profitability, and ability to further pursue its strategic growth plan.

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Provisions of the Company's Certificate of Incorporation, Bylaws, and Delaware Law, as Well as State and Federal Banking Regulations, Could Delay or Prevent a Takeover of Us by a Third Party.

Provisions in the Company's certificate of incorporation and bylaws, the corporate law of the State of Delaware, and state and federal regulations could delay, defer or prevent a third party from acquiring us, despite the possible benefit stockholders, or otherwise adversely affect the price of its common stock. These provisions include: limitations on voting rights of beneficial owners of more than 10 percent of common stock; supermajority voting requirements for certain business combinations; the election of directors to terms of one year; and advance notice requirements for nominations for election to the Company's Board of Directors and for proposing matters that stockholders may act on at stockholder meetings. In addition, the Company is subject to Delaware laws, including one that prohibits engaging in a business combination with any interested stockholder for a period of three years from the date the person became an interested stockholder unless certain conditions are met. These provisions may discourage potential takeover attempts, discourage bids for the Company's common stock at a premium over market price or adversely affect the market price of, and the voting and other rights of the holders of, its common stock. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors other than the candidates nominated by the Board.

Significant Accounting Estimates May Not Be Realized in Accordance with Recorded Estimates.

Unexpected Changes May Adversely Affect Condition or Performance.

The Company's significant accounting policies are described in Note 1 - Summary of Significant Accounting Policies of the Consolidated Financial Statements in Item 8 of this report. The SEC defines "critical accounting policies" as those that require application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in future periods. The Company's critical accounting policies are further discussed in Item 7 of this report. If actual events and results do not conform to critical estimates, there could be a material impact on financial condition, operating performance, and execution of the strategic plan.

If the Company determines goodwill or other intangible assets to be impaired, the Company's financial condition and results would be negatively affected.

When the Company completes a business combination, a portion of the purchase price of the acquisition is allocated to goodwill and other identifiable intangible assets. The amount of the purchase price which is allocated to goodwill and other intangible assets is determined by the excess of the purchase price over the net identifiable assets acquired. At least annually (or more frequently if indicators arise), the Company evaluates goodwill for impairment by comparing the fair value of its reporting entities against the carrying value. If the Company determines goodwill or other intangible assets are impaired, the Company will be required to write down these assets. Any write-down would have a negative effect on the Consolidated Financial Statements.

A New Accounting Standard May Require the Company to Increase Its Allowance For Loan Losses and May Have a Material Adverse Effect on Its Financial Condition and Results of Operations.

The Financial Accounting Standards Board has adopted a new accounting standard that will be effective for the Company for its 2020 fiscal year ended. This standard, referred to as Current Expected Credit Loss, or CECL, will require financial institutions to determine periodic estimates of lifetime expected credit losses on loans, and recognize the expected credit losses as allowances for loan losses. This will change the current method of providing allowances for loan losses that are probable, which may require the Company to increase its allowance for loan losses, and to greatly increase the types of data it would need to collect and review to determine the appropriate level of the allowance for loan losses. Any increase in the Company's allowance for loan losses or expenses incurred to determine the appropriate level of the allowance for loan losses may have a material adverse effect on its financial condition and operating results.

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Mergers and Acquisitions

Acquisitions may disrupt the Company's business and dilute stockholder value.

The Company has a pending merger agreement with SI Financial Group, which is targeted for completion in the second quarter of 2019 and for completion of integration of operations by year-end 2019. The Company regularly evaluates merger and acquisition opportunities with other financial institutions and financial services companies. Future mergers or acquisitions involving cash, debt, or equity securities may occur from time to time. The Company seeks acquisition partners that offer either significant market presence or the potential to expand its market footprint and improve profitability through economies of scale or expanded services.

Acquiring other banks, businesses, or branches may have an adverse effect on the Company's financial results and may involve various other risks commonly associated with acquisitions, including, among other things:

- difficulty in estimating the value of the target company
 - payment of a premium over book and market values that may dilute the Company's tangible book value and earnings per share in the short and long term;
 - exposure to unknown or contingent liabilities, or asset quality problems, of the target company;
 - unexpected regulatory responses to merger related applications
 - larger than anticipated merger-related expenses;
 - difficulty and expense of integrating the operations and personnel of the target company, and retaining key employees and customers;
 - inability to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits; and
 - potential diversion of Company management's time and attention.
- potential litigation could lead to additional expenses or prevent the completion of a merger agreement, which could result in the loss of the benefits which are targeted to offset merger costs.

If the Company is unable to successfully integrate an acquired company, the anticipated benefits may not be realized fully or may take longer to realize than expected. A significant decline in asset valuations or cash flows may also prevent the attainment of targeted results. Additional discussion about the risk of acquisitions is included above in the discussion of Operating Risk.

Trading of the Company's Common Stock

The Trading History of The Company's Common Stock Is Characterized By Low Trading Volume. The Value of Shareholder Investments May be Subject To Sudden Decreases Due To the Volatility of the Price of the Common Stock.

The level of interest and trading in the Company's stock depends on many factors beyond the Company's control. The market price of the Company's common stock may be highly volatile and subject to wide fluctuations in response to numerous factors, including, but not limited to, the factors discussed in other risk factors and the following: actual or anticipated fluctuations in operating results; changes in interest rates; changes in the legal or regulatory environment; press releases, announcements or publicity relating to the Company or its competitors or relating to trends in its industry; changes in expectations as to future financial performance, including financial estimates or recommendations by securities analysts and investors; future sales of its common stock; changes in economic conditions in the marketplace, general conditions in the U.S. economy, financial markets or the banking industry; and other developments. These factors may adversely affect the trading price of the Company's common stock, regardless of actual operating performance, and could prevent stockholders from selling their common stock at a desirable price.

In the past, stockholders have brought securities class action litigation against a company following periods of volatility in the market price of their securities. The Company could be the target of similar litigation in the future, which could result in substantial costs and divert management's attention and resources.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company's headquarters are located at 60 State Street in leased property in Boston, Mass. The Bank's headquarters are located in owned and leased facilities located in Pittsfield, Mass. The Company also owns or leases other facilities within its primary market areas: Greater Boston (including Worcester, MA); Berkshire County, Massachusetts; Pioneer Valley (Springfield area), Massachusetts; Southern Vermont; the Capital Region (Albany area), New York; Central New York; Northern Connecticut; and Princeton area, New Jersey.

As of December 31, 2018, the Company had 115 full-service branches in Massachusetts, New York, Connecticut, Vermont, Central New Jersey, and Eastern Pennsylvania. Early in 2018, the Company opened two branch offices -- one in Simsbury, Conn., and one in Malta, N.Y. Subsequent to year-end 2018, the Company closed two branches as a part of its ongoing strategy to identify opportunities for consolidation.

The Company also has regional locations which are full-service commercial offices located in Boston, MA.; Pittsfield, MA.; Springfield, MA.; Albany, N.Y.; East Syracuse, N.Y.; Hartford, Conn.; Worcester, MA.; Burlington, MA.; and Lawrenceville, N.J. In addition, the Company has eight lending locations in Central/Eastern, Massachusetts. The Bank's wholly-owned subsidiary, Firestone Financial, LLC, is headquartered in the Boston metro area.

Berkshire Insurance Group Inc. operates from 12 locations in Western Massachusetts and East Syracuse, N.Y. in both stand-alone premises as well as in rented space located in the Bank's premises.

The Company acquired Commerce Bancshares in October of 2017, obtaining 13 branches in and around the Worcester, MA area. The Company also assumed three branches and three lending offices in the Boston metro area in the transaction.

The Company acquired First Choice Bank in December of 2016, assuming eight full-service branches in the Princeton, N.J. and greater Philadelphia areas. As a part of the acquisition, First Choice Loan Services Inc., headquartered in East Brunswick, N.J., became a wholly-owned subsidiary of the Bank. As a national mortgage lender, the Company acquired its 12 loan production offices across six states. In 2016, the Company sold two existing branches that management determined to have redundancy with its current footprint.

Berkshire continues to enhance its new retail branch design which eliminates traditional teller counters and provides an interactive customer service environment through "pod" stations which include automated cash handling technology. In many cases, this branch design also includes a multimedia community room which is offered for use by nonprofit community groups. The Company has begun introducing MyTeller automated remote teller stations at new offices and targeted existing offices.

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ITEM 3. LEGAL PROCEEDINGS

As of December 31, 2018, neither the Company nor the Bank was involved in any pending legal proceedings believed by management to be material to the Company's financial condition or results of operations. Periodically, there have been various claims and lawsuits involving the Bank, such as claims to enforce liens, condemnation proceedings on properties in which the Bank holds security interests, claims involving the making and servicing of real property loans, and other issues incident to the Bank's business. A summary of legal matters involving unsettled litigation or pertaining to pending transactions are as follows:

On April 28, 2016, the Company and the Bank were served with a complaint filed in the United States District Court, District of Massachusetts, Springfield Division. The complaint was filed by an individual Berkshire Bank depositor, who claims to have filed the complaint on behalf of a purported class of Berkshire Bank depositors, and alleges violations of the Electronic Funds Transfer Act and certain regulations thereunder, among other matters. On July 15, 2016, the complaint was amended to add purported claims under the Massachusetts Consumer Protection Act. On January 4, 2019, the Parties reached an agreement in principle to settle the matter on a class-wide basis. Among other terms, the agreement in principle provides that the Defendants will pay a total of Three Million Dollars (\$3.0 million) in exchange for the dismissal with prejudice and release of all claims that have been or could have been asserted in the lawsuit on behalf of the Plaintiff and the Settlement Class Members. The Parties are in the process of negotiating the final terms of a written Settlement Agreement. Once the Parties execute the Settlement Agreement, it will be presented to the Court for preliminary approval, class notice, a period for members to opt out or object, and a final approval hearing. The Company accrued \$3.0 million as of December 31, 2018, in anticipation of a settlement.

On January 29, 2018, the Bank was served with an amended complaint filed nominally against Berkshire Hills in the Business Litigation Session of the Massachusetts Superior Court sitting in Suffolk County. The amended complaint was filed by two residuary beneficiaries of an estate planning trust that was administered by the Bank as successor trustee following the death of the trust donor, and alleges the Bank breached its fiduciary duty and violated the Massachusetts Consumer Protection Act in the course of performing its duties as trustee. The complaint seeks compensatory, statutory, and punitive damages. Berkshire Hills and Berkshire Bank deny the allegations contained in the complaint and are vigorously defending this lawsuit.

On February 9, 2019, the Company received notice of a lawsuit filed in the United States District Court for the District of Connecticut by a purported SI Financial Group, Inc. ("SI Financial") shareholder. The lawsuit purports to be filed as a putative class action lawsuit against SI Financial, the individual members of the SI Financial board of directors, and the Company, in connection with the Company's announced intention to acquire and merge with SI Financial. The Plaintiff, on behalf of himself and similarly-situated SI Financial shareholders, generally alleges that the registration statement filed with the SEC on February 4, 2019 contains materially misleading omissions or misrepresentations in violation of Section 14(a) and Section 20(a) of the Exchange Act, and Rule 14a-9 promulgated thereunder. The Plaintiff seeks injunctive relief, unspecified damages, and an award of attorneys' fees and expenses. Of note, although the Company is named in the caption to atop this complaint, neither the Company, nor Berkshire Bank, nor any of their affiliates are identified as defendants in this action. The Company, SI Financial and the individual Defendants deny the allegations contained in the complaint and intend to vigorously defend this lawsuit.

On February 15, 2019, the Company received notice of another lawsuit filed in the United States District Court for the District of Connecticut by a purported SI Financial shareholder against SI Financial and the individual members of the SI Financial board of directors in connection with the Company's announced intention to acquire and merge with SI Financial. The plaintiff, solely on behalf of himself, generally alleges that the registration statement filed with the SEC on February 4, 2019 contains materially misleading omissions or misrepresentations in violation of Section 14(a) and Section 20(a) of the Exchange Act, and Rule 14a-9 promulgated thereunder. The plaintiff seeks injunctive relief,

unspecified damages, and an award of attorneys' fees and expenses. Of note, although the Company is named as an interested non-party in this complaint, neither the Company, nor Berkshire Bank, nor any of their affiliates are identified as defendants in this action. SI Financial and the individual Defendants deny the allegations contained in the complaint and intend to vigorously defend this lawsuit.

On February 21, 2019, the Company received notice of a lawsuit filed in the Maryland Circuit Court for Baltimore County by a purported SI Financial shareholder. The lawsuit purports to be filed as a putative class action lawsuit and as a derivative action on behalf of SI Financial against the individual members of the SI Financial board of directors and the Company, in connection with the Company's announced intention to acquire and merge with SI Financial. The Plaintiff, on behalf of himself and both similarly-situated SI Financial shareholders and SI Financial itself, generally alleges that the individual Defendants breached their fiduciary duties as directors of SI Financial by causing SI Financial to agree to the merger transaction with the Company. The Plaintiff seeks injunctive and other equitable relief, unspecified damages, and an award of attorneys' fees and expenses. Of note, although the Company is named as a defendant in this complaint, there are no direct allegations or causes of action stated in the complaint against Company, or Berkshire Bank, or any of their affiliates. The Company, SI Financial and the individual Defendants deny the allegations contained in the complaint and intend to vigorously defend this lawsuit.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

The common shares of the Company trade on the New York Stock Exchange under the symbol "BHLB". The following table sets forth the quarterly high and low sales price information and dividends declared per share of common stock in 2018 and 2017.

2018	High	Low	Dividends Declared
First quarter	\$40.10	\$35.80	\$ 0.22
Second quarter	44.10	37.05	0.22
Third quarter	44.25	40.00	0.22
Fourth quarter	41.49	25.77	0.22
2017			
First quarter	\$37.45	\$32.90	\$0.21
Second quarter	38.65	33.55	0.21
Third quarter	39.00	32.85	0.21
Fourth quarter	40.00	35.10	0.21

The Company had approximately 3,517 holders of record of common stock at February 25, 2018.

Dividends

The Company intends to pay regular cash dividends to common and preferred shareholders; however, there is no assurance as to future dividends because they are dependent on the Company's future earnings, capital requirements, financial condition, and regulatory environment. Dividends from the Bank have been a source of cash used by the Company to pay its dividends, and these dividends from the Bank are dependent on the Bank's future earnings, capital requirements, and financial condition. Further information about dividend restrictions is disclosed in Note 17 - Shareholders' Equity and Earnings per Common Share of the Consolidated Financial Statements.

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

The Company occasionally issues unregistered shares of common stock to vendors or as consideration in contracts for the purchase of assets, services or operations. The Company issued 23,877 shares in 2018 and 30,478 shares in 2017.

Purchases of Equity Securities by the Issuer and Affiliated Purchases

On December 2, 2015, the Company announced that its Board of Directors authorized a new stock repurchase program, pursuant to which the Company may repurchase up to 500 thousand shares of the Company's common stock, representing approximately 1.6% of the Company's then outstanding shares. The timing of the purchases will depend on certain factors, including but not limited to, market conditions and prices, available funds, and alternative uses of capital. The stock repurchase program may be carried out through open-market purchases, block trades, negotiated private transactions or pursuant to a trading plan adopted in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. Any repurchased shares will be recorded as treasury shares. The repurchase plan will continue until it is completed or terminated by the Board of Directors. As of year-end 2018, no shares had been purchased under this program.

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Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
October 1-31, 2018	—	\$ —	—	500,000
November 1-30, 2018	—	—	—	500,000
December 1-31, 2018	—	—	—	500,000
Total	—	—	—	500,000

Common Stock Performance Graph

The performance graph compares the Company's cumulative shareholder return on its common stock over the last five years to the cumulative return of the NYSE Composite Index and the PHLX KBW Regional Bank Index. Total shareholder return is measured by dividing total dividends (assuming dividend reinvestment) for the measurement period plus share price change for a period by the share price at the beginning of the measurement period. The Company's cumulative shareholder return over a five-year period is based on an initial investment of \$100 on December 31, 2013.

Information used on the graph and table was obtained from a third party provider, a source believed to be reliable, but the Company is not responsible for any errors or omissions in such information.

Index	Period Ending					
	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Berkshire Hills Bancorp, Inc.	100.00	100.70	112.96	147.28	149.70	112.90
NYSE Composite Index	100.00	106.87	102.63	115.02	136.76	124.73
PHLX KBW Regional Banking Index	100.00	102.43	108.57	151.04	153.77	126.88

In accordance with the rules of the SEC, this section captioned "Common Stock Performance Graph," shall not be incorporated by reference into any of our future filings made under the Securities Exchange Act of 1934 or the Securities Act of 1933. The Common Stock Performance Graph, including its accompanying table and footnotes, is not deemed to be soliciting material or to be filed under the Exchange Act or the Securities Act.

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ITEM 6. SELECTED FINANCIAL DATA

The following summary data is based in part on the Consolidated Financial Statements and accompanying notes, and other schedules appearing elsewhere in this Form 10-K. Historical data is also based in part on, and should be read in conjunction with, prior filings with the SEC.

(In thousands, except per share data)	At or For the Years Ended December 31,					
	2018	2017	2016	2015	2014	
Per Common Share Data:						
Net earnings, diluted	\$2.29	\$1.39	\$1.88	\$1.74	\$1.36	
Total book value per common share	33.30	32.14	30.65	28.64	28.17	
Dividends	0.88	0.84	0.80	0.76	0.72	
Common stock price:						
High	44.25	40.00	37.35	30.40	27.28	
Low	25.77	32.85	24.71	24.32	22.06	
Close	26.97	36.60	36.85	29.11	26.66	
Performance Ratios: (1)						
Return on assets	0.90	% 0.56	% 0.74	% 0.68	% 0.55	%
Return on equity	6.84	4.45	6.44	6.14	4.87	
Net interest margin, fully taxable equivalent (FTE) (2)	3.40	3.40	3.31	3.34	3.30	
Fee income/Net interest and fee income	23.36	29.41	22.80	21.18	23.02	
Growth Ratios:						
Total commercial loans	6.17	% 37.79	% 18.39	% 28.65	% 14.80	%
Total loans	8.96	26.71	14.41	22.32	11.96	
Total deposits	2.66	32.13	18.48	20.08	20.95	
Total net revenues, (compared to prior year)	11.59	41.05	11.18	18.40	(0.23)
Earnings per share, (compared to prior year)	64.75	(26.06) 8.62	27.21	(17.58)
Selected Financial Data:						
Total assets	\$12,212,231	\$11,570,751	\$9,162,542	\$7,831,086	\$6,501,079	
Total earning assets	11,140,307	10,509,163	8,340,287	7,140,387	5,923,462	
Securities	1,918,604	1,898,564	1,628,246	1,371,316	1,205,794	
Total loans	9,043,253	8,299,338	6,549,787	5,725,236	4,680,600	
Allowance for loan losses	(61,469) (51,834) (43,998) (39,308) (35,662)
Total intangible assets	551,743	557,583	422,551	334,607	276,270	
Total deposits	8,982,381	8,749,530	6,622,092	5,589,135	4,654,679	
Total borrowings	1,517,816	1,137,075	1,313,997	1,263,318	1,051,371	
Total shareholders' equity	1,552,918	1,496,264	1,093,298	887,189	709,287	

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	At or For the Years Ended December 31,					
	2018	2017	2016	2015	2014	
Selected Operating Data:						
Total interest and dividend income	\$471,161	\$360,258	\$280,439	\$247,030	\$207,042	
Total interest expense	111,825	65,463	48,172	33,181	28,351	
Net interest income (3)	359,336	294,795	232,267	213,849	178,691	
Fee income	109,601	122,801	68,606	57,480	53,434	
All other non-interest income (loss)	298	2,888	(2,755)	(3,192)	(5,664)	
Total net revenue	469,235	420,484	298,118	268,137	226,461	
Provision for loan losses	25,451	21,025	17,362	16,726	14,968	
Total non-interest expense	310,371	299,710	203,302	196,829	165,986	
Income tax expense - continuing operations	27,648	44,502	18,784	5,064	11,763	
Net income	\$105,765	\$55,247	\$58,670	\$49,518	\$33,744	
Dividends per preferred share	\$1.76	\$0.42	\$—	\$—	\$—	
Dividends per common share	0.88	0.84	0.80	0.76	0.72	
Basic earnings per common share	2.30	1.40	1.89	1.74	1.36	
Diluted earnings per common share	2.29	1.39	1.88	1.73	1.36	
Weighted average common shares outstanding - basic	46,024	39,456	30,988	28,393	24,730	
Weighted average common shares outstanding - diluted	46,231	39,695	31,167	28,564	24,854	
Asset Quality and Condition Ratios: (4)						
Net loans charged-off/average loans	0.18	% 0.19	% 0.21	% 0.25	% 0.29	%
Allowance for loan losses/total loans	0.68	0.62	0.67	0.69	0.76	
Loans/deposits	101	95	99	102	101	
Capital Ratios:						
Tier 1 capital to average assets - Company (5)	9.04	% 9.01	% 7.88	% 7.71	% 7.01	%
Total capital to risk-weighted assets - Company (5)	12.99	12.43	11.87	11.91	11.38	
Tier 1 capital to risk-weighted assets - Company (5)	11.57	11.15	10.07	9.94	9.03	
Shareholders' equity/total assets	12.73	12.93	11.93	11.33	10.91	

(1) All performance ratios are annualized and are based on average balance sheet amounts, where applicable.

(2) Fully taxable equivalent considers the impact of tax advantaged investment securities and loans.

(3) For the year 2014 the above schedule includes an immaterial adjustment of prior period interest income earned on loans acquired in bank acquisition.

(4) Generally accepted accounting principles require that loans acquired in a business combination be recorded at fair value, whereas loans from business activities are recorded at cost. The fair value of loans acquired in a business combination includes expected loan losses, and there is no loan loss allowance recorded for these loans at the time of acquisition. Accordingly, the ratio of the loan loss allowance to total loans is reduced as a result of the existence of such loans, and this measure is not directly comparable to prior periods. Similarly, net loan charge-offs are normally reduced for loans acquired in a business combination since these loans are recorded net of expected loan losses.

Therefore, the ratio of net loan charge-offs to average loans is reduced as a result of the existence of such loans, and this measure is not directly comparable to prior periods. Other institutions may have loans acquired in a business combination, and therefore there may be no direct comparability of these ratios between and among other institutions.

(5) In July 2014, the Company changed its status from a savings and loan holding company to a bank holding company through the Bank's conversion from a Massachusetts-chartered savings bank to a Massachusetts-chartered

trust company. As a result of this change, the Company became subject to bank holding company capital requirements including the requirement to report Tier 1 capital to average assets, Tier 1 capital to risk-weighted assets, and total capital to risk-weighted assets.

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Average Balances, Interest and Average Yields/Cost

The following table presents an analysis of average rates and yields on a fully taxable equivalent basis for the years presented. Tax exempt interest revenue is shown on a tax-equivalent basis for proper comparison.

Item 6 - Table 3 - Average Balance, Interest and Average Yields / Costs

(Dollars in millions)	2018			2017			2016		
	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
Assets									
Loans: (1)									
Commercial real estate	\$3,283.6	\$167.7	5.11 %	\$2,789.8	\$130.0	4.66 %	\$2,239.6	\$95.8	4.28 %
Commercial and industrial loans	1,867.9	107.6	5.76	1,259.9	65.7	5.21	1,019.7	51.2	5.02
Residential loans	2,353.1	86.3	3.67	1,962.4	71.5	3.64	1,808.8	66.1	3.66
Consumer loans	1,115.3	47.2	4.23	1,032.6	39.4	3.82	873.3	29.9	3.42
Total loans	8,619.9	408.8	4.74	7,044.7	306.6	4.35	5,941.4	243.0	4.09
Investment securities (2)	1,931.7	64.4	3.33	1,757.3	60.3	3.43	1,260.5	41.4	3.28
Short-term investments and loans held for sale	146.3	5.4	3.72	134.5	4.6	3.38	51.6	0.9	1.70
Total interest-earning assets	10,697.9	478.6	4.47	8,936.5	371.5	4.16	7,253.5	285.3	3.93
Intangible assets	554.6	0		449.7			347.7		
Other non-interest earning assets	516.9	0		428.4			357.9		
Total assets	\$11,769.4			\$9,814.6			\$7,959.1		
Liabilities and shareholders' equity									
Deposits:									
NOW and other	\$824.7	\$4.0	0.49 %	\$591.0	\$1.5	0.25 %	\$487.8	\$0.7	0.14 %
Money market	2,432.2	21.9	0.90	1,935.8	11.2	0.58	1,470.3	7.0	0.48
Savings	740.8	1.1	0.15	680.1	0.9	0.14	610.8	0.7	0.12
Certificates of deposit	3,075.5	51.3	1.67	2,581.1	30.3	1.17	2,094.8	22.5	1.07
Total interest-bearing deposits	7,073.2	78.4	1.11	5,788.0	43.9	0.76	4,663.7	30.9	0.66
Borrowings and notes (3)	1,409.0	33.4	2.37	1,373.8	21.6	1.57	1,218.2	17.3	1.42
Total interest-bearing liabilities	8,482.2	111.8	1.32	7,161.8	65.5	0.91	5,881.9	48.2	0.82
Non-interest-bearing demand deposits	1,622.4			1,296.4			1,081.0		
Other non-interest-bearing liabilities	119.3			112.6			85.2		
Total liabilities	10,223.9			8,570.8			7,048.1		
Total shareholders' equity	1,545.5			1,243.8			911.0		
Total liabilities and equity	\$11,769.4			\$9,814.6			\$7,959.1		
Net interest-earning assets	\$2,215.7			\$1,774.7			\$1,371.6		
Net interest income		\$366.8			\$306.0			\$237.1	

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(Dollars in millions)	2018		2017		2016	
	Average Balance	Average Interest Yield/ Rate	Average Balance	Average Interest Yield/ Rate	Average Balance	Average Interest Yield/ Rate
Net interest spread		3.16 %		3.25 %		3.11 %
Net interest margin (4)		3.40		3.40		3.31
Cost of funds		1.11		0.77		0.69
Cost of deposits		0.90		0.62		0.54
Interest-earning assets/interest-bearing liabilities		126.12		124.78		123.32
Supplementary data						
Total non-maturity deposits	\$5,620.1		\$4,503.3		\$3,649.9	
Total deposits	8,695.6		7,084.4		5,744.7	
Fully taxable equivalent adjustment	7.4		11.2		8.1	

Notes:

- (1) The average balances of loans include nonaccrual loans, and deferred fees and costs.
- (2) The average balance of investment securities is based on amortized cost.
- (3) The average balances of borrowings and notes include the capital lease obligation presented under other liabilities on the consolidated balance sheet.
- (4) Purchased loan accretion totaled \$23.1 million, \$14.8 million, and \$8.1 million for the years-ended December 31, 2018, 2017, and 2016, respectively. The effect of purchased loan accretion on the net interest margin was an increase in all years, which is shown sequentially as follows beginning with the most recent year and ending with the earliest year: 0.22%, 0.17%, and 0.11%.

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Rate/Volume Analysis

The following table presents the effects of rate and volume changes on the fully taxable equivalent net interest income. Tax exempt interest revenue is shown on a tax-equivalent basis for proper comparison. For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to (1) changes in rate (change in rate multiplied by prior year volume), (2) changes in volume (change in volume multiplied by prior year rate), and (3) changes in volume/rate (change in rate multiplied by change in volume) have been allocated proportionately based on the absolute value of the change due to the rate and the change due to volume.

Item 6 - Table 4 - Rate Volume Analysis

(In thousands)	2018 Compared with 2017			2017 Compared with 2016		
	(Decrease) Rate	Increase Due to Volume	Net	(Decrease) Rate	Increase Due to Volume	Net
Interest income:						
Commercial real estate	\$13,206	\$24,444	\$37,650	\$9,145	\$25,080	\$34,225
Commercial and industrial loans	7,492	34,426	41,918	1,999	12,457	14,456
Residential loans	467	14,318	14,785	(259)	5,595	5,336
Consumer loans	4,487	3,304	7,791	3,698	5,839	9,537
Total loans	25,652	76,492	102,144	14,583	48,971	63,554
Investment securities	(1,784)	5,853	4,069	1,985	16,978	18,963
Short-term investments and loans held for sale	470	418	888	1,405	2,271	3,676
Total interest income	\$24,338	\$82,763	\$107,101	\$17,973	\$68,220	\$86,193
Interest expense:						
NOW accounts	\$1,809	\$739	\$2,548	\$627	\$165	\$792
Money market accounts	7,332	3,382	10,714	1,698	2,506	4,204
Savings accounts	77	87	164	122	88	210
Certificates of deposit	14,526	6,557	21,083	2,205	5,561	7,766
Total deposits	23,744	10,765	34,509	4,652	8,320	12,972
Borrowings	11,286	567	11,853	1,981	2,338	4,319
Total interest expense	\$35,030	\$11,332	\$46,362	\$6,633	\$10,658	\$17,291
Change in net interest income	\$(10,692)	\$71,431	\$60,739	\$11,340	\$57,562	\$68,902

NON-GAAP FINANCIAL MEASURES

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

The Company utilizes the non-GAAP measure of adjusted earnings in evaluating operating trends, including components for adjusted revenue and expense. These measures exclude amounts which the Company views as unrelated to its normalized operations, including securities gains/losses, gains on the sale of business operations, losses recorded for hedge terminations, merger costs, restructuring costs, systems conversion costs, and certain dispute settlement costs. Non-GAAP adjustments are presented net of an adjustment for income tax expense. In 2017, there was a large adjustment for the write-down of the deferred tax asset at year-end due to the passage of federal tax reform. There was also an adjustment for investments in employees and communities which were made by the Company in recognition of the future benefits of federal tax reform. The Company also measures adjusted revenues and adjusted expenses which result from the above adjustments.

The Company calculates certain profitability measures based on its adjusted revenue, expenses, and earnings. The Company also calculates adjusted earnings per share based on its measure of adjusted earnings. The Company views these amounts as important to understanding its operating trends, particularly due to the impact of accounting standards related to merger and acquisition activity. Analysts also rely on these measures in estimating and evaluating the Company's performance. Management also believes that the computation of non-GAAP adjusted earnings and adjusted earnings per share may facilitate the comparison of the Company to other companies in the financial services industry.

Charges related to merger and acquisition activity consist primarily of severance/benefit related expenses, contract termination costs, and professional fees. Systems conversion costs relate primarily to the Company's core systems conversion and related systems conversions costs. Restructuring costs primarily consist of the Company's continued effort to create efficiencies in operations through calculated adjustments to the branch banking footprint. Expense adjustments include variable rate compensation related to non-operating items. An adjustment was recorded in 2018 for an \$8 million core systems contract restructuring charge, and an adjustment of \$1.5 million was recorded for charges related to the CEO transition.

The Company also adjusts certain equity related measures to exclude intangible assets due to the importance of these measures to the investment community.

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

(Dollars in thousands)	At or For the Years Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
GAAP Net income	\$105,765	\$55,247	\$58,670
Non-GAAP measures			
Adj: Loss/(gain) on securities, net	3,719	(12,598)	551
Adj: Net gains on sale of business operations	(460)	(296)	(1,085)
Adj: Loss on termination of hedges	—	6,629	—
Adj: Acquisition, restructuring, conversion, and other related expenses (1)	10,752	31,558	15,761
Adj: Employee and community investment	—	3,400	—
Adj: Legal settlements	3,000	—	—
Adj: Systems vendor restructuring costs	8,379	—	—
Adj: Deferred tax asset impairment	—	18,145	—
Adj: Income taxes	(5,788)	(11,277)	(5,455)
Net non-operating charges	19,602	35,561	9,772
Total adjusted net income (non-GAAP)	\$125,367	\$90,808	\$68,442
GAAP Total revenue	\$469,235	\$420,484	\$298,118
Adj: Loss/(gain) on securities, net	3,719	(12,598)	551
Adj: Net gains on sale of business operations	(460)	(296)	(1,085)
Adj: Loss on termination of hedges	—	6,629	—

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Total adjusted operating revenue (non-GAAP)	\$472,494	\$414,219	\$297,584
GAAP Total non-interest expense	\$310,371	\$299,710	\$203,302
Less: Total non-operating expense (see above)	(10,752)	(31,558)	(15,761)
Less: Employee and community reinvestment	—	(3,400)	—
Less: Legal settlements	(3,000)	—	—
Less: Systems vendor restructuring costs	(8,379)	—	—
Adjusted operating non-interest expense (non-GAAP)	\$288,240	\$264,752	\$187,541
(in millions, except per share data)			
Total average assets	\$11,769	\$9,815	\$7,958
Total average shareholders' equity	1,546	1,244	911
Total average tangible shareholders equity	991	793	563
Total average tangible common shareholders equity	950	784	563
Total tangible shareholders' equity, period-end	1,001	939	671
Total tangible common shareholders' equity, period-end	961	898	671
Total tangible assets, period-end	11,660	11,013	8,740
Total common shares outstanding, period-end (thousands)	45,417	45,290	35,673
Average diluted shares outstanding (thousands)	46,231	39,695	31,167
Earnings per share, diluted	\$2.29	\$1.39	\$1.88
Plus: Net adjustments per share, diluted	0.42	0.90	0.32
Adjusted earnings per share, diluted	2.71	2.29	2.20
Book value per common share, period-end	33.30	32.14	30.65
Tangible book value per common share, period-end	21.15	19.83	18.81
Total shareholders' equity/total assets	12.72	12.93	11.93
Total tangible shareholders' equity/total tangible assets	8.59	8.52	7.68
Performance Ratios			
GAAP return on assets	0.90	0.56	0.74
Adjusted return on assets	1.07	0.93	0.86
GAAP return on equity	6.84	4.45	6.44
Adjusted return on equity	8.11	7.31	7.51
Adjusted return on tangible common equity	13.48	11.82	12.47
Efficiency ratio (2)	58.32	59.97	58.27
Supplementary Data (in thousands)			
Tax benefit on tax-credit investments	5,876	10,182	11,134
Non-interest income charge on tax-credit investments	(4,822)	(8,693)	(8,993)
Net income on tax-credit investments	1,054	1,489	2,143
Intangible amortization	4,934	3,493	2,927
Fully taxable equivalent income adjustment	7,423	11,227	8,098

Acquisition, restructuring, conversion, and other related expenses included \$8.9 million of merger and acquisition expenses and \$1.8 million of restructuring expenses for the year-ended December 31, 2018. For the year-ended (1)2017, these expenses included \$24.9 million in merger and acquisition expenses and \$6.7 million of restructuring expenses. For the year-ended 2016, these expenses included \$13.5 million in merger and acquisition expenses and \$2.3 million of restructuring, conversion, and other expenses.

Efficiency ratio is computed by dividing total core tangible non-interest expense by the sum of total net interest income on a fully taxable equivalent basis and total core non-interest income adjusted to include tax credit benefit (2) of tax shelter investments. The Company uses this non-GAAP measure to provide important information regarding its operational efficiency.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

This discussion is intended to assist in understanding the financial condition and results of operations of the Company. This discussion should be read in conjunction with the Consolidated Financial Statements ("financial statements") and accompanying notes contained in this report.

SUMMARY

Berkshire achieved record revenue and earnings in 2018, together with record return on assets. This was achieved with a full year of results from acquired operations of Worcester-based Commerce Bank, which was acquired on October 13, 2017. Merger related cost saving efficiencies were achieved on schedule and on target following the completion of Commerce systems and operations integration. This acquisition, together with the expansion of Berkshire's regional banking teams at its new Boston corporate headquarters, solidified Berkshire's emerging Eastern Massachusetts market presence.

Organic loan growth further contributed to the year's results. Berkshire's SBA lending business achieved record business volume and profitability; this group broke into the top 30 producers nationally based on both the number and dollar volume of loans originated. These results partially offset a contraction in residential mortgage banking revenues, resulting from lower demand in the industry due to higher interest rates and heightened fintech competition. Berkshire managed operating expenses closely to offset these revenue pressures as well as margin pressure from higher funding costs. Expense discipline also cushioned the additional cost and revenue impacts from the expanded regulatory burden tied to crossing the \$10 billion asset threshold. Berkshire initiated the consolidation of six branch offices which is targeted for completion in the first quarter of 2019. Additionally, the Company engaged in a core systems strategic analysis and vendor review, concluding in the restructuring of its core systems contract to improve its future competitive profile and technology cost.

Federal income tax reform was enacted at the end of 2017, effective beginning in 2018. This reform reduced the statutory federal income tax rate from 35% to 21%, and adjustments were made to various elements of income tax computation. Due to this reform, the Company recorded a one-time charge in December 2017 to reduce the carrying value of its net deferred tax asset. The Company's 2018 effective income tax rate was reduced by an estimated 11% to 21% due to the net impact of the federal tax reform. In response to this reform, Berkshire announced one time employee bonuses and community support contributions which were recorded in 2017. The Company also increased its hourly minimum wage to \$15.00 per hour at the beginning of 2018.

Purchased loan accretion accounted for 17% of pretax earnings in 2018 and 15% of pretax earnings in 2017. The Company anticipates this revenue source will decrease significantly in 2019. In order to support future earnings, the Company has initiated a strategic review targeted for the first half of 2019. This review is expected to include: (1) balance sheet composition; (2) line of business profitability; (3) expense structure; and (4) capital management.

Berkshire's longtime CEO and President, Michael Daly, resigned from the Company on November 26, 2018 pursuant to a Resignation and Separation Agreement. Richard Marotta, the Bank's President, was promoted to the positions that Mr. Daly had held. Sean Gray, the Bank's Chief Operating Officer, was promoted to President of the Bank. During 2018, Mr. Marotta initiated a diversity and inclusion initiative, and the Company also appointed a Corporate Social Responsibility ("CSR") Officer. In 2018, the Company implemented the Massachusetts equal pay law. In the third quarter, the Company received an Impact2030 award from the United Nations, citing its support of volunteerism.

On December 11, 2018, the Company entered into an agreement to acquire SI Financial Group ("SI Financial"), the parent of Savings Institute Bank & Trust, a \$1.6 billion bank headquartered in Willimantic, Connecticut with 23

branch offices serving Eastern Connecticut and Southern Rhode Island. Under this agreement, each outstanding SI Financial common share will be exchanged for 0.48 Berkshire common shares. This business combination is targeted to be completed in the second quarter of 2019, subject to shareholder and regulatory approval. This is

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viewed as a complementary market extension business combination that expands Berkshire's presence in Southeastern New England, adding a stable deposit franchise and targeting attractive earnings accretion.

Berkshire increased its quarterly common stock cash dividend by 5% to \$0.22 per share in January 2018, and the common stock dividend was further increased by 5% to \$0.23 per share in January 2019. In June, Berkshire's stock was added to the S&P 600 SmallCap^R index; this index tracks U.S. small cap companies and is included in the S&P Composite 1500^R index. This event widened the visibility of Berkshire's stock. During 2018, the Company obtained an investment grade senior debt rating from a recognized credit rating agency.

U.S. and regional economic growth were elevated in 2018 compared to prior years. U.S. unemployment fell to the lowest rate in nearly 50 years. The Company's asset quality and credit performance remained favorable throughout the year. The Federal Reserve Board increased its target Federal Funds interest rate by 0.25% in each quarter, with the target standing at 2.5% at year-end. The yield curve flattened, with the ten year treasury rate increasing to 2.63% from 1.76% over the course of the year. Deposit competition intensified and lending spreads remained pressured in this environment. Residential mortgage volumes declined and gain on sale margins remained under pressure. While the Company's interest rate risk position was generally neutral in its static models, the growth of its business and focus on the competitive Eastern Massachusetts markets resulted in margin pressures as it utilized wholesale funding to build scale, market share, and overall efficiencies across its business lines.

COMPARISON OF FINANCIAL CONDITION AT DECEMBER 31, 2018 AND 2017

Summary: Berkshire offers a competitive mix of loan and deposit products to serve the retail and commercial markets in its regions, and in certain national specialty lending markets. Net interest income from these products is its primary revenue source; the related staff, facilities, and systems are its primary operating expenses. The Company emphasizes services and fee revenue business to deepen market and wallet share, diversify revenues, and lessen the requirement for balance sheet liquidity and capital resources. The Company has expanded its wholesale lending and deposit practices to provide more product and balance sheet flexibility. The Company's current strategic review includes an assessment of the balance sheet structure and capital management to support earnings and profitability metrics while also supporting liquidity, capital, and interest rate sensitivity objectives.

Total assets increased by \$641 million, or 6%, to \$12.2 billion in 2018. This was driven by a 9% increase in total loans and was funded primarily by borrowings, together with a 3% increase in deposits. Shareholders' equity increased by 4%, and measured \$33.30 per common share at year-end. The non-GAAP measure of tangible equity per common share increased by 7% to \$21.15, with tangible equity growth outpacing the rate of growth in total assets.

Investment Securities. Berkshire's goal is to maintain a high quality portfolio consisting primarily of liquid investment securities with managed durations. The portfolio generates interest income and provides additional liquidity and interest rate risk management flexibility. The portfolio is managed to contribute to earnings per share and return on equity, taking into account regulatory risk classifications.

The Company continuously evaluates the portfolio's size, yield, diversification, risk, and duration. The newly initiated strategic review in 2019 will include a reassessment of the contribution of this portfolio towards the Company's portfolio objectives.

The securities portfolio was unchanged at \$1.9 billion in 2018, with no significant changes in its composition. Some agency mortgage backed securities were shifted from pass throughs to collateralized mortgage backed obligations, and tax advantaged securities declined modestly. The fully taxable equivalent yield of municipal securities decreased due to federal tax reform, but the portfolio generally continued to meet the Company's earnings and liquidity objectives. Marketable equity securities increased modestly. Based on the adoption of ASU 2016-01 in 2018, unrealized equity gains/losses are reported in current period earnings, and are excluded from the Company's non-GAAP measure of adjusted earnings. A stock market decline resulted in a \$4 million unrealized loss on equity securities recorded to 2018

income. The total net unrealized loss on the investment portfolio was 1.2% of cost at year-end 2018, compared to a 0.6% net unrealized gain at year-end 2017. This reflected generally lower bond prices due to the higher interest rates prevailing at the end of 2018.

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The fourth quarter portfolio yield decreased year-to-year to 3.38% from 3.55%, while the full year yield decreased to 3.33% from 3.43%. Due to the federal tax reform, the Company had estimated that the fully taxable equivalent yield of the securities portfolio would decrease by approximately 0.15%. This is primarily due to the municipal bond portfolio, which continues to meet the Company's profitability objectives despite the lower taxable equivalent yield. The year-end weighted average life of the bond portfolio increased slightly to 5.8 years from 5.5 years. The Company estimates that the average life of the portfolio would increase to 7.9 years in the event of a 300 basis point increase in interest rates. During the year, there were no impairments recorded and all securities were performing.

Loans. Berkshire is expanding and deepening retail and commercial lending activities through organic growth and acquisitions, including a focus on specialized lending. The Company uses secondary markets and a growing network of financial institution partners in managing and diversifying its portfolio, as well as supporting its fee income objectives and managing its capital and liquidity.

Total loan growth of 9% in 2018 resulted from 6% commercial loan growth and 22% residential mortgage growth. Berkshire recruited commercial banking leadership for its expanding Eastern Massachusetts region and in its new Mid-Atlantic markets. The Company's goal is to gain market share based on its expansion into these large and growing markets, including its positioning as the largest regional bank with corporate headquarters in Boston. Residential mortgage growth was primarily related to Eastern Massachusetts relationship oriented mortgages. The Company continues to sell its national mortgage originations into the secondary market on a servicing released basis. Consumer loans decreased by 3% in 2018 due to price competition from national and nonbanking sources in the ongoing economic expansion.

For the longer term, the Company's primary lending focus is on its commercial banking business across its franchise footprint. Commercial loans constituted 59% of total loans at year-end 2018. Berkshire's total non-owner occupied commercial real estate exposure measured 238% of regulatory capital at period-end, compared to 270% at the start of the year and compared to the 300% regulatory monitoring guidelines (based on regulatory definitions). Construction loan exposure was 34% of bank regulatory capital at year-end 2018, compared to 40% at year-end 2017, and compared to the 100% regulatory guideline. Berkshire monitors its commercial real estate lending risk using the enhanced processes required for banks exceeding the monitoring thresholds even though it is well margined below those thresholds.

Berkshire's commercial specialty lending includes asset based lending ("ABL"), business equipment lending, and SBA lending. ABL outstandings totaled \$452 million at year-end 2018. Business equipment loans, through Berkshire's Firestone division, totaled \$265 million at year-end 2018. The Bank originates SBA 7(a) loans for sale through its 44 Business Capital division (primarily in the mid-Atlantic area), as well as direct loans by its business banking teams throughout its regions. Based on the annual SBA national originations rankings as of September 30, 2018, Berkshire was among the top 30 originators both in loan count and dollars loaned. Most earnings related to SBA lending are included in loan fee income arising from the sale of guaranteed portions of SBA loans.

The full year loan yield increased by 0.39% to 4.74% in 2018, reflecting the benefit of higher interest rates as well as the contributions from the fair value marked Commerce loans. Purchased loan accretion contributed 0.27% to the 2018 loan yield, compared to 0.21% in the prior year. Most of the portfolio growth in 2018 was in lower yielding residential mortgages, which declined slightly in yield from the fourth quarter of 2017. The fourth quarter loan yield was 4.94% in 2018, compared to 4.47% in 2017.

The repricing terms of the total loan portfolio shortened slightly in 2018, with 43% repricing in one year, 22% in one to five years, and 35% over five years. Growth in variable rate commercial loans generally offset growth in long maturity residential mortgages.

Asset Quality. Berkshire's Chief Risk Officer and the Risk Management and Capital Committee of the Board oversee risk management and asset quality. This includes setting loan portfolio objectives, maintaining sound underwriting, close portfolio oversight, and careful management of problem assets and potential problem assets. Additionally, merger due diligence is an integral component of maintaining asset quality. Acquired loans are recorded at fair value and are deemed performing regardless of their payment status. Therefore, some overall

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portfolio measures of asset quality are not comparable between years or among institutions as a result of recent business combinations. A general goal is to achieve significant resolutions of impaired loans acquired in bank mergers primarily in the first two years following the acquisition date. Berkshire's asset quality has reflected its strong credit disciplines together with the generally favorable economic environment in the extended U.S. recovery and asset values supported by the low inflation environment.

Asset quality metrics remained favorable during the year. At period-end, non-performing assets were 0.28% of total assets. Net loan charge-offs were 0.18% of average loans in 2018. The balance of troubled debt restructurings decreased to \$27 million at year-end from \$42 million at the start of the year. At year-end, the total contractual balance of purchased credit impaired loans was \$124 million, with a \$47 million carrying value. This balance includes taxi medallion loans acquired at a significant discount from Commerce Bank, with a net carrying value less than \$30 million at year-end 2018. Due to successful asset recoveries during 2018, the total balance of purchased credit impaired loans declined from a \$209 million contractual amount and a \$97 million carrying value at the start of the year.

Loan Loss Allowance. The determination of the allowance for loan losses is a critical accounting estimate. The Company's methodologies for determining the loan loss allowance are discussed in Item 1 of this report, and Item 8 includes further information about the accounting policy for the loan loss allowance and the Company's accounting for the allowance in the Consolidated Financial Statements.

The Company considers the allowance for loan losses appropriate to cover probable incurred losses which can be reasonably estimated and which are inherent in the loan portfolio as of the balance sheet date. Under accounting standards for business combinations, acquired loans are recorded at fair value with no loan loss allowance on the date of acquisition. The fair value of acquired loans includes the impact of estimated loan losses for the life of the portfolio, including subjective assessments of risk. A loan loss allowance is recorded by the Company for the emergence of new probable and estimable losses relating to acquired loans which were not impaired as of the acquisition date. In the first period of combined operations, the Company may also establish an environmental component of the allowance related to newly acquired loans. Because of the accounting for acquired loans, some measures of the loan loss allowance are not comparable to periods prior to the acquisition date or to other financial institutions. Loans acquired in business combinations totaled \$1.7 billion, or 19% of total loans at year-end 2018, compared to \$2.2 billion, or 26% of total loans at year-end 2017.

The loan loss allowance increased by \$10 million, or 19%, to \$61 million in 2018. The allowance increased to 0.68% percent of loans at year-end 2018, compared to 0.62% at year-end 2017, due to a decline in the percentage of acquired loans noted above. For business activities loans, the ratio of the allowance to loans increased slightly to 0.76% from 0.75% of related loans. For acquired loans, this ratio increased to 0.32% from 0.27%. The year-end allowance coverage of net charge-offs remained unchanged at 3.9X. The allowance provided 1.9X coverage of year-end non-accrual loans in 2018 compared to 2.3X in 2017.

The credit risk profile of the Company's loan portfolio is described in Note 6 - Loan Loss Allowance of the Consolidated Financial Statements. The Company's risk management process focuses primary attention on loans with higher than normal risk, which includes loans rated special mention and classified (substandard and lower). These loans are referred to as criticized loans. Including acquired loans, they totaled \$189 million, or 1.5% of total assets at year-end 2018, compared to 1.6% at year-end 2017. An increase in criticized loans from business activities was offset by a decrease in criticized acquired loans. The increase in non-accruing loans was offset by a decrease in special mention loans. Approximately 45% of the \$32 million balance of non-accrual loans was related to one commercial real estate relationship in the Company's footprint which became delinquent during the year and is viewed as adequately secured by real estate and which does not require a specific impaired loan reserve.

The Company views its potential problem loans as those loans from business activities which are rated as classified and continue to accrue interest. These loans have a possibility of loss if weaknesses are not corrected. Classified loans acquired in business combinations are recorded at fair value and are classified as performing at the time of acquisition and therefore are not generally viewed as potential problem loans. In 2018, potential problem loans increased to \$61 million from \$37 million at the start of the year. This was primarily due to several existing

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commercial relationships in the \$2-5 million range with no geographic or borrower type concentrations. Criticized commercial loans from business activities measured \$107 million, or 2.6% of related loans, at year-end 2018.

As discussed in Note 1 - Summary of Significant Accounting Policies of the Consolidated Financial Statements, in June 2016, the FASB issued ASU No. 2016-13, "Measurement of Credit Losses on Financial Instruments." The ASU requires companies to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Forward-looking information will now be used in credit loss estimates. ASU No. 2016-13 is effective for interim and annual periods beginning after December 15, 2019. At the date of adoption, the Company expects to increase the allowance for credit losses with a resulting negative adjustment to retained earnings.

Other Assets. Short term investments decreased to \$82 million from \$158 million in 2018 due to lower overnight liquidity needed for the acquired Commerce payroll processing business as of that date. Residential mortgages held for sale decreased due to lower originations volumes. Due to the fourth quarter 2018 decline in the Company's stock price and in bank stocks overall, the Company performed tests for impairment of goodwill at year-end, and the book balance was not deemed impaired as a result of this analysis. Beginning in 2019 pursuant to the adoption of ASU 2016-02, qualifying operating leases will be recorded to the balance sheet.

Deposits. Berkshire views its deposit programs as central to its funding and market management goals. Retail and commercial strategies focus on transaction accounts as being key to customer relationships. Interest bearing deposit products are positioned to be competitive while offering local convenience and the safety of FDIC insurance. Due to the impacts of technology on mobile and electronic banking, preferred customer channels are shifting and the Company seeks to maximize the benefits it offers as a local provider with the scale to compete with the delivery channels of national bank and nonbank competitors. The Company has been active in shifting the number, location, and configuration of its offices and customer facing staff in order to move with its markets and to reduce overhead related to older channels that are now less favored. Current initiatives include the expansion of virtual tellers and MyBankers. The Company has also utilized brokered time deposits as an additional funds source to complement its other strategies, manage its funding costs, and to support interest rate risk management goals. With the Commerce acquisition, the Company added a specialty payroll processing business line that processes payments for payroll service bureau customers. In 2017, Berkshire added a senior government banking professional to provide more outreach to municipal accounts in the Company's regions. The Company has also added a senior international banking professional who is augmenting the Company's payments related business.

Berkshire's deposits increased in 2018 by 0.2 billion, or 3%, to \$9.0 billion. This increase was due to a \$0.3 billion increase in brokered time deposits to support loan growth. The level and mix of deposits changes daily depending on the timing of payroll cycles. Payroll related deposits were \$0.5 billion both at the start and at the end of 2018.

Berkshire uses brokered deposits flexibly in combination with short term borrowings in managing its liquidity position and earnings objectives. Brokered deposits are sometimes the most efficient funding in terms of rate and maturity based on asset liability objectives. Brokered time deposits totaled \$1.4 billion at year-end 2018, compared to \$1.1 billion at the start of the year, and measured 16% of total deposits at year-end. At year-end, estimated uninsured deposits totaled \$2.8 billion. The average fourth quarter cost of deposits increased to 1.07% from 0.66% in 2018 compared to 2017. This increase was in line with the Company's modeling for interest rate increase scenarios. The interest sensitivity of deposits in the current environment of expected future rate increases is a significant uncertainty in the banking industry, following the years of unusually low interest rates. The Company believes that it can benefit from the diverse regional conditions in which it operates, and also continues to emphasize relationship and transactions accounts to manage potential future deposit cost increases.

Early in 2018, Berkshire opened two branch offices - one in Simsbury, Conn., and one in Malta, N.Y. The Company has identified six branch offices for consolidation early in 2019. The Bank is deploying its virtual teller technology in new offices and targeted existing offices. Berkshire continues to diversify its distribution network, including expanding its MyBanker and private banking teams and integrating more closely with its wealth management, investment services, small business, insurance, and other business lines. At year-end, the Bank had four offices

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operating in metro Boston, which serve the expanding regional team located at the new corporate headquarters on State Street.

Borrowings and Other Liabilities. Nearly all of Berkshire's senior borrowings at year-end were provided by the Federal Home Loan Bank of Boston under established relationship programs. The FHLBB is secured by a general pledge of assets primarily consisting of mortgage backed securities and residential mortgages. The Bank uses FHLBB borrowings and short term investments to manage overnight liquidity and generally to provide funding for its growth. Other components of the Bank's wholesale funding program include correspondent banks and brokerages, and brokered deposits. For contingency liquidity purposes, the Bank has short term credit arrangements with the Federal Reserve Bank and with certain national banks and brokerages, and the holding company maintains a line of credit. There has been no regular ongoing use of these arrangements. The Company evaluates its use of borrowings and of wholesale funds in general in managing its liquidity and strategic growth plans. This is further discussed in the following section on Liquidity.

Total borrowings increased by \$0.4 billion, or 33%, in 2018, to help fund loan portfolio growth. Most borrowings are short term. The weighted average interest rate on borrowings was 2.67% in the fourth quarter of 2018, compared to 1.81% in the fourth quarter of 2017. This increase was due to the increase in short term market interest rates during the year. Due to the increased use of borrowings in 2018, and to higher interest rates, the overall cost of funds increased to 1.31% in the fourth quarter of 2018 compared to 0.81% in the fourth quarter of 2017.

Derivative Financial Instruments and Hedging Activities. Berkshire utilizes derivative financial instruments to manage the interest rate risk of its borrowings, to offer these instruments to commercial loan customers for similar purposes, and as part of its residential mortgage banking activities. The instruments sold to commercial and residential mortgage customers are an important source of fee income and generally represent fixed rate contracts purchased by customers which are sold or offset by the Company with national counterparties.

The notional balance of derivative financial instruments increased to \$3.3 billion at year-end 2018, compared to \$2.5 billion at year-end 2017. This increase was due to a \$908 million increase in economic hedges related to commercial loan interest rate swaps. The commercial loan interest rate swap derivatives include back to back hedges with national bank counterparties, along with risk participation agreements with dealer banks. This represents a 43% increase related to strong customer demand during the year. Derivatives related to mortgage banking decreased by \$115 million during the year due to a lower volume of mortgage originations. The net fair value of derivatives decreased to \$2 million from \$3 million during the year due to the lower mortgage pipeline volume at year-end 2018.

Stockholders' Equity. Berkshire pursues a balance of capital to maintain financial soundness while using common equity efficiently with the goal to produce a strong return on equity and a strong return on tangible equity to support opportunities for franchise growth. Long run growth in dividends and in both book value and tangible book value per share are also viewed as elements for shareholder value creation. A sound capital structure reduces risk and enhances shareholder return and access to capital markets to support the Company's banking activities and the markets that it serves. In its payment of dividends, management of treasury shares, issuance of equity compensation, and balancing of capital sources, the Company strives to achieve a capital structure that is attractive to the investment community and which satisfies the policy and supervision purposes of the Company's regulators. When Berkshire negotiates business combinations, it generally targets to use its common shares as a significant component of merger consideration and to balance the mix of cash and stock to arrive at targeted capital metrics based on the characteristics of the combined banks. The Company's common stock is listed on the New York Stock Exchange. Its preferred shares are non-voting conditionally convertible stock owned by one holder which is also the Company's largest non-institutional holder of common stock as a result of the Commerce acquisition. These holdings are restricted pursuant to an agreement filed with the SEC.

Total shareholders' equity increased by \$57 million (or 4%) to \$1.6 billion in 2018 primarily due to the benefit of retained earnings. The non-GAAP measure of tangible equity increased by 7% based on internal capital generation, and slightly exceeded the 6% increase in total assets. The Company focuses on its internal generation of tangible equity to support growth and dividends, as well as to support merger and other non-operating charges. The ratio of

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equity to assets decreased to 12.7% from 12.9%, and the non-GAAP ratio of tangible equity to assets increased to 8.6% from 8.5%. At year-end, the Company had a pending agreement to acquire SI Financial Group. If the merger is completed, each outstanding share of SI Financial common stock will be converted into the right to receive 0.48 shares of the Company's common stock. The Company expects to issue approximately 5.7 million shares as merger consideration.

COMPARISON OF OPERATING RESULTS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
Summary: Berkshire achieved record revenue, earnings, and return on assets in 2018. GAAP results included significant charges viewed as non-operating. Based on its non-GAAP adjusted measures, discussed below, Berkshire produced improvement in its earnings per share and ROA measures, which are its primary strategic focus.

Net income increased in 2018 by \$51 million, or 91%, to \$106 million. Adjusted net income increased by \$35 million, or 38%, to \$125 million. On a per share basis, net income increased by 65% to \$2.29 and adjusted net income per share increased by \$0.42, or 18%, to \$2.71. This adjusted earnings per share result was consistent with the Company's plan at the start of the year.

Operations in 2018 benefited from the lower federal tax rate, which reduced the Company's effective tax rate by an estimated 10.8%. This benefited adjusted net income by approximately \$17 million, or \$0.37 per share, and contributed significantly to the year-over-year targeted increase in per share results. This target took into account an estimated \$0.03 per share cost of an increase in the minimum wage to \$15/hour which was adopted by the Company when the federal tax reform was announced. It also considered the impact of the tax reform on market pricing margins and on the supply and demand for tax advantaged revenue sources, both of which were expected to be adversely affected by tax reform.

The operating results of the Company further benefited from a full year of fully integrated First Choice operations in the Mid Atlantic and a partial year of the fully integrated Commerce operations in Eastern Massachusetts. The successful integrations of these business combinations were a critical focus for the Company. Operating results also benefited from organic loan growth and improved efficiency resulting from increased business scale. Additionally, most restructuring actions were expected to benefit subsequent earnings, including restructuring actions in 2017 and 2018.

Operating results were negatively impacted by the \$19 million decrease in mortgage banking revenue due to lower demand and heightened competition. This negative impact was significantly offset by higher purchased loan accretion resulting from unanticipated high levels of recoveries of purchased credit impaired loans. Total purchased loan accretion measured \$23 million in 2018, compared to \$15 million in the prior year. The Company expects that the contribution from purchased loan accretion will decrease significantly in 2019 and later years. A strategic review has been initiated to identify opportunities to offset the negative impact of this reduction and lower mortgage banking revenue on earnings in 2019 and beyond.

The GAAP return on assets improved to 0.90% in 2018, while the non-GAAP adjusted return on assets measured 1.07%. The return on equity improved to 6.8%, while the non-GAAP measure of adjusted return on tangible common equity improved to 13.5%. This latter ratio is an important measure of the generation of internal capital to support organic growth and dividends. The efficiency ratio improved to 58.3% from 60%.

As noted previously, Berkshire uses a non-GAAP measure of adjusted net income to supplement its evaluation of its operating results. Adjusted net income excludes certain amounts not viewed as related to normalized operations. These items are primarily related to acquisition expenses. Berkshire views its net acquisition related costs as part of the economic investment for its acquisitions. These investments are intended to contribute to long term earnings growth and franchise value. Other significant charges excluded in 2018 were related to the core systems contract

restructuring, a legal settlement, and the CEO transition. Charges excluded from the 2017 adjusted earnings measure included contract termination costs for premises restructuring and the termination of hedges. These were mostly offset by the realization of gains on the sale of equity securities. The Company also recorded an \$18 million charge in 2017 for the provisional write-down of its net deferred tax asset following the enactment of federal tax reform near year-end. This reform was viewed as positive for shareholder value due to the reduction in the federal statutory

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tax rate beginning in 2018. Berkshire also makes references to adjusted revenues and adjusted expenses in its discussion of operating results. Please see the Non-GAAP reconciliation section of this report for more discussion and information about adjusted net income and other non-GAAP financial measures discussed in this report.

Operations in 2018 included purchased loan accretion totaling \$23 million, which accounted for approximately 17% of pre-tax earnings. The contribution in 2017 was \$15 million. The Company expects that the contribution from purchased loan accretion will decrease significantly in 2019 and later years. A strategic review has been initiated to identify opportunities to offset the negative impact of this reduction on earnings in 2019 and beyond.

Berkshire's 2018 results included the Commerce operations acquired in October 2017, and systems conversion and merger integration activities were completed by midyear 2018. Due to the Commerce acquisition, most measures of revenue, expense, income, and average balances increased in 2018 compared to 2017. The year 2018 was also the first full year of the fully integrated First Choice operations, which were acquired in December 2016 and fully integrated by midyear 2017. Per share measures were affected by the issuance of shares as merger consideration. Both of these acquisitions were targeted to be accretive to earnings and earnings per share when fully integrated, and to provide a long term double digit return on equity.

Total Net Revenue. Berkshire evaluates its top line with the measure of net revenue, which is the sum of net interest income and non-interest income. The Company also measures adjusted net revenue and adjusted net revenue per share in evaluating its growth strategies, operations, and strategies for generating improved profitability.

Total net revenue increased in 2018 by \$49 million, or 12%, to \$469 million. On a pro-forma basis, as set forth in the 2017 Consolidated Financial Statements, total 2017 revenue including the Commerce operations measured \$480 million. Operations in 2018 resulted in a revenue decline from this pro forma 2017 amount, with a positive net interest income variance which was more than offset by a decline in mortgage banking revenue. Organic loan growth produced a \$13 million increase in net interest income to \$359 million in 2018 compared to the \$345 million pro forma 2017 amount. Non-interest income in 2018 totaled \$110 million, compared to \$135 million in the 2017 pro forma statement. This decrease was primarily due to a \$19 million year-over-year decrease in mortgage banking revenue. Total revenue per share increased by 4% to \$9.85 in 2018 compared to \$9.44 in 2017.

Net Interest Income. Net interest income is the primary contributor to revenue. Berkshire targets growth in net interest income based on increased business volumes related to market share gains in its markets. Pricing disciplines for loans and deposits target a balance of market share and profitability objectives, while taking into account credit, liquidity, and interest rate sensitivity objectives. The Company also borrows to fund an investment portfolio to contribute to income and profitability, together with other balance sheet objectives. Assets and liabilities acquired in business combinations are marked to market for carrying value and yield, and balance sheet adjustments are often made at or following the acquisition date to integrate the acquired balance sheet with the Company's balance sheet. Net interest income includes significant components related to the amortization of purchase accounting adjustments and deferred items. The most significant component is purchased loan accretion related to recoveries on the resolution of acquired impaired assets, where Berkshire has regularly posted significant gains that are included in net interest income. These gains are difficult to forecast and are highly variable from quarter to quarter, and generally reflect the Company's strong asset management capabilities and strong focus on resolving purchased credit impaired loans. The chief focus of the Company's market risk assessment in the sensitivity of net interest income to changes in interest rates.

Net interest income increased by \$65 million, or 22%, to \$359 million in 2018 compared to \$295 million in 2017 and to \$345 million in the pro forma 2017 statement. This income growth was due to the 20% increase in average earning assets, including the benefit of the Commerce assets, together with organic loan growth in 2018. The net interest margin was unchanged at 3.40% in both 2018 and 2017. Measured before accretion, the net interest margin decreased in the second half of the year as higher cost borrowings were used to fund loan growth. The contribution from

purchased loan accretion measured 0.22% in 2018 and 0.17% in 2017. This contribution is expected to decrease significantly beginning in 2019. The \$23 million in total purchased loan accretion in 2018 included approximately \$18 million related to Commerce loans and \$4 million related to First Choice loans. The \$23 million in 2018 accretion included approximately \$12 million of recoveries, \$7 million of scheduled purchased impaired

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loan accretion, and \$4 million in accretion related to the interest rate mark on non-impaired loans. The balance of accretable yield on purchased credit impaired loans totaled \$3 million at year-end 2018 compared to \$12 million at the start of the year.

The margin before accretion in the final quarter of the year measured 3.11%. Due to higher market interest rates, most categories of loans and deposits had higher interest rates in the fourth quarter of 2018 compared to the same quarter of 2017. The fourth quarter yield on earning assets before loan accretion increased year-over-year by 0.30% to 4.35%. Higher growth in lower yielding residential mortgages partially offset the gain in yield from higher interest rates. The fourth quarter cost of funds increased over this interval by 0.50% to 1.31% from 0.81%. The cost of deposits increased by 0.41% to 1.07%. This deposit cost increase was within the range of the Company's estimates of interest rate sensitivity.

Berkshire's sensitivity to interest rates is discussed in Item 7A. Generally, its loan assets tied to LIBOR and prime adjust quickly to interest rate increases, as do short term borrowings, while deposit rates move in line with market forces which have been slower to react. The competitive environment in the northeast pressured spreads on both loans and deposits during the year.

Non-Interest Income. Most of Berkshire's non-interest income is fee income, including various revenue sources related to its operations. Berkshire focuses on fee income to build more enduring customer relationships, to diversify away from potential volatility in net interest income, and to increase return on assets and on equity. Fee income is the primary revenue source for two of the Company's national lending businesses - mortgage banking and SBA lending. Both of these business lines originate loans primarily for sale into the secondary market, and their sales gains are included as a component of fee income.

Fee income decreased by \$13 million, or 11%, in 2018 due to a \$19 million, or 35%, decrease in mortgage banking revenue. This reflected a downturn in industry demand and increased competition as the industry goes through consolidation due to widespread operating losses. Additionally, fintech providers have gained more market share with their digital offerings. The 35% decrease in mortgage banking revenue was partially offset by expense reduction, including a reduction in the range of 20-25% in mortgage banking FTE staff over the last year. Berkshire's total loans originated for sale decreased by 15% to \$2.0 billion.

Loan related fee income increased by 13% and deposit related fee income increased by 10% in 2018. The \$24 million in loan related fees included a record \$9 million in SBA loan sale gains as Berkshire's team further improved its position among the top 30 SBA 7(a) loan producers in the U.S. Due to the federal government partial shutdown at the end of 2018, some SBA loan originations could not be certificated for sale in the fourth quarter. Commercial loan interest rate swap fees also increased to a record \$9 million as demand for fixed rate swaps increased in the environment of rising interest rates. Deposit related fees increased to \$30 million including the acquired Commerce operations. In crossing the \$10 billion asset regulatory threshold, the Bank lost card related fee income as a result of price restraints mandated by the Durbin Amendment to the Dodd-Frank Act. The Company estimates that this reduces card fee income by \$5 million per year, and it became effective on July 1, 2018.

Other non-interest income in 2017 included \$13 million in gains realized on the sale of equity securities and a \$7 million loss on the termination of interest rate hedges. Berkshire recorded \$4 million in unrealized equity securities losses in 2018 based on new accounting rules effective in 2018 requiring that current period unrealized equity security gains and losses be recorded to current period income. The 2018 losses were a result of a market reduction in bank equities' prices in the second half of the year. Securities gains/losses and hedge termination costs are excluded from the Company's non-GAAP adjusted earnings measure. The category of Other Non-Interest Income includes income accrued on bank owned life insurance as well as any death benefits paid. This category also includes the amortization of tax credit investments related to tax credit benefits recorded to income tax expense. The category of Other

Non-Interest Income category swung from a \$3 million net charge in 2017 to a \$4 million credit to income in 2018 due primarily to lower tax credit investment activity and higher insurance death benefit income.

Provision for Loan Losses. The provision for loan losses is a charge to earnings in an amount sufficient to maintain the allowance for loan losses at a level deemed adequate by the Company. The level of the allowance is a critical

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accounting estimate, which is subject to uncertainty. The level of the allowance was included in the discussion of financial condition. The provision for loan losses increased by \$4 million, or 21%, to \$25 million in 2018. The provision for loan losses exceeded net loan charge-offs and resulted in an increase in the loan loss allowance to 0.68% of total loans at year-end, compared to 0.62% at the start of the year.

Non-Interest Expense. Berkshire's goal is to generate positive operating leverage, growing revenues through business expansion and maintaining expense management disciplines. Non-interest expense increases have generally been related to the Company's growth, including the impact of acquisitions. The Company also invests in building its infrastructure and adding to its market teams, with a focus on fee generating business lines, as part of its long term strategy to occupy a leading position as a regional provider in its footprint. Additionally, the Company has invested in the increased compliance and risk management resources required for banks at the \$10 billion threshold established in the Dodd Frank Act.

Non-interest expense includes amounts viewed by the Company as not related to ongoing operations. These expenses are excluded from the Company's non-GAAP measure of adjusted expense. The primary component of these expenses is merger related expense, which totaled \$9 million in 2018 and \$25 million in 2017. Merger expenses were primarily related to the Commerce acquisition in 2018 and the First Choice combination in 2017. For both of these business combinations, the Company estimates that merger costs were within its original projections. In 2018, other expenses excluded from adjusted expenses included \$8 million for core systems contract restructuring costs, \$3 million for a legal settlement, and \$1.5 million for the CEO transition. The core systems restructuring included a full core systems technology assessment and a competitive vendor selection process. The restructured contract is targeted to provide more flexibility in developing technology and integrating third party solutions, together with improved efficiency and lower costs related to growth. The Company recorded restructuring and other expense totaling \$7 million in 2017, which was primarily related to premises lease terminations as the Company has reduced its rented space. In 2017, the Company recorded \$3 million in employee and community investment expense for initiatives undertaken due to the federal tax reform. Total expenses excluded from the measure of adjusted expenses totaled \$22 million in 2018 and \$35 million in 2017.

Including the acquired Commerce operations, total non-interest expense increased by \$11 million, or 4% in 2018. Adjusted expense, excluding the items discussed above, increased by \$23 million, or 9%. Expenses in 2018 benefited from a full year of First Choice cost saves, which were targeted at \$15 million annualized and a partial year of Commerce cost saves, which were targeted at \$8 million. For both mergers, the Company estimated that it met or exceeded its targets for merger related cost saves. Expenses in 2018 also benefited from the restructuring projects in both 2017 and 2018. The efficiency ratio improved to 58.3% in 2018 from 60.0% in 2017. The Company's current strategic review includes a focus on line of business profitability and expense structure with an objective to achieve the targeted efficiency ratio of 60% or better despite revenue pressures previously noted. Full time equivalent staff at year-end 2018 totaled 1,917 positions including 432 mortgage banking positions. This is down from 1,992 positions including 513 mortgage banking positions at year-end 2017. Excluding mortgage banking, all other FTE staff was essentially flat, with Commerce related reductions offset by staff recruitment to support Eastern Massachusetts expansion and infrastructure to support operations above the \$10 billion asset size.

Income Tax Expense. Income taxes are discussed in a note to the Consolidated Financial Statements; this note is important to an understanding of the results of operations. The effective tax rate measured 21% in 2018 for both GAAP income and adjusted income. The GAAP tax rate of 45% in 2017 included the \$18 million charge to write-down the net deferred tax assets as a result of the federal income tax reform near year-end. Before this charge, the effective tax rate in 2017 was 26%. As previously noted, federal income tax reform reduced the Company's effective tax rate in 2018 by an estimated 11% compared to what it would have been without tax reform. Without this tax reform, the Company's effective tax rate would have increased in 2018 due to its larger size and higher pretax income in relation to the tax advantaged income sources consisting primarily of tax exempt investment income, life

insurance income, and investment tax credits.

Total Comprehensive Income. Total comprehensive income includes net income together with other comprehensive income. Other comprehensive income was a loss due mainly to unrealized losses on bonds in the investment

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portfolio as interest rates have increased over the last two years. Net of this unrealized loss, total comprehensive income was \$93 million in 2018 and \$50 million in the prior year.

Quarterly Results. Quarterly results for 2018 and 2017 are presented in a note to the Consolidated Financial Statements. Results for all of these periods have been discussed in previous SEC Forms 10-Q and 10-K, except for operations in the fourth quarter of 2018. The second and third quarters of each year are often the strongest quarters due to seasonal mortgage banking volume and higher general business activity during the spring and summer. Quarterly results also vary depending on the timing of expenses that are excluded from the measure of adjusted earnings, including especially merger related expenses. Quarterly results are also affected by the timing of recoveries of purchased credit impaired loans. The first quarter of 2017 was the first full quarter including the First Choice operations acquired in December 2016. The first quarter of 2018 was the first full quarter including the Commerce operations acquired in October 2017. The Company's non-GAAP measure of adjusted earnings per share showed results generally improving sequentially due to positive contributions from acquisitions, organic growth, and tax reform. Quarterly EPS peaked in the second quarter of 2018 and subsequently declined due to growing weakness in mortgage banking and rising funding costs. The Company initiated a strategic review at the beginning of 2019 as a result of potential further pressure on operating results due mainly to an expected decrease in purchased loan accretion.

COMPARISON OF OPERATING RESULTS FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

Summary: Berkshire's results in 2017 included growth from acquisitions and a significant amount of charges, viewed as non-operating, which depressed GAAP results. Based on its adjusted measures, discussed further below, Berkshire produced improvement in its earnings per share and ROA measures, which are its primary strategic focus.

Berkshire's 2017 results included the First Choice operations acquired in December 2016, including the targeted efficiencies which resulted from the integration of these operations in 2017. Results also included the Commerce operations acquired in October 2017, and the Company is targeted efficiencies in 2018 from integration of those operations. Due to these business combinations, most measures of revenue, expense, income, and average balances increased in 2017 compared to 2016. Additionally, per share measures were affected by the issuance of shares as merger consideration, together with the stock offering in May 2017 which was simultaneous with the Commerce announcement. All acquisitions were targeted to be accretive to earnings and earnings per share when fully integrated, and to provide a long term double digit return on equity.

Net income decreased in 2017 by 6% to \$55 million, while adjusted net income increased by 33% to \$91 million. On a per share basis, net income decreased by 26% to \$1.39, while adjusted net income increased by 4% to \$2.29. The Company targets ongoing improvement in this measure to benefit from its investments in organic growth and acquisitions, and to improve profitability. Return on assets decreased by 24% to 0.56%, while adjusted return on assets increased by 8% to 0.93% as the Company moved closer to its target of 1.00% or higher. The federal tax reform and efficiencies from the Commerce integration were targeted to support further improvement in this measure in 2018.

The return on equity decreased by 31% to 4.5% while the adjusted return on equity decreased by 3% to 7.3% due to the excess equity on hand in 2017 while the Commerce merger was pending. The return on tangible common equity decreased by 5% to 11.8% due to the excess equity but continued to be important as a source of internal capital generation to support organic growth and dividends. The efficiency ratio increased by 3% to 60.0% due to the first full year including the acquired First Choice mortgage banking operations, which operate with narrower margins common to this business. Berkshire estimated that the efficiency of operations excluding mortgage banking improved to approximately 56%. This reflected the benefit of ongoing scale efficiencies and was achieved despite the higher regulatory cost burden as the Company crossed the \$10 billion regulatory asset threshold.

Total Net Revenue. Total net revenue increased in 2017 by \$122 million, or 41% to \$420 million. On a pro-forma basis, as set forth in the Consolidated Financial Statements, total 2017 revenue including the Commerce operations reached \$480 million, with non-interest income providing 28% of total revenue. Revenue growth in 2017 included a 27% increase in net interest income and a 79% increase in fee income. Total revenue per share increased by 11% to

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\$10.59, and on a pro forma basis with Commerce this measure increased to \$10.81. These changes indicated the combined impact of the Commerce and First Choice acquisitions on Berkshire's scale and business mix.

Net Interest Income. Annual net interest income increased by \$63 million, or 27%, in 2017. As noted in the pro-forma statements in the Company's SEC filings, the business combinations in 2016 were estimated to add \$36 million in net interest income in the first year of combined operations based on the assumptions set forth therein. The Commerce pro forma estimated that it would add up to \$20 million per quarter in revenue in the first year; the Company owned Commerce operations for most of the fourth quarter of 2017. Interest income also increased as a result of 8% organic increase in loans, funded primarily by the 6% organic increase in deposits. The 27% increase in net interest income was attributable to the 23% increase in average earning assets and the 3% increase in the net interest margin.

The net interest margin increased throughout 2017 from 3.21% in the fourth quarter of 2016 to 3.50% in the fourth quarter of 2017. The margin for the year improved to 3.40% in 2017 from 3.31% in 2016. Factors that contributed to the improvement in the margin included the mix shift towards higher yielding commercial loans, the increase in interest rates, the termination of the fixed payment cash flow hedges, generally low deposit betas (indicating low sensitivity to interest rate changes), and the benefit of purchase accounting initially related to First Choice and then to Commerce. The yield on earning assets increased for the year to 4.16% from 3.93%, while there was a smaller increase in the cost of funds to 0.77% from 0.69%.

The Company measures the impact of purchased loan accretion on the net interest margin. This accretion totaled \$15 million and contributed 0.17% to the margin in 2017, compared to \$8 million and 0.11% in 2016. The recognition of accretion depends on strategies for managing purchased credit impaired loans which have significantly benefited net interest income but which are uncertain and may vary from quarter to quarter. The Company has also benefited from the amortization of discount on purchased time deposits, which is mostly recognized in the first year or two following a merger.

Non-Interest Income. Fee income increased by \$54 million, or 79% in 2017, and totaled \$123 million for the year. Mortgage banking fees increased by \$47 million to \$54 million, representing the first full year of the acquired First Choice national mortgage banking operations. Berkshire originated \$2.4 billion in total held for sale mortgages in 2017.

Loan fees increased by \$5 million to \$21 million. Loan fees in 2017 included \$9 million in SBA loan sale gains, \$5 million in commercial loan interest rate swap fees, \$3 million in gains on the sale of seasoned mortgages, and \$2 million in asset based lending fees. The increase was primarily due to higher SBA loan volumes, and included increased cross-sale activities among the lending groups. Deposit related fees increased by \$2 million, or 9%, to \$27 million including the First Choice and Commerce contributions.

Non-interest income in 2017 included \$13 million in securities gains, a \$7 million charge for the loss on the termination of hedges, and \$3 million in other net charges. The securities gains were due to the equity securities sales described previously in the investment securities section. The loss on the termination of hedges was described previously in the derivative securities section. The \$3 million in other net charges was due to a \$9 million charge for the amortization of tax credit investments, which was more than offset by benefits to income tax expense as further discussed below. This charge was partially offset by \$4 million in accrued income on bank owned life insurance contracts.

Provision for Loan Losses. The provision for loan losses increased by \$4 million, or 21%, to \$21 million in 2017. The provision for loan losses exceeded net loan charge-offs and resulted in an increase in the loan loss allowance due to portfolio growth.

Non-Interest Expense. Non-interest expense includes amounts viewed by the Company as not related to recurring operations. These expenses are excluded from the Company's non-GAAP measure of adjusted expense. The primary component of these expenses is merger related expense, which totaled \$25 million in 2017 and \$14 million in 2016. These expenses related mostly to the Commerce and First Choice acquisitions. The Company had targeted \$32

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million in Commerce merger related expenses, of which \$21 million was recorded in 2017. The Company recorded restructuring and other expense totaling \$7 million in 2017 and \$2 million in 2016, which was primarily related to premises lease terminations as the Company has right sized its facilities. In 2017, the Company recorded \$3 million in employee and community investment expense for initiatives undertaken due to the federal tax reform. Total expenses excluded from the measure of adjusted expenses totaled \$35 million in 2017 compared to \$16 million in 2016.

Total non-interest expense increased by \$96 million, or 47%, to \$300 million in 2017. Adjusted expense, excluding items discussed above, increased by \$77 million, or 41%, to \$265 million. The largest expense growth was in compensation (46%), premises and technology (30%), and marketing (276%). The compensation and marketing expense changes were affected by the mortgage banking expense structure, which has higher variable compensation expense and marketing payments related to designated business channels. Expenses benefited from the First Choice integration, which was targeted to result in \$15 million in annualized cost savings on completion of integration. The Commerce integration in 2018 was targeted to result in \$8 million in such annualized savings. Expenses in 2017 also benefited from the restructuring initiatives early in the year which reduced ongoing overhead costs.

The efficiency ratio increased to 59.97% in 2017 from 58.27% in 2016. The acquired mortgage banking business operates with lower margins and therefore a higher efficiency ratio. The Company estimates that it operated with an efficiency ratio of approximately 56% in 2017 excluding mortgage banking. This demonstrated the ongoing benefit of the Company's growth strategies. Berkshire had full time equivalent staff totaling 1,992 at year-end 2017, including the Commerce positions which were reported at 226 as of September 30, 2017. Berkshire reported 1,788 full time equivalent staff as of that date. Full time equivalent staff totaled 1,731 positions as of year-end 2016.

Income Tax Expense. The effective tax rate increased to 45% in 2017 from 24% in 2016. This included the \$18 million charge to write-down the net deferred tax assets as a result of the federal income tax reform near year-end. Before this charge, the effective tax rate in 2017 was 26%.

The Company also measures its effective tax rate on adjusted income as a non-GAAP measure. The Company excluded the \$18 million deferred tax provisional write-down from its tax expense in this analysis. The adjusted effective tax rate on adjusted pre-tax income measured 29% in 2017. This adjusted rate exceeded the 26% GAAP rate before the deferred tax charge due to the total net adjustments to GAAP income, primarily from merger charges. These charges resulted in lower GAAP pre-tax income, compared to adjusted pre-tax income. As a result, the GAAP tax rate (before the deferred tax charge) had a higher proportionate benefit from tax advantaged revenues, and therefore was lower than the adjusted rate. This is a normal occurrence for the Company due to its record of acquisitions which result in merger costs that reduce GAAP earnings.

The 29% adjusted income tax rate on adjusted income in 2017 increased from 26% in 2016. This increase primarily reflected the increase in pre-tax adjusted income and the proportionately lower benefit of slower growing tax advantaged sources and a decrease in the benefit from investment tax credit programs. As the Company has grown, ongoing earnings growth has been a normal contributor to changes in the tax rate.

The 29% adjusted effective tax rate on adjusted income in 2017 was 6% lower than the 35% federal statutory rate due to the benefit of items listed in the effective tax rate table in the Consolidated Financial Statements. Federal tax reform reduced the future federal statutory tax rate to 21%, and also adjusted certain other deductions and benefits that impact the overall effective tax rate.

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LIQUIDITY AND CASH FLOWS

Liquidity is the ability to meet cash needs at all times with available cash and established external liquidity sources or by conversion of other assets to cash at a reasonable price and in a timely manner. Berkshire evaluates liquidity at the holding company and on a consolidated basis, which is primarily a function of the Bank's liquidity.

The primary liquidity need at the holding company is to support its capital structure, including shareholder dividends and debt service. Additionally, the holding company uses cash to support certain organizational expenses, stock purchases and buybacks, merger related costs, and limited business functions that cannot be performed at the Bank or the insurance subsidiary. The holding company primarily relies on dividends from the Bank to meet its ongoing cash needs. The holding company generally expects to maintain cash on hand equivalent to normal cash uses, including common stock dividends, for at least a one year period. Sources and uses of cash at the parent are reported in the condensed statements of the parent company included in the notes to the Consolidated Financial Statements. There are certain restrictions on the payment of dividends by the Bank as discussed in Note 1 - Shareholders' Equity and Earnings Per Common Share of the Consolidated Financial Statements. This amount is based on retained earnings of the Bank and is expected to be supplemented by future bank earnings in accordance with the statutory formula. Dividends by the holding company require notice and non-objection from the Federal Reserve Bank in the event that earnings are not sufficient to cover the dividend. There was no objection to the dividend declared on fourth quarter operations which resulted in a loss due to the charge recorded due to federal tax reform.

At year-end 2018, the holding company had \$69 million in cash and equivalents, compared to \$83 million at the start of the year. The Parent's cash is held on deposit in the Bank. The Bank paid \$46 million in dividends to the holding company in 2018, which was an increase from \$39 million in 2016 due to the increase in common shareholders. The holding company has a \$5 million unsecured line of credit, which was unused at year-end 2018. The holding company manages a portfolio of equity securities in support of the consolidated strategy for investments and asset liability management.

The Bank's primary ongoing source of liquidity is customer deposits and wholesale funding, and the main use of liquidity is the funding of loans and lending commitments. Additional routine sources are repayments of loans and investment securities, and the sale of investment securities. The Bank targets to grow customer deposits by increasing its market share among its regions in order to sustain loan growth as a primary component of its strategy. Deposit strategies also consider relative deposit costs as well as relationship and market share objectives. The Bank's acquisition strategy is also targeted to supplement business activities including bank acquisitions and acquisitions of branches. Additionally, the Bank utilizes wholesale funding sources, including borrowings and brokered time deposits. Around year-end 2017, the Bank recruited government banking and international banking professionals who are developing municipal, institutional, and commercial deposit sources in the future.

The Company monitors the loans/deposits ratio in assessing directional changes in its liquidity. Deposit concentrations are monitored as well. The Company also monitors the levels of its wholesale funding in relationship to total assets. Brokered deposits can be more volatile than customer deposits depending on Company and economic events. FHLBB borrowings are in the context of standard, long-term FHLB programs but overall availability is constrained by collateral tests.

The Company also monitors the liquidity of investment securities. The Bank relies on its borrowings availability with the FHLBB for routine operating liquidity, and has other overnight borrowing relationships for contingency liquidity purposes. The Bank has improved its collateral management to improve its credit availability with the FHLBB and the Federal Reserve Bank of Boston. The Bank has also expanded its interest rate swaps with national counterparties to provide fixed interest instruments to large commercial borrowers. The Company has strengthened its liquidity planning and management processes in conjunction with its overall growth and regulatory expectations.

In 2018, the Bank's primary use of funds was loan growth and the primary source of funds was brokered deposits and short term FHLBB borrowings. The Bank's total FHLBB unused borrowing availability was \$1.1 billion at year-end 2018, which was unchanged from the prior year. The Bank scrubbed additional collateral assets for FHLBB eligibility during the year, which offset its higher usage of borrowings. The Bank is also expanding its list of approved correspondent banks and the availability of federal funds lines to the Company. While most investment

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securities are pledged as collateral, at year-end 2018, the Bank had \$251 million in segregated and unencumbered securities available to provide additional liquidity if needed.

Berkshire operates a payroll deposit and transfer service, which works with payroll service bureau clients to accept their deposits and process ACH payments to their commercial customer employee accounts. The balances in this business fluctuate daily based on payroll cycles. As a result, the Bank's daily cash management has expanded and it maintains additional focus on overnight liquidity and the management of daily cash clearing activity. During 2018, the average balance of these deposits was \$324 million, with a high balance of \$631 million and a low balance of \$154 million.

The Bank utilizes the mortgage secondary market as a source of funds for residential mortgages which are sold into that market. Secondary market counterparties include federal mortgage agencies and selected U.S. financial institutions. The Bank works with third parties in hedging interest rate locks with to-be-announced mortgage backed securities and arranging commitments for the sale of individual loans to approved secondary market investors. Most sales are on a servicing released basis. Mortgage loans originated for sale in 2018 totaled \$2.0 billion.

Berkshire has additionally developed financial institution banking relationships in and around its regions for the wholesale purchase and sale of seasoned loans. Berkshire's financial institution banking has also expanded wholesale transactions of commercial loans, including purchases and sales of whole loans and participations in syndicated loan transactions.

The greatest sources of uncertainty affecting liquidity are deposit withdrawals and usage of loan commitments, which are influenced by interest rates, economic conditions, and competition. Due to the unusual and prolonged low interest rate environment prior to 2018, there is uncertainty about the behavior of deposits if interest rates increase at some future time as is anticipated. The Company believes that its market positioning and relationship focus will generally enhance the stability of its deposits, and it also models various scenarios for the purpose of contingency liquidity planning. The Bank manages the concentration of deposits from customers and in various regions and product types. The Bank relies on competitive rates, customer service, and long-standing relationships with customers to manage deposit and loan liquidity. Based on its historical experience, management believes that it has adequately provided for deposit and loan liquidity needs. Both liquidity and capital resources are managed according to policies approved by the Board of Directors and executive management and the Board reviews liquidity metrics and contingency plans on a regular basis. The Bank actively manages all aspects of its balance sheet to achieve its objectives for earnings, liquidity, asset quality, interest rate risk, and capital.

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CAPITAL RESOURCES

The Company and the Bank target to maintain sufficient capital to qualify for the “Well Capitalized” designation by federal regulators. Berkshire’s long term goal is to use capital efficiently to achieve its objective to become a higher performance company with a targeted return on equity exceeding 10%. A double digit return on equity is used to benchmark all lending and investment programs, together with all acquisition analyses. The Company seeks to maintain a competitive cost of capital and capital structure. The Company monitors its ratio of tangible equity/tangible assets. This ratio increased slightly to 8.6% in 2018 due to strong internal capital generation which supported asset growth, a higher dividend, and improvement in this ratio.

Berkshire views its internal return on tangible capital as the primary capital resource of the Company. The return on tangible equity averaged over 12% for the four years 2015-2018. The Company focuses on internal capital generation to support shareholder dividends and targeted organic growth and also to support non-operating charges and/or improvement in its capital ratios. The Company has maintained a universal shelf registration of capital securities with the SEC. The Company sometimes uses issuances of unregistered stock for targeted small contractual payments. The Company has an approved stock repurchase program for 500,000 shares. The Company normally uses common stock as a significant component of consideration for business combinations. The resulting stock issuances have meaningfully increased the float and market capitalization of the Company.

Due to the stock issuances in 2017, the Company had utilized most of its authorized common and preferred shares. In 2018, the Company obtained shareholder approval to amend the Certificate of Incorporation to increase authorized shares. As previously noted, the Company has a pending agreement to acquire SI Financial Group and to issue common stock as merger consideration. The Company has also announced that it has initiated a strategic review, which will include its capital structure and evaluate possible changes in its balance sheet and capital needed to support its operations.

The Company regularly evaluates the markets for capital instruments and views itself as well positioned to access additional capital in various ways if appropriate based on future changes in conditions. In 2018, the Company obtained an investment grade senior debt rating from a recognized credit rating agency. Additional discussion of the Company’s capital management is contained in the Shareholders’ Equity section of the discussion of Changes in Financial Condition in this report.

Table of Contents**CONTRACTUAL OBLIGATIONS**

The year-end 2018 contractual obligations were as follows:

Item 7-7A - Table 1 - Contractual Obligations

(In thousands)	Total	Less than One Year	One to Three Years	Three to Five Years	After Five Years
FHLBB borrowings (1)	\$ 1,428,298	\$ 1,268,882	\$ 152,840	\$ 5,165	\$ 1,411
Subordinated notes	89,518	—	—	—	89,518
Operating lease obligations (2)	99,146	13,554	24,021	18,722	42,849
Purchase obligations (3)	93,173	13,523	25,083	22,081	32,486
Total Contractual Obligations	\$ 1,710,135	\$ 1,295,959	\$ 201,944	\$ 45,968	\$ 166,264

Acquisition related obligations are not included.

(1) Consists of borrowings from the Federal Home Loan Bank. The maturities extend through 2038 and the rates vary by borrowing.

(2) Consists of leases, bank branches, and ATMs through 2039.

(3) Consists of obligations with multiple vendors to purchase a broad range of services.

Further information about borrowings and lease obligations is disclosed in Note 11 - Borrowed Funds and Note 16 - Other Commitments, Contingencies, and Off-Balance Sheet Activities of the Consolidated Financial Statements. Note 24 - Subsequent Events describes the Company's contractual obligation under an agreement to acquire SI Financial Group which was pending as of year-end 2018.

OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of operations, Berkshire engages in a variety of financial transactions that, in accordance with generally accepted accounting principles are not recorded in the Company's financial statements. As previously reported in the discussion of changes in financial condition, Berkshire has outstanding derivative financial instruments and engages in hedging activities, and the fair value of these contracts is recorded on the balance sheet. The previously mentioned pending agreement to acquire SI Financial Group is expected to be recorded in the Company's financial statements on completion of the merger agreement, which is expected to occur in the second quarter of 2019.

FAIR VALUE MEASUREMENTS

The most significant fair value measurements recorded by the Company are those related to assets and liabilities acquired in business combinations. These measurements are discussed further in the mergers and acquisitions note to the financial statements. The premium or discount value of acquired loans has historically been the most significant element of this presentation.

The Company makes further measurements of fair value of certain assets and liabilities, as described in the related note in the financial statements. The most significant measurements of recurring fair values of financial instruments primarily relate to securities available for sale, marketable equity securities, and derivative instruments. These measurements were included in the previous discussion of changes in financial condition, and were generally based on Level 2 market based inputs. Non-recurring fair value measurements primarily relate to impaired loans, capitalized mortgage servicing rights, and other real estate owned. When measurement is required, these measures are generally based on Level 3 inputs.

Berkshire provides a summary of estimated fair values of financial instruments at each period-end. The premium or discount value of loans has historically been the most significant element of this presentation. This amount is a Level 3 estimate and reflects management's subjective judgments. At year-end 2018, the premium value of the loan portfolio was \$45 million, or 0.5% of carrying value, compared to \$175 million, or 2.1% of carrying value at year-end 2017.

This decrease reflected the higher prevailing market interest rates at year-end 2018, resulting in a lower present value of the fixed rate instruments in the portfolio.

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IMPACT OF INFLATION AND CHANGING PRICES

The financial statements and related financial data presented in this Form 10-K have been prepared in conformity with accounting principles generally accepted in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. Unlike many industrial companies, substantially all of the assets and liabilities of the Bank are monetary in nature. As a result, interest rates have a more significant impact on the Bank's performance than the general level of inflation. Interest rates may be affected by inflation, but the direction and magnitude of the impact may vary. A sudden change in inflation (or expectations about inflation), with a related change in interest rates, would have a significant impact on our operations.

IMPACT OF NEW ACCOUNTING PRONOUNCEMENTS

Please refer to the notes on Recently Adopted Accounting Principles and Future Application of Accounting Pronouncements in Note 1 - Summary of Significant Accounting Policies of the Consolidated Financial Statements.

APPLICATION OF CRITICAL ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The Company's significant accounting policies are described in Note 1 - Summary of Significant Accounting Policies of the Consolidated Financial Statements. Please see those policies in conjunction with this discussion. The accounting and reporting policies followed by the Company conform, in all material respects, to accounting principles generally accepted in the United States and to general practices within the financial services industry. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. While the Company bases estimates on historical experience, current information and other factors deemed to be relevant, actual results could differ from those estimates.

The SEC defines "critical accounting policies" as those that require application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in future periods. Please see those policies in conjunction with this discussion. Management believes that the following policies would be considered critical under the SEC's definition:

Allowance for Loan Losses. The allowance for loan losses represents probable incurred credit losses that are inherent in the loan portfolio at the financial statement date and which may be estimated. Management uses historical information, as well as current economic data, to assess the adequacy of the allowance for loan losses as it is affected by changing economic conditions and various external factors, which may impact the portfolio in ways currently unforeseen. Although management believes that it uses appropriate available information to establish the allowance for loan losses, future additions to the allowance may be necessary if certain future events occur that cause actual results to differ from the assumptions used in making the evaluation. Conditions in the local economy and real estate values could require the Company to increase provisions for loan losses, which would negatively impact earnings.

Acquired Loans. Loans that the Company acquired in business combinations are initially recorded at fair value with no carryover of the related allowance for credit losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows initially expected to be collected on the loans and discounting those cash flows at an appropriate market rate of interest. Going forward, the Company continues to evaluate reasonableness of expectations for the timing and the amount of cash to be collected. Subsequent decreases in expected cash flows may result in changes in the amortization or accretion of fair market value adjustments, and in some cases may result in the loan being considered impaired. For collateral dependent loans with deteriorated credit quality, the Company estimates the fair value of the underlying collateral of the loans. These values are discounted using market derived rates of return, with consideration given to the period of time and costs associated with the foreclosure and disposition of the collateral.

Income Taxes. Significant management judgment is required in determining income tax expense and deferred tax assets and liabilities. The Company uses the asset and liability method of accounting for income taxes in which deferred tax assets and liabilities are established for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. The realization of the net deferred tax asset generally

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depends upon future levels of taxable ordinary income, taxable capital gain income, and the existence of prior years' taxable income, to which "carry back" refund claims could be made. A valuation allowance is maintained for deferred tax assets that management estimates are more likely than not to be unrealizable based on available evidence at the time the estimate is made. In determining the valuation allowance, the Company uses historical and forecasted future operating results, including a review of the eligible carry-forward periods, tax planning opportunities and other relevant considerations. In particular, income tax benefits and deferred tax assets generated from tax-advantaged commercial development projects are based on management's assessment and interpretation of applicable tax law as it currently stands. These underlying assumptions can change from period to period. For example, tax law changes or variances in projected taxable ordinary income or taxable capital gain income could result in a change in the deferred tax asset or the valuation allowance. Should actual factors and conditions differ materially from those considered by management, the actual realization of the net deferred tax asset could differ materially from the amounts recorded in the financial statements. If the Company is not able to realize all or part of its net deferred tax asset in the future, an adjustment to the deferred tax asset in excess of the valuation allowance would be charged to income tax expense in the period such determination is made.

Goodwill and Identifiable Intangible Assets. Goodwill and identifiable intangible assets are recorded as a result of business acquisitions and combinations. These assets are evaluated for impairment annually or whenever events or changes in circumstances indicate the carrying value of these assets may not be recoverable. When these assets are evaluated for impairment, if the carrying amount exceeds fair value, an impairment charge is recorded to income. The fair value is based on observable market prices, when practicable. Other valuation techniques may be used when market prices are unavailable, including estimated discounted cash flows and analysis of market pricing multiples. These types of analyses contain uncertainties because they require management to make assumptions and to apply judgment to estimate industry economic factors and the profitability of future business strategies. In the event of future changes in fair value, the Company may be exposed to an impairment charge that could be material.

Determination of Other-Than-Temporary Impairment of Securities. The Company evaluates debt securities within the Company's available for sale and held to maturity portfolios for other-than-temporary impairment ("OTTI"), at least quarterly. If the fair value of a debt security is below the amortized cost basis of the security, OTTI is required to be recognized if any of the following are met: (1) the Company intends to sell the security; (2) it is "more likely than not" that the Company will be required to sell the security before recovery of its amortized cost basis; or (3) for debt securities, the present value of expected cash flows is not sufficient to recover the entire amortized cost basis. For all impaired debt securities that the Company intends to sell, or more likely than not will be required to sell, the full amount of the loss is recognized as OTTI through earnings. Credit-related OTTI for all other impaired debt securities is recognized through earnings. Noncredit related OTTI for such debt securities is recognized in other comprehensive income, net of applicable taxes. Should actual factors and conditions differ materially from those expected by management, the actual realization of gains or losses on investment securities could differ materially from the amounts recorded in the financial statements.

Fair Value of Financial Instruments. The Company uses fair value measurements to record fair value adjustments to certain financial instruments and to determine fair value disclosures. Trading assets, securities available for sale, and derivative instruments are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, or to establish a loss allowance or write-down based on the fair value of impaired assets. Further, the notes to financial statements include information about the extent to which fair value is used to measure assets and liabilities, the valuation methodologies used and its impact to earnings. For financial instruments not recorded at fair value, the notes to financial statements disclose the estimate of their fair value. Due to the judgments and uncertainties involved in the estimation process, the estimates could result in materially different results under different assumptions and conditions.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

MANAGEMENT OF INTEREST RATE RISK AND MARKET RISK ANALYSIS

Qualitative Aspects of Market Risk. The Company's most significant form of market risk is interest rate risk. The Company seeks to avoid fluctuations in its net interest income and to maximize net interest income within acceptable levels of risk through periods of changing interest rates. The Company also seeks to manage the risk of interest rate changes to its net income and the economic value of equity. Further, where prudent, the Company seeks to be positioned to benefit from expected interest rate changes, within its risk parameters. The Company manages interest rate risk within policy limits approved by the Board.

The Company maintains an Enterprise Risk Management/Asset-Liability Committee (ERM/ALCO) that is responsible for reviewing its asset-liability policies and interest rate risk position. This Committee meets regularly, and the Chief Financial Officer and Treasurer report trends and interest rate risk position to the Risk Management and Capital Committee of the Board of Directors on a quarterly basis. The extent of the movement of interest rates is an uncertainty that could have a negative impact on the Company's net interest income and earnings.

The Company manages its interest rate risk by analyzing the sensitivities and adjusting the mix of its assets and liabilities, including derivative financial instruments. The Company also uses secondary markets, brokerages, and counterparties to accommodate customer demand for long term fixed rate loans and to provide it with flexibility in managing its balance sheet positions. When the Company enters into business combinations, it considers interest rate risk as part of its merger analysis and it integrates existing and acquired operations as appropriate to achieve its objectives for the combined businesses.

Quantitative Aspects of Market Risk. Berkshire has recently maintained a neutral or asset sensitive interest rate risk profile, as measured by the sensitivity of net interest income to market interest rate changes. The Company measures this sensitivity primarily by evaluating models of net interest income over one year, two years, and three year time horizons. The Company models a base case assuming no changes in interest rates or balance sheet composition and then assuming various scenarios of ramped interest rate changes, shocked interest rate changes, changes predicted by the forward yield curve, and changes involving twists in the yield curve. The focus is on a two-year scenario where interest rates ramp up by 200 basis points in the first year compared to a base case of flat interest rates. The Bank also evaluates its equity at risk from interest rate changes through discounted cash flow analysis. This measure assesses the present value of changes to equity based on long term impacts of rate changes beyond the time horizons evaluated for net interest income at risk.

The Company uses a simulation model to measure the changes in net interest income. The chart below shows the analysis of the ramped change described above, assuming a parallel shift in the yield curve. Loans, deposits, and borrowings were expected to reprice at the repricing or maturity date. Pricing caps and floors are included in the simulation model. The Company uses prepayment guidelines set forth by market sources as well as Company generated data where applicable. Cash flows from loans and securities are assumed to be reinvested to maintain a static balance sheet. Other assumptions about balance sheet mix are generally held constant. There were no material changes to the way that the Company measures market risk in 2018.

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Item 7-7A - Table 2 - Qualitative Aspects of Market Risk

Change in

Interest Rates-Basis Points (Rate Ramp) (In thousands)	1- 12 Months		13- 24 Months	
	\$ Change	% Change	\$ Change	% Change

At December 31, 2018

+300	\$8,200	2.20 %	\$4,400	1.20 %
+200	6,700	1.80	3,500	0.90
+100	4,600	1.20	2,100	0.60
-100	(5,900)	(1.60)	(9,500)	(2.50)

At December 31, 2017

+300	\$9,806	2.95 %	\$11,193	3.40 %
+200	7,940	2.39	9,374	2.85
+100	4,683	1.41	5,890	1.79
-100	(6,424)	(1.93)	(12,532)	(3.81)

During 2018, the Company moved from being modestly asset sensitive to generally neutral in the modeled scenario of a static balance sheet and focusing on the second year of a 200 basis point parallel upward move in interest rates. This has been primarily due to the use of short term wholesale funding to fund loan growth. The Company has modeled a 100 basis point decrease in interest income in recent years due to low interest rates. As market rates have moved upward, the Company will expand its modeling of downward rate scenarios, which are expected to indicate more sensitivity to a decrease in net interest income than the 100 basis point scenario shown above.

In a flat rate scenario, the Company anticipates that there would be modest margin pressure on the year-end balance sheet. This is due to some asset repricings and the lagged nature of deposit repricings, along with anticipated decreases in the accretive benefits of purchase accounting. The interest sensitivity analyses are in comparison to this flat rate base case. The Company also analyzes its interest sensitivity based on the forward yield curve, which indicates that net interest income is generally neutral compared to the flat rate base case.

The Company also evaluates net income at risk, taking into account primarily changes in fee income that may result from interest rate changes. Generally, fee income is viewed as negatively correlated with changes in interest rates. Higher rates can depress demand for fixed rate products that are the chief source of loan sale gains in mortgage banking and SBA lending, as well as interest rate swap income. Higher rates also are related to higher earnings credit rates on commercial transactions accounts, which reduces deposit service charges. The Company estimates that its net income is generally neutral in the modeled scenario of a 200 basis point upward interest rate ramp on its static balance sheet.

The Company's equity at risk is normally liability sensitive due to the overall shorter duration of its funds sources compared to its loans and investments. The Company estimated that the economic value of its equity was 6% negatively impacted by a modeled 200 basis point interest rate shock at year-end 2018, which was not significantly different from the 5% risk estimated at the start of the year.

The Company estimates that its deposit interest rate sensitivity in 2018 has approximated the 40% beta level utilized in the Company's modeling. The Company's modeling assumes no shift in the deposit mix in rate change scenarios. The Company has a pending agreement to acquire SI Financial Group. The Company anticipates that this acquisition will be neutral or slightly positive to its interest rate sensitivity when the merger is complete and integrated. The Company will also be assessing its interest rate sensitivity as it considers balance sheet scenarios in the strategic review that it is conducting.

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ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements and supplementary data required by this item are presented elsewhere in this report beginning on page F-1, in the order shown below:

Management's Report on Internal Control over Financial Reporting

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2018 and 2017

Consolidated Statements of Income for the years ended December 31, 2018, 2017, and 2016

Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017, and 2016

Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2018, 2017, and 2016

Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017, and 2016

Notes to Consolidated Financial Statements

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On August 3, 2017, the Audit Committee (the "Committee") of the Board of Directors of Berkshire Hills Bancorp, Inc. (the "Company") notified PricewaterhouseCoopers, LLP ("PwC") of its dismissal as the Company's independent registered public accounting firm. The dismissal was effective on August 9, 2017, with PwC having served as the Company's principal accountants for the first two quarters of the fiscal year ended December 31, 2017. The Committee participated in, and approved the decision to change its independent registered public accounting firm.

PwC's audit reports on the Company's Consolidated Financial Statements as of and for the year ended December 31, 2016 and did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal year ended December 31, 2016 and the subsequent interim period through August 9, 2017, there were (i) no disagreements between the Company and PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which, if not resolved to the satisfaction of PwC, would have caused PwC to make reference thereto in their reports on the consolidated financial statements for such years, and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

Also on August 3, 2017, the Committee completed a competitive selection process and selected Crowe LLP ("Crowe") as the Company's independent registered public accounting firm, effective August 10, 2017. During the fiscal year ended December 31, 2016 and the subsequent interim period preceding the selection of Crowe, the Company did not consult with Crowe regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements, and Crowe did not provide any written report or oral advice that Crowe concluded was an important factor considered by the Company in reaching a decision as to any such accounting, auditing or financial reporting issue; or (iii) any matter that was either the subject of a disagreement with PwC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure or the subject of a reportable event.

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ITEM 9A. CONTROLS AND PROCEDURES

The Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a and 15(d) -15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act") as of December 31, 2018. Based upon their evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of that date, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC"): (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company evaluated changes in its internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that occurred during the last fiscal quarter. The Company determined that there were no changes that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting. Management's report on internal control over financial reporting and the independent registered public accounting firm's report on the Company's internal control over financial reporting are contained in "Item 8 — Consolidated Financial Statements and Supplementary Data."

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

For information concerning the directors of the Company, the information contained under the sections captioned “Proposals to be Voted on by Stockholders - Proposal 1 - Election of Directors” in Berkshire’s Proxy Statement for the 2019 Annual Meeting of Stockholders (“Proxy Statement”) is incorporated by reference. The following table sets forth certain information regarding the executive officers of the Company.

Name	Age	Position
Richard M. Marotta	60	President and Chief Executive Officer of the Company; Chief Executive Officer - Berkshire Bank
Sean A. Gray	43	Senior Executive Vice President of the Company; President - Berkshire Bank
James M. Moses	42	Senior Executive Vice President, Chief Financial Officer of the Company; Senior Executive Vice President, Chief Financial Officer - Berkshire Bank
George F. Bacigalupo	64	Senior Executive Vice President, Commercial Banking - Berkshire Bank
Michael D. Carroll	57	Executive Vice President, Commercial Banking and Specialty Lending - Berkshire Bank
Tami F. Gunsch	56	Senior Executive Vice President & Director of Relationship Banking - Berkshire Bank
Linda A. Johnston	66	Senior Executive Vice President of Human Resources - Berkshire Bank
Gregory D. Lindenmuth	51	Senior Executive Vice President, Chief Risk Officer - Berkshire Bank
Allison P. O'Rourke	43	Senior Executive Vice President, Chief Administrative Officer - Berkshire Bank
Wm. Gordon Prescott	57	Senior Executive Vice President, General Counsel and Corporate Secretary - Berkshire Bank

The executive officers are elected annually and hold office until their successors have been elected and qualified or until they are removed or replaced.

BIOGRAPHICAL INFORMATION

Richard M. Marotta. Age 60. Mr. Marotta was appointed to the role of President and Chief Executive Officer of the Company and Chief Executive Officer of the Bank in November 2018. Prior to these appointments, Mr. Marotta served as Senior Executive Vice President of the Company and President of the Bank from 2015. Mr. Marotta joined the Company in 2010 as Executive Vice President, Chief Risk Officer and has held additional positions including Chief Credit Officer and Chief Administrative Officer. Mr. Marotta has all functions reporting to him except for those reporting to Mr. Gray. Mr. Marotta was previously Executive Vice President and Group Head, Asset Recovery at KeyBank.

Sean A. Gray. Age 43. Mr. Gray was appointed to the role of Senior Executive Vice President of the Company and President of the Bank in November 2018. Prior to this appointment, Mr. Gray was Senior Executive Vice President of the Company and Chief Operating Officer of the Bank from 2015. Mr. Gray joined the Company in 2007 as First Vice President, Retail Banking and has held various position including, Executive Vice President, Retail Banking and Senior Vice President. Mr. Gray has Ms. Gunsch and Ms. Johnston reporting to him, together with the wealth management, insurance, government banking, cash management, and home lending business lines, as well as marketing. Prior to joining the Bank, Mr. Gray was Vice President and Consumer Market Manager at Bank of

America, in Waltham, Massachusetts.

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James M. Moses. Age 42. Mr. Moses is Senior Executive Vice President, Chief Financial Officer of the Company and the Bank, since joining the Bank in July 2016. He is responsible for the accounting, treasury, tax, investor relations, capital markets functions, and facilities management. Mr. Moses previously served at Webster Bank as Senior Vice President and Asset/Liability Manager. Mr. Moses joined Webster Bank in 2011 from M&T Bank where he spent four years in various roles including head mortgage trader, deposit products pricing manager, and consumer credit card product manager.

George F. Bacigalupo. Age 64. Mr. Bacigalupo was promoted to Senior Executive Vice President, Commercial Banking in September 2015, having previously served as an Executive Vice President since October 2013 and Senior Vice President, Chief Credit Officer since 2011. Mr. Bacigalupo is responsible for commercial banking, including the middle-market, business banking and asset based lending teams in Eastern and Central Massachusetts and Connecticut. Previously, Mr. Bacigalupo was EVP of Specialty Lending at TD Banknorth, where he established the ABL and other middle-market lending groups. Subsequently, at TD Bank, he was the Senior Lender for New England.

Michael D. Carroll. Age 57. Mr. Carroll is Senior Executive Vice President, Commercial Banking and Specialty Lending of Berkshire Bank, a position he was promoted to 2018. Mr. Carroll has previously held the positions of EVP, Commercial Banking and Specialty Lending, EVP, Chief Risk Officer and SVP, Chief Credit Officer managing the risk and credit departments of the Bank. In his role as SEVP, Commercial Banking and Specialty Lending, he is responsible for Firestone Financial (equipment leasing) and 44 Business Capital (SBA lending) and is the executive leader of the regional commercial teams in Berkshire County, Vermont, Albany, Syracuse, and the Mid-Atlantic region. He joined the company in 2009 as SVP, New York Regional Commercial Leader. Previously, Mr. Carroll was Senior Vice President, Middle Market banking at KeyBank.

Tami F. Gunsch. Age 56. Ms. Gunsch is Senior Executive Vice President & Director of Relationship Banking, she also serves as President of First Choice Loan Services, a subsidiary of Berkshire Bank. In this role, Ms. Gunsch is responsible for all aspects of the retail banking consumer experience, including branch operations, consumer lending, private banking, investment services, call center, electronic/mobile banking and MyBanker team, as well as the deployment of the Bank's relationship banking strategy across all lines of business. Ms. Gunsch has previously held the positions of EVP, Retail Banking and Senior Vice President. Ms. Gunsch joined Berkshire from Citizens Bank in 2009 as First VP of Retail Banking.

Linda A. Johnston. Age 66. Ms. Johnston is Senior Executive Vice President of Human Resources for Berkshire Bank. Ms. Johnston is responsible for overseeing and directing the Company's human resources functions including compensation and benefits, performance and talent management, training, recruitment, development, executive compensation, and initiatives and practices that support the Company's strategic direction. Ms. Johnston also serves as a key advisor to the Compensation Committee of the Company's Board of Directors and has been part of the Company for more than 30 years.

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Gregory D. Lindenmuth. Age 51. Mr. Lindenmuth is Senior Executive Vice President, Chief Risk Officer of the Bank, a position he was promoted to in October 2018. Mr. Lindenmuth is responsible for enterprise risk management as well as loan review, information security and strategic services. Mr. Lindenmuth joined Berkshire in 2016 from the FDIC where he was employed for 24 years and held multiple positions including Senior Risk Examiner for the Division of Risk Management Supervision and Acting Regional Manager for the Division of Insurance and Research. With the FDIC, Mr. Lindenmuth was also a Capital Markets, Mortgage Banking and Fraud Specialist.

Allison P. O'Rourke. Age 43. Ms. O'Rourke is Senior Executive Vice President, Chief Administrative Officer of the Bank, a position she was promoted to in October 2018. In this role, Ms. O'Rourke is responsible for information technology and project management as well as leading corporate strategy and innovation. Ms. O'Rourke previously held the positions of EVP, Corporate Sales Director and EVP, Finance and Investor Relations. She joined the Bank as Vice President, Investor Relations Officer in 2013 from NYSE Euronext and previously worked in securities brokerage with Goldman Sachs.

Wm. Gordon Prescott, Age 57. Mr. Prescott is Senior Executive Vice President, General Counsel and Corporate Secretary of the Bank, a position he was promoted to in October 2018. Mr. Prescott joined Berkshire in 2008 as VP, General Counsel and Corporate Secretary. Mr. Prescott has 30 plus years of experience in the legal profession, including extensive experience as in-house corporate counsel, and holds a law degree from Boston University School of Law.

Reference is made to the cover page of this report and to the section captioned "Other Information Relating to Directors and Executive Officers - Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement for information regarding compliance with Section 16(a) of the Exchange Act. For information concerning the audit committee and the audit committee financial expert, reference is made to the section captioned "Corporate Governance - Committees of the Board of Directors" and "Corporate Governance - Audit Committee" in the Proxy Statement.

For information concerning the Company's code of ethics, the information contained under the section captioned "Corporate Governance - Code of Business Conduct" in the Proxy Statement is incorporated by reference. A copy of the Company's code of ethics is available to stockholders on the Company's website at <http://ir.berkshirebank.com>.

ITEM 11. EXECUTIVE COMPENSATION

For information regarding executive compensation, the sections captioned "Director Compensation", "Compensation Discussion and Analysis," and "Executive Compensation" in the Proxy Statement are incorporated herein by reference.

For information regarding the Compensation Committee Report, the section captioned "Compensation Committee Report" in the Proxy Statement is incorporated herein by reference.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

(a) Security Ownership of Certain Beneficial Owners

Information required by this item is incorporated herein by reference to the section captioned “Stock Ownership” in the Proxy Statement.

(b) Security Ownership of Management

Information required by this item is incorporated herein by reference to the section captioned “Stock Ownership” in the Proxy Statement.

(c) Changes in Control

Management of Berkshire knows of no arrangements, including any pledge by any person of securities of Berkshire, the operation of which may at a subsequent date result in a change in control of the registrant.

(d) Equity Compensation Plan Information

The following table sets forth information, as of December 31, 2018, about Company common stock that may be issued upon exercise of options under stock-based benefit plans maintained by the Company, as well as the number of securities available for issuance under equity compensation plans:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	31,422	\$ 10.82	1,357,545
Equity compensation plans not approved by security holders	—	—	—
Total	31,422	\$ 10.82	1,357,545

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to the sections captioned “Other Information Relating to Directors and Executive Officers — Transactions with Related Persons” and “Procedures Governing Related Persons Transactions” in the Proxy Statement. Information regarding director independence is incorporated herein by reference to the section “Proposals to be Voted on by Shareholders — Proposal 1 — Election of Directors” in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is incorporated herein by reference to the section captioned “Proposals to be Voted on by Shareholders — Proposal 3 — Ratification of the Appointment of the Independent Registered Public Accounting Firm” in the Proxy Statement.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)[1] Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2018 and 2017

Consolidated Statements of Income for the Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017, and 2016

Notes to Consolidated Financial Statements

The Consolidated Financial Statements required to be filed in our Annual Report on Form 10-K are included in Part II, Item 8 hereof.

[2]Financial Statement Schedules

All financial statement schedules are omitted because the required information is either included or is not applicable.

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[3] Exhibits

- 3.1 Certificate of Incorporation of Berkshire Hills Bancorp, Inc. (1)
- 3.2 Amended and Restated Bylaws of Berkshire Hills Bancorp, Inc. (2)
- 3.3 Certificate of Amendment to the Certificate of Incorporation of Berkshire Hills Bancorp, Inc. (3)
- 3.4 Certificate of Designations of the Series B Non-Voting Preferred Stock (4)
- 4.1 Form of Common Stock Certificate of Berkshire Hills Bancorp, Inc. (1)
- 4.2 Note Subscription Agreement by and among Berkshire Hills Bancorp, Inc. and certain subscribers dated September 20, 2012 (5)
- 10.1 Three-Year Employment Agreement by and among Berkshire Bank, Berkshire Hills Bancorp, Inc. and Richard M. Marotta (6)
- 10.2 Amended and Restated Supplemental Executive Retirement Agreement between Berkshire Bank and Richard M. Marotta (6)
- 10.3 Supplemental Executive Retirement Agreement between Berkshire Bank and Sean A. Gray (6)
- 10.4 Three Year Executive Change in Control Agreement by and among Berkshire Bank, Berkshire Hills Bancorp, Inc., and George F. Bacigalupo (7)
- 10.5 Three-Year Executive Change in Control Agreement by and among Berkshire Bank, Berkshire Hills Bancorp, Inc., and James M. Moses (8)
- 10.6 Amended and Restated Three Year Change in Control Agreement by and among Berkshire Bank, Berkshire Hills Bancorp, Inc., and Sean A. Gray (9)
- 10.7 Amended and Restated Three-Year Change in Control Agreement by and among Berkshire Bank, Berkshire Hills Bancorp, Inc. and Linda A. Johnston (9)
- 10.8 Form of Split Dollar Agreement entered into with Sean A. Gray and Richard M. Marotta (10)
- 10.10 Berkshire Hills Bancorp, Inc. 2011 Equity Incentive Plan (11)
- 10.11 Berkshire Hills Bancorp, Inc. 2013 Equity Incentive Plan (12)
- 10.12 Berkshire Bank Executive Long-Term Care Insurance Plan (13)
- 10.13 Berkshire Hills Bancorp, Inc. 2018 Equity Incentive Plan (14)
- 10.14 Senior Executive Short Term Incentive Plan (15)
- 21.0 Subsidiary Information
- 23.1 Consent of Crowe LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Statements of Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements tagged as blocks of text and in detail

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- (1) Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement and amendments thereto, initially filed on March 10, 2000, Registration No. 333-32146.
- (2) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on June 26, 2017.
- (3) Incorporated herein by reference from the Exhibits to the Form 10-Q as filed on November 9, 2017.
- (4) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on October 16, 2017.
- (5) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on September 26, 2012.
- (6) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on February 22, 2019.
- (7) Incorporated herein by reference from the Exhibit to the Form 10-K as filed on March 17, 2014.
- (8) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on September 23, 2016.
- (9) Incorporated herein by reference from the Exhibits to the Form 10-K as filed on March 16, 2011.
- (10) Incorporated herein by reference from the Exhibit to the Form 8-K as filed on January 19, 2011.
- (11) Incorporated herein by reference from the Appendix to the Proxy Statement as filed on March 24, 2011.
- (12) Incorporated herein by reference from the Appendix to the Proxy Statement as filed on April 2, 2013.
- (13) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on January 23, 2015.
- (14) Incorporated herein by reference from the Appendix to the Proxy Statement as filed on April 6, 2018.
- (15) Incorporated herein by reference from the Exhibits to the Form 10-K as filed on March 1, 2018.

ITEM 16. FORM 10-K SUMMARY

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Berkshire Hills Bancorp, Inc.

Date: March 1, 2019 By: /s/ Richard M. Marotta

Richard M. Marotta

President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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/s/ Richard M. Marotta Richard M. Marotta	President & Chief Executive Officer (principal executive officer)	March 1, 2019
/s/ James M. Moses James M. Moses	Senior Executive Vice President, Chief Financial Officer (principal financial and accounting officer)	March 1, 2019
/s/ William J. Ryan William J. Ryan	Non-Executive Chairman	March 1, 2019
/s/ Paul T. Bossidy Paul T. Bossidy	Director	March 1, 2019
/s/ David M. Brunelle David M. Brunelle	Director	March 1, 2019
/s/ Robert M. Curley Robert M. Curley	Director	March 1, 2019
/s/ John B. Davies John B. Davies	Director	March 1, 2019
/s/ J. Williar Dunlaevy J. Williar Dunlaevy	Director	March 1, 2019
/s/ Cornelius D. Mahoney Cornelius D. Mahoney	Director	March 1, 2019
/s/ Pamela A. Massad Pamela A. Massad	Director	March 1, 2019
/s/ Laurie Norton Moffatt Laurie Norton Moffatt	Director	March 1, 2019
/s/ Richard J. Murphy Richard J. Murphy	Director	March 1, 2019
/s/ Patrick J. Sheehan Patrick J. Sheehan	Director	

March 1,
2019

Patrick J. Sheehan

/s/ D. Jeffrey Templeton Director

March 1,
2019

D. Jeffrey Templeton

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ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's Consolidated Financial Statements for external reporting purposes in accordance with generally accepted accounting principles.

As of December 31, 2018, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued in 2013, by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2018 was effective.

The Company's internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2018 has been audited by Crowe LLP, an independent registered public accounting firm, as stated in their report, which follows. This report expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018.

/s/ Richard M. Marotta

Richard M. Marotta

President & Chief Executive Officer

March 1, 2019

/s/ James M. Moses

James M. Moses

Senior Executive Vice President & Chief Financial Officer

March 1, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Shareholders and the Board of Directors of
Berkshire Hills Bancorp, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Berkshire Hills Bancorp, Inc. (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework issued in 2013 by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Crowe LLP

We have served as the Company's auditor since 2017

New York, New York

March 1, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Berkshire Hills Bancorp, Inc.

In our opinion, the consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year ended December 31, 2016 present fairly, in all material respects, the results of operations and cash flows of Berkshire Hills Bancorp, Inc. and its subsidiaries for the year ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 1, 2017

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Table of ContentsBERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)	December 31,	
	2018	2017
Assets		
Cash and due from banks	\$100,972	\$91,122
Short-term investments	82,217	157,641
Total cash and cash equivalents	183,189	248,763
Trading security	11,212	12,277
Marketable equity securities, at fair value	56,638	45,185
Securities available for sale, at fair value	1,399,647	1,380,914
Securities held to maturity (fair values of \$371,224 in 2018 and \$405,276 in 2017)	373,763	397,103
Federal Home Loan Bank stock and other restricted securities	77,344	63,085
Total securities	1,918,604	1,898,564
Loans held for sale, at fair value	96,233	153,620
Commercial real estate loans	3,400,221	3,264,742
Commercial and industrial loans	1,980,046	1,803,939
Residential mortgages	2,566,424	2,102,807
Consumer loans	1,096,562	1,127,850
Total loans	9,043,253	8,299,338
Less: Allowance for loan losses	(61,469)	(51,834)
Net loans	8,981,784	8,247,504
Premises and equipment, net	108,367	109,352
Other real estate owned	—	—
Goodwill	518,325	519,287
Other intangible assets	33,418	38,296
Cash surrender value of bank-owned life insurance	190,609	191,221
Deferred tax assets, net	39,164	47,061
Other assets	142,538	117,083
Total assets	\$12,212,231	\$11,570,751
Liabilities		
Demand deposits	\$1,603,019	\$1,606,656
NOW and other deposits	1,122,321	734,558
Money market deposits	2,245,195	2,776,157
Savings deposits	724,129	741,954
Time deposits	3,287,717	2,890,205
Total deposits	8,982,381	8,749,530
Short-term debt	1,118,832	667,300
Long-term Federal Home Loan Bank advances	309,466	380,436
Subordinated notes	89,518	89,339
Total borrowings	1,517,816	1,137,075
Other liabilities	159,116	187,882
Total liabilities	10,659,313	10,074,487
(continued)		

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Shareholders' equity

Preferred Stock (Series B non-voting convertible preferred stock - \$0.01 par value; 2,000,000 shares authorized, 521,607 shares issued and outstanding in 2018; 1,000,000 shares authorized, 521,607 shares issued and outstanding in 2017)	40,633	40,633
Common stock (\$.01 par value; 100,000,000 shares authorized, 46,211,894 shares issued, and 45,416,855 shares outstanding in 2018; 50,000,000 shares authorized, 46,211,894 shares issued, and 45,290,433 shares outstanding in 2017)	460	460
Additional paid-in capital - common stock	1,245,013	1,242,487
Unearned compensation	(6,594	) (6,531)
Retained earnings	308,839	239,179
Accumulated other comprehensive (loss)/income	(13,470	) 4,161
Treasury stock, at cost (795,039 shares in 2018 and 921,461 shares in 2017)	(21,963	) (24,125)
Total shareholders' equity	1,552,918	1,496,264
Total liabilities and shareholders' equity	\$ 12,212,231	\$ 11,570,751

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

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Table of ContentsBERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Interest and dividend income			
Loans	\$411,489	\$308,099	\$242,600
Securities and other	59,672	52,159	37,839
Total interest and dividend income	471,161	360,258	280,439
Interest expense			
Deposits	78,364	43,855	30,883
Borrowings and subordinated notes	33,461	21,608	17,289
Total interest expense	111,825	65,463	48,172
Net interest income	359,336	294,795	232,267
Non-interest income			
Mortgage banking income	35,197	54,251	7,555
Loan related income	24,168	21,401	16,694
Deposit related fees	29,806	27,165	24,963
Insurance commissions and fees	10,983	10,589	10,477
Wealth management fees	9,447	9,395	8,917
Total fee income	109,601	122,801	68,606
Other	3,557	(3,377)	(3,289)
(Loss)/Gain on securities, net	(3,719)	12,598	(551)
Gain on sale of business operations, net	460	296	1,085
Loss on termination of hedges	—	(6,629)	—
Total non-interest income	109,899	125,689	65,851
Total net revenue	469,235	420,484	298,118
Provision for loan losses	25,451	21,025	17,362
Non-interest expense			
Compensation and benefits	165,185	152,979	104,600
Occupancy and equipment	40,841	35,422	27,220
Technology and communications	28,600	25,900	19,883
Marketing and promotion	7,980	11,877	3,161
Professional services	8,693	9,165	6,199
FDIC premiums and assessments	5,734	6,457	5,066
Other real estate owned and foreclosures	68	44	691
Amortization of intangible assets	4,934	3,493	2,927
Merger, restructuring and conversion related expenses	22,144	31,558	15,461
Other	26,192	22,815	18,094
Total non-interest expense	310,371	299,710	203,302
Income from continuing operations before income taxes	133,413	99,749	77,454
Income tax expense	27,648	44,502	18,784
Net income	\$105,765	\$55,247	\$58,670
Preferred stock dividend	918	219	—
Income available to common shareholders	\$104,847	\$55,028	\$58,670
Earnings per common share:			
Basic	\$2.30	\$1.40	\$1.89
Diluted	\$2.29	\$1.39	\$1.88
Weighted average common shares outstanding:			

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Basic	46,024	39,456	30,988
Diluted	46,231	39,695	31,167

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

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BERKSHIRE HILLS BANCORP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Net income	\$105,765	\$55,247	\$58,670
Other comprehensive income (loss), before tax:			
Changes in unrealized gains and losses on securities available-for-sale	(16,923)	(15,142)	18,859
Changes in unrealized gains and losses on derivative hedges	—	6,573	1,959
Changes in unrealized gains and losses on pension	336	(94)	515
Total other comprehensive (loss)/income, before tax	(16,587)	(8,663)	21,333
Income taxes related to other comprehensive income (loss):			
Changes in unrealized gains and losses on securities available-for-sale	4,421	5,610	(7,199)
Changes in unrealized gains and losses on derivative hedges	—	(2,589)	(835)
Changes in unrealized gains and losses on pension	(108)	37	(228)
Total income tax (expense) benefit related to other comprehensive income (loss)	4,313	3,058	(8,262)
Total other comprehensive (loss)/income	(12,274)	(5,605)	13,071
Total comprehensive income	\$93,491	\$49,642	\$71,741

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

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BERKSHIRE HILLS BANCORP, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Preferred Stock	Common Stock	Additional paid-in	Unearned	Retained	Accumulated other	Treasury			
(In thousands, except per share data)	Shares	Amount	Shares	Amount	capital	compensation	earnings	(loss) income	stock	Total
Balance at January 1, 2016	—	—	30,974	\$322,742,619	—	\$(6,997)	\$183,885	\$(3,305)	\$(29,335)	\$887,189
Comprehensive income:										
Net income	—	—	—	—	—	—	58,670	—	—	58,670
Other net comprehensive (loss)	—	—	—	—	—	—	—	13,071	—	13,071
Total comprehensive income	=sum(J5:J6)	=sum(J5:J6)	=sum(J5:J6)	=sum(J5:J6)	=sum(J5:J6)	=sum(J5:J6)	58,670	13,071	—	71,741
Acquisition of 44 Business Capital	—	—	45	—	—	—	—	—	1,217	1,217
Acquisition of First Choice Bank	—	—	4,410	44	151,004	—	—	—	—	151,048
Cash dividends declared on common shares (\$0.80 per share)	—	—	—	—	—	—	(24,916)	—	—	(24,916)
Treasury stock adjustment (1)	—	—	—	—	4,632	—	—	—	(4,632)	—
Forfeited shares	—	—	(70)	—	148	1,789	—	—	(1,937)	—
Exercise of stock options	—	—	151	—	—	—	(145)	—	3,857	3,712
Restricted stock grants	—	—	211	—	575	(5,787)	—	—	5,212	—
Stock-based compensation	—	—	—	—	—	4,621	—	—	—	4,621
Net tax benefit related to stock-based compensation	—	—	—	—	(1)	—	—	—	—	(1)
Other, net	—	—	(48)	—	12	—	—	—	(1,325)	(1,313)
Balance at December 31, 2016	—	—	35,673	\$366,898,989	—	\$(6,374)	\$217,494	\$9,766	\$(26,943)	\$1,093,298
Comprehensive income:	0									

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Net income	—	—	—	—	—	55,247	—	—	55,247
Other net comprehensive (loss)	—	—	—	—	—	—	(5,605)	—	(5,605)
Total comprehensive income	—	—	—	—	—	55,247	(5,605)	—	49,642
Acquisition of Commerce Bank	522	40,633	4,842	48	188,552	—	—	—	229,233
Common stock issued, net of \$7.1 million offering costs	—	—	4,638	46	152,938	—	—	—	152,984
Cash dividends declared on common shares (\$0.84 per share)	—	—	—	—	—	(33,022)	—	—	(33,022)
Cash dividends declared on preferred shares (\$0.42 per share)	—	—	—	—	—	(219)	—	—	(219)
Forfeited shares	—	—	(17)	—	102	516	—	(618)	—
Exercise of stock options	—	—	19	—	—	(158)	—	487	329
Restricted stock grants	—	—	161	—	1,650	(5,775)	—	4,125	—
Stock-based compensation	—	—	—	—	—	5,102	—	—	5,102
Other, net	—	—	(26)	—	256	(163)	—	(1,176)	(1,083)
Balance at December 31, 2017	522	40,633	45,290	\$460	\$1,242,487	\$(6,531)	\$239,179	\$4,161	\$(24,125)\$1,496,264
Comprehensive income:									
Net income	—	—	—	—	—	105,765	—	—	105,765
Other net comprehensive (loss)	—	—	—	—	—	—	(12,274)	—	(12,274)
Total comprehensive income	—	—	—	—	—	105,765	(12,274)	—	93,491
Adoption of ASU No 2016-01, Financial Instruments - Overall (Subtopic	—	—	—	—	—	6,253	(6,253)	—	—

825-10) - Recognition and Measurement of Financial Assets and Liabilities Adoption of ASU No 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income Cash dividends declared on common shares (\$0.88 per share) Cash dividends declared on preferred shares (\$1.76 per share) Forfeited shares Exercise of stock options Restricted stock grants Stock-based compensation Other, net Balance at December 31, 2018	—	—	—	—	—	—	(896)	)896	—	—
	—	—	—	—	—	—	(39,966)	)—	—	(39,966)
	—	—	—	—	—	—	(918)	)—	—	(918)
	—	—	(65)	)—	90	2,189	—	—	(2,279))—
	—	—	33	—	—	—	(578)	)—	904	326
	—	—	185	—	2,157	(7,011)	)—	—	4,854	—
	—	—	—	—	—	4,759	—	—	—	4,759
	—	—	(26)	)—	279	—	—	—	(1,317)	(1,038)
	522	\$40,633	45,417	\$460	\$1,245,013	\$(6,594)	\$308,839	\$(13,470)	\$(21,963)	\$1,552,918

(1) Treasury stock adjustment represents the extinguishment of 168,931 shares of Berkshire Hills Bancorp stock held by the Company's subsidiary.

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

Table of ContentsBERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$105,765	\$55,247	\$58,670
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	25,451	21,025	17,362
Net amortization of securities	2,837	1,678	4,052
Change in unamortized net loan origination costs and premiums	(1,004)	2,232	(4,138)
Premises and equipment depreciation and amortization expense	10,795	9,916	8,393
Stock-based compensation expense	4,759	5,102	4,621
Accretion of purchase accounting entries, net	(24,000)	(18,189)	(9,407)
Amortization of other intangibles	4,934	3,493	2,927
Write down of other real estate owned	—	10	395
Excess tax loss from stock-based payment arrangements	—	—	(105)
Income from cash surrender value of bank-owned life insurance policies	(6,232)	(3,615)	(3,913)
Securities losses (gains), net	3,719	(12,598)	551
Net decrease (increase) in loans held-for-sale	57,387	(32,947)	5,185
Loss on disposition of assets	152	912	1,318
(Gain) loss on sale of real estate	—	(51)	40
Amortization of interest in tax-advantaged projects	4,618	8,477	8,882
Remeasurement of deferred tax asset	—	18,145	—
Net change in other	33,073	19,254	3,309
Net cash provided by operating activities	222,254	78,091	98,142
Cash flows from investing activities:			
Net decrease in trading security	665	632	599
Proceeds from sales of marketable equity securities and securities available for sale	38,603	188,921	421,843
Purchases of marketable equity securities and securities available for sale	(282,085)	(498,646)	(400,053)
Proceeds from maturities, calls, and prepayments of securities available for sale	188,076	206,648	166,736
Proceeds from maturities, calls, and prepayments of securities held to maturity	36,746	12,600	7,734
Purchases of securities held to maturity	(15,391)	(77,208)	(7,115)
Net change in loans	(801,876)	(468,331)	(334,347)
Acquisitions, net of cash paid	—	374,611	(48,180)
Proceeds from surrender of bank-owned life insurance	854	310	258
Purchase of bank-owned life insurance	—	(20,000)	—
Proceeds from sale of Federal Home Loan Bank stock	61,831	96,378	19,461
Purchase of Federal Home Loan Bank stock	(76,090)	(88,351)	(19,555)
Net investment in limited partnership tax credits	(4,724)	(5,102)	(7,616)
Proceeds from sale of premises and equipment	—	—	226
Purchase of premises and equipment, net	(9,726)	(12,528)	(9,101)
Payment to terminate cash flow hedges	—	6,573	—
Proceeds from sale of other real estate owned	1,600	590	1,515
Net cash used in investing activities	(861,517)	(282,903)	(207,595)
(continued)			

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BERKSHIRE HILLS BANCORP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONCLUDED)

(In thousands)	Years ended December 31,		
	2018	2017	2016
Cash flows from financing activities:			
Net increase in deposits	\$233,704	\$418,550	\$140,730
Proceeds from Federal Home Loan Bank advances and other borrowings	4,767,766	5,978,358	9,364,599
Repayments of Federal Home Loan Bank advances and other borrowings	(4,387,223)	(6,174,781)	(9,365,159)
Issuance of common stock, net	—	152,985	—
Exercise of stock options	326	329	3,712
Common and preferred stock cash dividends paid	(40,884)	(33,241)	(24,916)
Acquisition contingent consideration paid	—	(1,700)	—
Net cash provided by financing activities	573,689	340,500	118,966
Net change in cash and cash equivalents	(65,574)	135,688	9,513
Cash and cash equivalents at beginning of year	248,763	113,075	103,562
Cash and cash equivalents at end of year	\$183,189	\$248,763	\$113,075
Supplemental cash flow information:			
Interest paid on deposits	\$74,565	\$43,133	\$28,777
Interest paid on borrowed funds	32,274	21,336	16,674
Income taxes paid, net	3,029	18,323	16,229
Acquisition of non-cash assets and liabilities:			
Assets acquired	—	1,584,786	1,169,086
Liabilities assumed	—	(1,959,489)	(965,529)
Other non-cash changes:			
Other net comprehensive (loss) income	(12,274)	(5,605)	13,071
Real estate owned acquired in settlement of loans	1,600	490	340

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2018, 2017, and 2016

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation

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

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

Reclassifications

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

Use of Estimates

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

Business Combinations

Business combinations are accounted for using the acquisition method of accounting. Under this method, the accounts of an acquired entity are included with the acquirer’s accounts as of the date of acquisition with any excess of purchase price over the fair value of the net assets acquired (including identifiable intangibles) capitalized as goodwill.

To consummate an acquisition, the Company will typically issue common stock and/or pay cash, depending on the terms of the acquisition agreement. The value of common shares issued is determined based upon the market price of the stock as of the closing of the acquisition.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Prior Period Acquisition

The Company completed the acquisition of Commerce Bancshares Corp. (“Commerce”), the parent company of Commerce Bank & Trust Company (“Commerce Bank”), at the close of business on October 13, 2017. With this acquisition, the Company established a market position in Worcester, New England’s second largest city. Additionally, this acquisition was a catalyst for the Company’s decision to relocate its corporate headquarters to Boston and to expand its Greater Boston market initiatives. This acquisition also increased the Company’s total assets over the \$10 billion Dodd Frank Act threshold for additional regulatory requirements.

During the nine months ended September 30, 2018, immaterial adjustments were made to the preliminary valuation of the assets acquired and liabilities assumed. These adjustments affect goodwill, other assets, and deferred tax assets. As of September 30, 2018, the Company finalized its valuation of all assets acquired and liabilities assumed, resulting in no material change to acquisition accounting adjustments. A summary of the fair values of the acquired assets, liabilities assumed, and resulting goodwill follows:

(In thousands)	As Acquired	Fair Value Adjustments	As Recorded by the Company
Consideration Paid:			
Company common stock issued to Commerce common shareholders			\$ 188,599
Company preferred stock issued to certain Commerce shareholders			40,633
Cash in lieu paid to Commerce shareholders			1
Total consideration paid			229,233
Recognized amounts of identifiable assets acquired and (liabilities) assumed, at fair value:			
Cash and short-term investments	\$ 374,611	—	\$ 374,611
Investment securities	115,274	(1,427)	113,847
Loans, net	1,327,256	(86,505)	1,240,751
Premises and equipment	8,931	5,346	14,277
Core deposit intangibles	—	22,400	22,400
Deferred tax assets, net	7,956	27,060	35,016
Goodwill and other intangibles	11,233	(11,233)	—
Other assets	52,709	(3,182)	49,527
Deposits	(1,710,872)	(1,180)	(1,712,052)
Borrowings	(19,542)	—	(19,542)
Other liabilities	(5,086)	265	(4,821)
Total identifiable net assets	\$ 162,470	(48,456)	114,014
 Goodwill			 115,219

Cash and Cash equivalents

Cash and cash equivalents include cash, balances due from banks, and short-term investments, all of which had an original maturity within 90 days. Due to the nature of cash and cash equivalents and the near term maturity, the Company estimated that the carrying amount of such instruments approximated fair value. The nature of the Bank’s business requires that it maintain amounts due from banks which at times, may exceed federally insured limits. The Bank has not experienced any losses on such amounts and all amounts are maintained with well-capitalized institutions.

Trading Security

The Company accounts for a tax advantaged economic development bond originated in 2008 at fair value, in accordance with Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 320. The bond has been designated as a trading account security and is recorded at fair value, with changes in unrealized gains and losses recorded through earnings each period as part of non-interest income.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Securities

Debt securities that management has the intent and ability to hold to maturity are classified as held to maturity and carried at amortized cost. All other debt securities are classified as available for sale and carried at fair value, with unrealized gains and losses reported as a component of other net comprehensive income. Equity securities are carried at fair value, with changes in fair value reported in net income. Management determines the appropriate classification of securities at the time of purchase. Restricted equity securities, such as stock in the Federal Home Loan Bank of Boston (“FHLBB”) are carried at cost. There are no quoted market prices for the Company’s restricted equity securities. The Bank is a member of the FHLBB, which requires that members maintain an investment in FHLBB stock, which may be redeemed based on certain conditions. The Bank reviews for impairment based on the ultimate recoverability of the cost bases in the FHLBB stock.

Purchase premiums and discounts are recognized in interest income using the interest method, without anticipating prepayments, except mortgage-backed securities where prepayments are anticipated, over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

The Company evaluates debt securities within the Company’s available for sale and held to maturity portfolios for other-than-temporary impairment (“OTTI”), at least quarterly. If the fair value of a debt security is below the amortized cost basis of the security, OTTI is required to be recognized if any of the following are met: (1) the Company intends to sell the security; (2) it is “more likely than not” that the Company will be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is not sufficient to recover the entire amortized cost basis. For all impaired debt securities that the Company intends to sell, or more likely than not will be required to sell, the full amount of the depreciation is recognized as OTTI through earnings. Credit-related OTTI for all other impaired debt securities is recognized through earnings. Non-credit related OTTI for such debt securities is recognized in other comprehensive income, net of applicable taxes.

Loans Held for Sale

Loans originated with the intent to be sold in the secondary market are accounted for under the fair value option. Non-refundable fees and direct loan origination costs related to residential mortgage loans held for sale are recognized in non-interest income or non-interest expense as earned or incurred. Fair value is primarily determined based on quoted prices for similar loans in active markets. Gains and losses on sales of residential mortgage loans (sales proceeds minus carrying value) are recorded in non-interest income.

Loans that were previously held for investment that the Company has an active plan to sell are transferred to loans held for sale at the lower of cost or market (fair value). The market price is primarily determined based on quoted prices for similar loans in active markets or agreed upon sales prices. Gains are recorded in non-interest income at sale to the extent that the sale price of the loan exceeds carrying value. Any reduction in the loan’s value, prior to being transferred to loans held for sale, is reflected as a charge-off of the recorded investment in the loan resulting in a new cost basis, with a corresponding reduction in the allowance for loan losses. Further changes in the fair value of the loan are recognized in non-interest income or expense, accordingly.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Loans

Loans are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, the unamortized balance of any deferred fees or costs on originated loans and the unamortized balance of any premiums or discounts on loans purchased or acquired through mergers. Interest income is accrued on the unpaid principal balance. Interest income includes net accretion or amortization of deferred fees or costs and of premiums or discounts. Direct loan origination costs, net of any origination fees, in addition to premiums and discounts on loans, are deferred and recognized as an adjustment of the related loan yield using the interest method. Interest on loans, excluding automobile loans, is generally not accrued on loans which are ninety days or more past due unless the loan is well-secured and in the process of collection. Past due status is based on contractual terms of the loan. Automobile loans generally continue accruing until one hundred and twenty days delinquent, at which time they are charged off. All interest accrued but not collected for loans that are placed on non-accrual or charged-off is reversed against interest income, except for certain loans designated as well-secured. The interest on non-accrual loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Acquired Loans

Loans that the Company acquired in acquisitions are initially recorded at fair value with no carryover of the related allowance for credit losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows initially expected to be collected on the loans and discounting those cash flows at an appropriate market rate of interest.

For loans that meet the criteria stipulated in ASC 310-30, "Loans and Debt Securities Acquired with Deteriorated Credit Quality," the Company recognizes the accretible yield, which is defined as the excess of all cash flows expected at acquisition over the initial fair value of the loan, as interest income on a level-yield basis over the expected remaining life of the loan. The excess of the loan's contractually required payments over the cash flows expected to be collected is the nonaccretible difference. The nonaccretible difference is not recognized as an adjustment of yield, a loss accrual, or a valuation allowance.

For ASC 310-30 loans, the expected cash flows reflect anticipated prepayments, determined on a loan by loan or pool basis according to the anticipated collection plan of these loans. The expected prepayments used to determine the accretible yield are consistent between the cash flows expected to be collected and projections of contractual cash flows so as to not affect the nonaccretible difference. For ASC 310-30 loans, prepayments result in the recognition of the nonaccretible balance as current period yield. Changes in prepayment assumptions may change the amount of interest income and principal expected to be collected. Interest income is also net of recoveries recorded on acquired impaired loans. ASC 310-30 loans that have similar risk characteristics, primarily credit risk, collateral type and interest rate risk, and are homogenous in size, are pooled and accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. ASC 310-30 loans that cannot be aggregated into a pool are accounted for individually.

After we acquire loans determined to be accounted for under ASC 310-30, actual cash collections are monitored to determine if they conform to management's expectations. Revised cash flow expectations are prepared each quarter. A decrease in expected cash flows in subsequent periods may indicate impairment and would require us to establish an allowance for loan and lease losses ("ALLL") by recording a charge to the provision for loan and lease losses. An increase in expected cash flows in subsequent periods initially reduces any previously established ALLL by the increase in the present value of cash flows expected to be collected, and requires us to recalculate the amount of accretible yield for the ASC 310-30 loan or pool. The adjustment of accretible yield due to an increase in expected cash flows is accounted for as a change in estimate. The additional cash flows expected to be collected are reclassified

from the nonaccretable difference to the accretable yield, and the amount of periodic accretion is adjusted accordingly over the remaining life of the ASC 310-30 loan or pool.

An ASC 310-30 loan may be derecognized either through receipt of payment (in full or in part) from the borrower, the sale of the loan to a third party, foreclosure of the collateral, or charge-off. If one of these events occurs, the loan is removed from the loan pool, or derecognized if it is accounted for as an individual loan. ASC 310-30 loans

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

subject to modification are not removed from an ASC 310-30 pool even if those loans would otherwise be deemed troubled debt restructurings (“TDRs”) since the pool, and not the individual loan, represents the unit of account. Individually accounted for ASC 310-30 loans that are modified in a TDR are no longer classified as ASC 310-30 loans and are subject to TDR recognition.

Acquired loans that met the criteria for nonaccrual of interest prior to the acquisition are considered performing upon acquisition, regardless of whether the customer is contractually delinquent, if the Company can reasonably estimate the timing and amount of the expected cash flows on such loans and if the Company expects to fully collect the new carrying value of the loans. As such, the Company may no longer consider the loan to be nonaccrual or nonperforming and may accrue interest on these loans, including the impact of any accretable yield. The Company has determined that the Company can reasonably estimate future cash flows on the Company’s current portfolio of acquired loans that are past due 90 days or more and on which the Company is accruing interest and the Company expects to fully collect the carrying value of the loans.

For loans that do not meet the ASC 310-30 criteria, the Company accretes interest income based on the contractually required cash flows. Subsequent to the purchase date, the methods utilized to estimate the required allowance for loan losses for these loans is similar to originated loans.

Allowance for Loan Losses

The allowance for loan losses is established based upon the level of estimated probable incurred losses in the current loan portfolio. Loan losses are charged against the allowance when management believes the collectability of a loan balance is doubtful. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses includes allowance allocations calculated in accordance with ASC 310, “Receivables,” and allowance allocations calculated in accordance with ASC 450, “Contingencies.” The allowance for loan losses is allocated to loan types using both a formula-based approach applied to groups of loans and an analysis of certain individual loans for impairment. The formula-based approach emphasizes loss factors derived from actual historical and industry portfolio loss rates, which are combined with an assessment of certain qualitative factors to determine the allowance amounts allocated to the various loan categories. Allowance amounts are based on an estimate of historical average annual percentage rate of loan loss for each loan segment, a temporal estimate of the incurred loss emergence and confirmation period for each loan category, and certain qualitative risk factors considered in the computation of the allowance for loan losses.

Qualitative risk factors impacting the inherent risk of loss within the portfolio include the following:

- National and local economic conditions, regulatory/legislative changes, or other competitive factors affecting the collectability of the portfolio
- Trends in underwriting characteristics, composition of the portfolio, and/or asset quality
- Changes in underwriting standards and/or collection, charge off, recovery, and account management practice
- The existence and effect of any concentrations of credit

Risk characteristics relevant to each portfolio segment are as follows:

Commercial real estate - Loans in this segment are primarily owner-occupied or income-producing properties throughout New England and Northeastern New York. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy, which in turn, will have an effect on the credit quality in this segment. Management monitors the cash flows of these loans. In addition, construction loans in this segment primarily include real estate development loans for which payment is derived from sale of the property or long term financing at completion. Credit risk is affected by cost overruns, time to sell at an adequate price, and market conditions

Commercial and industrial loans - Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. Loans in this segment include asset based

loans which generally have no scheduled repayment and which are closely monitored against formula based collateral advance ratios. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Company utilizes a blend of historical and industry portfolio loss rates for commercial real estate and commercial and industrial loans that are assessed by internal risk rating. Historical loss rates for residential mortgages, home equity and other consumer loans are not risk graded but are assessed based on the total of each loan segment. This approach incorporates qualitative adjustments based upon management's assessment of various market and portfolio specific risk factors into its formula-based estimate. Due to the subjective nature of the loan loss estimation process and ever changing conditions, the qualitative risk attributes may not adequately capture amounts of incurred loss in the formula-based loan loss components used to determine allocations in the Company's analysis of the adequacy of the allowance for loan losses.

The Company evaluates certain loans individually for specific impairment. Large groups of small balance homogeneous loans such as the residential mortgage, home equity, and other consumer portfolios are collectively evaluated for impairment. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Loans are selected for evaluation based upon a change in internal risk rating, occurrence of delinquency, loan classification, or non-accrual status. The evaluation of certain loans individually for specific impairment includes non-accrual loans over a threshold and loans that were determined to be Troubled Debt Restructurings ("TDRs"). A specific allowance amount is allocated to an individual loan when such loan has been deemed impaired and when the amount of the probable loss is able to be estimated. Estimates of loss may be determined by the present value of anticipated future cash flows or the loan's observable fair market value, or the fair value of the collateral less costs to sell, if the loan is collateral dependent. However, for collateral dependent loans, the amount of the recorded investment in a loan that exceeds the fair value of the collateral is charged-off against the allowance for loan losses in lieu of an allocation of a specific allowance amount when such an amount has been identified definitively as uncollectible.

Regarding acquired loans, the Company subjects loans that do not meet the ASC 310-30 criteria to ASC 450-20 by collectively evaluating these loans for an allowance for loan loss. The Company applies a methodology similar to the methodology prescribed for business activities loans, which includes the application of environmental factors to each category of loans. The methodology to collectively evaluate the acquired loans outside the scope of ASC 310-30 includes the application of a number of environmental factors that reflect management's best estimate of the level of incremental credit losses that might be recognized given current conditions. This is reviewed as part of the allowance for loan loss adequacy analysis. As the loan portfolio matures and environmental factors change, the loan portfolio will be reassessed each quarter to determine an appropriate reserve allowance.

Additionally, the Company considers the need for an additional reserve for acquired loans accounted for outside of the scope of ASC 310-30 under ASC 310-20. At acquisition date, the Bank determined a fair value mark with credit and interest rate components. Under the Company's model, the impairment evaluation process involves comparing the carrying value of acquired loans, including the unamortized premium or discount, to the calculated reserve allowance.

If necessary, the Company books an additional reserve to account for shortfalls identified through this calculation. A decrease in the expected cash flows in subsequent periods requires the establishment of an allowance for loan losses at that time for ASC 310-30 loans.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Bank-Owned Life Insurance

Bank-owned life insurance policies are reflected on the Consolidated Balance Sheets at the amount that can be realized under the insurance contract at the balance sheet date which is the cash surrender value. Changes in the net cash surrender value of the policies, as well as insurance proceeds received, are reflected in non-interest income on the Consolidated Statements of Income and are not subject to income taxes.

Foreclosed and Repossessed Assets

Other real estate owned is comprised of real estate acquired through foreclosure proceedings or acceptance of a deed in lieu of foreclosure. Repossessed collateral is primarily comprised of taxi medallions. Both other real estate owned and repossessed collateral are held for sale and are initially recorded at the fair value less estimated costs to sell at the date of foreclosure or repossession, establishing a new cost basis. The shortfall, if any, of the loan balance over the fair value of the property or collateral, less cost to sell, at the time of transfer from loans to other real estate owned or repossessed collateral is charged to the allowance for loan losses. Subsequent to transfer, the asset is carried at lower of cost or fair value less cost to sell and periodically evaluated for impairment. Subsequent impairments in the fair value of other real estate owned and repossessed collateral are charged to expense in the period incurred. Net operating income or expense related to other real estate owned and repossessed collateral is included in operating expenses in the accompanying Consolidated Statements of Income. Because of changing market conditions, there are inherent uncertainties in the assumptions with respect to the estimated fair value of other real estate owned and repossessed collateral. Because of these inherent uncertainties, the amount ultimately realized on other real estate owned and repossessed collateral may differ from the amounts reflected in the financial statements.

Capitalized Servicing Rights

Capitalized servicing rights are included in "other assets" in the Consolidated Balance Sheets. Servicing assets are initially recognized as separate assets at fair value when rights are acquired through purchase or through sale of financial assets with servicing retained.

The Company's servicing rights accounted for under the fair value method are carried on the Consolidated Balance Sheets at fair value with changes in fair value recorded in income in the period in which the change occurs. Changes in the fair value of servicing rights are primarily due to changes in valuation inputs, assumptions, and the collection and realization of expected cash flows.

The Company's servicing rights accounted for under the amortization method are initially recorded at fair value. Under that method, capitalized servicing rights are charged to expense in proportion to and over the period of estimated net servicing income. Fair value of the servicing rights is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, prepayment speeds and default rates and losses. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the capitalized amount for the tranches. If the Company later determines that all or a portion of the impairment no longer exists for a particular tranche, a reduction of the allowance may be recorded as an increase to income.

Premises and Equipment

Land is carried at cost. Buildings, improvements, and equipment are carried at cost less accumulated depreciation and amortization computed on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized on the straight-line method over the shorter of the lease term, plus optional terms if certain conditions are met, or the estimated useful life of the asset.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired in a business combination. Goodwill is assessed annually for impairment, and more frequently if events or changes in circumstances indicate that there may be an impairment. Adverse changes in the economic environment, declining operations, unanticipated competition, loss of key personnel, or other factors could result in a decline in the implied

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

fair value of goodwill. If the implied fair value of goodwill is less than the carrying amount, a loss would be recognized in other non-interest expense to reduce the carrying amount to the implied fair value of goodwill. The Company performs an annual qualitative assessment of whether it is more likely than not that the reporting unit's fair value is less than its carrying amount. If the results of the qualitative assessment suggest goodwill impairment, the Company would perform a two-step impairment test through the application of various quantitative valuation methodologies. Step 1, used to identify instances of potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount, including goodwill, exceeds its fair value, the second step of the goodwill impairment analysis is performed to measure the amount of impairment loss, if any. Step 2 of the goodwill impairment analysis compares the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of goodwill for the reporting unit exceeds the implied fair value of the reporting unit's goodwill, an impairment loss is recognized in an amount equal to that excess. Subsequent reversals of goodwill impairment are prohibited. The Company may elect to bypass the qualitative assessment and begin with Step 1.

Other Intangibles

Intangible assets are acquired assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability.

The fair values of these assets are generally determined based on appraisals and are subsequently amortized on a straight-line basis or an accelerated basis over their estimated lives. Management assesses the recoverability of these intangible assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable. If the carrying amount exceeds fair value, an impairment charge is recorded to income.

Transfers of Financial Assets

Transfers of an entire financial asset, group of entire financial assets, or a participating interest in an entire financial asset are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets.

Income Taxes

Deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory tax rates applicable for future years to differences between financial statement and tax bases of existing assets and liabilities. The effect of tax rate changes on deferred taxes is recognized in the income tax provision in the period that includes the enactment date. A tax valuation allowance is established, as needed, to reduce net deferred tax assets to the amount expected to be realized. In the event it becomes more likely than not that some or all of the deferred tax asset allowances will not be needed, the valuation allowance will be adjusted.

In the ordinary course of business there is inherent uncertainty in quantifying the Company's income tax positions. Income tax positions and recorded tax benefits are based upon management's evaluation of the facts, circumstances, and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have determined the amount of the tax benefit to be recognized by estimating the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is more-likely-than-not that a tax benefit will not be sustained, no tax benefit has been recognized in the financial statements. Where applicable, associated interest and penalties have also been recognized. We recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense.

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Insurance Commissions

Commission revenue is recognized as of the effective date of the insurance policy or the date the customer is billed, whichever is later, net of return commissions related to policy cancellations. Policy cancellation is a variable consideration that is not deemed significant and thus, does not impact the amount of revenue recognized.

In addition, the Company may receive additional performance commissions based on achieving certain sales and loss experience measures. Such commissions are recognized when determinable, which is generally when such commissions are received or when the Company receives data from the insurance companies that allows the reasonable estimation of these amounts.

Advertising Costs

Advertising costs are expensed as incurred.

Stock-Based Compensation

The Company measures and recognizes compensation cost relating to share-based payment transactions based on the grant-date fair value of the equity instruments issued. The fair value of restricted stock is recorded as unearned compensation. The deferred expense is amortized to compensation expense based on one of several permitted attribution methods over the longer of the required service period or performance period. For performance-based restricted stock awards, the Company estimates the degree to which performance conditions will be met to determine the number of shares that will vest and the related compensation expense. Compensation expense is adjusted in the period such estimates change.

Income tax benefits and/or tax deficiencies related to stock compensation determined as the difference between compensation cost recognized for financial reporting purposes and the deduction for tax, are recognized in the income statement as income tax expense or benefit in the period in which they occur.

Wealth Management

Wealth management assets held in a fiduciary or agent capacity are not included in the accompanying Consolidated Balance Sheets because they are not assets of the Company.

Wealth management fees is primarily comprised of fees earned from consultative investment management, trust administration, tax return preparation, and financial planning. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based on the daily accrual of the market value of the investment accounts and the applicable fee rate.

Derivative Instruments and Hedging Activities

The Company enters into interest rate swap agreements as part of the Company's interest rate risk management strategy for certain assets and liabilities and not for speculative purposes. Based on the Company's intended use for the interest rate swap at inception, the Company designates the derivative as either an economic hedge of an asset or liability or a hedging instrument subject to the hedge accounting provisions of ASC 815, "Derivatives and Hedging."

Interest rate swaps designated as economic hedges are recorded at fair value within other assets or liabilities. Changes in the fair value of these derivatives are recorded directly through earnings.

For interest rate swaps that management intends to apply the hedge accounting provisions of ASC 815, the Company formally documents at inception all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking the various hedges. Additionally, the Company uses dollar offset or regression analysis at the hedge's inception and for each reporting period thereafter, to assess whether the

derivative used in its hedging transaction is expected to be and has been highly effective in offsetting changes in the fair value or cash flows of the hedged item. The Company discontinues hedge accounting when it is determined that a derivative is not expected to be or has ceased to be highly effective as a hedge, and then reflects changes in fair value of the derivative in earnings after termination of the hedge relationship.

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The Company has characterized its interest rate swaps that qualify under ASC 815 hedge accounting as cash flow hedges. Cash flow hedges are used to minimize the variability in cash flows of assets or liabilities, or forecasted transactions caused by interest rate fluctuations, and are recorded at fair value in other assets or liabilities within the Company's balance sheets. Changes in the fair value of these cash flow hedges are initially recorded in accumulated other comprehensive income and subsequently reclassified into earnings when the forecasted transaction affects earnings. Any hedge ineffectiveness assessed as part of the Company's quarterly analysis is recorded directly to earnings.

The Company enters into commitments to lend with borrowers, and forward commitments to sell loans or to-be-announced mortgage-backed bonds to investors to hedge against the inherent interest rate and pricing risk associated with selling loans. The commitments to lend generally terminate once the loan is funded, the lock period expires or the borrower decides not to contract for the loan. The forward commitments generally terminate once the loan is sold, the commitment period expires or the borrower decides not to contract for the loan. These commitments are considered derivatives which are accounted for by recognizing their estimated fair value on the Consolidated Balance Sheets as either a freestanding asset or liability. See Note 15 to the financial statements for more information on commitments to lend and forward commitments.

Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Company enters into off-balance sheet financial instruments, consisting primarily of credit related financial instruments. These financial instruments are recorded in the financial statements when they are funded or related fees are incurred or received.

Fair Value Hierarchy

The Company groups assets and liabilities that are measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1 - Valuation is based on quoted prices in active markets for identical assets or liabilities. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

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

Level 3 - Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using unobservable techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Employee Benefits

The Company maintains an employer sponsored 401(k) plan to which participants may make contributions in the form of salary deferrals and the Company provides matching contributions in accordance with the terms of the plan. Contributions due under the terms of the defined contribution plans are accrued as earned by employees.

Due to the Rome Bancorp acquisition in 2011, the Company inherited a noncontributory, qualified, defined benefit pension plan for certain employees who met age and service requirements; as well as other post-retirement benefits, principally health care and group life insurance. The Rome pension plan and postretirement benefits that were acquired in connection with the whole-bank acquisition in the second quarter of 2011 were frozen prior to the close of the transaction. The pension benefit in the form of a life annuity is based on the employee's combined years of service,

age, and compensation. The Company also has a long-term care post-retirement benefit plan for certain executives where upon disability, associated benefits are funded by insurance policies or paid directly by the Company.

In order to measure the expense associated with the Plans, various assumptions are made including the discount rate, expected return on plan assets, anticipated mortality rates, and expected future healthcare costs. The assumptions are based on historical experience as well as current facts and circumstances. The Company uses a

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December 31 measurement date for its Plans. As of the measurement date, plan assets are determined based on fair value, generally representing observable market prices. The projected benefit obligation is primarily determined based on the present value of projected benefit distributions at an assumed discount rate.

Net periodic pension benefit costs include interest costs based on an assumed discount rate, the expected return on plan assets based on actuarially derived market-related values, and the amortization of net actuarial losses. Net periodic postretirement benefit costs include service costs, interest costs based on an assumed discount rate, and the amortization of prior service credits and net actuarial gains. Differences between expected and actual results in each year are included in the net actuarial gain or loss amount, which is recognized in other comprehensive income. The net actuarial gain or loss in excess of a 10% corridor is amortized in net periodic benefit cost over the average remaining service period of active participants in the Plans. The prior service credit is amortized over the average remaining service period to full eligibility for participating employees expected to receive benefits.

The Company recognizes in its statement of condition an asset for a plan's overfunded status or a liability for a plan's underfunded status. The Company also measures the Plans' assets and obligations that determine its funded status as of the end of the fiscal year and recognizes those changes in other comprehensive income, net of tax.

Operating Segments

The Company operates as one consolidated reportable segment. The chief operating decision-maker evaluates consolidated results and makes decisions for resource allocation on this same data. Management periodically reviews and redefines its segment reporting as internal reporting practices evolve and components of the business change. The financial statements reflect the financial results of the Company's one reportable operating segment.

Recently Adopted Accounting Principles

Effective January 1, 2018, the following new accounting guidance was adopted by the Company:

ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (additional information is disclosed in Note 23 - Revenue of the Consolidated Financial Statements);

ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities

The adoption of these accounting standards did not have a material impact on the Company's Consolidated Financial Statements.

In February 2018, the FASB issued ASU No. 2018-02, "Income statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" which will allow a reclassification from accumulated other comprehensive income ("AOCI") to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017. These amendments are effective for all entities for fiscal years beginning after December 15, 2018. For interim periods within those fiscal years, early adoption of the amendment is permitted including public business entities for reporting periods for which financial statements have not yet been issued. The Company elected to early adopt ASU 2018-02 during the first quarter of 2018, and elected to reclassify the income tax effects of the Tax Cuts and Jobs Act of 2017 from AOCI to retained earnings. The immaterial reclassification increased AOCI and decreased retained earnings by \$896 thousand, with no net effect on total shareholders' equity.

Future Application of Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)". The new pronouncement improves the transparency and comparability of financial reporting around leasing transactions and more closely aligns accounting for leases with the recently issued International Financial Reporting Standard. The pronouncement affects all entities

that are participants to leasing agreements. From a lessee accounting perspective, the ASU requires a lessee to recognize assets and liabilities on the balance sheet for operating leases and changes many key definitions, including the definition of a lease. The ASU includes a short-term lease exception for leases with a term of twelve months or less, in which a lessee can make an accounting policy election not to recognize lease assets and lease liabilities. Lessees will continue to differentiate between finance leases (previously referred to as capital leases) and operating leases, using classification criteria that are substantially similar to the previous guidance. For

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lessees, the recognition, measurement, and presentation of expenses and cash flows arising from a lease have not significantly changed from previous GAAP. From a lessor accounting perspective, the guidance is largely unchanged, except for targeted improvements to align with new terminology under lessee accounting and with the updated revenue recognition guidance in Topic 606. For sale-leaseback transactions, for a sale to occur the transfer must meet the sale criteria under the new revenue standard, Topic 606. Entities will not be required to reassess transactions previously accounted under then existing guidance.

The ASU includes additional quantitative and qualitative disclosures required by lessees and lessors to help users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU No. 2016-02 is effective for fiscal years beginning after December 31, 2018, and interim periods within those fiscal years. Lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. In July 2018, the FASB issued ASU No. 2018-11, "Leases (Topic 842) - Targeted Improvements" to provide entities with relief from the costs of implementing certain aspects of the new leasing standard. Specifically, under the amendments in ASU No. 2018-11 entities may elect not to recast the comparative periods presented when transitioning to the new leasing standard, and lessors may elect not to separate lease and non-lease components when certain conditions are met. As the Company elected the transition option provided in ASU No. 2018-11, the modified retrospective approach will be applied on January 1, 2019 (as opposed to January 1, 2017). The Company also elected certain practical expedients provided under ASU No. 2016-02 whereby we will not reassess (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases and (iii) initial direct costs for any existing leases. In December 2018, the FASB issued ASU No. 2018-20, "Leases (Topic 842): Narrow-Scope Improvements for Lessors," which provides targeted improvements and clarification to guidance with FASB ASC Topic 842 specific to lessors. The amendments of ASU No. 2018-20 have the same effective date as ASU 2016-02 and may be applied either retrospectively or prospectively to all new and existing leases. The Company obtained a third-party software application which will provide lease accounting under the guidelines of FASB ASC Topic 842. The amendments of ASU No. 2016-02 and subsequently issued ASUs, which provided additional guidance and clarifications to various aspects of FASB ASC Topic 842, became effective for the Company on January 1, 2019. Management is currently finalizing the evaluation of the Company's lease obligations as potential lease assets and liabilities as defined by ASU No. 2016-02. Based on management's preliminary analysis of the Company's existing lease contracts, it is estimated that the adoption of ASU 2016-02 will result in approximately \$70 million to \$90 million increase in assets and liabilities on the Company's consolidated balance sheets. Disclosures required by the amendments of ASU No. 2016-02 will be presented beginning with the Quarterly Report on Form 10-Q for the period ending March 31, 2019.

In June 2016, the FASB issued ASU No. 2016-13 "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." This ASU improves financial reporting by requiring timelier recording of credit losses on loans and other financial instruments. The ASU requires companies to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Forward-looking information will now be used in credit loss estimates. The ASU requires enhanced disclosures to provide better understanding surrounding significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of a company's portfolio. These disclosures include qualitative and quantitative requirements that provide additional information about the amounts recorded in the financial statements. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. Most debt instruments will require a cumulative-effect adjustment to retained earnings on the statement of financial position as of the beginning of the first reporting period in which the guidance is adopted (modified retrospective approach). However, there is instrument-specific transition guidance. ASU No. 2016-13 is effective for interim and annual periods beginning after December 15, 2019. Early application will be permitted for interim and annual periods beginning after December 15, 2018.

The Company is evaluating the provisions of ASU No. 2016-13, and will closely monitor developments and additional guidance to determine the potential impact on the Company's Consolidated Financial Statements. A cross-functional working group has been formed and is comprised of individuals from various functional areas including credit, risk management, finance and information technology, among others. Management is working

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through its implementation plan which includes assessment and documentation of processes and internal controls; model development and documentation; and system configuration. Management is also in the process of implementing a third-party vendor solution to assist us in the application of ASU No. 2016-13. The Company expects the primary changes to be the application of the new expected credit loss model from the incurred model. In addition, the Company expects the guidance to change the presentation of credit losses within the available-for-sale fixed maturities portfolio through an allowance method rather than as a direct write-down. The expected credit loss model will require a financial asset to be presented at the net amount expected to be collected. The allowance method for available-for-sale debt securities will allow the Company to record reversals of credit losses if the estimate of credit losses declines. The Company is in the process of identifying and implementing required changes to loan loss estimation models and processes and evaluating the impact of this new accounting guidance, which at the date of adoption is expected to increase the allowance for credit losses with a resulting negative adjustment to retained earnings.

In January 2017, the FASB issued ASU No. 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.” The ASU simplifies the test for goodwill impairment by eliminating the second step of the current two-step method. Under the new accounting guidance, entities will compare the fair value of a reporting unit with its carrying amount. If the carrying amount exceeds the reporting unit’s fair value, the entity is required to recognize an impairment charge for this amount. Current guidance requires an entity to proceed to a second step, whereby the entity would determine the fair value of its assets and liabilities. The new method applies to all reporting units. The performance of a qualitative assessment is still allowable. This accounting guidance is effective prospectively for interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted. The Company does not expect adoption to have a material effect on its Consolidated Financial Statements.

In August 2017, the FASB issued ASU No. 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.” The purpose of this updated guidance is to better align a company’s financial reporting for hedging activities with the economic objectives of those activities. ASU No. 2017-12 is effective for public business entities for fiscal years beginning after December 15, 2018, with early adoption, including adoption in an interim period, permitted. ASU No. 2017-12 requires a modified retrospective transition method in which the Company will recognize the cumulative effect of the change on the opening balance of each affected component of equity in the Consolidated Balance Sheets as of the date of adoption. ASU No. 2017-12 became effective for the Company on January 1, 2019. The adoption was not material to the financial statements.

In August 2018, the FASB issued ASU No. 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement.” This ASU eliminates, adds and modifies certain disclosure requirements for fair value measurements. Among the changes, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. ASU No. 2018-13 is effective for interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted. Entities are also allowed to elect early adoption for the eliminated or modified disclosure requirements and delay adoption of the new disclosure requirements until their effective date. As ASU No. 2018-13 only revises disclosure requirements, it will not have a material impact on its Consolidated Financial Statements.

In August 2018, the FASB issued ASU No. 2018-14, “Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans.” This ASU amends and modifies the disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans. The amendments in this update remove disclosures that no longer are considered cost beneficial, clarify the specific requirements of disclosures, and add disclosure requirements identified as relevant.

ASU No. 2018-14 is effective for fiscal years ending after December 15, 2020, with early adoption permitted. As ASU No. 2018-14 only revises disclosure requirements, it will not have a material impact on the Consolidated Financial Statements.

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In August 2018, the FASB issued ASU No. 2018-15, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract.” ASU No. 2018-15 clarifies certain aspects of ASU No. 2015-05, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement,” which was issued in April 2015. Specifically, ASU No. 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). ASU No. 2018-15 does not affect the accounting for the service element of a hosting arrangement that is a service contract. ASU No. 2018-15 is effective for interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted. The amendments in this ASU should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. While the Company continues to assess all potential impacts of the standard, we currently do not expect adoption to have a material impact on its Consolidated Financial Statements.

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NOTE 2. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand, amounts due from banks, and short-term investments with original maturities of 90 days or less. Short-term investments included \$25.4 million and \$2.1 million pledged as collateral support for derivative financial contracts at year-end 2018 and 2017, respectively. The Federal Reserve Bank requires the Bank to maintain certain reserve requirements of vault cash and/or deposits. The reserve requirement, included in cash and equivalents, was \$18.0 million and \$20.4 million at year-end 2018 and 2017, respectively.

NOTE 3. TRADING SECURITY

The Company holds a tax advantaged economic development bond that is being accounted for at fair value. The security had an amortized cost of \$10.1 million and \$10.8 million and a fair value of \$11.2 million and \$12.3 million at year-end 2018 and 2017, respectively. Unrealized losses recorded through income on this security totaled \$0.4 million, \$0.3 million, and \$0.4 million for 2018, 2017, and 2016, respectively. As discussed further in Note 15 - Derivative Instruments and Hedging Activities, the Company has entered into a swap contract to swap-out the fixed rate of the security in exchange for a variable rate. The Company does not purchase securities with the intent of selling them in the near term, and there are no other debt securities in the trading portfolio at year-end 2018 and 2017.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4. SECURITIES

The Company adopted ASU-2016-01 "Recognition and Measurement of Financial Assets and Financial Liabilities" in the first quarter of 2018. Beginning in 2018, all changes in the fair value of marketable equity securities, including other-than-temporary impairment, are immediately recognized in earnings.

The following is a summary of securities available for sale ("AFS"), held to maturity ("HTM"), and marketable equity securities:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2018				
Securities available for sale				
Debt securities:				
Municipal bonds and obligations	\$109,648	\$ 2,272	\$(713)	\$111,207
Agency collateralized mortgage obligations	944,946	1,130	(15,192)	930,884
Agency mortgage-backed securities	175,406	36	(5,121)	170,321
Agency commercial mortgage-backed securities	62,200	—	(3,275)	58,925
Corporate bonds	112,404	342	(1,256)	111,490
Trust preferred securities	8,314	251	(99)	8,466
Other bonds and obligations	8,355	34	(35)	8,354
Total securities available for sale	1,421,273	4,065	(25,691)	1,399,647
Securities held to maturity				
Municipal bonds and obligations	264,524	3,569	(3,601)	264,492
Agency collateralized mortgage obligations	71,637	533	(778)	71,392
Agency mortgage-backed securities	7,219	—	(297)	6,922
Agency commercial mortgage-backed securities	10,417	—	(289)	10,128
Tax advantaged economic development bonds	19,718	22	(1,698)	18,042
Other bonds and obligations	248	—	—	248
Total securities held to maturity	373,763	4,124	(6,663)	371,224
Marketable equity securities	55,471	4,370	(3,203)	56,638
Total	\$1,850,507	\$ 12,559	\$(35,557)	\$1,827,509
December 31, 2017				
Securities available for sale				
Debt securities:				
Municipal bonds and obligations	\$113,427	\$ 5,012	\$(206)	\$118,233
Agency collateralized mortgage obligations	859,705	397	(8,944)	851,158
Agency mortgage-backed securities	218,926	279	(2,265)	216,940
Agency commercial mortgage-backed securities	64,025	41	(1,761)	62,305
Corporate bonds	110,076	882	(237)	110,721
Trust preferred securities	11,334	343	—	11,677
Other bonds and obligations	9,757	154	(31)	9,880
Total securities available for sale	1,387,250	7,108	(13,444)	1,380,914
Securities held to maturity				
Municipal bonds and obligations	270,310	8,675	(90)	278,895
Agency collateralized mortgage-backed securities	73,742	1,045	(486)	74,301

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Agency mortgage-backed securities	7,892	—	(164) 7,728
Agency commercial mortgage-backed securities	10,481	—	(268) 10,213
Tax advantaged economic development bonds	34,357	596	(1,135	) 33,818
Other bonds and obligations	321	—	—	321
Total securities held to maturity	397,103	10,316	(2,143	) 405,276
Marketable equity securities	36,483	9,211	(509) 45,185
Total	\$1,820,836	\$ 26,635	\$(16,096)	\$1,831,375

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

At year-end 2018 and 2017, accumulated net unrealized (losses)/gains on AFS securities included in accumulated other comprehensive (loss)/income were \$(21.6) million and \$2.3 million, respectively. At year-end 2018 and 2017, accumulated net unrealized gains on HTM securities included in accumulated other comprehensive (loss)/income were \$6.4 million and \$7.7 million respectively. The year-end 2018 and 2017 related income tax benefit/(liability) of \$3.8 million and \$(4.0) million, respectively, was also included in accumulated other comprehensive (loss)/income.

The amortized cost and estimated fair value of AFS and HTM securities, segregated by contractual maturity at year-end 2018 are presented below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Mortgage-backed securities and collateralized mortgage obligations are shown in total, as their maturities are highly variable.

(In thousands)	Available for sale		Held to maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within 1 year	\$4,277	\$4,264	\$3,151	\$3,151
Over 1 year to 5 years	30,065	30,123	14,286	14,256
Over 5 years to 10 years	75,361	75,614	12,766	12,826
Over 10 years	129,018	129,516	254,287	252,549
Total bonds and obligations	238,721	239,517	284,490	282,782
Mortgage-backed securities	1,182,552	1,160,130	89,273	88,442
Total	\$1,421,273	\$1,399,647	\$373,763	\$371,224

At year-end 2018 and 2017, the Company had pledged securities as collateral for certain municipal deposits and for interest rate swaps with certain counterparties. The total amortized cost and fair values of these pledged securities follows. Additionally, there is a blanket lien on certain securities to collateralize borrowings from the FHLBB, as discussed further in Note 11 - Borrowed Funds.

(In thousands)	2018		2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Securities pledged to swap counterparties	\$13,093	\$12,819	\$24,410	\$24,240
Securities pledged for municipal deposits	187,636	188,423	210,382	214,513
Total	\$200,729	\$201,242	\$234,792	\$238,753

Purchases of AFS securities totaled \$258 million in 2018 and \$499 million in 2017. Proceeds from the sale of AFS securities totaled \$0.5 million in 2018 and \$189 million in 2017. The amounts for the sale of AFS securities were reclassified out of accumulated other comprehensive income and into earnings. The components of net recognized gains and losses on the sale of AFS securities and the fair value change of marketable equities are as follows:

(In thousands)	2018	2017	2016
Gross recognized gains	\$3,256	\$13,877	\$2,762
Gross recognized losses	(6,975)	(1,279)	(3,313)
Net recognized (losses)/gains	\$(3,719)	\$12,598	\$(551)

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Debt securities with unrealized losses, segregated by the duration of their continuous unrealized loss positions, are summarized as follows:

(In thousands)	Less Than Twelve Months		Over Twelve Months		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
December 31, 2018						
Securities available for sale						
Debt securities:						
Municipal bonds and obligations	\$ 55	\$ 3,186	\$ 658	\$ 11,787	\$ 713	\$ 14,973
Agency collateralized mortgage obligations	76	39,114	15,116	755,528	15,192	794,642
Agency mortgage-backed securities	53	5,500	5,068	162,439	5,121	167,939
Agency commercial mortgage-back securities	44	1,503	3,231	57,422	3,275	58,925
Corporate bonds	1,249	74,434	7	2,561	1,256	76,995
Trust preferred securities	99	7,068	—	—	99	7,068
Other bonds and obligations	—	—	35	3,030	35	3,030
Total securities available for sale	\$ 1,576	\$ 130,805	\$ 24,115	\$ 992,767	\$ 25,691	\$ 1,123,572
Securities held to maturity						
Municipal bonds and obligations	127	17,596	3,474	103,759	3,601	121,355
Agency collateralized mortgage obligations	—	—	778	43,138	778	43,138
Agency mortgage-backed securities	—	—	297	6,922	297	6,922
Agency commercial mortgage-back securities	—	—	289	10,128	289	10,128
Tax advantaged economic development bonds	65	8,078	1,633	6,512	1,698	14,590
Total securities held to maturity	192	25,674	6,471	170,459	6,663	196,133
Total	\$ 1,768	\$ 156,479	\$ 30,586	\$ 1,163,226	\$ 32,354	\$ 1,319,705
December 31, 2017						
Securities available for sale						
Debt securities:						
Municipal bonds and obligations	\$ —	\$ —	\$ 206	\$ 8,985	\$ 206	\$ 8,985
Agency collateralized mortgage obligations	6,849	655,479	2,095	80,401	8,944	735,880
Agency mortgage-backed securities	765	95,800	1,500	65,323	2,265	161,123
Agency commercial mortgage-backed securities	334	17,379	1,427	39,268	1,761	56,647
Corporate bonds	1	328	236	15,769	237	16,097
Trust preferred securities	—	—	—	—	—	—
Other bonds and obligations	11	1,096	20	2,004	31	3,100
Total securities available for sale	\$ 7,960	\$ 770,082	\$ 5,484	\$ 211,750	\$ 13,444	\$ 981,832
Securities held to maturity						
Municipal bonds and obligations	35	10,213	55	2,059	90	12,272
Agency collateralized mortgage obligations	—	—	486	12,946	486	12,946
Agency mortgage-backed securities	—	—	164	7,728	164	7,728
Agency commercial mortgage-back securities	—	—	268	10,213	268	10,213
Tax advantaged economic development bonds	1,135	7,305	—	—	1,135	7,305
Total securities held to maturity	1,170	17,518	973	32,946	2,143	50,464
Total	\$ 9,130	\$ 787,600	\$ 6,457	\$ 244,696	\$ 15,587	\$ 1,032,296

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Debt Securities

The Company expects to recover its amortized cost basis on all debt securities in its AFS and HTM portfolios. Furthermore, the Company does not intend to sell nor does it anticipate that it will be required to sell any of its securities in an unrealized loss position as of December 31, 2018, prior to this recovery. The Company's ability and intent to hold these securities until recovery is supported by the Company's strong capital and liquidity positions as well as its historical low portfolio turnover.

The following summarizes, by investment security type, the basis for the conclusion that the debt securities in an unrealized loss position within the Company's AFS and HTM portfolios did not maintain other-than-temporary impairment ("OTTI") at year-end 2018:

AFS municipal bonds and obligations

At year-end 2018, 20 out of the total 316 securities in the Company's portfolio of AFS municipal bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represented 4.6% of the amortized cost of securities in unrealized loss positions. The Company continually monitors the municipal bond sector of the market carefully and periodically evaluates the appropriate level of exposure to the market. At this time, the Company feels that the bonds in this portfolio carry minimal risk of default and that the Company is appropriately compensated for that risk. There were no material underlying credit downgrades during 2018. All securities are performing.

AFS collateralized mortgage obligations

At year-end 2018, 259 out of the total 290 securities in the Company's portfolio of AFS collateralized mortgage obligations were in unrealized loss positions. Aggregate unrealized losses represented 1.9% of the amortized cost of securities in unrealized loss positions. The Federal National Mortgage Association ("FNMA"), Federal Home Loan Mortgage Corporation ("FHLMC"), and Government National Mortgage Association ("GNMA") guarantee the contractual cash flows of all of the Company's collateralized residential mortgage obligations. The securities are investment grade rated and there were no material underlying credit downgrades during 2018. All securities are performing.

AFS commercial and residential mortgage-backed securities

At year-end 2018, 121 out of the total 143 securities in the Company's portfolio of AFS mortgage-backed securities were in unrealized loss positions. Aggregate unrealized losses represented 3.6% of the amortized cost of securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantee the contractual cash flows of the Company's mortgage-backed securities. The securities are investment grade rated and there were no material underlying credit downgrades during 2018. All securities are performing.

AFS corporate bonds

At year-end 2018, 14 out of the total 25 securities in the Company's portfolio of AFS corporate bonds were in unrealized loss positions. The aggregate unrealized loss represents 1.6% of the amortized cost of bonds in unrealized loss positions. The Company reviews the financial strength of these bonds and has concluded that the amortized cost remains supported by the expected future cash flows of these securities.

AFS trust preferred securities

At year-end 2018, 1 out of the total 2 securities in the Company's portfolio of AFS trust preferred securities was in an unrealized loss position. Aggregate unrealized losses represented 1.4% of the amortized cost of the security in an unrealized loss position. The Company's evaluation of the present value of expected cash flows on this security supports its conclusions about the recoverability of the securities' amortized cost basis. This security is investment grade rated. The Company reviews the financial strength of all of the single issue trust issuers and has concluded that the amortized cost remains supported by the market value of these securities and they are performing.

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AFS other bonds and obligations

At year-end 2018, 6 out of the total 12 securities in the Company's portfolio of other bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represented 1.2% of the amortized cost of securities in unrealized loss positions. The securities are all investment grade rated, and there were no material underlying credit downgrades during 2018. All securities are performing.

HTM Municipal bonds and obligations

At year-end 2018, 98 out of the total 274 securities in the Company's portfolio of HTM municipal bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represented 2.9% of the amortized cost of securities in unrealized loss positions. The Company continually monitors the municipal bond sector of the market carefully and periodically evaluates the appropriate level of exposure to the market. At this time, the Company feels that the bonds in this portfolio carry minimal risk of default and that the Company is appropriately compensated for that risk. There were no material underlying credit downgrades during 2018. All securities are performing.

HTM collateralized mortgage obligations

At year-end 2018, 4 out of the total 9 securities in the Company's portfolio of HTM collateralized mortgage obligations was in unrealized loss positions. Aggregate unrealized losses represented 1.8% of the amortized cost of securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantee the contractual cash flows of all of the Company's collateralized residential mortgage obligations. The securities are investment grade rated, and there were no material underlying credit downgrades during 2018. All securities are performing.

HTM commercial and residential mortgage-backed securities

At year-end 2018, 3 out of the total 3 securities in the Company's portfolio of HTM mortgage-backed securities were in unrealized loss positions. Aggregate unrealized losses represented 3.3% of the amortized cost of securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantees the contractual cash flows of the Company's mortgage-backed securities. The securities are investment grade rated and there were no material underlying credit downgrades during 2018. All securities are performing.

HTM tax-advantaged economic development bonds

At year-end 2018, 3 out of the total 9 securities in the Company's portfolio of tax advantaged economic development bonds were in an unrealized loss position. Aggregate unrealized losses represented 10.4% of the amortized cost of the security in an unrealized loss position. One of the above mentioned tax advantaged economic bonds was downgraded to Substandard during 2018. The Company believes it is more likely than not that all the principal outstanding will be collected. All securities are performing.

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NOTE 5. LOANS

The Company's loan portfolio is segregated into the following segments: commercial real estate, commercial and industrial, residential mortgage, and consumer. Commercial real estate loans include construction, single and multi-family, and other commercial real estate classes. Residential mortgage loans include classes for 1-4 family owner occupied and construction loans. Consumer loans include home equity, direct and indirect auto, and other consumer loan classes. These portfolio segments each have unique risk characteristics that are considered when determining the appropriate level for the allowance for loan losses.

A substantial portion of the loan portfolio is secured by real estate in Massachusetts, southern Vermont, northeastern New York, New Jersey, and in the Bank's other New England lending areas. The ability of many of the Bank's borrowers to honor their contracts is dependent, among other things, on the specific economy and real estate markets of these areas.

Total loans include business activity loans and acquired loans. Acquired loans are those loans acquired from previous mergers and acquisitions. Once the full integration of the acquired entity is complete, acquired and business activity loans are serviced, managed, and accounted for under the Company's same control environment. The following is a summary of total loans:

(In thousands)	December 31, 2018			December 31, 2017		
	Business Activities Loans	Acquired Loans	Total	Business Activities Loans	Acquired Loans	Total
Commercial real estate:						
Construction	\$327,792	\$25,220	\$353,012	\$181,371	\$84,965	\$266,336
Other commercial real estate	2,260,919	786,290	3,047,209	2,036,336	962,070	2,998,406
Total commercial real estate	2,588,711	811,510	3,400,221	2,217,707	1,047,035	3,264,742
Commercial and industrial loans	1,513,538	466,508	1,980,046	1,182,569	621,370	1,803,939
Total commercial loans	4,102,249	1,278,018	5,380,267	3,400,276	1,668,405	5,068,681
Residential mortgages:						
1-4 family	2,317,716	238,952	2,556,668	1,808,024	289,373	2,097,397
Construction	9,582	174	9,756	5,177	233	5,410
Total residential mortgages	2,327,298	239,126	2,566,424	1,813,201	289,606	2,102,807
Consumer loans:						
Home equity	289,961	86,719	376,680	294,954	115,227	410,181
Auto and other	647,236	72,646	719,882	603,767	113,902	717,669
Total consumer loans	937,197	159,365	1,096,562	898,721	229,129	1,127,850
Total loans	\$7,366,744	\$1,676,509	\$9,043,253	\$6,112,198	\$2,187,140	\$8,299,338

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Total unamortized net costs and premiums included in the year-end total loans for business activity loans were the following:

(In thousands)	December	
	31, 2018	31, 2017
Unamortized net loan origination costs	\$ 25,761	\$ 24,669
Unamortized net premium on purchased loans	2,792	4,311
Total unamortized net costs and premiums	\$ 28,553	\$ 28,980

In 2018, the Company purchased loans aggregating \$567 million and sold loans aggregating \$388 million. In 2017, the Company purchased loans aggregating \$501 million and sold loans aggregating \$515 million. Net gains on sales of loans were \$9.3 million, \$11.7 million, and \$8.0 million for the years 2018, 2017, and 2016, respectively. These amounts are included in Loan Related Income on the Consolidated Statements of Income.

Most of the Company's lending activity occurs within its primary markets in Massachusetts, Southern Vermont, and Northeastern New York. Most of the loan portfolio is secured by real estate, including residential mortgages, commercial mortgages, and home equity loans. Year-end loans to operators of non-residential buildings totaled \$1.4 billion, or 15.6%, and \$1.3 billion, or 15.8% of total loans in 2018 and 2017, respectively. There were no other concentrations of loans related to any single industry in excess of 10% of total loans at year-end 2018 or 2017.

At year-end 2018, the Company had pledged loans totaling \$371 million to the Federal Reserve Bank of Boston as collateral for certain borrowing arrangements. Also, residential first mortgage loans are subject to a blanket lien for FHLBB advances. See Note 11 - Borrowed Funds.

At year-end 2018 and 2017, the Company's commitments outstanding to related parties totaled \$52.9 million and \$50.8 million, respectively, and the loans outstanding against these commitments totaled \$47.8 million and \$44.1 million, respectively. Related parties include directors and executive officers of the Company and its subsidiaries, as well as their respective affiliates in which they have a controlling interest and immediate family members. For the years 2018 and 2017, all related party loans were performing.

The carrying amount of the acquired loans at December 31, 2018 totaled \$1.7 billion. A subset of these loans was determined to have evidence of credit deterioration at acquisition date, which is accounted for in accordance with ASC 310-30. These purchased credit-impaired loans presently maintain a carrying value of \$47.3 million and a note balance of \$124 million. These loans are evaluated for impairment through the quarterly reforecasting of expected cash flows. Of the \$47.3 million, \$12.0 million are Commercial Real Estate, \$29.5 million are Commercial and Industrial loans, \$4.9 million are Residential Mortgages, and \$0.9 million are Consumer loans.

The carrying amount of the acquired loans at December 31, 2017 totaled \$2.2 billion. A subset of these loans was determined to have evidence of credit deterioration at acquisition date, which is accounted for in accordance with ASC 310-30. These purchased credit-impaired loans maintained a carrying value of \$97.3 million and a note balance of \$209 million. Of the \$97.3 million, \$53.3 million were Commercial Real Estate, \$34.6 million were Commercial and Industrial loans, \$7.0 million were Residential Mortgages, and \$2.4 million were Consumer loans.

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The following table summarizes activity in the accretable yield for the acquired loan portfolio that falls under the purview of ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality:

(In thousands)	2018	2017	2016
Balance at beginning of period	\$11,561	\$8,738	\$6,925
Accretion	(23,109)	(14,810)	(8,149)
Additions	—	10,815	6,125
Net reclassification from/(to) nonaccretable difference	17,347	9,198	7,040
Payments received, net	(2,878)	(2,380)	(3,018)
Reclassification to TDR	—	—	(185)
Disposals	(81)	—	—
Balance at end of period	\$2,840	\$11,561	\$8,738

The following is a summary of past due loans at December 31, 2018 and 2017:

Business Activities Loans

(in thousands)	30-59 Days Past Due	60-89 Days Past Due	>90 Days Past Due	Total Past Due	Current	Total Loans	Past Due > 90 days and Accruing
December 31, 2018							
Commercial real estate:							
Construction	\$ —	\$ —	\$ —	\$ —	\$327,792	\$327,792	\$ —
Commercial real estate	913	276	18,833	20,022	2,240,897	2,260,919	993
Total	913	276	18,833	20,022	2,568,689	2,588,711	993
Commercial and industrial loans							
Total	4,694	975	4,636	10,305	1,503,233	1,513,538	4
Residential mortgages:							
1-4 family	1,631	1,619	1,440	4,690	2,313,026	2,317,716	66
Construction	—	—	—	—	9,582	9,582	—
Total	1,631	1,619	1,440	4,690	2,322,608	2,327,298	66
Consumer loans:							
Home equity	618	15	933	1,566	288,395	289,961	—
Auto and other	3,543	615	1,699	5,857	641,379	647,236	—
Total	4,161	630	2,632	7,423	929,774	937,197	—
Total	\$ 11,399	\$ 3,500	\$ 27,541	\$ 42,440	\$7,324,304	\$7,366,744	\$ 1,063

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Business Activities Loans

(in thousands)	30-59 Days Past Due	60-89 Days Past Due	>90 Days Past Due	Total Past Due	Current	Total Loans	Past Due > 90 days and Accruing
December 31, 2017							
Commercial real estate:							
Construction	\$ —	\$ —	\$ —	\$ —	\$ 181,371	\$ 181,371	\$ —
Commercial real estate	1,925	48	5,474	7,447	2,028,889	2,036,336	457
Total	1,925	48	5,474	7,447	2,210,260	2,217,707	457
Commercial and industrial loans							
Total	4,031	1,912	6,023	11,966	1,170,603	1,182,569	128
Residential mortgages:							
1-4 family	2,412	242	2,186	4,840	1,803,184	1,808,024	520
Construction	—	—	—	—	5,177	5,177	—
Total	2,412	242	2,186	4,840	1,808,361	1,813,201	520
Consumer loans:							
Home equity	444	1,235	1,747	3,426	291,528	294,954	120
Auto and other	3,389	599	1,597	5,585	598,182	603,767	143
Total	3,833	1,834	3,344	9,011	889,710	898,721	263
Total	\$ 12,201	\$ 4,036	\$ 17,027	\$ 33,264	\$ 6,078,934	\$ 6,112,198	\$ 1,368

Acquired Loans

(in thousands)	30-59 Days Past Due	60-89 Days Past Due	>90 Days Past Due	Total Past Due	Acquired Credit Impaired	Total Loans	Past Due > 90 days and Accruing
December 31, 2018							
Commercial real estate:							
Construction	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 25,220	\$ —
Commercial real estate	2,603	1,127	4,183	7,913	11,994	786,290	1,652
Total	2,603	1,127	4,183	7,913	11,994	811,510	1,652
Commercial and industrial loans							
Total	217	147	1,515	1,879	29,539	466,508	144
Residential mortgages:							
1-4 family	1,382	144	918	2,444	4,888	238,952	75
Construction	—	—	—	—	—	174	—
Total	1,382	144	918	2,444	4,888	239,126	75
Consumer loans:							
Home equity	290	148	751	1,189	553	86,719	—
Auto and other	193	62	547	802	314	72,646	96
Total	483	210	1,298	1,991	867	159,365	96
Total	\$ 4,685	\$ 1,628	\$ 7,914	\$ 14,227	\$ 47,288	\$ 1,676,509	\$ 1,967

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Acquired Loans

(in thousands)	30-59 Days Past Due	60-89 Days Past Due	>90 Days Past Due	Total Past Due	Acquired Credit Impaired	Total Loans	Past Due > 90 days and Accruing
December 31, 2017							
Commercial real estate:							
Construction	\$ —	\$ —	\$ —	\$ —	\$ 7,655	\$ 84,965	\$ —
Commercial real estate	1,487	1,875	2,359	5,721	45,647	962,070	109
Total	1,487	1,875	2,359	5,721	53,302	1,047,035	109
Commercial and industrial loans:							
Total	1,252	268	1,439	2,959	34,629	621,370	23
Residential mortgages:							
1-4 family	957	2,581	1,247	4,785	6,974	289,373	30
Construction	—	—	—	—	—	233	—
Total	957	2,581	1,247	4,785	6,974	289,606	30
Consumer loans:							
Home equity	286	40	1,965	2,291	1,956	115,227	—
Auto and other	346	135	430	911	483	113,902	38
Total	632	175	2,395	3,202	2,439	229,129	38
Total	\$ 4,328	\$ 4,899	\$ 7,440	\$ 16,667	\$ 97,344	\$ 2,187,140	\$ 200

The following is summary information pertaining to non-accrual loans at year-end 2018 and 2017:

(In thousands)	December 31, 2018			December 31, 2017		
	Business Loans	Activities Loans	Total	Business Loans	Activities Loans	Total
Commercial real estate:						
Construction	\$—	\$ —	\$—	\$—	\$ —	\$—
Other commercial real estate	17,840	2,531	20,371	5,017	2,250	7,267
Total	17,840	2,531	20,371	5,017	2,250	7,267
Commercial and industrial loans:						
Total	4,632	1,371	6,003	5,895	1,333	7,228
Residential mortgages:						
1-4 family	1,374	843	2,217	1,666	1,217	2,883
Construction	—	—	—	—	—	—
Total	1,374	843	2,217	1,666	1,217	2,883
Consumer loans:						
Home equity	933	751	1,684	1,627	1,965	3,592
Auto and other	1,699	451	2,150	1,454	392	1,846
Total	2,632	1,202	3,834	3,081	2,357	5,438
Total non-accrual loans	\$ 26,478	\$ 5,947	\$ 32,425	\$ 15,659	\$ 7,157	\$ 22,816

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Loans evaluated for impairment as of December 31, 2018 and 2017 were as follows:

Business Activities Loans

(In thousands) 2018	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
Loans receivable:					
Balance at end of year					
Individually evaluated for impairment	\$ 23,345	\$ 2,825	\$ 2,089	\$ 342	\$ 28,601
Collectively evaluated	2,565,366	1,510,713	2,325,209	936,855	7,338,143
Total	\$ 2,588,711	\$ 1,513,538	\$ 2,327,298	\$ 937,197	\$ 7,366,744

Business Activities Loans

(In thousands) 2017	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
Loans receivable:					
Balance at end of year					
Individually evaluated for impairment	\$ 33,732	\$ 5,761	\$ 3,872	\$ —	\$ 43,365
Collectively evaluated	2,183,975	1,176,808	1,809,329	898,721	6,068,833
Total	\$ 2,217,707	\$ 1,182,569	\$ 1,813,201	\$ 898,721	\$ 6,112,198

Acquired Loans

(In thousands) 2018	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
Loans receivable:					
Balance at end of year					
Individually evaluated for impairment	\$ 3,980	\$ 763	\$ 362	\$ 646	\$ 5,751
Purchased credit-impaired loans	11,994	29,539	4,888	867	47,288
Collectively evaluated	795,536	436,206	233,876	157,852	1,623,470
Total	\$ 811,510	\$ 466,508	\$ 239,126	\$ 159,365	\$ 1,676,509

Acquired Loans

(In thousands) 2017	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
Loans receivable:					
Balance at end of year					
Individually evaluated for impairment	\$ 4,244	\$ 421	\$ 2,617	\$ 27	\$ 7,309
Purchased credit-impaired loans	53,302	34,629	6,974	2,439	97,344
Collectively evaluated	989,489	586,320	280,015	226,663	2,082,487
Total	\$ 1,047,035	\$ 621,370	\$ 289,606	\$ 229,129	\$ 2,187,140

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The following is a summary of impaired loans at year-end 2018 and 2017 and for the years then ended:

Business Activities Loans

(In thousands)	At December 31, 2018		Related Allowance
	Recorded Investment (1)	Unpaid Principal Balance (2)	
With no related allowance:			
Commercial real estate - construction	\$—	\$ —	\$ —
Other commercial real estate	22,606	31,038	—
Other commercial and industrial loans	1,584	2,566	—
Residential mortgages - 1-4 family	443	441	—
Consumer - home equity	230	242	—
With an allowance recorded:			
Commercial real estate - construction	\$—	\$ —	\$ —
Other commercial real estate	666	670	9
Other commercial and industrial loans	1,251	1,235	49
Residential mortgages - 1-4 family	1,663	1,779	128
Consumer - home equity	100	106	10
Consumer - other	13	13	1
Total			
Commercial real estate	\$23,272	\$ 31,708	\$ 9
Commercial and industrial	2,835	3,801	49
Residential mortgages	2,106	2,220	128
Consumer	343	361	11
Total impaired loans	\$28,556	\$ 38,090	\$ 197

(1) The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. These amounts are components of total loans and other assets on the Consolidated Balance Sheets.

(2) The Unpaid Principal Balance represents the customer's legal obligation to the Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Business Activities Loans

(In thousands)	At December 31, 2017		
	Recorded Investment (1)	Unpaid Principal Balance (2)	Related Allowance
With no related allowance:			
Commercial real estate - construction	\$—	\$ —	\$ —
Other commercial real estate	19,362	22,218	—
Other commercial and industrial loans	2,060	2,629	—
Residential mortgages - 1-4 family	660	1,075	—
Consumer - home equity	867	1,504	—
With an allowance recorded:			
Commercial real estate - construction	\$ 159	\$ 159	\$ 1
Other commercial real estate	14,480	15,406	228
Other commercial and industrial loans	3,716	4,249	66
Residential mortgages - 1-4 family	1,344	1,446	130
Consumer - home equity	1,014	999	34
Consumer - other	17	17	1
Total			
Commercial real estate	\$34,001	\$ 37,783	\$ 229
Commercial and industrial	5,776	6,878	66
Residential mortgages	2,004	2,521	130
Consumer	1,898	2,520	35
Total impaired loans	\$43,679	\$ 49,702	\$ 460

(1) The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. These amounts are components of total loans and other assets on the Consolidated Balance Sheets.

(2) The Unpaid Principal Balance represents the customer's legal obligation to the Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Acquired Loans

(In thousands)	At December 31, 2018		
	Recorded Investment (1)	Unpaid Principal Balance (2)	Related Allowance
With no related allowance:			
Other commercial real estate loans	\$ 3,055	\$ 5,959	\$ —
Other commercial and industrial loans	538	644	—
Residential mortgages - 1-4 family	271	324	—
Consumer - home equity	399	1,053	—
Consumer - other	—	11	—
With an allowance recorded:			
Other commercial real estate loans	\$ 925	\$ 947	\$ 9
Other commercial and industrial loans	228	232	4
Residential mortgages - 1-4 family	94	117	36
Consumer - home equity	205	196	41
Consumer - other	43	40	7
Total			
Commercial real estate	\$ 3,980	\$ 6,906	\$ 9
Commercial and industrial	766	876	4
Residential mortgages	365	441	36
Consumer	647	1,300	48
Total impaired loans	\$ 5,758	\$ 9,523	\$ 97

(1) The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. These amounts are components of total loans and other assets on the Consolidated Balance Sheets.

(2) The Unpaid Principal Balance represents the customer's legal obligation to the Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Acquired Loans

(In thousands)	December 31, 2017		Related Allowance
	Recorded Investment (1)	Unpaid Principal Balance (2)	
With no related allowance:			
Other commercial real estate loans	\$1,327	\$ 3,084	\$ —
Other commercial and industrial loans	255	310	—
Residential mortgages - 1-4 family	658	671	—
Consumer - home equity	1,374	1,654	—
Consumer - other	27	27	—
With an allowance recorded:			
Other commercial real estate loans	\$2,930	\$ 2,541	\$ 56
Other commercial and industrial loans	165	166	1
Residential mortgages - 1-4 family	166	185	9
Consumer - home equity	433	540	45
Total			
Commercial real estate	\$4,257	\$ 5,625	\$ 56
Commercial and industrial	420	476	1
Residential mortgages	824	856	9
Consumer	1,834	2,221	45
Total impaired loans	\$7,335	\$ 9,178	\$ 111

(1) The Recorded Investment represents the face amount of the loan increased or decreased by applicable accrued interest, net deferred loan fees and costs, and unamortized premium or discount, and reflects direct charge-offs. These amounts are components of total loans and other assets on the Consolidated Balance Sheets.

(2) The Unpaid Principal Balance represents the customer's legal obligation to the Company.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following is a summary of the average recorded investment and interest income recognized on impaired loans as of December 31, 2018, 2017 and 2016:

Business Activities Loans

(in thousands)	December 31, 2018		December 31, 2017		December 31, 2016	
	Average Recorded Investment	Cash Basis Interest Income Recognized	Average Recorded Investment	Cash Basis Interest Income Recognized	Average Recorded Investment	Cash Basis Interest Income Recognized
With no related allowance:						
Commercial real estate - construction	\$—	\$ —	\$—	\$ —	\$—	\$ —
Other commercial real estate	24,078	373	21,208	1,337	6,499	1,156
Other commercial and industrial	914	245	4,437	265	3,349	131
Residential mortgages - 1-4 family	428	20	1,128	31	2,403	91
Consumer-home equity	107	10	1,291	30	612	5
Consumer-other	—	—	72	3	2	—
With an allowance recorded:						
Commercial mortgages - construction	\$—	\$ —	\$41	\$ 3	\$—	\$ —
Other commercial real estate	555	30	11,541	532	7,591	355
Other commercial and industrial	1,259	139	3,251	267	2,002	225
Residential mortgages - 1-4 family	1,407	75	1,289	59	682	26
Consumer-home equity	98	6	1,007	29	999	35
Consumer - other	15	1	4	1	103	4
Total						
Commercial real estate	\$24,633	\$ 403	\$32,790	\$ 1,872	\$14,090	\$ 1,511
Commercial and industrial	2,173	384	7,688	532	5,351	356
Residential mortgages	1,835	95	2,417	90	3,085	117
Consumer loans	220	17	2,374	63	1,716	44
Total impaired loans	\$28,861	\$ 899	\$45,269	\$ 2,557	\$24,242	\$ 2,028

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Acquired Loans

(in thousands)	December 31, 2018		December 31, 2017		December 31, 2016	
	Average Recorded Investment	Cash Basis Interest Income Recognized	Average Recorded Investment	Cash Basis Interest Income Recognized	Average Recorded Investment	Cash Basis Interest Income Recognized
With no related allowance:						
Commercial real estate - construction	\$—	\$ —	\$—	\$ —	\$—	\$ —
Other commercial real estate	3,280	263	829	321	521	20
Other commercial and industrial	428	68	581	43	492	9
Residential mortgages - 1-4 family	290	9	390	28	293	12
Consumer - home equity	635	4	773	22	—	—
Consumer - other	13	1	7	1	105	1
With an allowance recorded:						
Commercial real estate - construction	\$—	\$ —	\$—	\$ —	\$—	\$ —
Other commercial real estate	950	53	2,622	138	3,682	280
Other commercial and industrial	197	41	47	13	369	17
Residential mortgages - 1-4 family	26	9	173	9	214	25
Consumer - home equity	89	12	400	21	—	—
Consumer - other	11	3	—	—	—	—
Total						
Commercial real estate	\$4,230	\$ 316	\$3,451	\$ 459	\$4,203	\$ 300
Commercial and industrial	625	109	628	56	861	26
Residential mortgages	316	18	563	37	507	37
Consumer loans	748	20	1,180	44	105	1
Total impaired loans	\$5,919	\$ 463	\$5,822	\$ 596	\$5,676	\$ 364

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Troubled Debt Restructuring Loans

The Company's loan portfolio also includes certain loans that have been modified in a Troubled Debt Restructuring (TDR), where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from the Company's loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months. TDRs are evaluated individually for impairment and may result in a specific allowance amount allocated to an individual loan.

The following tables include the recorded investment and number of modifications for modified loans identified during the years-ended December 31, 2018, 2017, and 2016 respectively. The tables include the recorded investment in the loans prior to a modification and also the recorded investment in the loans after the loans were restructured. The modifications for the year-ended December 31, 2018 were attributable to interest rate concessions, maturity date extensions, modified payment terms, reamortization, and accelerated maturity. The modifications for the year-ended December 31, 2017 were attributable to interest rate concessions, maturity date extensions, modified payment terms, reamortization, and accelerated maturity.

Modifications by Class

For the twelve months ending December 31, 2018

	Number of Modifications	Pre-Modification Outstanding Recorded Investment (In thousands)	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Other commercial real estate	5	\$ 2,061	\$ 2,061
Other commercial and industrial loans	1	43	43
Residential mortgages - 1-4 family	4	581	581
Consumer - home equity	—	—	—
	10	\$ 2,685	\$ 2,685

Modifications by Class

For the twelve months ending December 31, 2017

	Number of Modifications	Pre-Modification Outstanding Recorded Investment (In thousands)	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Other commercial real estate	16	\$ 13,680	\$ 11,953
Other commercial and industrial loans	12	3,507	3,507
Residential mortgages - 1-4 family	4	331	314
Consumer - home equity	3	122	122
	35	\$ 17,640	\$ 15,896

Modifications by Class

For the twelve months ending December 31, 2016

	Number of Modifications	Pre-Modification Outstanding Recorded Investment (In thousands)	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Other commercial real estate	10	\$ 17,088	\$ 17,088
Other commercial and industrial loans	4	555	555
Residential mortgages - 1-4 family	2	5	5

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Consumer - home equity	1	117	117
	17	\$ 17,765	\$ 17,765

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table discloses the recorded investments and numbers of modifications for TDRs where a concession has been made within the previous 12 months, that then defaulted in the respective reporting period. For the year ended 2018, there were no loans that were restructured that had subsequently defaulted during the period. For the period ended 2017, there were three loans that were restructured that had subsequently defaulted during the period. For the year ended 2016, there were no loans that were restructured that had subsequently defaulted during the period.

Troubled Debt Restructurings	Modifications that subsequently defaulted for the twelve months ending December 31, 2017		
	Number of Contracts	Recorded Investment	
Other commercial real estate	1	\$	113
Other commercial and industrial loans	2		492
Residential mortgages - 1-4 family	—		—
	3	\$	605

The following table presents the Company's TDR activity in 2018 and 2017:

(In thousands)	2018	2017	2016
Balance at beginning of year	\$41,990	\$33,829	\$22,048
Principal payments	(8,547)	(3,213)	(5,870)
TDR status change (1)	—	—	2,235
Other reductions (2)	(8,713)	(4,522)	(2,349)
Newly identified TDRs	2,685	15,896	17,765
Balance at end of year	\$27,415	\$41,990	\$33,829

(1) TDR status change classification represents TDR loans with a specified interest rate equal to or greater than the rate that the Company was willing to accept at the time of the restructuring for a new loan with comparable risk and the loan was on current payment status and not impaired based on the terms specified by the restructuring agreement.

(2) Other reductions classification consists of transfer to other real estate owned, charge-offs to loans, and other loan sale payoffs.

The evaluation of certain loans individually for specific impairment includes loans that were previously classified as TDRs or continue to be classified as TDRs.

As of December 31, 2018 and 2017, the Company maintained no foreclosed residential real estate property. Additionally, residential mortgage loans collateralized by real estate property that are in the process of foreclosure as of December 31, 2018 and December 31, 2017 totaled \$3.2 million and \$4.9 million, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 6. LOAN LOSS ALLOWANCE

Activity in the allowance for loan losses for 2018, 2017, and 2016 was as follows:

Business Activities Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2018					
Balance at beginning of year	\$ 16,843	\$ 13,850	\$ 9,420	\$ 5,807	\$45,920
Charged-off loans	5,859	4,275	157	3,187	13,478
Recoveries on charged-off loans	50	620	114	363	1,147
Provision for loan losses	10,698	6,309	1,158	4,385	22,550
Balance at end of year	\$ 21,732	\$ 16,504	\$ 10,535	\$ 7,368	\$56,139
Individually evaluated for impairment	9	49	128	11	197
Collectively evaluated	21,723	16,455	10,407	7,357	55,942
Total	\$ 21,732	\$ 16,504	\$ 10,535	\$ 7,368	\$56,139

Business Activities Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2017					
Balance at beginning of year	\$ 16,498	\$ 9,447	\$ 7,805	\$ 5,479	\$39,229
Charged-off loans	3,875	3,373	806	3,470	11,524
Recoveries on charged-off loans	170	179	270	270	889
Provision for loan losses	4,050	7,597	2,151	3,528	17,326
Balance at end of year	\$ 16,843	\$ 13,850	\$ 9,420	\$ 5,807	\$45,920
Individually evaluated for impairment	229	66	130	35	460
Collectively evaluated	16,614	13,784	9,290	5,772	45,460
Total	\$ 16,843	\$ 13,850	\$ 9,420	\$ 5,807	\$45,920

Business Activities Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2016					
Balance at beginning of year	\$ 14,591	\$ 7,385	\$ 7,613	\$ 4,985	\$34,574
Charged-off loans	2,127	4,620	2,036	1,722	10,505
Recoveries on charged-off loans	243	123	159	267	792
Provision for loan losses	3,791	6,559	2,069	1,949	14,368
Balance at end of year	\$ 16,498	\$ 9,447	\$ 7,805	\$ 5,479	\$39,229
Individually evaluated for impairment	158	264	136	156	714
Collectively evaluated	16,340	9,183	7,669	5,323	38,515
Total	\$ 16,498	\$ 9,447	\$ 7,805	\$ 5,479	\$39,229

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Acquired Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2018					
Balance at beginning of year	\$ 3,856	\$ 1,125	\$ 598	\$ 335	\$5,914
Charged-off loans	1,812	524	1,091	1,106	4,533
Recoveries on charged-off loans	294	286	51	417	1,048
Provision for loan losses	815	177	1,072	837	2,901
Balance at end of year	\$ 3,153	\$ 1,064	\$ 630	\$ 483	\$5,330
Individually evaluated for impairment	9	4	36	48	97
Collectively evaluated	3,144	1,060	594	435	5,233
Total	\$ 3,153	\$ 1,064	\$ 630	\$ 483	\$5,330

Acquired Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2017					
Balance at beginning of year	\$ 2,303	\$ 1,164	\$ 766	\$ 536	\$4,769
Charged-off loans	771	844	797	648	3,060
Recoveries on charged-off loans	65	245	43	153	506
Provision for loan losses	2,259	560	586	294	3,699
Balance at end of year	\$ 3,856	\$ 1,125	\$ 598	\$ 335	\$5,914
Individually evaluated for impairment	56	1	9	45	111
Collectively evaluated	3,800	1,124	589	290	5,803
Total	\$ 3,856	\$ 1,125	\$ 598	\$ 335	\$5,914

Acquired Loans

(In thousands)	Commercial real estate	Commercial and industrial	Residential mortgages	Consumer	Total
2016					
Balance at beginning of year	\$ 1,903	\$ 1,330	\$ 976	\$ 525	\$4,734
Charged-off loans	977	1,095	829	620	3,521
Recoveries on charged-off loans	61	266	144	91	562
Provision for loan losses	1,316	663	475	540	2,994
Balance at end of year	\$ 2,303	\$ 1,164	\$ 766	\$ 536	\$4,769
Individually evaluated for impairment	250	59	11	114	434
Collectively evaluated	2,053	1,105	755	422	4,335
Total	\$ 2,303	\$ 1,164	\$ 766	\$ 536	\$4,769

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Credit Quality Information

Business Activities Loans Credit Quality Analysis

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

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

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

Ratings for other consumer loans, including auto loans, are based on a two rating system. Loans that are current within 119 days are rated Performing while loans delinquent for 120 days or more are rated Non-performing. Other consumer loans are placed on non-accrual at such time as they become Non-performing.

Acquired Loans Credit Quality Analysis

Upon acquiring a loan portfolio, our internal loan review function assigns risk ratings to the acquired loans, utilizing the same methodology as it does with business activities loans. This may differ from the risk rating policy of the predecessor bank. Loans which are rated Substandard or worse according to the rating process outlined below are deemed to be credit impaired loans accounted for under ASC 310-30, regardless of whether they are classified as performing or non-performing.

The Bank utilizes a loan risk rating system for acquired loans consistent with loans originated from business activities, as outlined in the Credit Quality Information section of this Note. The ratings system is similar to loans originated through business activities. The Company presented several tables within this footnote separately for business activity loans and acquired loans in order to distinguish the credit performance of the acquired loans from the business activity loans.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following tables present the Company's loans by risk rating at year-end 2018 and 2017:

Business Activities Loans

Commercial Real Estate

Credit Risk Profile by Creditworthiness Category

(In thousands)	Construction		Real Estate		Total commercial real estate	
	2018	2017	2018	2017	2018	2017
Grade:						
Pass	\$327,792	\$181,371	\$2,198,129	\$1,989,380	\$2,525,921	\$2,170,751
Special mention	—	—	9,805	13,503	9,805	13,503
Substandard	—	—	52,985	33,453	52,985	33,453
Doubtful	—	—	—	—	—	—
Total	\$327,792	\$181,371	\$2,260,919	\$2,036,336	\$2,588,711	\$2,217,707

Commercial and Industrial Loans

Credit Risk Profile by Creditworthiness Category

(In thousands)	Total comm. and industrial	
	2018	2017
Grade:		
Pass	\$1,469,139	\$1,156,240
Special mention	14,279	12,806
Substandard	29,176	11,123
Doubtful	944	2,400
Total	\$1,513,538	\$1,182,569

Residential Mortgages

Credit Risk Profile by Internally Assigned Grade

(In thousands)	1-4 family		Construction		Total residential mortgages	
	2018	2017	2018	2017	2018	2017
Grade:						
Pass	\$2,314,657	\$1,805,596	\$9,582	\$5,177	\$2,324,239	\$1,810,773
Special mention	1,619	242	—	—	1,619	242
Substandard	1,440	2,186	—	—	1,440	2,186
Total	\$2,317,716	\$1,808,024	\$9,582	\$5,177	\$2,327,298	\$1,813,201

Consumer Loans

Credit Risk Profile Based on Payment Activity

(In thousands)	Home equity		Auto and other		Total consumer	
	2018	2017	2018	2017	2018	2017
Performing	\$289,028	\$293,327	\$645,537	\$602,313	\$934,565	\$895,640
Nonperforming	933	1,627	1,699	1,454	2,632	3,081
Total	\$289,961	\$294,954	\$647,236	\$603,767	\$937,197	\$898,721

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Acquired Loans

Commercial Real Estate

Credit Risk Profile by Creditworthiness Category

	Construction		Real Estate		Total commercial real estate	
(In thousands)	2018	2017	2018	2017	2018	2017
Grade:						
Pass	\$24,519	\$76,611	\$743,684	\$888,470	\$768,203	\$965,081
Special mention	—	—	9,086	22,673	9,086	22,673
Substandard	701	8,354	33,520	50,927	34,221	59,281
Total	\$25,220	\$84,965	\$786,290	\$962,070	\$811,510	\$1,047,035

Commercial and Industrial Loans

Credit Risk Profile by Creditworthiness Category

	Total comm. and industrial	
(In thousands)	2018	2017
Grade:		
Pass	\$439,603	\$606,922
Special mention	11,374	1,241
Substandard	15,532	13,207
Total	\$466,509	\$621,370

Residential Mortgages

Credit Risk Profile by Internally Assigned Grade

	1-4 family		Construction		Total residential mortgages	
(In thousands)	2018	2017	2018	2017	2018	2017
Grade:						
Pass	\$235,172	\$281,160	\$174	\$233	\$235,346	\$281,393
Special mention	144	2,704	—	—	144	2,704
Substandard	3,635	5,509	—	—	3,635	5,509
Total	\$238,951	\$289,373	\$174	\$233	\$239,125	\$289,606

Consumer Loans

Credit Risk Profile Based on Payment Activity

	Home equity		Auto and other		Total consumer	
(In thousands)	2018	2017	2018	2017	2018	2017
Performing	\$85,968	\$113,262	\$72,195	\$113,510	\$158,163	\$226,772
Nonperforming	751	1,965	451	392	1,202	2,357
Total	\$86,719	\$115,227	\$72,646	\$113,902	\$159,365	\$229,129

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The following table summarizes information about total loans rated Special Mention or lower. The table below includes consumer loans that are Special Mention and Substandard accruing that are classified in the above table as performing based on payment activity.

(In thousands)	December 31, 2018			December 31, 2017		
	Business Activities	Acquired Loans	Total	Business Activities	Acquired Loans	Total
Non-Accrual	\$26,478	\$ 5,947	\$32,425	\$15,659	\$ 7,240	\$22,899
Substandard Accruing	60,698	48,792	109,490	36,846	73,412	110,258
Total Classified	87,176	54,739	141,915	52,505	80,652	133,157
Special Mention	26,333	20,833	47,166	28,387	26,802	55,189
Total Criticized	\$113,509	\$ 75,572	\$189,081	\$80,892	\$ 107,454	\$188,346

NOTE 7. PREMISES AND EQUIPMENT

Year-end premises and equipment are summarized as follows:

(In thousands)	2018	2017	Estimated Useful Life
Land	\$14,096	\$14,177	N/A
Buildings and improvements	105,190	99,821	5 - 39 years
Furniture and equipment	56,207	49,600	3 - 7 years
Construction in process	1,314	5,177	
Premises and equipment, gross	176,807	168,775	
Accumulated depreciation and amortization	(68,440)	(59,423)	
Premises and equipment, net	\$108,367	\$109,352	

Depreciation and amortization expense for the years 2018, 2017, and 2016 amounted to \$10.8 million, \$9.9 million, and \$8.4 million, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8. GOODWILL AND OTHER INTANGIBLES

Goodwill and other intangible assets are presented in the tables below. The Company did not have an acquisition during 2018. There was one acquisition during 2017. In accordance with applicable accounting guidance, the Company allocated the amount paid to the fair value of the net assets acquired, with any excess amounts recorded as goodwill. The goodwill balance is allocated to the consolidated Company. The activity impacting goodwill in 2018 and 2017 is as follows:

(In thousands)	2018	2017
Balance, beginning of the period	\$519,287	\$403,106
Goodwill acquired and adjusted:		
Commerce Bank	—	116,181
Adjustments (1)	(962)	—
Balance, end of the period	\$518,325	\$519,287

(1) In 2018, goodwill related to the Commerce acquisition was adjusted to reflect new information available during the one-year measurement period.

The Company tests goodwill impairment annually as of June 30, 2018 using second quarter data. The results of the quantitative assessment indicated it is more likely than not that the reporting unit's fair value exceeds its carrying amount, and accordingly, the two-step impairment test was not performed. When events or changes in circumstances indicate that impairment is possible, the Company performs additional reviews. No impairment was recorded on goodwill for 2018, 2017, and 2016.

The components of other intangible assets are as follows:

(In thousands)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
December 31, 2018			
Non-maturity deposits (core deposit intangible)	\$ 66,923	\$(37,410)	\$ 29,513
Insurance contracts	7,558	(7,542)	16
All other intangible assets	7,866	(3,977)	3,889
Total	\$ 82,347	\$(48,929)	\$ 33,418
December 31, 2017			
Non-maturity deposits (core deposit intangible)	\$ 66,923	\$(33,024)	\$ 33,899
Insurance contracts	7,558	(7,526)	32
All other intangible assets	7,810	(3,445)	4,365
Total	\$ 82,291	\$(43,995)	\$ 38,296

Other intangible assets are amortized on a straight-line or accelerated basis over their estimated lives, which range from four to fifteen years. Amortization expense related to intangibles totaled \$4.9 million in 2018, \$3.5 million in 2017, and \$2.9 million in 2016.

The estimated aggregate future amortization expense for intangible assets remaining at year-end 2018 is as follows: 2019- \$4.7 million; 2020- \$4.4 million; 2021- \$4.2 million; 2022- \$4.1 million; 2023- \$3.8 million; and thereafter- \$12.2 million. For the years 2018, 2017, and 2016, no impairment charges were identified for the Company's intangible assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 9. OTHER ASSETS

Year-end other assets are summarized as follows:

(In thousands)	2018	2017
Capitalized servicing rights	\$23,376	\$16,361
Accrued interest receivable	36,879	33,739
Accrued federal and state tax receivable	23,923	33,101
Derivative assets	35,654	19,308
Assets held for sale	1,541	1,392
Other	21,165	13,182
Total other assets	\$142,538	\$117,083

The Bank sells loans in the secondary market and retains the ability to service many of these loans. The Bank earns fees for the servicing provided. Loans sold and serviced for others amounted to \$2.3 billion, \$1.8 billion, and \$1.3 billion at year-end 2018, 2017, and 2016, respectively. Loans serviced for others are not included in the accompanying Consolidated Balance Sheets. The risks inherent in servicing assets relate primarily to changes in prepayments that result from shifts in interest rates. Contractually specified servicing fees were \$5.6 million, \$4.6 million, and \$3.2 million for the years 2018, 2017, and 2016, respectively, and included as a component of loan related fees within non-interest income. The significant assumptions used in the valuation at year-end 2018 included a weighted average discount rate of 11.99% and pre-payment speed assumptions ranging from 7.74% to 11.29%.

Servicing rights activity was as follows:

(In thousands)	2018	2017
Balance at beginning of year	\$16,361	\$11,524
Additions	10,660	7,604
Amortization	(3,124)	(2,446)
Change in fair value	29	(221)
Allowance adjustment	(550)	(100)
Balance at end of year (1)	\$23,376	\$16,361

(1) The balances of servicing rights accounted for at fair value as of December 31, 2018 and December 31, 2017 were \$11.5 million and \$3.8 million, respectively.

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NOTE 10. DEPOSITS

A summary of year-end time deposits is as follows:

(In thousands)	2018	2017
Maturity date:		
Within 1 year	\$2,142,943	\$1,790,056
Over 1 year to 2 years	717,706	546,381
Over 2 years to 3 years	217,840	268,897
Over 3 years to 4 years	109,891	161,314
Over 4 years to 5 years	96,479	121,400
Over 5 years	2,858	2,157
Total	\$3,287,717	\$2,890,205
Account balances:		
Less than \$100,000	\$719,689	\$733,785
\$100,000 through \$250,000	2,060,500	1,717,050
\$250,000 or more	507,528	439,370
Total	\$3,287,717	\$2,890,205

Included in total deposits on the Consolidated Balance Sheets are brokered deposits of \$1.4 billion and \$1.1 billion at December 31, 2018 and December 31, 2017, respectively. Also included in total deposits are reciprocal deposits of \$84.4 million and \$97.4 million at December 31, 2018 and December 31, 2017, respectively, as well as related party deposits of \$123.9 million and \$36.0 million at December 31, 2018 and December 31, 2017, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11. BORROWED FUNDS

Borrowed funds at December 31, 2018 and 2017 are summarized, as follows:

(in thousands, except rates)	2018		2017	
	Principal	Weighted Average Rate	Principal	Weighted Average Rate
Short-term borrowings:				
Advances from the FHLBB	\$ 1,118,832	2.58 %	\$ 667,300	1.48 %
Total short-term borrowings:	1,118,832	2.58	667,300	1.48
Long-term borrowings:				
Advances from the FHLBB	309,466	2.17	380,436	1.54
Subordinated notes	74,054	7.00	73,875	7.00
Junior subordinated notes	15,464	4.50	15,464	3.30
Total long-term borrowings:	398,984	3.16	469,775	2.46
Total	\$ 1,517,816	2.73 %	\$ 1,137,075	1.88 %

Short-term debt includes Federal Home Loan Bank of Boston (“FHLBB”) advances with an original maturity of less than one year. At year-end 2018, the Company maintained a short-term line-of-credit through a correspondent bank with no balance outstanding. The Bank also maintains a \$3.0 million secured line of credit with the FHLBB that bears a daily adjustable rate calculated by the FHLBB. There was no outstanding balance on the FHLBB line of credit for the periods ended December 31, 2018 and December 31, 2017. The Company is in compliance with all debt covenants as of December 31, 2018.

The Bank is approved to borrow on a short-term basis from the Federal Reserve Bank of Boston as a non-member bank. The Bank has pledged certain loans and securities to the Federal Reserve Bank to support this arrangement. No borrowings with the Federal Reserve Bank of Boston took place for the periods ended December 31, 2018 and December 31, 2017.

Long-term FHLBB advances consist of advances with an original maturity of more than one year. The advances outstanding at December 31, 2018 include no callable advances and amortizing advances totaling \$1.7 million. The advances outstanding at December 31, 2017 include no callable advances and amortizing advances totaling \$1.4 million. All FHLBB borrowings, including the line of credit, are secured by a blanket security agreement on certain qualified collateral, principally all residential first mortgage loans and certain securities.

A summary of maturities of FHLBB advances at year-end 2018 is as follows:

(In thousands)	2018	
	Amount	Weighted Average Rate
Fixed rate advances maturing:		
2019	\$ 1,268,880	2.47 %
2020	152,634	2.69
2021	206	2.50
2022	35	2.00
2023 and beyond	6,543	2.52
Total FHLBB advances	\$ 1,428,298	2.49 %

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company did not have variable-rate FHLB advances for the period ended December 31, 2018 and December 31, 2017.

In September 2012, the Company issued fifteen year subordinated notes in the amount of \$75.0 million at a discount of 1.15%. The interest rate is fixed at 6.875% for the first ten years. After ten years, the notes become callable and convert to an interest rate of three month LIBOR plus 5.113%. The subordinated note includes reduction to the note principal balance of \$461 thousand and \$583 thousand for unamortized debt issuance costs as of December 31, 2018 and December 31 2017, respectively.

The Company holds 100% of the common stock of Berkshire Hills Capital Trust I (“Trust I”) which is included in other assets with a cost of \$0.5 million. The sole asset of Trust I is \$15.5 million of the Company’s junior subordinated debentures due in 2035. These debentures bear interest at a variable rate equal to LIBOR plus 1.85% and had a rate of 4.50% and 3.30% at December 31, 2018 and December 31, 2017, respectively. The Company has the right to defer payments of interest for up to five years on the debentures at any time, or from time to time, with certain limitations, including a restriction on the payment of dividends to shareholders while such interest payments on the debentures have been deferred. The Company has not exercised this right to defer payments. The Company has the right to redeem the debentures at par value on each quarterly payment date. Trust I is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, Trust I is not consolidated into the Company’s financial statements.

NOTE 12. OTHER LIABILITIES

Year-end other liabilities are summarized as follows:

(In thousands)	2018	2017
Derivative liabilities	\$33,973	\$15,838
Capital and financing lease obligations	10,986	11,323
Asset purchase settlement payable	5,727	70,637
Employee benefits liability	27,229	27,093
Level lease liability	5,674	5,766
Accrued interest payable	11,808	6,813
Customer transaction clearing accounts	17,574	9,118
Other	46,145	41,294
Total other liabilities	\$159,116	\$187,882

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13. EMPLOYEE BENEFIT PLANS

Pension Plan

The Company maintains a legacy, employer-sponsored defined benefit pension plan (the “Plan”) for which participation and benefit accruals were frozen on January 1, 2003. The Plan was assumed in connection with the Rome Bancorp acquisition in 2011. Accordingly, no employees are permitted to commence participation in the Plan and future salary increases and years of credited service are not considered when computing an employee’s benefits under the Plan. As of December 31, 2018, all minimum Employee Retirement Income Security Act (“ERISA”) funding requirements have been met.

Information regarding the pension plan is as follows:

(In thousands)	December 31,	
	2018	2017
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	\$6,353	\$6,126
Service Cost	74	66
Interest cost	217	237
Actuarial gain	(503)	309
Benefits paid	(323)	(324)
Settlements	(149)	(61)
Projected benefit obligation at end of year	5,669	6,353
Accumulated benefit obligation	5,669	6,353
Change in fair value of plan assets:		
Fair value of plan assets at plan beginning of year	5,446	5,121
Actual return on plan assets	(359)	710
Contributions by employer	907	—
Benefits paid	(323)	(324)
Settlements	(149)	(61)
Fair value of plan assets at end of year	5,522	5,446
Underfunded status	\$147	\$907
Amounts Recognized on Consolidated Balance Sheets		
Other Liabilities	\$147	\$907

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Net periodic pension cost is comprised of the following:

	December 31,	
(In thousands)	2018	2017
Service Cost	\$74	\$66
Interest Cost	217	237
Expected return on plan assets	(369)	(346)
Amortization of unrecognized actuarial loss	84	100
Net periodic pension costs	\$6	\$57

Changes in plan assets and benefit obligations recognized in accumulated other comprehensive income are as follows:

	December 31,	
(In thousands)	2018	2017
Amortization of actuarial (loss)	\$(84)	\$(100)
Actuarial loss (gain)	225	(54)
Total recognized in accumulated other comprehensive income	141	(154)
Total recognized in net periodic pension cost recognized and other comprehensive income	\$147	\$(97)

The amounts in accumulated other comprehensive income that have not yet been recognized as components of net periodic benefit cost are a net loss of \$1.5 million and \$1.3 million in 2018 and 2017, respectively.

The Company made cash contributions of \$907 thousand to the pension trust during 2018, which was equal to the underfunded status of the trust as of December 31, 2017. The Company does not expect to make any cash contributions in 2019. The amount expected to be amortized from other comprehensive income into net periodic pension cost over the next fiscal year is \$117 thousand.

The principal actuarial assumptions used are as follows:

	December 31,	
	2018	2017
Projected benefit obligation		
Discount rate	4.160%	3.510%
Net periodic pension cost		
Discount rate	3.510%	3.980%
Long term rate of return on plan assets	7.000%	7.000%

The discount rate that is used in the measurement of the pension obligation is determined by comparing the expected future retirement payment cash flows of the pension plan to the Above Median FTSE Pension Discount Curve as of the measurement date. The expected long-term rate of return on Plan assets reflects long-term earnings expectations on existing Plan assets and those contributions expected to be received during the current plan year. In estimating that rate, appropriate consideration was given to historical returns earned by Plan assets in the fund and the rates of return expected to be available for reinvestment. The rates of return were adjusted to reflect current capital market assumptions and changes in investment allocations.

The Company's overall investment strategy with respect to the Plan's assets is primarily for preservation of capital and to provide regular dividend and interest payments. The Plan's targeted asset allocation is 65% equity securities via investment in the Long-Term Growth - Equity Portfolio ('LTGE'), 34% intermediate-term investment grade bonds via investment in the Long-Term Growth - Fixed-Income Portfolio ('LTGFI'), and 1% in cash equivalents portfolio (for liquidity). Equity securities include investments in a diverse mix of equity funds to gain exposure in the US and

international markets. The fixed income portion of the Plan assets is a diversified portfolio that primarily

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

invests in intermediate-term bond funds. The overall rate of return is based on the historical performance of the assets applied against the Plan's target allocation, and is adjusted for the long-term inflation rate.

The fair values for investment securities are determined by quoted prices in active markets, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

The fair values of the Plan's assets by category and level within the fair value hierarchy are as follows at December 31, 2018 and December 31, 2017:

Asset Category (In thousands)	December 31, 2018		
	Total	Level 1	Level 2
Equity Mutual Funds:			
Large-Cap	\$ 1,659	\$ —	\$ 1,659
Mid-Cap	407	—	407
Small-Cap	418	—	418
International	751	—	751
Fixed Income Funds			
Fixed Income - US Core	1,628	—	1,628
Intermediate Duration	545	—	545
Cash Equivalents - money market	114	52	62
Total	\$5,522	\$ 52	\$ 5,470
	December 31, 2017		
Asset Category (In thousands)	Total	Level 1	Level 2
Equity Mutual Funds:			
Large-Cap	\$ 1,820	\$ —	\$ 1,820
Mid-Cap	439	—	439
Small-Cap	438	—	438
International	893	—	893
Fixed Income Funds			
Fixed Income - US Core	1,308	—	1,308
Intermediate Duration	437	—	437
Cash Equivalents - money market	111	29	82
Total	\$5,446	\$ 29	\$ 5,417

The Plan did not hold any assets classified as Level 3, and there were no transfers between levels during 2018 or 2017.

Estimated benefit payments under the pension plans over the next 10 years at December 31, 2018 are as follows:

Year	Payments (In thousands)
2019	380
2020	372
2021	362
2022	387
2023	375
2024 - 2028	1,729

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Postretirement Benefits

The Company has an unfunded postretirement medical plan which was assumed in connection with the Rome Bancorp acquisition in 2011. The postretirement plan has been modified so that participation is closed to those employees who did not meet the retirement eligibility requirements by March 31, 2011. The Company contributes partially to medical benefits and life insurance coverage for retirees. Such retirees and their surviving spouses are responsible for the remainder of the medical benefits, including increases in premiums levels, between the total premium and the Company's contribution.

The Company also has an executive long-term care ("LTC") postretirement benefit plan which started August 1, 2014. The LTC plan reimburses executives for certain costs in the event of a future chronic illness. Funding of the plan comes from Company paid insurance policies or direct payments. At plan's inception, a \$558 thousand benefit obligation was recorded against equity representing the prior service cost of plan participants.

Information regarding the postretirement plans is as follows:

(In thousands)	December 31,	
	2018	2017
Change in accumulated postretirement benefit obligation:		
Accumulated post-retirement benefit obligation at beginning of year	\$3,693	\$3,249
Service Cost	40	35
Interest cost	130	131
Participant contributions	46	46
Actuarial loss (gain)	(391)	326
Benefits paid	(96)	(94)
Accumulated post-retirement benefit obligation at end of year	\$3,422	\$3,693
Change in plan assets:		
Fair value of plan assets at beginning of year	\$—	\$—
Contributions by employer	50	48
Contributions by participant	46	46
Benefits paid	(96)	(94)
Fair value of plan assets at end of year	\$—	\$—
Amounts Recognized on Consolidated Balance Sheets		
Other Liabilities	\$3,422	\$3,693

Net periodic post-retirement cost is comprised of the following:

(In thousands)	December 31,	
	2018	2017
Service cost	\$40	\$35
Interest costs	130	131
Amortization of net prior service credit	83	83
Amortization of net actuarial loss	—	—
Net periodic post-retirement costs	\$253	\$249

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Changes in benefit obligations recognized in accumulated other comprehensive income are as follows:

(In thousands)	December 31,	
	2018	2017
Amortization of actuarial loss	\$—	\$—
Amortization of prior service credit	(83)	(83)
Net actuarial (gain) loss	(191)	199
Total recognized in accumulated other comprehensive income	(274)	116
Accrued post-retirement liability recognized	\$3,422	\$1,918

The amounts in accumulated other comprehensive income that have not yet been recognized as components of net periodic benefit cost are as follows:

(In thousands)	December 31,	
	2018	2017
Net prior service cost (credit)	\$1,492	\$1,576
Net actuarial (gain) loss	(191)	199
Total recognized in accumulated other comprehensive income	\$1,301	\$1,775

The amount expected to be amortized from other comprehensive income into net periodic postretirement cost over the next fiscal year is \$83 thousand.

The discount rates used in the measurement of the postretirement plan obligations are determined by comparing the expected future retirement payment cash flows of the plans to the Above Median FTSE Pension Discount Curve as of the measurement date.

The assumed discount rates on a weighted-average basis were 4.11% and 3.44% as of December 31, 2018 and December 31, 2017, respectively. The assumed health care cost trend rate used in measuring the accumulated post-retirement benefit medical obligation is expected to be 7.25% for 2019, and is gradually expected to decrease to 3.84% by 2075. This assumption may have a significant effect on the amounts reported. However, as noted above, increases in premium levels are the financial responsibility of the plan beneficiary. Thus an increase or decrease in 1% of the health care cost trend rates utilized would have had an immaterial effect on the service and interest cost as well as the accumulated post-retirement benefit obligation for the postretirement plan as of December 31, 2018.

For participants in the LTC plan covered by insurance policies, no increase in annual premiums is assumed based on the history of the corresponding insurance provider.

Estimated benefit payments under the post-retirement benefit plan over the next ten years at December 31, 2018 are as follows:

Year	Payments (In thousands)
2019	106
2020	105
2021	110
2022	110
2023	109
2024 - 2028	573

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401(k) Plan

The Company provides a 401(k) Plan in which most eligible employees participate. Expense related to the plan was \$3.9 million in 2018, \$3.4 million in 2017, and \$3.9 million in 2016.

Employee Stock Ownership Plan (“ESOP”)

As part of acquisitions in 2015, 2012, and 2011, the Company acquired ESOP plans that were frozen and terminated prior to the completion of those transactions. On the acquisition dates, all amounts in the plans were vested and the loans under the plans were repaid from the sale proceeds of unallocated shares.

Other Plans

The Company maintains supplemental executive retirement plans (“SERPs”) for select current and former executives. Benefits generally commence no earlier than age sixty-two and are payable either as an annuity or as a lump sum at the executive’s option. Some of these SERPs were assumed in connection with prior acquisitions. At year-end 2018 and 2017, the accrued liability for these SERPs was \$3.4 million and \$8.3 million, respectively. SERP expense was \$638 thousand in 2018, \$968 thousand in 2017, and \$917 thousand in 2016, and is recognized over the required service period.

During 2018, the Company released \$5.4 million of accrued SERP liability, following a transition in the Company's Chief Executive Officer position. The separation agreement did not entitle the former executive to any future benefits, including the associated SERP, other than those described in the agreement.

The Company has endorsement split-dollar arrangements pertaining to certain current and former executives and directors. Under these arrangements, the Company purchased policies insuring the lives of the executives and directors, and separately entered into agreements to split the policy benefits with the individuals. There are no post-retirement benefits associated with these policies. The Company also assumed split-dollar life insurance agreements from multiple prior acquisitions. The accrued liability for these split-dollar arrangements was \$4.6 million as of year-end 2018 and \$4.5 million as of year-end 2017.

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NOTE 14. INCOME TAXES

Provision for Income Taxes

The components of the Company's provision for income taxes for the years ended December 31, 2018, 2017, and 2016 were, as follows:

(In thousands)	2018	2017	2016
Current:			
Federal tax expense	\$11,726	\$11,686	\$6,758
State tax expense	3,708	1,112	1,101
Total current expense	15,434	12,798	7,859
Deferred:			
Federal tax expense	8,443	29,824	9,438
State tax expense	3,771	1,805	1,591
Total deferred tax expense (1)	12,214	31,629	11,029
Change in valuation allowance	—	75	(104)
Total income tax expense	\$27,648	\$44,502	\$18,784

2017 deferred tax expense of \$31.6 million includes an \$18.1 million charge to re-measure the net deferred tax (1) asset at December 31, 2017 pursuant to the reduction in the corporate income tax rate from 35% to 21%, effective January 1, 2018, per the Tax Cuts and Jobs Act enacted on December 22, 2017.

Effective Tax Rate

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate for the years ended December 31, 2018, 2017, and 2016:

(In thousands, except rates)	2018		2017		2016	
	Amount	Rate	Amount	Rate	Amount	Rate
Statutory tax rate	\$28,017	21.0 %	\$34,912	35.0 %	\$27,108	35.0 %
Increase (decrease) resulting from:						
State taxes, net of federal tax benefit	6,761	5.1	2,232	2.2	1,675	2.2
Tax exempt income - investments, net	(3,620)	(2.7)	(5,395)	(5.4)	(3,849)	(5.0)
Bank-owned life insurance	(1,337)	(1.0)	(1,556)	(1.6)	(1,364)	(1.8)
Non-deductible merger costs	181	0.1	368	0.4	542	0.7
Tax credits, net of basis reduction	(3,574)	(2.7)	(4,656)	(4.7)	(6,225)	(8.0)
Change in valuation allowance	—	—	75	0.1	125	0.2
Impact of federal tax reform enactment (1)	—	—	18,145	18.2	—	—
Other, net	1,220	0.9	377	0.4	772	1.0
Effective tax rate	\$27,648	20.7 %	\$44,502	44.6 %	\$18,784	24.3 %

(1) Refer to SAB 118 disclosure below.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 (SAB 118) to address the application of US GAAP in situations when a registrant does not have the necessary information available to complete the accounting for certain income tax effects of the Tax Cuts and Jobs Act (the "2017 Act"). SAB 118 allowed for adjustments to the tax provision for up to one year from the enactment date (the measurement period). Any provisional amounts or adjustments to provisional amounts included in the Company's financial statements during the measurement period were included in income from continuing operations as an adjustment to tax expense or benefit in the reporting period the amounts are determined.

As of December 31, 2017, the Company recorded provisional amounts of deferred income taxes using reasonable estimates in five areas where the information necessary to determine the final deferred tax asset or liability was either

not available, not prepared, or not sufficiently analyzed as of the report filing date: 1) The deferred tax liability for temporary differences between the tax and financial reporting bases of fixed assets was awaiting

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completion and implementation of software updates to process the calculations associated with the Act's provisions allowing for direct expensing of qualified assets. 2) The net deferred tax asset for temporary differences associated with Commerce acquired tax attributes was awaiting final determinations of those amounts, some of which remained provisional. 3) The net deferred tax liability for loan servicing rights was awaiting formal approval from the Internal Revenue Service of a requested tax accounting method change with respect to these rights. 4) The net deferred tax asset for temporary differences associated with equity investments in partnerships was awaiting the receipt of Schedules K-1 from outside preparers, which was necessary to determine the 2017 tax impact from these investments.

In a fifth area, the Company made no adjustments to deferred tax assets representing future deductions for accrued compensation that may be subject to new limitations under Internal Revenue Code Section 162(m) which, generally, limits the annual deduction for certain compensation paid to certain employees to \$1 million. All of these matters were finalized in 2018 with no material impact to the Company's federal income tax expense.

Deferred Tax Liabilities and Assets

As of December 31, 2018 and 2017, significant components of the Company's deferred tax assets and liabilities were, as follows:

(In thousands)	2018	2017
Deferred tax assets:		
Allowance for loan losses	\$16,754	\$14,578
Tax credit carryforwards	—	4,100
Unrealized capital loss on tax credit investments	6,045	6,502
Net unrealized loss on securities available for sale and pension in OCI	4,554	—
Employee benefit plans	5,161	4,983
Purchase accounting adjustments	27,249	37,843
Net operating loss carryforwards	1,162	1,374
Other	2,457	3,549
Deferred tax assets, net before valuation allowances	63,382	72,929
Valuation allowance	(200)	(200)
Deferred tax assets, net of valuation allowances	\$63,182	\$72,729
Deferred tax liabilities:		
Net unrealized gain on securities available for sale and pension in OCI	\$—	\$(1,888)
Premises and equipment	(1,654)	(1,126)
Loan servicing rights	(3,944)	(2,174)
Deferred loan fees	(3,310)	(3,900)
Intangible amortization	(13,940)	(15,001)
Unamortized tax credit reserve	(1,170)	(1,579)
Deferred tax liabilities	\$(24,018)	\$(25,668)
Deferred tax assets, net	\$39,164	\$47,061

The Company's net deferred tax asset decreased by \$7.9 million during 2018, including \$10.6 million related to the accretion of purchase accounting adjustments from acquisitions, \$3.9 million related to the utilization of the alternative minimum tax credit carryforward offset by \$4.3 million deferred tax benefit recognized as an increase in shareholder's equity.

Deferred tax assets, net of valuation allowances, are expected to be realized through the reversal of existing taxable temporary differences and future taxable income.

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Valuation Allowances

The components of the Company's valuation allowance on its deferred tax asset, net as of December 31, 2018 and 2017 were, as follows:

(in thousands)	2018	2017
State tax basis difference, net of Federal tax benefit	\$(200)	\$(200)
Valuation allowances	\$(200)	\$(200)

The state tax basis difference, net of Federal tax benefit was originally recorded in 2012, due to management's assessment that it is more likely than not that certain deferred tax assets recorded for the difference between the book basis and the state tax basis in certain tax credit limited partnership investments (LPs) will not be realized. Management anticipates that the remaining excess state tax basis will be realized as a capital loss upon disposition, and that it is unlikely that the Company will have capital gains against which to offset such capital losses.

There was no change in the valuation allowance during 2018. The valuation allowance as of December 31, 2018 is subject to change in the future as the Company continues to periodically assess the likelihood of realizing its deferred tax assets.

Tax Attributes

At December 31, 2018, the Company has \$5.5 million of federal net operating loss carryforwards and \$13.9 million of Connecticut net operating loss carryforwards available that were obtained through acquisition, the utilization of which are limited under Internal Revenue Code Section 382. No deferred tax asset has been recorded for the Connecticut net operating loss carryforward since the state of Connecticut does not currently allow a deduction for net operating losses. These net operating losses begin to expire in 2024. The related deferred tax asset is \$1.2 million.

Unrecognized Tax Benefits

On a periodic basis, the Company evaluates its income tax positions based on tax laws and regulations and financial reporting considerations, and records adjustments as appropriate. This evaluation takes into consideration the status of taxing authorities' current examinations of the Company's tax returns, recent positions taken by the taxing authorities on similar transactions, if any, and the overall tax environment in relation to uncertain tax positions.

The following table presents changes in unrecognized tax benefits for the years ended December 31, 2018, 2017, and 2016:

(In thousands)	2018	2017	2016
Unrecognized tax benefits at January 1	\$304	\$460	\$307
Increase in gross amounts of tax positions related to prior years	533	—	270
Decrease in gross amounts of tax positions related to prior years	(370)	(156)	—
Decrease due to settlement with taxing authority	—	—	—
Increase in gross amounts of tax positions related to current year	—	—	—
Decrease due to lapse in statute of limitations	—	—	(117)
Unrecognized tax benefits at December 31	\$467	\$304	\$460

It is reasonably possible that over the next twelve months the amount of unrecognized tax benefits may change from the reevaluation of uncertain tax positions arising in examinations, in appeals, or in the courts, or from the closure of tax statutes. The Company does not expect any significant changes in unrecognized tax benefits during the next twelve months.

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All of the Company's unrecognized tax benefits, if recognized, would be recorded as a component of income tax expense, therefore, affecting the effective tax rate. The Company recognizes interest and penalties, if any, related to the liability for uncertain tax positions as a component of income tax expense. The accrual for interest and penalties was not material for all years presented.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction as well as in various states. In the normal course of business, the Company is subject to U.S. federal, state, and local income tax examinations by tax authorities. The Company is no longer subject to examination for tax years prior to 2015 including any related income tax filings from its recent acquisitions. The Company has been selected for audit in the state of New York for tax years 2015-2017.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

At year-end 2018, the Company held derivatives with a total notional amount of \$3.3 billion. The Company had economic hedges and non-hedging derivatives totaling \$3.1 billion and \$165 million, respectively, which are not designated as hedges for accounting purposes and are therefore recorded at fair value with changes in fair value recorded directly through earnings. Economic hedges included interest rate swaps totaling \$2.7 billion, risk participation agreements with dealer banks of \$244 million, and \$191 million in forward commitment contracts.

As part of the Company's risk management strategy, the Company enters into interest rate swap agreements to mitigate the interest rate risk inherent in certain of the Company's assets and liabilities. Interest rate swap agreements involve the risk of dealing with both Bank customers and institutional derivative counterparties and their ability to meet contractual terms. The agreements are entered into with counterparties that meet established credit standards and contain master netting and collateral provisions protecting the at-risk party. The derivatives program is overseen by the Risk Management Committee of the Company's Board of Directors. Based on adherence to the Company's credit standards and the presence of the netting and collateral provisions, the Company believes that the credit risk inherent in these contracts was not significant at December 31, 2018.

The Company pledged collateral to derivative counterparties in the form of cash totaling \$25.4 million and securities with an amortized cost of \$13.1 million and a fair value of \$12.8 million at year-end 2018. At December 31, 2017, the Company pledged cash collateral of \$2.1 million and securities with an amortized cost of \$24.4 million and a fair value of \$24.4 million. The Company does not typically require its commercial customers to post cash or securities as collateral on its program of back-to-back economic hedges. However certain language is written into the International Swaps Dealers Association, Inc. ("ISDA") and loan documents where, in default situations, the Bank is allowed to access collateral supporting the loan relationship to recover any losses suffered on the derivative asset or liability. The Company may need to post additional collateral in the future in proportion to potential increases in unrealized loss positions.

Information about interest rate swap agreements and non-hedging derivative assets and liabilities at December 31, 2018 follows:

December 31, 2018	Notional Amount (In thousands)	Weighted Average Maturity (In years)	Weighted Received	Average Rate Contract pay rate	Estimated Fair Value Asset (Liability) (In thousands)
Economic hedges:					
Interest rate swap on tax advantaged economic development bond	10,090	10.9	2.72 %	5.09 %	(1,240)
Interest rate swaps on loans with commercial loan customers	1,346,894	6.7	4.04 %	4.53 %	(11,953)
Reverse interest rate swaps on loans with commercial loan customers	1,346,894	6.7	4.53 %	4.04 %	11,443
Risk participation agreements with dealer banks	243,806	5.7			237
Forward sale commitments	190,807	0.2			(734)
Total economic hedges	3,138,491				(2,247)
Non-hedging derivatives:					
Commitments to lend	165,079	0.2			3,927
Total non-hedging derivatives	165,079				3,927
Total	\$ 3,303,570				\$ 1,680

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Information about interest rate swap agreements and non-hedging derivative asset and liabilities at December 31, 2017 follows:

December 31, 2017	Notional Amount (In thousands)	Weighted Average Maturity (In years)	Weighted Received	Average Rate Contract pay rate	Estimated Fair Value Asset (Liability) (In thousands)
Economic hedges:					
Interest rate swap on tax advantaged economic development bond	10,755	11.9	1.73 %	5.09 %	(1,649)
Interest rate swaps on loans with commercial loan customers	943,795	5.9	3.26 %	4.25 %	(3,195)
Reverse interest rate swaps on loans with commercial loan customers	943,795	5.9	4.25 %	3.26 %	3,204
Risk participation agreements with dealer banks	142,054	8.4			(26)
Forward sale commitments	276,572	0.2			(123)
Total economic hedges	2,316,971				(1,789)
Non-hedging derivatives:					
Commitments to lend	193,966	0.2			5,259
Total non-hedging derivatives	193,966				5,259
Total	\$ 2,510,937				\$ 3,470

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Cash Flow Hedges

In the first quarter of 2017, the Company maintained six interest rate swap contracts with an aggregate notional value of \$300 million with original durations of three years. This hedge strategy converted one month rolling FHLB borrowings based on the FHLB's one month fixed interest rate to fixed interest rates, thereby protecting the Company from floating interest rate variability.

On February 7, 2017, the Company terminated all of its interest rate swaps associated with FHLB borrowings with 1-month LIBOR based floating interest rates of an aggregate notional amount of \$300 million. As of March 31, 2017, the Company no longer held the FHLB borrowings associated with the interest rate swaps. As a result, the Company reclassified \$6.6 million of losses from the effective portion of the unrealized changes in the fair value of the terminated derivatives from other comprehensive income to non-interest income as the forecasted transactions to the related FHLB advances will not occur.

Prior to the termination, the effective portion of unrealized changes in the fair value of derivatives accounted for as cash flow hedges was reported in other comprehensive income. Each quarter, the Company assessed the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged item or transaction. For the years ended December 31, 2018 and 2017, there was no hedge ineffectiveness on interest rate swaps designated as cash flow hedges.

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

(In thousands)	Years Ended December 31,	
	2018	2017
Interest rate swaps on FHLB borrowings:		
Unrealized (loss) recognized in accumulated other comprehensive loss	\$ — (449)	\$ (2,023)
Less: Reclassification of unrealized (loss) from accumulated other comprehensive loss to interest expense	— (393)	(3,981)
Less: reclassification of unrealized (loss) from accumulated other comprehensive income to other non-interest expense	— (6,629)	—
Net tax effect on items recognized in accumulated other comprehensive income	— (2,589)	(835)
Other comprehensive income recorded in accumulated other comprehensive income, net of reclassification adjustments and tax effects	\$ — 3,984	\$ 1,123

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Economic hedges

As of December 31, 2018 the Company has an interest rate swap with a \$10.1 million notional amount to swap out the fixed rate of interest on an economic development bond bearing a fixed rate of 5.09%, currently within the Company's trading portfolio under the fair value option, in exchange for a LIBOR-based floating rate. The intent of the economic hedge is to improve the Company's asset sensitivity to changing interest rates in anticipation of favorable average floating rates of interest over the 21-year life of the bond. The fair value changes of the economic development bond are mostly offset by fair value changes of the related interest rate swap.

The Company also offers certain derivative products directly to qualified commercial borrowers. The Company economically hedges derivative transactions executed with commercial borrowers by entering into mirror-image, offsetting derivatives with third-party financial institutions. The transaction allows the Company's customer to convert a variable-rate loan to a fixed rate loan. Because the Company acts as an intermediary for its customer, changes in the fair value of the underlying derivative contracts mostly offset each other in earnings. Credit valuation adjustments arising from the difference in credit worthiness of the commercial loan and financial institution counterparties totaled \$(519) thousand at year-end 2018. The interest income and expense on these mirror image swaps exactly offset each other.

The Company has risk participation agreements with dealer banks. Risk participation agreements occur when the Company participates on a loan and a swap where another bank is the lead. The Company earns a fee to take on the risk associated with having to make the lead bank whole on Berkshire's portion of the pro-rated swap should the borrower default.

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

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

- Best efforts loan sales,
- Mandatory delivery loan sales, and
- To be announced (TBA) mortgage-backed securities sales.

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

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

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

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Non-hedging derivatives

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

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

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Economic hedges			
Interest rate swap on industrial revenue bond:			
Unrealized gain (loss) recognized in other non-interest income	\$409	\$371	\$(75)
Interest rate swaps on loans with commercial loan customers:			
Unrealized (loss)/gain recognized in other non-interest income	(8,758)	3,557	1,312
Reverse interest rate swaps on loans with commercial loan customers:			
Unrealized gain/(loss) recognized in other non-interest income	8,758	(3,557)	(1,312)
(Unfavorable) Favorable change in credit valuation adjustment recognized in other non-interest income	(519)	(316)	338
Risk Participation Agreements:			
Unrealized gain/(loss) recognized in other non-interest income	263	(31)	(61)
Forward Commitments:			
Unrealized (loss) recognized in non-interest income	(611)	(123)	(1,176)
Realized gain/(loss) in non-interest income	(1,532)	(1,764)	(3,705)
Non-hedging derivatives			
Commitments to lend:			
Unrealized gain recognized in non-interest income	\$3,358	\$5,259	\$8,373
Realized gain in non-interest income	33,982	50,879	3,650

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Assets and Liabilities Subject to Enforceable Master Netting Arrangements

Interest Rate Swap Agreements (“Swap Agreements”)

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

The Company had net asset positions with its financial institution counterparties totaling \$5.9 million and \$1.1 million as of December 31, 2018 and December 31, 2017, respectively. The Company had net asset positions with its commercial banking counterparties totaling \$21.2 million and \$8.6 million as of December 31, 2018 and December 31, 2017, respectively.

The Company had net liability positions with its financial institution counterparties totaling \$18.8 million and \$5.9 million as of December 31, 2018 and December 31, 2017, respectively. At December 31, 2018, the Company had net liability positions with its commercial banking counterparties totaling \$9.7 million and \$5.4 million as of December 31, 2018 and December 31, 2017, respectively. The collateral posted by the Company that covered liability positions was \$25.4 million and \$5.9 million as of December 31, 2018 and December 31, 2017, respectively.

The following table presents the assets and liabilities subject to an enforceable master netting arrangement as of December 31, 2018 and December 31, 2017 :

Offsetting of Financial Assets and Derivative Assets

(in thousands)	Gross Amounts of Recognized Assets	Gross Amounts of Offset in the Statements of Condition	Net Amounts of Assets Presented in the Statements of Condition	Gross Amounts Not Offset in the Statements of Condition			Net Amount
				Financial Instruments	Cash Collateral Received		
As of December 31, 2018							
Interest Rate Swap Agreements:							
Institutional counterparties	\$ 9,485	\$ (3,592)	\$ 5,893	\$ —	\$ —		—\$ 5,893
Commercial counterparties	21,345	(157)	21,188	—	—		21,188
Total	\$ 30,830	\$ (3,749)	\$ 27,081	\$ —	\$ —		—\$ 27,081

Offsetting of Financial Liabilities and Derivative Liabilities

(in thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts of Offset in the Statements of Condition	Net Amounts of Liabilities Presented in the Statement of	Gross Amounts Not Offset in the Statements of Condition			Net Amount
				Financial Instruments	Cash Collateral Received		

Condition

As of December 31,
2018

Interest Rate Swap Agreements:

Institutional counterparties	\$ (19,949) \$ 1,101	\$ (18,848) \$ —	\$ 25,412	\$ 6,564
Commercial counterparties	(9,932) 187	(9,745) —	—	(9,745)
Total	\$ (29,881) \$ 1,288	\$ (28,593) \$ —	\$ 25,412	\$ (3,181)

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Offsetting of Financial Assets and Derivative Assets

(in thousands)	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statements of Condition	Net Amounts of Assets Presented in the Statements of Condition	Gross Amounts of Condition of Financial Instruments	Gross Amounts Not Offset in the Statements	Cash Collateral Received	Net Amount
As of December 31, 2017							
Interest Rate Swap Agreements:							
Institutional counterparties	\$ 2,692	\$ (1,622)	\$ 1,070	\$ —	\$ —	\$ —	—\$ 1,070
Commercial counterparties	8,577	—	8,577	—	—	—	8,577
Total	\$ 11,269	\$ (1,622)	\$ 9,647	\$ —	\$ —	\$ —	—\$ 9,647

Offsetting of Financial Liabilities and Derivative Liabilities

(in thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statements of Condition	Net Amounts of Liabilities Presented in the Statement of Condition	Gross Amounts of Condition of Financial Instruments	Gross Amounts Not Offset in the Statements	Cash Collateral Received	Net Amount
As of December 31, 2017							
Interest Rate Swap Agreements:							
Institutional counterparties	\$ (8,777)	\$ 2,835	\$ (5,942)	\$ 3,982	\$ 1,960	\$ —	\$ —
Commercial counterparties	(5,375)	2	(5,373)	—	—	—	(5,373)
Total	\$ (14,152)	\$ 2,837	\$ (11,315)	\$ 3,982	\$ 1,960	\$ —	\$ (5,373)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 16. OTHER COMMITMENTS, CONTINGENCIES, AND OFF-BALANCE SHEET ACTIVITIES

Credit Related Financial Instruments. The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such commitments involve, to varying degrees, elements of credit, and interest rate risk in excess of the amount recognized in the accompanying Consolidated Balance Sheets.

The Company's exposure to credit loss in the event of non-performance by the other party to the financial instrument is represented by the contractual amount of these commitments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments. A summary of financial instruments outstanding whose contract amounts represent credit risk is as follows at year-end:

(In thousands)	2018	2017
Commitments to originate new loans	\$202,789	\$244,252
Unused funds on commercial and other lines of credit	831,853	678,567
Unadvanced funds on home equity lines of credit	332,359	297,367
Unadvanced funds on construction and real estate loans	424,347	360,472
Standby letters of credit	17,295	13,613
Lease obligation	10,986	11,323
Total	\$1,819,629	\$1,605,594

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These letters of credit are primarily issued to support borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company considers standby letters of credit to be guarantees and the amount of the recorded liability related to such guarantees was not material at year-end 2018 and 2017.

Operating Lease Commitments. Future minimum rental payments required under operating leases at year-end 2018 are as follows: 2019 — \$13.6 million; 2020 — \$12.6 million; 2021 — \$11.4 million; 2022 — \$10.3 million; 2023 — \$8.4 million and all years thereafter — \$42.8 million. The leases contain options to extend for periods up to twenty years. The cost of such rental options is not included above. Total rent expense for the years 2018, 2017, and 2016 amounted to \$13.7 million, \$12.0 million, and \$8.3 million, respectively.

Lease Obligations. Future obligations required under the capital and financing lease at year-end 2018 are \$732 thousand in 2019; \$730 thousand in 2020; \$698 thousand in 2021; \$669 thousand in 2022; \$647 thousand in 2023 and \$5.8 million all years thereafter. Amortization under the capital and financing lease is included with premises and equipment depreciation and amortization expense.

Employment and Change in Control Agreements. The Company and the Bank have change in control agreements with several officers which provide a severance payment in the event employment is terminated in conjunction with a defined change in control.

Legal Claims. Various legal claims arise from time to time in the normal course of business. As of December 31, 2018, neither the Company nor the Bank was involved in any pending legal proceedings believed by management to be material, that are not accrued for, to the Company's financial condition or results of operations. As of December 31, 2018, the Company had litigation accrual of \$3.0 million. There was no accrual as of December 31, 2017.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17. SHAREHOLDERS' EQUITY AND EARNINGS PER COMMON SHARE

Minimum Regulatory Capital Requirements

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

Quantitative measures established by regulation to ensure capital adequacy require the Company and Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital to average assets (as defined). As of year-end 2018 and 2017, the Bank and the Company met the capital adequacy requirements. Regulators may set higher expected capital requirements in some cases based on their examinations.

Effective January 1, 2015, the Company and the Bank became subject to the Basel III rule that requires the Company and the Bank to assess their Common equity tier 1 capital to risk weighted assets and the Company and the Bank each exceed the minimum to be well capitalized. In addition, the final capital rules added a requirement to maintain a minimum conservation buffer, composed of Common equity tier 1 capital, of 2.5% of risk-weighted assets, to be phased in over three years and applied to the Common equity tier 1 risk-based capital ratio, the Tier 1 risk-based capital ratio and the Total risk-based capital ratio. Accordingly, banking organizations, on a fully phased in basis no later than January 1, 2019, must maintain a minimum Common equity tier 1 risk-based capital ratio of 7.0%, a minimum Tier 1 risk-based capital ratio of 8.5%, and a minimum Total risk-based capital ratio of 10.5%. The required minimum conservation buffer began to be phased in incrementally, starting at 0.625% on January 1, 2016, increased to 1.25% on January 1, 2017, increased to 1.875% on January 1, 2018 and increased to 2.5% on January 1, 2019. The final capital rules impose restrictions on capital distributions and certain discretionary cash bonus payments if the minimum capital conservation buffer is not met.

At December 31, 2018, the capital levels of both the Company and the Bank exceeded all regulatory capital requirements and their regulatory capital ratios were above the minimum levels. The capital levels of both the Company and the Bank at December 31, 2018 also exceeded the minimum capital requirements including the currently applicable capital conservation buffer of 1.875%.

As of year-end 2018 and 2017, the Bank met the conditions to be classified as "well capitalized" under the relevant regulatory framework. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following tables.

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The Company and Bank's actual and required capital amounts were as follows:

	Actual		Minimum Capital Requirement		Minimum to be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in thousands)						
December 31, 2018						
Company (Consolidated)						
Total capital to risk-weighted assets	\$1,172,120	12.99%	\$721,605	8.00%	N/A	N/A
Common Equity Tier 1 Capital to risk weighted assets	1,029,724	11.42	405,903	4.50	N/A	N/A
Tier 1 capital to risk-weighted assets	1,043,898	11.57	541,203	6.00	N/A	N/A
Tier 1 capital to average assets	1,043,898	9.04	360,802	4.00	N/A	N/A
Bank						
Total capital to risk-weighted assets	\$1,100,783	12.21%	\$721,185	8.00%	\$901,481	10.00%
Common Equity Tier 1 Capital to risk weighted assets	1,043,401	11.57	405,667	4.50	585,963	6.50
Tier 1 capital to risk-weighted assets	1,043,401	11.57	540,889	6.00	721,185	8.00
Tier 1 capital to average assets	1,043,401	9.04	360,593	4.00	450,741	5.00
December 31, 2017						
Company (Consolidated)						
Total capital to risk-weighted assets	\$1,063,843	12.43%	\$684,692	8.00%	N/A	N/A
Common Equity Tier 1 Capital to risk weighted assets	942,389	11.01	385,139	4.50	N/A	N/A
Tier 1 capital to risk-weighted assets	954,103	11.15	513,519	6.00	N/A	N/A
Tier 1 capital to average assets	954,103	9.01	342,346	4.00	N/A	N/A
Bank						
Total capital to risk-weighted assets	\$954,172	11.17%	\$683,103	8.00%	\$853,879	10.00%
Common Equity Tier 1 Capital to risk weighted assets	881,324	10.32	384,245	4.50	555,021	6.50
Tier 1 capital to risk-weighted assets	881,324	10.32	512,327	6.00	683,103	8.00
Tier 1 capital to average assets	881,324	8.32	341,552	4.00	426,939	5.00

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Common stock

The Bank is subject to dividend restrictions imposed by various regulators, including a limitation on the total of all dividends that the Bank may pay to the Company in any calendar year. The total of all dividends shall not exceed the Bank's net income for the current year (as defined by statute), plus the Bank's net income retained for the two previous years, without regulatory approval. Dividends from the Bank are an important source of funds to the Company to make dividend payments on its common and preferred stock, to make payments on its borrowings, and for its other cash needs. The ability of the Company and the Bank to pay dividends is dependent on regulatory policies and regulatory capital requirements. The ability to pay such dividends in the future may be adversely affected by new legislation or regulations, or by changes in regulatory policies relating to capital, safety and soundness, and other regulatory concerns.

The payment of dividends by the Company is subject to Delaware law, which generally limits dividends to an amount equal to an excess of the net assets of a company (the amount by which total assets exceed total liabilities) over statutory capital, or if there is no excess, to the Company's net profits for the current and/or immediately preceding fiscal year.

Preferred stock

As a provision of the merger agreement with Commerce, certain Commerce common stock was converted into the right to receive 0.465 shares of Series B Non-Voting Preferred Stock issued by the Company. Each preferred share is convertible into two shares of the Company's common stock under specified conditions. The shares are considered participating, but do not maintain preferential treatment over common shares. Proportional dividends on the preferred shares are not payable unless also declared for common shares. As of year-end 2018, 522 thousand preferred shares were issued and outstanding.

Accumulated other comprehensive income

Year-end components of accumulated other comprehensive (loss)/income are as follows:

(In thousands)	2018	2017
Other accumulated comprehensive (loss)/income, before tax:		
Net unrealized holding (loss)/gain on AFS securities	\$(15,267)	\$10,034
Net (loss) on effective cash flow hedging derivatives	—	—
Net unrealized holding (loss) on pension plans	(2,753)	(3,048)
Income taxes related to items of accumulated other comprehensive (loss)/income:		
Net unrealized holding loss/(gain) on AFS securities	3,814	(4,026)
Net loss on effective cash flow hedging derivatives	—	—
Net unrealized holding loss on pension plans	736	1,201
Accumulated other comprehensive (loss)/income	\$(13,470)	\$4,161

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The following table presents the components of other comprehensive (loss)/income for the years ended December 31, 2018, 2017, and 2016:

(In thousands)	Before Tax	Tax Effect	Net of Tax
Year Ended December 31, 2018			
Net unrealized holding (loss) on AFS securities:			
Net unrealized (loss) arising during the period	\$ (16,917)	\$ 4,419	\$ (12,498)
Less: reclassification adjustment for gains realized in net income	6	(2)	4
Net unrealized holding (loss) on AFS securities	(16,923)	4,421	(12,502)
Net unrealized holding (loss) on pension plans			
Net unrealized gain arising during the period	135	(54)	81
Less: reclassification adjustment for losses realized in net income	(201)	54	(147)
Net unrealized holding gain on pension plans	336	(108)	228
Other comprehensive (loss)	\$ (16,587)	\$ 4,313	\$ (12,274)
Less: reclassification related to adoption of ASU 2016-01	8,379	(2,126)	6,253
Less: reclassification related to adoption of ASU 2018-02	—	(896)	(896)
Total change to accumulated other comprehensive (loss)	\$ (24,966)	\$ 7,335	\$ (17,631)
(In thousands)	Before Tax	Tax Effect	Net of Tax
Year Ended December 31, 2017			
Net unrealized holding gain on AFS securities:			
Net unrealized (loss) arising during the period	\$ (2,544)	\$ 1,075	\$ (1,469)
Less: reclassification adjustment for gains realized in net income	12,598	(4,535)	8,063
Net unrealized holding (loss) on AFS securities	(15,142)	5,610	(9,532)
Net (loss) on cash flow hedging derivatives:			
Net unrealized (loss) arising during the period	(449)	180	(269)
Less: reclassification adjustment for (losses) realized in net income	(7,022)	2,769	(4,253)
Net gain on cash flow hedging derivatives	6,573	(2,589)	3,984
Net unrealized holding (loss) on pension plans			
Net unrealized (loss) arising during the period	(311)	124	(187)
Less: reclassification adjustment for (losses) realized in net income	(217)	87	(130)
Net unrealized holding (loss) on pension plans	(94)	37	(57)
Other comprehensive (loss)	\$ (8,663)	\$ 3,058	\$ (5,605)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)	Before Tax	Tax Effect	Net of Tax
Year Ended December 31, 2016			
Net unrealized holding gain on AFS securities:			
Net unrealized gain arising during the period	\$ 18,308	\$ (6,979)	\$ 11,329
Less: reclassification adjustment for (losses) realized in net income	(551)	220	(331)
Net unrealized holding gain on AFS securities	18,859	(7,199)	11,660
Net (loss) on cash flow hedging derivatives:			
Net unrealized (loss) arising during the period	(2,022)	754	(1,268)
Less: reclassification adjustment for (losses) realized in net income	(3,981)	1,589	(2,392)
Net gain on cash flow hedging derivatives	1,959	(835)	1,124
Net unrealized holding (loss) on pension plans			
Net unrealized gain arising during the period	351	(155)	196
Less: reclassification adjustment for (losses) realized in net income	(164)	73	(91)
Net unrealized holding gain on pension plans	515	(228)	287
Other comprehensive income	\$ 21,333	\$ (8,262)	\$ 13,071

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The following table presents the changes in each component of accumulated other comprehensive (loss)/income, for the years ended December 31, 2018, 2017, and 2016:

(in thousands)	Net unrealized holding gain (loss) on AFS Securities	Net loss on effective cash flow hedging on derivatives	Net unrealized holding gain (loss) pension plans	Total
Year Ended December 31, 2018				
Balance at Beginning of Year	\$ 6,008	\$ —	\$ (1,847)	\$4,161
Other comprehensive gain/(loss) before reclassifications	(12,498)	—	81	(12,417)
Amounts reclassified from accumulated other comprehensive income	4	—	(147)	(143)
Total other comprehensive (loss)/income	(12,502)	—	228	(12,274)
Less: amounts reclassified from accumulated other comprehensive income (loss) related to adoption of ASU 2016-01 and ASU 2018-02	4,959	—	398	5,357
Balance at End of Period	\$ (11,453)	\$ —	\$ (2,017)	\$(13,470)
Year Ended December 31, 2017				
Balance at Beginning of Year	\$ 15,540	\$ (3,984)	\$ (1,790)	\$9,766
Other comprehensive gain/(loss) before reclassifications	(1,469)	(269)	(187)	(1,925)
Amounts reclassified from accumulated other comprehensive income	8,063	(4,253)	(130)	3,680
Total other comprehensive (loss)/income	(9,532)	3,984	(57)	(5,605)
Balance at End of Period	\$ 6,008	\$ —	\$ (1,847)	\$4,161
Year Ended December 31, 2016				
Balance at Beginning of Year	\$ 3,880	\$ (5,108)	\$ (2,077)	\$(3,305)
Other comprehensive gain/(loss) Before reclassifications	11,329	(1,268)	196	10,257
Amounts reclassified from accumulated other comprehensive income	(331)	(2,392)	(91)	(2,814)
Total other comprehensive income	11,660	1,124	287	13,071
Balance at End of Period	\$ 15,540	\$ (3,984)	\$ (1,790)	\$9,766

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The following table presents the amounts reclassified out of each component of accumulated other comprehensive (loss)/income for the years ended December 31, 2018, 2017, and 2016:

(in thousands)	Years Ended December 31,			Affected Line Item in the
	2018	2017	2016	Statement Where Net Income Is Presented
Realized gains/(losses) on AFS securities:				
	\$6	\$12,598	\$(551)	Non-interest income
	(2)	(4,535)	220	Tax expense
	4	8,063	(331)	
Realized (losses) on cash flow hedging derivatives:				
	—	(393)	—	Interest expense
	—	(6,629)	—	Non-interest income
	—	—	(3,981)	Non-interest expense
	—	2,769	1,589	Tax benefit
	—	(4,253)	(2,392)	
Realized (losses) on pension plans				
	(201)	(217)	(164)	Non-interest expense
	54	87	73	Tax expense
	(147)	(130)	(91)	
Total reclassifications for the period	\$(143)	\$3,680	\$(2,814)	

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Earnings Per Common Share

Basic earnings per common share (“EPS”) excludes dilution and is computed by dividing net income applicable to common stock by the weighted average number of common shares outstanding for the year. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock (such as stock options) were exercised or converted into additional common shares that would then share in the earnings of the entity. Diluted EPS is computed by dividing net income applicable to common stock by the weighted average number of common shares outstanding for the year, plus an incremental number of common-equivalent shares computed using the treasury stock method.

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

(In thousands, except per share data)	Years Ended December 31,		
	2018	2017	2016
Net income	\$105,765	\$55,247	\$58,670
Average number of common shares issued	46,212	40,627	32,604
Less: average number of treasury shares	810	963	1,116
Less: average number of unvested stock award shares	421	437	500
Plus: average participating preferred shares	1,043	229	—
Average number of basic common shares outstanding	46,024	39,456	30,988
Plus: dilutive effect of unvested stock award shares	180	202	122
Plus: dilutive effect of stock options outstanding	27	37	57
Average number of diluted common shares outstanding	46,231	39,695	31,167
Basic earning per common share	\$2.30	\$1.40	\$1.89
Diluted earnings per common share	\$2.29	\$1.39	\$1.88

For the year ended 2018, 38 thousand options were anti-dilutive and therefore excluded from the earnings per share calculations. For the year ended 2017, 55 thousand options were anti-dilutive and therefore excluded from the earnings per share calculations. For the year ended 2016, 52 thousand options were anti-dilutive and therefore excluded from the earnings per share calculations.

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NOTE 18. STOCK-BASED COMPENSATION PLANS

The 2018 Equity Incentive Plan (the “2018 Plan”) permits the granting of a combination of Restricted Stock awards and incentive and non-qualified stock options (“Stock Options”) to employees and directors. A total of 1.0 million shares was authorized under the Plan. Awards may be granted as either Restricted Stock or Stock Options provided that any shares that are granted as Restricted Stock are counted against the share limit set forth as (1) three for every one share of Restricted Stock granted and (2) one for every one share of Stock Option granted. As of year-end 2018, the Company had the ability to grant approximately 1.0 million shares under this plan.

The 2013 Equity Incentive Plan (the “2013 Plan”) permits the granting of a combination of Restricted Stock awards and incentive and non-qualified stock options (“Stock Options”) to employees and directors. A total of 1.0 million shares was authorized under the Plan. Awards may be granted as either Restricted Stock or Stock Options provided that any shares that are granted as Restricted Stock are counted against the share limit set forth as (1) three for every one share of Restricted Stock granted and (2) one for every one share of Stock Option granted. As of year-end 2018, the Company had the ability to grant approximately 347 thousand shares under this plan.

The 2011 Equity Incentive Plan (the “2011 Plan”) permits the granting of a combination of Restricted Stock awards and incentive and non-qualified stock options to employees and directors. A total of 1.4 million shares was authorized under the Plan. Awards may be granted as either Restricted Stock or Stock Options provided that any shares that are granted as Restricted Stock are counted against the share limit set forth as (1) three for every one share of Restricted Stock granted and (2) one for every one share of Stock Option granted. As of year-end 2018, the Company had the ability to grant approximately 10 thousand shares under this plan.

A summary of activity in the Company’s stock compensation plans is shown below:

(Shares in thousands)	Non-vested Stock Awards Outstanding		Stock Options Outstanding	
	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Exercise Price
Balance, December 31, 2017	418	\$ 29.68	76	\$ 13.59
Granted	185	37.87	—	—
Stock options exercised	—	—	(33)	9.81
Stock awards vested	(167)	28.60	—	—
Forfeited	(65)	33.78	—	—
Expired	—	—	(12)	22.61
Balance, December 31, 2018	371	\$ 33.63	31	\$ 10.82

Stock Awards

The total compensation cost for stock awards recognized as expense was \$4.8 million, \$5.3 million, and \$4.6 million, in the years 2018, 2017, and 2016, respectively. The total recognized tax benefit associated with this compensation cost was \$1.3 million, \$2.0 million, and \$1.8 million, respectively.

The weighted average fair value of stock awards granted was \$37.87, \$35.84, and \$26.81 in 2018, 2017, and 2016, respectively. Stock awards vest over periods up to five years and are valued at the closing price of the stock on the grant date. Certain awards vest based on the Company's performance over established measurement periods. The total fair value of stock awards vested during 2018, 2017, and 2016 was \$4.8 million, \$4.4 million, and \$4.4 million respectively. The unrecognized stock-based compensation expense related to unvested stock awards was \$6.6 million

as of year-end 2018. This amount is expected to be recognized over a weighted average period of two years.

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Option Awards

Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant, and vest over periods up to five years. The options grant the holder the right to acquire a share of the Company's common stock for each option held, and have a contractual life of ten years. As of year-end 2018, the weighted average remaining contractual term for options outstanding is two years.

The Company generally issues shares from treasury stock as options are exercised. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The expected dividend yield and expected term are based on management estimates. The expected volatility is based on historical volatility. The risk-free interest rates for the expected term are based on the U.S. Treasury yield curve in effect at the time of the grant. The Company acquired options in the Beacon transaction in 2012, but did not grant additional options in 2018, 2017, or 2016.

The total intrinsic value of options exercised was \$855 thousand, \$363 thousand, and \$880 thousand for the years 2018, 2017, and 2016, respectively. There was no expense pertaining to options vesting in 2018, 2017 or 2016. There was no tax benefit associated with stock option expense in 2018, 2017 or 2016. There was no unrecognized stock-based compensation expense related to unvested stock options as of year-ends 2018, 2017, and 2016.

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NOTE 19. FAIR VALUE MEASUREMENTS

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

Recurring Fair Value Measurements of Financial Instruments

The following table summarizes assets and liabilities measured at fair value on a recurring basis as of year-end 2018 and 2017 segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

(In thousands)	December 31, 2018			Total Fair Value
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Trading security	\$—	—	—	\$ 11,212
Available-for-sale securities:				
Municipal bonds and obligations	—	111,207	—	111,207
Agency collateralized mortgage obligations	—	930,884	—	930,884
Agency residential mortgage-backed securities	—	170,321	—	170,321
Agency commercial mortgage-backed securities	—	58,925	—	58,925
Corporate bonds	—	111,490	—	111,490
Trust preferred securities	—	8,466	—	8,466
Other bonds and obligations	—	8,354	—	8,354
Marketable equity securities	56,364	—	—	56,364
Loans held for sale	—	96,233	—	96,233
Derivative assets	—	31,727	3,927	35,654
Capitalized servicing rights	—	—	11,485	11,485
Derivative liabilities	733,239	—	—	33,973
	December 31, 2017			
(In thousands)	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading security	\$—	—	—	\$ 12,277
Available-for-sale securities:				
Municipal bonds and obligations	—	118,233	—	118,233
Agency collateralized mortgage obligations	—	851,158	—	851,158
Agency residential mortgage-backed securities	—	216,940	—	216,940
Agency commercial mortgage-backed securities	—	62,305	—	62,305
Corporate bonds	—	110,721	—	110,721
Trust preferred securities	—	11,677	—	11,677
Other bonds and obligations	—	9,880	—	9,880
Marketable equity securities	44,354	—	—	45,185
Loans held for sale	—	153,620	—	153,620
Derivative assets	—	14,049	5,259	19,308
Capitalized servicing rights	—	—	3,834	3,834
Derivative liabilities	1045,715	19	—	15,838

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There were no transfers between Level 1, 2, and 3 during the years ended December 31, 2018 and 2017. During the year ended December 31, 2016, the Company had one transfer of \$708 thousand in marketable equity securities from Level 3 to Level 2 based on a change in valuation technique driven by the availability of market data.

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

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

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

	Aggregate	Aggregate	Aggregate Fair Value
December 31, 2018 (In thousands)	Fair Value	Unpaid Principal	Less Aggregate Unpaid Principal
Loans Held for Sale	\$ 96,233	\$ 93,019	\$ 3,214
	Aggregate	Aggregate	Aggregate Fair Value
December 31, 2017 (In thousands)	Fair Value	Unpaid Principal	Less Aggregate Unpaid Principal
Loans Held for Sale	\$ 153,620	\$ 149,022	\$ 4,598

The changes in fair value of loans held for sale for years ended December 31, 2018 and 2017 were losses of \$1.4 million and gains of \$2.1 million, respectively. The changes in fair value are included in mortgage banking income in the Consolidated Statements of Income. In 2018, originations of loans held for sale totaled \$2.0 billion and sales of loans originated as held for sale totaled \$2.1 billion. In 2017, originations of loans held for sale totaled \$2.4 billion and sales of loans originated as held for sale totaled \$2.4 billion.

Interest Rate Swaps. The valuation of the Company's interest rate swaps is obtained from a third-party pricing service and is determined using a discounted cash flow analysis on the expected cash flows of each derivative. The pricing analysis is based on observable inputs for the contractual terms of the derivatives, including the period to maturity and interest rate curves.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings.

Although the Company has determined that the majority of the inputs used to value its interest rate derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of year-end 2018, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

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

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

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

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The table below presents the changes in Level 3 assets that were measured at fair value on a recurring basis at year-end 2018 and 2017:

(In thousands)	Assets (Liabilities)			
	Trading Security	Commitments to Lend	Forward Commitments	Capitalized Servicing Rights
Balance as of December 31, 2016	\$ 13,229	\$ 4,738	\$ 100	\$ 798
Unrealized (loss) gain, net recognized in other non-interest income	(320)	63,894	(81)	(221)
Unrealized gain included in accumulated other comprehensive loss	—	—	—	—
Transfers to Level 2	—	—	—	—
Paydown of trading security	(632)	—	—	—
Transfers to loans held for sale	—	(63,373)	—	—
Additions to servicing rights	—	—	—	3,257
Balance as of December 31, 2017	\$ 12,277	\$ 5,259	\$ 19	\$ 3,834
Unrealized (loss) gain, net recognized in other non-interest income	(400)	46,014	(19)	29
Unrealized gain included in accumulated other comprehensive loss	—	—	—	—
Transfers to Level 2	—	—	—	—
Paydown of trading security	(665)	—	—	—
Transfers to loans held for sale	—	(47,346)	—	—
Additions to servicing rights	—	—	—	7,622
Balance as of December 31, 2018	\$ 11,212	\$ 3,927	\$ —	\$ 11,485
Unrealized gains/(losses) relating to instruments still held at December 31, 2018	\$ 1,122	\$ 3,927	\$ —	\$ 29
Unrealized gains/(losses) relating to instruments still held at December 31, 2017	\$ 1,522	\$ 5,259	\$ 19	\$ (221)

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Quantitative information about the significant unobservable inputs within Level 3 recurring assets/(liabilities) as of December 31, 2018 and 2017 are as follows:

(In thousands)	Fair Value December 31, 2018	Valuation Techniques	Unobservable Inputs	Significant Unobservable Input Value	
Assets					
Trading Security	\$ 11,212	Discounted Cash Flow	Discount Rate	3.07	%
Forward Commitments	—	Historical Trend	Closing Ratio	82.36	%
		Pricing Model	Origination Costs, per loan	\$ 3,063	
Commitments to Lend	3,927	Historical Trend	Closing Ratio	82.36	%
		Pricing Model	Origination Costs, per loan	\$ 3,063	
Capitalized Servicing Rights	11,485	Discounted cash flow	Constant prepayment rate (CPR)	9.30	%
			Discount rate	10.00	%
Total	\$ 26,624				
Fair Value					
(In thousands)	December 31, 2017	Valuation Techniques	Unobservable Inputs	Significant Unobservable Input Value	
Assets					
Trading Security	\$ 12,277	Discounted Cash Flow	Discount Rate	2.74	%
Forward Commitments	19	Historical Trend	Closing Ratio	81.53	%
		Pricing Model	Origination Costs, per loan	\$ 3,692	
Commitments to Lend	5,259	Historical Trend	Closing Ratio	81.53	%
		Pricing Model	Origination Costs, per loan	\$ 3,692	
Capitalized Servicing Rights	3,834	Discounted cash flow	Constant prepayment rate (CPR)	10.00	%
			Discount rate	10.95	%
Total	\$ 21,389				

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Non-Recurring Fair Value Measurements

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

	December 31, 2018	Fair Value Measurements as of December 31, 2018
(In thousands)	Level 3 Inputs	Level 3 Inputs
Assets		
Impaired loans	\$ 4,892	December 2018
Capitalized servicing rights	11,891	December 2018
Total	\$ 16,783	
	December 31, 2017	Fair Value Measurements as of December 31, 2017
(In thousands)	Level 3 Inputs	Level 3 Inputs
Assets		
Impaired loans	\$ 23,853	December 2017
Capitalized servicing rights	12,527	December 2017
Total	\$ 36,380	

Quantitative information about the significant unobservable inputs within Level 3 non-recurring assets as of December 31, 2018 and 2017 are as follows:

(in thousands)	December 31, 2018	Valuation Techniques	Unobservable Inputs	Range (Weighted Average) (a)
Assets				
Impaired loans	\$ 4,892	Fair value of collateral	Loss severity	51.16% to 0.00% (6.75%)
			Appraised value	\$0.3 to \$877 (\$363)
Capitalized servicing rights	11,891	Discounted cash flow	Constant prepayment rate (CPR)	7.74% to 11.29% (9.74%)
			Discount rate	10.00% to 14.13% (11.99%)
Total Assets	\$ 16,783			

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

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(in thousands)	December 31, 2017	Valuation Techniques	Unobservable Inputs	Range (Weighted Average) (a)
Assets				
Impaired loans	\$ 23,853	Fair value of collateral	Loss severity Appraised value	38.72% to 0.21% (3.40%) \$10.9 to \$5967 (\$2,197)
Capitalized servicing rights	12,527	Discounted cash flow	Constant prepayment rate (CPR) Discount rate	7.78% to 12.78% (10.38%) 10.00% to 13.28% (11.72%)
Total Assets	\$ 36,380			

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

There were no Level 1 or Level 2 nonrecurring fair value measurements for year-end 2018 and 2017.

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

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

Other real estate owned (“OREO”). OREO results from the foreclosure process on residential or commercial loans issued by the Bank. Upon assuming the real estate, the Company records the property at the fair value of the asset less the estimated sales costs. Thereafter, OREO properties are recorded at the lower of cost or fair value less the estimated sales costs. OREO fair values are primarily determined based on Level 3 data including sales comparables and appraisals.

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Summary of Estimated Fair Values of Financial Instruments

The estimated fair values, which represent exit price for 2018, and related carrying amounts, of the Company's financial instruments follow. Certain financial instruments and all non-financial instruments are excluded from disclosure requirements. Accordingly, the aggregate fair value amounts presented herein may not necessarily represent the underlying fair value of the Company.

(In thousands)	December 31, 2018				
	Carrying Fair		Level 1	Level 2	Level 3
	Amount	Value			
Financial Assets					
Cash and cash equivalents	\$183,189	\$183,189	\$183,189	\$ —	—
Trading security	11,212	11,212	—	—	11,212
Marketable equity securities	56,638	\$56,638	56,074	564	—
Securities available for sale	1,399,647	1,399,647	—	1,399,647	—
Securities held to maturity	373,763	371,224	—	353,182	18,042
FHLB stock and restricted equity securities	77,344	N/A	N/A	NA	N/A
Net loans	8,981,784	9,026,442	—	—	9,026,442
Loans held for sale	96,233	96,233	—	96,233	—
Accrued interest receivable	36,879	36,879	—	36,879	—
Derivative assets	35,654	35,654	—	31,727	3,927
Financial Liabilities					
Total deposits	8,982,381	8,970,321	—	8,970,321	—
Short-term debt	1,118,832	1,118,820	—	1,118,820	—
Long-term FHLB advances	309,466	308,336	—	308,336	—
Subordinated notes	89,518	97,376	—	97,376	—
Derivative liabilities	33,973	33,973	734	33,239	—
December 31, 2017					
(In thousands)	Carrying Fair		Level 1	Level 2	Level 3
	Amount	Value			
	Financial Assets				
Cash and cash equivalents	\$248,763	\$248,763	\$248,763	\$ —	—
Trading security	12,277	12,277	—	—	12,277
Marketable equity securities	45,185	45,185	44,851	334	—
Securities available for sale	1,380,914	1,380,914	—	1,380,914	—
Securities held to maturity	397,103	405,276	—	371,458	33,818
FHLB stock and restricted equity securities	63,085	N/A	N/A	N/A	N/A
Net loans	8,247,504	8,422,034	—	—	8,422,034
Loans held for sale	153,620	153,620	—	153,620	—
Accrued interest receivable	33,739	33,739	—	33,739	—
Derivative assets	19,308	19,308	—	14,049	5,259
Financial Liabilities					
Total deposits	8,749,530	8,731,527	—	8,731,527	—
Short-term debt	667,300	667,246	—	667,246	—
Long-term FHLB advances	380,436	378,766	—	378,766	—
Subordinated notes	89,339	97,414	—	97,414	—
Derivative liabilities	15,838	15,838	104	15,715	19

Other than as discussed above, the following methods and assumptions were used by management to estimate the fair value of significant classes of financial instruments for which it is practicable to estimate that value.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cash and cash equivalents. Carrying value is assumed to represent fair value for cash and cash equivalents that have original maturities of ninety days or less.

FHLB stock and restricted equity securities. It is not practical to determine fair value due to the restricted nature of the security.

Cash surrender value of life insurance policies. Carrying value approximates fair value.

Loans, net. In accordance with recent accounting guidance, the fair value of loans as of December 31, 2018 was measured using the exit price valuation method, determined primarily by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities or cash flows, while incorporating liquidity and credit assumptions. Therefore, prior period is not directly comparable.

Accrued interest receivable. Carrying value approximates fair value.

Deposits. The fair value of demand, non-interest bearing checking, savings and money market deposits is determined as the amount payable on demand at the reporting date. The fair value of time deposits is estimated by discounting the estimated future cash flows using market rates offered for deposits of similar remaining maturities.

Borrowed funds. The fair value of borrowed funds is estimated by discounting the future cash flows using market rates for similar borrowings. Such funds include all categories of debt and debentures in the table above.

Subordinated borrowings. The Company utilizes a pricing service along with internal models to estimate the valuation of its junior subordinated debentures. The junior subordinated debentures re-price every ninety days.

Off-balance-sheet financial instruments. Off-balance-sheet financial instruments include standby letters of credit and other financial guarantees and commitments considered immaterial to the Company's financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 20. CONDENSED FINANCIAL STATEMENTS OF PARENT COMPANY

Condensed financial information pertaining only to the Parent, Berkshire Hills Bancorp, is as follows. During 2018, the Company converted a \$35 million intercompany subordinated note from the Bank into equity at the Bank. At December 31, 2017, investment in subsidiaries includes \$35 million of intercompany subordinated notes.

CONDENSED BALANCE SHEETS

(In thousands)	December 31,	
	2018	2017
Assets		
Cash due from Berkshire Bank	\$69,320	\$83,380
Investment in subsidiaries	1,571,018	1,470,859
Securities available for sale, at fair value	3,914	21,827
Other assets	398	12,138
Total assets	\$1,644,650	\$1,588,204
Liabilities and Shareholders' Equity		
Subordinated notes	\$89,518	\$89,339
Accrued expenses	2,214	2,601
Shareholders' equity	1,552,918	1,496,264
Total liabilities and shareholders' equity	\$1,644,650	\$1,588,204

CONDENSED STATEMENTS OF INCOME

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Income:			
Dividends from subsidiaries	\$48,500	\$39,000	\$33,000
Other	506	5,864	4,072
Total income	49,006	44,864	37,072
Interest expense	5,335	5,338	5,743
Non-interest expenses	3,034	6,042	3,740
Total expense	8,369	11,380	9,483
Income before income taxes and equity in undistributed income of subsidiaries	40,637	33,484	27,589
Income tax benefit	(1,068)	(1,783)	(2,123)
Income before equity in undistributed income of subsidiaries	41,705	35,267	29,712
Equity in undistributed income of subsidiaries	64,060	19,980	28,958
Net income	105,765	55,247	58,670
Preferred stock dividend	918	219	—
Income available to common shareholders	\$104,847	\$55,028	\$58,670
Comprehensive income	\$88,133	\$49,643	\$68,435

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CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$105,765	\$55,247	\$58,670
Adjustments to reconcile net income to net cash (used) provided by operating activities:			
Equity in undistributed income of subsidiaries	(64,060)	(19,980)	(28,958)
Other, net	20,916	(7,964)	1,988
Net cash provided by operating activities	62,621	27,303	31,700
Cash flows from investing activities:			
Advances to subsidiaries	(85,000)	(100,000)	—
Purchase of securities	(128)	(1,057)	(18,016)
Sale of securities	13,550	2,101	—
Other, net	—	1,508	9,728
Net cash (used) in investing activities	(71,578)	(97,448)	(8,288)
Cash flows from financing activities:			
Proceed from issuance of short term debt	178	—	9,349
Proceed from repayment of long term debt	35,000	—	—
Repayment of short term debt	—	(9,822)	—
Net proceeds from common stock	325	153,313	3,712
Payment to repurchase common stock	—	—	(4,632)
Common stock cash dividends paid	(39,966)	(33,022)	(24,916)
Preferred stock cash dividends paid	(918)	(219)	—
Other, net	278	257	11
Net cash provided provided/(used) by financing activities	(5,103)	110,507	(16,476)
Net change in cash and cash equivalents	(14,060)	40,362	6,936
Cash and cash equivalents at beginning of year	83,380	43,018	36,082
Cash and cash equivalents at end of year	\$69,320	\$83,380	\$43,018

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 21. QUARTERLY DATA (UNAUDITED)

Quarterly results of operations were as follows:

(In thousands, except per share data)	2018				2017			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest and dividend income	\$127,851	\$119,191	\$116,879	\$107,240	\$105,823	\$89,060	\$84,666	\$80,709
Interest expense	34,447	29,850	25,758	21,770	19,457	17,062	15,121	13,823
Net interest income	93,404	89,341	91,121	85,470	86,366	71,998	69,545	66,886
Non-interest income	21,068	29,281	30,030	29,520	29,298	28,836	32,798	34,757
Total revenue	114,472	118,622	121,151	114,990	115,664	100,834	102,343	101,643
Provision for loan losses	6,716	6,628	6,532	5,575	6,141	4,900	4,889	5,095
Non-interest expense	90,188	70,977	72,337	76,869	90,041	65,820	69,523	74,326
Income before income taxes	17,568	41,017	42,282	32,546	19,482	30,114	27,931	22,222
Income tax expense (1)	3,309	8,790	8,251	7,298	22,292	7,211	8,237	6,762
Net income/(loss)	\$14,259	\$32,227	\$34,031	\$25,248	\$(2,810)	\$22,903	\$19,694	\$15,460
Basic earnings/(loss) per common share	\$0.31	\$0.70	\$0.74	\$0.55	\$(0.06)	\$0.57	\$0.53	\$0.44
Diluted earnings/(loss) per share	\$0.31	\$0.70	\$0.74	\$0.55	\$(0.06)	\$0.57	\$0.53	\$0.44
Weighted average common shares outstanding:								
Basic	46,061	46,030	46,032	45,966	45,122	39,984	37,324	35,280
Diluted	46,240	46,263	46,215	46,200	45,122	40,145	37,474	35,452

2017 income tax expense includes \$18.1 million charge to re-measure the net deferred tax asset at December 31, (1)2017 pursuant to the reduction in the corporate income tax rate from 35% to 21%, effective January 1, 2018, per the Tax Cuts and Jobs Act enacted on December 22, 2017.

NOTE 22. NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES

Presented below is net interest income after provision for loan losses for the three years ended 2018, 2017, and 2016, respectively:

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Net interest income	\$359,336	\$294,795	\$232,267
Provision for loan losses	25,451	21,025	17,362
Net interest income after provision for loan losses	333,885	273,770	214,905
Total non-interest income	109,899	125,689	65,851
Total non-interest expense	310,371	299,710	203,302
Income from continuing operations before income taxes	133,413	99,749	77,454
Income tax expense	27,648	44,502	18,784
Net income	\$105,765	\$55,247	\$58,670

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 23. REVENUE

The Company adopted ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," and all subsequent ASU's that modified Topic 606 on January 1, 2018. A cumulative effect adjustment to opening retained earnings was not deemed necessary as the implementation of the new standard did not have a material impact on the measurement or recognition of revenue.

Topic 606 requires the Company to follow a five step process: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation. Revenue recognition under Topic 606 depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. The Company does not have any material significant payment terms as payment is received at or shortly after the satisfaction of the performance obligation. The value of unsatisfied performance obligations for contracts with an original expected length of one year or less are not disclosed. The Company recognizes incremental costs of obtaining contracts as an expense when incurred for contracts with a term of one year or less.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain non-interest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of the new standard. Topic 606 is applicable to non-interest revenue streams such as wealth management fees, insurance commissions and fees, administrative services for customer deposit accounts, interchange fees, and sale of owned real estate properties.

Non-interest income streams in-scope of Topic 606 are discussed below.

Service Charges on Deposit Accounts. Service charges on deposit accounts consist of monthly service fees (i.e. business analysis fees and consumer service charges) and other deposit account related fees. The Company's performance obligation for monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts. The Company may, from time to time, waive certain fees (e.g., NSF fee) for customers but generally do not reduce the transaction price to reflect variability for future reversals due to the insignificance of the amounts. Waiver of fees reduces the revenue in the period the waiver is granted to the customer.

Insurance Commissions and Fees. Commission revenue is recognized as of the effective date of the insurance policy or the date the customer is billed, whichever is later, net of return commissions related to policy cancellations. Policy cancellation is a variable consideration that is not deemed significant and thus, does not impact the amount of revenue recognized.

In addition, the Company may receive additional performance commissions based on achieving certain sales and loss experience measures. Such commissions are recognized when determinable, which is generally when such commissions are received or when the Company receives data from the insurance companies that allows the reasonable estimation of these amounts.

Wealth Management Fees. Wealth management fees is primarily comprised of fees earned from consultative investment management, trust administration, tax return preparation, and financial planning. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based on the

daily accrual of the market value of the investment accounts and the applicable fee rate.

Interchange Fees. Interchange fees are transaction fees paid to the card-issuing bank to cover handling costs, fraud and bad debt costs, and the risk involved in approving the payment. Due to the day-to-day nature of these fees they are settled on a daily basis and are accounted for as they are received.

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Gains/Losses on Sales of OREO. The sale of OREO and other nonfinancial assets are accounted for with the derecognition of the asset in question once a contract exists and control of the asset has been transferred to the buyer. The gain or loss on the sale is calculated as the difference between the carrying value of the asset and the transaction price.

The following presents non-interest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the years ended December 31, 2018, 2017, and 2016, respectively.

(In thousands)	Years Ended December 31,		
	2018	2017	2016
Non-interest income			
In-scope of Topic 606:			
Service charges on deposit accounts	\$21,046	\$17,591	\$16,711
Insurance commissions and fees	10,983	10,589	10,477
Wealth management fees	9,447	9,395	8,917
Interchange income	7,177	7,379	7,652
Non-interest income (in-scope of Topic 606)	\$48,653	\$44,954	\$43,757
Non-interest income (out-of-scope of Topic 606)	61,246	80,735	22,094
Total non-interest income	\$109,899	\$125,689	\$65,851

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NOTE 24. SUBSEQUENT EVENTS

On December 11, 2018, the Company entered into an agreement and plan of merger with SI Financial Group, Inc. ("SI Financial"). Under the agreement, SI Financial will merge with and into the Company in a transaction to be accounted for a business combination. Immediately following the merger, SI Financial's wholly-owned subsidiary, Savings Institute Bank and Trust Company, will merge with and into Berkshire Bank.

Headquartered in Willimantic, Conn., SI Financial had \$1.6 billion in assets as of December 31, 2018 and operates 23 banking offices providing a range of banking services in Eastern Connecticut and Rhode Island.

If the merger is completed, each outstanding share of SI Financial common stock will be converted into the right to receive 0.48 shares of the Company's common stock. The transaction is subject to closing conditions, including the receipt of regulatory approvals and approval by the shareholders of SI Financial. The merger is currently expected to be completed in the second quarter of 2019. If the merger is not consummated under specified circumstances, SI Financial has agreed to pay the Company a termination fee of \$7.4 million.

This agreement and plan of merger had no significant effect on the Company's financial statements for the periods presented. Expenses related to the proposed merger are included in the financial statement line item Merger, Restructuring, and Conversion Related Expenses of the Consolidated Statements of Income for the 12 months ended December 31, 2018.

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