

BCI Financial Group, Inc. and Subsidiary

Consolidated Financial Statements as of and for the
Years Ended December 31, 2018 and 2017, and
Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder of
BCI Financial Group, Inc.
Miami, Florida

We have audited the accompanying consolidated financial statements of BCI Financial Group, Inc. and its subsidiary (BCI), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of income and comprehensive income, stockholder's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to BCI's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of BCI's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of BCI as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

January 28, 2019

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2018 AND 2017

(In thousands, except par value and share information)

	2018	2017
ASSETS		
INTEREST-EARNING ASSETS:		
Loans and leases—less:	\$ 10,176,516	\$ 7,109,441
Net loan discount	(26,734)	(23,191)
Deferred loan fees	(5,851)	(6,005)
Allowance for loan and lease losses	<u>(33,930)</u>	<u>(18,369)</u>
Loans and leases—net	10,110,001	7,061,876
Securities available for sale	2,803,493	2,119,560
Securities held to maturity (fair value: \$ 1,000 in 2018 and \$ 1,300 in 2017)	1,000	1,300
Interest-bearing balances with financial institutions	<u>287,462</u>	<u>186,340</u>
Total interest-earning assets	13,201,956	9,369,076
CASH AND DUE FROM BANKS	99,698	102,965
ACCRUED INTEREST RECEIVABLE	40,007	24,345
BANK PREMISES AND EQUIPMENT—Net	87,153	77,592
OPERATING LEASE EQUIPMENT—Net	161,512	92,402
INTANGIBLE ASSETS—Net	115,365	66,799
GOODWILL—Net	134,392	2,474
FEDERAL HOME LOAN BANK AND FEDERAL RESERVE BANK STOCK	100,078	77,907
DEFERRED TAX ASSETS—Net	67,445	86,133
BANK-OWNED LIFE INSURANCE	263,441	234,780
OTHER ASSETS—Net	<u>61,908</u>	<u>42,421</u>
TOTAL	<u>\$ 14,332,955</u>	<u>\$ 10,176,894</u>
LIABILITIES AND STOCKHOLDER'S EQUITY		
DEPOSITS AND BORROWINGS:		
Deposits	\$ 11,286,701	\$ 7,820,935
Other borrowings	1,015,000	1,000,000
Federal funds purchased and securities sold under agreements to repurchase	<u>177,526</u>	<u>219,885</u>
Total deposits and borrowings	12,479,227	9,040,820
OTHER LIABILITIES	<u>142,145</u>	<u>74,768</u>
Total liabilities	<u>12,621,372</u>	<u>9,115,588</u>
COMMITMENTS AND CONTINGENCIES (Note 15)		
STOCKHOLDER'S EQUITY:		
Capital (common stock, \$1 par value—927,345,444 shares authorized, issued, and outstanding)	1,516,477	946,918
Retained earnings	223,435	127,772
Accumulated other comprehensive loss—net of tax	<u>(29,640)</u>	<u>(14,203)</u>
Total stockholder's equity	1,710,272	1,060,487
NONCONTROLLING INTEREST	<u>1,311</u>	<u>819</u>
Total equity	<u>1,711,583</u>	<u>1,061,306</u>
TOTAL	<u>\$ 14,332,955</u>	<u>\$ 10,176,894</u>

See notes to consolidated financial statements.

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
INTEREST INCOME:		
Interest and fees on loans and leases	\$ 398,284	\$ 248,053
Interest and dividends on securities	65,531	45,851
Interest on interest-bearing balances with financial institutions and securities purchased under agreements to resell	<u>7,160</u>	<u>3,805</u>
Total interest income	<u>470,975</u>	<u>297,709</u>
INTEREST EXPENSE:		
Interest on deposits	95,166	31,646
Interest on borrowings	<u>20,669</u>	<u>13,064</u>
Total interest expense	<u>115,835</u>	<u>44,710</u>
NET INTEREST INCOME	355,140	252,999
PROVISION FOR LOAN LOSSES	<u>19,133</u>	<u>12,744</u>
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	<u>336,007</u>	<u>240,255</u>
OTHER OPERATING INCOME:		
Service charges, commissions, and fees	31,429	24,880
Gain on sale of investment securities—net		3,806
Other	<u>12,458</u>	<u>19,554</u>
Total other operating income	<u>43,887</u>	<u>48,240</u>
OTHER OPERATING EXPENSES:		
Salaries and employee benefits	152,004	90,914
Occupancy expense	17,151	10,666
Equipment expense	4,692	3,110
Amortization of intangible assets	12,432	8,020
Amortization of goodwill	7,788	316
Federal Depository Insurance Corporation insurance	5,377	2,611
Other	<u>55,990</u>	<u>34,206</u>
Total other operating expenses	<u>255,434</u>	<u>149,843</u>

(Continued)

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
INCOME BEFORE INCOME TAX PROVISION	<u>\$ 124,460</u>	<u>\$ 138,652</u>
INCOME TAX PROVISION	<u>(28,723)</u>	<u>(90,380)</u>
NET INCOME BEFORE NONCONTROLLING INTEREST	95,737	48,272
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	<u>74</u>	<u>45</u>
NET INCOME ATTRIBUTABLE TO BCI FINANCIAL GROUP, INC.	<u>95,663</u>	<u>48,227</u>
OTHER COMPREHENSIVE GAIN (LOSS)—net of tax		
Net unrealized losses on securities available for sale	(18,163)	(4,878)
Net unrealized gain on derivatives designated as hedging instruments	4,183	5,023
Reclassification adjustment for gain on sales of securities available for sale—net included in net income		(2,338)
Reclassification adjustment for (gain)/loss on derivatives—net included in net income	<u>(1,457)</u>	<u>862</u>
Total other comprehensive loss attributable to BCI Financial Group	<u>(15,437)</u>	<u>(1,331)</u>
Total other comprehensive loss attributable to non controlling interest	(23)	
COMPREHENSIVE INCOME ATTRIBUTABLE TO BCI FINANCIAL GROUP, INC.	<u>\$ 80,226</u>	<u>\$ 46,896</u>
COMPREHENSIVE INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	<u>\$ 51</u>	<u>\$ 45</u>

See notes to consolidated financial statements.

(Concluded)

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF STOCKHOLDER'S EQUITY FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

	Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Gain	Total Stockholder's Equity	Noncontrolling Interest	Total
BALANCE—December 31, 2016	\$ 946,918	\$ 79,545	\$(12,872)	\$ 1,013,591	\$ 774	\$ 1,014,365
Net income		48,227		48,227	45	48,272
Change in valuation of derivatives designated as hedging instruments—net of tax			5,885	5,885		5,885
Change in valuation—securities available for sale—net of tax			(7,216)	(7,216)		(7,216)
BALANCE—December 31, 2017	946,918	127,772	(14,203)	1,060,487	819	1,061,306
Net income		95,663		95,663	74	95,737
Capital Contribution	569,559			569,559	441	570,000
Change in valuation of derivatives designated as hedging instruments—net of tax			2,726	2,726		2,726
Change in valuation—securities available for sale—net of tax			(18,163)	(18,163)	(23)	(18,186)
BALANCE—December 31, 2018	<u>\$ 1,516,477</u>	<u>\$ 223,435</u>	<u>\$(29,640)</u>	<u>\$ 1,710,272</u>	<u>\$ 1,311</u>	<u>\$ 1,711,583</u>

See notes to consolidated financial statements.

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (in thousands)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income before noncontrolling interest	\$ 95,737	\$ 48,272
Adjustments to reconcile net income before noncontrolling interest to net cash provided by operating activities—net of acquisition:		
Depreciation and amortization	31,162	15,351
Provision for loan, lease, and off-consolidated-balance-sheet	20,010	12,744
Deferred tax provision	23,931	88,932
Net gain on sale of loans	(893)	(1,548)
Net gain on the sale of bank premises and equipment	(453)	(10,705)
Gain on other real estate owned	(53)	(53)
Net gain on sale of securities	-	(3,806)
Net premium amortization on securities available for sale	15,141	14,213
Net accretion on loan discount	(15,808)	(6,773)
Accretion of deferred loan lease fees	(4,568)	(4,810)
Increase in cash surrender value of bank-owned life insurance	(8,056)	(5,495)
Proceeds from sales of loans held for sale	14,485	16,630
Loans originated for sale—net of repayments	(14,849)	(15,722)
Changes in other assets and liabilities:		
Increase in accrued interest receivable	(15,662)	(6,826)
Decrease in other assets	(5,092)	(22,385)
Increase in other liabilities	32,997	24,345
Net cash provided by operating activities	<u>168,029</u>	<u>142,364</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Principal repayment of securities available for sale	323,398	275,638
Proceeds from sales of securities available for sale	476,642	144,942
Proceeds from calls of securities held to maturity	300	-
Purchases of securities available for sale	(1,031,799)	(654,499)
Purchase of Federal Home Loan Bank stock	(32,538)	(99,120)
Purchase of Federal Reserve Bank stock	(17,100)	-
Proceeds from redemption of Federal Home Loan Bank stock	48,450	110,722
Proceeds from sale of syndication loans	253,678	-
Net increase in loans and leases—net of loans acquired	(1,171,410)	(1,738,177)
Purchases of bank premises and equipment	(4,190)	(13,597)
Proceeds from sale of premises and equipment	3,452	23,822
Purchase of assets of TotalBank—net of cash acquired	(388,084)	-
Proceeds from sale of other real estate owned	233	544
Purchase of bank-owned life insurance	-	(75,000)
Purchase of operating lease equipment	(74,014)	(34,995)
Net cash used in investing activities	<u>(1,612,982)</u>	<u>(2,059,720)</u>

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BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (in thousands)

	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in deposits	\$ 1,446,625	\$ 2,246,756
Net decrease in federal funds purchased and securities sold under agreements to repurchase	(58,817)	(67,570)
Proceeds from parent contribution	570,000	
Repayment to Federal Home Loan Bank borrowings	<u>(415,000)</u>	<u>(310,585)</u>
Net cash provided by financing activities	<u>1,542,808</u>	<u>1,868,601</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	97,855	(48,755)
CASH AND CASH EQUIVALENTS—Beginning of year	<u>289,305</u>	<u>338,060</u>
CASH AND CASH EQUIVALENTS—End of year	<u>\$ 387,160</u>	<u>\$ 289,305</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the year for interest	<u>\$ 111,213</u>	<u>\$ 41,788</u>
Cash paid during the year for income taxes	<u>\$ 12,800</u>	<u>\$ 21,021</u>
SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITY—Real estate property collateralizing loans acquired through foreclosure	<u>\$ 432</u>	<u>\$ 249</u>
TOTALBANK ACQUISITION (Note 2)		
See notes to consolidated financial statements.		(Concluded)

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BCI Financial Group, Inc. (BCI), a wholly owned subsidiary of Banco de Credito e Inversiones, S.A. (the "Parent") and its subsidiary, City National Bank of Florida, Inc. and its subsidiaries (the "Bank"), is engaged in the general commercial banking business and provides a variety of related financial products and services through its branches and offices in Miami-Dade, Broward, Palm Beach, Hillsborough, and Orange counties in Florida.

BCI also provides lease financing services through the Banks' wholly owned subsidiary, BciCapital, Inc. (formerly known as City National Capital Finance, Inc.) (BCIC), with offices in Florida, Maryland, Illinois, Virginia, Texas, Pennsylvania, South Carolina, Connecticut, New York, North Carolina, and Oregon.

BCI and the Bank are subject to the regulations of certain federal agencies and undergo periodic examinations by those regulatory authorities.

During November 2017, the Bank entered into an agreement to purchase TotalBank, subject to regulatory approval for approximately \$528,000,000, subject to certain adjustments. The final regulatory approvals were received on June 1, 2018, and the transaction was closed on June 15, 2018, with a purchase price of \$528,939,000.

The following summarizes more significant accounting and reporting policies of BCI:

Basis of Presentation—The accompanying consolidated financial statements of BCI have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The accompanying consolidated financial statements include the accounts of BCI and its subsidiary in which BCI has a controlling interest. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates—The preparation of consolidated financial statements in conformity with US GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents—Cash and cash equivalents include cash and due from banks with maturities of 90 days or less at purchase date and interest-bearing balances with financial institutions with maturities of 90 days or less at purchase date. Cash and cash equivalents at December 31, 2018 and 2017, were composed of the following amounts (in thousands):

	2018	2017
Interest-bearing balances with financial institutions	\$287,462	\$186,340
Cash and due from banks	<u>99,698</u>	<u>102,965</u>
Total	<u>\$387,160</u>	<u>\$289,305</u>

Loans and Leases—Loans and leases are generally reported at the principal amount outstanding, net of unearned income, deferred loan fees and costs, and any direct principal charge-offs. Direct loan origination fees and costs are deferred, and the net amount is amortized over the estimated life of the related loans as a yield adjustment. Interest income is recognized based on the principal balance outstanding, computed using the effective interest method. Premiums and discounts on loans are amortized using a method that approximates the level-yield method.

Loans acquired by BCI are recorded at fair value as of the acquisition date. Any allowance for loan and lease losses (ALLL) previously associated with these loans does not carry over to BCI and is eliminated.

Purchased loans are evaluated for credit deterioration at acquisition and recorded at their initial fair value. For loans acquired with no evidence of credit deterioration, the fair value discount or premium is amortized over the contractual life of the loan as an adjustment to yield. For loans acquired with evidence of credit deterioration (purchase credit impaired or "PCI"), BCI determines at the acquisition date the excess of the loan's contractually required payments over all cash flows expected to be collected as an amount that should not be accreted into interest income (nonaccretable difference). The remaining amount representing the difference in the expected cash flows of acquired loans and the initial investment in the acquired loans is accreted into interest income over the remaining life of the loan or pool of loans (accretable yield). Subsequent to the acquisition date, increases in expected cash flows over those expected at the acquisition date are recognized prospectively as interest income over the remaining life of the loan. The present value of any decreases in expected cash flows resulting directly from a change in the contractual interest rate are recognized prospectively as a reduction of the accretable yield. The present value of any decreases in expected cash flows after the acquisition date as a result of credit deterioration is recognized by recording an ALLL or a direct charge-off. Subsequent to the purchase date, the methods utilized to estimate the required ALLL are similar to originated loans. If the Bank is unable to estimate the cash flows expected to be collected, the loans are accounted for as nonaccrual loans.

BCI's lease portfolio consists of both direct financing and leveraged leases. Direct financing leases are carried at the aggregate of lease payments plus estimated residual value of the leased property, less unearned income. Interest income on direct financing leases is recognized over the term of the lease to achieve a constant periodic rate of return on the outstanding investment.

Leveraged leases are carried at the aggregate of lease payments (less nonrecourse debt payments) plus estimated residual value of the leased property, less unearned income. Interest income on leveraged leases is recognized over the term of the lease to achieve a constant rate of return on the outstanding investment in the lease, net of the related deferred income tax liability, in the years in which the net investment is positive.

Nonaccrual Loans and Leases—Loans and leases are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans and leases are placed on nonaccrual status when management believes the borrower may be unable to meet payment obligations as they become due or if the loan or lease becomes 90 days or more past due. Loans and leases may be placed on nonaccrual status regardless of whether or not such loans and leases are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. The accrual of interest is not discontinued on loans that are considered impaired due to modification and are performing under the modified terms. Interest payments received on loans and leases

for which the accrual of interest has been discontinued are recorded as a reduction of the respective loan's principal balance. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans and leases are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Loan or Lease Modifications—A restructuring of a loan or lease constitutes a troubled debt restructuring (TDR) if BCI, for economic or legal reasons related to the borrower's financial difficulties, grants a more than insignificant concession to the borrower that it would not otherwise consider. The loan or lease modifications that are considered a TDR by BCI pertain to restructuring the terms of the loan or lease to alleviate the burden of the borrower's near-term cash requirements, which include modifying the terms to reduce or defer cash payments required of the borrower in the near future, to help the borrower attempt to improve its financial condition and eventually be able to pay the loan or lease. The concession is granted by BCI as an attempt to protect BCI's investment on the loan or lease as much as possible. The primary concessions provided by BCI are a reduction of the stated interest rate for the remaining original life of the loan, extension of the maturity date or dates at a stated interest rate lower than the current market rate for a new loan or lease with similar risk, reduction of the face amount or maturity amount of the loan or lease as stated in the loan or lease agreement, and reduction of accrued interest.

Impaired Loans and Leases—Loans and leases are considered impaired when, based on current information and events, it is probable BCI will be unable to collect all amounts due in accordance with the original contractual terms of the loan and lease agreement, including scheduled principal and interest payments. If a loan or lease is impaired, a specific valuation allowance is allocated, if necessary, so that the loan and lease are reported net, at the present value of estimated future cash flows using the loan's and lease's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Impaired loans and leases, or portions thereof, are charged off when deemed uncollectible.

ALLL—Provisions for loan and lease losses, which increase the ALLL, are established by charges to income. Such allowance represents the amounts, which, in management's judgment, are adequate to absorb losses on loans and leases that may become uncollectible. The adequacy of the allowance is determined by management's continuing evaluation of the loan and leases portfolio in light of past loss experience, present economic conditions, and other factors considered relevant by management at the consolidated financial statement date. Anticipated changes in economic factors that may influence the level of the allowance are considered in the evaluation by management when the likelihood of the changes can be reasonably determined. In estimating the ALLL, consideration is given to asset performance, the financial condition of borrowers or guarantors, additional collateral provided, current and anticipated economic conditions, appraisals of collateral, and cost of disposal. While management uses the best information available to make such evaluations, future adjustments to the allowance may be necessary, which may be material, if economic conditions differ substantially from the assumptions used in the evaluation. If additions to the original estimate of the ALLL are deemed necessary, they will be reported in income in the period in which they become reasonably estimable.

Management believes that the ALLL is adequate; however, regulatory agencies, as an integral part of their examination process, periodically review BCI's ALLL. Such agencies may require BCI to recognize additions to the allowance based on their judgment and evaluation of information available to them at the time of their examination.

Management's continuing evaluation of its loan and lease portfolio includes the identification of commercial and business, real estate, and other loans and leases that are considered impaired because it is probable that BCI will be unable to collect all amounts due according to the contractual terms of the loan or lease agreement. Individually identified impaired loans and leases are measured based on the present value of payments expected to be received, using the historical effective loan and lease rate as the discount rate. Alternatively, measurement may also be based on observable market prices or, for loans that are solely dependent on the collateral for repayment, measurement may be based on the fair value of the collateral. Loans that are to be foreclosed are measured based on the fair value of the collateral. If the recorded investment in the impaired loan exceeds the measure of fair value, a valuation adjustment is required as a component of the ALLL. Changes to the valuation allowance are recorded as a component of the provision for loan and lease losses.

During 2018 and 2017, BCI did not change its methodology pertaining to the ALLL estimate.

Trading Account Securities—Trading account securities are stated at fair value. Trading account securities are held in anticipation of short-term market movements. Gains or losses on the sale of trading account securities as well as unrealized fair value adjustments are included in other operating income. BCI did not hold any trading account securities as of December 31, 2018 and 2017.

Securities Available for Sale—Securities to be held for unspecified periods of time, including securities that management intends to use as part of its asset/liability strategy, or that may be sold in response to changes in interest rates, changes in prepayment risk, or other similar factors, are classified as available for sale and are carried at fair value. The appreciation or decline in value of these securities is reflected as a separate component of stockholder's equity and comprises the difference between net income and comprehensive income.

Securities Held to Maturity—Investments in debt securities to be held to maturity are carried at amortized cost as BCI has both the intent and ability to hold these securities to maturity.

Securities and Other Interest-Bearing Assets Income Recognition—Interest income is recognized over the term of the investment securities and other interest-bearing assets. Premiums and discounts on investment securities are amortized using a method that approximates the level-yield method.

Derivative Financial Instruments—BCI uses interest rate derivative contracts, such as swaps, to manage exposure to changes in interest rates. BCI also uses interest rate swaps to facilitate certain commercial banking borrowers' risk management strategies related to the exposure to interest rate fluctuations. BCI does not enter into derivatives for speculative or trading purposes. BCI records all derivatives in the consolidated balance sheets at fair value.

BCI classifies its interest rate swaps derivative financial instruments as either (1) cash flow hedges derivatives that qualify for hedge accounting or (2) not designated as hedging derivatives.

Interest Rate Swaps Designated as Hedging Instruments—BCI utilizes these instruments to add stability to interest expense and to manage its exposure to interest rate changes. These interest rate swaps involve the receipt of variable interest rate amounts from a counterparty in exchange for fixed interest rate payments made by BCI. BCI assesses the effectiveness of these instruments at inception and at least quarterly over the life of the hedge by using regression analysis. Each instrument is expected to be highly effective in offsetting corresponding changes in the fair value or cash flows of the hedged item.

Changes in fair value of highly effective cash flow hedges are recognized in other comprehensive income (OCI) until the related cash flows from the hedged items are recognized in earnings. If the hedge ceases to be highly effective, BCI discontinues hedge accounting and recognizes the interim changes in fair value in operating income. If a derivative that qualifies as a cash flow hedge is terminated or dedesignated, the cumulative changes in value are recognized in income over the period in which the hedged item would have affected earnings. Immediate recognition in earnings is required if it is probable that the hedged cash flows will not occur.

Net interest derived from cash flow hedge instruments is reported in interest expense. Gains and losses resulting from the termination of swaps are recognized over the shorter of the remaining contract lives of the swaps or the lives of the related hedged positions or, if the hedged positions are sold, are recognized in the current period as other income (expense).

Interest Rate Swaps Not Designated as Hedging Instruments—Derivatives not designated as hedges are not speculative and result from a service BCI provides to certain clients. BCI executes interest rate derivatives with commercial banking customers to facilitate their respective risk management strategies. Those interest rate derivatives are simultaneously hedged by offsetting derivatives that BCI executes with a third party, such that BCI minimizes its net risk exposure resulting from such transactions. As the interest rate derivatives associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer derivatives and the offsetting derivatives are recognized directly in earnings.

Changes in the fair value of derivatives not designated as hedging instruments are recognized in operating income. Net interest received or paid on the interest rate swaps utilized to accommodate the financial needs of the customers is reflected as loan interest income.

Federal Home Loan Bank (FHLB) and Federal Reserve Bank Stock—FHLB and Federal Reserve Bank stock are carried at cost, as BCI's ownership is restricted and these stocks lack a market. Shares in these stocks can only be sold back at stated par and to the agency that issued them. BCI is required to maintain a specific level of holdings based on a formula provided by the respective agency.

Operating Lease Equipment—Operating lease equipment is carried at cost less accumulated depreciation. Operating lease equipment is depreciated to its estimated residual value using the straight-line method over the lease term. Where management's intention is to sell the equipment received at the end of a lease, these are marked to the lower cost or fair value and classified as assets held for sale. Depreciation is stopped on these assets and any further marks to lower of cost or fair value are recorded in other income. Equipment received at the end of the lease is marked to the lower of cost or fair

value with the adjustment recorded in other operating income. Maintenance costs incurred are expensed if they do not provide a future economic benefit and do not extend the life of the asset.

Bank Premises and Equipment—BCI premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated life of the assets, which is five years for computer equipment, seven years for furniture and office equipment and 39 years for buildings. Leasehold improvements are amortized over the lesser of their useful life or the term of the lease. Management reviews BCI premises and equipment for possible impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If there is an indication of impairment, management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. Assets, if any, for which management has committed to a plan to dispose of the assets, whether by sale or abandonment, are reported at the lower of carrying amount or fair value, less cost to sell. Preparation of estimated expected future cash flows is inherently subjective and is based on management's best estimate of assumptions concerning future conditions. No impairment loss was recognized during the years ended December 31, 2018 and 2017, related to BCI premises and equipment.

Goodwill—Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable assets of businesses acquired.

BCI has elected the accounting alternative for the subsequent measurement of goodwill. Under the election, goodwill is amortized on a straight-line basis over 10 years. BCI evaluates the remaining useful lives of goodwill each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization. Goodwill is also tested for potential impairment if an event occurs or circumstances change that indicate the fair value may be below its carrying amount (a triggering event). BCI did not record an impairment of goodwill during the years ended December 31, 2018 and 2017.

Goodwill at December 31, 2018 and 2017, is summarized as follows (in thousands):

	2018	2017
Goodwill	\$142,864	\$3,158
Less accumulated amortization	<u>(8,472)</u>	<u>(684)</u>
Goodwill—net	<u><u>\$134,392</u></u>	<u><u>\$2,474</u></u>

The increase in goodwill is related to the TotalBank acquisition (see Note 2). Amortization expense for goodwill was approximately \$7,788,000 and \$316,000 for the years ended December 31, 2018 and 2017, respectively, and is included within other operating expenses in the accompanying consolidated statements of income and comprehensive income. Amortization expense for each of the fiscal years ending December 31, 2019 through December 31, 2023, and thereafter is estimated as follows (in thousands):

**Years Ending
December 31**

2019	\$ 14,286
2020	14,286
2021	14,286
2022	14,286
2023	14,286
Thereafter	<u>62,962</u>
Total	<u>\$134,392</u>

Intangible Assets—Intangible assets include the following: (1) core deposit premiums, (2) leasehold interest, and (3) trade name. The core deposit premiums and leasehold interest are amortized over their estimated useful lives. BCI evaluates the remaining useful lives of definite-life intangible assets in each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization. Intangible assets are also tested for potential impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be recoverable. The trade name is not amortized but tested annually for impairment. BCI has elected June 30 as the date of its annual impairment test. BCI did not record an impairment of intangible assets for the years ended December 31, 2018 and 2017.

Trust Department Assets—Securities and other property held by the trust department, in agency or other fiduciary capacities for customers, are not included in the accompanying consolidated financial statements.

Other Real Estate Owned—Foreclosed assets are carried at the lower of fair value, less estimated costs to sell, or cost. If the fair value of the asset, less the estimated costs to sell, is less than the cost of the asset, the deficiency is charged to income. BCI had approximately \$432,000 and \$225,000 of other real estate owned as of December 31, 2018 and 2017, respectively, all of which are classified as held for sale and included in other assets-net in the accompanying consolidated balance sheet. BCI did not record impairment losses during the years ended December 31, 2018 and 2017.

Income Taxes—Deferred taxes are determined based on the estimated future tax effects of differences between the consolidated financial statements and tax bases of assets and liabilities given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on the changes in the deferred asset or liability from period to period. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

For positions taken or expected to be taken in a tax return, BCI recognizes the tax benefit in its consolidated financial statements when it is more likely than not (i.e., a likelihood of more than 50%) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement.

Bank-Owned Life Insurance—BCI purchases life insurance policies on the lives of certain officers and employees and is the owner and beneficiary of the policies. BCI invests in these policies, known as BOLI, to provide an efficient form of funding for long-term retirement and other employee benefit costs. BCI records these BOLI policies at each policy's respective cash surrender value, with changes recorded in other operating income in the consolidated statements of income and comprehensive income. Certain BOLI policies have a stable value agreement through a large, well-rated bank insurance carrier that provides minimum annual guaranteed increases in value, but passes on the full income and increase in value of the underlying pool of investments, less certain mortality and administrative expenses.

Off-Consolidated-Balance-Sheet Reserve for Credit Losses—Off-consolidated-balance-sheet reserve for credit losses represents the amount that, in management's judgment, is adequate to absorb losses on commercial letters of credit, standby letters of credit, and commitments to extend credit, which may become uncollectible. The adequacy of the reserve is determined by management's continuing evaluation of BCI's commitments in light of past loss experience, present economic conditions, and other factors considered relevant by management at the consolidated financial statement date. Anticipated changes in economic factors that may influence the level of the reserve are considered in the evaluation by management when the likelihood of the changes can be reasonably determined. In estimating the reserve, consideration is given to asset performance, the financial condition of borrowers or guarantors, and current and anticipated economic conditions. While management uses the best information available to make such evaluations, future adjustments to the reserve may be necessary, which may be material, if economic conditions differ substantially from the assumptions used in the evaluation. If additions to the original estimate of the reserve are deemed necessary, they will be reported in income in the period in which they become reasonably estimable. As of December 31, 2018 and 2017, BCI's off-consolidated-balance-sheet reserve for credit losses is \$2,558,000 and \$1,365,000, respectively, and is recorded within other liabilities within the accompanying consolidated balance sheets. During the year ended December 31, 2018, BCI record \$877,000 change to the provision for off-consolidated-balance-sheet credit losses, recorded within other expense within the accompanying consolidated statement of income and comprehensive income. BCI did not record any change to the provision for off-consolidated-balance-sheet credit losses during the year ended December 31, 2017.

New Accounting Pronouncements—On August 12, 2015, the Financial Accounting Standards Board (FASB) issued guidance, which defers the effective date of the FASB's revenue standard, Accounting Standards Update (ASU) No. 2014-09 (Revenue from Contracts with Customers), by one year for all entities and permits early adoption on a limited basis. ASU No. 2014-09 prescribes the process related to the recognition of revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The adoption of this guidance is effective for BCI for the year ending December 31, 2019. BCI has evaluated the effects that the guidance will have on BCI's financial position, results and operations, and consolidated financial statement disclosure and concluded that the adoption will not have a significant impact.

During January 2016, the FASB issued guidance that amends the guidance on the classification and measurement of financial instruments. Although the guidance retains many current requirements, it significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. The guidance also amends certain disclosure requirements associated with the fair value of financial instruments. The adoption of this guidance is effective for BCI for the year ending December 31, 2019. BCI is evaluating the effects that this guidance will have on its financial position, results of operations, and consolidated financial statement disclosures.

During February 2016, the FASB issued guidance, and further amended such guidance in July 2018 and December 2018, that amends the guidance on lease accounting. The guidance introduces a lessee model that brings most leases on to the balance sheet. The new guidance also aligns many of the underlying principles of the new lessor model with those of the FASB's new revenue recognition standard (e.g., those related to evaluating when profit can be recognized). Furthermore, the guidance addresses other concerns related to the current leases model. For example, the guidance eliminates the requirement for an entity to use bright-line tests in determining lease classification. The standard also requires lessors to increase the transparency of their exposure to changes in value of their residual assets and how they manage that exposure. The adoption of this guidance is effective for BCI for the year ending December 31, 2020. Early adoption is permitted. BCI is evaluating the effects that this guidance will have on its financial position, results of operations, and consolidated financial statement disclosures.

During June 2016, the FASB issued guidance, and clarified in November 2018, that amends the guidance on the impairment of financial instruments. The guidance adds an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses. The ASU is also intended to reduce the complexity of the guidance of impairment of financial instruments by decreasing the number of credit impairment models that entities use to account for debt instruments. The CECL model applies to most debt instruments (other than those measured at fair value), trade receivables, lease receivables, reinsurance receivables that result from insurance transactions, financial guarantee contracts, and loan commitments. However, securities available for sales are outside the model's scope. The adoption of this guidance is effective for BCI for the year ending December 31, 2022. Early adoption is permitted during the year ending December 31, 2019. BCI is evaluating the effects that this guidance will have on its financial position, results of operations, and consolidated financial statement disclosures.

During August 2016, the FASB issued guidance that amends the guidance on the classification of certain cash receipts and payments in the consolidated statement of cash flows. The primary purpose of the amendment is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic. The guidance added or clarified the following cash flow items: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies, including BOLI policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The adoption of this guidance is effective for BCI for the year ending December 31, 2019. Early adoption is permitted. The

guidance must be applied retrospectively to all periods presented, but may be applied prospectively from the earliest date practicable if retrospective application would be impracticable. BCI is evaluating the effects that this guidance will have on its consolidated statement of cash flow statement presentation.

During March 2017, the FASB issued guidance on receivables-nonrefundable fees and other costs on purchased callable debt securities. This guidance shortens the amortization period for certain callable debt securities held at a premium. Specifically, the amendments to the guidance require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be accreted to maturity. This amended guidance is effective for BCI for the year ending December 31, 2019, with early adoption permitted. BCI is evaluating the effects that this guidance will have on its financial position, results of operations and consolidated financial statement disclosures.

During August 2017, the FASB issued guidance on the targeted improvements to the accounting for hedging activities, which is intended to better align risk management activities and financial reporting for hedging relationships. The new guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same consolidated statement of income and comprehensive income line as the hedged item. It also eases certain documentation and assessment requirements. Further, ASU 2018-16 (Derivatives and Hedging) was issued in October 2018, which clarified the original ASU and added the overnight index swap (OIS) rate as an acceptable benchmark rate for assessing hedge accounting of derivatives. The guidance is effective for BCI for the year ending December 31, 2020. Early adoption is permitted. BCI is evaluating the effects that this guidance will have on its financial position, results of operations and consolidated financial statement disclosures.

During February 2018, the FASB issued guidance that helps organizations address certain stranded income tax effects in accumulated other comprehensive income (AOCI) resulting from the tax legislation enacted by the US government on December 22, 2017 commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act") by allowing the reclassification of these amounts from AOCI to retained earnings. The adoption of this guidance is effective for BCI for the year ending December 31, 2019. BCI early adopted the guidance. The adoption of this guidance did not have a significant impact on BCI's financial position, results of operations, and consolidated financial statement disclosures.

During August 2018, the FASB issued guidance that modifies disclosure requirements on fair value measurements. This ASU removes requirements to disclose, (1) the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, and (2) the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. ASU No. 2018-13 (Fair Value Measurement) clarifies that, disclosure regarding measurement uncertainty, is intended to communicate information about the uncertainty in measurement, as of the reporting date. ASU No. 2018-13 adds certain disclosure requirements, including (1) disclosure of changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements, and (2) the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. The adoption of this guidance is effective for BCI for the year ending December 31, 2020. Early adoption is permitted. BCI is evaluating the effects that this guidance will have on BCI's financial position, results and operations, and consolidated financial statement disclosures.

Subsequent Events—Events occurring subsequent to the date of the consolidated balance sheets have been evaluated for potential recognition or disclosure in the consolidated financial statements through January 28, 2019, the date the consolidated financial statements are available to be issued.

2. BUSINESS COMBINATION

On June 15, 2018, BCI acquired 100% of the outstanding shares of TotalBank, a Florida commercial bank, from Banco Santander, S.A. for approximately \$528,939,000. The acquisition was structured as a forward merger, and the acquired corporation was dissolved simultaneously with the acquisition. The resulting accounting treatment is a purchase of the assets and liabilities of the acquiree recorded at fair value. The primary objective of the purchase was to increase the Bank's market share in its core market, and achieve synergies through the operating expenses of the combined operations.

The fair market value of the assets and liabilities acquired were as follows:

Cash and cash equivalents	\$ 140,855
Loans—net	2,129,500
Securities available for sale	512,058
Bank premises and equipment	13,791
Other assets acquired	31,134
Deposits	(2,019,141)
Borrowings-FHLB Advances	(430,000)
Repurchase agreements	(16,458)
Accrued expenses and other liabilities acquired	(33,504)
Intangibles	60,998
Goodwill	<u>139,706</u>
Total	<u>\$ 528,939</u>

Goodwill in the amount of \$139,706,000 was assigned for the excess of the purchase price over the fair value of the net assets and other intangibles recorded at acquisition. Intangibles acquired included core deposit premiums, leasehold interests, and mortgage servicing rights for \$57,790,000, \$2,880,000, and \$328,000 respectively.

3. SECURITIES AVAILABLE FOR SALE AND SECURITIES HELD TO MATURITY

Debt and equity securities have been classified in the consolidated balance sheets according to management's intent. The carrying amount of securities and their fair values at December 31, 2018 and 2017, were as follows:

Securities available for sale at December 31, 2018, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Values
US government agencies	\$1,064,177	\$ 57	\$(39,824)	\$1,024,410
Collateralized mortgage/debt obligations	1,520,464	6,216	(10,904)	1,515,776
US corporate obligations	239,338		(5,752)	233,586
Other securities	<u>30,785</u>	<u>25</u>	<u>(1,089)</u>	<u>29,721</u>
Total	<u>\$2,854,764</u>	<u>\$6,298</u>	<u>\$(57,569)</u>	<u>\$2,803,493</u>

Securities available for sale at December 31, 2017, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Values
US government agencies	\$1,233,508	\$ -	\$(20,252)	\$1,213,256
Collateralized mortgage/debt obligations	700,537	1	(7,526)	693,012
US corporate obligations	189,899	1,481		191,380
Other securities	<u>22,523</u>	<u></u>	<u>(611)</u>	<u>21,912</u>
Total	<u>\$2,146,467</u>	<u>\$1,482</u>	<u>\$(28,389)</u>	<u>\$2,119,560</u>

Securities held to maturity at December 31, 2018, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Values
Other securities	<u>\$1,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,000</u>
Total	<u>\$1,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,000</u>

Securities held to maturity at December 31, 2017, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Values
Other securities	<u>\$1,300</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,300</u>
Total	<u>\$1,300</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,300</u>

Collateralized mortgage/debt obligations primarily consist of US government agencies collateralized mortgage/debt obligations.

Securities available for sale with unrealized losses at December 31, 2018 and 2017, were as follows (in thousands):

	Less than 12 Months		12 Months or Longer		Total	
	Fair Values	Unrealized Losses	Fair Values	Unrealized Losses	Fair Values	Unrealized Losses
2018						
Available for sale:						
US government agencies	\$ -	\$ -	\$ 1,019,234	\$(39,824)	\$ 1,019,234	\$(39,824)
Collateralized mortgage/debt obligation	160,655	(1,394)	510,701	(9,510)	671,356	(10,904)
Other securities	233,587	(5,752)	<u>21,434</u>	<u>(1,089)</u>	233,587	(5,752)
					<u>21,434</u>	<u>(1,089)</u>
Total	<u>\$ 394,242</u>	<u>\$(7,146)</u>	<u>\$ 1,551,369</u>	<u>\$(50,423)</u>	<u>\$ 1,945,611</u>	<u>\$(57,569)</u>
	Less than 12 Months		12 Months or Longer		Total	
	Fair Values	Unrealized Losses	Fair Values	Unrealized Losses	Fair Values	Unrealized Losses
2017						
Available for sale:						
US government agencies	\$ 447,953	\$(4,082)	\$ 765,303	\$(16,170)	\$ 1,213,256	\$(20,252)
Collateralized mortgage/debt obligation	584,379	(6,953)	30,624	(573)	615,003	(7,526)
Other securities	<u>3,482</u>	<u>(18)</u>	<u>18,430</u>	<u>(593)</u>	<u>21,912</u>	<u>(611)</u>
Total	<u>\$ 1,035,814</u>	<u>\$(11,053)</u>	<u>\$ 814,357</u>	<u>\$(17,336)</u>	<u>\$ 1,850,171</u>	<u>\$(28,389)</u>

As of December 31, 2018 and 2017, there were no securities held to maturity with unrealized losses.

BCI did not realize losses on available-for-sale and held-to-maturity securities during the years ended December 31, 2018 and 2017, that were deemed to be other-than-temporarily impaired. The investments with indicated unrealized losses above primarily include debt securities whose fair values have declined due to interest rate fluctuations and current market conditions, and are not related to any company or industry-specific events or credit quality. In determining that the investment is not other-than-temporarily impaired, BCI considered reports of financial specialists and the volatility of the investment's fair value.

The contractual terms of the investments that were not other-than-temporarily impaired do not permit the issuer to settle the securities at a price less than the face value of the investment. Because BCI has the ability and intent to hold those investments until recovery of fair value, which may be maturity and the creditworthiness of the issuers, the quality and amount of the underlying collateral, the lack of concentration in any geographical area, contractual obligations of the issuers, and rating histories, as well as the continued performance and amortization of certain of the securities, BCI does not consider the carrying value of those investments to be other-than-temporarily impaired at December 31, 2018 and 2017.

Expected maturities of some securities will differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties. The scheduled maturities of securities available for sale and held to maturity at December 31, 2018, were as follows (in thousands):

	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Fair Values	Amortized Cost	Fair Values
Due in 1 year or less	\$ -	\$ -	\$1,000	\$1,000
Due after 1 year through 5 years	191,016	187,360		
Due after 5 years through 10 years	105,239	101,454		
Due after 10 years	<u>1,007,260</u>	<u>969,182</u>		
	1,303,515	1,257,996	1,000	1,000
Collateralized mortgage/debt obligations	1,520,464	1,515,776		
Mutual funds	<u>30,785</u>	<u>29,721</u>		
Total	<u>\$2,854,764</u>	<u>\$2,803,493</u>	<u>\$1,000</u>	<u>\$1,000</u>

BCI did not recognize any gross realized gains on the sale of available-for-sale securities during the year ended December 31, 2018. During the year ended December 31, 2017, the Bank recognized gross realized gains on the sale of available-for-sale securities of approximately \$3,806,000. Securities valued at approximately \$524,592,000 and \$555,491,000 at December 31, 2018 and 2017, respectively, were pledged as collateral to secure certain public deposits, repurchase agreements, or for other purposes.

4. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

As of December 31, 2018, BCI had 240 interest rate swaps not designated as hedging instruments and six London inter-bank offered rate (LIBOR)-based interest rate swaps designated as hedging instruments.

Derivative instruments at December 31, 2018, were as follows (in thousands):

Interest Rate Derivatives	Asset Derivatives			Liability Derivatives		
	Consolidated Balance Sheet Location	Current Notional	Fair Value	Consolidated Balance Sheet Location	Current Notional	Fair Value
Cash flow hedges designated as hedging instruments	Other assets/ Other liabilities	<u>\$ -</u>	<u>\$ -</u>	Other assets	<u>\$ 650,000</u>	<u>\$ 11,538</u>
Interest rate swaps not designated as hedging instruments	Other assets	<u>\$ 813,911</u>	<u>\$ 21,600</u>	Other liabilities	<u>\$ 822,382</u>	<u>\$ 22,684</u>

Derivative instruments at December 31, 2017, were as follows (in thousands):

Interest Rate Derivatives	Asset Derivatives			Liability Derivatives		
	Consolidated Balance Sheet Location	Current Notional	Fair Value	Consolidated Balance Sheet Location	Current Notional	Fair Value
Cash flow hedges designated as a hedging instrument	Other assets/ Other liabilities	<u>\$ -</u>	<u>\$ -</u>	Other assets	<u>\$ 650,000</u>	<u>\$ 7,883</u>
Interest rate swaps not designated as hedging instruments	Other assets	<u>\$ 555,744</u>	<u>\$ 9,929</u>	Other liabilities	<u>\$ 579,719</u>	<u>\$ 10,172</u>

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on BCI's variable-rate liabilities. During the next 12 months, BCI estimates that \$5,524,000 will be reclassified as a decrease in interest expense.

The table below presents the pre-tax net gains of BCI's effective portion of cash flow hedges designated as hedging instruments for the year ended December 31, 2018, and where they are recorded in the consolidated statement of income and comprehensive income (in thousands). BCI did not recognize any hedge ineffectiveness in earnings during the year ended December 31, 2018.

	Effective Portion		
	PreTax Gain Recognized in OCI	Location of Gain or (Loss) Reclassified from AOCI into Income	Pre-tax Gain (Loss) Reclassified from AOCI into Income
Interest rate products	<u>\$ 3,655</u>	Interest expense	<u>\$ 1,948</u>

Pre-tax net gains of BCI's effective portion of cash flow hedges designated as hedging instruments for the year ended December 31, 2017 were as follows (in thousands):

	Effective Portion		
	PreTax Gain Recognized in OCI	Location of Gain or (Loss) Reclassified from AOCI into Income	Pre-tax Gain (Loss) Reclassified from AOCI into Income
Interest rate products	<u>\$7,883</u>	Interest expense	<u>\$(1,403)</u>

The effect of BCI's derivative instruments not designated as hedging instruments recorded within BCI's consolidated statement of income and comprehensive income for the year ended December 31, 2018, is summarized as follows (in thousands):

	Location of Gain Recognized in Income on Derivative	Amount of Gain Recognized in Income on Derivative
Interest rate products	Other operating income	<u>\$808</u>

The effect of BCI's derivative instruments not designated as hedging instruments recorded within BCI's consolidated statement of income and comprehensive income for the year ended December 31, 2017, is summarized as follows (in thousands):

	Location of Gain Recognized in Income on Derivative	Amount of Gain Recognized in Income on Derivative
Interest rate products	Other operating income	<u>\$572</u>

Credit Risk-Related Contingent Features—BCI has agreements with its derivative counterparties that contain a provision where if BCI defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then BCI could also be declared in default on its derivative obligations. As of December 31, 2018 and 2017, BCI did not have any derivatives that were in a liability position related to those agreements.

5. LOANS AND LEASES

Loans and leases classified by type at December 31, 2018 and 2017, are as follows (in thousands):

	2018	2017
Real estate:		
Adjustable	\$ 4,828,867	\$ 2,994,588
Fixed	2,605,173	1,825,642
Commercial and other business loans:		
Adjustable	1,408,427	1,246,608
Fixed	846,271	631,663
Commercial leases:		
Financing leases	346,893	271,598
Leveraged leases	73,858	60,067
Consumer:		
Adjustable	40,128	61,124
Fixed	26,899	18,151
Total	<u>\$ 10,176,516</u>	<u>\$ 7,109,441</u>

The loans and leases subgroup at December 31, 2018 and 2017, consisted of the following (in thousands):

	2018	2017
Real estate:		
Commercial	\$ 4,512,619	\$ 2,945,206
Residential	2,124,567	1,215,843
Construction and land	796,854	659,181
Total real estate	7,434,040	4,820,230
Commercial and other business loans	2,254,698	1,878,271
Commercial leases	420,751	331,665
Consumer	67,027	79,275
Total	<u>\$ 10,176,516</u>	<u>\$ 7,109,441</u>

At December 31, 2018 and 2017, BCI had approximately \$214,348,000 and \$152,680,000, respectively, of interest-only, adjustable-rate residential mortgages where the borrower may be subject to payment increases.

Loans carried at approximately \$4,816,524,000 and \$3,649,562,000 at December 31, 2018 and 2017, respectively, were pledged as collateral to secure available borrowings based on lendable collateral of approximately \$2,446,274,000 and \$1,480,844,000, respectively, from the FHLB of Atlanta.

Loans carried at approximately \$500,401,000 and \$680,841,000 at December 31, 2018 and 2017, respectively, were pledged as collateral to secure available borrowings based on lendable collateral of approximately \$370,137,000 and \$472,999,000, respectively, from the Federal Reserve Bank of Atlanta.

Leases—Pretax income from leveraged leases was \$2,127,000 and \$2,433,000 for the years ended December 31, 2018 and 2017, respectively. The tax effect of this income was an expense of \$539,000 and \$938,000 for the years ended December 31, 2018 and 2017, respectively.

The following table provides the components of commercial financing leases portfolio:

	2018	2017
Rentals receivable—net of principal and interest on nonrecourse debt	\$406,058	\$318,215
Estimated residual value of lease assets	60,755	49,693
Initial direct costs—net of amortization	<u>6,745</u>	<u>4,899</u>
Gross investment in financing leases	473,558	372,807
Unearned income	<u>(52,807)</u>	<u>(41,142)</u>
Net investment in commercial financing leases	<u>\$420,751</u>	<u>\$331,665</u>

At December 31, 2018 and 2017, BCI had approximately \$1,984,000 and \$1,239,000, respectively, of accumulated allowance for uncollected minimum lease payments.

BCI periodically reviews residual values associated with its leasing portfolio. Declines in residual values that are deemed to be other than temporary are recognized as a loss. During 2018 and 2017, the Bank did not recognize any residual value write-downs related to commercial leases. At December 31, 2018, the minimum future lease payments receivable for each of the years 2019 through 2023 were \$89,336,000, \$91,079,000, \$71,585,000, \$53,503,000, and \$31,366,000 respectively, and \$82,391,000 thereafter. During the years ended December 31, 2018 and 2017, the Bank did not recognize any contingent rental income on direct financing commercial leases.

PCI Loans—The PCI loans are considered nonaccrual due to the fact that BCI cannot reasonably determine the timing and amount of cash flows expected to be collected. As of December 31, 2018 and 2017, the balance of nonaccrual PCI loans is \$10,561,000 and \$10,517,000, respectively. BCI does not have PCI loans acquired, where BCI could reasonably estimate the timing and amount of future cash flows.

Risk Management—BCI has certain lending policies and procedures in place that are designed to maximize loan and lease income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan and lease production, loan and lease quality, concentrations of credit, loan and lease delinquencies, and nonperforming and potential problem loans and leases. Diversification in the loan and lease portfolio is a means of managing risk associated with fluctuations in economic conditions.

Real estate loans are subject to underwriting standards that are designed to promote relationship banking rather than transactional banking. Once it is determined that the borrower's management possesses sound ethics and solid business acumen, BCI's management examines the relevant information for a specific loan and presents it to the loan committee for approval. These loans are viewed primarily as loans secured by real estate. Real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan, the business conducted on the property securing the loan, or the borrower's personal ability to pay the loan. Real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing BCI's real estate portfolio are of similar type and are concentrated in Florida; however, there are loans outside Florida. Management monitors and evaluates real estate loans based on collateral, geography, and the borrower's financial stability. Within real estate loans, BCI monitors the loan portfolio in the following subgroups: commercial, residential, and construction and land.

Commercial and other business loans are subject to underwriting standards and processes similar to real estate loans. Commercial and other business loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and other business loans are secured by the assets being financed or other business assets, such as accounts receivable, inventory, or real estate, and may incorporate a personal guarantee. In the case of loans secured by an operating asset, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

BCI originates consumer loans utilizing credit-scoring analysis to supplement the underwriting process. To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed, jointly by line and staff personnel. This activity, coupled with relatively small loan amounts that are spread across many individual borrowers, minimizes risk.

Leasing transactions often involve one-time lending decisions of a more transactional nature than relationship nature and thus require strong credit quality. Lease repayments primarily rely on cash flow. Equipment or other collateral value is considered for secondary repayment and residual gain realization purposes. Leases are underwritten in accordance with BCI's goals of consistent high credit quality. Lessees' credit risk is managed by assessing delinquency, special asset and substandard asset levels, and investment losses over time.

BCI engages independent loan reviewers that review and validate the credit risk profile on a periodic basis. Results of these reviews are presented to senior management and the audit committee. The loan review process complements and reinforces the risk identification and assessment decisions made by lending and credit personnel, as well as BCI's policies and procedures.

Concentrations of Credit—Most of BCI's lending activity occurs within the state of Florida. At December 31, 2018 and 2017, approximately 73% and 68%, respectively, of BCI's loans relate to real estate.

Nonaccrual and Past Due Loans—Nonaccrual loans and leases, segregated by class of loans and leases, at December 31, 2018 and 2017, are as follows (in thousands):

	2018	2017
Real estate:		
Commercial	\$ 5,905	\$ 5,933
Residential	22,749	17,197
Construction and land	<u> </u>	<u>498</u>
Total real estate	28,654	23,628
Commercial and other business loans	5,373	1,526
Commercial leases		
Consumer	<u>3,032</u>	<u> </u>
Total	<u>\$37,059</u>	<u>\$25,154</u>

Interest income that would have been recorded on nonaccrual loans and leases, if such loans and leases were performing in accordance with their original terms, for the years ended December 31, 2018 and 2017, amounted to approximately \$1,506,000 and \$1,068,000, respectively.

An age analysis of past due loans, segregated by class of loans, at December 31, 2018 and 2017, is as follows (in thousands):

2018	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Real estate:						
Commercial	\$ 3,889	\$ 4,950	\$ 8,839	\$ 4,503,780	\$ 4,512,619	\$ -
Residential	26,192	10,427	36,619	2,087,948	2,124,567	119
Construction and land				796,854	796,854	
Total real estate	30,081	15,377	45,458	7,388,582	7,434,040	119
Commercial and other business loans	3,253	2,856	6,109	2,248,589	2,254,698	60
Commercial leases				420,751	420,751	
Consumer	1,416	13	1,429	65,598	67,027	
Total	<u>\$ 34,750</u>	<u>\$ 18,246</u>	<u>\$ 52,996</u>	<u>\$ 10,123,520</u>	<u>\$ 10,176,516</u>	<u>\$ 179</u>
2017						
Real estate:						
Commercial	\$ 1,154	\$ 4,541	\$ 5,695	\$ 2,939,511	\$ 2,945,206	\$ -
Residential	19,101	5,643	24,744	1,191,099	1,215,843	
Construction and land				659,181	659,181	
Total real estate	20,255	10,184	30,439	4,789,791	4,820,230	-
Commercial and other business loans	4,647	1,472	6,119	1,872,152	1,878,271	
Commercial leases				331,665	331,665	
Consumer				79,275	79,275	
Total	<u>\$ 24,902</u>	<u>\$ 11,656</u>	<u>\$ 36,558</u>	<u>\$ 7,072,883</u>	<u>\$ 7,109,441</u>	<u>\$ -</u>

Impaired Loans—Impaired loans at December 31, 2018 and 2017, are set forth as follows (in thousands):

	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
2018						
Real estate:						
Commercial	\$ 11,655	\$ 2,994	\$ 2,911	\$ 5,905	\$ 92	\$ 10,515
Residential	26,928	22,982	381	23,363	123	26,397
Construction and land	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total real estate	38,583	25,976	3,292	29,268	215	36,912
Commercial and other business loans	13,674	10,047	1,654	11,701	1,561	17,214
Commercial leases	<u>3,184</u>	<u>3,023</u>	<u>8</u>	<u>3,031</u>	<u>8</u>	<u>3,062</u>
Consumer	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	<u>\$ 55,441</u>	<u>\$ 39,046</u>	<u>\$ 4,954</u>	<u>\$ 44,000</u>	<u>\$ 1,784</u>	<u>\$ 57,188</u>
2017						
Real estate:						
Commercial	\$ 10,605	\$ 3,650	\$ 1,945	\$ 5,595	\$ 19	\$ 10,650
Residential	14,329	11,824	2,164	13,988	237	15,128
Construction and land	<u>576</u>	<u>498</u>	<u> </u>	<u>498</u>	<u> </u>	<u>1,038</u>
Total real estate	25,510	15,972	4,109	20,081	256	26,816
Commercial and other business loans	10,398	10,331	<u> </u>	10,331	<u> </u>	11,255
Commercial leases	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Consumer	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	<u>\$ 35,908</u>	<u>\$ 26,303</u>	<u>\$ 4,109</u>	<u>\$ 30,412</u>	<u>\$ 256</u>	<u>\$ 38,071</u>

The recorded interest income on impaired loans by class of loans for the years ended December 31, 2018 and 2017, as follows (in thousands):

	2018	2017
Real estate:		
Commercial	\$ 135	\$ 94
Residential	1,022	567
Construction and land	<u> </u>	<u>48</u>
Total real estate	1,157	709
Commercial and other business loans	805	484
Commercial leases	<u>141</u>	<u> </u>
Consumer	<u> </u>	<u> </u>
Total	<u>\$ 2,103</u>	<u>\$ 1,193</u>

Loans and Leases Modification—BCI considers all of the loans and leases that were modified as a TDR as impaired loans and leases.

BCI did not have any commitment to lend on TDR loans at December 31, 2018 and 2017.

Loans whose terms were modified and considered TDR during the year ended December 31, 2018, are summarized in the following table (in thousands, except for number of contracts):

	Number of Contracts	Premodification Outstanding Recorded Investment	Postmodification Outstanding Recorded Investment	Increase in Allowance for Loan Losses Upon Modification	Charge-Off Upon Modification
TDRs:					
Real estate:					
Commercial	-	\$ -	\$ -	\$ -	\$ -
Residential	3	279	278	(275)	
Construction and land					
Total real estate	3	279	278	(275)	-
Commercial and other business loans	4	1,963	2,155	339	
Commercial leases					
Consumer					
Total	7	\$2,242	\$2,433	\$ 64	\$ -

There were no loans considered TDR that defaulted during the year ended December 31, 2018.

Loans whose terms were modified and considered TDR during the year ended December 31, 2017, are summarized in the following table (in thousands, except for number of contracts):

	Number of Contracts	Premodification Outstanding Recorded Investment	Postmodification Outstanding Recorded Investment	Increase in Allowance for Loan Losses Upon Modification	Charge-Off Upon Modification
TDRs					
Real estate:					
Commercial	-	\$ -	\$ -	\$ -	\$ -
Residential	2	140	140		
Construction and land					
Total real estate	2	140	140	-	-
Commercial and other business loans	5	3,078	3,078		
Commercial leases					
Consumer					
Total	7	\$3,218	\$3,218	\$ -	\$ -

There were no loans considered TDR that defaulted during the year ended December 31, 2017.

At December 31, 2018 and 2017, there were 30 and 26 loans, respectively, approximately \$9,357,000 and \$10,757,000, respectively, that are considered TDR.

Credit Quality Indicators—As part of the ongoing monitoring of credit quality, BCI separates its loan portfolio into the following classifications:

- **Unclassified Loans**—Unclassified loans are loans that are performing and do not fall under any of the below categories.
- **Special Mention**—These are loans that are not individually analyzed; however, BCI has identified them for monitoring as they are considered marginally acceptable loans.
- **Substandard**—Loans aggregated into this subgroup include performing and nonperforming loans. For performing loans, which that are individually analyzed, BCI has determined several characteristics requiring increased scrutiny to establish that the loans are not impaired or require an additional reserve. The characteristics identified by BCI to be relevant to this subgroup are: (1) indication that the borrower(s) financial condition is deteriorating due to other debt maturing, the borrower's liquidity, weakness in the borrower's business, and other financial or borrower-specific indicators; (2) weakness in underlying collateral, such as land, condominiums, and commercial real estate; (3) if the borrower has other outstanding loans with BCI that are not performing or if BCI has a significant concentration of the borrower's debt; (4) if the loan is beginning to show signs of nonperformance (loans past due 30–60 days); (5) the loan to value has increased to a level that requires additional scrutiny; (6) the appraised value of the collateral is less than the loan balance; or (7) the loan is considered nonperforming.
- **Doubtful**—These are loans that are not performing, and BCI believes that the underlying collateral value or the source of repayment is not sufficient to recover the outstanding balance of the loan. These loans are considered impaired.

BCI's loans and leases grouped by their internal classification segmented by the class of loans and leases at December 31, 2018 and 2017, are represented as follows (in thousands):

2018	Unclassified	Special Mention	Substandard	Doubtful	Total
Real estate:					
Commercial	\$ 4,461,394	\$ 5,093	\$ 46,132	\$ -	\$ 4,512,619
Residential	2,086,136	450	37,981		2,124,567
Construction and land	<u>779,488</u>	<u>15,520</u>	<u>1,846</u>		<u>796,854</u>
Total real estate	7,327,018	21,063	85,959	-	7,434,040
Commercial and other business	2,230,554	9,749	14,395		2,254,698
Commercial leases	414,734		6,017		420,751
Consumer	<u>63,963</u>		<u>3,064</u>		<u>67,027</u>
Total	<u>\$ 10,036,269</u>	<u>\$ 30,812</u>	<u>\$ 109,435</u>	<u>\$ -</u>	<u>\$ 10,176,516</u>

2017	Unclassified	Special Mention	Substandard	Doubtful	Total
Real estate:					
Commercial	\$ 2,933,235	\$ 4,233	\$ 7,738	\$ -	\$ 2,945,206
Residential	1,188,147	445	27,251		1,215,843
Construction and land	<u>658,683</u>		<u>498</u>		<u>659,181</u>
Total real estate	4,780,065	4,678	35,487	-	4,820,230
Commercial and other business	1,850,332	877	27,062		1,878,271
Commercial leases	324,886	1,406	5,373		331,665
Consumer	<u>79,275</u>				<u>79,275</u>
Total	<u>\$ 7,034,558</u>	<u>\$ 6,961</u>	<u>\$ 67,922</u>	<u>\$ -</u>	<u>\$ 7,109,441</u>

BCI's loans grouped by performing and nonperforming classes of loans at December 31, 2018 and 2017, are summarized as follows (in thousands):

	Real Estate			Commercial and Other Business Loans	Commercial Leases	Consumer	Total
2018	Commercial	Residential	Construction and Land				
Performing	\$ 4,506,714	\$ 2,101,818	\$ 796,854	\$ 2,249,325	\$ 420,751	\$ 63,995	\$ 10,139,457
Nonperforming	<u>5,905</u>	<u>22,749</u>		<u>5,373</u>		<u>3,032</u>	<u>37,059</u>
Total	<u>\$ 4,512,619</u>	<u>\$ 2,124,567</u>	<u>\$ 796,854</u>	<u>\$ 2,254,698</u>	<u>\$ 420,751</u>	<u>\$ 67,027</u>	<u>\$ 10,176,516</u>

	Real Estate			Commercial and Other Business Loans	Commercial Leases	Consumer	Total
2017	Commercial	Residential	Construction and Land				
Performing	\$ 2,939,273	\$ 1,198,646	\$ 658,683	\$ 1,876,745	\$ 331,665	\$ 79,275	\$ 7,084,287
Nonperforming	<u>5,933</u>	<u>17,197</u>	<u>498</u>	<u>1,526</u>			<u>25,154</u>
Total	<u>\$ 2,945,206</u>	<u>\$ 1,215,843</u>	<u>\$ 659,181</u>	<u>\$ 1,878,271</u>	<u>\$ 331,665</u>	<u>\$ 79,275</u>	<u>\$ 7,109,441</u>

Nonperforming loans are loans that are considered nonaccrual.

ALLL—Transactions affecting the ALLL for the year ended December 31, 2018, by class of loans; BCI's ALLL for individually allocated, unallocated, and PCI, by class of loans; and BCI's loans, by class of loans, related to individually allocated, unallocated, and PCI loans at December 31, 2018, are summarized as follows (in thousands):

	Real Estate			Commercial and Other Business	Commercial Leases	Consumer	Unallocated	Total
	Commercial	Residential	Construction and Land					
ALLL								
Beginning balance—								
December 31, 2017	\$ 7,210	\$ 3,028	\$ 1,724	\$ 4,094	\$ 1,259	\$ 166	\$ 888	\$ 18,369
Loan charged off	(297)	(51)		(3,547)	(188)	(122)		(4,205)
Recoveries	37	20	80	419	28	49		633
Provision for (reversal of) loan losses	5,761	2,583	1,228	8,657	1,058	119	(273)	19,133
Ending balance—								
December 31, 2018	<u>\$ 12,711</u>	<u>\$ 5,580</u>	<u>\$ 3,032</u>	<u>\$ 9,623</u>	<u>\$ 2,157</u>	<u>\$ 212</u>	<u>\$ 615</u>	<u>\$ 33,930</u>
December 31, 2018—individually evaluated for impairment (individually allocated)	<u>\$ 92</u>	<u>\$ 123</u>	<u>\$ -</u>	<u>\$ 1,561</u>	<u>\$ -</u>	<u>\$ 8</u>	<u>\$ -</u>	<u>\$ 1,784</u>
December 31, 2018—collectively evaluated for impairment (unallocated)	<u>\$ 12,619</u>	<u>\$ 5,457</u>	<u>\$ 3,032</u>	<u>\$ 8,062</u>	<u>\$ 2,157</u>	<u>\$ 204</u>	<u>\$ 615</u>	<u>\$ 32,146</u>
December 31, 2018—loans acquired with deteriorated credit quality (PCI)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
	Real Estate			Commercial and Other Business	Commercial Leases	Consumer	Total	
	Commercial	Residential	Construction and Land					
Loans:								
Individually evaluated for impairment	\$ 4,900	\$ 14,147	\$ -	\$ 11,361	\$ -	\$ 3,032	\$ 33,439	
Collectively evaluated for impairment	4,506,714	2,101,204	796,854	2,242,998	420,751	63,995	10,132,516	
Acquired with deteriorated credit quality (PCI)	1,005	9,215		340			10,561	
Total	<u>\$ 4,512,619</u>	<u>\$ 2,124,566</u>	<u>\$ 796,854</u>	<u>\$ 2,254,699</u>	<u>\$ 420,751</u>	<u>\$ 67,027</u>	<u>\$ 10,176,516</u>	

Transactions affecting the ALLL for the year ended December 31, 2017, by class of loans; BCI's ALLL for individually allocated, unallocated, and PCI, by class of loans; and BCI's loans, by class of loans, related to individually allocated, unallocated, and PCI loans at December 31, 2017, are summarized as follows (in thousands):

	Real Estate			Commercial and Other Business	Commercial Leases	Consumer	Unallocated	Total
	Commercial	Residential	Construction and Land					
ALLL								
Beginning balance—December 31, 2016	\$ 5,796	\$ 1,687	\$ 547	\$ 2,242	\$ 824	\$ 72	\$ 62	\$ 11,230
Loan charged off	(5,043)	(35)		(952)		(199)		(6,229)
Recoveries		192		388		44		624
Provision for (reversal of) loan losses	<u>6,457</u>	<u>1,184</u>	<u>1,177</u>	<u>2,416</u>	<u>435</u>	<u>249</u>	<u>826</u>	<u>12,744</u>
Ending balance—December 31, 2017	<u>\$ 7,210</u>	<u>\$ 3,028</u>	<u>\$ 1,724</u>	<u>\$ 4,094</u>	<u>\$ 1,259</u>	<u>\$ 166</u>	<u>\$ 888</u>	<u>\$ 18,369</u>
December 31, 2017—individually evaluated for impairment (individually allocated)	<u>\$ 19</u>	<u>\$ 237</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 256</u>
December 31, 2017—collectively evaluated for impairment (unallocated)	<u>\$ 7,191</u>	<u>\$ 2,791</u>	<u>\$ 1,724</u>	<u>\$ 4,094</u>	<u>\$ 1,259</u>	<u>\$ 166</u>	<u>\$ 888</u>	<u>\$ 18,113</u>
December 31, 2017—loans acquired with deteriorated credit quality (PCI)	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
	Real Estate			Commercial and Other Business	Commercial Leases	Consumer		Total
	Commercial	Residential	Construction and Land					
Loans:								
Individually evaluated for impairment	\$ 5,595	\$ 13,988	\$ 498	\$ 10,331	\$ -	\$ -	\$ 30,412	
Collectively evaluated for impairment	2,939,274	1,192,479	658,683	1,867,136	331,665	79,275	7,068,512	
Acquired with deteriorated credit quality (PCI)	<u>337</u>	<u>9,376</u>	<u></u>	<u>804</u>	<u></u>	<u></u>	<u>10,517</u>	
Total	<u>\$ 2,945,206</u>	<u>\$ 1,215,843</u>	<u>\$ 659,181</u>	<u>\$ 1,878,271</u>	<u>\$ 331,665</u>	<u>\$ 79,275</u>	<u>\$ 7,109,441</u>	

Purchase and Sale of Loans—During the years ended December 31, 2018 and 2017, BCI sold approximately \$14,485,000 and \$16,630,000, respectively, of loans that were originated with the intention to sell to an unrelated party.

During the year ended December 31, 2018, BCI sold loans held for investment totaling approximately \$254,000,000 of which approximately \$176,000,000 was to a related party, see Note 19. During the years ended December 31, 2018 and 2017, there were no loan purchases.

6. BANK PREMISES AND EQUIPMENT

BCI premises and equipment at December 31, 2018 and 2017, are summarized as follows (in thousands):

	2018	2017
Land	\$ 35,758	\$34,592
Buildings and leasehold improvements	42,906	36,081
Furniture and equipment	<u>19,214</u>	<u>13,579</u>
	97,878	84,252
Less accumulated depreciation	<u>(12,088)</u>	<u>(6,803)</u>
	85,790	77,449
Construction in progress	<u>1,363</u>	<u>143</u>
Bank premises and equipment—net	<u>\$ 87,153</u>	<u>\$77,592</u>

Depreciation and amortization expense for premises and equipment was approximately \$5,421,000 and \$3,498,000 for the years ended December 31, 2018 and 2017, respectively, and is included as occupancy expense and equipment expense within other operating expenses in the accompanying consolidated statements of income and comprehensive income.

Construction in progress primarily consists of building improvements and relocations in 2018 and 2017.

7. OPERATING LEASE EQUIPMENT

Operating lease equipment at December 31, 2018 and 2017, is summarized as follows (in thousands):

	2018	2017
Railcars	\$105,625	\$89,608
Other equipment	<u>66,187</u>	<u>7,573</u>
	171,812	97,181
Less accumulated depreciation	<u>(10,300)</u>	<u>(4,779)</u>
Operating lease equipment—net	<u>\$161,512</u>	<u>\$92,402</u>

The following table presents future minimum lease rentals due on noncancelable operating leases at December 31, 2018. Excluded from this table are variable rentals calculated on asset usage levels, re-leasing rentals, and expected sales proceeds from remarketing equipment at lease expiration, all of which are components of operating lease profitability. Minimum lease rentals due are as follows (in thousands):

**Years Ending
December 31**

2019	\$14,437
2020	14,538
2021	13,406
2022	12,815
2023	12,291
Thereafter	<u>29,961</u>
Total	<u>\$97,448</u>

During the years ended December 31, 2018 and 2017, BCI did not receive any contingent rental income.

8. INTANGIBLE ASSETS

Intangible assets at December 31, 2018 and 2017, are summarized as follows (in thousands):

	2018	2017	Estimated Useful Life (In Years)
Core deposit premiums	\$120,290	\$ 62,500	4-12
Leasehold interest	<u>6,890</u>	<u>4,010</u>	6-55
	127,180	66,510	
Less accumulated amortization	<u>(30,124)</u>	<u>(17,711)</u>	
	<u>97,056</u>	<u>48,799</u>	
Trade name	<u>18,000</u>	<u>18,000</u>	Indefinite
Mortgage servicing rights	<u>309</u>	<u> </u>	
Intangibles—net	<u>\$115,365</u>	<u>\$ 66,799</u>	

During the years ended December 31, 2018 and 2017, BCI did not record impairments on its intangible assets.

Total amortization expense of intangible assets was approximately \$12,432,000 and \$8,020,000 for the years ended December 31, 2018 and 2017, respectively. Amortization expense for each of the fiscal years ending December 31, 2019, through December 31, 2023 and thereafter is estimated as follows (in thousands):

**Years Ending
December 31**

2019	\$18,199
2020	18,199
2021	17,605
2022	16,019
2023	13,969
Thereafter	<u>13,065</u>
Total	<u>\$97,056</u>

9. DEPOSITS

Deposit accounts at December 31, 2018 and 2017, consist of the following (in thousands):

	2018	2017
Demand	\$ 3,260,317	\$ 2,515,576
Interest checking	1,468,555	794,537
Savings	154,484	120,193
Money market savings	4,501,692	2,917,743
Time deposits	<u>1,901,653</u>	<u>1,472,886</u>
Total	<u>\$ 11,286,701</u>	<u>\$ 7,820,935</u>

Time deposits at December 31, 2018, mature as follows (in thousands):

Maturing in 6 months or less	\$ 1,210,001
Maturing between 6 months and 1 year	312,068
Maturing between 1 year and 3 years	312,815
Maturing beyond 3 years	<u>66,769</u>
Total	<u>\$ 1,901,653</u>

Time certificates of deposit, issued in denominations of \$100,000 or more, amounted to approximately \$1,207,999,000 and \$677,701,000 at December 31, 2018 and 2017, respectively.

Interest on deposits for the years ended December 31, 2018 and 2017, includes the following (in thousands):

	2018	2017
Interest checking	\$14,211	\$ 3,629
Savings	236	178
Money market savings	49,091	15,033
Time deposits in denominations of \$100,000 or more	15,700	5,806
Time deposits in denominations of less than \$100,000	<u>15,928</u>	<u>7,000</u>
Total	<u>\$95,166</u>	<u>\$31,646</u>

10. OTHER BORROWINGS

BCI had outstanding FHLB advances at December 31, 2018 and 2017, as follows (in thousands):

Description	Interest Rate	Maturity	Callable	2018	2017
Fixed-rate credit	2.51 %	January 2019	N/A	\$ 650,000	\$ -
Fixed-rate hybrid	1.43	June 2019	N/A	125,000	125,000
Fixed-rate hybrid	2.20	April 2019	N/A	100,000	
Fixed-rate hybrid	2.11	February 2019	N/A	140,000	
Fixed-rate hybrid	2.11	January 2018	N/A		700,000
Fixed-rate hybrid	0.99	April 2018	N/A		50,000
Fixed-rate hybrid	1.36	December 2018	N/A		<u>125,000</u>
Total				<u>\$1,015,000</u>	<u>\$1,000,000</u>

11. FEDERAL FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Certain information pertaining to short-term borrowings at December 31, 2018 and 2017, is set forth as follows (in thousands):

	2018	2017
Federal funds purchased:		
Balance outstanding	<u>\$ -</u>	<u>\$ -</u>
Largest average outstanding at any month-end	<u>\$ 452</u>	<u>\$ 400</u>
Average balance outstanding during the year	<u>\$ 77</u>	<u>\$ 91</u>
Weighted-average interest rate for the year	<u>2.11 %</u>	<u>1.35 %</u>
Securities sold under agreements to repurchase:		
Balance outstanding	<u>\$177,526</u>	<u>\$219,885</u>
Largest amount outstanding at any month-end	<u>\$254,789</u>	<u>\$309,820</u>
Average balance outstanding during the year	<u>\$198,731</u>	<u>\$261,561</u>
Weighted-average interest rate for the year	<u>0.32 %</u>	<u>0.31 %</u>

12. ACCUMULATED OTHER COMPREHENSIVE LOSS

The table below presents the activity of the component of other comprehensive loss and accumulated other comprehensive loss for the year ended December 31, 2018 (in thousands):

	Total Other Comprehensive Loss			Total Accumulated Other Comprehensive Loss		
	Pretax Activity	Tax Effect	Net Activity Effect	Beginning Balance	Net Activity	Ending Balance
Unrealized losses on securities available for sale	\$(24,339)	\$ 6,176	\$(18,163)			
Unrealized gains on derivatives designated as hedging instruments	5,603	(1,420)	4,183			
Reclassification adjustment for loss on derivatives—net included in net income	<u>(1,951)</u>	<u>494</u>	<u>(1,457)</u>			
	<u>\$(20,687)</u>	<u>\$ 5,250</u>	<u>\$(15,437)</u>	<u>\$(14,203)</u>	<u>\$(15,437)</u>	<u>\$(29,640)</u>

The table below presents a reclassification out of accumulated other comprehensive loss for the year ended December 31, 2018 (in thousands):

Affected Line Items in the Consolidated Statements of Income and Comprehensive Income

Gain on sale of investment securities—net	<u>\$ -</u>
Gain before income tax provision	\$ -
Applicable income tax expense	<u> </u>
Net income	<u><u>\$ -</u></u>
Interest on borrowings	<u>\$(1,951)</u>
Loss before income tax benefit	\$(1,951)
Applicable income tax benefit	<u>494</u>
Net loss	<u><u>\$(1,457)</u></u>

The table below presents the activity of the component of other comprehensive (loss) income and accumulated other comprehensive income for the year ended December 31, 2017 (in thousands):

	Total Other Comprehensive Loss			Total Accumulated Other Comprehensive Loss		
	Pretax Activity	Tax Effect	Net Activity Effect	Beginning Balance	Net Activity	Ending Balance
Unrealized losses on securities available for sale	\$(2,146)	\$(2,732)	\$(4,878)			
Unrealized gains on derivatives designated as hedging instruments	6,480	(1,457)	5,023			
Reclassification adjustment for gain on sales of securities available for sale—net included in net income	(3,806)	1,468	(2,338)			
Reclassification adjustment for loss on derivatives—net included in net income	<u>1,403</u>	<u>(541)</u>	<u>862</u>			
	<u>\$ 1,931</u>	<u>\$(3,262)</u>	<u>\$(1,331)</u>	<u>\$(12,872)</u>	<u>\$(1,331)</u>	<u>\$(14,203)</u>

The table below presents a reclassification out of accumulated other comprehensive loss for the year ended December 31, 2017 (in thousands):

Affected Line Items in the Consolidated Statements of Income and Comprehensive Income

Gain on sale of investment securities—net	<u>\$ 3,806</u>
Gain before income tax provision	\$ 3,806
Applicable income tax expense	<u>(1,468)</u>
Net income	<u>\$ 2,338</u>
Interest on borrowings	<u>\$(1,403)</u>
Loss before income tax benefit	\$(1,403)
Applicable income tax benefit	<u>541</u>
Net loss	<u>\$ (862)</u>

13. FAIR VALUE MEASUREMENTS

BCI values its financial assets and liabilities that are measured at fair value in accordance with a three-tier fair value hierarchy that prioritizes the observable and unobservable inputs used to measure fair value as follows:

Level 1—Quoted prices (unadjusted) for identical assets or liabilities in active markets as well as US Treasury securities that are highly liquid and are actively traded.

Level 2—Valuations for assets and liabilities traded in less active dealer or broker markets. For example, quoted prices for similar mortgage-backed securities in active markets and other observable inputs.

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

As required by FASB guidance, when the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest-level input that is significant to the fair value measurement in its entirety; for example, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3). Therefore, gains and losses for such assets and liabilities categorized within the Level 3 table below may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3).

A review of fair value hierarchy classifications is conducted at least on an annual basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Reclassifications affecting Level 3 of the fair value hierarchy

are reported as transfers in/out of the Level 3 category as of the beginning of the year in which the reclassifications occur.

BCI's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis at December 31, 2018 and 2017, is as follows (in thousands):

2018	Level 1	Level 2	Level 3	Total
Assets—				
Securities available for sale	<u>\$ -</u>	<u>\$ 2,803,493</u>	<u>\$ -</u>	<u>\$ 2,803,493</u>
Derivative assets	<u>\$ -</u>	<u>\$ 33,138</u>	<u>\$ -</u>	<u>\$ 33,138</u>
Liabilities—				
Derivative liabilities	<u>\$ -</u>	<u>\$ 22,684</u>	<u>\$ -</u>	<u>\$ 22,684</u>
2017	Level 1	Level 2	Level 3	Total
Assets—				
Securities available for sale	<u>\$ -</u>	<u>\$ 2,119,560</u>	<u>\$ -</u>	<u>\$ 2,119,560</u>
Derivative assets	<u>\$ -</u>	<u>\$ 17,811</u>	<u>\$ -</u>	<u>\$ 17,811</u>
Liabilities—				
Derivative liabilities	<u>\$ -</u>	<u>\$ 10,172</u>	<u>\$ -</u>	<u>\$ 10,172</u>

During 2018 and 2017, BCI did not have any assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3).

Nonrecurring Fair Value—Certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances. Assets measured at fair value on a nonrecurring basis during 2018 and 2017 include the following:

Impaired Loans—Certain impaired loans were reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 3 inputs-based appraisals of the collateral value, resulting in a discount, where applicable, and would result in a decrease in the fair value estimate.

The assets that were remeasured and reported at fair value on a nonrecurring basis as of December 31, 2018 and 2017, are as follows (in thousands):

2018	Level 1	Level 2	Level 3	Total	Impairment
Financial assets—loans	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,153</u>	<u>\$5,153</u>	<u>\$(1,734)</u>
2017	Level 1	Level 2	Level 3	Total	Impairment
Financial assets—loans	<u>\$ -</u>	<u>\$ -</u>	<u>\$4,486</u>	<u>\$4,486</u>	<u>\$ (126)</u>

The types of loans that were remeasured at and reported at fair value on a nonrecurring basis at December 31, 2018 and 2017, are listed within Note 4 within impaired loans.

The information at December 31, 2018 and 2017, about significant unobservable inputs related to BCI's Level 3 financial assets measured on a nonrecurring basis is as follows (in thousands):

2018	Fair Value	Valuation Technique	Significant Unobservable Inputs	Ranges of Inputs	Weighted Average
Financial assets—loans	<u>\$5,153</u>	Appraised value	Appraised value	Not meaningful	Not meaningful
2017	Fair Value	Valuation Technique	Significant Unobservable Inputs	Ranges of Inputs	Weighted Average
Financial assets—loans	<u>\$4,486</u>	Appraised value	Appraised value	Not meaningful	Not meaningful

14. INCOME TAXES

BCI's income tax provision (benefit) for the years ended December 31, 2018 and 2017, is as follows (in thousands):

	2018	2017
Current provision:		
Federal	\$ -	\$ (84)
State	<u>4,783</u>	<u>1,532</u>
Total current provision	<u>4,783</u>	<u>1,448</u>
Deferred provision:		
Federal	23,692	83,469
State	<u>248</u>	<u>5,463</u>
Total deferred provision	<u>23,940</u>	<u>88,932</u>
Income tax provision	<u>\$28,723</u>	<u>\$90,380</u>

The effective tax rate for 2018 and 2017 differs from the statutory federal rate of 21% primarily as a result of state income taxes, non-taxable income, and nondeductible expenses.

On December 22, 2017, the President of the United States of America signed into law the tax legislation H.R.1., commonly known as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act reduces the corporate tax rate to 21%, effective January 1, 2018, for all corporations. Due to the Tax Act, BCI revalued its deferred tax assets and liabilities existing as of the date of the enactment, that are expected to reverse after January 1, 2018. The effect of this change is approximately \$41,571,000, which is included in 2017 in income from operations as a component of income tax expense.

Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. The components of deferred tax assets (liabilities) at December 31, 2018 and 2017, are as follows (in thousands):

	2018	2017
Deferred tax assets:		
Net operating losses	\$ 36,064	\$ 29,647
Provision for loan losses	5,558	3,936
Interest recorded on nonaccrual loans	1,017	489
Impairment of goodwill and intangible assets	73,622	76,088
Other	<u>13,173</u>	<u>9,732</u>
Total deferred tax assets	<u>129,434</u>	<u>119,892</u>
Deferred tax liabilities:		
Intangible assets	(681)	(800)
Depreciation	(70,507)	(36,907)
Other	<u>(874)</u>	<u>(873)</u>
Total deferred tax liabilities	<u>(72,062)</u>	<u>(38,580)</u>
Net deferred tax assets before unrealized depreciation of investments in securities available for sale	57,372	81,312
Unrealized depreciation of securities available for sale	12,996	6,820
Unrealized gains on derivatives designated as cash flow hedges	<u>(2,923)</u>	<u>(1,999)</u>
Net deferred tax assets	<u>\$ 67,445</u>	<u>\$ 86,133</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not, based on an evaluation of both positive and negative evidences as defined in FASB Accounting Standards Codification ASC 740, *Income Taxes*, that some portion or all of the deferred tax assets will not be realized. Although management believes that these deferred tax assets will ultimately be realized, it must recognize that such realization is dependent on the generation of future taxable income during the periods in which temporary differences are deductible. Under FASB ASC 740, management must consider the scheduled reversal of deferred tax assets, projected future taxable income, tax planning strategies, and whether BCI is in a three-year cumulative loss position in making this assessment. Management evaluated all available evidence, both positive and negative, and based on consideration of this evidence, which included earnings/loss history and anticipated future pretax income, as well as the reversal period for the items giving rise to the deferred tax assets and liabilities, management concluded that it was more likely than not that its net deferred tax assets would be realized at December 31, 2018 and 2017.

BCI's gross net operating losses of approximately \$120,471,000 of federal net operating losses and approximately \$76,064,000 of State of Florida net operating losses at December 31, 2018, will begin to expire during 2028.

BCI has approximately \$49,741,000 gross excess recognized built-in losses related to goodwill amortization that are disallowed because of Internal Revenue Code section 382 limitation. These recognized built-in losses are carried forward and will begin to expire during 2036.

BCI accounts for uncertainty in income taxes by recognizing in its consolidated financial statements the tax effects of a position only if it is more likely than not to be sustained based solely on its technical merits; otherwise, no benefits of the position are to be recognized. Moreover, the more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of a benefit. As of December 31, 2018 and 2017, BCI has not recorded any unrecognized tax benefits in the accompanying consolidated balance sheets. Management does not expect that unrecognized tax benefits will increase within the next 12 months. In the event BCI was to recognize interest and penalties related to uncertain tax positions, they would be recognized in the consolidated financial statements as income tax expense.

Due to the 2015 acquisition of the BCI by Parent, BCI has been limited under the Internal Revenue Code Section 382 limitation to utilize approximately \$26,703,000 per year of its net operating losses and other tax attributes.

As of December 31, 2018 and 2017, BCI had a tax prepayment of approximately \$16,537,000 and \$19,905,000, respectively, which is included in other assets in the accompanying consolidated balance sheets.

15. COMMITMENTS AND CONTINGENCIES

Off-Balance-Sheet—In the normal course of business, various commitments and contingent liabilities are outstanding that are not reflected in the consolidated financial statements. A summary of these commitments and contingent liabilities at December 31, 2018 and 2017, is as follows (in thousands):

	2018	2017
Commercial letters of credit	\$ 342	\$ -
Standby letters of credit	76,945	63,195
Commitments to extend credit	1,609,443	1,209,150

Commercial letters of credit are instruments, whereby BCI substitutes its credit for that of its customers in connection with financing contracts for the shipment of goods from seller to buyer. BCI's acceptance of these instruments is contingent upon the presentation of the necessary documents to execute such contracts.

Standby letters of credit are conditional commitments issued by BCI to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. At December 31, 2018 and 2017, standby letters of credit amounting to approximately \$39,323,000 and \$33,275,000, respectively, were secured by cash collateral or marketable securities. The liability recorded by BCI related to unearned fees from letters of credit

outstanding at December 31, 2018 and 2017, was \$302,000 and \$231,000, respectively, and is included in other liabilities in the accompanying consolidated balance sheets.

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. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. BCI evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation.

Leases—BCI has entered into a number of noncancelable operating lease agreements for premises and equipment. The minimum annual rental commitments under these leases at December 31, 2018, are summarized as follows (in thousands):

**Years Ending
December 31**

2019	\$ 8,818
2020	8,144
2021	6,185
2022	5,258
2023	4,834
Thereafter	<u>21,394</u>
Total	<u>\$54,633</u>

Rent expense under all leases having initial noncancelable terms of more than one year was approximately \$11,486,000 and \$6,227,000 for the years ended December 31, 2018 and 2017, respectively.

Litigation—BCI, from time to time, is a defendant in lawsuits that are incidental to its operations; the outcomes of these lawsuits have not had, and are not expected to have, a material effect on the consolidated results of operations or financial position of BCI.

16. EMPLOYEE BENEFIT PLAN

BCI has a Retirement Savings Trust and Retirement Savings Plan (the "Plan"), a defined contribution 401(k) plan. The Plan covers all employees who are 21 years of age with more than 90 days of service as of the Plan entry dates of January 1 and July 1. Employees qualify for benefits upon reaching the age of 65 years or upon permanent disability. Participants receive a 100% employer matching contribution up to 5% of their pretax compensation. In addition, BCI may make a discretionary contribution from current or accumulated profits. During the years ended December 31, 2018 and 2017, BCI contributed approximately \$2,868,000 and \$2,111,000, respectively, to the Plan in matching contributions.

17. REGULATORY MATTERS

BCI is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken,

could have a direct material effect on BCI's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, BCI must meet specific capital guidelines that involve quantitative measures of BCI's assets, liabilities, and certain off-consolidated-balance-sheet items as calculated under regulatory accounting practices. BCI's capital amounts and classifications under the regulatory framework for prompt corrective action are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require BCI to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2018, that BCI meets all capital adequacy requirements to which it is subject.

As of December 31, 2018, BCI is categorized as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, BCI must maintain minimum total risk-based, Tier I risk-based, Common Equity Tier I (CET I), and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the institution's category.

BCI's and the Bank's as of December 31, 2018 capital amounts and ratios are also presented as follows:

	Actual Amount	Ratio	Required for Capital Adequacy Purposes		Required to be Categorized as Well Capitalized under Prompt Corrective Action Provisions	
			Amount	Ratio	Amount	Ratio
BCI:						
Total capital (to risk-weighted assets)	\$1,491,420,000	13.6 %	\$ 878,860,000	8.0 %		
Tier I capital (to risk-weighted assets)	1,454,932,000	13.2	659,145,000	6.0		
CET I capital (to risk-weighted assets)	1,454,932,000	13.2	494,358,000	4.5		
Tier I capital (to average assets)	1,454,932,000	10.4	558,603,000	4.0		
Bank:						
Total capital (to risk-weighted assets)	\$1,488,646,000	13.5 %	\$ 879,368,000	8.0 %	\$1,099,210,000	10.0 %
Tier I capital (to risk-weighted assets)	1,452,158,000	13.2	659,526,000	6.0	879,368,000	8.0
CET I capital (to risk-weighted assets)	1,452,158,000	13.2	494,645,000	4.5	714,487,000	6.5
Tier I capital (to average assets)	1,452,158,000	10.4	558,552,000	4.0	698,190,000	5.0

BCI's and the Bank's as of December 31, 2017 capital amounts and ratios are also presented as follows:

	Actual Amount	Ratio	Required for Capital Adequacy Purposes		Required to be Categorized as Well Capitalized under Prompt Corrective Action Provisions	
			Amount	Ratio	Amount	Ratio
BCI:						
Total capital (to risk-weighted assets)	\$1,009,235,000	12.5 %	\$ 645,000,000	8.0 %		
Tier I capital (to risk-weighted assets)	989,501,000	12.3	483,750,000	6.0		
CET I capital (to risk-weighted assets)	989,501,000	12.3	362,813,000	4.5		
Tier I capital (to average assets)	989,501,000	10.1	391,000,000	4.0		
Bank:						
Total capital (to risk-weighted assets)	\$1,006,354,000	12.5 %	\$ 645,000,000	8.0 %	\$ 806,250,000	10.0 %
Tier I capital (to risk-weighted assets)	986,620,000	12.2	483,750,000	6.0	645,000,000	8.0
CET I capital (to risk-weighted assets)	986,620,000	12.2	362,812,000	4.5	524,062,000	6.5
Tier I capital (to average assets)	986,620,000	10.1	390,893,000	4.0	488,616,000	5.0

18. FAIR VALUE OF FINANCIAL INSTRUMENTS

Information pertaining to the estimated fair value of BCI's financial instruments at December 31, 2018 and 2017, is as follows (in thousands):

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents	\$ 387,160	\$ 387,160	\$ 289,305	\$ 289,305
Securities available for sale	2,803,493	2,803,493	2,119,560	2,119,560
Securities held to maturity	1,000	1,000	1,300	1,300
FHLB and Federal Reserve				
Bank stock	100,078	100,078	77,907	77,907
Accrued interest receivable	40,007	40,007	24,345	24,345
Loans and leases	10,176,516	9,953,019	7,109,441	7,049,033
Derivatives	33,138	33,138	17,811	17,811
Liabilities:				
Demand deposits, interest checking accounts, savings accounts, and money market deposits	9,385,048	9,385,048	6,348,049	6,348,049
Time deposits	1,901,653	1,891,104	1,472,886	1,469,406
Other borrowings	1,015,000	1,014,020	1,000,000	997,905
Federal funds purchased and securities sold under agreements to repurchase	177,526	177,526	219,885	219,885
Derivatives	22,684	22,684	10,172	10,172
Accrued interest payable	9,174	9,174	4,549	4,549

The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies; however, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts BCI could realize in a current market exchange. The use of different market assumptions and/or estimation

methodologies may have a material effect on the estimated fair value amounts. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these consolidated financial statements since December 31, 2018, and therefore, current estimates of fair value may differ significantly from the amounts presented herein.

Cash and Cash Equivalents and Other Interest-Earning Assets—The carrying amount of cash and due from banks, interest-bearing deposits with financial institutions, and securities purchased under agreements to resell is a reasonable estimate of fair value due to the relatively short period to maturity of these instruments.

Securities—For securities, fair values are based on quoted market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities, or discounted cash flow models and similar techniques, and incorporates certain assumptions and projections in determining the fair value assigned to such securities.

FHLB and Federal Reserve Bank Stocks—The carrying amount of FHLB and Federal Reserve Bank stocks is a reasonable estimate of fair value as BCI's ownership is restricted and these stocks lack a market. Shares in these stocks can only be sold back at stated par and to the agency that issued them.

Loans and Leases—BCI has determined that the carrying value of variable-rate loans with good credit risk and variable-rate loans repricing in the near future approximates fair values. The fair value of other types of loans and leases are estimated by discounting the future cash flows using the current rates, at which similar loans and leases would be made to borrowers with similar credit ratings and for the same remaining maturities.

Accrued Interest Receivable—The carrying amount of accrued interest receivable is a reasonable estimate of fair value due to the relatively short period to maturity of these instruments.

Accrued Interest Payable—The carrying amount of accrued interest payable is a reasonable estimate of fair value due to the relatively short period to maturity of these instruments.

Demand Deposits and Time Deposits—The fair value of demand deposits, interest checking accounts, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities.

Other Borrowings—The fair value of other borrowings is estimated using the rates currently offered for borrowings of similar maturities.

Federal Funds Purchased and Securities Sold under Agreements to Repurchase—The carrying values for federal funds purchased and securities sold under agreements to repurchase approximate fair value due to the relatively short period to maturity of these instruments.

Derivatives—The fair values of derivative financial instruments are determined based on quoted market prices and internal pricing models that use market observable data. Interest rate swaps not designated as hedge derivatives carry a credit valuation

adjustment that represents the consideration of credit risk (credit standing) of the counterparties to the transaction and the effect of any credit enhancements related to the transaction, as required by ASC 820. Interest rate derivatives designated as cash flow hedges' fair value is determined by using regression analysis by valuing both the actual and the hypothetical derivatives under the forward curves from the last 37 calendar month-ends and calculating the difference in those values from the values calculated at the end of the previous month-end.

Off-Consolidated-Balance-Sheet Instruments—The fair values of commercial letters of credit, standby letters of credit, and commitments to extend are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. Their fair values are not considered significant at December 31, 2018 and 2017.

19. RELATED-PARTY TRANSACTIONS

Loans—BCI makes loans to its directors, officers, employees, and other affiliated parties on substantially the same terms, including interest rate and collateral requirements, as those prevailing at the time of the loan origination for comparable transactions with nonaffiliated persons. The aggregate amount of direct loans to directors, executive officers, and principal stockholders at December 31, 2018 and 2017, amounted to \$2,227,000 and \$1,657,000, respectively. BCI did not have indirect loans to directors, executive officers, and principal stockholders at December 31, 2018 and 2017.

Loan Sales—During the year ended December 31, 2018, BCI sold loans totaling approximately \$176,000,000 to a related party.

Deposits—At December 31, 2018 and 2017, BCI has deposits from a related party in the amount of approximately \$203,537,000 and \$2,723,000, respectively.

20. PARENT COMPANY ONLY FINANCIAL STATEMENTS

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY (Parent Company Only)

BALANCE SHEETS

AS OF DECEMBER 31, 2018 AND 2017

(In thousands, except par value and share information)

	2018	2017
ASSETS		
CASH	\$ 926	\$ 1,089
INVESTMENT IN SUBSIDIARIES	1,701,743	1,051,367
OTHER ASSETS	<u>8,914</u>	<u>8,861</u>
TOTAL	<u>\$1,711,583</u>	<u>\$1,061,317</u>
 LIABILITIES AND EQUITY		
OTHER LIABILITIES	\$	\$ 11
Total liabilities	<u>-</u>	<u>11</u>
STOCKHOLDER'S EQUITY:		
Capital (common stock—927,345,444 shares authorized, issued, and outstanding)	1,516,477	946,918
Retained earnings	223,435	127,772
Accumulated other comprehensive loss—net of tax	<u>(29,640)</u>	<u>(14,203)</u>
Total stockholder's equity	1,710,272	1,060,487
NONCONTROLLING INTEREST	<u>1,311</u>	<u>819</u>
Total equity	<u>1,711,583</u>	<u>1,061,306</u>
TOTAL	<u>\$1,711,583</u>	<u>\$1,061,317</u>

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY
(Parent Company Only)

STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In thousands)

	2018	2017
INTEREST INCOME	\$ <u>2</u>	\$ <u>4</u>
EXPENSE:		
Other	<u>39</u>	<u>51</u>
Total expense	<u>39</u>	<u>51</u>
LOSS BEFORE EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	(37)	(47)
EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	<u>95,839</u>	<u>52,328</u>
NET INCOME BEFORE INCOME TAX PROVISION	95,802	52,281
INCOME TAX PROVISION	<u>65</u>	<u>4,009</u>
NET INCOME BEFORE NONCONTROLLING INTEREST	95,737	48,272
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	<u>74</u>	<u>45</u>
NET INCOME ATTRIBUTABLE TO BCI	<u>95,663</u>	<u>48,227</u>
OTHER COMPREHENSIVE GAIN/(LOSS)—Net of tax:		
Net unrealized losses on securities available for sale	(18,163)	(4,878)
Net unrealized gain on derivatives designated as hedging instruments	4,183	5,023
Reclassification adjustment for gain on sale of securities available for sale—net included in net income		(2,338)
Reclassification adjustment for (gain)/loss on derivatives—net included in net income	<u>(1,457)</u>	<u>862</u>
Total other comprehensive loss	<u>(15,437)</u>	<u>(1,331)</u>
Total other comprehensive loss attributable to non controlling interest	<u>(23)</u>	
COMPREHENSIVE INCOME ATTRIBUTABLE TO BCI	\$ <u>80,226</u>	\$ <u>46,896</u>
COMPREHENSIVE INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	\$ <u>51</u>	\$ <u>45</u>

BCI FINANCIAL GROUP, INC. AND SUBSIDIARY
(Parent Company Only)

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In thousands)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income before noncontrolling interest	\$ 95,737	\$ 48,272
Adjustments to reconcile net income before noncontrolling interest to net cash (used in) provided by operating activities:		
Equity in undistributed income of subsidiaries	(95,839)	(52,328)
Decrease in other assets	2	3,994
Deferred tax provision	(52)	
(Decrease) increase in other liabilities	<u>(11)</u>	<u>11</u>
Net cash used in operating activities	<u>(163)</u>	<u>(51)</u>
NET DECREASE IN CASH	(163)	(51)
CASH—Beginning of year	<u>1,089</u>	<u>1,140</u>
CASH—End of year	<u>\$ 926</u>	<u>\$ 1,089</u>

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