

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended **September 30, 2019**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-35593**

**HOMETRUST BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**45-5055422**

(State or other jurisdiction of incorporation of organization)

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

**10 Woodfin Street, Asheville, North Carolina 28801**

(Address of principal executive offices; Zip Code)

**(828) 259-3939**

(Registrant's telephone number, including area code)

**None**

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$.01 per share</b>	<b>HTBI</b>	<b>The NASDAQ Stock Market LLC</b>

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

There were 17,744,534 shares of common stock, par value of \$.01 per share, issued and outstanding as of November 6, 2019.

**HOMETRUST BANCSHARES, INC. AND SUBSIDIARIES**  
**10-Q**  
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## Glossary of Defined Terms

The following items may be used throughout this Form 10-Q, including the Notes to Consolidated Financial Statements in Item 1 and Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 2 of this Form 10-Q.

<b>Term</b>	<b>Definition</b>
AFS	Available-For-Sale
ASC	Accounting Standard Codification
ASU	Accounting Standard Update
BOLI	Bank Owned Life Insurance
CD	Certificates of Deposit
CET1	Common Equity Tier 1
CPI	Consumer Price Index
EPS	Earnings Per Share
ESOP	Employee Stock Ownership Plan
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FRB	Federal Reserve Bank of Richmond
GAAP	Generally Accepted Accounting Principles in the United States
GSE	Government-Sponsored Enterprises
HELOC	Home Equity Line of Credit
MBS	Mortgage-Backed Security
NCCOB	North Carolina Office of the Commissioner of Banks
PCI	Purchase Credit Impaired
REO	Real Estate Owned
ROU	Right of Use
SEC	Securities and Exchange Commission
SBA	Small Business Administration
SBIC	Small Business Investment Companies
TDR	Troubled Debt Restructuring

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Balance Sheets  
(Dollars in thousands, except per share data)

	(Unaudited)	
	September 30, 2019	June 30, 2019 <sup>(1)</sup>
<b>Assets</b>		
Cash	\$ 52,082	\$ 40,909
Interest-bearing deposits	65,011	30,134
Cash and cash equivalents	117,093	71,043
Commercial paper	254,302	241,446
Certificates of deposit in other banks	50,117	52,005
Debt securities available for sale, at fair value	165,714	121,786
Other investments, at cost	45,900	45,378
Loans held for sale	289,319	18,175
Total loans, net of deferred loan costs	2,508,730	2,705,190
Allowance for loan losses	(21,314)	(21,429)
Net loans	2,487,416	2,683,761
Premises and equipment, net	58,509	61,051
Accrued interest receivable	10,434	10,533
REO	2,582	2,929
Deferred income taxes	24,257	26,523
BOLI	90,499	90,254
Goodwill	25,638	25,638
Core deposit intangibles	2,088	2,499
Other assets	31,441	23,157
<b>Total Assets</b>	<b>\$ 3,655,309</b>	<b>\$ 3,476,178</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Deposits	\$ 2,494,194	\$ 2,327,257
Borrowings	685,000	680,000
Other liabilities	63,047	60,025
Total liabilities	3,242,241	3,067,282
<b>Stockholders' Equity</b>		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value, 60,000,000 shares authorized, 17,818,145 shares issued and outstanding at September 30, 2019; 17,984,105 at June 30, 2019	178	180
Additional paid in capital	186,359	190,315
Retained earnings	232,315	224,545
Unearned ESOP shares	(6,744)	(6,877)
Accumulated other comprehensive income	960	733
Total stockholders' equity	413,068	408,896
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 3,655,309</b>	<b>\$ 3,476,178</b>

(1) Derived from audited financial statements.

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

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Income  
(Dollars in thousands, except per share data)

	(Unaudited)	
	Three Months Ended	
	September 30,	
	2019	2018
<b>Interest and Dividend Income</b>		
Loans	\$ 32,266	\$ 28,728
Securities available for sale	896	856
Commercial paper and interest-bearing deposits in other banks	2,253	1,857
Other investments	832	839
Total interest and dividend income	<u>36,247</u>	<u>32,280</u>
<b>Interest Expense</b>		
Deposits	5,853	2,750
Borrowings	3,321	3,258
Total interest expense	<u>9,174</u>	<u>6,008</u>
<b>Net Interest Income</b>	<u>27,073</u>	<u>26,272</u>
<b>Provision for Loan Losses</b>	—	—
<b>Net Interest Income after Provision for Loan Losses</b>	<u>27,073</u>	<u>26,272</u>
<b>Noninterest Income</b>		
Service charges and fees on deposit accounts	2,443	2,401
Loan income and fees	882	328
Gain on sale of loans held for sale	2,299	1,670
BOLI income	697	536
Other, net	1,339	678
Total noninterest income	<u>7,660</u>	<u>5,613</u>
<b>Noninterest Expense</b>		
Salaries and employee benefits	13,912	12,685
Net occupancy expense	2,342	2,326
Computer services	2,024	1,849
Telephone, postage, and supplies	802	769
Marketing and advertising	679	417
Deposit insurance premiums	—	304
Loss (gain) on sale and impairment of REO	(19)	179
REO expense	258	175
Core deposit intangible amortization	411	565
Other	3,124	2,614
Total noninterest expense	<u>23,533</u>	<u>21,883</u>
<b>Income Before Income Taxes</b>	<u>11,200</u>	<u>10,002</u>
<b>Income Tax Expense</b>	2,396	2,212
<b>Net Income</b>	<u>\$ 8,804</u>	<u>\$ 7,790</u>
<b>Per Share Data:</b>		
Net income per common share:		
Basic	\$ 0.51	\$ 0.43
Diluted	\$ 0.49	\$ 0.41
Average shares outstanding:		
Basic	17,097,647	18,125,637
Diluted	17,753,657	18,880,476

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

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
 Consolidated Statements of Comprehensive Income  
 (Dollars in thousands)

	(Unaudited)	
	Three Months Ended	
	September 30,	
	2019	2018
<b>Net Income</b>	\$ 8,804	\$ 7,790
<b>Other Comprehensive Income (Loss)</b>		
Unrealized holding gains (losses) on securities available for sale		
Gains (losses) arising during the period	295	(378)
Deferred income tax benefit (expense)	(68)	87
<b>Total other comprehensive income (loss)</b>	\$ 227	\$ (291)
<b>Comprehensive Income</b>	\$ 9,031	\$ 7,499

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

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Changes in Stockholders' Equity  
(Dollars in thousands)

Three Months Ended September 30, 2019

	Common Stock		Additional Paid In Capital	Retained Earnings	Unearned ESOP Shares	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount					
<b>Balance at June 30, 2019</b>	17,984,105	\$ 180	\$ 190,315	\$ 224,545	\$ (6,877)	\$ 733	\$ 408,896
Net income	—	—	—	8,804	—	—	8,804
Cash dividends declared on common stock, \$0.06/common share	—	—	—	(1,034)	—	—	(1,034)
Stock repurchased	(189,160)	(2)	(4,798)	—	—	—	(4,800)
Forfeited restricted stock	(3,200)	—	—	—	—	—	—
Granted restricted stock	13,000	—	—	—	—	—	—
Exercised stock options	13,400	—	194	—	—	—	194
Stock option expense	—	—	198	—	—	—	198
Restricted stock expense	—	—	245	—	—	—	245
ESOP shares allocated	—	—	205	—	133	—	338
Other comprehensive income	—	—	—	—	—	227	227
<b>Balance at September 30, 2019</b>	<b>17,818,145</b>	<b>\$ 178</b>	<b>\$ 186,359</b>	<b>\$ 232,315</b>	<b>\$ (6,744)</b>	<b>\$ 960</b>	<b>\$ 413,068</b>

Three Months Ended September 30, 2018

	Common Stock		Additional Paid In Capital	Retained Earnings	Unearned ESOP Shares	Accumulated Other Comprehensive Income (loss)	Total Stockholders' Equity
	Shares	Amount					
<b>Balance at June 30, 2018</b>	19,041,668	\$ 191	\$ 217,480	\$ 200,575	\$ (7,406)	\$ (1,598)	\$ 409,242
Net income	—	—	—	7,790	—	—	7,790
Stock repurchased	(128,300)	(1)	(3,723)	—	—	—	(3,724)
Forfeited restricted stock	(2,000)	—	—	—	—	—	—
Retired stock	(588)	—	—	—	—	—	—
Exercised stock options	28,500	—	410	—	—	—	410
Stock option expense	—	—	185	—	—	—	185
Restricted stock expense	—	—	199	—	—	—	199
ESOP shares allocated	—	—	252	—	132	—	384
Other comprehensive loss	—	—	—	—	—	(291)	(291)
<b>Balance at September 30, 2018</b>	<b>18,939,280</b>	<b>\$ 190</b>	<b>\$ 214,803</b>	<b>\$ 208,365</b>	<b>\$ (7,274)</b>	<b>\$ (1,889)</b>	<b>\$ 414,195</b>

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

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Cash Flows  
(Dollars in thousands)

	(Unaudited)	
	Three Months Ended September 30,	
	2019	2018
<b>Operating Activities:</b>		
Net income	\$ 8,804	\$ 7,790
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Provision for loan losses	—	—
Depreciation	1,223	935
Deferred income tax expense	2,198	1,710
Net amortization and accretion	(1,705)	(1,497)
Loss (gain) on sale and impairment of REO	(19)	179
Gain on sale of loans held for sale	(2,299)	(1,670)
Origination of loans held for sale	(77,778)	(43,134)
Proceeds from sales of loans held for sale	62,122	45,698
Decrease in deferred loan fees, net	(250)	(54)
Increase (decrease) in accrued interest receivable and other assets	419	(935)
Amortization of core deposit intangibles	411	565
BOLI income	(697)	(536)
ESOP compensation expense	338	384
Restricted stock and stock option expense	443	384
Decrease in other liabilities	(2,274)	(1,953)
Net cash provided by (used for) operating activities	(9,064)	7,866
<b>Investing Activities:</b>		
Purchase of securities available for sale	(49,375)	—
Proceeds from maturities of securities available for sale	1,900	1,215
Net purchases of commercial paper	(11,159)	(7,712)
Purchase of certificates of deposit in other banks	(5,130)	(3,237)
Maturities of certificates of deposit in other banks	7,018	11,790
Principal repayments of mortgage-backed securities	3,748	4,404
Net purchases of other investments	(522)	(2,065)
Net increase in loans	(56,538)	(66,912)
Purchase of BOLI	(25)	(25)
Proceeds from redemption of BOLI	477	7
Purchase of premises and equipment	(383)	(1,079)
Purchase of operating lease equipment	(1,606)	—
Proceeds from sale of REO	412	293
Net cash used in investing activities	(111,183)	(63,321)
<b>Financing Activities:</b>		
Net increase in deposits	166,937	6,791
Net increase in other borrowings	5,000	40,000
Common stock repurchased	(4,800)	(3,724)
Cash dividends paid	(1,034)	—
Exercised stock options	194	410
Net cash provided by financing activities	166,297	43,477
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>46,050</b>	<b>(11,978)</b>
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b>71,043</b>	<b>70,746</b>
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 117,093</b>	<b>\$ 58,768</b>



HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
 Consolidated Statements of Cash Flows (continued)  
 (Dollars in thousands)

Supplemental Disclosures:	(Unaudited)	
	Three Months Ended September 30,	
	2019	2018
Cash paid during the period for:		
Interest	\$ 9,011	\$ 5,618
Income taxes	5	—
Noncash transactions:		
Unrealized gain (loss) in value of securities available for sale, net of income taxes	227	(291)
Transfer of loans to REO	46	74
Transfer of loans held for sale to total loans	3,614	5,794
Transfer of one-to-four family loans to held for sale	256,803	—
Transfer of land from property and equipment to other assets for new finance lease accounting	2,052	—
New ROU asset and lease liabilities from adoption of new lease accounting	5,296	—

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

## 1. Summary of Significant Accounting Policies

The consolidated financial statements presented in this report include the accounts of HomeTrust Bancshares, Inc., a Maryland corporation ("HomeTrust"), and its wholly-owned subsidiary, HomeTrust Bank (the "Bank"). As used throughout this report, the term the "Company" refers to HomeTrust and the Bank, its consolidated subsidiary, unless the context otherwise requires.

The accompanying unaudited consolidated financial statements have been prepared in accordance with GAAP for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X as promulgated by the SEC. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. It is recommended that these unaudited interim consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2019 ("2019 Form 10-K") filed with the SEC on September 13, 2019. The results of operations for the three months ended September 30, 2019 are not necessarily indicative of results that may be expected for the entire fiscal year ending June 30, 2020.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements. Various elements of the Company's accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions, and other subjective assessments. In particular, management has identified several accounting policies that, due to the judgments, estimates and assumptions inherent in those policies, are critical to an understanding of the Company's financial statements. These policies relate to (i) the determination of the provision and the allowance for loan losses, (ii) the valuation of goodwill and other intangible assets, and (iii) the valuation of or recognition of deferred tax assets and liabilities. These policies and judgments, estimates and assumptions are described in greater detail in subsequent notes to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations (Critical Accounting Policies) in our 2019 Form 10-K. Management believes that the judgments, estimates and assumptions used in the preparation of the financial statements are appropriate based on the factual circumstances at the time. However, given the sensitivity of the financial statements to these critical accounting policies, the use of other judgments, estimates and assumptions could result in material differences in the Company's results of operations or financial condition. Further, subsequent changes in economic or market conditions could have a material impact on these estimates and the Company's financial condition and operating results in future periods.

Certain amounts reported in prior periods' consolidated financial statements have been reclassified to conform to the current presentation. Such reclassifications had no effect on previously reported cash flows, stockholders' equity or net income.

### Leases

On July 1, 2019, the Company adopted ASU 2016-02, *Leases* ("Topic 842"), and subsequent related ASUs. The new leasing standard modifies the accounting, presentation, and disclosures for both lessees and lessors. The Company elected the modified retrospective transition option which allows for application of the Topic 842 guidance at the adoption date. Therefore, comparative prior period financial information was not adjusted and will continue to be reported under the previous accounting guidance of ASC 840, *Leases* ("ASC 840"). No cumulative-effect adjustment to retained earnings as of July 1, 2019 was necessary as a result of adopting the new standard. The Company elected the "package of practical expedients" permitted under the transition guidance which allows the Company not to reassess its prior conclusions regarding lease identification, lease classification of existing leases, and treatment of initial direct costs on existing leases. Any lease arrangements and significant modifications entered into subsequent to the adoption date are accounted for in accordance with the new standard.

### Lessee Topic 842 Accounting

The new leasing standard requires recognition of operating leases on the consolidated balance sheets as ROU assets and lease liabilities. ROU assets represent our right to use underlying assets for the lease terms and lease liabilities represent our obligation to make lease payments arising from the leases. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. We use our estimated incremental borrowing rate in determining the present value of lease payments for operating leases and the implicit rate in the lease for our one finance lease.

For operating leases, the Company recognized lease liabilities, with corresponding ROU assets, based on the present value of unpaid lease payments for existing operating leases longer than twelve months as of July 1, 2019. The ROU assets were adjusted per Topic 842 transition guidance for existing lease-related balances of accrued and prepaid rent, and unamortized lease incentives provided by lessors. As a result, the Company recognized ROU assets of approximately \$5.3 million in other assets and corresponding lease liabilities of approximately \$5.3 million in other liabilities as of July 1, 2019. The July 1, 2019 incremental borrowing rates determined on a collateralized basis for the remaining lease terms were utilized when determining the present value of lease payments at the date of initial adoption.

For our finance lease, the Company leases land for one of its retail locations. Upon adoption of Topic 842, the Company reclassified \$2.1 million from land to ROU assets in other assets. In addition, the corresponding liability of \$1.9 million, which was disclosed separately on the balance sheet was reclassified to other liabilities.

The Company elected the lessee practical expedient to not separate lease and non-lease components. The Company also elected the short-term lease recognition exemption and will not recognize ROU assets or lease liabilities for leases with a term less than 12 months.

Operating lease cost is recognized as a single lease cost on a straight-line basis over the lease term and is recorded in net occupancy expense. Variable lease payments for common area maintenance, property taxes and other operating expenses are recognized as expense in the period when the changes in facts and circumstances on which the variable lease payments are based occur.

Finance lease cost is recognized as a single lease cost using the effective interest method and is recorded in net occupancy expense.

Lessee Accounting Prior to Adoption of Topic 842

Prior to the adoption of ASC 842, the Company applied the guidance of ASC 840. Under ASC 840, operating lease arrangements were off-balance sheet and ROU assets and lease liabilities were not recognized. Operating lease rent expense was recognized on a straight-line basis over the lease term and recorded in net occupancy expense. Common area maintenance, property taxes, and other operating expenses related to leased premises were also recognized in net occupancy expenses, consistent with similar costs for owned locations.

Lessor Topic 842

Prior to the adoption of Topic 842, we determined the lease classification at commencement date. Leases not classified as sales-type or direct financing leases are classified as operating leases. The primary accounting criteria we use for lease classification are (i) review to determine if the lease transfers ownership of the underlying asset to the lessee by the end of the lease term, ii) review to determine if the lease grants the lessee a purchase option that the lessee is reasonably certain to exercise, (iii) determine if the lease term is for a major part of the remaining economic life of the underlying asset and (iv) determine if the present value of the sum of the lease payments and any residual value guarantees equals or exceeds substantially all of the fair value of the underlying asset. We do not lease equipment of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term.

The Company elected a lessor accounting policy to exclude from revenue and expenses sales taxes and other similar taxes assessed by a governmental authority on lease revenue-producing transactions and collected by the lessor from a lessee.

*Operating Leases* - Assets leased under an operating lease are carried at cost less accumulated depreciation. These assets are depreciated to their estimated residual value using the straight-line method over the lesser of the lease term or estimated useful life of the asset. Assets received at the end of the lease, which are intended to be sold, are marked to the lower of cost or fair value less selling costs with the adjustment recorded in other noninterest income.

At the inception of each operating lease, we record a residual value for the leased equipment based on our estimate of the future value of the equipment at the end of the lease term or end of the equipment's estimated useful life as indicated by industry data. Operating leases have higher risk because a smaller percentage of the equipment's value is covered by contractual cash flows over the term of the lease. If the market value of leased equipment under operating leases decreases at a rate greater than we projected, whether due to rapid technological or economic obsolescence, unusual wear and tear on the equipment, excessive use of the equipment, recession or other adverse economic conditions, or other factors, it could adversely affect the current values or the residual values of such equipment. The Company seeks to mitigate these risks by maintaining relatively young fleet of leased assets with wide operator bases, which can facilitate attractive lease and utilization rates. The Company manages and evaluates residual values by performing periodic reviews of estimated residual values and monitoring levels of residual realizations. A change in estimated operating lease residual values would result in a change in future depreciation expense. Any impairments are recognized at the time a change is identified.

Rental revenue on operating leases is recognized on a straight-line basis over the lease term and is included in other noninterest income.

*Finance Leases* - The Company's finance leases are classified as direct financing lease under ASC 842. The Company's finance lease activity primarily relates to leasing of new equipment with the equipment purchase price equal to fair value and therefore there is no selling profit or loss at lease commencement. When there is no selling profit or loss, initial direct costs are deferred at the commencement date and included in the measurement of the net investment in the lease.

A lease receivable is recorded for finance leases at present value discounted using the rate implicit in the lease. The lease receivable includes lease payments not yet paid and the guarantee of the residual value by the lessee or unrelated third party, as applicable. Interest income is recognized over the lease term at a constant periodic discount rate on the remaining balance of the lease net investment using the rate implicit in the lease. After the commencement date, lease payments collected are applied to reduce net investment and recognize interest income.

The recognition of interest income is suspended, and an account is placed on non-accrual status when, in the opinion of management, full collection of all principal and interest due is doubtful. All future interest income accruals, as well as amortization of deferred fees, costs, and purchase premiums or discounts are suspended. Subsequent lease payments received are applied to the outstanding net investment balance until such time as the account is collected, charged-off or returned to accrual status. Finance leases that are nonaccrual do not accrue interest income; however, payments designated by the borrower as interest payments may be recorded as interest income. To qualify for this treatment, the remaining recorded investment in the lease must be deemed fully collectible.

The recognition of interest income on finance leases is suspended, and all previously accrued but uncollected revenue is reversed, when lease payments are contractually delinquent for 90 days or more. Accounts, including accounts that have been modified, are returned to accrual status

when, in the opinion of management, collection of remaining lease receivables are reasonably assured, and there is a sustained period of repayment performance, generally for a minimum of six months.

Certain finance leases also have residual values at the inception of the lease which are based on our estimate of the future value of the equipment at the end of the lease term or end of the equipment's estimated useful life as indicated by industry data. Finance leases bear the least risk because contractual payments usually cover approximately 90% of the equipment's cost at the inception of the lease. A change in estimated finance lease residual values during the lease term may impact the loss allowance as a decrease in the residual value may cause an impairment to be recorded on the finance lease.

#### *Lessor Accounting Prior to Adoption of Topic 842*

Lessor accounting was not fundamentally changed by Topic 842 and remains similar to the prior accounting model, with updates to align with certain changes to the lessee model (e.g., certain definitions, such as initial direct costs, have been updated) and the new revenue recognition standard. The new rules did not have a significant impact on our classification of leases as finance or operating. The new lease guidance has a narrower definition of initial direct costs that may be capitalized and allocated internal costs and professional fees to negotiate and arrange the lease agreement that would have been incurred regardless of lease execution no longer qualify as initial direct cost.

## **2. Recent Accounting Pronouncements**

In February 2016, the FASB issued ASU 2016-02, "Leases (ASC 842)." The guidance in this ASU requires most leases to be recognized on the balance sheet as a right-of-use asset and a lease liability. It will be critical to identify leases embedded in a contract to avoid misstating the lessee's balance sheet. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification will be based on criteria that are largely similar to those applied in current lease accounting, but without explicit bright lines. The amendments in this ASU were effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. In July 2018, the FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases" and ASU 2018-11 "Leases (Topic 842): Targeted Improvements." ASU 2018-10 made 16 narrow-scope amendments to ASC 842. The amendments in ASU 2018-11 are intended to provide entities with relief from the costs of implementing certain aspects of the the new lease accounting standard. Specifically, an entity can elect not to recast the comparative periods presented when transitioning to ASC 842 and provides a lessor with the option to not separate lease and nonlease components when certain conditions are met. This ASU also provides a new transition method in addition to the existing transition method contained in ASU No. 2016-02 to allow entities to initially apply the new lease standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. These amendments have the same effective date as ASU 2016-02. The Company adopted this ASU on July 1, 2019. The adoption increased other assets and liabilities by approximately \$5.3 million as a result of ROU assets and lease liabilities related to certain banking offices and certain equipment under noncancelable operating lease agreements. The adoption of this ASU did not have an effect on the Consolidated Statements of Income or the Consolidated Statements of Changes in Stockholders' Equity. However, additional disclosures required by this ASU have been included in "Note 1 - Summary of Significant Accounting Policies" and "Note 11 - Leases" to the Company's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The ASU significantly changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments from an incurred loss model to an expected loss model. This ASU is effective for interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted for all entities beginning after December 15, 2018, including interim periods within those fiscal years. The Company has selected a third-party vendor to provide ongoing support under the new methodology. The Bank's project team is currently evaluating our current expected loss methodology of our loan and investment portfolios to identify the necessary modifications in accordance with this standard and expects a change in the processes and procedures to calculate the allowance for loan losses, including changes in assumptions and estimates to consider expected credit losses over the life of the loan versus the current accounting practice that utilizes the incurred loss model. In addition, the Bank is also in the process of compiling historical data that will be used to calculate expected credit losses on its loan portfolio and intends to run parallel models during the latter part of fiscal year 2020 to ensure it is fully compliant with the ASU at the adoption date. A valuation adjustment to our allowance for loan losses or investment portfolio that is identified in this process will be reflected as a one-time adjustment in equity rather than earnings. Once adopted, the Company expects its allowance for loan losses to increase, however, until its evaluation is complete the magnitude of the increase will be unknown.

In August 2017, FASB issued ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." This ASU improves the transparency and understandability of disclosures in the financial statements regarding the entities risk management activities and reduces the complexity of hedge accounting. The amendments in this ASU permit hedge accounting for hedging relationships involving nonfinancial risk and interest rate risk by removing certain limitations in cash flow and fair value hedging relationships. In addition, the ASU requires an entity to present the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018 and early adoption is permitted. The Company adopted this ASU on July 1, 2019. The adoption did not have a material effect on the Company's Consolidated Financial Statements.

In August 2018, the FASB issued ASU 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement." The amendments in this ASU removes, modifies, and adds certain disclosure requirements related to fair value measurements in ASC 820. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019 and early adoption is permitted. The adoption of ASU No. 2018-13 is not expected to have a material impact on the Company's Consolidated Financial Statements.

In November 2018, the FASB issued ASU 2018-19, "Codification Improvements to Topic 326, Financial Instruments—Credit Losses." This update clarifies that receivables arising from operating leases are not within the scope of Subtopic 326-20. Instead, impairment of receivables arising from operating leases should be accounted for in accordance with Topic 842, Leases. The effective date and transition requirements for this ASU are the same as ASU 2016-13. The adoption did not have a material effect on the Company's Consolidated Financial Statements.

In December 2018, the FASB issued ASU 2018-20, "Leases (Topic 842): Narrow-Scope Improvements for Lessors." The amendments in this update permit lessors, as an accounting policy election, to not evaluate whether certain sales taxes and other similar taxes are lessor costs or lessee costs. Instead, those lessors will account for those costs as if they are lessee costs. A lessor making this election will exclude from the consideration in the contract and from variable payments not included in the consideration in the contract all collections from lessees of taxes within the scope of the election and will provide certain disclosures. For certain lessor costs, the lessor must exclude from variable payments, and therefore revenue, lessor costs paid by lessees directly to third parties from variable payments. In addition, the lessor must account for costs excluded from the consideration of a contract that are paid by the lessor and reimbursed by the lessee as variable payments. A lessor will record those reimbursed costs as revenue. The amendments in this ASU related to recognizing variable payments for contracts with lease and nonlease components require lessors to allocate (rather than recognize as currently required) certain variable payments to the lease and nonlease components when the changes in facts and circumstances on which the variable payment is based occur. After the allocation, the amount of variable payments allocated to the lease components will be recognized as income in profit or loss in accordance with Topic 842, while the amount of variable payments allocated to nonlease components will be recognized in accordance with other Topics, such as Topic 606. The effective date and transition requirements for this ASU are the same as ASU 2016-02. The adoption did not have a material effect on the Company's Consolidated Financial Statements.

In March 2019, the FASB issued ASU 2019-01, "Leases (Topic 842): Codification Improvements." The amendments in this update include the following items: i) determining the fair value of the underlying asset by lessors that are not manufacturers or dealers; ii) requiring cash received from lessors from sales-type and direct financing leases to be presented in the cash flow statement within investing activities; and iii) clarifying interim disclosure requirements. The effective date and transition requirements for the first and second items of this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019 and early adoption is permitted. The effective date and transition requirements for the third item of this ASU is the same as ASU 2016-02. The adoption did not have a material effect on the Company's Consolidated Financial Statements.

In April 2019, the FASB issued ASU 2019-04, "Codification Improvements to Topic 326, Financial Instruments-Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments." The amendments in this update are part of the FASB's ongoing project to improve codification and correcting unintended application. The items within this ASU are not expected to have a significant effect on current accounting practice. The effective date and transition requirements for the amendments to Financial Instruments (ASU 2016-01) are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019 and early adoption is permitted. The effective date and transition requirements for the amendments to Financial Instruments-Credit Losses (ASU 2016-13) are the same as ASU 2016-13 noted above. The effective date and transition requirements for the amendments to Derivatives and Hedging (ASU 2017-12) are the same as ASU 2017-12 noted above. The adoption of ASU No. 2019-04 is not expected to have a material impact on the Company's Consolidated Financial Statements.

In May 2019, the FASB issued ASU 2019-05, "Financial Instruments - Credit Losses (Topic 326): Targeted Transition Relief." The amendments in this update allow companies to irrevocably elect, upon the adoption of ASU 2016-13, the fair value option for financial instruments that i) were previously recorded at amortized cost and ii) are within the scope of the credit losses guidance in ASC 326-20, iii) are eligible for the fair value option under ASC 825-10, and iv) are not held-to-maturity debt securities. The effective date and transition requirements for this ASU is the same as ASU 2016-13. The adoption of ASU No. 2019-05 is not expected to have a material impact on the Company's Consolidated Financial Statements.

In July 2019, the FASB issued ASU 2019-07, "Codification Updates to SEC Sections." This ASU amends certain paragraphs in the ASC to reflect the issuance of SEC final rules on Disclosure Update and Simplification and Investment Company Reporting Modernization and other miscellaneous updates. The amendments became effective upon issuance. The adoption did not have a material effect on the Company's Consolidated Financial Statements.

**3. Debt Securities**

Securities available for sale consist of the following at the dates indicated:

	September 30, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government Agencies	\$ 14,113	\$ 153	\$ (5)	\$ 14,261
Residential MBS of U.S. Government Agencies and GSEs	72,477	757	(141)	73,093
Municipal Bonds	23,885	495	(3)	24,377
Corporate Bonds	53,992	47	(56)	53,983
<b>Total</b>	<b>\$ 164,467</b>	<b>\$ 1,452</b>	<b>\$ (205)</b>	<b>\$ 165,714</b>

	June 30, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government Agencies	\$ 15,099	\$ 122	\$ (11)	\$ 15,210
Residential MBS of U.S. Government Agencies and GSEs	74,778	586	(184)	75,180
Municipal Bonds	24,896	423	(7)	25,312
Corporate Bonds	6,061	43	(20)	6,084
<b>Total</b>	<b>\$ 120,834</b>	<b>\$ 1,174</b>	<b>\$ (222)</b>	<b>\$ 121,786</b>

Debt securities available for sale by contractual maturity at September 30, 2019 are shown below. MBS are not included in the maturity categories because the borrowers in the underlying pools may prepay without penalty; therefore, it is unlikely that the securities will pay at their stated maturity schedule.

	September 30, 2019	
	Amortized Cost	Estimated Fair Value
Due within one year	\$ 23,625	\$ 23,615
Due after one year through five years	59,316	59,616
Due after five years through ten years	5,513	5,826
Due after ten years	3,536	3,564
Mortgage-backed securities	72,477	73,093
<b>Total</b>	<b>\$ 164,467</b>	<b>\$ 165,714</b>

The Company had no sales of securities available for sale during the three months ended September 30, 2019 and 2018. There were no gross realized gains or losses for the three months ended September 30, 2019 and 2018.

Securities available for sale with costs totaling \$93,499 and \$94,337 and market values of \$94,208 and \$94,876 at September 30, 2019 and June 30, 2019, respectively, were pledged as collateral to secure various public deposits and other borrowings.

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The gross unrealized losses and the fair value for securities available for sale aggregated by the length of time that individual securities have been in a continuous unrealized loss position as of September 30, 2019 and June 30, 2019 were as follows:

	September 30, 2019					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government Agencies	\$ —	\$ —	\$ 5,995	\$ (5)	\$ 5,995	\$ (5)
Residential MBS of U.S. Government Agencies and GSEs	9,771	(30)	16,113	(111)	25,884	(141)
Municipal Bonds	3,706	(3)	427	—	4,133	(3)
Corporate Bonds	47,708	(56)	—	—	47,708	(56)
<b>Total</b>	<b>\$ 61,185</b>	<b>\$ (89)</b>	<b>\$ 22,535</b>	<b>\$ (116)</b>	<b>\$ 83,720</b>	<b>\$ (205)</b>

  

	June 30, 2019					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government Agencies	\$ —	\$ —	\$ 6,988	\$ (11)	\$ 6,988	\$ (11)
Residential MBS of U.S. Government Agencies and GSEs	1,144	(3)	24,242	(181)	25,386	(184)
Municipal Bonds	—	—	4,895	(7)	4,895	(7)
Corporate Bonds	393	(5)	3,630	(15)	4,023	(20)
<b>Total</b>	<b>\$ 1,537</b>	<b>\$ (8)</b>	<b>\$ 39,755</b>	<b>\$ (214)</b>	<b>\$ 41,292</b>	<b>\$ (222)</b>

The total number of securities with unrealized losses at September 30, 2019, and June 30, 2019 were 91 and 100, respectively. Unrealized losses on securities have not been recognized in income because management has the intent and ability to hold the securities for the foreseeable future, and has determined that it is not more likely than not that the Company will be required to sell the securities prior to a recovery in value. The decline in fair value was largely due to increases in market interest rates subsequent to the purchase dates of the securities. The Company had no other-than-temporary impairment losses during the three months ended September 30, 2019.

#### 4. Other Investments

Other investments, at cost consist of the following at the dates indicated:

	September 30, 2019	June 30, 2019
FHLB of Atlanta stock	\$ 32,181	\$ 31,969
FRB stock	7,345	7,335
SBIC investments	6,374	6,074
<b>Total</b>	<b>\$ 45,900</b>	<b>\$ 45,378</b>

As a requirement for membership, the Bank invests in the stock of both the FHLB of Atlanta and the FRB. No ready market exists for these securities so carrying value approximates their fair value based on the redemption provisions of the FHLB of Atlanta and the FRB, respectively. SBIC investments are equity securities without a readily determinable fair value.

**5. Loans**

Loans consist of the following at the dates indicated:

	September 30, 2019	June 30, 2019
<b>Retail consumer loans:</b>		
One-to-four family	\$ 396,649	\$ 660,591
HELOCs - originated	141,129	139,435
HELOCs - purchased	104,324	116,972
Construction and land/lots	85,319	80,602
Indirect auto finance	147,808	153,448
Consumer	11,400	11,416
<b>Total retail consumer loans</b>	<b>886,629</b>	<b>1,162,464</b>
<b>Commercial loans:</b>		
Commercial real estate	990,787	927,261
Construction and development	203,494	210,916
Commercial and industrial	158,706	160,471
Equipment finance	154,479	132,058
Municipal finance	114,382	112,016
<b>Total commercial loans</b>	<b>1,621,848</b>	<b>1,542,722</b>
<b>Total loans</b>	<b>2,508,477</b>	<b>2,705,186</b>
Deferred loan costs, net	253	4
<b>Total loans, net of deferred loan costs</b>	<b>2,508,730</b>	<b>2,705,190</b>
Allowance for loan losses	(21,314)	(21,429)
<b>Loans, net</b>	<b>\$ 2,487,416</b>	<b>\$ 2,683,761</b>

All qualifying one-to-four family first mortgage loans, HELOCs, commercial real estate loans, and FHLB Stock are pledged as collateral by a blanket pledge to secure any outstanding FHLB advances.

The Company's total non-purchased and purchased performing loans by segment, class, and risk grade at the dates indicated follows:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
<b>September 30, 2019</b>						
<b>Retail consumer loans:</b>						
One-to-four family	\$ 381,231	\$ 2,108	\$ 7,466	\$ 368	\$ 15	\$ 391,188
HELOCs - originated	138,744	547	1,504	100	9	140,904
HELOCs - purchased	103,848	—	476	—	—	104,324
Construction and land/lots	84,789	5	159	—	—	84,953
Indirect auto finance	146,967	—	841	—	—	147,808
Consumer	11,351	—	43	1	5	11,400
<b>Commercial loans:</b>						
Commercial real estate	963,018	9,599	11,315	—	—	983,932
Construction and development	200,758	652	1,387	1	—	202,798
Commercial and industrial	156,047	718	283	—	—	157,048
Equipment finance	153,457	—	1,022	—	—	154,479
Municipal finance	114,099	283	—	—	—	114,382
<b>Total loans</b>	<b>\$ 2,454,309</b>	<b>\$ 13,912</b>	<b>\$ 24,496</b>	<b>\$ 470</b>	<b>\$ 29</b>	<b>\$ 2,493,216</b>



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	Pass	Special Mention	Substandard	Doubtful	Loss	Total
<b>June 30, 2019</b>						
Retail consumer loans:						
One-to-four family	\$ 644,159	\$ 2,089	\$ 8,072	\$ 384	\$ 19	\$ 654,723
HELOCs - originated	137,001	766	1,434	—	9	139,210
HELOCs - purchased	116,306	—	666	—	—	116,972
Construction and land/lots	79,995	71	164	—	—	80,230
Indirect auto finance	152,393	13	1,042	—	—	153,448
Consumer	11,375	1	33	3	4	11,416
Commercial loans:						
Commercial real estate	901,214	8,066	10,306	—	—	919,586
Construction and development	207,827	790	1,357	1	—	209,975
Commercial and industrial	157,325	877	600	—	—	158,802
Equipment finance	131,674	—	384	—	—	132,058
Municipal finance	111,721	295	—	—	—	112,016
<b>Total loans</b>	<b>\$ 2,650,990</b>	<b>\$ 12,968</b>	<b>\$ 24,058</b>	<b>\$ 388</b>	<b>\$ 32</b>	<b>\$ 2,688,436</b>

The Company's total purchased credit impaired ("PCI") loans by segment, class, and risk grade at the dates indicated follows:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
<b>September 30, 2019</b>						
Retail consumer loans:						
One-to-four family	\$ 3,981	\$ 214	\$ 1,266	\$ —	\$ —	\$ 5,461
HELOCs - originated	225	—	—	—	—	225
Construction and land/lots	140	—	226	—	—	366
Commercial loans:						
Commercial real estate	3,703	1,881	1,271	—	—	6,855
Construction and development	342	—	354	—	—	696
Commercial and industrial	1,655	—	—	—	3	1,658
<b>Total loans</b>	<b>\$ 10,046</b>	<b>\$ 2,095</b>	<b>\$ 3,117</b>	<b>\$ —</b>	<b>\$ 3</b>	<b>\$ 15,261</b>

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
<b>June 30, 2019</b>						
Retail consumer loans:						
One-to-four family	\$ 4,124	\$ 248	\$ 1,496	\$ —	\$ —	\$ 5,868
HELOCs - originated	225	—	—	—	—	225
Construction and land/lots	142	—	230	—	—	372
Commercial loans:						
Commercial real estate	4,503	1,903	1,300	—	—	7,706
Construction and development	453	—	488	—	—	941
Commercial and industrial	1,666	—	—	—	3	1,669
<b>Total loans</b>	<b>\$ 11,113</b>	<b>\$ 2,151</b>	<b>\$ 3,514</b>	<b>\$ —</b>	<b>\$ 3</b>	<b>\$ 16,781</b>

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The Company's total loans by segment, class, and delinquency status at the dates indicated follows:

	Past Due			Current	Total Loans
	30-89 Days	90 Days+	Total		
<b>September 30, 2019</b>					
Retail consumer loans:					
One-to-four family	\$ 2,511	\$ 1,883	\$ 4,394	\$ 392,255	\$ 396,649
HELOCs - originated	437	204	641	140,488	141,129
HELOCs - purchased	108	298	406	103,918	104,324
Construction and land/lots	—	6	6	85,313	85,319
Indirect auto finance	566	110	676	147,132	147,808
Consumer	5	12	17	11,383	11,400
Commercial loans:					
Commercial real estate	1,000	2,664	3,664	987,123	990,787
Construction and development	—	1,170	1,170	202,324	203,494
Commercial and industrial	95	118	213	158,493	158,706
Equipment finance	1,012	629	1,641	152,838	154,479
Municipal finance	—	—	—	114,382	114,382
<b>Total loans</b>	<b>\$ 5,734</b>	<b>\$ 7,094</b>	<b>\$ 12,828</b>	<b>\$ 2,495,649</b>	<b>\$ 2,508,477</b>

	Past Due			Current	Total Loans
	30-89 Days	90 Days+	Total		
<b>June 30, 2019</b>					
Retail consumer loans:					
One-to-four family	\$ 1,615	\$ 1,389	\$ 3,004	\$ 657,587	\$ 660,591
HELOCs - originated	226	231	457	138,978	139,435
HELOCs - purchased	—	485	485	116,487	116,972
Construction and land/lots	138	6	144	80,458	80,602
Indirect auto finance	459	237	696	152,752	153,448
Consumer	6	8	14	11,402	11,416
Commercial loans:					
Commercial real estate	2,279	516	2,795	924,466	927,261
Construction and development	—	1,133	1,133	209,783	210,916
Commercial and industrial	207	99	306	160,165	160,471
Equipment finance	649	384	1,033	131,025	132,058
Municipal finance	—	—	—	112,016	112,016
<b>Total loans</b>	<b>\$ 5,579</b>	<b>\$ 4,488</b>	<b>\$ 10,067</b>	<b>\$ 2,695,119</b>	<b>\$ 2,705,186</b>

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The Company's recorded investment in loans, by segment and class, that are not accruing interest or are 90 days or more past due and still accruing interest at the dates indicated follows:

	September 30, 2019		June 30, 2019	
	Nonaccruing	90 Days + & still accruing	Nonaccruing	90 Days + & still accruing
<b>Retail consumer loans:</b>				
One-to-four family	\$ 3,348	\$ —	\$ 3,223	\$ —
HELOCs - originated	584	—	372	—
HELOCs - purchased	476	—	666	—
Construction and land/lots	6	—	6	—
Indirect auto finance	317	—	463	—
Consumer	24	—	21	—
<b>Commercial loans:</b>				
Commercial real estate	3,398	—	3,559	—
Construction and development	1,387	—	1,357	—
Commercial and industrial	319	—	307	—
Equipment finance	1,022	—	384	—
<b>Total loans</b>	<b>\$ 10,881</b>	<b>\$ —</b>	<b>\$ 10,358</b>	<b>\$ —</b>

PCI loans totaling \$1,234 at September 30, 2019 and \$1,344 at June 30, 2019 are excluded from nonaccruing loans due to the accretion of discounts established in accordance with the acquisition method of accounting for business combinations.

TDRs are loans which have renegotiated loan terms to assist borrowers who are unable to meet the original terms of their loans. Such modifications to loan terms may include a lower interest rate, a reduction in principal, or a longer term to maturity. Additionally, all TDRs are considered impaired. The Company had no commitments to lend additional funds on these TDR loans at September 30, 2019.

The Company's loans that were performing under the payment terms of TDRs that were excluded from nonaccruing loans above at the dates indicated follows:

	September 30, 2019	June 30, 2019
Performing TDRs included in impaired loans	\$ 24,590	\$ 23,116

An analysis of the allowance for loan losses by segment for the periods shown is as follows:

	Three Months Ended September 30, 2019				Three Months Ended September 30, 2018			
	PCI	Retail Consumer	Commercial	Total	PCI	Retail Consumer	Commercial	Total
Balance at beginning of period	\$ 201	\$ 6,419	\$ 14,809	\$ 21,429	\$ 483	\$ 7,527	\$ 13,050	\$ 21,060
Provision for (recovery of) loan losses	(7)	(448)	455	—	(188)	(64)	252	—
Charge-offs	—	(395)	(35)	(430)	—	(416)	(2)	(418)
Recoveries	—	152	163	315	—	205	85	290
<b>Balance at end of period</b>	<b>\$ 194</b>	<b>\$ 5,728</b>	<b>\$ 15,392</b>	<b>\$ 21,314</b>	<b>\$ 295</b>	<b>\$ 7,252</b>	<b>\$ 13,385</b>	<b>\$ 20,932</b>

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The Company's ending balances of loans and the related allowance, by segment and class, at the dates indicated follows:

	Allowance for Loan Losses				Total Loans Receivable			
	PCI	Loans individually evaluated for impairment	Loans collectively evaluated	Total	PCI	Loans individually evaluated for impairment	Loans collectively evaluated	Total
<b>September 30, 2019</b>								
Retail consumer loans:								
One-to-four family	\$ 60	\$ 70	\$ 1,547	\$ 1,677	\$ 5,461	\$ 5,452	\$ 385,736	\$ 396,649
HELOCs - originated	—	9	1,108	1,117	225	9	140,895	141,129
HELOCs - purchased	—	—	471	471	—	—	104,324	104,324
Construction and land/lots	—	—	1,357	1,357	366	315	84,638	85,319
Indirect auto finance	—	—	1,028	1,028	—	11	147,797	147,808
Consumer	—	5	133	138	—	5	11,395	11,400
Commercial loans:								
Commercial real estate	113	38	8,223	8,374	6,855	8,305	975,627	990,787
Construction and development	4	5	3,148	3,157	696	1,275	201,523	203,494
Commercial and industrial	17	—	1,941	1,958	1,658	—	157,048	158,706
Equipment finance	—	67	1,517	1,584	—	1,022	153,457	154,479
Municipal finance	—	—	453	453	—	—	114,382	114,382
<b>Total</b>	<b>\$ 194</b>	<b>\$ 194</b>	<b>\$ 20,926</b>	<b>\$ 21,314</b>	<b>\$ 15,261</b>	<b>\$ 16,394</b>	<b>\$ 2,476,822</b>	<b>\$ 2,508,477</b>
<b>June 30, 2019</b>								
Retail consumer loans:								
One-to-four family	\$ 62	\$ 74	\$ 2,375	\$ 2,511	\$ 5,868	\$ 5,318	\$ 649,405	\$ 660,591
HELOCs - originated	—	7	1,060	1,067	225	7	139,203	139,435
HELOCs - purchased	—	—	518	518	—	—	116,972	116,972
Construction and land/lots	—	—	1,265	1,265	372	323	79,907	80,602
Indirect auto finance	—	—	927	927	—	—	153,448	153,448
Consumer	—	4	189	193	—	4	11,412	11,416
Commercial loans:								
Commercial real estate	118	28	7,890	8,036	7,706	8,692	910,863	927,261
Construction and development	4	5	3,187	3,196	941	1,397	208,578	210,916
Commercial and industrial	17	2	1,957	1,976	1,669	2	158,800	160,471
Equipment finance	—	—	1,305	1,305	—	—	132,058	132,058
Municipal finance	—	—	435	435	—	—	112,016	112,016
<b>Total</b>	<b>\$ 201</b>	<b>\$ 120</b>	<b>\$ 21,108</b>	<b>\$ 21,429</b>	<b>\$ 16,781</b>	<b>\$ 15,743</b>	<b>\$ 2,672,662</b>	<b>\$ 2,705,186</b>

Loans acquired through acquisitions are initially excluded from the allowance for loan losses in accordance with the acquisition method of accounting for business combinations. The Company records these loans at fair value, which includes a credit discount, therefore, no allowance for loan losses is established for these acquired loans at acquisition. A provision for loan losses is recorded for any further deterioration in these acquired loans subsequent to the acquisition.

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The Company's impaired loans and the related allowance, by segment and class, excluding PCI loans, at the dates indicated follows:

	Total Impaired Loans				
	Unpaid Principal Balance	Recorded Investment With a Recorded Allowance	Recorded Investment With No Recorded Allowance	Total	Related Recorded Allowance
<b>September 30, 2019</b>					
Retail consumer loans:					
One-to-four family	\$ 17,678	\$ 12,747	\$ 2,315	\$ 15,062	\$ 496
HELOCs - originated	2,611	675	1,288	1,963	12
HELOCs - purchased	476	476	—	476	2
Construction and land/lots	1,692	795	315	1,110	27
Indirect auto finance	585	191	216	407	2
Consumer	295	11	35	46	7
Commercial loans:					
Commercial real estate	9,674	6,620	2,771	9,391	45
Construction and development	2,482	846	794	1,640	8
Commercial and industrial	8,985	345	—	345	4
Equipment finance	1,022	393	629	1,022	67
Total impaired loans	<u>\$ 45,500</u>	<u>\$ 23,099</u>	<u>\$ 8,363</u>	<u>\$ 31,462</u>	<u>\$ 670</u>
<b>June 30, 2019</b>					
Retail consumer loans:					
One-to-four family	\$ 18,302	\$ 12,461	\$ 3,152	\$ 15,613	\$ 472
HELOCs - originated	2,410	564	1,219	1,783	46
HELOCs - purchased	666	—	666	666	—
Construction and land/lots	1,917	957	323	1,280	26
Indirect auto finance	601	353	137	490	2
Consumer	379	7	41	48	6
Commercial loans:					
Commercial real estate	10,127	6,434	3,404	9,838	36
Construction and development	2,574	940	791	1,731	7
Commercial and industrial	10,173	354	768	1,122	6
Equipment finance	462	—	384	384	—
Total impaired loans	<u>\$ 47,611</u>	<u>\$ 22,070</u>	<u>\$ 10,885</u>	<u>\$ 32,955</u>	<u>\$ 601</u>

The table above includes \$15,068 and \$17,212, of impaired loans that were not individually evaluated at September 30, 2019 and June 30, 2019, respectively, because these loans did not meet the Company's threshold for individual impairment evaluation. The recorded allowance above includes \$476 and \$481 related to these loans that were not individually evaluated at September 30, 2019 and June 30, 2019, respectively.

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The Company's average recorded investment in impaired loans and interest income recognized on impaired loans for the three months ended September 30, 2019 and 2018 follows:

	Three Months Ended			
	September 30, 2019		September 30, 2018	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Retail consumer loans:</b>				
One-to-four family	\$ 15,338	\$ 206	\$ 19,280	\$ 290
HELOCs - originated	1,873	29	1,319	18
HELOCs - purchased	571	3	186	3
Construction and land/lots	1,195	24	1,593	39
Indirect auto finance	448	5	327	4
Consumer	47	3	806	27
<b>Commercial loans:</b>				
Commercial real estate	9,614	77	4,754	93
Construction and development	1,686	14	1,940	29
Commercial and industrial	734	10	219	17
Equipment finance	703	8	—	—
<b>Total loans</b>	<b>\$ 32,209</b>	<b>\$ 379</b>	<b>\$ 30,424</b>	<b>\$ 520</b>

A summary of changes in the accretable yield for PCI loans for the three months ended September 30, 2019 and 2018 follows:

	Three Months Ended	
	September 30, 2019	September 30, 2018
Accretable yield, beginning of period	\$ 5,259	\$ 5,734
Reclass from nonaccretable yield <sup>(1)</sup>	115	10
Other changes, net <sup>(2)</sup>	(14)	137
Interest income	(444)	(429)
<b>Accretable yield, end of period</b>	<b>\$ 4,916</b>	<b>\$ 5,452</b>

(1) Represents changes attributable to expected loss assumptions.

(2) Represents changes in cash flows expected to be collected due to the impact of modifications, changes in prepayment assumptions, and changes in interest rates.

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For the three months ended September 30, 2019 and 2018, the following tables present a breakdown of the types of concessions made on TDRs by loan class:

	Three Months Ended September 30, 2019			Three Months Ended September 30, 2018		
	Number of Loans	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment	Number of Loans	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment
Extended payment terms:						
Retail consumer:						
One-to-four family	1	\$ 14	\$ 14	—	\$ —	\$ —
Total	1	\$ 14	\$ 14	—	\$ —	\$ —
Other TDRs:						
Retail consumer:						
One-to-four family	3	\$ 35	\$ 34	5	\$ 244	\$ 243
Indirect auto finance	4	68	65	1	33	32
Consumer	—	—	—	1	2	2
Total	7	\$ 103	\$ 99	7	\$ 279	\$ 277
Total	8	\$ 117	\$ 113	7	\$ 279	\$ 277

Other TDRs include TDRs that have a below market interest rate and extended payment terms. The Company does not typically forgive principal when restructuring troubled debt.

The following tables present loans that were modified as TDRs within the previous 12 months and for which there was a payment default during the three months ended September 30, 2019 and 2018:

	Three Months Ended September 30, 2019		Three Months Ended September 30, 2018	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Other TDRs:				
Retail consumer:				
One-to-four family	2	\$ 122	—	\$ —
Consumer	1	2	—	—
Total	3	\$ 124	—	\$ —
Total	3	\$ 124	—	\$ —

In the determination of the allowance for loan losses, management considers TDRs for all loan classes, and the subsequent nonperformance in accordance with their modified terms, by measuring impairment on a loan-by-loan basis based on either the value of the loan's expected future cash flows discounted at the loan's original effective interest rate or on the collateral value, net of the estimated costs of disposal, if the loan is collateral dependent.

**6. Real Estate Owned**

The activity within REO for the periods shown is as follows:

	Three Months Ended September 30,	
	2019	2018
Balance at beginning of period	\$ 2,929	\$ 3,684
Transfers from loans	46	74
Sales, net of gain or loss	(381)	(344)
Writedowns	(12)	(128)
Balance at end of period	\$ 2,582	\$ 3,286

At September 30, 2019 and June 30, 2019, the Bank had \$671 and \$1,018 respectively, of foreclosed residential real estate property in REO. The recorded investment in consumer mortgage loans collateralized by residential real estate in the process of foreclosure totaled \$144 and \$243 at September 30, 2019 and June 30, 2019, respectively.

**7. Net Income per Share**

The following is a reconciliation of the numerator and denominator of basic and diluted net income per share of common stock as of the dates indicated:

	Three Months Ended September 30,	
	2019	2018
<b>Numerator:</b>		
Net income	\$ 8,804	\$ 7,790
Allocation of earnings to participating securities	(68)	(55)
Numerator for basic EPS - Net income available to common stockholders	\$ 8,736	\$ 7,735
Effect of dilutive securities:		
Dilutive effect to participating securities	8	2
Numerator for diluted EPS	\$ 8,744	\$ 7,737
<b>Denominator:</b>		
Weighted-average common shares outstanding - basic	17,097,647	18,125,637
Effect of dilutive shares	656,010	754,839
Weighted-average common shares outstanding - diluted	17,753,657	18,880,476
Net income per share - basic	\$ 0.51	\$ 0.43
Net income per share - diluted	\$ 0.49	\$ 0.41

Potential dilutive shares are excluded from the computation of earnings per share if their effect is anti-dilutive. There were 470,800 stock options that were anti-dilutive for the three months ended September 30, 2019, respectively. There were 420,700 stock options that were anti-dilutive for the three months ended September 30, 2018.

**8. Equity Incentive Plan**

The Company provides stock-based awards through the 2013 Omnibus Incentive Plan, which provides for awards of restricted stock, restricted stock units, stock options, stock appreciation rights and cash awards to directors, emeritus directors, officers, employees and advisory directors. The cost of equity-based awards under the 2013 Omnibus Incentive Plan generally is based on the fair value of the awards on their grant date. The maximum number of shares that may be utilized for awards under the plan is 2,962,400, including 2,116,000 for stock options and stock appreciation rights and 846,400 for awards of restricted stock and restricted stock units.

Shares of common stock issued under the 2013 Omnibus Incentive Plan may be authorized but unissued shares or, in the case of restricted stock awards, may be repurchased shares.

The table below presents share-based compensation expense and the estimated related tax benefit for stock options and restricted stock for the three months ended September 30, 2019 and 2018, respectively:

	Three Months Ended September 30,	
	2019	2018
Share based compensation expense	\$ 443	\$ 384
Tax benefit	\$ 104	\$ 88



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The table below presents stock option activity for the three months ended September 30, 2019 and 2018:

	Options	Weighted- average exercise price	Remaining contractual life (years)	Aggregate Intrinsic Value
Options outstanding at June 30, 2018	1,718,270	\$ 17.29	5.9	\$ 18,664
Exercised	28,500	14.41	—	—
Forfeited	4,000	14.37	—	—
Options outstanding at September 30, 2018	1,685,770	\$ 17.34	5.7	\$ 19,902
Exercisable at September 30, 2018	1,198,970	\$ 14.51	4.5	\$ 17,553
Non-vested at September 30, 2018	486,800	\$ 24.32	6.5	\$ 2,349
Options outstanding at June 30, 2019	1,657,214	\$ 17.59	5.0	\$ 12,909
Granted	25,000	25.37	—	—
Exercised	13,400	14.50	—	—
Forfeited	800	17.35	—	—
Options outstanding at September 30, 2019	1,668,014	\$ 17.73	4.9	\$ 13,969
Exercisable at September 30, 2019	1,266,214	\$ 15.40	3.8	\$ 13,509
Non-vested at September 30, 2019	401,800	\$ 25.07	8.1	\$ 460

Assumptions used in estimating the fair value of options granted during the three months ended September 30, 2019 and 2018 are presented below:

	September 30, 2019	September 30, 2018
Weighted-average volatility	17.84%	—%
Expected dividend yield	0.95%	—%
Risk-free interest rate	1.55%	—%
Expected life (years)	6.5	—
Weighted-average fair value of options granted	\$ 4.67	\$ —

At September 30, 2019, the Company had \$2,052 of unrecognized compensation expense related to 401,800 stock options originally scheduled to vest over five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards expected to be recognized was 1.7 years at September 30, 2019. At September 30, 2018, the Company had \$2,585 of unrecognized compensation expense related to 486,800 stock options originally scheduled to vest over five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards expected to be recognized was 2.1 years at September 30, 2018.

The table below presents restricted stock award activity for the three months ended September 30, 2019 and 2018:

	Restricted stock awards	Weighted- average grant date fair value	Aggregate Intrinsic Value
Non-vested at June 30, 2018	133,410	\$ 22.85	\$ 3,755
Vested	2,800	16.27	—
Forfeited	2,000	14.37	—
Non-vested at September 30, 2018	128,610	\$ 23.13	\$ 3,749
Non-vested at June 30, 2019	123,800	\$ 24.65	\$ 2,258
Granted	13,000	25.37	—
Vested	400	19.02	—
Forfeited	3,200	20.62	—
Non-vested at September 30, 2019	133,200	\$ 24.83	\$ 2,256

The table above includes performance-based restrictive stock units totaling 10,375 which were granted during the year ended June 30, 2019. These stock units are scheduled to vest over 3.0 years assuming certain performance metrics are met.

At September 30, 2019, unrecognized compensation expense was \$2,579 related to 133,200 shares of restricted stock originally scheduled to vest over three-, five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards is expected to be recognized was 1.7 years at September 30, 2019. At September 30, 2018, unrecognized compensation expense was \$2,337 related to 128,610 shares of restricted stock originally scheduled to vest over five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards is expected to be recognized was 1.9 years at September 30, 2018.

## 9. Commitments and Contingencies

**Loan Commitments** – Legally binding 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 commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. In the normal course of business, there are various outstanding commitments to extend credit that are not reflected in the consolidated financial statements. At September 30, 2019 and June 30, 2019, respectively, loan commitments (excluding \$165,382 and \$181,477 of undisbursed portions of construction loans) totaled \$89,664 and \$93,432 of which \$23,396 and \$34,631 were variable rate commitments and \$66,268 and \$58,801 were fixed rate commitments. The fixed rate loans had interest rates ranging from 2.25% to 8.75% at September 30, 2019 and 2.69% to 8.59% at June 30, 2019, and terms ranging from three to 30 years. Pre-approved but unused lines of credit (principally second mortgage home equity loans and overdraft protection loans) totaled \$372,329 and \$353,663 at September 30, 2019 and June 30, 2019, respectively. These amounts represent the Company's exposure to credit risk, and in the opinion of management have no more than the normal lending risk that the Company commits to its borrowers. The Company has two types of commitments related to certain one-to-four family loans held for sale: rate lock commitments and forward loan commitments. Rate lock commitments are commitments to extend credit to a customer that has an interest rate lock and are considered derivative instruments. The rate lock commitments do not qualify for hedge accounting. In order to mitigate the risk from interest rate fluctuations, we enter into forward loan sale commitments on a "best efforts" basis, which do not meet the definition of a derivative instrument. The fair value of these commitments was not material at September 30, 2019 or June 30, 2019.

The Company grants construction and permanent loans collateralized primarily by residential and commercial real estate to customers throughout its primary market areas. In addition, the Company grants equipment financing throughout the eastern United States and municipal financing to customers throughout North and South Carolina. The Company's loan portfolio can be affected by the general economic conditions within these market areas. Management believes that the Company has no significant concentration of credit in the loan portfolio.

**Restrictions on Cash** – The Bank is required by regulation to maintain a varying cash reserve balance with the FRB. The daily average calculated cash reserve required as of September 30, 2019 and June 30, 2019 was \$126, and \$2,633, respectively, which was satisfied by vault cash and balances held at the FRB.

**Guarantees** – Standby letters of credit obligate the Company to meet certain financial obligations of its customers, if, under the contractual terms of the agreement, the customers are unable to do so. The financial standby letters of credit issued by the Company are irrevocable and payment is only guaranteed upon the borrower's failure to perform its obligations to the beneficiary. Total commitments under standby letters of credit as of September 30, 2019 and June 30, 2019 were \$8,162 and \$9,460, respectively. There was no liability recorded for these letters of credit at September 30, 2019 or June 30, 2019, respectively.

**Litigation** – From time to time, the Company is involved in litigation matters in the ordinary course of business. These proceedings and the associated legal claims are often contested, and the outcome of individual matters is not always predictable. These claims and counter claims typically arise during the course of collection efforts on problem loans or with respect to actions to enforce liens on properties in which the Company holds a security interest. The Company is not a party to any pending legal proceedings that management believes would have a material adverse effect on the Company's financial condition or results of operations.

## 10. Fair Value of Financial Instruments

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets. The fair value of financial instruments presented in this note are based on the same methodology as presented in Note 21 of the Notes to Consolidated Financial Statements contained in the Company's 2019 Form 10-K.

### **Fair Value Hierarchy**

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

Level 1: Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2: Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Following is a description of valuation methodologies used for assets recorded at fair value. The Company does not have any liabilities recorded at fair value.

#### **Investment Securities Available for Sale**

Securities available for sale are valued on a recurring basis at quoted market prices where available. If quoted market prices are not available, fair values are based on quoted prices of comparable securities. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange or U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities and debentures issued by government sponsored enterprises, municipal bonds, and corporate debt securities. The Company has no Level 3 securities.

#### **Impaired Loans**

The Company does not record loans at fair value on a recurring basis. From time to time, however, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. The Company reviews all impaired loans each quarter to determine if an allowance is necessary. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

Once a loan is identified as individually impaired, the fair value is estimated using one of two methods, which include collateral value and discounted cash flows. Loans are considered collateral dependent if repayment is expected solely from the collateral. For these collateral dependent impaired loans, the Company obtains updated appraisals at least annually. These appraisals are reviewed for appropriateness and then discounted for estimated closing costs to determine if an allowance is necessary. As part of the quarterly review of impaired loans, the Company reviews these appraisals to determine if any additional discounts to the fair value are necessary. If a current appraisal is not obtained, the Company determines whether a discount is needed to the value from the original appraisal based on the decline in value of similar properties with recent appraisals. For loans that are not collateral dependent, estimated fair value is based on the present value of expected future cash flows using the interest rate implicit in the original agreement. Impaired loans where a charge-off has occurred or an allowance is established during the period being reported require classification in the fair value hierarchy. The Company records such impaired loans as a nonrecurring Level 3 in the fair value hierarchy.

#### **Loans Held for Sale**

Loans held for sale are adjusted to lower of cost or fair value. Fair value is based on commitments on hand from investors or, if commitments have not yet been obtained, what investors are currently offering for loans with similar characteristics. The Company considers all loans held for sale carried at fair value as nonrecurring Level 3.

#### **Real Estate Owned**

REO is considered held for sale and is adjusted to fair value less estimated selling costs upon transfer of the loan to foreclosed assets. Fair value is based upon independent market prices, appraised value of the collateral or management's estimation of the value of the collateral. The Company considers all REO that has been charged off or received an allowance during the period as nonrecurring Level 3.

**Financial Assets Recorded at Fair Value on a Recurring Basis**

The following table presents financial assets measured at fair value on a recurring basis at the dates indicated:

Description	September 30, 2019			
	Total	Level 1	Level 2	Level 3
U.S Government Agencies	\$ 14,261	\$ —	\$ 14,261	\$ —
Residential MBS of U.S. Government Agencies and GSEs	73,093	—	73,093	—
Municipal Bonds	24,377	—	24,377	—
Corporate Bonds	53,983	—	53,983	—
<b>Total</b>	<b>\$ 165,714</b>	<b>\$ —</b>	<b>\$ 165,714</b>	<b>\$ —</b>

Description	June 30, 2019			
	Total	Level 1	Level 2	Level 3
U.S Government Agencies	\$ 15,210	\$ —	\$ 15,210	\$ —
Residential MBS of U.S. Government Agencies and GSEs	75,180	—	75,180	—
Municipal Bonds	25,312	—	25,312	—
Corporate Bonds	6,084	—	6,084	—
<b>Total</b>	<b>\$ 121,786</b>	<b>\$ —</b>	<b>\$ 121,786</b>	<b>\$ —</b>

There were no transfers between levels during the three months ended September 30, 2019.

The following table presents financial assets measured at fair value on a non-recurring basis at the dates indicated:

Description	September 30, 2019			
	Total	Level 1	Level 2	Level 3
Impaired loans	\$ 995	\$ —	\$ —	\$ 995
REO	80	—	—	80
<b>Total</b>	<b>\$ 1,075</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,075</b>

Description	June 30, 2019			
	Total	Level 1	Level 2	Level 3
Impaired loans	\$ 9,071	\$ —	\$ —	\$ 9,071
REO	1,804	—	—	1,804
<b>Total</b>	<b>\$ 10,875</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 10,875</b>

Quantitative information about Level 3 fair value measurements during the period ended September 30, 2019 is shown in the table below:

	Fair Value at September 30, 2019	Valuation Techniques	Unobservable Input	Range	Weighted Average
<b>Nonrecurring measurements:</b>					
Impaired loans, net	\$ 995	Discounted appraisals and discounted cash flows	Collateral discounts and discount spread	0% - 28% 0% - 3%	5%
REO	\$ 80	Discounted appraisals	Collateral discounts	8% - 15%	12%

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The stated carrying value and estimated fair value amounts of financial instruments as of September 30, 2019 and June 30, 2019, are summarized below:

	September 30, 2019				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and interest-bearing deposits	\$ 117,093	\$ 117,093	\$ 117,093	\$ —	\$ —
Commercial paper	254,302	254,302	254,302	—	—
Certificates of deposit in other banks	50,117	50,117	—	50,117	—
Securities available for sale	165,714	165,714	—	165,714	—
Loans, net	2,487,416	2,427,833	—	—	2,427,833
Loans held for sale	289,319	291,481	—	—	291,481
FHLB stock	32,181	32,181	32,181	—	—
FRB stock	7,345	7,345	7,345	—	—
SBIC investments	6,374	6,374	—	—	6,374
Accrued interest receivable	10,434	10,434	—	1,292	9,142
<b>Liabilities:</b>					
Noninterest-bearing and NOW deposits	776,994	776,994	—	776,994	—
Money market accounts	769,000	769,000	—	769,000	—
Savings accounts	169,872	169,872	—	169,872	—
Certificates of deposit	778,328	779,555	—	779,555	—
Borrowings	685,000	698,451	—	698,451	—
Accrued interest payable	2,416	2,416	—	2,416	—

	June 30, 2019				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and interest-bearing deposits	\$ 71,043	\$ 71,043	\$ 71,043	\$ —	\$ —
Commercial paper	241,446	241,446	241,446	—	—
Certificates of deposit in other banks	52,005	52,005	—	52,005	—
Securities available for sale	121,786	121,786	—	121,786	—
Loans, net	2,683,761	2,604,827	—	—	2,604,827
Loans held for sale	18,175	18,591	—	—	18,591
FHLB stock	31,969	31,969	31,969	—	—
FRB stock	7,335	7,335	7,335	—	—
SBIC investments	6,074	6,074	—	—	6,074
Accrued interest receivable	10,533	10,533	350	750	9,433
<b>Liabilities:</b>					
Noninterest-bearing and NOW deposits	746,617	746,617	—	746,617	—
Money market accounts	691,172	691,172	—	691,172	—
Savings accounts	177,278	177,278	—	177,278	—
Certificates of deposit	712,190	712,485	—	712,485	—
Borrowings	680,000	688,418	—	688,418	—
Accrued interest payable	2,252	2,252	—	2,252	—

The Company had off-balance sheet financial commitments, which included approximately \$627,375 and \$628,572 of commitments to originate loans, undisbursed portions of interim construction loans, and unused lines of credit at September 30, 2019 and June 30, 2019, respectively (see Note 9). Since these commitments are based on current rates, the carrying amount approximates the fair value.

Estimated fair values were determined using the following methods and assumptions:

Cash and interest-bearing deposits – The stated amounts approximate fair values as maturities are less than 90 days.

Commercial paper – The stated amounts approximate fair value due to the short-term nature of these investments.

Certificates of deposit in other banks – The stated amounts approximate fair values.

Securities available for sale – Fair values are based on quoted market prices where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

Loans held for sale – The fair value of mortgage loans held for sale is determined by outstanding commitments from investors on a "best efforts" basis or current investor yield requirements, calculated on the aggregate loan basis. The fair value of U.S. Small Business Administration ("SBA") loans held for sale is based on what investors are currently offering for loans with similar characteristics.

Loans, net – Fair values for loans are estimated by segregating the portfolio by type of loan and discounting scheduled cash flows using current market interest rates for loans with similar terms and credit quality. A prepayment assumption is used as an estimate of the portion of loans that will be repaid prior to their scheduled maturity. A liquidity premium assumption is used as an estimate for the additional return required by an investor of assets that are potentially considered illiquid.

FHLB and FRB stock – No ready market exists for these stocks and they have no quoted market value. However, redemptions of these securities have historically been at par value. Accordingly, cost is deemed to be a reasonable estimate of fair value.

SBIC investments – No ready market exists for these investments and they have no quoted market value. SBIC investments are valued at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions of identical or similar investments. Accordingly, cost is deemed to be a reasonable estimate of fair value.

Deposits – Fair values for demand deposits, money market accounts, and savings accounts are the amounts payable on demand. The fair value of certificates of deposit is estimated by discounting the contractual cash flows using current market interest rates for accounts with similar maturities.

Borrowings – The fair value of advances from the FHLB is estimated based on current rates for borrowings with similar terms.

Accrued interest receivable and payable – The stated amounts of accrued interest receivable and payable approximate the fair value.

Limitations – Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, a significant asset not considered a financial asset is premises and equipment. In addition, tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

## 11. Leases

### *As Lessee - Operating Leases*

Company operating leases primarily include office space and bank branches. Certain leases include one or more options to renew, with renewal terms that can extend the lease term up to 15 additional years. The exercise of lease renewal options is at our sole discretion. When it is reasonably certain that we will exercise our option to renew or extend the lease term, that option is included in estimating the value of the ROU and lease liability. At September 30, 2019, we did not have any leases that had not yet commenced for which we had created a ROU asset and a lease liability. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. Most of our lease agreements include periodic rate adjustments for inflation. The depreciable life of ROU assets and leasehold improvements are limited to the shorter of the useful life or the expected lease term. Leases with an initial term of 12 months or less are not recorded on our Consolidated Balance Sheets; we recognize lease expenses for these leases over the lease term.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Notes to Consolidated Financial Statements  
(Dollars in thousands, except per share data)

The following tables present supplemental balance sheet information related to operating leases. ROU assets are included in other assets and lease liabilities are included in other liabilities.

Supplemental Balance Sheet Information:	September 30, 2019
ROU assets	\$ 5,105
Lease liabilities	5,102
Weighted-average remaining lease terms	5.45
Weighted-average discount rate	3.13%

The following schedule summarizes aggregate future minimum lease payments under these operating leases at September 30, 2019:

Fiscal year ending June 30:	
Remaining 2020	\$ 1,003
2021	1,123
2022	1,026
2023	989
2022	522
Thereafter	896
<b>Total of future minimum payments</b>	<b>\$ 5,559</b>

The following table presents components of operating lease expense for the three months ended September 30, 2019:

Operating lease cost (included in occupancy expense)	\$ 473
Sublease income (included in other, net noninterest income)	(64)
<b>Total operating lease expense, net</b>	<b>409</b>

*As Lessee - Finance Lease*

The Company currently leases land for one of its branch office locations under a finance lease. The ROU asset for the finance lease totaled \$2,052 at September 30, 2019 and is included in other assets. The amount was previously recorded in premises and equipment, net. The corresponding lease liability totaled \$1,870 at September 30, 2019 and is included in other liabilities. Interest expense on the lease liability totaled \$24 for the three months ended September 30, 2019. The finance lease has a maturity date of July 2028 and a discount rate of 5.18%. Upon adoption of ASC 842, the capital lease obligation for June 30, 2019 was also reclassified to other liabilities.

The following schedule summarizes aggregate future minimum lease payments under this finance lease obligation at September 30, 2019:

Fiscal year ending June 30:	
Remaining 2020	\$ 100
2021	134
2022	134
2023	134
2023	145
Thereafter	1,993
<b>Total minimum lease payments</b>	<b>2,640</b>
Less: amount representing interest	(770)
<b>Present value of net minimum lease payments</b>	<b>\$ 1,870</b>

Supplemental lease cash flow information for the three months ended September 30, 2019:

ROU assets - noncash additions (operating leases)	\$ 5,296
ROU assets - noncash addition (finance lease)	2,052
Cash paid for amounts included in the measurement of lease liabilities (operating leases)	558
Cash paid for amounts included in the measurement of lease liabilities (finance leases)	33

*As Lessor - General*

The Company leases equipment to commercial end users under operating and finance lease arrangements. Our equipment finance leases consist mainly of transportation, medical, and agricultural equipment. Many of our operating and finance leases offer the lessee the option to purchase the equipment at fair value or for a nominal fixed purchase option; and most of the leases that do not have a nominal purchase option include renewal provisions resulting in some leases continuing beyond initial contractual terms. Our leases do not include early termination options, and continued rent payments are due if leased equipment is not returned at the end of the lease.

*As Lessor - Operating Leases*

Operating lease income is recognized as a component of noninterest income on a straight-line basis over the lease term. Lease terms range from 1 to 4 years. Assets related to operating leases are included in other assets and the corresponding depreciation expense is recorded on a straight-line basis as a component of other noninterest expense. Leased assets totaled \$11,252 with a residual value of \$6,450 as of September 30, 2019. For the three months ended September 30, 2019, total equipment finance operating lease income totaled \$568 and depreciation expense totaled \$350.

The following schedule summarizes aggregate future minimum operating lease payments to be received at September 30, 2019:

Fiscal year ending June 30:	
Remaining 2020	\$ 1,823
2021	5,423
2022	2,540
2023	1,746
2022	663
Thereafter	—
<b>Total of future minimum payments</b>	<b>\$ 12,195</b>

*As Lessor - Finance Leases*

Finance lease income is recognized as a component of loan interest income over the lease term. The finance leases are included as a component of the equipment finance class of financing receivables under the commercial loan segment. For the three months ended September 30, 2019, total interest income on equipment finance leases totaled \$319.

The following table presents components of finance lease net investment included within equipment finance class of financing receivables:

	September 30, 2019
Lease receivables	\$ 25,145

The following schedule summarizes aggregate future minimum finance lease payments to be received at September 30, 2019:

Fiscal year ending June 30:	
Remaining 2020	\$ 5,240
2021	6,927
2022	6,093
2023	5,494
2024	3,244
Thereafter	994
<b>Total minimum payments</b>	<b>27,992</b>
Less: amount representing interest	(2,847)
<b>Total</b>	<b>\$ 25,145</b>



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

### Forward-Looking Statements

Certain matters in this Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. Forward-looking statements are not statements of historical fact, are based on certain assumptions and are generally identified by use of the words "believes," "expects," "anticipates," "estimates," "forecasts," "intends," "plans," "targets," "potentially," "probably," "projects," "outlook" or similar expressions or future or conditional verbs such as "may," "will," "should," "would," and "could." Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions, and statements about future economic performance and projections of financial items. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated or implied by our forward-looking statements, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write offs and changes in our allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in our market areas; decreases in the secondary market for the sale of loans that we originate; results of examinations of us by the Board of Governors of the Federal Reserve System ("Federal Reserve"), the NCCOB, or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require us to increase our allowance for loan losses, write-down assets, change our regulatory capital position or affect our ability to borrow funds or maintain or increase deposits, which could adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including the effect of Dodd-Frank Wall Street Reform and Consumer Protection Act, changes in laws or regulations, changes in regulatory policies and principles or the application or interpretation of laws and regulations by regulatory agencies and tax authorities, including changes in deferred tax asset and liability activity, or the interpretation of regulatory capital or other rules, including as a result of Basel III; our ability to attract and retain deposits; management's assumptions in determining the adequacy of the allowance for loan losses; our ability to control operating costs and expenses, especially costs associated with our operation as a public company; the use of estimates in determining fair value of certain assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risks associated with the loans on our balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and potential associated charges; disruptions, security breaches, or other adverse events, failures or interruptions in, or attacks on, our information technology systems or on the third-party vendors who perform several of our critical processing functions; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we may in the future acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting principles, policies or guidelines and practices, as may be adopted by the financial institution regulatory agencies, the Public Company Accounting Oversight Board or the Financial Accounting Standards Board; and other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services; and the other risks detailed from time to time in our filings with the SEC, including our 2019 Form 10-K.

Many of the forward-looking statements are based upon management's beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements included in this report or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur and you should not put undue reliance on any forward-looking statements.

As used throughout this report, the terms "we", "our", "us", "HomeTrust Bancshares" or the "Company" refer to HomeTrust Bancshares, Inc. and its consolidated subsidiaries, including HomeTrust Bank (the "Bank") unless the context indicates otherwise.

### Overview

HomeTrust Bancshares, Inc., a Maryland corporation, was formed for the purpose of becoming the holding company for HomeTrust Bank in connection with HomeTrust Bank's conversion from mutual to stock form, which was completed on July 10, 2012 (the "Conversion"). As a bank holding company and financial holding company, HomeTrust Bancshares, Inc. is regulated by the Federal Reserve. As a North Carolina state-chartered bank, and member of the Federal Reserve System, the Bank's primary regulators are the NCCOB and the Federal Reserve. The Bank's deposits are federally insured up to applicable limits by the FDIC. The Bank is a member of the FHLB of Atlanta, which is one of the 12 regional banks in the FHLB System. Our headquarters is located in Asheville, North Carolina.

Our principal business consists of attracting deposits from the general public and investing those funds, along with borrowed funds, in loans secured by first and second mortgages on one-to-four family residences, including home equity loans and construction and land/lot loans, commercial real estate loans, construction and development loans, commercial and industrial loans, SBA loans, equipment finance leases, indirect automobile loans, and municipal finance agreements. We also work with a third party to originate HELOCs which are pooled and sold. In addition, we purchase investment securities consisting primarily of securities issued by United States Government agencies and government-sponsored enterprises, as well as, commercial paper and FDIC insured certificates of deposit.

We offer a variety of deposit accounts for individuals, businesses, and nonprofit organizations. Deposits and borrowings are our primary source of funds for our lending and investing activities.

We are significantly affected by prevailing economic conditions, as well as government policies and regulations concerning, among other things, monetary and fiscal affairs, housing and financial institutions. Deposit flows are influenced by a number of factors, including interest rates paid on competing time deposits, other investments, account maturities, and the overall level of personal income and savings. Lending activities are influenced by the demand for funds, the number and quality of lenders, and regional economic cycles.

Our primary source of pre-tax income is net interest income. Net interest income is the difference between interest income, which is the income that we earn on our loans and investments, and interest expense, which is the interest that we pay on our deposits and borrowings. Changes in levels of interest rates affect our net interest income. A secondary source of income is noninterest income, which includes revenue we receive from providing products and services, including service charges on deposit accounts, loan income and fees, lease income, gain on sale of loans, and gains and losses from sales of securities.

An offset to net interest income is the provision for loan losses which is required to establish the allowance for loan losses at a level that adequately provides for probable losses inherent in our loan portfolio. As a loan's risk rating improves, property values increase, or recoveries of amounts previously charged off are received, a recapture of previously recognized provision for loan losses may be added to net interest income.

Our noninterest expenses consist primarily of salaries and employee benefits, expenses for occupancy, marketing and computer services, and FDIC deposit insurance premiums. Salaries and benefits consist primarily of the salaries and wages paid to our employees, payroll taxes, expenses for retirement and other employee benefits. Occupancy expenses, which are the fixed and variable costs of buildings and equipment, consist primarily of lease payments, property taxes, depreciation charges, maintenance and costs of utilities.

In recent years, we have expanded our geographic footprint into seven additional markets through strategic acquisitions as well as two de novo commercial loan offices and one de novo branch office. Looking forward, we believe opportunities currently exist within our market areas to grow our franchise. We anticipate organic growth as the local economies and loan demand strengthens, through our marketing efforts and as a result of the opportunities being created as a result of the consolidation of financial institutions occurring in our market areas. We may also seek to expand our franchise through the selective acquisition of individual branches, loan purchases and, to a lesser degree, whole bank transactions that meet our investment and market objectives. We will continue to be disciplined as it pertains to future expansion focusing primarily on organic growth in our current market areas.

At September 30, 2019, we had 42 locations in North Carolina (including the Asheville metropolitan area, the "Piedmont" region, Charlotte, and Raleigh/Cary), Upstate South Carolina (Greenville), East Tennessee (including Kingsport/Johnson City/Bristol, Knoxville, and Morristown) and Southwest Virginia (including the Roanoke Valley).

#### **Critical Accounting Policies and Estimates**

Certain of our accounting policies are important to the portrayal of our financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances which could affect these judgments include, but are not limited to, changes in interest rates, changes in the performance of the economy, and changes in the financial condition of borrowers. These policies relate to (i) the determination of the provision and the allowance for loan losses, (ii) the valuation of goodwill and other intangible assets, and (iii) the valuation of or recognition of deferred tax assets and liabilities. These policies and estimates are described in further detail in Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 1, Summary of Significant Accounting Policies with the 2019 Form 10-K. There have not been any material changes in the Company's critical accounting policies and estimates during the three months ended September 30, 2019 as compared to the disclosure contained in the Company's 2019 Form 10-K.

**Reclassifications and corrections.** To maintain consistency and comparability, certain amounts from prior periods have been reclassified to conform to current period presentation with no effect on net income, shareholders' equity, or cash flows as previously reported.

**Recent Accounting Pronouncements.** Refer to Note 2 of our consolidated financial statements for a description of recent accounting pronouncements including the respective dates of adoption and effects on results of operations and financial condition.

#### **Non-GAAP Financial Measures**

In addition to results presented in accordance with GAAP, this report contains certain non-GAAP financial measures, which include: tangible book value; tangible book value per share, tangible equity to tangible assets ratio; and the ratio of the allowance for loan losses to total loans excluding acquired loans. Management has presented the non-GAAP financial measures in this discussion and analysis because it believes including these items is more indicative of and provides useful and comparative information to assess trends in our core operations while facilitating comparison of the quality and composition of the Company's earnings over time and in comparison to its competitors. However, these non-GAAP financial measures are supplemental, are not audited and are not a substitute for operating results or any analysis determined in accordance with GAAP. Where applicable, we have also presented comparable earnings information using GAAP financial measures. Because not all companies use the same calculations, our presentation may not be comparable to other similarly titled measures as calculated by other companies. See "Comparison of Results of Operations for the Three Months Ended September 30, 2019 and 2018" for more detailed information about our financial performance.

Set forth below is a reconciliation to GAAP of tangible book value and tangible book value per share:

	As of		
	September 30, 2019	June 30, 2019	September 30, 2018
(Dollars in thousands, except per share data)			
Total stockholders' equity	\$ 413,068	\$ 408,896	\$ 414,195
Less: goodwill, core deposit intangibles, net of taxes	27,246	27,562	28,690
Tangible book value <sup>(1)</sup>	\$ 385,822	\$ 381,334	\$ 385,505
Common shares outstanding	17,818,145	17,984,105	18,939,280
Tangible book value per share	\$ 21.65	\$ 21.20	\$ 20.35
Book value per share	\$ 23.18	\$ 22.74	\$ 21.87

Set forth below is a reconciliation to GAAP of tangible equity to tangible assets:

	As of		
	September 30, 2019	June 30, 2019	September 30, 2018
(Dollars in thousands)			
Tangible book value <sup>(1)</sup>	\$ 385,822	\$ 381,334	\$ 385,505
Total assets	3,655,309	3,476,178	3,353,959
Less: goodwill, core deposit intangibles, net of taxes	27,246	27,562	28,690
Total tangible assets <sup>(2)</sup>	\$ 3,628,063	\$ 3,448,616	\$ 3,325,269
Tangible equity to tangible assets	10.63%	11.06%	11.59%

(1) Tangible book value is equal to total stockholders' equity less goodwill and core deposit intangibles, net of related deferred tax liabilities.

(2) Total tangible assets is equal to total assets less goodwill and core deposit intangibles, net of related deferred tax liabilities.

Set forth below is a reconciliation to GAAP of the allowance for loan losses to total loans and the allowance for loan losses as adjusted to exclude acquired loans:

	As of		
	September 30, 2019	June 30, 2019	September 30, 2018
(Dollars in thousands)			
Total gross loans receivable (GAAP)	\$ 2,508,477	\$ 2,705,186	\$ 2,587,816
Less: acquired loans	206,937	214,046	253,695
Adjusted gross loans (non-GAAP)	\$ 2,301,540	\$ 2,491,140	\$ 2,334,121
Allowance for loan losses (GAAP)	\$ 21,314	\$ 21,429	\$ 20,932
Less: allowance for loan losses on acquired loans	194	201	295
Adjusted allowance for loan losses (non-GAAP)	\$ 21,120	\$ 21,228	\$ 20,637
Adjusted allowance for loan losses / Adjusted gross loans (non-GAAP)	0.92%	0.85%	0.88%

#### Comparison of Financial Condition at September 30, 2019 and June 30, 2019

**General.** Total assets increased \$179.1 million, or 5.2% to \$3.7 billion at September 30, 2019 from \$3.5 billion at June 30, 2019. Total liabilities increased \$175.0 million, or 5.7% to \$3.2 billion at September 30, 2019 from \$3.1 billion at June 30, 2019. Deposit growth of \$167.0 million, or 7.2% and a \$5.0 million, or 0.7% increase in borrowings were used to fund the \$74.7 million, or 2.7% net increase in total loans receivable and loans held for sale, the \$43.9 million, or 36.1% increase in securities available for sale; the \$12.9 million, or 5.3% increase in commercial paper as well as the \$46.1 million, 64.8% increase in cash and cash equivalents during the first three months of fiscal 2020. Loans held for sale increased with a corresponding decrease in total loans receivable as a result of approximately \$256.8 million in one-to-four family loans being marketed for sale. This loan sale is expected to close in November 2019 and result in a gain. The Company is selling these lower rate one-to-four family loans to lower its loan to deposit ratio while increasing its net interest margin over time. Excluding these one-to-four family loans, loans held for sale increased \$14.3 million as a result of SBA loan originations during the period.

As of July 1, 2019, the Company adopted the new lease accounting standard, which drove several changes on the balance sheet. Land totaling \$2.1 million related to the Company's one finance lease (f/k/a capital lease) was reclassified from premises and equipment, net to other assets as a ROU asset and the corresponding liability was reclassified from a separate line on the balance sheet to other liabilities as a lease liability. The

Company's operating leases led to approximately \$5.1 million in ROU assets and corresponding lease liabilities, which are maintained in other assets and other liabilities, respectively.

**Cash, cash equivalents, and commercial paper.** Total cash and cash equivalents increased \$46.1 million, or 64.8%, to \$117.1 million at September 30, 2019 from \$71.0 million at June 30, 2019. Commercial paper increased \$12.9 million, or 5.3% to \$254.3 million at September 30, 2019 from \$241.4 million at June 30, 2019.

**Investments.** Debt securities available for sale increased \$43.9 million, or 36.1%, to \$165.7 million at September 30, 2019 from \$121.8 million at June 30, 2019. During the three months ended September 30, 2019, \$49.4 million of securities were purchased (primarily shorter term corporate bonds) partially offset by \$1.9 million of securities which matured and \$3.7 million of principal payments which were received. At September 30, 2019, certificates of deposit in other banks decreased \$1.9 million, or 3.6% to \$50.1 million compared to \$52.0 million at June 30, 2019. The decrease in certificates of deposit in other banks was due to \$7.0 million in maturities partially offset by \$5.1 million in CD purchases. All certificates of deposit in other banks are fully insured by the FDIC. We evaluate individual investment securities quarterly for other-than-temporary declines in market value. We did not believe that there were any other-than-temporary impairments at September 30, 2019; therefore, no impairment losses were recorded during the first three months of fiscal 2020. Other investments at cost at September 30, 2019 included FHLB stock, FRB stock, and SBIC investments totaling \$32.2 million, \$7.3 million, and \$6.4 million, respectively. In total, other investments at cost increased \$522,000, or 1.2% from June 30, 2019.

**Loans held for sale.** Loans held for sale increased to \$289.3 million at September 30, 2019 from \$18.2 million at June 30, 2019. Excluding, the one-to-four family loan sale mentioned above, loans held for sale increased \$14.3 million as a result of SBA loan originations during the period.

**Loans.** Net loans receivable decreased \$196.3 million, or 7.3%, at September 30, 2019 to \$2.5 billion from June 30, 2019 due to the previously mentioned one-to-four loans moved to held for sale, which was partially offset by \$73.0 million, or 11.3% annualized rate of organic loan growth.

Retail consumer and commercial loans consist of the following at the dates indicated:

(Dollars in thousands)	As of				Percent of total	
	September 30,	June 30,	Change		September 30,	June 30,
	2019	2019	\$	%	2019	2019
<b>Retail consumer loans:</b>						
One-to-four family	\$ 396,649	\$ 660,591	\$ (263,942)	(40.0)%	15.8%	24.4%
HELOCs - originated	141,129	139,435	1,694	1.2	5.6	5.2
HELOCs - purchased	104,324	116,972	(12,648)	(10.8)	4.2	4.3
Construction and land/lots	85,319	80,602	4,717	5.9	3.4	3.0
Indirect auto finance	147,808	153,448	(5,640)	(3.7)	5.9	5.7
Consumer	11,400	11,416	(16)	(0.1)	0.5	0.4
<b>Total retail consumer loans</b>	<b>886,629</b>	<b>1,162,464</b>	<b>(275,835)</b>	<b>(23.7)</b>	<b>35.3</b>	<b>43.0</b>
<b>Commercial loans:</b>						
Commercial real estate	990,787	927,261	63,526	6.9	39.5	34.3
Construction and development	203,494	210,916	(7,422)	(3.5)	8.1	7.8
Commercial and industrial	158,706	160,471	(1,765)	(1.1)	6.3	5.9
Equipment finance	154,479	132,058	22,421	17.0	6.2	4.9
Municipal leases	114,382	112,016	2,366	2.1	4.6	4.1
<b>Total commercial loans</b>	<b>1,621,848</b>	<b>1,542,722</b>	<b>79,126</b>	<b>5.1</b>	<b>64.7</b>	<b>57.0</b>
<b>Total loans</b>	<b>\$ 2,508,477</b>	<b>\$ 2,705,186</b>	<b>\$ (196,709)</b>	<b>(7.3)%</b>	<b>100.0%</b>	<b>100.0%</b>

Our expansion into larger metro markets as well as in-market acquisitions combined with improvements in the economy, employment rates, and stronger real estate prices, have led to significant increases in originations of construction and commercial loans located in our market areas. We will continue to take a disciplined approach in our construction and land development lending by concentrating our efforts on smaller one-to-four family residential loans to builders known to us and developers of commercial real estate and multifamily properties with proven success in this type of construction. At September 30, 2019, construction and land/lots totaled \$85.3 million including \$75.7 million of one-to-four family construction loans that will roll over to permanent loans upon completion of the construction period. Undisbursed construction and land/lots loan commitments at September 30, 2019 totaled \$62.0 million. Total construction and development loans at September 30, 2019, were \$203.5 million, excluding unfunded loan commitments of \$109.4 million, of which \$75.3 million was for non-residential commercial real estate construction, \$64.1 million was for land development, \$45.2 million was for speculative construction of single family properties, and \$18.9 million was for multi-family construction. Undisbursed construction and development loan commitments at September 30, 2019 included \$57.4 million of commercial real estate projects, multi-family residential projects of \$21.4 million and \$30.6 million for the speculative construction of one- to four-family residential properties. Total equipment finance loans at September 30, 2019, were \$154.5 million, an increase of \$22.4 million.

**Asset Quality.** Our overall asset quality metrics continue to demonstrate our commitment to growing and maintaining a loan portfolio with a moderate risk profile.

Nonperforming assets increased by \$177,000 or 1.3% to \$13.5 million, or 0.37% of total assets, at September 30, 2019 from \$13.3 million, or 0.40% of total assets at June 30, 2019. Nonperforming assets included \$10.9 million in nonaccruing loans and \$2.6 million in REO at September 30, 2019, compared to \$10.4 million and \$2.9 million, in nonaccruing loans and REO, respectively, at June 30, 2019. Included in nonperforming loans are \$4.2 million of TDR loans of which \$664,000 were current with respect to their modified payment terms. At September 30, 2019, \$2.6 million, or 24.0%, of nonaccruing loans were current on their loan payments. PCI loans aggregating \$1.2 million obtained through prior acquisitions were excluded from nonaccruing loans due to the accretion of discounts established in accordance with the acquisition method of accounting for business combinations. Nonperforming loans to total loans was 0.43% at September 30, 2019 and 0.38% at June 30, 2019.

The ratio of classified assets to total assets decreased to 0.84% at September 30, 2019 from 0.89% at June 30, 2019. Classified assets decreased to \$30.7 million at September 30, 2019 compared to \$30.9 million at June 30, 2019. Delinquent loans (loans delinquent 30 days or more) increased to \$12.8 million at September 30, 2019, from \$10.1 million at June 30, 2019 which was driven by a \$2.1 million increase in commercial real estate from three different commercial loan relationships.

As of September 30, 2019, we had identified \$31.5 million of impaired loans compared to \$33.0 million at June 30, 2019. Our impaired loans are comprised of loans on nonaccrual status and all TDRs, whether performing or on nonaccrual status under their restructured terms. Impaired loans may be evaluated for reserve purposes using either a specific impairment analysis or on a collective basis as part of homogeneous pools. As of September 30, 2019, there were \$16.4 million loans individually evaluated for impairment and \$15.1 million were collectively evaluated. For more information on these impaired loans, see Note 5 of the Notes to Consolidated Financial Statements under Item 1 of this report.

**Allowance for loan losses.** We establish an allowance for loan losses by charging amounts to the loan loss provision at a level required to reflect estimated credit losses in the loan portfolio. In evaluating the level of the allowance for loan losses, management considers, among other factors, historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect borrowers' ability to repay, estimated value of any underlying collateral, prevailing economic conditions and current risk factors specifically related to each loan type.

The allowance for loan losses was \$21.3 million, or 0.85% of total loans, at September 30, 2019 compared to \$21.4 million, or 0.79% of total loans, at June 30, 2019. The allowance for loan losses to gross loans excluding acquired loans was 0.92% at September 30, 2019, compared to 0.85% at June 30, 2019. The increase in the ratio of allowance for loan losses to gross loans was driven by approximately \$256.8 million of one-to-four family loans being transferred to loans held for sale from total loans. The allowance recovered on these transferred loans was offset by the need to increase allowances within our commercial real estate and equipment finance portfolios. The allowance for our acquired loans at September 30, 2019 was \$194,000 compared to \$201,000 at June 30, 2019.

There was no provision for loan losses for the three months ended September 30, 2019 and 2018. Net loan charge-offs totaled \$115,000 for the three months ended September 30, 2019, compared to \$128,000 for the same period in fiscal 2019, respectively. Net charge-offs as a percentage of average loans remained stable at 0.02% for the three months ended September 30, 2019 and 2018.

The allowance as a percentage of nonaccruing loans decreased to 195.88% at September 30, 2019 from 206.90% at June 30, 2019.

We believe that the allowance for loan losses as of September 30, 2019 was adequate to absorb the known and inherent risks of loss in the loan portfolio at that date. While we believe the estimates and assumptions used in our determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provisions that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of the allowance for loan losses is subject to review by bank regulators as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

**Real estate owned.** REO decreased \$347,000, or 11.8% to \$2.6 million at September 30, 2019 primarily due to \$381,000 in REO sales that were partially offset by \$46,000 in transfers from foreclosed loans during the three months ended September 30, 2019. The total balance of REO at September 30, 2019 included \$1.2 million in commercial real estate, \$680,000 in single-family homes, and \$675,000 in unimproved land.

**Deferred income taxes.** Deferred income taxes decreased \$2.3 million, or 8.5%, to \$24.3 million at September 30, 2019 from \$26.5 million at June 30, 2019. The decrease was primarily driven by the realization of net operating losses through increases in taxable income.

**Goodwill.** Goodwill remained unchanged at \$25.6 million at both September 30, 2019 and June 30, 2019.

**Deposits.** Deposits increased \$166.9 million, or 7.2% during the three months ended September 30, 2019 to \$2.5 billion from \$2.3 billion at June 30, 2019 primarily due to deposit growth initiatives which led to a \$100.8 million increase in core deposits as well as a \$66.1 million increase in certificates of deposits.

The following table sets forth our deposits by type of deposit account as of the dates indicated:

(Dollars in thousands)	As of		Change		Percent of total	
	September 30,	June 30,			September 30,	June 30,
	2019	2018	\$	%	2019	2018
<b>Core deposits:</b>						
Noninterest-bearing accounts	\$ 327,371	\$ 294,322	\$ 33,049	11.2 %	13.1%	12.6%
NOW accounts	449,623	452,295	(2,672)	(0.6)%	18.0%	19.4%
Money market accounts	769,000	691,172	77,828	11.3 %	30.8%	29.7%
Savings accounts	169,872	177,278	(7,406)	(4.2)%	6.8%	7.6%
Core deposits	1,715,866	1,615,067	100,799	6.2 %	68.8%	69.4%
Certificates of deposit	778,328	712,190	66,138	9.3 %	31.2%	30.6%
Total	\$ 2,494,194	\$ 2,327,257	\$ 166,937	7.2 %	100.0%	100.0%

**Borrowings.** Borrowings increased to \$685.0 million at September 30, 2019 from \$680.0 million at June 30, 2019. A total of \$285.0 million of these FHLB advances have maturities of less than 30 days and \$400.0 million consist of convertible FHLB advances with maturities greater than nine years; together with a weighted average interest rate of 1.79% at September 30, 2019.

**Equity.** Stockholders' equity at September 30, 2019 increased \$4.2 million to \$413.1 million from \$408.9 million at June 30, 2019. The increase was due to \$8.8 million in net income, \$781,000 in stock-based compensation, and a \$227,000 increase in other comprehensive income representing an increase in unrealized gains on investment securities, net of tax, partially offset by 189,160 shares of common stock repurchased at an average cost of \$25.38, or approximately \$4.8 million in total, and \$1.0 million related to cash dividends declared.

## Average Balances, Interest and Average Yields/Cost

The following table sets forth for the periods indicated, information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resultant yields, interest rate spread, net interest margin (otherwise known as net yield on interest-earning assets), and the ratio of average interest-earning assets to average interest-bearing liabilities. All average balances are daily average balances. Nonaccruing loans have been included in the table as loans carrying a zero yield.

(Dollars in thousands)	For the Three Months Ended September 30,					
	2019			2018		
	Average Balance Outstanding	Interest Earned/Paid <sup>(2)</sup>	Yield/Rate <sup>(2)</sup>	Average Balance Outstanding	Interest Earned/Paid <sup>(2)</sup>	Yield/Rate <sup>(2)</sup>
<b>Assets:</b>						
Interest-earning assets:						
Loans receivable <sup>(1)</sup>	\$ 2,749,635	\$ 32,551	4.74%	\$ 2,557,970	\$ 29,010	4.54%
Commercial paper and deposits in other banks	363,123	2,253	2.48%	321,217	1,856	2.31%
Securities available for sale	138,709	896	2.58%	154,249	856	2.22%
Other interest-earning assets <sup>(3)</sup>	45,710	832	7.28%	42,520	839	7.89%
Total interest-earning assets	3,297,177	36,532	4.43%	3,075,956	32,561	4.23%
Other assets	264,375			245,855		
Total assets	\$ 3,561,552			\$ 3,321,811		
<b>Liabilities and equity:</b>						
Interest-bearing liabilities:						
Interest-bearing checking accounts	441,524	319	0.29%	459,895	270	0.23%
Money market accounts	718,981	1,761	0.98%	677,329	957	0.57%
Savings accounts	172,393	52	0.12%	208,289	68	0.13%
Certificate accounts	744,956	3,721	2.00%	530,507	1,455	1.10%
Total interest-bearing deposits	2,077,854	5,853	1.13%	1,876,020	2,750	0.59%
Borrowings	683,413	3,321	1.94%	645,859	3,258	2.02%
Total interest-bearing liabilities	2,761,267	9,174	1.33%	2,521,879	6,008	0.95%
Noninterest-bearing deposits	326,105			323,781		
Other liabilities	63,101			63,282		
Total liabilities	3,150,473			2,908,942		
Stockholders' equity	411,079			412,868		
Total liabilities and stockholders' equity	\$ 3,561,552			\$ 3,321,811		
Net earning assets	\$ 535,910			\$ 554,077		
Average interest-earning assets to average interest-bearing liabilities	119.41%			121.97%		
Tax-equivalent:						
Net interest income		\$ 27,358			\$ 26,553	
Interest rate spread			3.10%			3.28%
Net interest margin <sup>(4)</sup>			3.32%			3.45%
Non-tax-equivalent:						
Net interest income		\$ 27,073			\$ 26,272	
Interest rate spread			3.07%			3.25%
Net interest margin <sup>(4)</sup>			3.28%			3.42%

(1) The average loans receivable, net balances include loans held for sale and nonaccruing loans.

(2) Interest income used in the average interest earned and yield calculation includes the tax equivalent adjustment of \$285 and \$281 for the three months ended September 30, 2019 and 2018, respectively, calculated based on a combined federal and state tax rate of 24%.

(3) The average other interest-earning assets consists of FRB stock, FHLB stock, and SBIC investments.

(4) Net interest income divided by average interest-earning assets.

## Rate/Volume Analysis

The following table presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. It distinguishes between the changes related to outstanding balances and that due to the changes in interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (i.e., changes in volume multiplied by old rate) and (ii) changes in rate (i.e., changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

(Dollars in thousands)	Three Months Ended September 30, 2019		
	Compared to		
	Three Months Ended September 30, 2018		
	Increase/ (decrease) due to		Total
	Volume	Rate	increase/(decrease)
<b>Interest-earning assets:</b>			
Loans receivable <sup>(1)</sup>	\$ 2,173	\$ 1,368	\$ 3,541
Commercial paper and deposits in other banks	243	154	397
Securities available for sale	(86)	126	40
Other interest-earning assets	62	(69)	(7)
<b>Total interest-earning assets</b>	<b>2,392</b>	<b>1,579</b>	<b>3,971</b>
<b>Interest-bearing liabilities:</b>			
Interest-bearing checking accounts	\$ (11)	\$ 60	\$ 49
Money market accounts	59	745	804
Savings accounts	(12)	(4)	(16)
Certificate accounts	589	1,677	2,266
Borrowings	189	(126)	63
<b>Total interest-bearing liabilities</b>	<b>814</b>	<b>2,352</b>	<b>3,166</b>
<b>Net increase (decrease) in tax equivalent interest income</b>	<b>\$ 1,578</b>	<b>\$ (773)</b>	<b>\$ 805</b>

(1) Interest income used in the average interest/earned and yield calculation includes the tax equivalent adjustment of \$285 and \$281 for the three months ended September 30, 2019 and 2018, respectively, calculated based on a combined federal and state income tax rate of 24%.

## Comparison of Results of Operation for the Three Months Ended September 30, 2019 and 2018

**General.** During the three months ended September 30, 2019, net income increased 13.0% to \$8.8 million compared to \$7.8 million for the three months ended September 30, 2018. The Company's diluted earnings per share increased 19.5% to \$0.49 for the three months ended September 30, 2019 compared to \$0.41 for the same period in fiscal 2018.

**Net Interest Income.** Net interest income increased \$801,000, or 3.0% to \$27.1 million for the quarter ended September 30, 2019 compared to \$26.3 million for the corresponding period in 2019. The increase in net interest income for the quarter ended September 30, 2019 was primarily due to a \$4.0 million increase in interest and dividend income primarily driven by an increase in average interest-earning assets, which was partially offset by a \$3.2 million increase in interest expense.

Average interest-earning assets increased \$221.2 million, or 7.2% to \$3.3 billion for the quarter ended September 30, 2019 compared to \$3.1 billion for the corresponding quarter in fiscal 2019. For the quarter ended September 30, 2019, the average balance of total loans receivable increased \$191.7 million, or 6.2% compared to the same quarter last year primarily due to organic loan growth. The average balance of commercial paper and deposits in other banks increased \$41.9 million, or 13.0% between the periods driven by increases in commercial paper investments. The average balance in other interest-earning assets increased \$3.2 million, or 7.5% as a result of additional SBIC investments and the required purchase of additional shares of FHLB stock as our FHLB borrowings have increased. These increases were mainly funded by the decrease of \$15.5 million, or 10.1% in average securities available for sale, and an increase in average interest-bearing liabilities, primarily deposits, of \$239.4 million, or 9.5% as compared to the same quarter last year. Net interest margin (on a fully taxable-equivalent basis) for the three months ended September 30, 2019 decreased to 3.32% from 3.45% for the same period a year ago.

Total interest and dividend income increased \$4.0 million, or 12.3% for the three months ended September 30, 2019 as compared to the same period last year, which was primarily driven by a \$3.5 million, or 12.3% increase in loan interest income and a \$396,000, or 21.3% increase in interest income from commercial paper and interest-bearing deposits in other banks. The additional loan interest income was driven by increases in both the average balance of loans receivable and loan yields compared to the prior year quarter. Average loan yields increased 20 basis points to 4.74% for the quarter ended September 30, 2019 from 4.54% in the corresponding quarter last year. Accrutable income on acquired loans



stems from the discount established at the time these loan portfolios were acquired and the related impact of prepayments on purchased loans. Each quarter, the Company analyzes the cash flow assumptions on the acquired loan pools and, at least semi-annually, the Company updates loss estimates, prepayment speeds and other variables when analyzing cash flows. In addition to this accretion income, which is recognized over the estimated life of the loan pools, if a loan is removed from a pool due to payoff or foreclosure, the unaccreted discount in excess of losses is recognized as an accretion gain in interest income. As a result, income from acquired loan pools can be volatile from quarter to quarter, however the incremental accretion is expected to decrease over time as the balance of the purchase discount for acquired loans decreases. For each of the quarters ended September 30, 2019 and 2018, average loan yields included six basis points from the accretion of purchase discounts on acquired loans. The total purchase discount for acquired loans was \$6.3 million at September 30, 2019, compared to \$6.7 million at June 30, 2019, and \$8.5 million at September 30, 2018.

Total interest expense increased \$3.2 million, or 52.7% for the quarter ended September 30, 2019 compared to the same period last year. The increase was driven by a \$3.1 million, or 112.8% increase in deposit interest expense. The additional deposit interest expense was a result of our continued focus on increasing deposits as the average balance of interest-bearing deposits increased \$201.8 million, or 10.8% along with a 54 basis point increase in the average cost of interest-bearing deposits for the quarter ended September 30, 2019 compared to the same quarter last year. Average borrowings for the quarter ended September 30, 2019 increased \$37.6 million, or 5.8% and was offset by an eight basis point decrease in the average cost of borrowings compared to the same period last year. The overall average cost of funds increased 38 basis points to 1.33% for the current quarter compared to 0.95% in the same quarter last year due primarily to the impact of the deposit market interest rate increases on our interest-bearing liabilities.

**Provision for Loan Losses.** During the three months ended September 30, 2019 and 2018 there was no provision for loan losses. Net loan charge-offs totaled \$115,000 for the three months ended September 30, 2019 compared to \$128,000 for the same period in fiscal 2019. Annualized net charge-offs as a percentage of average loans remained stable at 0.02% for the three months ended September 30, 2019 and 2018.

See Comparison of Financial Condition - Asset Quality for additional details.

**Noninterest Income.** Noninterest income increased \$2.0 million, or 36.5% to \$7.7 million for the three months ended September 30, 2019 from \$5.6 million for the same period in the previous year. The leading factors of the increase included a \$661,000, or 97.5% increase in other noninterest income primarily related to operating lease income from the new equipment finance line of business, a \$499,000, or 64.6% increase in gains from the sale of mortgage loans, a \$129,000, or 14.4% increase in gains from the sale of loans due to originations and sales of the guaranteed portion of SBA commercial loans, a \$554,000, or 168.9% increase in loan income and fees primarily as a result of our adjustable rate conversion program and prepayment fees on equipment finance loans, and a \$161,000, or 30.1% increase in BOLI income primarily from \$134,000 of additional life insurance proceeds received for the three months ended September 30, 2019 compared to the same period last year.

**Noninterest Expense.** Noninterest expense for the three months ended September 30, 2019 increased \$1.7 million, or 7.5% to \$23.5 million compared to \$21.9 million for the three months ended September 30, 2018. The increase was primarily due to a \$1.2 million, or 9.7% increase in salaries and employee benefits; a \$510,000, or 19.5% increase in other expenses, mainly driven by depreciation from our equipment finance line of business; a \$262,000, or 62.8% increase in marketing and advertising expense, which was used to promote deposit growth and other banking products; and a \$175,000, or 9.5% increase in computer services. Partially offsetting these increases was a decrease of \$304,000, or 100.0% in deposit insurance premiums as a result of credits issued by the FDIC and a \$115,000, or 32.5% decrease in REO related expenses as a result of gain on sales for the three months ended September 30, 2019 compared to the same period last year.

**Income Taxes.** The Company's income tax expense for the three months ended September 30, 2019 was \$2.4 million compared to \$2.2 million for the three months ended September 30, 2018. The increase in the Company's federal income tax provision for the three months ended September 30, 2019 was due to an increase in taxable income. The effective tax rate for the three months ended September 30, 2019 and 2018 was 21.4% and 22.1%, respectively.

## Liquidity

Management maintains a liquidity position that it believes will adequately provide funding for loan demand and deposit run-off that may occur in the normal course of business. We rely on a number of different sources in order to meet our potential liquidity demands. The primary sources are increases in deposit accounts, cash flows from loan payments, commercial paper, and the securities portfolio.

In addition to these primary sources of funds, management has several secondary sources available to meet potential funding requirements. As of September 30, 2019, the Bank had an available borrowing capacity of \$75.8 million with the FHLB of Atlanta, a \$122.8 million line of credit with the FRB and a line of credit with each of three unaffiliated banks totaling \$70.0 million. At September 30, 2019, we had \$685.0 million in FHLB advances outstanding and nothing outstanding under our other lines of credit. Additionally, the Company classifies its securities portfolio as available for sale, providing an additional source of liquidity. Management believes that our security portfolio is of high quality and the securities would therefore be marketable. In addition, we have historically sold longer term fixed-rate mortgage loans in the secondary market to reduce interest rate risk and to create still another source of liquidity. From time to time we also utilize brokered time deposits to supplement our other sources of funds. Brokered time deposits are obtained by utilizing an outside broker that is paid a fee. This funding requires advance notification to structure the type of deposit desired by us. Brokered deposits can vary in term from one month to several years and have the benefit of being a source of longer-term funding. We also utilize brokered deposits to help manage interest rate risk by extending the term to repricing of our liabilities, enhance our liquidity and fund asset growth. Brokered deposits are typically from outside our primary market areas, and our brokered deposit levels may vary from time to time depending on competitive interest rate conditions and other factors. At September 30, 2019 brokered deposits totaled \$179.2 million, or 7.2% of total deposits compared to \$176.8 million, or 7.6% of total deposits at June 30, 2019.

Liquidity management is both a daily and long-term function of business management. Excess liquidity is generally invested in short-term investments, such as overnight deposits, federal funds, and commercial paper. On a longer term basis, we maintain a strategy of investing in various lending products and investment securities, including mortgage-backed securities. HomeTrust Bancshares on a stand-alone level is a separate legal entity from the Bank and must provide for its own liquidity and pay its own operating expenses. The Company's primary source of funds consists of the net proceeds retained from the Conversion. The Company also has the ability to receive dividends or capital distributions from the Bank, although there are regulatory restrictions on the ability of the Bank to pay dividends. At September 30, 2019, the Company (on an unconsolidated basis) had liquid assets of \$11.2 million.

We use our sources of funds primarily to meet our ongoing commitments, pay maturing deposits and fund withdrawals, and to fund loan commitments. At September 30, 2019, the total approved loan commitments and unused lines of credit outstanding amounted to \$255.0 million and \$372.3 million, respectively, as compared to \$274.9 million and \$353.7 million, respectively, as of June 30, 2019. Certificates of deposit scheduled to mature in one year or less at September 30, 2019, totaled \$389.9 million. It is management's policy to manage deposit rates that are competitive with other local financial institutions. Based on this management strategy, we believe that a majority of maturing deposits will remain with us.

During the first three months of fiscal 2020, cash and cash equivalents increased \$46.1 million, or 64.8%, to \$117.1 million as of September 30, 2019 from \$71.0 million as of June 30, 2019. Cash provided by financing activities was \$166.3 million; while cash used for operating and investing activities was \$9.1 million and \$111.2 million, respectively. Primary sources of cash for the three months ended September 30, 2019 included a \$166.9 million increase in deposits, a \$5.0 million net increase in borrowings, \$1.9 million in maturing certificates of deposit in other banks, net of purchases, \$3.7 million in principal repayments from mortgage-backed securities, and \$1.9 million in maturing securities available for sale. Primary uses of cash during the period included an increase in loans of \$56.5 million, a net increase in commercial paper of \$11.2 million, \$49.4 million of purchases of debt securities available for sale, \$1.6 million in purchases of operating lease equipment, \$1.0 million in cash dividends, and \$4.8 million in common stock repurchases. All sources and uses of cash reflect our cash management strategy to increase our higher yielding investments and loans by increasing lower costing borrowings and reducing our holdings of lower yielding investments.

#### Off-Balance Sheet Activities

In the normal course of operations, we engage in a variety of financial transactions that are not recorded in our financial statements. These transactions involve varying degrees of off-balance sheet credit, interest rate and liquidity risks. These transactions are used primarily to manage customers' requests for funding and take the form of loan commitments and lines of credit. For the three months ended September 30, 2019, we engaged in no off-balance sheet transactions likely to have a material effect on our financial condition, results of operations or cash flows.

A summary of our off-balance sheet commitments to extend credit at September 30, 2019, is as follows (in thousands):

Undisbursed portion of construction loans	\$	165,382
Commitments to make loans		89,664
Unused lines of credit		372,329
Unused letters of credit		8,162
<b>Total loan commitments</b>	<b>\$</b>	<b>635,537</b>

#### Capital Resources

At September 30, 2019, stockholder's equity totaled \$413.1 million. HomeTrust Bancshares, Inc. is a bank holding company and a financial holding company subject to regulation by the Federal Reserve. As a bank holding company, we are subject to capital adequacy requirements of the Federal Reserve under the Bank Holding Company Act of 1956, as amended and the regulations of the Federal Reserve. Our subsidiary, the Bank, an FDIC-insured, North Carolina state-chartered bank and a member of the Federal Reserve System, is supervised and regulated by the Federal Reserve and the NCCOB and is subject to minimum capital requirements applicable to state member banks established by the Federal Reserve that are calculated in a manner similar to those applicable to bank holding companies.

Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

At September 30, 2019, HomeTrust Bancshares, Inc. and the Bank each exceeded all regulatory capital requirements as of that date. Consistent with our goals to operate a sound and profitable organization, our policy is for the Bank to maintain a "well-capitalized" status under the regulatory capital categories of the Federal Reserve. The Bank was categorized as "well-capitalized" at September 30, 2019 under applicable regulatory requirements.

HomeTrust Bancshares, Inc. and the Bank's actual and required minimum capital amounts and ratios are as follows (dollars in thousands):

	Actual		Regulatory Requirements			
			Minimum for Capital Adequacy Purposes		Minimum to Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>HomeTrust Bancshares, Inc.</b>						
<b>As of September 30, 2019</b>						
Common Equity Tier I Capital to Risk-Weighted Assets	\$ 379,503	11.81%	\$ 144,574	4.50%	\$ 208,829	6.50%
Tier I Capital (to Total Adjusted Assets)	\$ 379,503	10.76%	\$ 141,114	4.00%	\$ 176,392	5.00%
Tier I Capital (to Risk-weighted Assets)	\$ 379,503	11.81%	\$ 192,765	6.00%	\$ 257,020	8.00%
Total Risk-based Capital (to Risk-weighted Assets)	\$ 401,272	12.49%	\$ 257,020	8.00%	\$ 321,275	10.00%
<b>As of June 30, 2019</b>						
Common Equity Tier I Capital to Risk-Weighted Assets	\$ 374,729	12.20%	\$ 138,226	4.50%	\$ 199,659	6.50%
Tier I Capital (to Total Adjusted Assets)	\$ 374,729	10.89%	\$ 137,649	4.00%	\$ 172,062	5.00%
Tier I Capital (to Risk-weighted Assets)	\$ 374,729	12.20%	\$ 184,301	6.00%	\$ 245,734	8.00%
Total Risk-based Capital (to Risk-weighted Assets)	\$ 396,613	12.91%	\$ 245,734	8.00%	\$ 307,168	10.00%
<b>HomeTrust Bank:</b>						
<b>As of September 30, 2019</b>						
Common Equity Tier I Capital to Risk-Weighted Assets	\$ 357,897	11.14%	\$ 144,515	4.50%	\$ 208,744	6.50%
Tier I Capital (to Total Adjusted Assets)	\$ 357,897	10.16%	\$ 140,964	4.00%	\$ 176,205	5.00%
Tier I Capital (to Risk-weighted Assets)	\$ 357,897	11.14%	\$ 192,687	6.00%	\$ 256,916	8.00%
Total Risk-based Capital (to Risk-weighted Assets)	\$ 379,663	11.82%	\$ 256,916	8.00%	\$ 321,145	10.00%
<b>As of June 30, 2019</b>						
Common Equity Tier I Capital to Risk-Weighted Assets	\$ 355,759	11.59%	\$ 138,153	4.50%	\$ 199,555	6.50%
Tier I Capital (to Total Adjusted Assets)	\$ 355,759	10.34%	\$ 137,590	4.00%	\$ 171,988	5.00%
Tier I Capital (to Risk-weighted Assets)	\$ 355,759	11.59%	\$ 184,204	6.00%	\$ 245,606	8.00%
Total Risk-based Capital (to Risk-weighted Assets)	\$ 377,639	12.30%	\$ 245,606	8.00%	\$ 307,007	10.00%

In addition to the minimum CET1, Tier 1 and total risk-based capital ratios, both HomeTrust Bancshares, Inc. and the Bank have to maintain a capital conservation buffer consisting of additional CET1 capital of more than 2.5% above the required minimum levels in order to avoid limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses based on percentages of eligible retained income that could be utilized for such actions. At September 30, 2019, the conservation buffer was 4.49% and 3.82% for HomeTrust Bancshares, Inc. and the Bank, respectively.

#### Impact of Inflation

The effects of price changes and inflation can vary substantially for most financial institutions. While management believes that inflation affects the growth of total assets, it believes that it is difficult to assess the overall impact. Management believes this to be the case due to the fact that generally neither the timing nor the magnitude of the inflationary changes in the CPI coincides with changes in interest rates. The price of one or more of the components of the CPI may fluctuate considerably and thereby influence the overall CPI without having a corresponding effect on interest rates or upon the cost of those goods and services normally purchased by the Company. In years of high inflation and high interest rates, intermediate and long-term interest rates tend to increase, thereby adversely impacting the market values of investment securities, mortgage loans and other long-term fixed rate loans. In addition, higher short-term interest rates caused by inflation tend to increase the cost of funds. In other years, the opposite may occur.

### Item 3. Quantitative and Qualitative Disclosure About Market Risk

There has not been any material change in the market risk disclosures contained in our 2019 Form 10-K.

### Item 4. Controls and Procedures

An evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Act")) as of September 30, 2019, was carried out under the supervision and with the participation of the Company's Chief Executive Officer, Chief Financial Officer and several other members of the Company's senior management. The Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures in effect as of September 30, 2019, were effective in ensuring that the information required to be disclosed by the Company in the reports it files or submits under the Act is: (i) accumulated and communicated to the Company's management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. In addition, there have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Act) that occurred during the quarter ended September 30, 2019, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The Company does not expect that its disclosure controls and procedures and internal control over financial reporting will prevent all errors and all fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls may be circumvented by the individual acts of some persons, by collusion of two or more people, or by override of the control. The design of any control procedure also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The "Litigation" section of Note 10 to the Consolidated Financial Statements included in Part I, Item 1 is incorporated herein by reference.

### Item 1A. Risk Factors

There have been no material changes in the Risk Factors previously disclosed in Item 1A of the Company's 2019 Form 10-K.

### Item 2. Unregistered Sales of Equity Securities and use of Proceeds

(a) Not applicable

(b) Not applicable

(c) The following table provides information about repurchases of common stock by the Company during the quarter ended September 30, 2019:

Period	Total Number Of Shares Purchased	Average Price Paid per Share	Total Number Of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under Publicly Announced Plans
July 1 - July 31, 2019	—	\$ —	—	224,971
August 1 - August 30, 2019	107,860	25.09	107,860	117,111
September 1 - September 30, 2019	81,300	25.76	81,300	35,811
Total	189,160	\$ 25.38	189,160	35,811

On December 6, 2018, the Company announced that its Board of Directors had authorized the repurchase of up to 931,601 shares of the Company's common stock, representing 5% of the Company's outstanding shares at the time of the announcement. The shares may be purchased in the open market or in privately negotiated transactions, from time to time depending upon market conditions and other factors. As of September 30, 2019, 895,790 of the shares approved on December 6, 2018 had been purchased at an average price of \$25.63.

**Item 3. Defaults Upon Senior Securities**

Nothing to report.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

Nothing to report.

**Item 6. Exhibits**

Regulation S-K Exhibit Number	Document	Reference to Prior Filing or Exhibit Number Attached Hereto
3.1	<a href="#">Charter of HomeTrust Bancshares, Inc.</a>	(b)
3.2	<a href="#">Articles Supplementary to the Charter of HomeTrust Bancshares, Inc. for HomeTrust Bancshares, Inc.'s Junior Participating Preferred Stock, Series A</a>	(c)
3.3	<a href="#">Amended and Restated Bylaws of HomeTrust Bancshares, Inc.</a>	(p)
4.1	<a href="#">Tax Benefits Preservation Plan, dated as of September 25, 2012, between HomeTrust Bancshares, Inc. and Registrar and Transfer Company, as Rights Agent</a>	(c)
4.2	<a href="#">Amendment No. 1, dated as of August 31, 2015, to Tax Benefit Preservation Plan, dated as of September 25, 2012, between HomeTrust Bancshares, Inc. and Computershare Trust Company, N.A., as successor rights agent to Registrar and Transfer Company</a>	(l)
4.3	<a href="#">Amendment No. 2, dated as of August 21, 2018, to Tax Benefits Preservation Plan, dated as of September 25, 2012, between HomeTrust Bancshares, Inc. and Computershare Trust Company, N.A., as successor rights agent to Registrar and Transfer Company</a>	(o)
10.1	<a href="#">HomeTrust Bancshares, Inc. Strategic Operating Committee Incentive Plan</a>	10.1
10.2	<a href="#">Amended and Restated Employment Agreement entered into between HomeTrust Bancshares, Inc. and Dana L. Stonestreet</a>	(q)
10.3	<a href="#">Amended and Restated Employment Agreement entered into between HomeTrust Bancshares, Inc. and C. Hunter Westbrook</a>	(q)
10.3A	<a href="#">Amendment No. 1 to Amended and Restated Employment Agreement entered into between HomeTrust Bancshares, Inc. and C. Hunter Westbrook</a>	(s)
10.4	<a href="#">Amended and Restated Employment Agreement entered into between HomeTrust Bancshares, Inc. and Tony J. VunCannon</a>	(q)
10.5	<a href="#">Employment Agreement between HomeTrust Bancshares, Inc. and Howard L. Sellinger</a>	(q)
10.6	<a href="#">Employment Agreement between HomeTrust Bank and Sidney A. Biesecker</a>	(b)
10.7	<a href="#">HomeTrust Bank Executive Supplemental Retirement Income Master Agreement ("SERP")</a>	(b)
10.7A	<a href="#">SERP Joinder Agreement for F. Edward Broadwell, Jr.</a>	(b)
10.7B	<a href="#">SERP Joinder Agreement for Dana L. Stonestreet</a>	(b)
10.7C	<a href="#">SERP Joinder Agreement for Tony J. VunCannon</a>	(b)
10.7D	<a href="#">SERP Joinder Agreement for Howard L. Sellinger</a>	(b)
10.7E	<a href="#">SERP Joinder Agreement for Stan Allen</a>	(b)
10.7F	<a href="#">SERP Joinder Agreement for Sidney A. Biesecker</a>	(b)
10.7G	<a href="#">SERP Joinder Agreement for Peggy C. Melville</a>	(b)
10.7H	<a href="#">SERP Joinder Agreement for William T. Flynt</a>	(b)
10.7I	<a href="#">Amended and Restated Supplemental Income Agreement between HomeTrust Bank, as successor to Industrial Federal Savings Bank, and Sidney Biesecker</a>	(f)
10.8	<a href="#">HomeTrust Bank Director Emeritus Plan ("Director Emeritus Plan")</a>	(b)
10.8A	<a href="#">Director Emeritus Plan Joinder Agreement for William T. Flynt</a>	(b)
10.8B	<a href="#">Director Emeritus Plan Joinder Agreement for J. Steven Goforth</a>	(b)
10.8C	<a href="#">Director Emeritus Plan Joinder Agreement for Craig C. Koontz</a>	(b)

10.8D	<a href="#">Director Emeritus Plan Joinder Agreement for Larry S. McDevitt</a>	(b)
10.8E	<a href="#">Director Emeritus Plan Joinder Agreement for F.K. McFarland, III</a>	(b)
10.8F	<a href="#">Director Emeritus Plan Joinder Agreement for Peggy C. Melville</a>	(b)
10.8G	<a href="#">Director Emeritus Plan Joinder Agreement for Robert E. Shepherd, Sr.</a>	(b)
10.9	<a href="#">HomeTrust Bank Defined Contribution Executive Medical Care Plan</a>	(b)
10.10	<a href="#">HomeTrust Bank 2005 Deferred Compensation Plan</a>	(b)
10.11	<a href="#">HomeTrust Bank Pre-2005 Deferred Compensation Plan</a>	(b)
10.12	<a href="#">HomeTrust Bancshares, Inc. 2013 Omnibus Incentive Plan ("Omnibus Incentive Plan")</a>	(g)
10.13	<a href="#">Form of Incentive Stock Option Award Agreement under Omnibus Incentive Plan</a>	(h)
10.14	<a href="#">Form of Non-Qualified Stock Option Award Agreement under Omnibus Incentive Plan</a>	(h)
10.15	<a href="#">Form of Stock Appreciation Right Award Agreement under Omnibus Incentive Plan</a>	(h)
10.16	<a href="#">Form of Restricted Stock Award Agreement under Omnibus Incentive Plan</a>	(h)
10.17	<a href="#">Form of Restricted Stock Unit Award Agreement under Omnibus Incentive Plan</a>	(h)
10.18	Reserved	
10.19	Reserved	
10.20	<a href="#">Money Purchase Deferred Compensation Agreement, dated as of September 1, 1987, between HomeTrust Bank and F. Edward Broadwell, Jr.</a>	(k)
10.21	<a href="#">Retirement Payment Agreement, dated as of September 1, 1987, between HomeTrust Bank and F. Edward Broadwell, Jr., as amended</a>	(k)
10.22	<a href="#">Retirement Payment Agreement, dated as of September 1, 1987, between HomeTrust Bank and Larry S. McDevitt, as amended</a>	(k)
10.23	<a href="#">Retirement Payment Agreement, dated as of September 1, 1987, between HomeTrust Bank and Peggy C. Melville, as amended</a>	(k)
10.24	<a href="#">Retirement Payment Agreement, dated as of August 1, 1988, between HomeTrust Bank and Robert E. Shepherd, Sr., as amended</a>	(k)
10.25	<a href="#">Retirement Payment Agreement, dated as of May 1, 1991, between HomeTrust Bank and William T. Flynt, as amended</a>	(k)
10.26	<a href="#">Offer Letter between HomeTrust Bank and Keith J. Houghton</a>	(m)
10.27	<a href="#">Change in Control Severance Agreement between HomeTrust Bancshares, Inc. and Marty Caywood</a>	(i)
10.28	<a href="#">Amended and Restated Change in Control Severance Agreement between HomeTrust Bancshares, Inc. and Keith J. Houghton</a>	(q)
10.29	<a href="#">Amended and Restated Change in Control Severance Agreement between HomeTrust Bancshares, Inc. and R. Parrish Little</a>	(r)
10.30	<a href="#">Change in Control Severance Agreement between HomeTrust Bancshares, Inc. and Paula C. Labian</a>	(u)
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	31.1
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	31.2
32	<a href="#">Certificate of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	32.0
101	The following materials from HomeTrust Bancshares' Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, formatted in Extensible Business Reporting Language (XBRL): (a) Consolidated Balance Sheets; (b) Consolidated Statements of Income; (c) Consolidated Statements of Comprehensive Income; (d) Consolidated Statements of Changes in Stockholders' Equity; (e) Consolidated Statements of Cash Flows; and (f) Notes to Consolidated Financial Statements.	101

- (a) Reserved
- (b) Filed as an exhibit to HomeTrust Bancshares's Registration Statement on Form S-1 (File No. 333-178817) filed on December 29, 2011.
- (c) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on September 25, 2012 (File No. 001-35593).
- (d) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on November 27, 2013 (File No. 001-35593).
- (e) Filed as an exhibit to HomeTrust Bancshares's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (File No. 001-35593).
- (f) Filed as an exhibit to Amendment No. One to HomeTrust Bancshares's Registration Statement on Form S-1 (File No. 333-178817) filed on March 9, 2012.
- (g) Attached as Appendix A to HomeTrust Bancshares's definitive proxy statement filed on December 5, 2012 (File No. 001-35593).
- (h) Filed as an exhibit to HomeTrust Bancshares's Registration Statement on Form S-8 (File No. 333-186666) filed on February 13, 2013.

- (i) Filed as an exhibit to HomeTrust Bancshares's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (File No. 001-35593).
- (j) Filed as an exhibit to Jefferson Bancshares, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2008 (File No. 000-50347).
- (k) Filed as an exhibit to HomeTrust Bancshares's Annual Report on Form 10-K for the fiscal year ended June 30, 2014 (File No. 001-35593).
- (l) Reserved.
- (m) Filed as an exhibit to HomeTrust Bancshares's Annual Report on Form 10-K for the fiscal year ended June 30, 2015 (File No. 001-35593).
- (n) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on January 29, 2016 (File No. 001-35593).
- (o) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on August 21, 2018 (File No. 001-35593).
- (p) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on May 1, 2018 (File No. 001-35593).
- (q) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on September 11, 2018 (File No. 001-35593).
- (r) Filed as an exhibit to HomeTrust Bancshares's Annual Report on Form 10-K for the fiscal year ended June 30, 2018 (File No. 001-35593).
- (s) Filed as an exhibit to HomeTrust Bancshares's Current Report on Form 8-K filed on September 25, 2018 (File No. 001-35593).
- (t) Filed as an exhibit to HomeTrust Bancshares's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (File No. 001-35593).
- (u) Filed as an exhibit to HomeTrust Bancshares's Quarterly Report on Form 10-Q for the quarter ended December 31, 2018 (File No. 001-35593).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HomeTrust Bancshares, Inc.

Date: November 8, 2019

By: /s/ Dana L. Stonestreet

Dana L. Stonestreet  
Chairman, President and CEO  
*(Duly Authorized Officer)*

Date: November 8, 2019

By: /s/ Tony J. VunCannon

Tony J. VunCannon  
Executive Vice President, CFO, Corporate Secretary and Treasurer  
*(Principal Financial and Accounting Officer)*





# HomeTrust Bancshares, Inc.

## Strategic Operating Committee Incentive Program

Effective Date: July 1, 2019

*This Program is proprietary and confidential to HomeTrust Bancshares, Inc. and its employees and should not be shared outside the organization other than as required by executive compensation reporting and disclosure requirements*

### **Introduction**

HomeTrust Bancshares, Inc. ("HomeTrust" or the "Bank") is committed to rewarding senior executives for their contributions to the Bank's success. The HomeTrust Bancshares, Inc. Strategic Operating Committee Incentive Program (the "Program") is part of a total compensation package which includes base salary, annual incentives and benefits. The Program is designed to:

- Focus executives on building a strong foundation for success and sustainability over the long term.
- Recognize and reward achievement of the Bank's annual business goals.
- Focus executives' attention on key business metrics.
- Motivate and reward superior performance.
- Attract and retain talent needed for the Bank's success.
- Be competitive with the market.
- Encourage teamwork and collaboration.
- Ensure incentives are appropriately risk-balanced.
- Recognize the accomplishment of key business goals that are critical to long-term success of the organization that are less quantifiable and/or more subjective in nature by utilizing a discretionary component.
- Assure alignment of the executive's behavior, consistent with our culture, core values, and code of conduct.

#### **Effective Date, Program and Administrator**

The Plan is effective July 1, 2018, and will remain in effect until such time that HomeTrust Bank issues a subsequent plan that by its terms expressly replaces and supersedes it (the "Subsequent Plan"). Upon HomeTrust Bank's issuance of the Subsequent Plan, this Plan shall automatically terminate and no participant in this Plan shall thereafter be eligible to earn any compensation under this Plan, regardless of whether the participant executes or otherwise signifies his or her agreement to the Subsequent Plan. HomeTrust Bank is free to amend or modify this Plan as it deems appropriate.

This Plan will be approved annually by the Compensation Committee (the "Committee") of the Board of Directors.

#### **Participation and Eligibility**

Each year, employees are selected for Program participation:

- CEO participation is determined by the Compensation Committee.
- The CEO recommends the other executive officers for approval by the Compensation Committee.
- Other participants are added by CEO.

Participants are subject to meeting the following requirements:

- New hires must be employed prior to April 1 of the Program year to be eligible to participate in the Program for the performance period. Employees hired after that date must wait until the next fiscal year to be eligible for an award under the Program. Eligibility begins the first full month worked. Participants receive a prorated award using full months worked during the Program year.
- Awards under the Program shall be limited to individuals employed on a full-time basis by HomeTrust on the date of payment, except in the case of disability, death, or retirement.
- Participants on a performance improvement plan or with an unsatisfactory performance rating at the time of payment or who have given notice of resignation at the time of payment are not eligible to receive an award.

#### **Performance Period**

The Program operates on a fiscal year schedule - July 1 through June 30.

#### **Incentive Award Opportunities**

Each participant will have a specified target annual incentive award opportunity, expressed as a percentage of the participant's base salary. Incentive award opportunities are based on the participant's job duties and responsibilities and competitive practices.

## **Performance Goals and Award Levels**

Program goals will be established using three performance levels:

- **Threshold** - is the minimum level of performance in which the Bank would consider it reasonable to provide an award. If performance is below Threshold, the payout for that goal is zero. Performance at Threshold allows for payment equal to 50% of the participant's targeted annual incentive award opportunity.
- **Target** - is the level of performance that the Bank considers "good" performance. Goals at this level are challenging but considered reasonably obtainable. Performance at Target allows for payment equal to 100% of the participant's targeted annual incentive award opportunity.
- **Stretch** - is the level of performance the Bank considers outstanding performance. Goals at this level are challenging and considered a best case scenario. Performance at Stretch allows for payment equal to 150% of the participant's targeted annual incentive award opportunity, which is the highest amount to be paid under the Program.

Performance between Threshold and Target and Target and Stretch are interpolated to provide for a range of payouts between 50% to 150% of a participant's targeted annual incentive, based on incremental results between Threshold and Stretch performance.

## **Incentive Program Performance Measures and Weights**

The Program uses a balanced scorecard with performance measures weighted between Corporate and Team/Individual goals. All Corporate goals, weightings and Team/Individual goals for the CEO and Executive Officers are presented to the Compensation Committee for review and approval. Team/Individual goals for other Program participants are approved by the CEO.

The following schedules are attached to this Program document. Schedules A and B are approved by the Compensation Committee prior to the beginning of each performance period:

Schedule A: Award Percentages and Performance Measures Weightings

Schedule B: Bank Goals, Weightings and Definitions

Schedule C: Example Payout Calculation

## **Program Discretion**

The Program provides discretion that allows the Compensation Committee to modify the final award for Corporate and Team/Individual goals based on a subjective assessment of performance and contributions to the Bank's success.

## **Award Distributions**

At the end of the fiscal year, performance is measured and awards amounts are calculated. Awards are paid in cash (generally) within two and one half months following the end of the fiscal year or as soon as practical after approval of the award payout by the Committee.

Awards are paid out as a percentage of a participant's annual base earnings as of June 30<sup>th</sup>. Base earnings are defined as the base salary in effect on June 30<sup>th</sup> and excludes referral fees, commissions and any other previously-paid performance compensation.

Payments under this Program are considered taxable income to participants in the year paid and will be subject to tax withholding.

## **Risk Mitigation**

HomeTrust seeks to appropriately balance risk with financial rewards in the Program design and implementation. The compensation arrangements in this Program are designed to be sufficient to incent participants to achieve approved strategic and tactical goals while at the same time not be excessive or lead to material financial loss to the Bank.

Awards may be reduced or eliminated for credit quality and/or regulatory action. Unless the Compensation Committee deems otherwise, awards will not be paid, regardless of Corporate or Team/Individual performance, if 1) any regulatory agency issues a formal, written enforcement action, memorandum of understanding or other negative directive action where the Committee considers it imprudent to provide awards under this Program, and/or 2) after a review of the Company's credit quality measures the Committee considers it imprudent to provide awards under this Program.

## **Coordination with Other Incentives**

The Program does not inhibit the Bank from approving Program participants for inclusion in other Bank plans, bonuses, commissions and/or incentive compensation arrangements. The Board of Directors or the Committee may make discretionary bonuses to participants regardless of their participation in this Program.

Please see “Terms and Conditions” for further details on the Program provisions.

## **Terms and Conditions**

The information represented below is subject to change and does not constitute a binding agreement.

### **Definition of “Program”**

“Program” refers to the HomeTrust Bancshares, Inc. Strategic Operating Committee Incentive Program.

### **Definition of the “Bank”**

For the purposes of this Program, the “Bank” refers to HomeTrust Bancshares, Inc. and HomeTrust Bank, collectively.

### **Definition of “Board of Directors”**

For the purposes of this Program, “Board of Directors” refers to the boards of directors of HomeTrust Bancshares, Inc. and HomeTrust Bank, collectively.

### **Effective Date**

This Program became effective July 1, 2018. The Program may be amended from time to time with the approval of the Compensation Committee of the Board.

### **Performance Period/Program Year**

The performance period is July 1 through June 30 and may be referred to in this document as the Program year.

### **Program Administration**

The Program is authorized by the Board of Directors. Each of the Board and the Compensation Committee has the authority to make or nullify any rules and procedures, as necessary, for proper administration of the Program.

The Program will be reviewed annually by the Compensation Committee to ensure proper alignment with the Bank’s business objectives.

The Compensation Committee will approve all final award distributions paid to Program participants. Any determination by the Compensation Committee will be final and binding.

### **Program Changes or Discontinuance**

The Bank has developed the Program on the basis of existing business, market and economic conditions; current services; and staff assignments. If substantial changes occur that affect these conditions, services, assignments, or forecasts, the Bank may add to, amend, modify or discontinue any of the terms or conditions of the Program at any time. Examples of substantial changes may include mergers, dispositions or other corporate transactions, changes in laws or accounting principles or other events that would in the absence of some adjustment, frustrate the intended operation of this arrangement.

The Compensation Committee may, at its sole discretion, waive, change or amend any of the Program as it deems appropriate.

### **Program Interpretation**

If there is any ambiguity as to the meaning of any terms or provisions of this Program or any questions as to the correct interpretation of any information contained therein, the Bank’s interpretation expressed by the Compensation Committee will be final and binding.

### **Participation**

CEO participation is determined by the Compensation Committee. Executive officers are recommended by CEO and approved by the Compensation Committee. Other employees may participate upon approval of the CEO.

New employees must be employed by April 1 of the performance period (July 1 - June 30) to be considered for participation in a given Program year.

#### **Award Determinations**

Program participants are eligible for a distribution under the Program only upon attainment of certain performance objectives defined under the Program and after the approval of the award by the Compensation Committee.

Performance at Threshold, Target and Stretch are interpolated to encourage and reward incremental performance improvement.

#### **Award Distributions**

Awards are paid in cash (generally) within two and one half months following the end of the fiscal year or as soon as practical after approval of the award payout by the Compensation Committee.

Awards are paid out as a percentage of a participant's annual base earnings as of June 30. Base earnings are defined as base salary in effect as of June 30 and excludes referral fees, commissions and any other previously-paid performance compensation.

Incentive awards are considered taxable income to participants in the year paid and will be subject to tax withholding.

#### **New Hires, Reduced Work Schedules, Promotions, and Transfers**

New hires that meet the eligibility criteria and are hired prior to April 1 of the Program year receive a prorated award based on the number of full months worked during the Program year. New hires employed by the Bank on or after April 1 are not eligible to receive an award for the current Program year.

Participants that are promoted or change roles where the participant becomes eligible or ineligible for an award or experience a change in incentive opportunity will receive a prorated award based on their status and the effective date of the promotion or role change. Award amounts will be calculated using the participant's base earnings and the incentive target for the applicable period. Base earnings refers to the base salary in effect on June 30 and excludes referral fees, commissions and any other previously-paid performance compensation.

Participants that have an approved leave of absence are eligible to receive a prorated award calculated using their time in active status as permitted by the Family Medical Leave Act or other applicable state and federal laws and regulations.

#### **Termination of Employment**

To encourage employee retention, a participant must be an active employee of the Bank on the date the incentive award is paid to receive an award (please see exceptions for death, disability and retirement below). Participants who terminate employment during the Program year will not be eligible to receive an award. Participants who have given notice of resignation during the Program year and before payout are not eligible to receive an award.

#### **Death, Disability or Retirement**

If a participant ceases to be employed by the Bank due to disability, his/her cash incentive award for the Program year will be prorated to the date of termination.

In the event of death, the Bank will pay to the participant's estate the pro rata portion of the cash award that had been earned by the participant during his/her period of employment.

Individuals who retire are eligible to receive a cash incentive payout if they are actively employed through March 31 of the performance period.

#### **Clawback**

In the event that the Bank is required to prepare an accounting restatement due to the material noncompliance of the Bank with any financial reporting requirement under the securities laws, the Participants shall, unless otherwise determined in the sole discretion of the Committee, reimburse the Bank upon receipt of written notification for any excess incentive payment amounts paid under the Program calculation(s) which were based on financial results required to be restated. In calculating the excess amount, the Committee shall compare the calculation of the incentive payment based on the relevant results reflected in the restated financials compared to the same results reflected in the original financials that were required to be restated. Participants may write a check payable to the

Bank for amounts equal to the written notification. In its discretion, the Compensation Committee has the right to adjust compensation and/or modify a Participant's future incentive payments as it deems necessary.

#### **Ethics Statement**

The altering, inflating, and/or inappropriate manipulation of performance/financial results or any other infraction of recognized ethical business standards, will subject the employee to disciplinary action up to and including termination of employment. In addition, any incentive compensation as provided by this Program to which the employee would otherwise be entitled will be revoked or if paid, be obligated to repay any incentive award earned during the award period in which the wrongful conduct occurred regardless of employment status.

#### **Miscellaneous**

Any participant awards shall not be subject to assignment, pledge or other disposition, nor shall such amounts be subject to garnishment, attachment, transfer by operation of law, or any legal process.

Participation in the Program does not confer rights to participation in other Bank programs, including annual or long-term incentive programs, non-qualified retirement or deferred compensation programs or other executive perquisite programs.

The Program will not be deemed to give any participant the right to be retained in the employ of the Bank, nor will the Program interfere with the right of the Bank to discharge any participant at any time for any reason.

In the absence of an authorized, written employment contract, the relationship between employees and the Bank is one of at-will employment. The Program does not alter the relationship.

This Program and the transactions and payments hereunder shall, in all respect, be governed by, and construed and enforced in accordance with the laws of the state in which the participant is employed.

Each provision in this Program is severable, and if any provision is held to be invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions shall not, in any way, be affected or impaired thereby.

**Schedule A: 2020 Award Percentages and Performance Measures Weighting**

<b>Participant</b>	<b>Title</b>	<b>Target %</b>	<b>Corporate Weighting</b>	<b>Unit/Function Weighting</b>
Dana Stonestreet	CEO	55%	80%	20%
Hunter Westbrook	COO	40%	75%	25%
Tony VunCannon	CFO	30%	75%	25%
Marty Caywood	CIO	30%	75%	25%
Keith Houghton	CCO	30%	75%	25%
Parrish Little	CRO	30%	75%	25%
Paula Labian	CHRO	30%	75%	25%

**Schedule B: Bank Goals, Weightings and Definitions**

Performance Measure	CEO	SOC
Net Income	50%	45%
Efficiency Ratio	10%	10%
Total Loans (Excluding Purchased HELOCs)	10%	10%
Non-brokered Deposits	10%	10%
Functional Team	<u>20%</u>	<u>25%</u>
	100%	100%

The Compensation Committee may reduce the amount of incentive payments at their discretion based on the level of nonperforming loans and OREO.

**Note:** Payouts for performance between Threshold and Target and Target and Stretch will be calculated using straight line interpolation.



**Schedule C: Example Payout Calculation**

2020 POTENTIAL BASED ON TARGET				Performance Goals			
Performance Measures	Incentive at Target	Weight	Threshold 50%	Target 100%	Stretch 150%	Actual Performance	Payout
<b><u>Corporate</u></b>							
Net Income	\$ 33,750	45%	TBD	TBD	TBD	Target	\$ 33,750
Efficiency Ratio	\$ 7,500	10%	TBD	TBD	TBD	Target	\$ 7,500
Total Loans	\$ 7,500	10%	TBD	TBD	TBD	Target	\$ 7,500
Non-brokered Deposits	\$ 7,500	10%	TBD	TBD	TBD	Target	\$ 7,500
<b>Corporate Goal Achievement</b>	<b>\$ 56,250</b>	<b>75%</b>					<b>\$ 56,250</b>
<b><u>Unit/Function</u></b>							
Goal 1	\$ 7,500	10%		Goal 1			\$ 7,500
Goal 2	\$ 7,500	10%		Goal 2			\$ 7,500
Goal 3	\$ 3,750	5%		Goal 3			\$ 3,750
<b>Team/Individual Achievement</b>	<b>\$ 18,750</b>	<b>25%</b>				Target	<b>\$ 18,750</b>
<b>Grand Total</b>	<b>\$ 75,000</b>	<b>100%</b>					<b>\$ 75,000</b>

**RULE 13a-14(a) CERTIFICATION**

I, Dana L. Stonestreet, certify that:

1. I have reviewed this quarterly report on Form 10-Q of HomeTrust Bancshares, Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluations; and
  - (d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

November 8, 2019

By:

/s/ Dana L. Stonestreet

Dana L. Stonestreet

Chairman, President, and CEO

**RULE 13a-14(a) CERTIFICATION**

I, Tony J. VunCannon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of HomeTrust Bancshares, Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluations; and
  - (d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

November 8, 2019

By:

/s/ Tony J. VunCannon

Tony J. VunCannon

Executive Vice President, CFO, and Treasurer

## SECTION 1350 CERTIFICATION

Each of the undersigned hereby certifies in his capacity as an officer of HomeTrust Bancshares, Inc. (the "Company") that the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2019, fully complies with the requirements of Section 13(a) of the Securities and Exchange Act of 1934, as amended, and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and periods presented in the financial statements included in such report.

November 8, 2019

By: /s/ Dana L. Stonestreet  
Dana L. Stonestreet  
Chairman, President, and CEO

November 8, 2019

By: /s/ Tony J. VunCannon  
Tony J. VunCannon  
Executive Vice President, CFO, and Treasurer