

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2022  
Commission file number 000-52062  
**FLUSHING FINANCIAL CORPORATION**  
(Exact name of registrant as specified in its charter)  
**11-2889278**  
(I.R.S. Employer Identification No.)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**220 RAE Plaza, Lumbold, New York 11556**  
(Address of principal executive offices)  
**(716) 361-5488**  
(Registrant's telephone number, including area code)

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>FFR</b>	<b>The NASDAQ Stock Market LLC</b>

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

<b>None</b>
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Securities registered pursuant to Section 12(g) of the Act:

<b>None</b>
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. ☐ Yes ☒ No

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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 ☒

Smaller reporting company ☐

Non-accelerated filer ☐

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 has filed a report on an attestation to its management's assessment of the effectiveness of its internal control over financial reporting under section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒ Yes ☐ No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error in previously issued financial statements.

Indicate by check mark whether any of these error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to 1501 (101-10).

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

As of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$99,310,000. This figure is based on the closing price on that date on the NASDAQ Global Select Market for a share of the registrant's Common Stock, \$0.01 par value, which was \$21.26.

The number of shares of the registrant's Common Stock outstanding as of February 28, 2023 was 29,488,448 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on May 16, 2023 are incorporated herein by reference in Part III.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this Annual Report on Form 10-K (this “Annual Report”) relating to plans, strategies, economic performance and trends, projections of results of specific activities or investments and other statements that are not descriptions of historical facts may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking information is inherently subject to risks and uncertainties, and actual results could differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, factors discussed under the captions “Business – General – Allowance for Credit Losses” and “Business – General – Market Area and Competition” in Item 1 below, “Risk Factors” in Item 1A below, in “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Overview” in Item 7 below, and elsewhere in this Annual Report and in other documents filed by the Company with the Securities and Exchange Commission from time to time. Forward-looking statements may be identified by terms such as “may,” “will,” “should,” “could,” “expect,” “plan,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “goal,” “forecast,” “potential” or “continue” or similar terms or the negative of these terms. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We have no obligation to update these forward-looking statements.

PART I

As used in this Report, the words “us,” “we,” “our” and the “Company” are used to refer to Flushing Financial Corporation (the “Holding Company”) and its direct and indirect wholly owned subsidiaries, Flushing Bank (the “Bank”), Flushing Service Corporation, FSB Properties Inc., and Flushing Preferred Funding Corporation, which was dissolved as of June 30, 2021.

Item 1. Business.

GENERAL

Overview

The Holding Company is a Delaware corporation organized in 1994. The Bank was organized in 1929 as a New York State-chartered mutual savings bank. Today the Bank operates as a full-service New York State commercial bank. Our primary business is the operation of the Bank. The Bank owned two subsidiaries during 2022: Flushing Service Corporation and FSB Properties Inc. The Bank also operates an internet branch (the “Internet Branch”), which operates under the brands of *GoBanking.com®* and *BankPurity®*. The activities of the Holding Company are primarily funded by dividends, if any, received from the Bank, issuances of subordinated debt and junior subordinated debt, and issuances of equity securities. The Holding Company’s common stock is traded on the NASDAQ Global Select Market under the symbol “FFIC.”

The Holding Company also owns Flushing Financial Capital Trust II, Flushing Financial Capital Trust III, and Flushing Financial Capital Trust IV (the “Trusts”), which are special purpose business trusts formed to issue a total of \$60.0 million of capital securities and \$1.9 million of common securities (which are the only voting securities). The Holding Company owns 100% of the common securities of the Trusts. The Trusts used the proceeds from the issuance of these securities to purchase junior subordinated debentures from the Holding Company. The Trusts are not included in our consolidated financial statements as we would not absorb the losses of the Trusts if losses were to occur.

Unless otherwise disclosed, the information presented in this Annual Report reflects the financial condition and results of operations of the Company. Management views the Company as operating a single unit – a community bank. Therefore, segment information is not provided. At December 31, 2022, the Company had total assets of \$8.4 billion, deposits of \$6.5 billion and stockholders’ equity of \$0.7 billion.

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On October 30, 2020, the Company completed its acquisition of Empire Bancorp, Inc. ("Empire"), in a transaction valued at \$87.5 million upon closing, all outstanding shares of Empire voting and non-voting common stock were exchanged for consideration consisting of \$54.8 million in cash and 2,557,928 shares of Holding Company common stock. Goodwill of \$1.5 million was recorded as a result of the Empire acquisition.

Our principal business is attracting retail deposits from the general public and investing those deposits together with funds generated from ongoing operations and borrowings, primarily in (1) originations and purchases of multi-family residential properties loans, commercial business loans, commercial real estate mortgage loans and, to a lesser extent, one-to-four family loans (focusing on mixed-use properties, which are properties that contain both residential dwelling units and commercial units), (2) construction loans, (3) Small Business Administration ("SBA") loans, (4) mortgage loan servicers such as mortgage-backed securities, and (5) U.S. government securities, corporate fixed-income securities and other marketable securities. We also originate certain other consumer loans including overdraft lines of credit. At December 31, 2022, we had gross loans outstanding of \$6,953.8 million, with gross mortgage loans totaling \$5,380.9 million, or 77.7% of gross loans, and non-mortgage loans totaling \$1,544.8 million, or 22.3% of gross loans. Mortgage loans are primarily multi-family, commercial and one-to-four family mixed-use properties, which represent 73.2% of gross loans. Our revenues are derived principally from interest on loans, our mortgage-backed securities portfolio, and interest and dividends on other investments in our securities portfolio. Our primary sources of funds are deposits, Federal Home Loan Bank of New York ("FHLB-NY") borrowings, principal and interest payments on loans, mortgage-backed, other securities and to a lesser extent proceeds from sales of securities and loans. The Bank's primary regulator is the New York State Department of Financial Services ("NYDFS"), and its primary federal regulator is the Federal Deposit Insurance Corporation ("FDIC"). Deposits are insured to the maximum allowable amount by the FDIC. Additionally, the Bank is a member of the Federal Home Loan Bank ("FHLB") system.

According to the New York Department of Labor, the unemployment rate for the New York City region decreased to 5.9% at December 2022 from 8.8% at December 2021. Although, the unemployment rate improved year-over-year, the rate is still elevated compared to many parts of the United States. Non-performing loans totaled \$32.4 million, \$34.9 million, and \$21.1 million at December 31, 2022, 2021, and 2020, respectively. We had net charge-offs of impaired loans in 2022 totaling \$1.5 million compared to \$3.1 million and \$3.4 million for the years ended December 31, 2021, and 2020, respectively. The Company recorded a provision (benefit) for credit losses on loans totaling \$4.4 million, (\$4.9 million), and \$22.6 million for the years ended December 31, 2022, 2021, and 2020, respectively. The provision recorded in 2022 was primarily due to loan growth, increased reserves on specific credits, coupled with the ongoing environmental uncertainty resulting from high and rising inflation including increasing interest rates. The benefit recorded in 2021 was primarily due to improving economic conditions. The provision recorded in 2020 was primarily due to deteriorating economic conditions resulting from the COVID-19 pandemic.

**Market Area and Competition**

We are a community oriented commercial bank offering a wide variety of financial services to meet the needs of the communities we serve. The Bank's main office and its executive offices are in Unadilla, New York, located in Yates County. At December 31, 2022, the Bank operated 25 full-service offices and the Internet Branch. We have offices located in the New York City Boroughs of Queens, Brooklyn, and Manhattan, and in Nassau and Suffolk County, New York. The vast majority of all of our mortgage loans are secured by properties located in the New York City metropolitan area.

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We face intense competition both in making loans and in attracting deposits. Our market area has a high density of financial institutions, many of which have greater financial resources, name recognition and market presence than we do, and all of which are competitors to varying degrees. Particularly intense competition exists for deposits, as we compete with 109 banks and thrifts in the counties in which we have branch locations. Our market share of deposits, as of June 30, 2022, in these counties was 0.30% of the total deposits of these FDIC insured competing financial institutions, and we are the 25th largest financial institution.<sup>1</sup> In addition, we compete with credit unions, the stock market and mutual funds for customers' funds. Competition for deposits in our market and for national brokered deposits is primarily based on the types of deposits offered and rate paid on the deposits. Particularly intense competition also exists in all of the lending activities we emphasize.

In addition to the financial institutions mentioned above, we compete against mortgage banks and insurance companies located both within our market and available on the internet. Competition for loans in our market is primarily based on the types of loans offered and the related terms for these loans, including fixed-rate versus adjustable-rate loans and the interest rate on the loan. For adjustable-rate loans, competition is also based on the expiring period, the index to which the rate is referenced, and the spread over the index rate. Also, competition is influenced by the ability of a financial institution to respond to customer requests and to provide the borrower with a timely decision to approve or deny the loan application. The internet banking arena also has many larger financial institutions which have greater financial resources, name recognition and market presence than we do. Our future earnings prospects will be affected by our ability to compete effectively with other financial institutions and to implement our business strategies. Our strategy for attracting deposits includes using various marketing techniques, delivering enhanced technology and customer friendly banking services, and focusing on the unique personal and small business banking needs of the multi-ethnic communities we serve. Our strategy for attracting new loans is primarily dependent on providing timely response to applicants and maintaining a network of quality brokers and other business sources. See "Risk Factors – The Markets in Which We Operate Are Highly Competitive" included in Item 1.A of this Annual Report.

For a discussion of our business strategies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Overview – Management Strategy" included in Item 7 of this Annual Report.

**Lending Activities**

**Loan Portfolio Composition.** Our loan portfolio consists primarily of mortgage loans secured by multi-family residential, commercial real estate, one-to-four family mixed-use property, one-to-four family residential property, and commercial business loans. In addition, we also offer construction loans, SBA loans and other consumer loans. The vast majority of our mortgage loans are secured by properties located within our market area. At December 31, 2022, we had gross loans outstanding of \$6,925.8 million.

We have focused our loan origination efforts on multi-family residential mortgage loans, commercial real estate and commercial business loans with full banking relationships. All of these loan types generally include prepayment penalties that we collect if the loans pay in full prior to the contractual maturity. We expect to continue this emphasis through marketing and by maintaining competitive interest rates and origination fees. Our marketing efforts include frequent contact with mortgage brokers and other professionals who serve as referral sources.

<sup>1</sup> For June 2022 FDIC Summary of Deposits for the New York State Counties of New York, Kings, Queens, Nassau and Suffolk

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Fully underwritten one-to-four family residential mortgage loans generally are considered by the banking industry to have less risk than other types of loans. Multi-family residential, commercial real estate and one-to-four family mixed-use property mortgage loans generally have higher yields than one-to-four family residential property mortgage loans and shorter terms to maturity, but typically involve higher principal amounts and may expose the lender to a greater risk of credit loss than one-to-four family residential property mortgage loans. The greater risk associated with multi-family residential, commercial real estate and one-to-four family mixed-use property mortgage loans could require us to increase our provisions for credit losses and to maintain an allowance for credit losses as a percentage of total loans in excess of the allowance we currently maintain. We continually review the composition of our mortgage loan portfolio to manage the risk in the portfolio. See "Credit - Overview" in this Item 1 of this Annual Report.

Our loan portfolio consists of adjustable-rate ("ARM") and fixed-rate loans. Interest rates we charge on loans are affected primarily by the demand for such loans, the supply of money available for lending purposes, the rate offered by our competitors and the creditworthiness of the borrower. Many of those factors are, in turn, affected by local, regional and national economic conditions, and the fiscal, monetary and tax policies of the federal, state and local governments.

In general, consumers show a preference for ARM loans in periods of high interest rates and for fixed-rate loans when interest rates are low. In periods of declining interest rates, we may experience refinancing activity in ARM loans, as borrowers show a preference to lock-in the lower rates available on fixed-rate loans. In the case of ARM loans we originated, volume and adjustment periods are affected by the interest rates and other market factors as discussed above as well as consumer preferences. We have not in the past, nor do we currently, originate ARM loans that provide for negative amortization.

The majority of our commercial business loans are generated by the Company's business banking group which focuses on loan and deposit relationships to businesses located within our market area. These loans are generally personally guaranteed by the owners, and may be secured by the assets of the business, which if true may include real estate. The interest rate on these loans are generally adjustable based on a published index. These loans, while providing us a higher rate of return, also present a higher level of risk. The greater risk associated with commercial business loans could require us to increase our provision for credit losses, and to maintain an allowance for credit losses as a percentage of total loans in excess of the allowance we currently maintain.

At times, we may purchase whole or participations in loans from banks, mortgage bankers and other financial institutions when the loans complement our loan portfolio strategy. Loans purchased must meet our underwriting standards when they were originated. Our lending activities are subject to federal and state laws and regulations. See "Regulation."

The following table sets forth the composition of our loan portfolios at the dates indicated.

	2014		2013		At December 31,		2012		2011	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Mortgage loans:										
Multi-family residential	\$ 2,401,384	27.22 %	\$ 2,515,426	27.48 %	\$ 2,511,022	27.31 %	\$ 2,348,256	29.48 %	\$ 2,345,000	29.48 %
Commercial mortgage	1,012,080	11.47	1,015,948	10.77	1,040,500	10.88	1,122,068	14.23	1,127,047	14.24
One-to-four family - residential	10,114	0.12	9,750	0.10	40,061	0.43	162,476	2.07	177,745	2.24
One-to-four family - commercial	301,285	3.43	276,770	2.93	263,042	2.79	340,879	4.32	340,880	4.33
Construction	76,251	0.87	87,266	0.92	43,124	0.45	67,524	0.86	20,000	0.25
Other mortgage loans	6,085,007	69.09	6,280,382	66.80	6,228,297	65.81	6,671,507	85.02	6,488,564	82.89
Non-mortgage loans:										
Bank deposits	23,275	0.27	43,811	0.46	42,076	0.44	44,645	0.58	43,226	0.55
Bank deposits - Administration										
Construction loans and other	1,126,126	12.72	1,126,272	11.92	1,267,221	13.35	1,161,478	14.84	1,177,720	15.01
Other non-mortgage loans	1,102,851	12.55	1,082,461	11.46	1,225,145	12.80	1,116,833	14.22	1,133,894	14.56
Other loans	1,000,000	11.36	1,000,000	10.60	1,000,000	10.51	1,000,000	12.75	1,000,000	12.75
Unearned loan fees and deferred costs, net	(6,001)	(0.01)	(6,218)	(0.01)	(6,001)	(0.01)	(6,218)	(0.08)	(6,218)	(0.08)
Loan allowance for credit losses	(4,000,000)	(45.44)	(4,000,000)	(42.54)	(4,000,000)	(42.54)	(4,000,000)	(51.25)	(4,000,000)	(51.25)
Loans, net	\$ 6,085,007		\$ 6,280,382		\$ 6,228,297		\$ 6,665,337		\$ 6,482,356	

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The following table sets forth our loan originations (including the net effect of refinancing) and the changes in our portfolio of loans, including purchases, sales and principal reductions for the years indicated.

All loans:	For the years ended December 31:		
	2024	2023	2022
<b>Mortgage loans</b>			
As beginning of period	\$ 5,200,782	\$ 5,226,275	\$ 4,677,703
Mortgage loans originated	474,449	536,563	237,141
Fixed-rate mortgages	348,455	340,840	177,952
Commercial real estate	17,799	—	—
Owner-occupied family residential and property	10,595	12,000	12,000
Construction	26,479	36,496	14,149
Total mortgage loans originated	474,449	536,563	237,141
Mortgage loans purchased	—	—	5,626
Multi-family residential	—	—	—
Commercial real estate	—	27,430	34,260
Owner-occupied family residential	—	17,023	—
Construction	2,609	31,146	8,966
Total mortgage loans purchased	2,609	58,599	43,226
Acquisition of Empire loans	—	—	287,230
Multi-family residential	—	—	—
Commercial real estate	—	—	1,146
Owner-occupied family residential and property	—	—	15,111
Owner-occupied family residential	—	—	15,111
Construction	—	—	12,862
Total mortgage loans acquired	—	—	43,226
Less:			
Principal reductions	645,377	545,086	384,090
Mortgage loan sales	1,114	27,184	496
Charge-offs	239	140	—
At end of period	\$ 5,029,525	\$ 5,205,786	\$ 4,976,314
<b>Non-mortgage loans</b>			
As beginning of period	\$ 1,453,044	\$ 1,475,178	\$ 1,079,532
Loans originated	344,177	345,343	312,352
Small Business Administration	344,177	345,343	312,352
Commercial business	—	—	—
Other	—	—	—
Total non-mortgage loans originated	344,177	345,343	312,352
Non-mortgage loans purchased	—	—	13,000
Commercial business	—	—	—
Total non-mortgage loans purchased	—	—	13,000
Acquisition of Empire loans	—	—	62,770
Small Business Administration	—	—	62,770
Commercial business	—	—	—
Other	—	—	—
Total non-mortgage loans acquired	—	—	62,770
Less:			
Principal reductions	530,780	723,480	330,346
Charge-offs	1,023	1,044	—
At end of period	\$ 4,837,822	\$ 4,881,366	\$ 4,718,738

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*Loan Maturity and Repricing.* The following table shows the maturity of our total loan portfolio at December 31, 2022. Scheduled repayments are shown in the maturity category in which the payments become due.

[illegible]

*Multi-family Residential Lending.* Loans secured by multi-family residential properties were \$2,601.4 million, or 37.57% of gross loans, at December 31, 2022. Our multi-family residential mortgage loans had an average principal balance of \$1.1 million at December 31, 2022, and the largest multi-family residential mortgage loan held in our portfolio had a principal balance of \$24.9 million. We offer both fixed-rate and adjustable-rate multi-family residential mortgage loans, with maturities of up to 30 years.

In underwriting multi-family residential mortgage loans, we review the expected net operating income generated by the real estate collateral securing the loan, the age and condition of the collateral, the financial resources and income level of the borrower and the borrower's experience in owning or managing similar properties. We typically require debt service coverage of at least 125% of the monthly loan payment. We generally originate these loans up to 75% of the appraised value or the purchase price of the property, whichever is less. Any loan with a final loan-to-value ratio in excess of 75% must be approved by the Board of Directors of the Bank (the "Bank Board of Directors") or the Loan Committee as an exception to policy. We generally rely on the income generated by the property as the primary means by which the loan is repaid. However, personal guarantees

Loans secured by multi-family residential property generally involve a greater degree of risk than residential mortgage loans and carry larger loan balances. The increased credit risk is the result of several factors including the concentration of principal in a smaller number of loans and borrowers, the effects of general economic conditions on income producing properties and the increased difficulty in evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by multi-family residential property is typically dependent upon the successful operation of the related property, which is usually owned by a legal entity with the property being the entity's sole asset. If the entity's income is reduced, the borrower's ability to make the loan payments may be impaired. In the event of borrower default, our only remedy may be to foreclose on the property. For these reasons, the market value may be less than the balance due on the related multi-family loan. Loans secured by multi-family residential property also may involve a greater degree of environmental risk. We seek to protect against this risk through obtaining an environmental report, see "Asset Quality – Environmental Concerns Relating to Loans."



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At December 31, 2022, \$2,189.8 million, or 84.18%, of our multi-family mortgage loans consisted of ARM loans. We offer ARM loans with adjustment periods typically of five years and for terms of up to 30 years. Interest rates on ARM loans currently offered by us are adjusted at the beginning of each adjustment period based upon a fixed spread above the FHLB-NY corresponding Regular Advance Rate. From time to time, due to competitive forces, we may originate ARM loans at an initial rate lower than the fully indexed rate as a result of a discount on the spread for the initial adjustment period. Multi-family adjustable-rate mortgage loans generally are not subject to limitations on interest rate increases either on an adjustment period or aggregate basis over the life of the loan; however, the loans generally contain interest rate floors. We originated and purchased multi-family ARM loans totaling \$392.0 million, \$185.7 million, and \$171.6 million during 2022, 2021, and 2020, respectively.

At December 31, 2022, \$411.6 million, or 15.82%, of our multi-family mortgage loans consisted of fixed-rate loans. Our fixed-rate multi-family mortgage loans are generally originated for terms up to 15 years and are competitively priced based on market conditions and our cost of funds. We originated and purchased \$82.4 million, \$58.3 million, and \$39.1 million of fixed-rate multi-family mortgage loans in 2022, 2021, and 2020, respectively.

*Commercial Real Estate Lending.* Loans secured by commercial real estate were \$1,913.0 million, or 77.62% of gross loans, at December 31, 2022. Our commercial real estate mortgage loans are secured by properties such as hotels/motels, small business facilities, strip shopping centers, warehouses, and office buildings. At December 31, 2022, our commercial real estate mortgage loans had an average principal balance of \$2.4 million and the largest of such loans, which is secured by a multi-tenant shopping center, had a principal balance of \$35.9 million. Commercial real estate mortgage loans are generally originated in a range of \$100,000 to \$10.0 million.

In underwriting commercial real estate mortgage loans, we employ the same underwriting standards and procedures as are employed in underwriting multi-family residential mortgage loans.

Commercial real estate mortgage loans generally involve a greater degree of credit risk for the same reasons applicable to multi-family residential mortgage loans.

At December 31, 2022, \$1,711.0 million, or 69.44%, of our commercial mortgage loans consisted of ARM loans. We offer ARM loans with adjustment periods of one to five years and generally for terms of up to 15 years. Interest rates on ARM loans currently offered by us are adjusted at the beginning of each adjustment period based upon a fixed spread above the FHLB-NY corresponding Regular Advance Rate. From time to time, we may originate ARM loans at an initial rate lower than the index as a result of a discount on the spread for the initial adjustment period. Commercial adjustable-rate mortgage loans generally are not subject to limitations on interest rate increases either on an adjustment period or aggregate basis over the life of the loan; however, the loans generally contain interest rate floors. We originated and purchased commercial ARM loans totaling \$273.1 million, \$148.8 million, and \$134.0 million during 2022, 2021, and 2020, respectively.

At December 31, 2022, \$262.0 million, or 10.56%, of our commercial mortgage loans consisted of fixed-rate loans. Our fixed-rate commercial mortgage loans are generally originated for terms up to 20 years and are competitively priced based on market conditions and our cost of funds. We originated and purchased \$35.4 million, \$19.6 million, and \$57.9 million of fixed-rate commercial mortgage loans in 2022, 2021, and 2020, respectively.

*One-to-Four Family Mortgage Lending – Mixed-Use Properties.* We offer mortgage loans secured by one-to-four family mixed-use properties. These properties contain up to four residential dwelling units and include a commercial component. We offer both fixed-rate and adjustable-rate one-to-four family mixed-use property mortgage loans with maturities of up to 30 years and a general maximum loan amount of \$1.0 million. One-to-four family mixed-use property mortgage loans were \$554.3 million, or 8.09% of gross loans, at December 31, 2022.

In underwriting one-to-four family mixed-use property mortgage loans, we employ the same underwriting standards as are employed in underwriting multi-family residential mortgage loans.

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At December 31, 2022, \$358.1 million, or 64.60%, of our one-to-four family mixed-use property mortgage loans consisted of ARM loans. We offer adjustable-rate one-to-four family mixed-use property mortgage loans with adjustment periods typically of five years and for terms of up to 30 years. Interest rates on ARM loans currently offered by the Bank are adjusted at the beginning of each adjustment period based upon a fixed spread above the FHLSNY corresponding Regular Advance Rate. From time to time, we may originate ARM loans at an initial rate lower than the index as a result of a discount on the spread for the initial adjustment period. One-to-four family mixed-use property adjustable-rate mortgage loans generally are not subject to limitations on interest rate increases either on an adjustment period or aggregate basis over the life of the loan, however, the loans generally contain interest rate floors. We originated and purchased one-to-four family mixed-use property ARM loans totaling \$15.7 million, \$13.1 million, and \$10.0 million during 2022, 2021, and 2020, respectively.

At December 31, 2022, \$196.2 million, or 35.40%, of our one-to-four family mixed-use property mortgage loans consisted of fixed-rate loans. Our fixed-rate one-to-four family mixed-use property mortgage loans are originated for terms of up to 15 years and are competitively priced based on market conditions and the Bank's cost of funds. We originated and purchased \$21.9 million, \$26.0 million, and \$25.2 million of fixed-rate one-to-four family mixed-use property mortgage loans in 2022, 2021, and 2020, respectively.

*One-to-Four Family Mortgage Lending - Residential Properties.* We offer mortgage loans secured by one-to-four family residential properties, including townhouses and condominium units. For purposes of the description contained in this section, one-to-four family residential mortgage loans, co-operative apartment loans and home equity loans are collectively referred to herein as "residential mortgage loans." We offer both fixed-rate and adjustable-rate residential mortgage loans with maturities of up to 30 years and a general maximum loan amount of \$1.0 million. Residential mortgage loans were \$241.2 million, or 3.48% of gross loans, at December 31, 2022.

We generally originate residential mortgage loans in amounts up to 80% of the appraised value or the sale price, whichever is less. Private mortgage insurance is required whenever loan-to-value ratios exceed 80% of the appraised value of the property securing the loan.

At December 31, 2022, \$215.8 million, or 89.45%, of our residential mortgage loans consisted of ARM loans. We offer ARM loans with adjustment periods of one, three, five, seven or ten years. Interest rates on ARM loans currently offered by us are adjusted at the beginning of each adjustment period based upon a fixed spread above the FHLSNY corresponding Regular Advance Rate. From time to time, we may originate ARM loans at an initial rate lower than the index as a result of a discount on the spread for the initial adjustment period. ARM loans generally are subject to limitations on interest rate increases of 2% per adjustment period and an aggregate adjustment of 6% over the life of the loan and have interest rate floors. We originated and purchased residential ARM loans totaling \$21.7 million, \$76.2 million, and \$18.3 million during 2022, 2021, and 2020, respectively.

The intention of ARM loans in our portfolio helps to reduce our exposure to interest rate risks. However, in an environment of rapidly increasing interest rates, it is possible for the interest rate increase to exceed the maximum aggregate adjustment on one-to-four family residential ARM loans and negatively affect the spread between our interest income and our cost of funds.

ARM loans generally involve credit risks different from those inherent in fixed-rate loans, primarily because if interest rates rise, the underlying payments of the borrower rise, thereby increasing the potential for default. However, this potential risk is lessened by our policy of originating one-to-four family residential ARM loans with annual and lifetime interest rate caps that limit the increase of a borrower's monthly payment.

At December 31, 2022, \$25.4 million, or 10.55%, of our residential mortgage loans consisted of fixed-rate loans. Our fixed-rate residential mortgage loans typically are originated for terms of 15 and 30 years and are competitively priced based on market conditions and our cost of funds. We originated and purchased \$3.1 million, \$0.8 million, and \$4.2 million in fixed-rate residential mortgages in 2022, 2021, and 2020, respectively.

At December 31, 2022, home equity loans totaled \$22.6 million, or 0.33%, of gross loans. Home equity loans are included in our portfolio of residential mortgage loans. These loans are offered as adjustable-rate "home equity lines of credit" on which interest only is due for an initial term of 10 years and thereafter principal and interest payments sufficient to liquidate the loan are required for the remaining term, not to exceed 30 years. These adjustable "home equity lines of

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credit” may include a “floor” and/or a “ceiling” on the interest rate that we charge for these loans. These loans also may be offered as fully amortizing closed-end fixed-rate loans for terms up to 15 years. The majority of home equity loans originated are owner occupied one-to-four family residential properties and condominium units. To a lesser extent, home equity loans are also originated on one-to-four residential properties held for investment and second homes. All home equity loans are subject to an 80% loan-to-value ratio computed on the basis of the aggregate of the first mortgage loan amount outstanding and the proposed home equity loan. They are generally granted in amounts from \$25,000 to \$300,000.

**Construction Loans.** At December 31, 2022, construction loans totaled \$71.0 million, or 1.62%, of gross loans. Our construction loans primarily are adjustable-rate loans to finance the construction of one-to-four family residential properties, multi-family residential properties and owner-occupied commercial properties. We also, to a limited extent, finance the construction of commercial properties. Our policies provide that construction loans may be made in amounts up to 70% of the estimated value of the developed property and only if we obtain a first lien position on the underlying real estate. Construction loans are generally made with terms of two years or less. Advances are made as construction progresses and inspection warrants, subject to continued title searches to ensure that we maintain a first lien position. We originated and purchased construction loans totaling \$71.6 million, \$38.1 million, and \$21.9 million during 2022, 2021, and 2020, respectively.

Construction loans involve a greater degree of risk than other loans because, among other things, the underwriting of such loans is based on an estimated value of the developed property, which can be difficult to ascertain in light of uncertainties inherent in such estimations. In addition, construction lending entails the risk that the project may not be completed due to cost overruns or changes in market conditions.

**Small Business Administration Lending.** At December 31, 2022, SBA loans totaled \$23.3 million, representing 0.34% of gross loans. These loans are extended to small businesses and are guaranteed by the SBA up to a maximum of 85% of the loan balance for loans with balances of \$150,000 or less, and to a maximum of 75% of the loan balance for loans with balances greater than \$150,000. We also provide term loans and lines of credit up to \$350,000 under the SBA Express Program, on which the SBA provides a 50% guaranty. The maximum loan size under the SBA guarantee program is \$3.0 million, with a maximum loan guarantee of \$1.75 million. All SBA loans are underwritten in accordance with SBA Standard Operating Procedures which requires collateral and the personal guarantee of the borrower with more than 20% overcollateral from SBA borrowers. Typically, SBA loans are originated in the range of \$25,000 to \$2.0 million with terms ranging from one to seven years and up to 25 years for owner occupied commercial real estate mortgages. SBA loans are generally offered at adjustable-rates tied to the prime rate (as published in the *Wall Street Journal*) with adjustment periods of one to three months. At times, we may sell the guaranteed portion of certain SBA term loans in the secondary market, realizing a gain at the time of sale, and retaining the servicing rights on these loans, collecting a servicing fee of approximately 1%.

The Coronavirus Aid, Relief and Economic Security Act (the “CARES Act”) created the SBA Paycheck Protection Program (“SBA PPP”). The SBA guarantees 100% of the amounts loaned by preferred banks. These loans are extended to small businesses with less than 500 employees that were in business prior to February 15, 2020 with loan amounts of \$10.0 million or less to cover their payroll costs, health care benefits (including paid sick or medical leave, and insurance premiums), mortgage interest obligations of business, rent obligations, utility payments, interest on other debt obligations with terms ranging up to two years with no interest payments required for six months from the date of disbursement.

We originated and purchased SBA loans totaling \$3.5 million, \$143.4 million (including \$138.7 million of SBA PPP loans), and \$112.4 million (including \$111.6 million of SBA PPP loans), during 2022, 2021, and 2020, respectively.

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**Commercial Business and Other Lending.** At December 31, 2022, commercial business and other loans totaled \$1,321.5 million, or 21.97%, of gross loans. We originate and purchase commercial business loans and other loans for business, personal, or household purposes. Commercial business loans are provided to businesses in the New York City metropolitan area with annual sales of up to \$250.0 million. Our commercial business loans include loans of credit and term loans including owner-occupied mortgages. These loans are secured by business assets, including accounts receivables, inventory, equipment and real estate and generally require personal guarantees. The Bank also enters into participations/indications on senior secured commercial business loans, which are serviced by other banks. Commercial business loans are generally originated in a range of \$100,000 to \$10.0 million. We generally offer adjustable-rate loans with adjustment periods of five years for owner-occupied mortgages and for loans of credit the adjustment period is generally monthly. Interest rates on adjustable-rate loans currently offered by us are adjusted at the beginning of each adjustment period based upon a fixed spread above the FHLB-NY corresponding Regular Advance Rate for owner-occupied mortgages and a fixed spread above the London Interbank Offered Rate ("LIBOR") or Prime Rate for loans of credit. Beginning in mid-2023 these loans will no longer reference LIBOR and will replace on an alternative index, such as Secured Overnight Financing Rate ("SOFR"), which is intended to replace U.S. dollar LIBOR. SOFR is a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities. Commercial business adjustable-rate loans generally are not subject to limitations on interest rate increases either on an adjustment period or aggregate basis over the life of the loan, however they generally are subject to interest rate floors. Our fixed-rate commercial business loans are generally originated for terms up to 20 years and are competitively priced based on market conditions and our cost of funds. We originated and purchased \$637.0 million, \$540.4 million, and \$397.7 million of commercial business loans during 2022, 2021, and 2020, respectively.

Other loans generally consist of revolving lines of credit. Generally, unsecured consumer loans are limited to amounts of \$5,000 or less for terms of up to five years. We originated and purchased \$4.4 million, \$4.6 million, and \$10.0 million of other loans during 2022, 2021, and 2020, respectively. The underwriting standards employed by us for consumer and other loans include a determination of the applicant's payment history on other debts and assessment of the applicant's ability to meet payments on all of his or her obligations. In addition to the creditworthiness of the applicant, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount. Unsecured loans tend to have higher risk, and therefore command a higher interest rate.

**Loan Extensions, Renewals, Modifications and Restructuring.** Extensions, renewals, modifications or restructuring a loan, other than a loan that is classified as troubled debt restructured ("TDR"), requires the loan to be fully underwritten in accordance with our policy. The borrower must be current to have a loan extended, renewed, or restructured. Our policy for modifying a mortgage loan due to the borrower's request for changes in the terms will depend on the changes requested. The borrower must be current and have a good payment history to have a loan modified. If the borrower is seeking additional funds, the loan is fully underwritten in accordance with our policy for new loans. If the borrower is seeking a reduction in the interest rate due to a decline in interest rates in the market, we generally limit our review as follows: (1) for income-producing properties and commercial business loans, to a review of the operating results of the property/business and a satisfactory inspection of the property; and (2) for one-to-four residential properties, to a satisfactory inspection of the property. Our policy on restructuring a loan when the loan will be classified as a TDR requires the loan to be fully underwritten in accordance with Company policy. The borrower must demonstrate the ability to repay the loan under the new terms. When the restructuring results in a TDR, we may waive some requirements of Company policy provided the borrower has demonstrated the ability to meet the requirements of the restructured loan and repays the restructured loan. While our formal lending policies do not prohibit making additional loans to a borrower or any related interest of the borrower who is past due in principal or interest more than 90 days, it has been our practice not to make additional loans to a borrower or a related interest of the borrower if the borrower is past due more than 90 days as to principal or interest. During the most recent three fiscal years, we did not make any additional loans to a borrower or any related interest of the borrower who was past due in principal or interest more than 90 days. All extensions, renewals, restructurings, and modifications must be approved by the appropriate Loan Committee.

**Loan Approval Procedures and Authority.** The Board of Directors of the Company (the "Board of Directors") approved lending policies establishing loan approval requirements for our various types of loan products. Our Residential Mortgage Lending Policy (which applies to all one-to-four family mortgage loans, including residential and mixed-use property) establishes authorized levels of approval. One-to-four family mortgage loans that do not exceed \$750,000 require two signatures for approval, one of which must be from either the President, Senior Executive Vice President/Chief of Real Estate Lending, the Executive Vice President of Residential, Mixed Use & Small Multi-Family Lending or Executive Vice President Real Estate Credit Center (collectively, "Authorized Officers") and the other from a Senior Underwriter.

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Manager, Underwriter or Junior Underwriter in the Residential Mortgage Loan Department (collectively, "Loan Officers"), and ratification by the Management Loan Committee. For one-to-four family mortgage loans in excess of \$750,000 up to \$2.0 million, three signatures are required for approval, at least two of which must be from Authorized Officers, and the other one may be a Loan Officer, and ratification by the Management Loan Committee and the Director's Loan Committee. The Director's Loan Committee or the Bank Board of Directors also must approve one-to-four family mortgage loans in excess of \$2.0 million up to and including \$5.0 million after obtaining two signatures from authorized officers and one signature from loan officers with Management Loan Committee approval. One-to-four family mortgage loans in excess of \$5.0 million may require Director's inspection.

Pursuant to our Commercial Real Estate Lending Policy, loans secured by commercial real estate and multi-family residential properties up to \$2.0 million are approved by the Executive Vice President of Commercial Real Estate and the Senior Executive Vice President, Chief of Real Estate Lending or Executive Vice President Credit Center Manager and then ratified by the Management Loan Committee and/or the Director's Loan Committee. Loans provided in excess of \$2.0 million and up to and including \$5.0 million must be submitted with the two signatures of the officers to the Management Loan Committee for final approval and then to the Director's Loan Committee and/or Board of Directors for ratification. Loans in excess of \$5.0 million and up to and including \$20.0 million must be submitted subsequently to the Director's Loan Committee and/or the Board of Directors for approval. Loan amounts in excess of \$20.0 million must be approved by the Board of Directors.

In accordance with our Business Banking Credit Policy, commercial business and other loans require two signatures from the Business Loan Committee for approval up to \$0.5 million. All commercial business loans and SBA loans over \$0.5 million and up to \$2.5 million must be approved by obtaining two signatures from the Business Loan Committee and ratified by the Management Loan Committee. Commercial business loans and SBA loans in excess of \$2.5 million up to \$5.0 million must be approved by the Management Loan Committee and ratified by the Director's Loan Committee. Loans in excess of \$5.0 million must be submitted to the Director's Loan Committee and/or the Board of Directors for approval.

Our Construction Loan Policy requires construction loans up to and including \$2.0 million must be approved by the Senior Executive Vice President, Chief of Real Estate Lending and the Executive Vice President of Commercial Real Estate, and ratified by the Management Loan Committee or the Director's Loan Committee. Such loans in excess of \$2.0 million up to and including \$5.0 million require the same officer approvals, approval of the Management Loan Committee, and ratification of the Director's Loan Committee or the Bank Board of Directors. Loan proposals in excess of \$5.0 million up to and including \$20.0 million that are approved by Management Loan Committee will subsequently be submitted to either the Director's Loan Committee and/or the Board of Directors for their approval. Construction loans in excess of \$20.0 million require the subsequent approval of the Bank Board of Directors. Any loan, regardless of type, that deviates from our written credit policies must be approved by the Director's Loan Committee or the Bank Board of Directors.

For all loans originated by us, upon receipt of a completed loan application, a credit report is ordered, and certain other financial information is obtained. An appraisal of the real estate intended to secure the proposed loan is required to be received. An independent appraiser designated and approved by us currently performs such appraisals. Our staff appraisers review all appraisals. The Bank Board of Directors annually approves the independent appraisers used by the Bank and approves the Bank's appraisal policy. It is our policy to require borrowers to obtain title insurance and hazard insurance on all real estate loans prior to closing. For certain borrowers, and/or as required by law, the Bank may require escrow funds on a monthly basis together with each payment of principal and interest to a mortgage escrow account from which we make disbursements for items such as real estate taxes and, in some cases, hazard insurance premiums.

**Loan Concentrations.** The maximum amount of credit that the Bank can extend to any single borrower or related group of borrowers generally is limited to 15% of the Bank's unimpaired capital and surplus, or \$137.3 million as of December 31, 2022. Applicable laws and regulations permit an additional amount of credit to be extended, equal to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, which generally does not include real estate. See "Regulation." However, it is currently our policy not to extend such additional credit. At December 31, 2022, there were no loans in excess of the maximum dollar amount of loans to one borrower that the Bank was authorized to make. At that date, the Bank's three largest aggregate amount of outstanding loans to one borrower were \$109.4 million, \$83.3 million, and \$76.5 million for each of the three borrowers, all of which were performing according to their terms.

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**Loan Servicing.** At December 31, 2022, we were servicing \$52.1 million of loans for others. Our policy is to retain the servicing rights to the mortgage and SBA loans that we sell in the secondary market, other than sales of delinquent loans, which are sold with servicing retained to the buyer. On mortgage loans and commercial business loan participations purchased by us for whom the seller retains the servicing rights, we receive monthly reports with which we monitor the loan portfolio. Based upon servicing agreements with the servicers of the loans, we rely upon the servicer to contact delinquent borrowers, collect delinquent amounts and initiate foreclosure proceedings, when necessary, all-in accordance with applicable laws, regulations and the terms of the servicing agreements between us and our servicing agents. The servicers are required to submit monthly reports on their collection efforts on delinquent loans. At December 31, 2022 and 2021, we held \$460.0 million and \$65.4 million, respectively, of loans that were serviced by others.

**Asset Quality**

**Loan Collection.** When a borrower fails to make a required payment on a loan, except for serviced loans as described above, we take a number of steps to induce the borrower to cure the delinquency and restore the loan to current status. In the case of mortgage loans, personal contact is made with the borrower after the loan becomes 30 days delinquent. We take a proactive approach to managing delinquent loans, including conducting site examinations, and encouraging borrowers to meet with one of our representatives. When deemed appropriate, we develop short-term payment plans that enable borrowers to bring their loans current, generally within six to nine months. We review delinquencies on a loan-by-loan basis, diligently exploring ways to help borrowers meet their obligations and return them back to current status.

In the case of commercial business or other loans, we generally send the borrower a written notice of non-payment when the loan is first past due. In the event payment is not then received, additional letters and phone calls generally are made in order to encourage the borrower to meet with one of our representatives to discuss the delinquency. If the loan still is not brought current and it becomes necessary for us to take legal action, which typically occurs after a loan is delinquent 90 days or more, we may attempt to repossess personal or business property that secures a SBA loan, commercial business loan or consumer loan.

When the borrower has indicated that they will be unable to bring the loan current, or due to other circumstances which, in our opinion, indicate the borrower will be unable to bring the loan current within a reasonable time, the loan is classified as non-performing. All loans classified as non-performing, which includes all loans past due 90 days or more, are on non-accrual status unless there is, in our opinion, compelling evidence the borrower will bring the loan current in the immediate future. At December 31, 2022, there was one loan for \$2.6 million that was past due 90 days or more and still accruing interest.

Upon classifying a loan as non-performing, we review available information and conditions that relate to the status of the loan, including the estimated value of the loan's collateral and any legal considerations that may affect the borrower's ability to continue to make payments. Based upon the available information, we will consider the sale of the loan or retention of the loan. If the loan is retained, we may continue to work with the borrower to collect the amounts due or start foreclosure proceedings. If a foreclosure action is initiated and the loan is not brought current, paid in full, or refinanced before the foreclosure sale, the real property securing the loan is sold at foreclosure or by us as soon thereafter as practicable.

Once the decision to sell a loan is made, we determine what we would consider adequate consideration to be obtained when that loan is sold, based on the facts and circumstances related to that loan. Investors and buyers are then contacted to seek interest in purchasing the loan. We have been successful in finding buyers for our non-performing loans offered for sale that are willing to pay what we consider to be adequate consideration. Terms of the sale include cash the upon closing of the sale, no contingencies or recourse to us, servicing is retained to the buyer and time is of the essence. These sales usually close within a reasonably short time period.

This strategy of selling non-performing loans has allowed us to optimize our return by quickly converting our non-performing loans to cash, which can then be reinvested in earning assets. This strategy also allows us to avoid lengthy and costly legal proceedings that may occur with non-performing loans. There can be no assurances that we will continue this strategy in the future, or if continued, we will be able to find buyers to pay adequate consideration.

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The following table shows delinquent and non-performing loans sold during the periods indicated:

(Dollars in thousands)	For the years ended December 31,		
	2022	2021	2020
Count	7	31	2
Proceeds	\$ 6,863	\$ 28,632	\$ 588
Net charge-offs	—	(121)	—
Gross gains	119	355	42

*Troubled Debt Restructured.* For borrowers who are experiencing financial difficulties, we have restructured certain problem loans by: reducing the interest rate until the next reset date, extending the amortization period thereby lowering the monthly payments, deferring a portion of the interest payment, and/or changing the loan to interest-only payments for a limited time period. At times, certain problem loans have been restructured by combining more than one of these options. These restructurings have not included a reduction of principal balance. We believe that restructuring these loans in this manner will allow certain borrowers to become and remain current on their loans. These restructured loans are classified TDR. Loans which have been current for six consecutive months at the time they are restructured as TDR remain on accrual status. Loans which were delinquent at the time they are restructured as a TDR are placed on non-accrual status until they have made timely payments for six consecutive months.

The following table shows loans classified as TDR at amortized cost that are performing according to their restructured terms at the periods indicated:

(In thousands)	2022	2021	At December 31,		2018
			2022	2019	
<b>Accrual Status:</b>					
Multi-family residential	\$ 1,873	\$ 1,698	\$ 1,780	\$ 1,873	\$ 1,916
Commercial real estate	7,572	7,572	7,762	—	—
One-to-four family - mixed-use property	974	1,375	1,459	1,481	1,692
One-to-four family - residential	233	483	567	331	532
Commercial business and other	1,869	1,340	1,588	—	279
<b>Total</b>	<b>13,521</b>	<b>12,468</b>	<b>12,756</b>	<b>3,305</b>	<b>4,419</b>
<b>Non-Accrual Status:</b>					
One-to-four family - mixed-use property	248	261	272	—	—
Real Mortgages	—	—	440	3,440	3,926
Commercial business and other	28	41	2,243	941	—
<b>Total</b>	<b>276</b>	<b>302</b>	<b>2,955</b>	<b>4,381</b>	<b>3,926</b>
<b>Total performing troubled debt restructured</b>	<b>\$ 13,797</b>	<b>\$ 12,770</b>	<b>\$ 15,711</b>	<b>\$ 7,686</b>	<b>\$ 8,345</b>

Loans that are restructured as TDR but are not performing in accordance with the restructured terms are excluded from the TDR table above, as they are placed on non-accrual status and reported as non-performing loans. At December 31, 2022, there were 2 loans totaling \$3.3 million which were restructured as TDR not performing in accordance with its restructured terms. At December 31, 2021, there were no loans which were restructured as TDR not performing in accordance with its restructured terms.

*Delinquent Loans and Non-performing Assets.* We generally discontinue accruing interest on delinquent loans when a loan is 90 days past due. At that time, previously accrued but uncollected interest is reversed from income. Loans in default 90 days or more as to their maturity date but not their interest payments, however, continue to accrue interest as long as the borrower continues to timely remit interest payments.

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The following table shows our non-performing assets at the dates indicated. During the years ended December 31, 2022, 2021, and 2020, the amounts of additional interest income that would have been recorded on non-accrual loans, had they been current, totaled \$1.6 million, \$1.1 million, and \$1.4 million, respectively. These amounts were not included in our interest income for the respective periods.

(Dollars in thousands)	At December 31,				
	2022	2021	2020	2019	2018
<b>Loans 90 days or more past due and still accruing:</b>					
Multi-family residential	\$ —	\$ —	\$ 201	\$ 445	\$ —
Commercial real estate	—	—	2,547	—	—
Construction	2,600	—	—	—	—
<b>Total</b>	<b>2,600</b>	<b>—</b>	<b>2,748</b>	<b>445</b>	<b>—</b>
<b>Non-accrual mortgage loans:</b>					
Multi-family residential	3,206	2,431	2,524	2,296	2,410
Commercial real estate	237	613	1,683	567	1,379
One-to-four family mixed-use property <sup>(1)</sup>	790	1,309	1,366	274	928
One-to-four family residential	4,425	3,752	5,854	5,139	6,144
<b>Total</b>	<b>8,658</b>	<b>12,078</b>	<b>11,427</b>	<b>8,076</b>	<b>10,861</b>
<b>Non-accrual non-mortgage loans:</b>					
Small Business Administration	937	937	1,151	1,151	1,267
Text medallions <sup>(1)</sup>	—	—	2,317	1,641	413
Commercial business and other <sup>(1)</sup>	20,187	1,918	3,410	1,945	3,512
<b>Total</b>	<b>21,124</b>	<b>2,855</b>	<b>6,878</b>	<b>4,737</b>	<b>5,192</b>
<b>Total non-accrual loans</b>	<b>29,782</b>	<b>14,933</b>	<b>18,305</b>	<b>12,813</b>	<b>16,053</b>
<b>Total non-performing loans</b>	<b>32,382</b>	<b>14,933</b>	<b>21,073</b>	<b>13,258</b>	<b>16,253</b>
<b>Other non-performing assets:</b>					
Other Real Estate Owned	—	—	—	239	—
Held-to-maturity securities	20,081	—	—	—	—
Other assets acquired through foreclosure	—	—	35	36	36
<b>Total</b>	<b>20,081</b>	<b>—</b>	<b>35</b>	<b>275</b>	<b>36</b>
<b>Total non-performing assets</b>	<b>\$ 52,463</b>	<b>\$ 14,933</b>	<b>\$ 21,108</b>	<b>\$ 13,533</b>	<b>\$ 16,289</b>
Non-performing loans to gross loans	0.47 %	0.23 %	0.31 %	0.23 %	0.29 %
Non-performing assets to total assets	0.83 %	0.19 %	0.26 %	0.19 %	0.24 %

<sup>(1)</sup> Not included in the above analysis are the following non-accrual TDRs that are performing according to their contractual terms: one medallion loan totaling \$0.4 million, \$1.7 million and \$1.9 million at December 31, 2022, 2021 and 2019 respectively. One-to-four family residential property loans totaling \$0.7 million at December 31, 2022 and \$0.7 million at December 31, 2021, and commercial business loans totaling less than \$0.1 million at December 31, 2022, and 2021, and \$2.7 million and \$0.1 million at December 31, 2019, and 2018, respectively.



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The following table shows our delinquent loans that are less than 90 days past due and still accruing interest at the periods indicated:

	December 31, 2022		December 31, 2021	
	30 - 59 days	60 - 89 days	30 - 59 days	60 - 89 days
	(In thousands)			
Multi-family residential	\$ 1,475	\$ 1,787	\$ 1,662	\$ 4,193
Commercial real estate	2,561	—	5,743	—
One-to-four family — mixed-use property	3,721	—	2,319	—
One-to-four family — residential	2,174	—	167	224
Small Business Administration	129	—	—	—
Commercial business and other	7,436	16	(91)	48
Total	<u>\$ 18,492</u>	<u>\$ 1,803</u>	<u>\$ 11,779</u>	<u>\$ 4,465</u>

Other Real Estate Owned. We aggressively market our Other Real Estate Owned ("OREO") properties. At December 31, 2022 and 2021, we held no OREO.

We may obtain physical possession of residential real estate collateralizing a consumer mortgage loan via foreclosure through an in-litigation representation. During the years ended December 31, 2022, and 2021, we did not foreclose any real estate property. Included within net loans as of December 31, 2022 and 2021, was a recorded investment of \$5.2 million and \$8.7 million, respectively, of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings were in process according to local requirements of the applicable jurisdiction.

Environmental Concerns Relating to Loans. We currently obtain environmental reports in connection with the underwriting of commercial real estate loans, and typically obtain environmental reports in connection with the underwriting of multi-family loans. For all other loans, we obtain environmental reports only if the nature of the current or, in the event known to us, prior use of the property securing the loan indicates a potential environmental risk. However, we may not be aware of such uses or risks in any case, and, accordingly, there can be no assurance that real estate acquired by us in foreclosure is free from environmental contamination nor that we will not have any liability with respect thereto.

Classified Assets. Our policy is to review our assets, focusing primarily on the loan portfolio, OREO, and the investment portfolios, to ensure that the credit quality is maintained at the highest levels. When weaknesses are identified, immediate action is taken to correct the problem through direct contact with the borrower or issuer. We then monitor these assets, and, in accordance with our policy and current regulatory guidelines, we designate them as "Special Mention," which is considered a "Criticized Asset," and "Substandard," "Doubtful," or "Loss" which are considered "Classified Assets," as deemed necessary. If a loan does not fall within one of the previous mentioned categories and management believes weakness is evident then we designate the loan as "Watch"; all other loans would be considered "Pass." These loan designations are updated quarterly. We designate an asset as Substandard when a well-defined weakness is identified that jeopardizes the orderly liquidation of the debt. We designate an asset as Doubtful when it displays the inherent weakness of a Substandard asset with the added provision that collection of the debt in full, on the basis of existing facts, is highly improbable. We designate an asset as Loss if it is deemed the debtor is incapable of repayment. We do not hold any loans designated as loss, as loans that are designated as Loss are charged to the Allowance for Credit Losses. Assets that are non-accrual are designated as Substandard, Doubtful or Loss. We designate an asset as Special Mention if the asset does not warrant designation within one of the other categories but contains a potential weakness that deserves closer attention. Our Criticized and Classified Assets totaled \$89.9 million at December 31, 2022, an increase of \$10.6 million from \$79.3 million at December 31, 2021.

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The following table sets forth the Bank's Criticized and Classified assets at December 31, 2022:

<i>(In thousands)</i>	Special Mention	Substandard	Doubtful	Loss	Total
<b>Loans:</b>					
Multi-family residential	\$ 2,732	\$ 4,317	\$ —	\$ —	\$ 7,049
Commercial real estate	4,641	362	—	—	5,003
One-to-four family – mixed-use property	719	974	—	—	1,693
One-to-four family – residential	—	4,305	—	—	4,305
Construction	—	2,600	—	—	2,600
Small Business Administration	96	1,192	—	—	1,288
Commercial business and other	24,620	12,071	10,042	—	46,733
<b>Total loans</b>	<b>32,131</b>	<b>25,721</b>	<b>10,042</b>	<b>—</b>	<b>67,914</b>
<b>Investment Securities:</b>					
Held-to-maturity securities	—	20,981	—	—	20,981
Total investment securities	—	20,981	—	—	20,981
<b>Total</b>	<b>\$ 32,131</b>	<b>\$ 46,702</b>	<b>\$ 10,042</b>	<b>\$ —</b>	<b>\$ 88,895</b>

The following table sets forth the Bank's Criticized and Classified assets at December 31, 2021:

<i>(In thousands)</i>	Special Mention	Substandard	Doubtful	Loss	Total
<b>Loans:</b>					
Multi-family residential	\$ 4,787	\$ 3,621	\$ —	\$ —	\$ 8,408
Commercial real estate	794	1,833	—	—	2,627
One-to-four family – mixed-use property	1,130	1,833	—	—	2,963
One-to-four family – residential	324	7,681	—	—	8,005
Construction	856	873	—	—	1,729
Small Business Administration	46	957	—	—	1,003
Commercial business and other	17,082	14,278	1,081	—	32,441
<b>Total loans</b>	<b>25,927</b>	<b>38,278</b>	<b>1,081</b>	<b>—</b>	<b>65,286</b>
<b>Investment Securities:</b>					
Held-to-maturity securities	20,977	—	—	—	20,977
Total investment securities	20,977	—	—	—	20,977
<b>Total</b>	<b>\$ 46,904</b>	<b>\$ 38,278</b>	<b>\$ 1,081</b>	<b>\$ —</b>	<b>\$ 86,263</b>

## Allowance for Credit Losses

The Allowance for credit losses ("ACL") is an estimate that is deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial assets. Loans are charged off against the ACL when management believes that a loan balance is uncollectible based on quarterly analysis of credit risk.

As of January 1, 2020, the Company adopted Accounting Standards Codification ("ASC") Topic 326 "Credit Losses". The amount of the ACL is based upon a loss rate model that considers multiple factors which reflects management's assessment of the credit quality of the loan portfolio. Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The factors are both quantitative and qualitative in nature including, but not limited to, historical losses, economic conditions, trends in delinquencies, value and adequacy of underlying collateral, volume and portfolio mix, and internal loan processes.

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The quantitative allowance is calculated using a number of inputs and assumptions. The process and guidelines were developed using, among other factors, the guidance from federal banking regulatory agencies and GAAP. The results of this process, support management's assessment as to the adequacy of the ACL at each balance sheet date.

The process for calculating the allowance for credit losses begins with our historical losses by portfolio segment. The losses are then incorporated into reasonable and supportable forecast to develop the quantitative component of the allowance for credit losses.

In calculating the ACL, the Company specifies both the reasonable and supportable forecast and reversion periods in three economic conditions (expansion, transition, contraction). During 2022, the Company made an adjustment to decrease the reversion period to adjust for the model using a more favorable forecast based on national statistics compared to the Bank's primary market area, the New York Tri-State area, where economic improvements lag behind the nation. When calculating the ACL estimate for December 31, 2022, the reasonable and supportable forecast was for a period of two quarters and the reversion period was four quarters. At December 31, 2022, the ACL for loans totaled \$40.4 million.

Non-performing loans totaled \$32.4 million and \$14.9 million at December 31, 2022 and 2021, respectively. The Bank's underwriting standards generally require a loan-to-value ratio of no more than 75% at the time the loan is originated. At December 31, 2022, the outstanding principal balance of our non-performing loans was 363% of the estimated current value of the supporting collateral, after considering the charge-offs that have been recorded. We incurred total net charge-offs of \$1.1 million and \$2.1 million during the years ended December 31, 2022 and 2021, respectively. The Company recorded a provision (benefit) for credit losses on loans totaling \$4.1 million and (\$4.9) million for the years ended December 31, 2022 and 2021, respectively. The provision recorded in 2022 was primarily due to loan growth, increased reserves on specific credits, coupled with the ongoing economic uncertainty resulting from high and rising inflation including increasing interest rates. The benefit recorded in 2021 was primarily due to improving economic conditions. We believe that at December 31, 2022, the allowance was sufficient to absorb losses inherent in our loan portfolio. The allowance for credit losses represented 0.58% and 0.56% of gross loans outstanding at December 31, 2022 and 2021, respectively. The allowance for credit losses represented 124.4% and 248.7% of non-performing loans at December 31, 2022 and 2021, respectively.

During the year ended December 31, 2022, the Company modified one investment security totaling \$21.0 million as TDR by granting a payment forbearance. The non-performing investment security and attendant loan are collateralized by a commercial condominium located in Manhattan with a combined LTV of approximately 63%. At December 31, 2022, this security is reported as non-accrual and non-performing. The ACL for held-to-maturity securities totaled \$1.1 million and \$0.9 million at December 31, 2022 and 2021, respectively.

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The following table sets forth changes in, and the balance of, our Allowance for credit losses.

(In thousands)	For the year ended December 31,			
	2023	2021	2020	
Balance at beginning of period	\$ 37,135	\$ 45,153	\$ 21,791	
Loans - CECL Adoption	—	—	379	
Loans - Allowance recorded at the time of Acquisition	—	—	4,499	
Loans - Charge-off	(2,340)	(5,134)	(4,005)	
Loans - Recovery	1,813	2,015	566	
Loans - Provision	4,442	(4,995)	23,543	
Allowance for Credit Losses - Loans	\$ 40,442	\$ 37,135	\$ 45,153	
Balance at beginning of period	\$ 862	\$ 907	\$ —	
HTM Securities - CECL Adoption	—	—	340	
HTM Securities - Provision (Benefit)	238	(45)	567	
Allowance for HTM Securities losses	\$ 1,100	\$ 862	\$ 907	
Balance at beginning of period	\$ 1,209	\$ 1,815	\$ —	
Off-Balance Sheet - CECL Adoption	—	—	553	
Off-Balance Sheet - (Benefit) Provision	(239)	(606)	1,262	
Allowance for Off-Balance Sheet losses	\$ 970	\$ 1,209	\$ 1,815	
Allowance for Credit Losses	\$ 42,512	\$ 39,206	\$ 47,975	

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The following table sets forth changes in, and the balance of, our Allowance for credit losses - loans

(Dollars in thousands)	For the year ended December 31,				
	2022	2021	2020	2019	2018
Balance at beginning of year	\$ 37,135	\$ 45,153	\$ 21,751	\$ 20,945	\$ 20,351
Allowance recorded at the time of Acquisition	—	—	4,099	—	—
CECL Adoption	—	—	379	—	—
Provision (Benefit) for credit losses	4,842	(4,899)	22,563	2,811	575
Loans charged-off	—	—	—	—	—
Multi-family residential	(208)	(43)	—	(190)	(99)
Commercial real estate	—	(84)	—	—	—
One-to-four family mixed-use property	—	(3)	(3)	(89)	(3)
One-to-four family - residential	(20)	—	—	(113)	(1)
SBA	(1,853)	—	(178)	—	(192)
Taxi medallions	(2,067)	(2,758)	(1,075)	—	(193)
Commercial business and other loans	—	(2,256)	(2,760)	(2,388)	(44)
Total loans charged-off	(3,348)	(3,334)	(4,001)	(2,778)	(522)
Recoveries	—	—	—	—	—
Mortgage Loans	82	300	188	291	711
SBA, commercial business, and other loans	1,264	238	178	348	97
Taxi medallions	481	1,457	—	134	143
Total recoveries	1,827	2,035	366	773	951
Net (charge-offs) recoveries	(1,521)	(1,303)	(3,635)	(2,005)	(571)
Balance at end of year	\$ 40,442	\$ 37,135	\$ 45,153	\$ 21,751	\$ 20,945
Ratio of net charge-offs to average loans outstanding during the period	0.02 %	0.05 %	0.06 %	0.04 %	— %
Ratio of ACL - loans to gross loans at end of period	0.38 %	0.38 %	0.67 %	0.28 %	0.28 %
Ratio of ACL to non-accrual loans at the end of the year	135.79 %	248.66 %	246.40 %	169.76 %	128.97 %
Ratio of ACL - loans to non-performing loans at end of period	124.89 %	248.66 %	214.27 %	164.05 %	128.97 %
Ratio of ACL to non-performing assets at the end of the year	75.79 %	248.66 %	213.91 %	160.73 %	128.68 %

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The following table sets forth our allocation of the allowance for credit losses to the total amount for loans in each of the loan categories listed at the dates indicated. The numbers contained in the "Amount" column indicate the allowance for credit losses allocated for each loan category. The numbers contained in the column entitled "Percentage of Loans to Category to Total Loans" indicate the total amount of loans in each loan category as a percentage of our loan portfolio.

Loan Category	As of December 31									
	2022		2021		2020		2019		2018	
	Amount	Percent of Loans to Category to Total Loans	Amount	Percent of Loans to Category to Total Loans	Amount	Percent of Loans to Category to Total Loans	Amount	Percent of Loans to Category to Total Loans	Amount	Percent of Loans to Category to Total Loans
<b>Mortgage loans:</b>										
Multifamily residential	\$ 9,552	17.27 %	\$ 8,185	27.91 %	\$ 4,557	27.61 %	\$ 5,341	26.98 %	\$ 5,626	45.98 %
Commercial real estate	8,128	17.42	7,158	26.73	8,522	26.18	8,228	27.48	8,827	27.38
One-to-four family nonowner-occupied property	9,295	1.88	1,125	8.41	1,988	5.48	1,457	16.28	1,887	31.48
One-to-four family owner-occupied	701	0.88	78	0.31	1,988	5.72	76	0.72	782	1.12
Construction	101	0.02	78	0.03	1,988	5.72	76	0.72	782	1.12
Non-mortgage loans	28,788	0.02	10,288	0.02	10,288	0.02	10,288	0.02	10,288	0.02
<b>Non-mortgage loans:</b>										
Small Business Administration	1,108	6.14	1,328	1.41	1,108	1.58	163	6.16	418	6.17
State medicaid	11,428	11.47	11,428	20.12	11,428	11.47	11,428	11.47	11,428	11.47
Construction mortgage loans	10,288	0.02	10,288	0.02	10,288	0.02	10,288	0.02	10,288	0.02
Total loans	100,000	100.00 %	100,000	100.00 %	100,000	100.00 %	100,000	100.00 %	100,000	100.00 %

Investment Activities

General. Our investment policy is designed primarily to manage the interest rate sensitivity of our overall assets and liabilities, to generate a favorable return without incurring undue interest rate and credit risk, to complement our lending activities and to provide and maintain liquidity. In establishing our investment strategies, we consider our business and growth strategies, the economic environment, our interest rate risk exposure, our interest rate sensitivity "gap" position, the types of securities to be held, and other factors. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview—Management Strategy" in Item 7 of this Annual Report.

Although we have authority to invest in various types of assets, we primarily invest in mortgage-backed securities, securities issued by mutual or bond funds that invest in government and government agency securities, municipal bonds, corporate bonds and collateralized loan obligations ("CLOs"). We did not hold any issues of foreign sovereign debt on December 31, 2022, and 2021.

Our ALCO Investment Committee meets quarterly to monitor investment transactions and to establish investment strategy. The Board of Directors reviews the investment policy on an annual basis and investment activity monthly.

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Investment securities are classified as available for sale when management intends to hold the securities for an indefinite period, or when the securities may be utilized for tactical asset/liability purposes and may be sold from time to time to effectively manage interest rate exposure and resultant prepayment risk and liquidity needs. Securities are classified as held-to-maturity when management intends to hold the securities until maturity. We carry some of our investments under the fair value option totaling \$13.9 million and \$14.6 million at December 31, 2022, and 2021, respectively. Unrealized gains and losses for investments carried under the fair value option are included in our Consolidated Statements of Income. Unrealized gains and losses on securities available for sale, are excluded from earnings and included in accumulated other comprehensive loss, net of taxes. Securities held-to-maturity are carried at their amortized cost basis. As of December 31, 2022, we had \$715.4 million in available for sale securities and \$75.7 million in held-to-maturity securities, together they represented 9.66% of total assets. Total securities had an aggregate market value that approximated 1.2 times the amount of our equity as of December 31, 2022.

The Company's estimate of expected credit losses for held-to-maturity debt securities is based on historical information, current conditions, and a reasonable and supportable forecast. On December 31, 2022 the Company's held to maturity portfolio composition was four securities totaling \$74.8 million (before allowance for credit losses). The first two are structured similar to a commercial owner occupied loan, and modeled for credit losses similarly to commercial business loans secured by real estate; the third is under forbearance and is individually evaluated for allowance for credit loss; and the fourth issued and guaranteed by Fannie Mae, which is a government sponsored enterprise that has a credit rating and perceived credit risk comparable to the U.S. government. Accordingly, the Company assumes a zero loss expectation from the Fannie Mae security.

During the year ended December 31, 2022, the Company modified one investment security totaling \$21.0 million as TDR by granting a payment forbearance. At December 31, 2022, this security is reported as non-accrual and non-performing.

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The table below sets forth certain information regarding the amortized cost and market values of our securities portfolio, interest-earning deposits and federal funds sold at the dates indicated. Available for sale securities are represented exclusive of fair market value adjustments.

	At December 31,					
	2022		2021		2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
				(In thousands)		
<b>Securities held-to-maturity</b>						
Bonds and other debt securities:						
Municipal securities <sup>(1)</sup>	\$ 66,036	\$ 65,961	\$ 50,836	\$ 51,362	\$ 50,825	\$ 54,518
Total bonds and other debt securities	66,036	65,961	50,836	51,362	50,825	54,518
<b>Mortgage-backed securities:</b>						
FHMA	7,875	8,989	7,894	8,667	7,914	8,991
Total mortgage-backed securities	7,875	8,989	7,894	8,667	7,914	8,991
Total securities held-to-maturity <sup>(1)</sup>	74,911	85,950	58,730	61,029	58,739	63,509
<b>Securities available for sale</b>						
Bonds and other debt securities:						
U.S. government agencies	83,720	81,303	5,599	5,590	6,432	6,433
Corporate debt issues	146,430	131,766	107,423	104,379	130,600	123,865
Collateralized loan obligations	129,684	125,478	81,166	80,912	105,561	99,198
Total bonds and other debt securities	359,834	338,547	194,188	190,882	242,593	229,506
Mutual funds	11,211	11,211	12,485	12,485	12,701	12,701
Equity securities:						
Common stock	1,516	1,516	1,695	1,695	1,295	1,295
Total equity securities	1,516	1,516	1,695	1,695	1,295	1,295
<b>Mortgage-backed securities:</b>						
RMBS and CDO	175,712	148,414	210,948	208,509	175,142	180,877
GNMA	9,193	7,317	10,372	10,286	13,009	11,053
FHMA	172,090	146,265	203,777	202,938	143,114	146,169
FHLMC	96,725	80,287	152,760	150,451	83,796	84,361
Total mortgage-backed securities	453,720	382,283	577,857	572,184	395,061	402,460
Total securities available for sale	826,881	735,357	786,435	777,236	646,112	647,976
Interest-earning deposits and Federal funds sold	121,893	121,893	51,699	51,699	133,683	133,683
Total	\$ 1,053,585	\$ 979,800	\$ 896,864	\$ 896,864	\$ 878,534	\$ 844,166

<sup>(1)</sup> Does not include allowance for credit losses totaling \$0.1 million for the year ended December 31, 2022, and \$0.9 million for each of the years ended December 31, 2021 and 2020.



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*Mortgage-backed securities.* At December 31, 2022, we had available for sale and held-to-maturity mortgage-backed securities with a market value totaling \$391.1 million, of which \$10.9 million was invested in adjustable-rate mortgage-backed securities. The mortgage loans underlying these adjustable-rate securities generally are subject to limitations on annual and lifetime interest rate increases. We anticipate that investments in mortgage-backed securities may continue to be sold in the future to supplement mortgage-lending activities. Mortgage-backed securities are more liquid than individual mortgage loans and may be sold more easily to collateralize our obligations, including collateralizing of the governmental deposits of the Bank.

The following table sets forth our available for sale mortgage-backed securities purchases, sales and principal repayments for the years indicated.

	For the years ended December 31		
	2022	2021 (in thousands)	2020
Balance at beginning of year	\$ 572,184	\$ 404,460	\$ 523,849
Purchases of mortgage-backed securities	56,557	340,789	308,078
Amortization of unearned premium, net of accretion of unearned discount	(2,007)	(2,943)	(4,100)
Net change in unrealized (losses) gains on mortgage-backed securities available for sale	(64,164)	(15,232)	7,111
Net realized (losses) gains recorded on mortgage-backed securities carried at fair value	(24)	(2)	21
Sales and maturities of mortgage-backed securities	(84,224)	(5,402)	(228,971)
Principal repayments received on mortgage-backed securities	(90,039)	(146,260)	(209,530)
Net (decrease) increase in mortgage-backed securities	(187,501)	107,752	(119,389)
Balance at end of year	\$ 384,683	\$ 512,184	\$ 404,460

While mortgage-backed securities carry a reduced credit risk as compared to whole loans, such securities remain subject to the risk that a fluctuating interest rate environment, along with other factors such as the geographic distribution of the underlying mortgage loans, may alter the prepayment rate of such mortgage loans and so affect both the prepayment speed and value of such securities.

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The table below sets forth certain information regarding the amortized cost, fair value, annualized weighted average yields and maturities of our investment in debt and equity securities and interest-earning deposits at December 31, 2022. The stratification of balances is based on stated maturities. Assumptions for repayments and prepayments are not reflected for mortgage-backed securities. Securities available for sale are carried at their fair value in the consolidated financial statements and securities held-to-maturity are carried at their amortized cost.

[illegible]

(1) Does not include allowance for credit losses totaling \$1.1 million.

### Sources of Funds

General Deposits, FHLB-NY borrowings, other borrowings, principal and interest payments on loans, mortgage-backed and other securities, and proceeds from the sale of loans and securities are our primary sources of funds for lending, investing and other general purposes.

*Deposits.* We offer a variety of deposit accounts having a range of interest rates and terms. Our deposits primarily consist of savings accounts, money market accounts, demand accounts, NOW accounts and certificates of deposit. We have a relatively stable retail deposit base drawn from our market area through our 25 full-service offices and our Internet Branch. We seek to retain existing depositor relationships by offering quality service and competitive interest rates, while keeping deposit growth within reasonable limits. It is management's intention to maintain its goal to maintain competitive interest rates on deposits while seeking to manage its cost of funds to finance its strategies.

In addition to our full-service offices, we operate the Internet Branch and a government banking unit. The Internet Branch currently offers savings accounts, money market accounts, checking accounts, and certificates of deposit. This allows us to compete on a national scale without the geographical constraints of physical locations. At December 31, 2022 and 2021, total deposits at our Internet Branch were \$134.6 million and \$188.0 million, respectively. The government banking unit provides banking services to public municipalities, including counties, cities, towns, villages, school districts, libraries, fire districts, and the various courts throughout the New York City metropolitan area. At December 31, 2022 and 2021, total deposits in our government banking unit totaled \$1,653.3 million and \$1,618.8 million, respectively.

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Our core deposits, consisting of savings accounts, NOW accounts, money market accounts, and non-interest bearing demand accounts, are typically more stable and lower costing than other sources of funding. However, the flow of deposits into a particular type of account is significantly influenced by general economic conditions, changes in prevailing interest rates, and competition. We experienced an increase in our due to depositors' during 2022 of \$103.3 million, primarily due to growth in our certificate of deposits, partially offset by a decline in core deposits. During the year ended December 31, 2022, the cost of our interest-bearing due to depositors' accounts increased 59 basis points to 0.89% from 0.38% for the year ended December 31, 2021. The increase in the cost of deposits was primarily due to the Company's response to the Federal Reserve increasing rates. While we are unable to predict the direction of future interest rate changes, if interest rates would rise during 2023, the result could be an increase in our cost of deposits, which could reduce our net interest margin. Similarly, if interest rates decline in 2023, we could see a decline in our cost of deposits, which could increase our net interest margin.

Included in deposits are certificates of deposit with balances of \$250,000 or more (excluding brokered deposits issued in \$1,000 amounts under a master certificate of deposit) was \$377.4 million and \$217.5 million at December 31, 2022 and 2021, respectively.

We utilize brokered deposits as an additional funding source and to assist in the management of our interest rate risk. At December 31, 2022 and 2021, we had \$556.3 million and \$626.3 million, respectively, classified as brokered deposits. We obtained brokered certificates of deposit when the interest rate on these deposits is below the prevailing interest rate for non-brokered certificates of deposit with similar maturities in our market, or when obtaining them allowed us to extend the maturities of our deposits at favorable rates compared to borrowing funds with similar maturities, when we are seeking to extend the maturities of our funding to assist in the management of our interest rate risk. Brokered certificates of deposit provide funds for us at a lower operating cost as compared to non-brokered certificates of deposit since we only have one account to maintain versus several accounts with multiple interest and maturity checks. The Depository Trust Company ("DTC") is used as the clearing house, maintaining each deposit under the name of CEMR & Co. These deposits are transferable just like a stock or bond investment and the customer can open the account with only a phone call, just like buying a stock or bond. Unlike non-brokered certificates of deposit, where the deposit amount can be withdrawn with a penalty for any reason, including increasing interest rates, a brokered certificate of deposit can only be withdrawn in the event of the death, or court declared mental incompetence, of the depositor. These instruments allow us to better manage the maturity of our deposits and our interest rate risk. At times, we also utilize brokers to obtain money market deposits. The rate we pay on brokered money market accounts is similar to the rate we pay on non-brokered money market accounts, and the rate is agreed to in a contract between the Bank and the broker. These accounts are similar to brokered certificates of deposit accounts in that we only maintain one account for the total deposit per broker, with the broker maintaining the detailed records of each depositor.

We also offer access to FDIC insurance coverage in excess of \$250,000 through the InterFi Network which arranges for the placement of funds into certificate of deposit accounts, demand accounts or money market accounts issued by other member banks within the network in increments of less than \$250,000. This allows us to accept deposits in excess of \$250,000 from a depositor and to place the deposits through the network to other member banks to provide full FDIC deposit insurance coverage. We may receive deposits from other member banks in exchange for the deposits we place into the network. We may also obtain deposits from other network member banks without placing deposits into the network. We obtain these types of deposits primarily as a short-term funding source. We can also place deposits with other member banks without receiving deposits from other member banks. Depositors are allowed to withdraw funds, with a penalty, from these accounts at any or most of the member banks that hold the deposits. Additionally, we place a portion of our government deposits in the InterFi Network money market and demand accounts which does not require us to provide collateral. This allows us to invest our funds in higher yielding assets. At December 31, 2022 and 2021, the Bank held InterFi Network money market and demand deposits totaling \$654.2 million and \$817.6 million, respectively, of which \$55.0 million were classified as brokered deposits at December 31, 2021. At December 31, 2022, none of these deposits were classified as brokered deposits.

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The following table sets forth the distribution of our deposit accounts at the dates indicated and the weighted average nominal interest rates on each category of deposits presented.

	2022			At December 31, 2021			2020		
	Amount	Percent of Total Deposits	Weighted Average Nominal Interest Rate	Amount	Percent of Total Deposits	Weighted Average Nominal Interest Rate	Amount	Percent of Total Deposits	Weighted Average Nominal Interest Rate
Original accounts									
Fixed accounts <sup>(1)</sup>	\$ 1,766,486	2.22 %	2.15 %	\$ 1,626,776	2.45 %	0.11 %	\$ 1,122,172	2.76 %	0.18 %
Money market deposits <sup>(2)</sup>	96,246	0.12	0.00	96,246	0.12	0.00	79,742	0.19	0.00
Total	1,862,732	2.34	2.15	1,723,022	2.57	0.11	1,201,914	2.95	0.18
Money market accounts <sup>(3)</sup>	1,000,776	12.38	1.47	1,000,000	14.44	0.72	1,000,000	25.00	0.50
Category of deposit accounts with original maturity of:									
Less than 12 Months <sup>(4)</sup>	734,205	8.22	1.18	729,167	10.47	0.12	583,625	15.00	0.00
12 to 24 Months <sup>(5)</sup>	1,000,776	12.38	1.47	1,000,000	14.44	0.41	1,000,000	25.00	0.10
24 to 36 Months <sup>(6)</sup>	26,751	0.34	0.00	21,833	0.31	0.00	17,375	0.44	0.00
36 to 48 Months <sup>(7)</sup>	17,921	0.23	0.00	12,126	0.17	0.00	12,250	0.31	0.00
48 to 60 Months <sup>(8)</sup>	1,000	0.01	0.00	1,000	0.01	0.00	1,000	0.03	0.00
Total	1,862,732	2.34	1.44	1,723,022	2.57	0.11	1,201,914	2.95	0.10
Total deposits <sup>(9)</sup>	\$ 1,862,732	2.34 %	1.44 %	\$ 1,723,022	2.57 %	0.26 %	\$ 1,201,914	2.95 %	0.18 %

(1) Includes brokered deposits of \$60.4 million, \$179.9 million and \$200.1 million at December 31, 2022, 2021 and 2020, respectively.

(2) Includes brokered deposits of \$2.1 million, \$1,000.0 million and \$1,000.0 million at December 31, 2022, 2021 and 2020, respectively.

(3) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(4) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(5) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(6) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(7) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(8) Includes brokered deposits of \$21.0 million, \$119.0 million, and \$16.5 million at December 31, 2022, 2021 and 2020, respectively.

(9) Included in the above balances are IRA and Keogh deposits totaling \$276.1 million, \$208.0 million, and \$107.9 million at December 31, 2022, 2021 and 2020, respectively.

The following table presents by various rate categories, the amount of time deposit accounts outstanding at the dates indicated, and the years to maturity of the certificate accounts outstanding at the periods indicated:

	At December 31,			Within		
	2022	2021	2020	One Year	Three Years	Thereafter
(in thousands)						
Interest rate:						
1.00% and less <sup>(1)</sup>	\$ 307,408	\$ 878,744	\$ 949,274	\$ 254,009	\$ 50,859	\$ 2,630
2.00% to 2.99% <sup>(2)</sup>	271,215	17,917	131,239	54,857	216,108	—
3.00% to 3.99% <sup>(3)</sup>	569,751	29,914	57,848	113,256	256,493	—
4.00% to 4.99% <sup>(4)</sup>	377,874	—	—	237,422	180,452	—
Total	\$ 1,526,338	\$ 946,575	\$ 1,138,361	\$ 659,546	\$ 604,012	\$ 2,630

(1) Includes brokered deposits of \$17.7 million, \$186.9 million, and \$211.8 million at December 31, 2022, 2021 and 2020, respectively.

(2) Includes brokered deposits of \$1.0 million, and \$1.0 million at December 31, 2021, and 2020, respectively.

(3) Includes brokered deposits of \$1.0 million at December 31, 2021.

(4) Includes brokered deposits of \$20.0 million at December 31, 2022.

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The following table presents by remaining maturity categories the amount of certificate of deposit accounts with balances of \$250,000 or more at December 31, 2022 and their annualized weighted average interest rates.

	Amount	Weighted Average Rate
(Dollars in thousands)		
<b>Maturity Period:</b>		
Three months or less	\$ 24,339	2.01 %
Over three through six months	27,704	1.22
Over six through 12 months	146,599	2.48
Over 12 months	179,953	3.13
<b>Total</b>	<b>\$ 378,695</b>	<b>2.66 %</b>

The following table presents the deposit activity, including mortgages' excess deposits, for the periods indicated.

	For the year ended December 31,		
	2022	2021	2020
(In thousands)			
<b>Net deposits</b>	<b>\$ 52,827</b>	<b>\$ 228,642</b>	<b>\$ 342,126</b>
Acquired in Empire acquisition	—	—	485,393
Amortization (accretion) of premiums, net	(15)	124	100
Interest on deposits	47,285	20,124	42,112
<b>Net increase in deposits</b>	<b>\$ 99,897</b>	<b>\$ 248,890</b>	<b>\$ 1,069,831</b>

The following table sets forth the distribution of our average deposit accounts for the years indicated, the percentage of total deposit portfolio, and the average interest cost of each deposit category presented. Average balances for all years shown are derived from daily balances.

	As of December 31,					
	2022		2021		2020	
	Average	Percent of Total	Average	Percent of Total	Average	Percent of Total
	Dollars		Dollars		Dollars	
Savings accounts	\$ 155,485	2.21 %	\$ 157,640	2.40 %	\$ 176,482	2.74 %
NOW Accounts	1,079,228	15.35	1,040,742	15.35	1,051,482	17.18
Money market accounts	1,561,096	22.48	1,622,746	24.13	1,511,235	23.48
Mortgages' excess deposits	1,489,824	21.13	1,757,100	25.80	1,519,629	23.52
<b>Total</b>	<b>4,385,633</b>	<b>61.17</b>	<b>4,578,228</b>	<b>67.68</b>	<b>4,258,828</b>	<b>62.92</b>
Money market accounts	2,191,768	32.38	2,289,431	34.68	2,161,486	34.92
Certificate of deposit accounts	1,087,824	15.94	1,033,145	15.55	1,037,801	16.56
<b>Total deposits</b>	<b>6,767,225</b>	<b>100.00 %</b>	<b>6,611,373</b>	<b>100.00 %</b>	<b>6,416,634</b>	<b>100.00 %</b>

**Borrowings.** Although deposits are our primary source of funds, we also use borrowings as an alternative and cost effective source of funds for lending, investing and other general purposes. The Bank is a member of, and is eligible to obtain advances from, the FHLB-NY. Such advances generally are secured by a Market loan against the Bank's mortgage portfolio and the Bank's investment in the stock of the FHLB-NY. In addition, the Bank may pledge mortgage-backed securities to obtain advances from the FHLB-NY. See "— Regulation — Federal Home Loan Bank System." The maximum amount that the FHLB-NY will advance fluctuates from time to time in accordance with the policies of the FHLB-NY. The Bank may enter into repurchase agreements with broker-dealers and the FHLB-NY. These agreements are recorded as financing transactions and the obligations to repurchase are reflected as a liability in our consolidated financial statements. The Bank also has unsecured lines of credit with other commercial banks. In addition, we issued junior subordinated debentures with a total par of \$61.9 million in 2017. These junior subordinated debentures are carried at fair value in the Consolidated Statement of Financial Condition. In 2022 and 2021, the Company issued subordinated debt with aggregated principal amounts of \$65.0 million and \$125.0 million, respectively.

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The Company uses interest rate swaps on borrowings to help mitigate the impact interest rate increases have on our cost of funds. At December 31, 2022 and 2021, the Company had active interest rate swaps on borrowings totaling \$391.5 million and \$516.5 million, respectively. For the year ended December 31, 2022 and 2021, the interest rate swaps on borrowings had an average cost of 2.27% and 2.31%, respectively.

The average cost of borrowings was 2.54%, 2.24%, and 1.97% for the years ended December 31, 2022, 2021 and 2020, respectively. The average balances of borrowings were \$1,012.1 million, \$905.1 million, and \$1,361.6 million for the same years, respectively.

The following table sets forth certain information regarding our borrowings at or for the periods ended on the dates indicated.

	At or for the years ended December 31,		
	2022	2021	2020
	(Dollars in thousands)		
<b>FFB:RX Advances</b>			
Average balance outstanding	\$ 811,380	\$ 694,824	\$ 1,147,264
Maximum amount outstanding at any month end during the period	1,316,165	786,736	1,489,059
Balance outstanding at the end of period	815,501	611,186	797,201
Weighted average interest rate during the period	1.94 %	1.96 %	1.77 %
Weighted average interest rate at end of period	4.01	0.38	0.56
<b>Other Borrowings</b>			
Average balance outstanding	\$ 206,769	\$ 210,270	\$ 214,995
Maximum amount outstanding at any month end during the period	240,483	449,176	419,715
Balance outstanding at the end of period	217,472	204,158	221,694
Weighted average interest rate during the period	4.91 %	3.30 %	3.05 %
Weighted average interest rate at end of period	5.16	2.61	2.78
<b>Total Borrowings</b>			
Average balance outstanding	\$ 1,012,149	\$ 905,094	\$ 1,361,559
Maximum amount outstanding at any month end during the period	1,572,830	1,236,512	1,617,582
Balance outstanding at the end of period	1,032,973	815,344	1,020,895
Weighted average interest rate during the period	2.54 %	2.24 %	1.97 %
Weighted average interest rate at end of period	4.12	0.94	1.05

**Subsidiary Activities**

At December 31, 2022, the Holding Company had four wholly owned subsidiaries: the Bank and the Trusts. In addition, the Bank had two wholly owned subsidiaries: FSB Properties Inc and Flashing Service Corporation. In 2021, Flashing Preferred Funding Corporation ("FPFC") was dissolved.

- FSB Properties Inc., which is incorporated in the State of New York, was formed in 1976 with the original purpose of engaging in joint venture real estate equity investments. These activities were discontinued in 1986 and no joint venture property remains. FSB Properties Inc. is currently used solely to hold title to real estate owned that is obtained via foreclosure.
- Flashing Service Corporation, which is incorporated in the State of New York, was formed in 1998 to market insurance products and mutual funds.
- Flashing Preferred Funding Corporation, which was dissolved as of June 30, 2021, was incorporated in the State of Delaware, was formed in 1997 as a real estate investment trust for the purpose of acquiring, holding and managing real estate mortgage assets. It was available as an additional vehicle for access by the Company to the capital markets for future opportunities.

**Human Capital**

On December 31, 2022, we had 560 full-time employees and 16 part-time employees. None of our employees are represented by a collective bargaining unit, and we consider our relationship with our employees to be good. At the present time, the Holding Company only employs certain officers of the Bank. These employees do not receive any extra compensation as officers of the Holding Company.

**Overight & Governance.** Our Board of Directors and Board committees provide oversight on certain human capital matters, including our inclusion and diversity program and initiatives. The Board of Directors is responsible for discussing, evaluating, and reviewing regular updates from management with regard to human capital matters. Our Board of Directors is comprised of diverse cultures, ethnicity, and gender.

**Learning and Development.** The Company provides comprehensive learning and development programs for our employees. We believe that investing in the growth and development of our team members is not only beneficial for them personally, but also critical to the success of our business. To that end, we have implemented a range of training initiatives, including on-the-job learning opportunities, online courses, in-person workshops and mentorship programs. We believe that by supporting the growth of our team members, we are creating a stronger, more capable workforce that will drive our organization forward for years to come.

**Diversity, Equity & Inclusion.** We are committed to promoting diversity, equity, and inclusion in the workplace. We recognize that a diverse workforce with varied experiences, perspectives, and backgrounds is critical to driving innovation, enhancing creativity, and ultimately achieving success. We pride ourselves on establishing a diverse workforce that serves our diverse customer base in the New York City metro area. As of December 31, 2022, our multi-cultural employee population spoke more than 20 different languages. Our inclusion and diversity program focuses on workforce (our team members), workplace (culture, tools, and programs) and community. We have undertaken a series of initiatives to further enhance our existing diversity and inclusion programs, including Pushing Back Series volunteer program and the creation of a Diversity & Inclusion Committee. We have also broadened our focus on inclusion and diversity by equipping and empowering our team leaders with appropriate tools and training.

**Total Rewards.** The Company believes that our future success largely depends upon our continued ability to attract and retain highly skilled employees. We provide our employees with a rich total rewards program which includes:

- Competitive base salaries;
- Incentive bonus opportunities;
- Equity ownership;
- 401(k) plan access;
- Healthcare and other insurance programs;
- Health savings and flexible spending accounts;
- Paid time off;
- Volunteer time off;
- Family leave; and
- Employee assistance program.

**Onsibus Incentive Plan**

The 2014 Onsibus Incentive Plan ("2014 Onsibus Plan") became effective on May 20, 2014 after adoption by the Board of Directors and approval by the stockholders. The 2014 Onsibus Plan authorizes the Compensation Committee of the Company's Board of Directors (the "Compensation Committee") to grant a variety of equity compensation awards as well as long-term and annual cash incentive awards. To the extent that an award under the 2014 Onsibus Plan is

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cancelled, expired, forfeited, settled in cash, settled by issuance of fewer shares than the number underlying the award, or otherwise terminated without delivery of shares to a participant in payment of the exercise price or taxes relating to an award, the shares retained by or returned to the Company will be available for future issuance under the 2014 Omnibus Plan. The 2014 Omnibus Plan originally covered the issuance of 1,000,000 shares, which was increased. On May 31, 2017, stockholders approved an amendment to the 2014 Omnibus Plan authorizing an additional 672,000 shares available for future issuance. In addition, that amendment eliminated, in the case of stock options and stock appreciation rights, the ability to recycle shares used to satisfy the exercise price or taxes for such awards. On May 19, 2021, stockholders approved a further amendment of the 2014 Omnibus Plan to authorize an additional 1,000,000 shares for future issuance, including the additional shares authorized from the amendments, 988,637 shares remained available for future issuance under the 2014 Omnibus Plan at December 31, 2022.

For additional information concerning this plan, see “Note 12 (“Stock-Based Compensation”) of Notes to Consolidated Financial Statements” in Item 8 of this Annual Report.

**REGULATION**

**General**

The Bank is a New York State-chartered commercial bank and its deposit accounts are insured under the Deposit Insurance Fund (the “DIF”) of the Federal Deposit Insurance Corporation (the “FDIC”) up to applicable legal limits. The Bank is subject to extensive regulation and supervision by the New York State Department of Financial Services (“NYDFS”), as its chartering agency; by the FDIC, as its insurer of deposits; and to a lesser extent by the Consumer Financial Protection Bureau (the “CFPB”), which was created under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Bank must file reports with the NYDFS, the FDIC, and the CFPB concerning its activities and financial condition, in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with, or acquisitions of, other depository institutions. Furthermore, the Bank is periodically examined by the NYDFS and the FDIC to assess compliance with various regulatory requirements, including safety and soundness considerations. This regulation and supervision established a comprehensive framework of activities in which a commercial bank can engage and is intended primarily for the protection of the FDIC, insurance fund and depositors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with its supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss allowances for regulatory purposes. Any change in such regulation, whether by the NYDFS, the FDIC, or through legislation, could have a material adverse impact on the Company, the Bank and its operations, and the Company’s shareholders. While the regulatory environment has entered a period of rebalancing of the post financial crisis framework, we expect that our business will remain subject to extensive regulation and supervision.

The Company is required to file certain reports under, and otherwise comply with, the rules and regulations of the Federal Reserve Board of Governors (the “FRB”), the FDIC, the NYDFS, and the Securities and Exchange Commission (the “SEC”) under federal securities laws. In addition, the FRB periodically examines the Company. Certain of the regulatory requirements applicable to the Bank and the Company are referred to below or elsewhere herein. However, such discussion is not meant to be a complete explanation of all laws and regulations and is qualified in its entirety by reference to the actual laws and regulations.

**COVID-19 Legislation**

In March 2020, the CARES Act was signed into law in response to the coronavirus pandemic. This legislation aimed at providing relief for individuals and businesses that have been negatively impacted by the COVID-19 pandemic. In December 2020, the Consolidated Appropriations Act, 2021 (the “CAA”) was signed into law, providing for, among other things, further suspension of the exception for loan modifications to not be classified as TDRs if certain criteria are



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met, as described below. The CARES Act, as amended by the CAA, includes a provision for the Company to opt out of applying the TDR accounting guidance in Accounting Standards Codification ("ASC") 310-40 for certain loan modifications. Loan modifications made between March 1, 2020, and the earlier of (i) January 2, 2022, or (ii) 60 days after the President declared a termination of the COVID-19 national emergency were eligible for this relief if the related loans were not more than 90 days past due as of December 31, 2019. Accordingly, this relief ended on January 2, 2022. As discussed below, the Company applied the guidance to qualifying loan modifications. The CARES Act includes the Paycheck Protection Program ("PPP"), a program to aid small and medium-sized businesses through federally guaranteed loans distributed through banks and other financial institutions. These loans were intended to guarantee eight weeks of payroll and other costs to help these businesses remain viable and allow their workers to pay their bills.

*Impact of COVID-19*

Overview

During the COVID-19 pandemic, we have actively assisted our customers by providing short-term forbearances in the form of deferrals of interest, principal and/or escrow for terms ranging from one to twelve months. At December 31, 2022, we had four active forbearances for loans with an aggregate outstanding loan balance of approximately \$9.9 million resulting in total deferment of \$0.6 million in principal, interest and escrow. We actively participated in the PPP, closing \$5.2 million and \$136.7 million of these loans during the years ended December 31, 2022, and 2021, respectively. We were one of nine banks in the State of New York that participated in the Main Street Lending Program. We were also a proud participant in the FDIC BNY Small Business Recovery Grant Program, helping our customers and communities navigate through the current environment.

Impact on Our Financial Statements and Results of Operations

Financial institutions are dependent upon the ability of their loan customers to meet their loan obligations and the availability of their workforce and vendors. Early in the second quarter of 2020, shelter-at-home mandates and other remediation from the COVID-19 pandemic were enacted. The pandemic and these remediation measures have directly impacted the communities we serve, where commercial activity decreased significantly. As of December 31, 2022, that commercial activity had improved and returned to pre-pandemic levels.

In addition, the economic pressure and uncertainties related to the COVID-19 pandemic have resulted in changes in consumer spending behaviors in the communities we serve, which impacted and may continue to impact the demand for loans and other services we offer. However, the Company's capital and financial resources have not been materially impacted by the pandemic, as our results of operations depend primarily on net interest income, which benefited from the actions taken by the Federal Reserve to counteract the negative economic impact of the pandemic. Future operating results and near-and long-term financial conditions are subject to significant uncertainty. Our funding sources have not changed significantly, and we expect to continue to be able to timely service our debts and its obligations.

The Company elected to consider loans temporarily modified for borrowers directly impacted by COVID-19 not to be TDRs where CARES Act and/or CAA criteria were deemed to have been met. As such, these loans were considered current and continued to accrue interest on their original contractual terms.

**The Dodd-Frank Act**

The Dodd-Frank Act has significantly impacted the current bank regulatory structure and is expected to continue to affect, into the immediate future, the lending and investment activities and general operations of depository institutions and their holding companies. In addition to creating the CFPB, the Dodd-Frank Act requires the FRB to establish minimum consolidated capital requirements for bank holding companies that are as stringent as those required for insured depository institutions; the components of Tier 1 capital will be restricted to capital instruments that are currently considered to be Tier 1 capital for insured depository institutions. In addition, the proceeds of trust preferred securities will be excluded from Tier 1 capital unless (i) such securities are issued by bank holding companies with assets of less than \$500 million, or (ii) such securities were issued prior to May 19, 2010, by bank or savings and loan holding companies with assets of less than \$15 billion. The Dodd-Frank Act created a new supervisory structure for oversight of the U.S. financial system, including the establishment of a new council of regulators, the Financial Stability Oversight Council, to monitor and address systemic risks to the financial system. Non-bank financial companies that are deemed to be significant to the stability of the U.S. financial system and all bank holding companies with \$50 billion or more in total consolidated assets will be subject to heightened supervision and regulation. The FRB will implement prudential requirements and prompt corrective action procedures for such companies.

The Dodd-Frank Act made many additional changes in banking regulation, including: authorizing depository institutions, for the first time, to pay interest on business checking accounts; requiring originators of securitized loans to retain a percentage of the risk for transferred loans; establishing regulatory rate-setting for certain debit card interchange fees; and establishing a number of reforms for mortgage lending and consumer protection.

The Dodd-Frank Act also broadened the base for FDIC insurance assessments not to be based on deposits, but on the average consolidated total assets less the tangible equity capital of an insured institution. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions, and credit unions to \$250,000 per depositor, per FDIC insured bank, per ownership category.

**Basel III**

The Company and the Bank are subject to a comprehensive capital framework for U.S. banking organizations that was issued by the FDIC and FRB in July 2013 (the "Basel III Capital Rules"), subject to phase-in periods for certain components and other provisions. Under the Basel III Capital Rules, the minimum capital ratios are:

- 4.5% Common Equity Tier 1 ("CET1") to risk-weighted assets;
- 6.0% Tier 1 capital that is CET1 plus Additional Tier 1 capital to risk-weighted assets;
- 8.0% Total Capital that is, Tier 1 capital plus Tier 2 capital to risk-weighted assets; and
- 4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the "leverage ratio").

The Basel III Capital Rules also introduced a "capital conservation buffer," composed entirely of CET1, on top of these minimum risk-weighted asset ratios. The Bank's capital conservation buffer currently is 6.37%. Banking institutions with a ratio of CET1 to risk-weighted assets below the effective minimum (4.5% plus the capital conservation buffer) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. As of December 31, 2022, the Company and the Bank met all capital adequacy requirements under the Basel III Capital Rules.

Together with the FDIC, the Federal Reserve has issued proposed rules that would simplify the capital treatment of certain capital deductions and adjustments, and the final phase-in period for these capital deductions and adjustments has been indefinitely delayed. In addition, in December 2018, the federal banking agencies finalized rules that would permit bank holding companies and banks to phase-in, for regulatory capital purposes, the day-one impact of the new current expected credit loss accounting rule on retained earnings over a period of three years.

**Economic Growth, Regulatory Relief, and Consumer Protection Act**

The Economic Growth, Regulatory Relief, and Consumer Protection Act (the "Economic Growth Act") provides certain regulatory relief, including to community banks, which are generally characterized in the statute as banking organizations with less than \$10 billion in total consolidated assets and with limited trading activities. The Economic Growth Act requires the federal banking agencies to develop a "community bank leverage ratio" (the ratio of a bank's tangible equity capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A financial institution can elect to be subject to this new definition. The federal banking agencies, including the FDIC, have issued a rule pursuant to the Economic Growth Act to establish for institutions with assets of less than \$10 billion a "community bank leverage ratio" (the ratio of a bank's tier 1 capital to average total consolidated assets) of 9% that such institutions may elect to use in lieu of the generally applicable leverage and risk-based capital requirements under Basel III. The Bank has elected not to be subject to this new definition. See "FDIC Regulations – Prompt Corrective Regulatory Action."

The Truth in Lending Act ("TILA") is the commonly used name for Title I of the Consumer Credit Protection Act, passed by Congress in 1968, which is the consumer protection law specifying what information lenders must share with borrowers before giving them a loan or line of credit. This information includes the annual percentage rate, loan terms, and total cost of the loan. Section 101 of the Economic Growth Act amended the TILA to add a safe harbor for "plain vanilla" mortgage loans originated by banking organizations and credit unions with less than \$10 billion in total consolidated assets under existing qualified mortgage and ability to pay rules.

Section 619 of the Dodd-Frank Act, commonly referred to as the "Volcker Rule," generally prohibits insured depository institutions and any company affiliated with an insured depository institution from engaging in proprietary trading and from acquiring or retaining ownership interests in, sponsoring, or having certain relationships with a hedge fund or private equity fund. Under the Economic Growth Act, community banks, (which for this purpose are generally characterized in the statute as banking organizations with less than \$10 billion in total consolidated assets with limited trading activities), are exempt from the Volcker Rule and its proprietary trading prohibitions.

**New York State Law**

The Bank derives its lending, investment, and other authority primarily from the applicable provisions of New York State Banking Law and the regulations of the NYDFS, as limited by FDIC regulations. Under these laws and regulations, banks, including the Bank, may invest in real estate mortgages, consumer and commercial loans, certain types of debt securities (including certain corporate debt securities, and obligations of federal, state, and local governments and agencies), certain types of corporate equity securities, and certain other assets. The lending powers of New York State-chartered commercial banks are not subject to percentage-of-assets or capital limitations, although there are limits applicable to loans to individual borrowers.

The exercise by an FDIC-insured commercial bank of the lending and investment powers under New York State Banking Law is limited by FDIC regulations and other federal laws and regulations. In particular, the applicable provisions of New York State Banking Law and regulations governing the investment authority and activities of an FDIC-insured state-chartered savings bank and commercial bank have been effectively limited by the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") and the FDIC regulations issued pursuant thereto.

With certain limited exceptions, a New York State-chartered commercial bank may not make loans or extend credits for commercial, corporate, or business purposes (including lease financing) to a single borrower, or related group of borrowers, the aggregate amount of which would exceed 10% of the bank's net worth. An additional amount may be loaned up to an additional 10% of the bank's net worth, if the loan is secured by readily marketable collateral, which is defined to include certain financial instruments, but generally does not include real estate. The Bank currently complies with all applicable loans-to-one-borrower limitations. At December 31, 2022, the Bank's largest aggregate amount of outstanding loans to one borrower was \$109.6 million, all of which were performing according to their terms. See — General — Lending Activities.

Under New York State Banking Law, New York State-chartered stock-form commercial banks may declare and pay dividends out of its net profits, unless there is an impairment of capital, but approval of the NYDFS Superintendent (the "Superintendent") is required if the total of all dividends declared by the bank in a calendar year would exceed the

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total of its net profits for that year combined with its retained net profits for the preceding two years less prior dividends paid.

New York State Banking Law gives the Superintendent authority to issue an order to a New York State-chartered banking institution to appear and explain an apparent violation of law, to discontinue unauthorized or unsafe practices, and to keep prescribed books and accounts. Upon a finding by the NYDFS that any director, trustee, or officer of any banking organization has violated any law or has continued unauthorized or unsafe practices in conducting the business of the banking organization after having been notified by the Superintendent to discontinue such practices, such director, trustee, or officer may be removed from office after notice and opportunity to be heard. The Superintendent also has authority to appoint a conservator or a receiver for a savings or commercial bank under certain circumstances.

The Superintendent of the NYDFS has the authority to appoint a receiver or liquidator of any state-chartered bank or trust company under specified circumstances, including where (i) the bank is conducting its business in an unauthorized or unsafe manner, (ii) the bank has suspended payment of its obligations, or (iii) the bank cannot with safety and expediency continue to do business.

The NYDFS has issued cybersecurity regulations in Part 500 of Title 23 of the New York Codes, Rules and Regulations ("Part 500"), which cover five basic areas:

**Governance:** The regulation requires senior management and boards of directors to adopt a cybersecurity policy for protecting information systems and most sensitive information. Covered companies are also required to designate a Chief Information Security Officer (the "CISO"), who must report to the board annually.

**Testing:** The regulation requires the conduct of cybersecurity tests and analyses, including a "risk assessment" to "evaluate and categorize risks," evaluate the integrity and confidentiality of information systems and non-public information, and develop a process to mitigate any identified risks.

**Ongoing Requirements:** The regulation imposes substantial day-to-day and technical requirements. Among others, we are required to develop and/or maintain access controls for our information systems, ensure the physical security of our computer systems, encrypt or protect personally identifiable information, perform reviews of in-house and externally created applications, train employees, and build an audit trail system.

**Vendors:** The regulation also regulates third-party vendors with access to our information technology or non-public information. We are required to develop and implement written policies and procedures to ensure the security of our information technology systems or non-public information that can be accessed by our vendors, including identifying the risks from third-party access, imposing minimum cybersecurity practices for vendors, and creating a due-diligence process for evaluating those vendors.

**Reports:** The regulation imposes a notification process for any material cybersecurity event. Within 72 hours, a cybersecurity event that has a "reasonable likelihood" of "materially harming" us or that must be reported to another government or self-regulating agency must be reported to the NYDFS. In addition, an annual compliance certification to the NYDFS from either the board or a senior officer is required.

On November 9, 2022, the NYDFS released proposed amendments to Part 500 that covered entities would be required to notify the NYDFS within 72 hours of (i) any cybersecurity event that has a reasonable likelihood of disrupting or degrading any part of a company's normal operations, (ii) any unauthorized access to a privileged account or deployment of malware within a material part of the company's information systems, and (iii) any cybersecurity event at a third party service provider that affects a covered entity. In addition, covered entities would be required to notify the NYDFS within 24 hours of an extortion payment made in connection with a cybersecurity event involving the covered entity. Also, within 90 days of a cybersecurity event, covered entities would be required to provide the NYDFS of information requested by the NYDFS regarding the investigation of the cybersecurity event and a continuing obligation to update and supplement the information provided.

The proposed amendments would also create a new category of "Class A" companies that would be subject to certain heightened requirements, including at least annually to conduct an independent external audit of their cybersecurity.

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program, and, at least once every three years, use external experts to conduct a risk assessment. Also, the proposed amendments would require the senior governance bodies (the Board or a Committee thereof), the CISO and highest-ranking executive to take additional actions and reports and create new requirements with respect to cybersecurity policies and procedures, reports to the NYDFS, and specify what could be violations of Part 500 and the consequences for such violations.

**USA Patriot Act and Money Laundering**

The Bank is subject to the Bank Secrecy Act ("BSA"), which incorporates several laws, including the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA PATRIOT Act") and related regulations. The USA PATRIOT Act gives the federal government powers to address money laundering and terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing, and broadened anti-money laundering requirements. By way of amendments to the BSA, Title III of the USA PATRIOT Act implemented measures intended to encourage information sharing among bank regulatory agencies and law enforcement bodies. Further, certain provisions of Title III impose affirmative obligations on a broad range of financial institutions, including banks, thrifts, brokers, dealers, credit unions, money transfer agents and parties registered under the Commodity Exchange Act.

Among other things, Title III of the USA PATRIOT Act and the related regulations require:

- Establishment of anti-money laundering compliance programs that include policies, procedures, and internal controls; the designation of a BSA officer; a training program; and independent testing;
- Filing of certain reports to Financial Crimes Enforcement Network and law enforcement that are designated to assist in the detection and prevention of money laundering and terrorist financing activities;
- Establishment of a program specifying procedures for obtaining and maintaining certain records from customers seeking to open new accounts, including verifying the identity of customers;
- In certain circumstances, compliance with enhanced due diligence policies, procedures and controls designed to detect and report money-laundering, terrorist financing and other suspicious activity;
- Monitoring account activity for suspicious transactions; and
- A heightened level of review for certain high-risk customers or accounts.

The USA PATRIOT Act also includes prohibitions on correspondent accounts for foreign shell banks and requires compliance with record keeping obligations with respect to correspondent accounts of foreign banks.

The bank regulatory agencies have increased the regulatory scrutiny of the BSA and anti-money laundering programs maintained by financial institutions. Significant penalties and fines, as well as other supervisory orders may be imposed on a financial institution for non-compliance with these requirements. In addition, for financial institutions engaging in a merger transaction, federal bank regulatory agencies must consider the effectiveness of the financial institution's efforts to combat money laundering activities. The Bank has adopted policies and procedures to comply with these requirements.

**FDIC Regulations**

**Capital Requirements:** The FDIC has adopted risk-based capital guidelines to which the Bank is subject. The guidelines establish a systematic analytical framework that makes regulatory capital requirements sensitive to differences in risk profiles among banking organizations. The Bank is required to maintain certain levels of regulatory capital in relation to regulatory risk-weighted assets. The ratio of such regulatory capital to regulatory risk-weighted assets is referred to as a "risk-based capital ratio." Risk-based capital ratios are determined by allocating assets and specified off-balance-

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short items to risk-weighted categories ranging from 0% to 1250%, with higher levels of capital being required for the categories perceived as representing greater risk.

These guidelines divide an institution's capital into two tiers. The first tier ("Tier 1") includes common equity, retained earnings, certain non-cumulative perpetual preferred stock (excluding auction rate issues), and minority interests in equity accounts of consolidated subsidiaries, less goodwill and other intangible assets (except mortgage servicing rights and purchased credit card relationships subject to certain limitations). Supplementary ("Tier 2") capital includes, among other items, cumulative perpetual and long-term limited-life preferred stock, mandatorily convertible securities, certain hybrid capital instruments, term subordinated debt, and the AC1, subject to certain limitations, and up to 45% pre-tax net unrealized gains on equity securities with readily determinable fair market values, less required deductions. See "Prompt Corrective Regulatory Action" below.

The regulatory capital regulations of the FDIC and other federal banking agencies provide that the agencies will take into account the exposure of an institution's capital and economic value to changes in interest rate risk in assessing capital adequacy. According to such agencies, applicable considerations include the quality of the institution's interest rate risk management process, overall financial condition, and the level of other risks at the institution for which capital is needed. Institutions with significant interest rate risk may be required to hold additional capital. The agencies have issued a joint policy statement providing guidance on interest rate risk management, including a discussion of the critical factors affecting the agencies' evaluation of interest rate risk in connection with capital adequacy. Institutions that engage in specified amounts of trading activity may be subject to adjustments in the calculation of the risk-based capital requirement to assure sufficient additional capital to support market risk.

**Standards for Safety and Soundness.** Federal law requires each federal banking agency to prescribe, for the depository institutions under its jurisdiction, standards that relate to, among other things, internal controls; information and audit systems; loan documentation; credit underwriting; the monitoring of interest rate risk; asset growth; compensation, fees and benefits; and such other operational and managerial standards as the agency deems appropriate. The federal banking agencies have adopted regulations and Interagency Guidelines Establishing Standards for Safety and Soundness (the "Guidelines") to implement these safety and soundness standards. The Guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the Guidelines, the agency may require the institution to provide it with an acceptable plan to achieve compliance with the standard, as required by the Federal Deposit Insurance Act, as amended, (the "FDIA"). The regulations establish deadlines for the submission and review of such safety and soundness compliance plans.

**Real Estate Lending Standards.** The FDIC and the other federal banking agencies have adopted regulations that prescribe standards for extensions of credit that are (i) secured by real estate, or (ii) made for the purpose of financing construction or improvements on real estate. The FDIC regulations require each institution to establish and maintain written internal real estate lending standards that are consistent with safe and sound banking practices, and appropriate to the size of the institution and the nature and scope of its real estate lending activities. The standards also must be consistent with accompanying FDIC guidelines. The institution's standards establish requirements for loan portfolio diversification, prudent underwriting (including loan-to-value limits) that are clear and measurable, loan administration procedures, documentation, approval and reporting requirements. The real estate lending policies must reflect consideration of the federal bank regulatory Interagency Guidelines for Real Estate Lending Policies. Institutions are also permitted to make a limited amount of loans that do not conform to the proposed loan-to-value limitations so long as such exceptions are reviewed and justified appropriately. The FDIC guidelines also list a number of lending situations in which exceptions to the loan-to-value standard are justified.

The FDIC and the FRB have also jointly issued the "Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices" (the "CRE Guidance"). The CRE Guidance, which addresses land development, construction, and certain multi-family loans, as well as commercial real estate loans, does not establish specific lending limits but rather reinforces and enhances these agencies' existing regulations and guidelines for such lending and portfolio management. Specifically, the CRE Guidance provides that a bank has a concentration in lending if (1) total reported loans for construction, land development, and other land represent 100% or more of total risk-based capital, or (2) total reported loans secured by multi-family properties, non-farm non-residential properties (excluding those that are owner-occupied), and loans for construction, land development, and other land represent 100% or more of total risk-based capital and the bank's commercial real estate loan portfolio has increased 50% or more during the prior 36 months. If a concentration is

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present, management must employ heightened risk management practices that address key elements, including board and management oversight, strategic planning, portfolio management, development of underwriting standards, risk assessment and monitoring through market analysis and stress testing, along with maintenance of increased capital levels as needed to support the level of commercial real estate lending.

**Dividend Limitations.** The FDIC has authority to use its enforcement powers to prohibit a commercial bank from paying dividends if, in its opinion, the payment of dividends would constitute an unsafe or unsound practice. Federal law prohibits the payment of dividends that will result in the institution failing to meet applicable capital requirements on a pro forma basis. The Bank is also subject to dividend declaration restrictions imposed by New York State law as previously discussed under "New York State Law."

**Investment Activities.** Since the enactment of FDICIA, all state-chartered financial institutions, including commercial banks and their subsidiaries, have generally been limited to such activities as principal and equity investments of the type, and to the amount, authorized for national banks. State law, FDICIA, and FDIC regulations permit certain exceptions to these limitations. In addition, the FDIC is authorized to permit institutions to engage in state-authorized activities or investments not permitted for national banks (other than non-subsidiary equity investments) for institutions that meet all applicable capital requirements if it is determined that such activities or investments do not pose a significant risk to the FDIC insurance fund. The Gramm-Leach-Bliley Act of 1999 (the "GLBA") and FDIC regulations impose certain quantitative and qualitative restrictions on such activities and on a bank's dealings with a subsidiary that engages in specified activities.

**Prompt Corrective Regulatory Action.** Federal law requires, among other things, that federal bank regulatory authorities take "prompt corrective action" with respect to institutions that do not meet minimum capital requirements. For such purposes, the law establishes five capital tiers: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized.

Under current FDIC regulations, a bank is deemed to be "well capitalized" if the bank has a total risk-based capital ratio of 10% or greater, has a Tier 1 risk-based capital ratio of 6% or greater, has a common equity tier 1 capital ratio of 6.5% or greater, has a leverage ratio of 9% or greater, and is not subject to any order or final capital directive by the FDIC to meet and maintain a specific capital level for any capital measure. A bank may be deemed to be in a capitalization category that is lower than is indicated by its actual capital position if it received an unsatisfactory safety and soundness examination rating. As of December 31, 2022, the Bank was a "well-capitalized" bank, as applicablely defined. The Dodd-Frank Act made permanent the standard maximum amount of FDIC deposit insurance at \$250,000 per depositor. In addition, the deposits of the Bank are insured up to applicable limits by the DIF. In this regard, insured depository institutions are required to pay quarterly deposit insurance assessments to the DIF. Under the FDIC's risk-based assessment system, insured institutions are assigned to one of four risk categories based upon supervisory evaluations, regulatory capital level, and certain other factors, with less risky institutions paying lower assessments based on the assigned risk levels. An institution's assessment rate depends upon the category to which it is assigned and certain other factors. Assessment rates range from 1.3 to 40 basis points of the institution's assessment base, which is calculated as average total assets minus average tangible equity.

**Enforcement.** Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order, or condition imposed by the FDIC. The FDIC has extensive enforcement authority to correct unsafe or unsound practices and violations of law or regulation. Such authority includes the issuance of cease-and-desist orders, assessment of civil money penalties and removal of officers and directors. The FDIC may also appoint a conservator or receiver for a non-member bank under specified circumstances, such as where (i) the bank's assets are less than its obligations to creditors, (ii) the bank is likely to be unable to pay its obligations or meet depositor demands in the normal course of business, or (iii) a substantial disposition of bank assets or earnings has occurred due to a violation of law or regulation or unsafe or unsound practices. Management does not know of any practice, condition, or violation that would lead to termination of the deposit insurance for the Bank.

**Brokered Deposits**

FDIC and other regulations generally limit the ability of an insured depository institution to accept, renew or roll over any brokered deposit unless the institution's capital category is "well capitalized" or, with the FDIC's approval,

"adequately capitalized." Pursuant to the regulations the Bank, as a well-capitalized institution, may accept brokered deposits.

**Incentive Compensation Guidance**

Federal banking agencies and the NYDFS have issued comprehensive guidance intended to ensure that the incentive compensation policies of banking organizations, including bank holding companies, do not undermine the safety and soundness of those organizations by encouraging excessive risk-taking. The incentive compensation guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. In addition, in October 2022, the SEC finalized a rule that directs stock exchanges to require listed companies to implement claw-back policies to recover incentive-based compensation from current or former executive officers in the event of certain financial restatements and requires companies to disclose their claw-back policies and their actions under those policies.

**Transactions with Affiliates**

Sections 23A and 23B of the Federal Reserve Act and FRB's Regulation W generally:

- Limit the extent to which a bank or its subsidiaries may engage in "covered transactions" with any affiliate;
- Limit the extent to which a bank or its subsidiaries may engage in "covered transactions" with all affiliates; and
- require that all such transactions be on terms substantially the same, or at least favorable to, the bank or subsidiary, as those provided to a non-affiliate.

An affiliate of a bank is any company or entity which controls, is controlled by, or is under common control with the bank. The term "covered transaction" includes the making of loans to the affiliate, the purchase of assets from the affiliate, the issuance of a guarantee on behalf of the affiliate, the purchase of securities issued by the affiliate, and other similar types of transactions.

A bank's authority to extend credit to executive officers, directors and greater than 10 percent shareholders, as well as entities controlled by such persons, is subject to Sections 23(g) and 23(h) of the Federal Reserve Act and Regulation O promulgated thereunder by the FRB. Among other things, these loans must be made on terms (including interest rates charged and collateral required) substantially the same as those offered to unaffiliated individuals or be made as part of a benefit or compensation program and on terms widely available to employees and must not involve a greater than normal risk of repayment. In addition, the amount of loans a bank may make to these persons is based, in part, on the bank's capital position, and specified approval procedures must be followed in making loans which exceed specified amounts.

**Community Reinvestment Act**

**Federal Regulation.** Under the Community Reinvestment Act ("CRA"), as implemented by FDIC regulations, an institution has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions, nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the FDIC, in connection with its examinations, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institution. The CRA requires public disclosure of an institution's CRA rating and further requires the FDIC to provide a written evaluation of an institution's CRA performance utilizing a four-tiered descriptive rating system. The Bank received a CRA rating of "Outstanding" in its most recent completed CRA examination, the report for which was prepared as of July 9, 2021 and approved by the FDIC on April 7, 2022. In June 2022, the Federal Reserve and the FDIC issued a proposal to amend their regulations implementing the CRA. The proposed rules would materially revise the current CRA framework, including new assessment area requirements, new methods of calculating credit for lending, investment, and service activities, and



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additional data collection and reporting requirements, including an increase in the thresholds for receiving “Outstanding” ratings in the future.

*New York State Regulation.* The Bank is also subject to provisions of the New York State Banking Law that impose continuing and affirmative obligations upon a banking institution organized in New York State to serve the credit needs of its local community (the “NYCRA”). Such obligations are substantially similar to those imposed by the CRA. The NYCRA requires the NYDFS to make a periodic written assessment of an institution’s compliance with the NYCRA, utilizing a four-tiered rating system, and to make such assessment available to the public. The NYCRA also requires the Superintendent to consider the NYCRA rating when reviewing an application to engage in certain transactions, including mergers, asset purchases, and the establishment of branch offices or ATMs, and provides that such assessment may serve as a basis for the denial of any such application.

**Federal Home Loan Bank System**

The Bank is a member of the FHLB-NY, one of 11 regional FHLBs comprising the FHLB system. Each regional FHLB manages its customer relationships, while the 11 FHLBs use its combined size and strength to obtain its necessary funding at the lowest possible cost. As a member of the FHLB-NY, the Bank is required to acquire and hold shares of FHLB-NY capital stock. Pursuant to this requirement, at December 31, 2022, the Bank was required to maintain \$45.8 million of FHLB-NY stock.

**Holding Company Regulations**

The Company is subject to examination, regulation, and periodic reporting under the Bank Holding Company Act of 1956, as amended (the “BHCA”), as administered by the FRB. The Company is required to obtain the prior approval of the FRB to acquire all, or substantially all, of the assets of any bank or bank holding company. Prior FRB approval would be required for the Company to acquire direct or indirect ownership or control of any voting securities of any bank or bank holding company if, after giving effect to such acquisition, it would, directly or indirectly, own or control more than 10% of any class of voting shares of such bank or bank holding company. In addition, before any bank acquisition can be completed, prior approval thereof may also be required to be obtained from other agencies having supervisory jurisdiction over the bank to be acquired, including the NYDFS.

FRB regulations generally prohibit a bank holding company from engaging in, or acquiring, direct or indirect control of more than 5% of the voting securities of any company engaged in non-banking activities. One of the principal exceptions to this prohibition is for activities found by the FRB to be so closely related to banking or managing or controlling bank as to be a proper incident thereto. Some of the principal activities that the FRB has determined by regulation to be so closely related to banking are: (i) making or servicing loans; (ii) performing certain data processing services; (iii) providing discount brokerage services; (iv) acting as fiduciary, investment, or financial adviser; (v) leasing personal or real property; (vi) making investments in corporations or projects designed primarily to promote community welfare; and (vii) acquiring a savings and loan association.

The FRB has adopted capital adequacy guidelines for bank holding companies (on a consolidated basis). The Dodd-Frank Act required the FRB to issue consolidated regulatory capital requirements for bank holding companies that are at least as stringent as those applicable to insured depository institutions. Such regulations eliminated the use of certain instruments, such as cumulative preferred stock and trust preferred securities, as Tier 1 holding company capital. At December 31, 2022, the Company’s consolidated capital exceeded these requirements.

Bank holding companies are generally required to give the FRB prior written notice of any purchase or redemption of its outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding twelve months, is equal to 10% or more of the Company’s consolidated net worth. The FRB may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe or unsound practice, or would violate any law, regulation, FRB order or directive, or any condition imposed by, or written agreement with, the FRB. The FRB has adopted an exception to this approval requirement for well-capitalized bank holding companies that meet certain other conditions.

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The FRB has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the FRB's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization's capital needs, asset quality, and overall financial condition. The FRB's policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity, and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. The Dodd-Frank Act codifies the source of financial strength policy and requires regulations to facilitate its application. Under the prompt corrective action laws, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

Under the FDIA, a depository institution may be liable to the FDIC for losses caused to the FDIC if a commonly controlled depository institution were to fail. The Bank is commonly controlled within the meaning of that law.

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

The Company, the Bank, and their respective affiliates will be affected by the monetary and fiscal policies of various agencies of the United States Government, including the Federal Reserve System. In view of changing conditions in the national economy and in the money markets, it is difficult for management to accurately predict future changes in monetary policy or the effect of such changes on the business or financial condition of the Company or the Bank.

**Acquisition of the Holding Company**

Under the Federal Change in Bank Control Act ("CIBCA"), a notice must be submitted to the FRB if any person (including a company), or group acting in concert, seeks to acquire 10% or more of the Company's shares of outstanding common stock, unless the FRB has found that the acquisition will not result in a change in control of the Company. Under the CIBCA, the FRB generally has 60 days within which to act on such notices, taking into consideration certain factors, including the financial and managerial resources of the acquirer, the convenience and needs of the communities served by the Company and the Bank, and the anti-trust effects of the acquisition. Under the BHCA, any company would be required to obtain approval from the FRB before it may obtain "control" of the Company within the meaning of the BHCA. Control generally is defined to mean the ownership or power to vote 25% or more of any class of voting securities of the Company or the ability to control in any manner the election of a majority of the Company's directors. An existing bank holding company would, under the BHCA, be required to obtain the FRB's approval before acquiring more than 5% of the Company's voting stock. In addition to the CIBCA and the BHCA, New York State Banking Law generally requires prior approval of the New York State Banking Board before any action is taken that causes any company to acquire direct or indirect control of a banking institution that is organized in New York.

**Consumer Financial Protection Bureau**

Created under the Dodd-Frank Act, and given extensive implementation and enforcement powers, the CFPB has broad rulemaking authority for a wide range of consumer financial laws that apply to all banks, including, among other things, the authority to prohibit "unfair, deceptive, or abusive" acts and practices. Abusive acts or practices are defined as those that (1) materially interfere with a consumer's ability to understand a term or condition of a consumer financial product or service, or (2) take unreasonable advantage of a consumer's (a) lack of financial savvy, (b) inability to protect himself or herself in the selection or use of consumer financial products or services, or (c) reasonable reliance on a covered entity to act in the consumer's interests. The CFPB has the authority to investigate possible violations of federal consumer financial law, hold hearings and commence civil litigation. The CFPB can issue cease-and-desist orders against banks and other entities that violate consumer financial laws. The CFPB may also institute a civil action against an entity in violation of federal consumer financial law in order to impose a civil penalty or an injunction.

**Mortgage Banking and Related Consumer Protection Regulations**

The retail activities of the Bank, including lending and the acceptance of deposits, are subject to a variety of statutes and regulations designed to protect consumers. Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates. Loan operations are also subject to federal laws applicable to credit transactions, such as:

- The federal Truth-in-Lending Act and Regulation Z issued by the FRB, governing disclosures of credit terms to consumer borrowers;
- The Home Mortgage Disclosure Act and Regulation C issued by the FRB, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- The Equal Credit Opportunity Act and Regulation D issued by the FRB, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- The Fair Credit Reporting Act and Regulation V issued by the FRB, governing the use and provision of information to consumer reporting agencies;
- The Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and
- The guidance of the various federal agencies charged with the responsibility of implementing such federal laws.

Deposit operations also are subject to:

- The Truth in Savings Act and Regulation DD issued by the FRB, which requires disclosure of deposit terms to consumers;
- Regulation CC issued by the FRB, which relates to the availability of deposit funds to consumers;
- The Right to Financial Privacy Act, which imposes a duty to maintain the confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and
- The Electronic Funds Transfer Act and Regulation E issued by the FRB, which governs automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

In addition, the Bank and its subsidiaries may also be subject to certain state laws and regulations designed to protect consumers.

Many of the foregoing laws and regulations are subject to change resulting from the provisions in the Dodd-Frank Act, which in many cases calls for revisions to implementing regulations. In addition, oversight responsibilities of these and other consumer protection laws and regulations will, in large measure, transfer from the Bank's primary regulators to the CFPB. We cannot predict the effect that being regulated by a new, additional regulatory authority focused on consumer financial protection, or any new implementing regulations or revisions to existing regulations that may result from the establishment of this new authority, will have on our businesses.

**Data Privacy**

Federal and state laws contain extensive consumer privacy protection provisions. The GLBA requires financial institutions to periodically disclose their privacy practices and policies relating to sharing such information and enable

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retail customers to opt out of the Bank's ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The GLBA also requires financial institutions to implement a comprehensive information security program that includes administrative, technical, and physical safeguards to ensure the security and confidentiality of customer records and information.

**Cybersecurity**

The Cybersecurity Information Sharing Act (the "CISA") is intended to improve cybersecurity in the U.S. through sharing of information about security threats between the U.S. government and private sector organizations, including financial institutions such as the Bank. The CISA also authorizes companies to monitor their own systems, notwithstanding any other provision of law, and allows companies to carry out defensive measures on their own systems from potential cyber-attacks. In addition, effective April 2022, the Federal Reserve and the FDIC issued a rule that, among other things, requires a banking organization to notify its primary federal regulator within 36 hours after identifying a "computer-security incident" that the banking organization believes in good faith could materially disrupt, degrade or impact its business or operations in a manner that would, among other things, jeopardize the viability of its operations, result in customers being unable to access their deposit and other accounts, result in a material loss of revenue, profits or franchise value, or pose a threat to the financial stability of the United States.

**Federal Restrictions on Acquisition of the Company**

Under the Federal Change in Bank Control Act, a notice must be submitted to the FRB if any person (including a company), or group acting in concert, seeks to acquire 10% or more of the Company's shares of outstanding common stock, unless the FRB has found that the acquisition will not result in a change in control of the Company.

**Federal Securities Laws**

The Company's common stock is registered with the SEC and listed for trading on The Nasdaq Stock Market ("Nasdaq"). Accordingly, the Company is subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934 and the rules of Nasdaq. In August 2021, the SEC approved new Nasdaq listing rules regarding board diversity and disclosure. Beginning with the Company's proxy statement for its annual meeting of shareholders in 2022, the Company will commence disclosing board diversity data annually. In addition, under new Nasdaq listing rules, the Company will be required to have, or explain why it does not have, (i) one diverse director by the later of August 6, 2023, or the date it files its proxy statement for its annual meeting shareholders in 2023, and (ii) two diverse directors by the later of August 6, 2025, or the date it files its proxy statement for its annual meeting of shareholders in 2025. A listed issuer may meet these diversity requirements by having two female directors or one female director and one director who is an underrepresented minority or LGBTQ+. The Company presently meets these requirements.

**Available Information**

We are a reporting company and file annual, quarterly and current reports, proxy statements and other information with the SEC. We make available free of charge on or through our web site at <http://www.flushingbank.com> our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our SEC filings are also available to the public free of charge over the Internet at the SEC's web site at <http://www.sec.gov>.

You may also read and copy any document we file at the SEC's public reference room located at 100 F. Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information about the operation of the public reference room by calling the SEC at 1 800 SEC 0330. You may request copies of these documents by writing to the SEC and paying a fee for the copying cost.

**Item 1A – Risk Factors**

In addition to the other information contained in this Annual Report, the following factors and other considerations should be considered carefully in evaluating us and our business.

**Changes in Interest Rates May Impact Our Financial Condition and Results of Operations**

Our primary source of income is net interest income, which is the difference between the interest income generated by our interest-earning assets (consisting primarily of multi-family residential loans, commercial business loans and commercial real estate mortgage loans) and the interest expense paid on our interest-bearing liabilities (consisting primarily of deposits and borrowings). The level of net interest income is primarily a function of the average balance of our interest-earning assets and our interest-bearing liabilities, along with the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of our interest-earning assets and our interest-bearing liabilities which, in turn, are impacted by such external factors as the local economy, competition for loans and deposits, the monetary policy of the Federal Open Market Committee of the Federal Reserve Board (the “FOMC”) and market interest rates. The FOMC raised the target range for the federal funds rate seven times during 2022 from a range of 0.25% to 0.50% in March to a range of 4.25% to 4.50% in December. The FOMC raised the target range for the federal funds rate an additional 25 basis points in February of 2023 to 4.50% to 4.75%, and it is currently expected that during the remainder of 2023 the FOMC may increase the target range for federal funds rate several more times. There can be no assurances as to any future FOMC decisions on interest rates. A significant portion of our loans have fixed interest rates (or, if adjustable, are initially fixed for periods of five to 10 years) and longer terms than our deposits and borrowings. Our net interest income could be adversely affected if the rates we pay on deposits and borrowings increase more rapidly than the rates we earn on loans. Our interest rate risk is exacerbated in the short term by the fact that approximately 67% of our certificates of deposit accounts and borrowings will expire or mature during the next year.

As a result of our historical focus on the origination of multi-family residential mortgage loans, commercial business loans and commercial real estate mortgage loans, the majority of our loans are adjustable rate, however, many adjust at periods of five to 10 years. In addition, a large percentage of our investment securities and mortgage-backed securities have fixed interest rates and are classified as available for sale. As is the case with many financial institutions, our emphasis on increasing the generation of core deposits, those with no stated maturity date, has resulted in our interest-bearing liabilities having a shorter duration than our interest-earning assets. This imbalance can create significant earnings volatility because interest rates change over time and during the first quarter of 2022 were at historical low levels. As interest rates increase, our cost of funds increases more rapidly than the yields on a substantial portion of our interest-earning assets. In addition, the estimated fair value of our fixed-rate assets, such as our securities portfolios, would decline (and our unrealized gains on such assets would continue to decrease and unrealized losses would continue to increase) if interest rates increase, all as occurred in 2022 and could continue to occur in 2023. However, the derivative portfolio increases in fair value as interest rates increase, partially mitigating the effects of the securities portfolio. In line with the foregoing, we have experienced and may continue to experience an increase in the cost of interest-bearing liabilities primarily due to raising the rates we pay on some of our deposit products to stay competitive within our market and an increase in borrowing costs from increases in the federal funds rate.

Prevailing interest rates also affect the extent to which borrowers repay and refinance loans. In a declining interest rate environment, the number of loan prepayments and loan refinancing may increase, as well as prepayments of mortgage-backed securities. Call provisions associated with our investments in U.S. government agency and corporate securities may also adversely affect yield in a declining interest rate environment. Such prepayments and calls may adversely affect the yield of our loan and securities portfolios as we reinvest the prepaid funds in a lower interest rate environment. However, we typically receive additional loan fees when existing loans are refinanced, which partially offset the reduced yield on our loan portfolio resulting from prepayments. In periods of low interest rates, our level of core deposits also may decline. If deposits with higher-yielding instruments or other investments not offered by us, which in turn may increase our cost of funds and decrease our net interest margin to the extent alternative funding sources are utilized. An increasing interest rate environment would tend to extend the average lives of lower-yielding fixed rate mortgages and mortgage-backed securities, which could adversely affect net interest income. Also, in an increasing interest rate environment, mortgage loans and mortgage-backed securities may prepay at slower rates than experienced in the past, which could result in a reduction of prepayment penalty income. In addition, depositors tend to open longer term, higher costing certificate of deposit accounts which could adversely affect our net interest income if rates were to subsequently decline. Additionally, adjustable-rate mortgage loans and mortgage-backed securities generally contain interest and

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Interest caps that limit the amount the interest rate can increase or decrease at repricing dates. Significant increases in prevailing interest rates may significantly affect demand for loans and the value of the Bank's collateral. See "— Local Economic Conditions.

**Our Lending Activities Involve Risks that May Be Exacerbated Depending on the Mix of Loan Types**

At December 31, 2022, our gross loan portfolio was \$8,925.8 million, of which 77.7% was mortgage loans secured by real estate. The majority of these real estate loans were secured by multi-family residential property (\$2,601.4 million), commercial real estate property (\$1,913.9 million) and one-to-four family mixed-use property (\$334.1 million), which combined represent 73.2% of our loan portfolio. Our loan portfolio is concentrated in the New York City metropolitan area. Multi-family residential, one-to-four family mixed-use property, commercial real estate mortgage loans, commercial business loans and construction loans, are generally viewed as exposing the lender to a greater risk of loss than fully underwritten one-to-four family residential mortgage loans and typically involve higher principal amounts per loan. Multi-family residential, one-to-four family mixed-use property and commercial real estate mortgage loans are typically dependent upon the successful operation of the related property, which is usually owned by a legal entity with the property being the entity's only asset. If the cash flow from the property is reduced, the borrower's ability to repay the loan may be impaired. If the borrower defaults, we only remedy may be to foreclose on the property, for which the market value may be less than the balance due on the related mortgage loan. We attempt to mitigate this risk by generally requiring a loan-to-value ratio of no more than 75% at a time the loan is originated, except for one-to-four family residential mortgage loans, where we require a loan-to-value ratio of no more than 80%. Repayment of construction loans is contingent upon the successful completion and operation of the project. The repayment of commercial business loans (the increased origination of which is part of management's strategy), is contingent on the successful operation of the related business. Changes in local economic conditions and government regulations, which are outside the control of the borrower or lender, also could affect the value of the security for the loan or the future cash flow of the affected properties. We continually review the composition of our mortgage loan portfolio to manage the risk in the portfolio.

**COVID-19 and Other Adverse External Events**

The Coronavirus Disease 2019 ("COVID-19") pandemic adversely affected, and may continue to adversely affect, us, our customers, employees and third-party service providers. During 2022 most employees of the Company worked three days in the office and two days remotely from home, and in the last quarter of 2022 these employees worked four days in the office and one day remotely. The extent to which the COVID-19 pandemic will continue to adversely affect us will depend on future developments that are uncertain and cannot be predicted with certainty and many of which are outside of our control. These future developments may include the continued scope and duration of the COVID-19 pandemic, the emergence of new variants of COVID-19, the possibility of future resurgences of the COVID-19 pandemic, the continued effectiveness of the Company's business continuity plan including work-from-home arrangements and staffing at branches and certain other facilities, the direct and indirect impact of the COVID-19 pandemic on the Company's customers, employees, third-party service providers, as well as on other market participants, actions taken, or that may yet be taken, by governmental authorities and other third parties in response to the COVID-19 pandemic.

The financial markets have rebounded from the significant decline that occurred earlier in the pandemic and global economic conditions improved in 2021. However, the financial markets declined substantially in 2022 as the FOMC raised interest rates substantially to respond to high inflation (see above), many of the circumstances that arose or became more pronounced after the onset of the COVID-19 pandemic persisted. Those circumstances include:

- volatility in financial and capital markets, interest rates and exchange rates;
- heightened cybersecurity, information security, and operational risks as cybercriminals attempt to profit from the disruption resulting from the pandemic given increased online and remote activity, including as a result of work-from-home arrangements, all of which could disrupt our business;
- decreased demand for our products and services.

The continuing impact of the COVID-19 pandemic, military conflicts such as Russia's invasion of Ukraine, terrorism and other detrimental or destabilizing global and national events on general economic and market conditions, consumer and corporate spending and investment and borrowing patterns, there is a risk that adverse conditions could occur. These adverse conditions include, but are not limited to, increased cyber attacks, supply chain disruptions, higher inflation, decreased demand for the our products and services or those of our borrowers, which could increase credit risk.

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challenges related to maintaining sufficient qualified personnel due to labor shortages, talent attrition, willingness to return to work, and disruptions to business operations at the Company and at counterparties, vendors and other service providers. Even after such events fully subside, the U.S. economy may experience a prolonged economic slowdown or recession, and we anticipate that our operations would be materially and adversely affected by a prolonged economic slowdown or recession. To the extent that pandemics, acts of war, or terrorist and other detrimental external events adversely affect our business, financial condition, liquidity, capital, loans, asset quality or results of operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section of this Form 10-K.

**Failure to Effectively Manage Our Liquidity Could Significantly Impact Our Financial Condition and Results of Operations**

Our liquidity is critical to our ability to operate our business. Our primary sources of liquidity are deposits, both retail deposits from our branch network including our Internet Branch and brokered deposits, as well as borrowed funds, primarily wholesale borrowing from the FHLB-NY. Additionally, we have entered into lines of credit with other commercial banks. Funds are also provided by the repayment and sale of securities and loans. Our ability to obtain funds is influenced by many external factors, including but not limited to, local, regional and national economic conditions, the direction of interest rates and competition for deposits in the markets we serve. Additionally, changes in the FHLB-NY underwriting guidelines may limit or restrict our ability to borrow effectively. A decline in available funding caused by any of the above factors could adversely impact our ability to originate loans, invest in securities, meet our expenses, or fulfill our obligations such as repaying our borrowings or meeting deposit withdrawal demands.

**Our Ability to Obtain Brokered Deposits as an Additional Funding Source Could be Limited**

We utilize brokered deposits as an additional funding source and to assist in the management of our interest rate risk. The Bank had \$456.3 million or 13.2% of total deposits and \$626.3 million, or 9.8% of total deposits, in brokered deposit accounts at December 31, 2022 and 2021, respectively. We have obtained brokered certificates of deposit when the interest rate on these deposits is below the prevailing interest rate for non-brokered certificates of deposit with similar maturities in our market, or when obtaining them allowed us to extend the maturities of our deposits at favorable rates compared to borrowing funds with similar maturities, when we are seeking to extend the maturities of our funding to assist in the management of our interest rate risk. Brokered certificates of deposit provide a large deposit for us at a lower operating cost as compared to non-brokered certificates of deposit since we only have one account to maintain versus several accounts with multiple maturity checks. Unlike non-brokered certificates of deposit where the deposit amount can be withdrawn with a penalty for any reason, including increasing interest rates, a brokered certificate of deposit can only be withdrawn in the event of the death or court declared mental incompetence of the depositor. This allows us to better manage the maturity of our deposits and our interest rate risk. We also at times utilize brokers to obtain money market account deposits. The rate we pay on brokered money market accounts is similar to the rate we pay on non-brokered money market accounts, and the rate is agreed to in a contract between the Bank and the broker. These accounts are similar to brokered certificates of deposit accounts in that we only maintain one account for the total deposit per broker, with the broker maintaining the detailed records of each depositor. Additionally, we place a portion of our government deposits in the Bank's Network money market or demand product, allowing us to invest our funds in higher yielding assets without providing collateral. As of December 31, 2022, total deposit balances include brokered deposits of money market deposits of \$329.0 million, certificates of deposits of \$446.8 million, and NOW deposits of \$80.4 million. For December 31, 2021, total deposit balances include brokered deposits of money market deposits of \$251.1 million, certificates of deposits of \$196.2 million, and NOW deposits of \$175.9 million.

The FDIC has promulgated regulations implementing limitations on brokered deposits. Under the regulations, well-capitalized institutions are not subject to brokered deposit limitations, while adequately capitalized institutions are able to accept, receive or roll over brokered deposits only with a waiver from the FDIC, and subject to restrictions on the interest rate that can be paid on such deposits. Undercapitalized institutions are not permitted to accept brokered deposits. Pursuant to the regulation, the Bank, as a well-capitalized institution, may accept brokered deposits. Should our capital ratios decline, this could limit our ability to replace brokered deposits when they mature. At December 31, 2022, the Bank met or exceeded all applicable requirements to be deemed "well-capitalized" for purposes of these regulations. However, there can be no assurance that the Bank will continue to meet those requirements. Limitations on the Bank's ability to accept brokered deposits for any reason (including regulatory limitations on the amount of brokered deposits in total or as a percentage of total assets) in the future could materially adversely impact our funding costs and liquidity.

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The maturity of brokered certificates of deposit could result in a significant funding source maturing at one time. Should this occur, it might be difficult to replace the maturing certificates with new brokered certificates of deposit. We have used brokers to obtain these deposits which results in depositors with whom we have no other relationships since these depositors are outside of our market, and there may not be a sufficient source of new brokered certificates of deposit at the time of maturity. In addition, upon maturity, brokers could require us to offer some of the highest interest rates in the country to retain these deposits, which would negatively impact our earnings.

**The Markets in Which We Operate Are Highly Competitive**

We face intense and increasing competition both in making loans and in attracting deposits. Our market area has a high density of financial institutions, many of which have greater financial resources, name recognition and market presence than us, and all of which are not competitors to varying degrees. Particularly intense competition exists for deposits and in all of the lending activities we emphasize. Our competition for loans comes principally from other commercial banks, savings banks, savings and loan associations, mortgage banking companies, insurance companies, finance companies and credit unions. Management anticipates that competition for mortgage loans will continue to increase in the future. Our most direct competition for deposits historically has come from savings banks, other commercial banks, savings and loan associations and credit unions. In addition, we face competition for deposits from products offered by brokerage firms, insurance companies and other financial intermediaries, such as money market and other mutual funds and annuities. Consolidation in the banking industry and the lifting of interstate banking and branching restrictions have made it more difficult for smaller, community-oriented banks, such as us, to compete effectively with large, national, regional and super-regional banking institutions. Our Internet Branch provides us with access to consumers in markets outside our geographic branch locations. The internet banking arena exposes us to competition with many larger financial institutions that have greater financial resources, name recognition and market presence than we do.

**Our Results of Operations May Be Adversely Affected by Changes in National, Regional and/or Local Economic Conditions**

Our operating results are affected by national, regional and local economic and competitive conditions, including changes in market interest rates, the strength of the local economy, government policies and actions of regulatory authorities. Adverse economic conditions can result in borrowers defaulting on their loans or withdrawing their funds on deposit at the bank to meet their financial obligations. A decline in the local, regional or national economy or the New York City metropolitan area real estate market could adversely affect our financial condition and results of operations, including through decreased demand for loans or increased competition for good loans, increased non-performing loans and credit losses resulting in additional provisions for credit losses and for losses on real estate owned. Many factors could require additions to our allowance for credit losses in future periods above those currently maintained. These factors include, but are not limited to: (1) adverse changes in economic conditions and changes in interest rates that may affect the ability of borrowers to make payments on loans, (2) changes in the financial capacity of individual borrowers, (3) changes in the local real estate market and the value of our loan collateral, and (4) future review and evaluation of our loan portfolio, internally or by regulators. The amount of our allowance for credit losses at any time represents good faith estimates that are susceptible to significant changes due to changes in appraisal values of collateral, national and local economic conditions, prevailing interest rates and other factors. See "Business — General — Allowance for Credit Losses" in Item 1 of this Annual Report.

These same factors could cause delinquencies to increase for the mortgages which are the collateral for the mortgage-backed securities we hold in our investment portfolio. Combining increased delinquencies with liquidity problems in the market could result in a decline in the market value of our investments in privately issued mortgage-backed securities. There can be no assurance that a decline in the market value of these investments will not result in other-than-temporary impairment charges in our financial statements.

**Changes in Laws and Regulations Could Adversely Affect Our Business**

From time to time, legislation, is enacted or regulations are promulgated that have the effect of increasing the cost of doing business, limiting or expanding permissible activities or affecting the competitive balance between banks and other financial institutions. Proposals to change the laws and regulations governing the operations and taxation of banks and other financial institutions are frequently made in Congress, in the New York legislative and before various bank regulatory agencies. There can be no assurance as to the impact that any laws, regulations or governmental programs



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that may be introduced or implemented in the future will have on the financial markets and the economy, any of which could adversely affect our business. For a discussion of regulations affecting us, see “Business — Regulation” and “Business — Federal, State and Local Taxation” in Item 1 of this Annual Report.

**Current Conditions in, and Regulation of, the Banking Industry May Have a Material Adverse Effect on Our Results of Operations**

Financial institutions have been the subject of significant legislative and regulatory changes, including the adoption of The Dodd Frank Act, which imposes a wide variety of regulations affecting us, and may be the subject of further significant legislation or regulation in the future, none of which is within our control. Significant new laws or regulations or changes in, or repeals of, existing laws or regulations, including those with respect to federal and state taxation, may cause our results of operations to differ materially. In addition, the cost and burden of compliance, over time, have significantly increased and could adversely affect our ability to operate profitably.

The Bank faces several minimum capital requirements imposed by federal regulation. Failure to adhere to these minimums could limit the dividends the Bank may pay, including the payment of dividends to the Company, and could limit the annual growth of the Bank. Under the Dodd Frank Act, banks with assets greater than \$500.0 billion in total assets are required to complete stress tests, which predict capital levels under certain stress levels. See “Regulation.” At the New York State level, the Bank is subject to extensive supervision, regulation and examination by the New York State Department of Financial Services (“NYDFS”) and the FDIC. The Company is subject to similar regulations and oversight by the Federal Reserve Bank. Such regulations limit the manner in which the Company and Bank conduct business, undertake new investments and activities and obtain financing. The regulatory structure also provides the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to capital levels, the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Failure to comply with applicable laws and regulations could subject the Company and Bank to regulatory enforcement action that could result in the assessment of significant civil money penalties against the Company and/or the Bank.

The FDIC regulations are designed primarily for the protection of the deposit insurance fund and the Bank’s depositors, and not to benefit the Company, the Bank, or its creditors.

The fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on the Company’s results of operations. The Federal Reserve regulates the supply of money and credit in the United States. Changes in Federal Reserve or governmental policies are beyond the Company’s control and difficult to predict, consequently, the impact of these changes on the Company’s activities and results of operations is also difficult to predict. See “Changes in Interest Rates may Impact our Financial Condition and Results of Operations” Risk Factor in this Form 10-K.

**A Failure in or Breach of Our Operational or Security Systems or Infrastructure, or Those of Our Third Party Vendors and Other Service Providers, Including as a Result of Cyber-attacks, Could Disrupt Our Business, Result in the Disclosure or Misuse of Confidential or Proprietary Information, Damage Our Reputation, Increase Our Costs and Cause Losses**

We depend upon our ability to process, record, and monitor our client transactions on a continuous basis. As client, public and regulatory expectations regarding operational and information security have increased, our operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Our business, financial, accounting and data processing systems, or other operating systems and facilities, may stop operating properly or become disabled or damaged as a result of a number of factors, including events that are wholly or partially beyond our control. For example, there could be electrical or telecommunications outages; natural disasters such as earthquakes, tsunamis, hurricanes and floods; disease pandemics; events arising from local or larger scale political or social matters, including terrorist acts; and, as described below, cyber-attacks. Although we have business continuity plans and other safeguards in place, our business operations may be adversely affected by significant and widespread disruption to our physical infrastructure or operating systems that support our business and clients.

Information security risks for financial institutions such as ours have generally increased in recent years in part because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct

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financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. Threat actor organizations are becoming more formal and now frequently include specialized “departments” within an organization. These include access specialists, lateral movement specialists, and initial access brokers. These functions combine together to sell the access to interested parties, and the parties purchasing the access are installing malware and installing data. This increases cyber risk as indicators of an attack may be spread across multiple detection platforms and coming from distributed sources. As noted above, our operations rely on the secure processing, transmission, and storage of confidential information in our computer systems and networks. Our business relies on our digital technologies, computer and email systems, software and networks to conduct its operations. In addition, to access our products and services, our clients may use personal smartphones, tablet PCs, personal computers and other mobile devices that are beyond our control systems. Although we have information security procedures and controls in place, our technologies, systems, networks and our clients’ devices may become the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of our or our clients’ confidential, proprietary and other information, or otherwise disrupt our or our clients’ or other third parties’ business operations. We may be subject to increasingly more risk related to cyber security for our Internet Branch as we expand our suite of online direct banking products, acquire new or outsource some of our business operations, expand our internal usage of web-based products and applications, and otherwise attempt to keep pace with rapid technological changes in the financial services industry.

We rely on external infrastructure, proprietary information technology and third-party systems and services to conduct business, including customer service, marketing and sales activities, customer relationship management, producing financial statements and technology/data centers. In addition, we store and process confidential and proprietary business information on both company-owned and third-party and/or vendor managed systems, including cloud service providers. We increasingly rely on the internet to conduct business and may be adversely impacted by outages in critical infrastructure such as electric grids, undersea cables, satellites or other communications used by us or our third parties. This reliance includes consumer access to the internet and communications systems due to more work taking place outside of corporate locations. The failure of our or any third party’s information technology, infrastructure or other internal and external systems, for any reason, could disrupt our operations, result in the loss of business and adversely impact our profitability. Any compromise of the security of us or any third party’s systems that results in the disclosure of personally identifiable customer or employee information could damage our reputation, deter customers from purchasing or using our products and services, expose us to litigation, increase regulatory scrutiny and require us to incur significant technical, legal and other expenses. We may also be adversely impacted by successful cyberattacks of our partners, third-party vendors and others in our supply chain with whom we conduct business or share information.

Financial services companies are regularly targeted by cyber criminals, resulting in unauthorized access to confidential information, theft of funds from online accounts, disruption or degradation of service or other damage. These attacks may take a variety of forms, including web application attacks, denial of service attacks, ransomware, other malware, and social engineering, including phishing. As automation and machine intelligence technologies progress, attackers are adapting this technology to spread up their reconnaissance and attacks while reducing their costs. This improved efficiency and tooling means that a less-skilled adversary is able to perform more attacks at a higher complexity level than in the past. Economic and political instability offers a fertile ground for adversaries to recruit new talent. This could be either people looking for financial gains and job losses and high inflation, politically motivated actors driven by state conflicts or internal political unrest, or other personal reasons. In addition, the reengineering and reuse of prior attack methodologies is made easier by advances in these technologies.

Information security incidents may also occur due to the failure to control access to, and use of, sensitive systems or information by our workforce. Employee risk exposure remains high as cybersecurity awareness training must be continuously refined and updated as technology advances and threat actors become increasingly more sophisticated. Additionally, there is a potential increase in this threat due to the increase in remote work. The failure of our controls (such as policies, procedures, security controls and monitoring, information and backup plans) designed to prevent, or limit the effect of, failure, inadvertent use or abuse could result in disruption or breaches beyond our control. Although to date we have not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that we will not suffer such losses in the future. Our risk and exposure to these matters remains heightened because of the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of our controls, processes and practices designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a focus for us. As technology evolves, we can increase our ability to detect and prevent cyber-attacks through automation and the implementation of security controls which leverage machine

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learning and artificial intelligence. As threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate information security vulnerabilities. Additionally, information security vulnerabilities can pose increased cyber-risk as they can be combined and chained together more easily with machine learning technology.

Disruptions or failures in the physical infrastructure or operating systems that support our business and clients, or cyberattacks or security breaches of the networks, systems or devices that our clients use to access our products and services could result in significant legal and financial exposure, direct litigation, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs and/or additional compliance costs, a loss of confidence in the security of our systems, any of which may not be covered by insurance and could materially and adversely affect our financial condition or results of operations.

In addition, in 2017, the NYDFS established comprehensive cybersecurity requirements for financial services companies, including us, and the NYDFS has proposed additional changes to such regulations. See Regulation – New York State Law.

**Changes in Cybersecurity or Privacy Regulations may Increase our Compliance Costs, Limit Our Ability to Gain Insight from Data and Lead to Increased Scrutiny**

We collect, process, store, share, disclose and use information from and about our customers, plan participants and website and application users, including personal information and other data. Any actual or perceived failure by us to comply with our privacy policies, privacy-related obligations to customers or third parties, data disclosure and consent obligations or privacy or security-related legal obligations may result in governmental enforcement actions, litigation or public statements critical of us. Such actual or perceived failures could also cause our customers to lose trust in us, which could have an adverse effect on our business.

Restrictions on data collection and use may limit opportunities to gain business insights useful to running our business and offering innovative products and services.

We are subject to numerous federal, state, and international regulations regarding the privacy and security of personal information. These laws vary widely by jurisdiction. Privacy regulations with a significant impact on our operations include the NYDFS 23 NYCRR Part 500 Cybersecurity Requirements for Financial Services Companies, Gramm-Leach-Bliley Title V Subtitle A: Safeguards Rule, and FDIC Part 364 Appendix B: Interagency Guidelines Establishing Information Security Standards. Similar legislation is being enacted around the world with requirements and provisions specific to data security requirements, notification requirements for data breaches, the right to access personal data and the right to be forgotten. In one such recent development applicable to us, effective April 2022, the Federal Reserve and the FDIC issued a rule that, among other things, requires a banking organization to notify its primary federal regulator within 36 hours after identifying a “computer-security incident” that the banking organization believes in good faith could materially disrupt, degrade or impair its business or operations in a manner that would, among other things, jeopardize the viability of its operations, result in customers being unable to access their deposit and other accounts, result in a material loss of revenue, profit or franchise value, or pose a threat to the financial stability of the United States. Further, in November 2022, the NYDFS released proposed amendments to Part 500 that covered entities would be required to notify the NYDFS within 72 hours of (i) any cybersecurity event that has a reasonable likelihood of disrupting or degrading any part of a company’s normal operations, (ii) any unauthorized access to a privileged account or deployment of malware within a material part of the company’s information systems, and (iii) any cybersecurity event at a third party service provider that affects a covered entity. In addition covered entities would be required to notify the NYDFS within 24 hours of an extortion payment made in connection with a cybersecurity event involving the covered entity. Also, within 90 days of a cybersecurity event, covered entities would be required to provide information requested by the NYDFS regarding the investigation of the cybersecurity event and would have a continuing obligation to update and supplement the information provided. These and other changes in cybersecurity and privacy regulations or the enactment of new regulations may increase our compliance costs and failure to comply with these regulations may lead to reputational damage, fines or civil damages and increased regulatory scrutiny.

**We May Experience Increased Delays in Foreclosure Proceedings**

Foreclosure proceedings face increasing delays. While we cannot predict the ultimate impact of any delay in foreclosure sales, we may be subject to additional borrower and non-borrower litigation and governmental and regulatory

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scrutiny related to our past and current foreclosure activities. Delays in foreclosure sales, including any delays beyond these currently anticipated could increase the costs associated with our mortgage operations and make it more difficult for us to prevent losses in our loan portfolio.

**Our Inability to Hire or Retain Key Personnel Could Adversely Affect Our Business**

Our success depends, in large part, on our ability to retain and attract key personnel. We face intense competition from commercial banks, savings banks, savings and loan associations, mortgage banking companies, insurance companies, finance companies and credit unions. As a result, it could prove difficult to retain and attract key personnel. The inability to hire or retain key personnel may result in the loss of customer relationships and may adversely affect our financial condition or results of operations.

**We Are Not Required to Pay Dividends on Our Common Stock**

Holders of shares of our common stock are only entitled to receive such dividends as our Board of Directors may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and may reduce or eliminate our common stock dividend in the future. A reduction or elimination of our common stock dividend could adversely affect the market price of our common stock.

**There is Uncertainty Surrounding the Elimination of LIBOR and the Proposed Transition to SOFR or Other Adjustable or Reference Rate Formulas**

In 2017, the United Kingdom's Financial Conduct Authority announced that after 2021 it would no longer compel banks to submit the rates required to calculate the London Interbank Offered Rate ("LIBOR"). Consequently, LIBOR and other inter-bank offered rates around the world are undergoing a transition to other reference rates. In March 2021, the Financial Conduct Authority announced that LIBOR would no longer be published on a representative basis after December 31, 2021, with the exception of the most commonly used tenors of U.S. dollar LIBOR, which will no longer be published on a representative basis after June 30, 2023.

There is still uncertainty around how quickly different alternative rates will develop sufficient liquidity and industry-wide usage, or what the effect of any such changes in views or alternatives may be on the markets for LIBOR-indexed financial instruments. The U.S. Federal Reserve, based on the recommendations of the New York Federal Reserve's Alternative Reference Rate Committee (composed of major derivative market participants and their regulators), began publishing in April 2021 a Secured Overnight Financing Rate ("SOFR"), which is intended to replace U.S. dollar LIBOR. SOFR is a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities. Proposals for alternative reference rates have also been announced or have already begun publication. Markets are developing in response to these new rates. We have undertaken an enterprise-wide effort to address the transition to minimize the potential for adverse impact.

On March 15, 2022, the Consolidated Appropriations Act of 2022, which includes the Adjustable Interest Rate (LIBOR) Act, or LIBOR Act, was signed into law in the U.S. This legislation establishes a uniform benchmark replacement process for financial contracts maturing after June 30, 2023 that do not contain clearly defined or practicable fallback provisions. Under the LIBOR Act, such contracts will automatically transition as a matter of law to a SOFR-based replacement rate identified by the Federal Reserve Board. The legislation also creates a safe harbor that shields lenders from litigation if they choose to utilize a replacement rate recommended by the Federal Reserve.

The effect of any changes to LIBOR or discontinuation of LIBOR on new or existing financial instruments, liabilities or operational processes will vary depending on a number of factors. Examples of potential factors include, but are not limited to: fallback provisions in contracts; adoption of replacement language in contracts where such language is currently absent; legislative remedies that address fallback provisions; potential changes to spreads; causing valuation changes; treatment of hedge effectiveness and impacts on models and systems. We are identifying, assessing and monitoring market and regulatory developments, assessing agreement terms and continue to execute our operational readiness.

We have loans, borrowings and other financial instruments with attributes that are either directly or indirectly dependent on LIBOR. The transition from LIBOR could create additional costs and risks. Since proposed alternative rates

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are calculated differently, payments under contracts referencing new rates may differ from those referencing LIBOR. The transition will change our market risk profile, requiring changes to risk and pricing models, systems, contracts, valuation tools, and product design. Furthermore, failure to adequately manage this transition process with our customers could adversely impact our reputation and potentially introduce additional legal risks. As of December 31, 2022, we have exposure to approximately \$1.8 billion of financial assets and liabilities, including off-balance sheet instruments, which are LIBOR-based. We do not yet know whether, and if so the extent to which, the elimination of LIBOR will have any material impact on these instruments. The transition to other reference rates may affect the value of certain derivatives, loans and floating rate securities we hold, floating rate financial instruments we have issued and the profitability of certain lending activity. Additionally, pricing activities, models and the profitability of certain businesses may also be impacted.

**Our Financial Results May be Adversely Impacted by Global Climate Changes.**

Atmospheric concentrations of carbon dioxide and other greenhouse gases have increased dramatically since the industrial revolution, resulting in a gradual increase in average global temperatures and an increase in the frequency and severity of weather patterns and natural disasters. These trends are expected to continue in the future and have the potential to impact nearly all sectors of the economy to varying degrees. We cannot predict the long-term impacts of climate change, but we will continue to monitor new developments in the future.

Potential impacts may include the following:

- Changes in temperatures and air quality may adversely impact the health, welfare, economic and other prospects of customers in our target markets. For example, increases in the level of pollution and airborne allergens in local industrial areas may cause an increase in upper respiratory and cardiovascular diseases. Such impacts may adversely change the long-term prospects for the communities we serve and the investing and banking services these communities seek.
- Climate change may impact asset prices, as well as general economic conditions. For example, rising sea levels may lead to decreases in real estate values in at-risk areas. Additionally, government policies to slow climate change (e.g., setting limits on carbon emissions) may have an adverse impact on sectors such as utilities, transportation and manufacturing. Changes in asset prices may impact the value of our fixed income, real estate and commercial mortgage investments. Although we seek to manage our investment risks by maintaining a diversified portfolio and monitor our investments on an ongoing basis, allowing us to adjust our exposure to sectors and/or geographical areas that face severe risks due to climate change, there can be no assurances that our efforts will be successful.

**Our Financial Results May be Adversely Impacted by ESG Requirements**

Our financial and operational results could be impacted by emerging risk and changes to the regulatory landscape in areas like environmental, social and governance ("ESG") requirements. We closely monitor and respond to topics related to ESG that include longer lifespans, income and wealth inequalities, environmental challenges and opportunities to expand global access to the financial system across all segments of the population. Updated and changing regulatory and social environment requirements could impact financial and operational results.

We currently obtain environmental reports in connection with the underwriting of commercial real estate loans, and typically obtain environmental reports in connection with the underwriting of multi-family loans. For all other loans, we obtain environmental reports only if the nature of the current or, to the extent known to us, prior use of the property securing the loan indicates a potential environmental risk. However, we may not be aware of such uses or risks in any particular case, and, accordingly, there can be no assurance that real estate acquired by us in foreclosure is free from environmental contamination nor we will not have any liability with respect thereto.

Changes and uncertainty in United States legislation, policy or regulation regarding climate risk management or other ESG practices may result in higher regulatory and compliance costs, increased capital expenditures, and changes to regulations may impact security asset prices, resulting in realized or unrealized losses on our investments. Physical risks and transitional risks could increase the Company's cost of doing business and actual or perceived failure to adequately address ESG expectations of our various stakeholders could lead to a tarnished reputation and loss of customers and clients.

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**Item 1B – Unresolved Staff Comments.**

None.

**Item 2 – Properties.**

At December 31, 2022, the Bank conducted its business through 25 full-service offices and its Internet Branch. The Holding Company neither owns nor leases any property but instead uses the premises and equipment of the Bank.

**Item 3 – Legal Proceedings.**

We are involved in various legal actions arising in the ordinary course of our business which, in the aggregate, involve amounts which are believed by management to be immaterial to our financial condition, results of operations and cash flows.

**Item 4 – Mine Safety Disclosures.**

Not applicable.

**PART II**

**Item 5 – Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

The Holding Company’s Common Stock is traded on the NASDAQ Global Select Market® under the symbol “FFIC.” As of December 31, 2022, we had approximately 846 shareholders of record, not including the number of persons or entities holding stock in nominee or street name through various brokers and banks.

The following table sets forth information regarding the shares of common stock repurchased by us during the quarter ended December 31, 2022.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
October 1 to October 31, 2022	45,800	\$ 19.96	45,800	923,524
November 1 to November 30, 2022	165,082	20.38	165,082	759,462
December 1 to December 31, 2022	165,000	20.00	165,000	594,462
Total	375,882	\$ 20.14	375,882	

On July 27, 2021, the Company announced the authorization by the Board of Directors of a common stock repurchase program, which authorizes the purchase of up to 1,000,000 shares of its common stock. This program was completed in 2022 and on May 17, 2022, an additional 1,000,000 share authorization was announced. During the years ended December 31, 2022 and 2021, the Company repurchased 1,235,725 shares and 458,619 shares, respectively, of the Company’s common stock at an average cost of \$21.71 per share and \$22.88 per share, respectively. At December 31, 2022, 594,462 shares remain to be repurchased under the current stock repurchase program. Stock will be purchased under the current stock repurchase program from time to time, in the open market or through private transactions subject to market conditions and at the discretion of the management of the Company. There is no expiration or maximum dollar amount under this authorization.

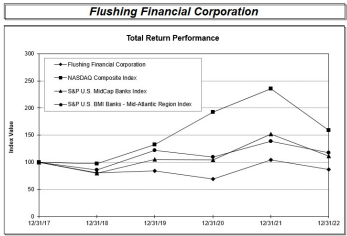
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The following table sets forth securities authorized for issuance under all equity compensation plans of the Company at December 31, 2022.

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (including securities reflected in column (a))
Equity compensation plans approved by security holders	—	\$ —	968,657
Equity compensation plans not approved by security holders	—	—	—
	—	\$ —	968,657

Stock Performance Graph

The following graph shows a comparison of cumulative total stockholder return on the Company's common stock since December 31, 2017 with the cumulative total returns of a broad equity market index as well as comparative published industry indices. The broad equity market index chosen was the Nasdaq Composite and the comparative published industry indices used were the S&P U.S. MidCap Banks Index and the S&P U.S. BMI Banks - Mid-Atlantic Region Index. The S&P U.S. BMI Banks - Mid-Atlantic Region Index was chosen for inclusion in the Company's Stock Performance Graph because the Company believes it provides valuable comparative information reflecting the Company's geographic peer group. The S&P U.S. MidCap Banks Index was chosen for inclusion in the Company's Stock Performance Graph because it uses a broader group of banks and therefore more closely reflects the Company's size. The Company believes that both geographic area and size are important factors in analyzing the Company's performance against its peers. The graph below reflects historical performance only, which is not indicative of possible future performance of the common stock.



The total return assumes \$100 invested on December 31, 2017 and all dividends reinvested through the end of the Company's fiscal year ended December 31, 2022. The performance graph above is based upon closing prices on the trading date specified.

Index	Period Ending					
	12/31/17	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22
Flushing Financial Corporation	100.00	85.78	112.51	192.47	231.01	138.45
NASDAQ Composite Index	100.00	97.16	132.51	102.47	151.64	111.50
S&P U.S. MidCap Banks Index	100.00	79.88	105.36	104.19	131.44	117.14
S&P U.S. BMI Banks - Mid-Atlantic Region Index	100.00	85.44	121.49	109.82	138.70	117.14



**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*As used in this discussion and analysis, the words "we," "us," "our" and the "Company" are used to refer to Flushing Financial Corporation (the "Holding Company") and its direct and indirect wholly owned subsidiaries, Flushing Bank (the "Bank"), Flushing Service Corporation, FSB Properties Inc., and Flushing Preferred Funding Corporation, which was dissolved as of June 30, 2021. Discussion and analysis of our 2021 fiscal year specifically, as well as the year-over-year comparison of our 2021 financial performance to 2020, are located under Part II, Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 7, 2022, which is available on our investor relations website at [FlushingBank.com](#) and the SEC's website at [sec.gov](#).*

**General**

We are a Delaware corporation organized in 1998. The Bank was organized in 1929 as a New York State-chartered mutual savings bank. Today the Bank operates as a full-service New York State commercial bank. The primary business of the Holding Company has been the operation of the Bank. The Bank owned two subsidiaries during 2022: Flushing Service Corporation, and FSB Properties Inc. The Bank also operates an internet branch, which operates under the brands of [GoBanking@](#) and [BankPartly@](#) (the "Internet Branch"). The Bank's primary regulator is the New York State Department of Financial Services, and its primary federal regulator is the Federal Deposit Insurance Corporation ("FDIC"). The Bank's deposits are insured to the maximum allowable amount by the FDIC.

The Holding Company also owns Flushing Financial Capital Trust II, Flushing Financial Capital Trust III, and Flushing Financial Capital Trust IV (the "Trusts"), which are special purpose business trusts formed during 2007 to issue a total of \$60.0 million of capital securities, and \$1.9 million of common securities (which are the only voting securities). The Holding Company owns 100% of the common securities of the Trusts. The Trusts used the proceeds from the issuance of these securities to purchase junior subordinated debentures from the Holding Company. The Trusts are not included in our consolidated financial statements, as we would not absorb the losses of the Trusts if losses were to occur.

The following discussion of financial condition and results of operations includes the collective results of the Holding Company and its subsidiaries (collectively, the "Company"), but reflects principally the Bank's activities. Management views the Company as operating as a single unit - a community bank. Therefore, segment information is not provided.

**Overview**

Our principal business is attracting retail deposits from the general public and investing those deposits together with funds generated from ongoing operations and borrowings, primarily in (1) originations and purchases of multi-family residential properties, commercial business loans, commercial real estate mortgage loans and, to a lesser extent, one-to-four family (focusing on mixed-use properties, which are properties that contain both residential dwelling units and commercial units); (2) construction loans; (3) Small Business Administration ("SBA") loans; (4) mortgage loan servitutes such as mortgage-backed securities; and (5) U.S. government securities, corporate fixed-income securities and other marketable securities. We also originate certain other consumer loans including overdraft lines of credit. Our results of operations depend primarily on net interest income, which is the difference between the income earned on its interest-earning assets and the cost of our interest-bearing liabilities. Net interest income is the result of our interest rate margin, which is the difference between the average yield earned on interest-earning assets and the average cost of interest-bearing liabilities, adjusted for the difference in the average balance of interest-earning assets as compared to the average balance of interest-bearing liabilities. We also generate non-interest income from loan fees, service charges on deposit accounts, mortgage servicing fees, and other fees, income earned on Bank Owned Life Insurance ("BOLI"), dividends on Federal Home Bank of New York ("FHLB-NY") stock and net gains and losses on sales of securities and loans. Our operating expenses consist principally of employee compensation and benefits, occupancy and equipment costs, other general and

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administrative expenses and income tax expense. Our results of operations can also be significantly affected by our periodic provision for credit losses and specific provision for losses on real estate owned.

**Management Strategy.** Our strategy is to continue our focus on being an institution serving consumers, businesses, and governmental units in our local markets. To achieve this objective, we intend to:

- manage cost of funds and continue to improve funding mix;
- add loans with appropriate risk adjusted returns;
- enhance earnings power by improving scalability and efficiency;
- manage credit risk;
- remain well capitalized;
- increase our commitment to the multi-cultural marketplace, with a particular focus on the Asian community;
- attract, retain and develop human capital; and
- manage enterprise-wide risk.

There can be no assurance that we will be able to effectively implement this strategy. Our strategy is subject to change by the Board of Directors.

**Manage cost of funds and continue to improve funding mix.** We have a relatively stable retail deposit base drawn from our market area through our full-service offices. Although we seek to retain existing deposits and maintain depositor relationships by offering quality service and competitive interest rates to our customers, we also seek to keep deposit growth within reasonable limits and our strategic plan. In order to implement our strategic plan, we have built multi-channel deposit gathering capabilities. In addition to our full-service branches we gather deposits through our Internet Branch and a government banking unit. The Internet Branch currently offers savings accounts, money market accounts, checking accounts, and certificates of deposit. This allows us to compete on a national scale without the geographical constraints of physical locations. At December 31, 2022 and 2021, total deposits at our Internet Branch were \$154.6 million and \$188.0 million, respectively.

The government banking unit provides banking services to public municipalities, including counties, cities, towns, villages, school districts, libraries, fire districts, and the various courts throughout the New York City metropolitan area. At December 31, 2022 and 2021, total deposits in our government banking unit totaled \$1,653.3 million and \$1,618.8 million, respectively. Additionally, we have a business banking group which was designed specifically to develop full business relationships thereby bringing in lower-costing checking and money market deposits. At December 31, 2022 and 2021, deposits balances in the business banking group were \$386.6 million and \$540.4 million, respectively. We also obtain deposits through brokers and the IntraFi Network.

Management intends to balance its goal to maintain competitive interest rates on deposits while seeking to manage its overall cost of funds to finance its strategies. We generally rely on our deposit base as our principal source of funding. During 2022, we realized an increase in due to depositors (excluding escrow accounts) of \$103.7 million, as certificates of deposits increased \$579.8 million and core deposits decreased \$476.1 million.

We continue to focus on obtaining additional deposits from our lending customers and originating additional loans to our deposit customers. Product offerings were expanded and are expected to be further expanded to accommodate perceived customer demands. In addition, specific employees are assigned responsibilities of generating these additional deposits and loans by coordinating efforts between lending and deposit gathering departments.

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Management has added loans with appropriate risk adjusted returns. During 2022, gross loans increased by \$291.9 million, or 4.4% to \$6,925.8 million at December 31, 2022, from \$6,633.9 million at December 31, 2021. Multi-family residential and commercial real estate accounted for 37.37% and 27.62%, respectively, of the balances in 2022.

We have expanded the strategic growth of multi-family residential mortgage loans, non-covered occupied commercial mortgage loans, and floating rate commercial business loans. The commercial business and other loans have increased to 21.97% of the gross loan portfolio as of December 31, 2022 compared to 20.19% at December 31, 2021.

The following table shows loan originations and purchases during 2022, and loan balances as of December 31, 2022.

	Loan Originations and Purchases	Loan Balances December 31, 2022 <i>(dollars in thousands)</i>	Percent of Gross Loans
Multi-family residential	\$ 474,409	\$ 2,661,384	37.37 %
Commercial real estate	308,453	1,913,060	27.62
One-to-four family — mixed-use property	37,598	554,314	8.00
One-to-four family — residential	27,699	241,266	3.48
Construction	31,982	70,951	1.02
Small Business Administration	3,461	23,273	0.34
Commercial business and Other	641,420	1,521,548	21.97
Total	\$ 1,537,924	\$ 6,925,826	100.00 %

At December 31, 2022, multi-family residential, commercial business and other loans and commercial real estate loans, totaled 87.2% of our gross loans. We have repositioned our loan growth to reduce credit risk, however, our concentration in these types of loans could require us to increase our provision for credit losses and to maintain an allowance for credit losses as a percentage of total loans in excess of the allowance currently maintained.

**Enhance customer power by improving scalability and efficiency.** We are improving scalability and efficiency by converting our branches to the Universal Banker model with our unique video banker service that gives customers face-to-face video chat access 24 hours daily, seven days per week, at our ATM terminals. The Universal Banker model provides customers with cutting-edge technology, including state-of-the-art ATMs and a higher-quality service experience, all while further reducing overall costs. In 2022, we completed this conversion effort. Nearly 50% of customer transactions were completed at our high powered ATMs.

**Minimize credit risk.** By adherence to our conservative underwriting standards, we have been able to minimize net losses from non-performing loans. We recorded net charge-offs of \$1.5 million for the year ended December 31, 2022, compared to net charge-offs of \$3.1 million for the year ended December 31, 2021. We seek to minimize losses by adhering to our defined underwriting standards, which among other things generally requires a debt service coverage ratio of at least 125% and loan to value ratio of 75% or less. The average loan to value for the real estate dependent loan portfolio was less than 37% and the average loan to value for non-performing loans collateralized by real estate was 36.0% at December 31, 2022. We seek to maintain our loans in performing status through, among other things, disciplined collection effort, and consistently monitoring non-performing assets in an effort to return them to performing status. To this end, we review the quality of our loans and report to the Loan Committee of the Board of Directors of the Bank on a monthly basis. We sold seven delinquent loans totaling \$6.9 million, 33 delinquent loans totaling \$28.6 million, and two delinquent loans totaling \$0.6 million during the years ended December 31, 2022, 2021, and 2020, respectively. There can be no assurance that we will continue this strategy in future periods, or if continued, we will be able to find buyers to pay adequate consideration. Non-performing loans totaled \$32.4 million and \$14.9 million at December 31, 2022 and 2021, respectively. Non-performing assets as a percentage of total assets were 0.63% and 0.19% at December 31, 2022 and 2021, respectively.

**Reserve and capital.** The Bank faces several minimum capital requirements imposed by federal regulation. Failure to adhere to these minimums could limit the dividends the Bank is allowed to pay, including the payment of dividends to the Holding Company, and could limit the annual growth of the Bank. Under the Dodd Frank Act, banks with assets greater than \$10 billion in total assets are required to complete stress tests, which predict capital levels under certain

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stress levels. Although, our total assets are currently \$8.4 billion, as a best practice, we completed these tests. As of December 31, 2022, under our stress scenarios, we remained well capitalized per current regulations.

**Increase Our Commitment to the Multi-Cultural Marketplace, with a Particular Focus on the Asian Community.** Our branches are all located in the New York City metropolitan area with particular concentration in the borough of Queens. Queens is characterized with a high level of ethnic diversity. An important element of our strategy is to service multi-ethnic consumers and businesses. We have a particular presence and concentration in Asian communities, including in particular the Chinese and Korean populations. Both groups are noted for high levels of savings, education and entrepreneurship. In order to service these and other important ethnic groups in our market, our staff speaks more than 20 languages. We have an Asian advisory board to help broaden our links to the community by providing guidance and fostering awareness of our active role in the local community. As of December 31, 2022, we had seven branches which have a particular focus on the Asian community, of which five are in the borough of Queens, one is in the borough of Manhattan and one on Long Island, with deposits and loans totaling \$1,072.4 million and \$800.6 million, respectively, in these locations.

**Monitor Enterprise-Wide Risk.** We identify, measure and attempt to mitigate risks that affect, or have the potential to affect, our business. Due to past economic crises and recent increases in government regulation, we devote significant resources to risk management. We have a seasoned risk officer to provide executive risk leadership, and an enterprise-wide risk management program. Several enterprise risk management analytical products are in use which include key risk indicators. We also have had a chief information security officer even before one was required by NYDFS's rulemaking. Our management of enterprise-wide risk enables us to recognize and monitor risks and establish procedures to disseminate the risk information across our organization and to our Board of Directors. The objective is to have a robust and focused risk management process capable of identifying and mitigating emerging threats to the Bank's safety and soundness.

**Trends and Contingencies.** Our operating results are significantly affected by national, regional and local economic and competitive conditions, including changes in market interest rates, the strength of the local and regional economy, government policies and actions of regulatory authorities. We have remained strategically focused on the origination of multi-family residential mortgages, commercial mortgages and commercial business loans with a full banking relationship. Because of this strategy, we were able to continue to achieve a higher yield on our mortgage portfolio than we would have otherwise experienced.

Loan originations and purchases were \$1,521.9 million, \$1,254.0 million, and \$1,004.1 million for the years ended December 31, 2022, 2021, and 2020, respectively. While we primarily rely on originating our own loans, we purchased \$275.7 million, \$262.1 million, and \$193.3 million during the years ended December 31, 2022, 2021, and 2020, respectively. We purchase loans when the loans complement our loan portfolio strategy. Loans purchased must meet our underwriting standards when they were originated.

During the three-year period ended December 31, 2022, the allocation of our loan portfolio has remained fairly consistent with a steady increase in non-mortgage loans. The majority of our loans are collateralized by real estate, which comprised 77.7% of our portfolio at December 31, 2022 compared to 78.4% at December 31, 2021 and 78.0% at December 31, 2020, while non-mortgage loans comprised 22.3% of our portfolio at December 31, 2022 compared to 21.4% at December 31, 2021 and 22.0% at December 31, 2020.

Due to deposits increased \$105.7 million, \$342.8 million, and \$1,088.7 million in 2022, 2021, and 2020, respectively. Core deposits decreased \$476.1 million in 2022, but increased \$434.6 million, and \$1,368.2 million in 2021 and 2020, respectively. Certificates of deposit increased \$579.8 million during 2022 compared to decrease of \$191.8 million during 2021 and \$299.5 million in 2020. Brokered deposits represented 13.2%, 9.8%, and 17.5% of total deposits at December 31, 2022, 2021, and 2020, respectively. At December 31, 2022, 2021, and 2020, reciprocal deposits totaled \$659.5 million, \$763.7 million, and \$735.4 million, respectively.

Prevailing interest rates affect the extent to which borrowers repay and refinance loans. In a declining interest rate environment, the number of loan prepayments and loan refinancing tends to increase, as do prepayments of mortgage-backed securities. Call provisions associated with our investments in U.S. government agency and corporate securities may also adversely affect yield in a declining interest rate environment. Such prepayments and calls may adversely affect the yield of our loan portfolio and mortgage-backed and other securities as we reinvest the prepaid funds in a lower interest rate environment. However, we typically receive additional loan fees when existing loans are refinanced, which partially

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affects the reduced yield on our loan portfolio resulting from prepayments. In periods of low interest rates, our level of core deposits also may decline if depositors seek higher-yielding instruments or other investments not offered by us, which in turn may increase our cost of funds and decrease our net interest margin to the extent alternative funding sources are utilized. By contrast, an increasing interest rate environment would tend to extend the average lives of lower yielding fixed rate mortgages and mortgage-backed securities, which could adversely affect our interest income. In addition, depositors tend to open longer term, higher costing certificates of deposit accounts which could adversely affect our net interest income if rates were to subsequently decline. Additionally, adjustable-rate residential mortgage loans and mortgage-backed securities generally contain interest and lifetime caps that limit the amount the interest rate can increase at re-pricing dates.

Net interest income decreased \$4.4 million or 1.8% to \$243.6 million for the twelve months ended December 31, 2022 from \$248.0 million for the prior year, as a 13 basis points decrease in the net interest margin to 3.11% for the twelve months ended December 31, 2022 more than offset the \$162.7 million increase in average earning assets. The decrease in the net interest margin for 2022 was primarily due to an increase in our funding costs, partially offset by an increase in the yield of our interest-earning assets. The increase in the yield of our interest-earning assets was primarily due to loans being both originated and repurchased at higher rates. During 2022, the cost of borrowed funds increased 30 basis points to 2.54% from 2.24% in the comparable prior period while the cost of interest-bearing deposits increased 50 basis points to 0.87% from 0.37% for the prior year. The cost of money market, NOW and certificates of deposit accounts increased 52 basis points, 53 basis points, and 51 basis points, respectively, for the twelve months ended December 31, 2022 from the prior year. The cost of deposits rose as we increased the rates we pay resulting from the Federal Reserve raising rates.

We are unable to predict the direction or timing of future interest rate changes. Approximately 67% of our certificates of deposit accounts and borrowings will expire or mature during the next year. Also, in an increasing interest rate environment, mortgage loans and mortgage-backed securities may prepay at slower rates than experienced in the past, which could result in a reduction of prepayment penalty income.

Interest Rate Risk

**Economic Value of Equity Analysis.** The Consolidated Statements of Financial Condition have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"), which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in fair value of certain investments due to changes in interest rates. Generally, the fair value of financial investments such as loans and securities fluctuates inversely with changes in interest rates. As a result, increases in interest rates could result in decreases in the fair value of the Company's interest-earning assets which could adversely affect the Company's results of operations if such assets were sold, or, in the case of securities classified as available for sale, decreases in the Company's stockholders' equity, if such securities were realized.

The Company quantifies the net portfolio value should interest rates immediately go up or down 200 basis points, assuming the yield curves of the rate shocks will be parallel to each other. Net portfolio value is defined as the market value of assets net of the market value of liabilities. The market value of assets and liabilities is determined using a discounted cash flow calculation. The net portfolio value ratio is the ratio of the net portfolio value to the market value of assets. The changes in value are measured as percentage changes from the net portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at December 31, 2022 and 2021. Various estimates regarding prepayment assumptions are made at each level of rate shock.

The following table presents the Company's interest rate shock as of December 31, 2022 and 2021:

Change in Interest Rate	Net Portfolio Value			Net Portfolio Value Ratio		
	2022		2021	2022		2021
-200 Basis points <sup>(1)</sup>	\$ 69	%	-	12.57	%	-
+200 Basis points	3.28		(4.30)	12.47		(1.55)
Base interest rate	-		-	12.33		12.27
+100 Basis points	(5.80)		(5.41)	11.85		11.86
+200 Basis points	(11.55)		(11.33)	11.35		11.36

(1) For 2021 the -200 basis points scenario was not calculated.

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**Income Simulation Analysis.** The Company manages the mix of interest-earning assets and interest-bearing liabilities on a continuous basis to maximize return and adjust its exposure to interest rate risk. On a quarterly basis, management provides a report for review by the ALCO Investment Committee of the Board of Directors. This report quantifies the potential changes in net interest income and net portfolio value through various interest rate scenarios.

The starting point for the net interest income simulation is an estimate of the next twelve month's net interest income assuming that both interest rates and the Company's interest-sensitive assets and liabilities remain at period-end levels. The report quantifies the potential changes in net interest income should interest rates go up or down 100 or 200 basis points (shocked), assuming the yield curves of the rate shocks will be parallel to each other. All changes in income are measured as percentage changes from the projected net interest income at the base interest rate scenario. The base interest rate scenario assumes interest rates at December 31, 2022 and 2023. Various estimates regarding prepayment assumptions are made at each level of rate shock. However, prepayment penalty income is excluded from this analysis. Actual results could differ significantly from these estimates.

The following table presents the Company's interest rate shock compared to Net Interest Income as of December 31, 2022 and 2021:

Change in Interest Rate	Projected Percentage Change In			
	2022		2021	
	Net Interest Income			
		%		%
+200 Basis points <sup>(1)</sup>	5.73		—	
+100 Basis points	3.64		0.41	
Base interest rate	—		—	
+100 Basis points	(7.31)		(7.49)	
+200 Basis points	(14.61)		(15.01)	

(1) For 2021 the 200 basis points scenario was not calculated.

Another net interest income simulation assumes that changes in interest rates change gradually in equal increments over the twelve-month period. Prepayment penalty income is excluded from this analysis. Based on these assumptions, net interest income would be reduced by 8.6% from a 200 basis point increase in rates over the next twelve months. Actual results could differ significantly from these estimates.

At December 31, 2022, the Company had a derivative portfolio with a notional value totaling \$1.4 billion. This portfolio is designed to provide protection against rising interest rates. See Note 21 ("Derivative Financial Instruments") of the Notes to the Consolidated Financial Statements.

A portion of this portfolio is comprised of forward swaps on certain short-term advances and locked deposits totaling \$871.5 million. At December 31, 2022, \$391.5 million of the forward swaps are effective swaps at a weighted average rate of 2.41%. Of this, \$295.8 million at an average rate of 2.23% will mature by the end of 2023 and will be replaced by forward starting swaps totaling \$230.0 million that become effective at different points through 2025, at an average rate of 0.70%.

The net interest income simulation incorporates the next twelve months (through December 31, 2023) and only a portion of the effective swap maturities and the forward starting swaps are included in this period. Assuming another equal increment swap of 100 basis points increase in rates in the second year (through December 31, 2024), for a total of 200 basis points over two years, the total derivative portfolio has a 4.77% benefit to net interest income (versus the base case) in the first year and a cumulative benefit of 9.6% by the second year.

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Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the relative amount of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth certain information relating to our Consolidated Statements of Financial Condition and Consolidated Statements of Income for the years ended December 31, 2022, 2021, and 2020, and reflects the average yield on assets and average cost of liabilities for the periods indicated. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown. Average balances are derived from average daily balances. The yields include amortization of fees that are considered adjustments to yields.

Assets	2022			For the twelve months ended December 31,			2021		
	Balance Sheet	Interest	Yield %	Balance Sheet	Yield	Cost of Funds	Balance Sheet	Interest	Yield %
Interest-earning assets									
Investment securities, net	\$ 1,251,184	\$ 224,865	4.48 %	\$ 1,146,395	\$ 217,588	4.21 %	\$ 4,794,112	\$ 360,722	4.42 %
Loans, net	1,689,286	147,552	8.73	1,629,822	150,723	9.26	1,897,252	157,657	8.31
Total loans, net	1,689,286	147,552	8.73	1,629,822	150,723	9.26	1,897,252	157,657	8.31
Deposits	1,111,111	111,111	10.00	1,111,111	111,111	10.00	1,111,111	111,111	10.00
Other interest-earning assets	111,111	11,111	10.00	111,111	11,111	10.00	111,111	11,111	10.00
Total interest-earning assets	3,051,581	394,638	12.93	2,887,328	379,423	13.16	7,913,525	640,601	8.09
Interest-earning liabilities									
Deposits	1,111,111	111,111	10.00	1,111,111	111,111	10.00	1,111,111	111,111	10.00
Other interest-earning liabilities	111,111	11,111	10.00	111,111	11,111	10.00	111,111	11,111	10.00
Total interest-earning liabilities	1,222,222	122,222	10.00	1,222,222	122,222	10.00	1,222,222	122,222	10.00
Net interest income - net interest rate spread <sup>(1)</sup>									
Net interest income - net interest rate spread <sup>(1)</sup>	\$ 1,669,359	\$ 272,416	16.32 %	\$ 1,665,106	\$ 257,201	15.44 %	\$ 6,691,303	\$ 518,379	7.74 %
Rate of interest-earning assets to interest-earning liabilities									
Rate of interest-earning assets to interest-earning liabilities									

(1) Average balances include non-accrual loans.  
(2) Loan interest income includes fees for income (which includes net amortization of deferred fees and costs, late charges, and prepayment penalties) of approximately \$7.8 million, \$10.6 million, and \$2.1 million for the years ended December 31, 2022, 2021, and 2020, respectively. In addition, it includes net gains (losses) from fair value adjustments to qualifying hedges of \$0.4 million, \$1.7 million, and \$1.2 million for December 31, 2022, 2021, and 2020.  
(3) Interest and yields are calculated on the basis equivalent to the average daily balance method. Interest income is calculated on the basis of the average daily balance of the assets for the periods indicated.  
(4) Interest rate spread represents the difference between the average rate of interest-earning assets and the average cost of interest-earning liabilities.  
(5) Net interest margin represents net interest income before the provision for credit losses divided by average interest-earning assets.

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Rate/Volume Analysis

The following table presents the impact of changes in interest rates and in the volume of interest-earning assets and interest-bearing liabilities on the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (1) changes attributable to changes in volume (changes in volume multiplied by the prior rate); (2) changes attributable to changes in rate (changes in rate multiplied by the prior volume); and (3) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

Increase (Decrease) in Net Interest Income for the years ended December 31,									
2022 vs. 2021					2021 vs. 2020				
	Due to	Rate	Net	Due to	Rate	Net	Due to	Rate	Net
	Volume			Volume			Volume		
(Dollars in thousands)									
<b>Interest-Earning Assets:</b>									
Mortgage loans, net	\$ 4,656	\$ 5,829	\$ 10,485	\$ 14,388	\$ 470	\$ 14,858			
Other loans, net	(565)	8,836	8,471	10,957	(216)	11,320			
Mortgage-backed securities	375	704	1,079	1,715	(1,905)	(183)			
Other securities	1,770	4,600	5,770	(204)	(978)	(1,172)			
Tax-exempt securities	520	(465)	55	(238)	(5)	(243)			
Interest-earning deposits and federal funds sold	(40)	2,295	2,215	186	(138)	(254)			
Total interest-earning assets	6,816	23,199	28,035	26,804	(2,623)	24,177			
<b>Interest-Bearing Liabilities:</b>									
<b>Deposits:</b>									
Depository accounts	(7)	(37)	(44)	(48)	(192)	(240)			
MNOW accounts	(518)	10,418	9,900	2,565	(8,421)	(1,856)			
Money market accounts	48	11,280	11,768	1,637	(18,746)	(7,097)			
Certificate of deposit accounts	(15)	2,222	2,207	(1,885)	(8,868)	(10,756)			
Mutual fund accounts		130	130	3	(42)	(39)			
Borrowings	2,559	(2,897)	(346)	(9,866)	3,319	(6,547)			
Total interest-bearing liabilities	2,507	20,910	23,417	(1,597)	(12,936)	(14,533)			
Net change in net interest income	\$ 4,309	\$ (8,711)	\$ (4,402)	\$ 32,401	\$ 20,101	\$ 12,712			

Comparison of Operating Results for the Years Ended December 31, 2022 and 2021

General. Net income for the twelve months ended December 31, 2022 was \$76.9 million, a decrease of \$4.8 million, or 5.9%, compared to \$81.8 million for the twelve months ended December 31, 2021. Diluted earnings per common share were \$2.30 for the twelve months ended December 31, 2022, a decrease of \$0.09, or 3.5%, from \$2.39 for the twelve months ended December 31, 2021. Return on average equity decreased to 11.44% for the twelve months ended December 31, 2022, from 12.60% for the comparable prior year period. Return on average assets decreased to 0.93% for the twelve months ended December 31, 2022 from 1.00% for the comparable prior year period.

Interest Income. Interest income increased \$28.3 million, or 9.7%, to \$314.6 million for the year ended December 31, 2022 from \$286.6 million for the year ended December 31, 2021. The increase in interest income was primarily due to an increase of \$162.7 million in the average balance of interest-earning assets to \$7,833.7 million for the year ended December 31, 2022 from \$7,671.0 million for the year ended December 31, 2021 and an increase of 28 basis points in the yield of interest-earning assets to 4.03% for the year ended December 31, 2022 from 3.77% for the year ended December 31, 2021. The 28 basis point increase in the yield of interest-earning assets was primarily due to a 22 basis point increase in the yield on loans to 4.35% for the year ended December 31, 2022 from 4.13% in the prior year, an increase in the yield of total securities to 2.22% for the year ended December 31, 2022 from 1.72% for the year ended December 31, 2021 and an increase in the yield on interest-earning deposits and federal funds sold of 172 basis points to 1.83% for the year ended December 31, 2022 from 0.11% in the comparable prior year period. These rate increases were all driven by the rising



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interest rate environment experienced in 2022. Excluding prepayment penalty income from loans and securities, net recoveries/(reversals) of interest from non-accrual loans, net gains (losses) from fair value adjustments on qualifying hedges, and purchase accounting adjustments, the yield on total loans, net, increased 25 basis points to 4.26% for the year ended December 31, 2022 from 3.93% for the year ended December 31, 2021.

**Interest Expense.** Interest expense increased \$32.4 million, or 79.9%, to \$73.0 million for the year ended December 31, 2022 from \$40.6 million for the year ended December 31, 2021. The increase in interest expense was primarily due to an increase of 50 basis points in the average cost of interest-bearing liabilities to 1.17% for the year ended December 31, 2022 from 0.67% for the year ended December 31, 2021. The 50-basis point increase in the cost of interest-bearing liabilities was primarily due to the 50 basis point increase in the yield on interest-bearing deposits to 0.87% for the year ended December 31, 2022 from 0.37% for the year ended December 31, 2021. The increase in the cost of interest-bearing liabilities was primarily due to the Company's exposure to the Federal Reserve increasing rates. Additionally, the cost of interest-bearing liabilities increased due to a rise of \$107.1 million in the average balance of higher costing homedev funds to \$1,012.1 million for the year ended December 31, 2022 from \$905.1 million for the comparable prior year period.

**Net Interest Income.** Net interest income for the year ended December 31, 2022 totaled \$243.6 million, a decrease of \$4.4 million, or 1.8%, from \$248.0 million for the year ended December 31, 2021. The decrease in net interest income was primarily due to a 22 basis point decrease in the net interest spread to 2.92% for the twelve months ended December 31, 2022 from 3.14% for the comparable prior year period. The net interest margin decreased 13 basis points to 3.11% for the year ended December 31, 2022 from 3.24% for the year ended December 31, 2021. Included in net interest income was prepayment penalty and net recovered interest income from loans and securities totaling \$9.4 million and \$6.7 million for the years ended December 31, 2022 and 2021, respectively, net gains from fair value adjustments on qualifying hedges totaling \$0.8 million and \$2.1 million for the years ended December 31, 2022 and 2021, respectively, and purchase accounting income adjustments of \$2.3 million and \$3.9 million for the years ended December 31, 2022 and 2021, respectively. Excluding all of these items, the net interest margin for the year ended December 31, 2022 was 2.99%, a decrease of 9 basis points, from to 3.08% for the year ended December 31, 2021.

**Provision (Benefit) for Credit Losses.** Provision for credit losses was \$5.1 million for the year ended December 31, 2022, compared to a benefit for credit losses of \$4.9 million during the prior year. The provision recorded in 2022 was primarily due to loan growth, increased reserves on specific credits, coupled with the ongoing environmental uncertainty resulting from high and rising inflation including increasing interest rates. The benefit recorded in 2021 was primarily due to improving economic conditions. During the twelve months ended December 31, 2022, non-accrual loans increased \$17.4 million to \$32.4 million from \$14.9 million at December 31, 2021. During the twelve months ended December 31, 2022, the Bank recorded net charge-offs totaling \$1.5 million compared to \$3.1 million recorded in the comparable prior year period. The average loan-to-value ratio for our non-performing assets collateralized by real estate was 32.3% at December 31, 2022. The Bank continues to maintain conservative underwriting standards.

**Non-Interest Income.** Non-interest income for the twelve months ended December 31, 2022 was \$10.0 million, an increase of \$6.3 million, or 171.5%, from \$3.7 million for the twelve months ended December 31, 2021. Non-interest income increased primarily due to an increase in non-cash net gains from fair value adjustments of \$14.7 million and life insurance proceeds of \$1.9 million, partially offset by an \$11.3 million change in net loss on the sale of securities for the year ended December 31, 2022 compared to the year ended December 31, 2021. During 2022, the Company decided to sell low yielding securities recognizing a loss of \$10.9 million and redeploying the proceeds into higher yielding securities.

**Non-Interest Expense.** Non-interest expense was \$143.7 million for the year ended December 31, 2022, a decrease of \$3.6 million, or 2.5%, from \$147.3 million for the year ended December 31, 2021. The decrease in non-interest expense was primarily due to a \$3.9 million decrease in salaries and employee benefits, primarily due to a \$1.4 million employer reaction tax credit refund and a \$2.8 million reduction in expense from benefit plans due to an increase in the discount rate used to calculate the outstanding liability.

**Income Tax Provisions.** Income tax expense for the year ended December 31, 2022 increased \$0.4 million, or 1.5%, to \$27.9 million, compared to \$27.5 million for the year ended December 31, 2021. The increase was primarily due to an increase in the effective tax rate to 26.0% for the year ended December 31, 2022 from 25.2% in the prior year, partially offset by the \$4.4 million decrease in income before income taxes during the same period. The increase in the

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effective tax rate was primarily due to the Bank's average assets for 2022 exceeding \$8.0 billion, resulting in the loss of certain tax deductions.

On August 16, 2022, the Inflation Reduction Act ("IRA") of 2022 was signed into law to implement new tax provisions and provide various incentives and tax credits. The IRA created a 15% corporate alternative minimum tax and an excise tax of 1% on stock repurchases from publicly traded United States corporations, among other changes. As of December 31, 2022, the Company has determined that neither this Act nor changes to income tax laws or regulations in other jurisdictions have a significant impact on income tax expense.

**Comparison of Operating Results for the Years Ended December 31, 2021 and 2020<sup>(1)</sup>**

**Liquidity, Regulatory Capital and Capital Resources**

**Liquidity and Capital Resources:** Liquidity is the ability to economically meet current and future financial obligations. The Company's primary objectives in terms of managing liquidity is to maintain the ability to originate and purchase loans, repay borrowings as they mature, satisfy financial obligations that arise in the normal course of business and meet our customer's deposit withdrawal needs. Our primary sources of funds are deposits, borrowings, principal and interest payments on loans, mortgage-backed and other securities, and proceeds from sales of securities and loans. Deposit flows and mortgage prepayments, however, are greatly influenced by general interest rates, economic conditions and competition. The Company has other sources of liquidity, including unsecured overnight lines of credit, brokered deposits and other types of borrowings.

Liquidity management is both a short and long-term function of business management. During 2022, funds were provided by the Company's operating and financing activities, which were used to fund our investing activities. Our most liquid assets are cash and cash equivalents, which include cash and due from banks, overnight interest-bearing deposits and federal funds sold with original maturities of 90 days or less. The level of these assets is dependent on our operating, financing, lending and investing activities during any given period. At December 31, 2022, cash and cash equivalents totaled \$119.8 million, an increase of \$70.6 million from December 31, 2021. We also held marketable securities available for sale with a market value of \$735.4 million at December 31, 2022.

At December 31, 2022, the Bank was able to borrow up to \$3,800.1 million from the FHLB-NY in Federal Home Loan Bank advances and letters of credit. As of December 31, 2022, the Bank had \$1,809.2 million outstanding in combined balances of FHLB-NY advances and letters of credit. At December 31, 2022, the Bank also has unsecured lines of credit with other commercial banks totaling \$3,108.0 million, with none outstanding. In addition, the Holding Company has subordinated debentures with a principal balance totaling \$100.0 million and junior subordinated debentures with a face amount of \$61.9 million and a carrying amount of \$30.5 million. (See Note 10 "Borrowed Funds" of Notes to the Consolidated Financial Statements in Item 8 of this Annual Report.) Management believes its available sources of funds are sufficient to fund current operations.

At December 31, 2022, we had commitments to extend credit of \$55.1 million and open lines of credit for borrowers of \$303.4 million. Since generally all of the loan commitments are expected to be drawn upon, the total loan commitments approximate future cash requirements, whereas the amounts of lines of credit may not be indicative of our future cash requirements. The loan commitments generally expire in 90 days, while construction loan lines of credit mature within 18 months and home equity loan lines of credit mature within 10 years. We use the same credit policies in making commitments and conditional obligations as we do for on-balance-sheet instruments. (See Note 17 "Commitment and Contingencies" in Notes to the Consolidated Financial Statements in Item 8 of this Annual Report.)

<sup>(1)</sup> - Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 7, 2022, which is available on our investor relations website at [www.fifththirdbank.com](http://www.fifththirdbank.com) and the SEC's website at [www.sec.gov](http://www.sec.gov).

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Our total interest expense and non-interest expense in 2022 were \$73.0 million and \$143.7 million, respectively.

We maintain three postretirement defined benefit plans for our employees: a noncontributory defined benefit pension plan which was frozen as of September 30, 2006, a contributory medical plan, and a noncontributory life insurance plan. The life insurance plan was amended to discontinue providing life insurance benefits to future retirees after January 1, 2010 and the medical plan was frozen to employees hired after January 1, 2011. We also maintain a noncontributory defined benefit plan for certain of our non-employee directors, which was frozen as of January 1, 2005. The employee pension plan is the only plan that we have funded. During 2022, we incurred cash expenditures of \$0.1 million for each of the medical and life insurance plans and the non-employee director plan. We did not make a contribution to the employee pension plan in 2022. We expect to pay similar amounts for these plans in 2023. (See Note 13 "Pension and Other Postretirement Benefit Plans" of Notes to Consolidated Financial Statements to Item 8 of this Annual Report.)

The amounts reported in our financial statements are obtained from reports prepared by independent actuaries and are based on significant assumptions. The most significant assumption is the discount rate used to determine the accumulated postretirement benefit obligation ("APBO") for these plans. The APBO is the present value of projected benefits that employees and retirees have earned to date. The discount rate is a single rate at which the liabilities of the plans are discounted into today's dollars and could be effectively settled or eliminated. The discount rate used is based on the FTXS Pension Discount Curve (formerly the Citigroup Pension Liability Index) and reflects a rate that could be earned on bonds over a similar period that we anticipate the plans' liabilities will be paid. An increase in the discount rate would reduce the APBO, while a reduction in the discount rate would increase the APBO. During the past several years, when interest rates have been at historically low levels, the discount rate used for our plans has declined from 7.25% for 2001 to 4.93% for 2022. This decline in the discount rate has resulted in an increase in our APBO.

The Company's actuaries use several other assumptions that could have a significant impact on our APBO and periodic expense for these plans. These assumptions include, but are not limited to, expected rate of return on plan assets, future increases in medical and life insurance premiums, turnover rates of employees, and life expectancy. The accounting standards for postretirement plans involve mechanisms that serve to limit the volatility of earnings by allowing changes in the value of plan assets and benefit obligations to be amortized over time when actual results differ from the assumptions used; there are changes in the assumptions used, or there are plan amendments. At December 31, 2022, our employee pension plan had an unrecognized loss of \$3.9 million. The medical and life insurance plan and non-employee director plan had unrecognized gains of \$2.5 million and \$1.0 million, respectively.

The change in the discount rate, the pension plan's mortality table and the reduction in medical premiums are the only significant changes made to the assumptions used for these plans for each of the three years ended December 31, 2022. During the years ended December 31, 2022, 2021, and 2020, the actual (less) return on the employee pension plan assets was approximately (638%) (154%), and 311%, respectively, of the assumed return used to determine the periodic pension expense for that respective year.

The market value of the assets of our employee pension plan is \$19.1 million at December 31, 2022, which is \$1.9 million more than the projected benefit obligation. We do not anticipate a change in the market value of these assets which would have a significant effect on liquidity, capital resources, or results of operations.

At the time of the Bank's conversion from a federally chartered mutual savings bank to a federally chartered stock savings bank, the Bank was required by its primary regulator to establish a liquidation account which is reduced to and to the extent that eligible account holders reduce their qualifying deposits. Upon completion of the merger, the liquidation account was assumed by the Bank. The balance of the liquidation account at December 31, 2022 was \$0.3 million. In the unlikely event of a complete liquidation of the Bank, each eligible account holder will be entitled to receive a distribution from the liquidation account. The Bank is not permitted to declare or pay a dividend or to repurchase any of its capital stock if the effect would be to cause the Bank's regulatory capital to be reduced below the amount required for the liquidation account but approval of the NYDFS Superintendent (the "Superintendent") is required if the total of all dividends declared by the Bank in a calendar year would exceed the total of its net profits for that year combined with its retained net profits for the preceding two years less prior dividends paid. The Holding Company is subject to the same regulatory restrictions on the declaration of dividends as the Bank.

We have significant obligations that arise in the normal course of business. We finance our assets with deposits and borrowings. We also use borrowings to manage our interest-rate risk. Borrowings with call provisions are included in

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the period of the next call date. We have the means to refinance these borrowings as they mature or are called through financing arrangements with the FHLB-NY and our ability to arrange repurchase agreements with broker-dealers and the FHLB-NY (See Note 9 ("Deposits") and Note 10 ("Borrowed Funds") in Notes to Consolidated Financial Statements in Item 8 of this Annual Report. As December 31, 2022, we had borrowings obligations of \$3,033.0 million of which \$11.5 million represents our current obligations within one year. As December 31, 2022, we had deposit obligations of \$6,483.3 million of which \$5,816.6 million represents our current obligations within one year.

At December 31, 2022, the Bank had 25 branches, which were all leased. In addition, we lease our executive offices. We currently outsource our data processing, loan servicing and check processing functions. We believe that this is the most cost effective method for obtaining these services. These arrangements are usually volume dependent and have varying terms. The contracts for these services usually include annual increases based on the increase in the consumer price index. As December 31, 2022, we had operating lease and purchasing obligations totaling \$70.1 million.

Pension and other postretirement benefits reflects our directors' pension plan and amounts due under our plan for medical and life insurance benefits for retired employees. At December 31, 2022, we had pension and other postretirement benefits obligations totaling \$5.4 million.

We currently provide a non-qualified deferred compensation plan for officers who have achieved the designated level and completed one year of service. However, certain officers who have not reached the designated level but were already participants remain eligible to participate in the Plan. In addition to the amounts deferred by the officers, we match 50% of their contributions, generally up to a maximum of 5% of the officer's salary. These plans generally require the deferred balance to be credited with earnings at a rate earned by certain mutual funds. At December 31, 2022, we had deferred compensation plan obligations of \$25.8 million. This expense is provided in the Consolidated Statements of Income, and the liability has been provided in the Consolidated Statements of Financial Condition.

**Regulatory Capital Position.** Under applicable regulatory capital regulations, the Bank and the Company are required to comply with each of four separate capital adequacy standards: leverage capital, common equity Tier 1 risk-based capital, Tier 1 risk-based capital and total risk-based capital. Such classifications are used by the FDIC and other bank regulatory agencies to determine matters ranging from each institution's quarterly FDIC deposit insurance premium assessments, to approvals of applications authorizing institutions to grow their asset size or otherwise expand business activities. At December 31, 2022 and 2021, the Bank and the Company exceeded each of their four regulatory capital requirements. (See Note 13 ("Regulatory Capital") of Notes to Consolidated Financial Statements included in Item 8 of this Annual Report.)

**Critical Accounting Estimates**

The preparation of our consolidated financial statement in accordance with generally accepted accounting principles in the United States requires us to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ materially from these estimates and changes in assumptions could have a significant effect on the consolidated financial statements. Our critical accounting policies that require us to make significant judgments or estimates are described below. For more information on these critical accounting policies and other significant accounting policies, see the Note titled "Summary of Significant Accounting Policies – Use of Estimates" in the Notes to the Consolidated Financial Statements.

The Company's accounting policies are integral to understanding the results of operations and statement of financial condition. These policies are described in the Notes to Consolidated Financial Statements. Several of these policies require management's judgment to determine the value of the Company's assets and liabilities. The Company has established detailed written policies and control procedures to ensure consistent application of these policies. The Company has identified four accounting policies that require significant management valuation judgment: the allowance for credit losses, fair value of financial instruments, goodwill impairment and income taxes.

**Allowance for Credit Losses.** An allowance for credit losses ("ACL") is provided to absorb probable estimated losses inherent in the loan portfolio. Management reviews the adequacy of the ACL, by reviewing individual loans when it has disparate risk characteristics from the rest of the loan portfolio. These loans include non-accreted and troubled debt restructured ("TDR") loans, while the remainder of the portfolio is grouped by categories with similar risk characteristics. The amount of the ACL is based upon a loss rate model that considers multiple factors which reflects management's

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assessment of the credit quality of the loan portfolio. Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The factors are both quantitative and qualitative in nature including, but not limited to, historical losses, economic conditions, trends in delinquencies, value and adequacy of underlying collateral, volume and portfolio mix, and internal loan processes. Judgment is required to determine how many years of historical loss experience are to be included when reviewing historical loss experience. A full credit cycle must be used, or loss estimates may be inaccurate. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revisions as more information becomes available.

The quantitative allowance is calculated using a number of inputs and assumptions. The process and guidelines were developed using, among other factors, the guidance from federal banking regulatory agencies and GAAP. The results of this process, support management's assessment as to the adequacy of the ACL at each balance sheet date.

In determining the allowance for credit losses, assumptions are input for economic forecasts, baseline loss rates, prepayment rates, utilization rates for off-balance sheet commitments, and forecast and reversion periods. The allowance for credit losses is estimated utilizing internal and external data, information derived from historical events, current conditions, and economic forecasts. Historically observed credit loss experience adjusted for prepayment and macro-economic variables, provide the basis for the estimation of quantitatively modeled expected credit losses.

The Company includes quantitative factors in the allowance model which include: (1) amortized costs, (2) collective and individual loan evaluations, (3) contractual terms, (4) prepayments, (5) basis for credit loss estimates, (6) recoveries, (7) reasonable and supportable forecast assumptions, and (8) off balance sheet commitments.

Notwithstanding the judgment required in assessing the components of the ACL, the Company believes that the ACL is adequate to cover losses inherent in the loan portfolio. The policy has been applied on a consistent basis for all periods presented in the Consolidated Financial Statements. See Notes 2 ("Summary of Significant Accounting Policies") and 4 ("Loans and Allowance for Credit Losses") of Notes to Consolidated Financial Statements, included in Item 8 of this Annual Report.

**Fair Value of Financial Instruments.** The Company carries certain financial assets and financial liabilities at fair value under the fair value option. Fair value is considered the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The securities portfolio also consists of mortgage-backed and other securities for which the fair value election was not selected. These securities are classified as available for sale or held-to-maturity. Securities classified as available for sale are carried at fair value in the Consolidated Statements of Financial Condition, with changes in fair value recorded in accumulated other comprehensive loss. Securities held-to-maturity are carried at their amortized cost in the Consolidated Statements of Financial Condition.

Financial assets and financial liabilities reported at fair value are required to be measured based on the following alternatives: (1) quoted prices in active markets for identical financial instruments (Level 1), (2) significant other observable inputs (Level 2), or (3) significant unobservable inputs (Level 3). Judgment is required in selecting the appropriate level to be used to determine fair value. The majority of financial assets and financial liabilities for which the fair value election was made, and the majority of investments classified as available for sale and held-to-maturity, were measured using Level 2 inputs, which require judgment to determine the fair value. The trust preferred securities held in the investment portfolio, and the Company's junior subordinated debentures, were measured using Level 3 inputs due to the inactive market for these securities. The significant unobservable inputs used in the fair value measurement of the Company's trust preferred securities and junior subordinated debentures valued under Level 3 at December 31, 2022 and 2021, are the effective yields used in the cash flow models. Significant increases or decreases in the effective yield in isolation would result in a significantly lower or higher fair value measurement. See Notes 2 ("Summary of Significant Accounting Policies"), 7 ("Securities") and 20 ("Fair Value of Financial Instruments") of Notes to Consolidated Financial Statements, included in Item 8 of this Annual Report.

**Goodwill Impairment.** Goodwill is presumed to have an indefinite life and is tested for impairment, rather than amortized, on at least an annual basis. For the purpose of goodwill impairment testing, management has concluded that

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Company has one reporting unit. If the fair value of the reporting unit exceeds its carrying amount, there is no impairment of goodwill.

Quoted market prices in active markets are the best evidence of fair value and are to be used as the basis for measurement, when available. Other acceptable valuation methods include an asset approach, which determines a fair value based upon the value of assets net of liabilities, an income approach, which determines fair value using one or more methods that convert anticipated economic benefits into a present single amount, and a market approach, which determines a fair value based on the similar businesses that have been sold.

As described above, fair value of our reporting unit is derived using a combination of an asset approach, an income approach and a market approach. These valuation techniques consider several other factors beyond our market capitalization, such as the estimated future cash flows of our reporting unit, the discount rate used to present value such cash flows and the market multiples of comparable companies. Changes to input assumptions used in the analysis could result in materially different evaluations of goodwill impairment. See Notes 2 ("Summary of Significant Accounting Policies") of Notes to Consolidated Financial Statements included in Item 8 of this Annual Report.

**Income Taxes.** The Company estimates its income taxes payable based on the amounts it expects to owe to the various taxing authorities (i.e., federal, state and local). In estimating income taxes, management assesses the relative merits and risks of the tax treatment of transactions, taking into account statutory, judicial and regulatory guidance in the context of the Company's tax position. Management also relies on tax opinions, recent audits, and historical experience.

The Company also recognizes deferred tax assets and liabilities for the future tax consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is required for deferred tax assets that the Company estimates are more likely than not to be unrealizable, based on evidence available at the time the estimate is made. These estimates can be affected by changes in tax laws, statutory tax rates, and future income levels. See Notes 2 ("Summary of Significant Accounting Policies") and 11 ("Income Taxes") of Notes to Consolidated Financial Statements included in Item 8 of this Annual Report.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

This information is contained in the section captioned "Interest Rate Risk" under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and in Notes 20 ("Fair Value of Financial Instruments") and 21 ("Derivative Financial Instruments") of the Notes to Consolidated Financial Statements in Item 8 of this Annual Report.

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## **Item 8. Financial Statements and Supplementary Data.**

## FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Financial Condition

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

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**FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Income**

	For the years ended December 31			
	2021		2020	
	(In thousands, except per share data)			
<b>Interest and dividend income</b>				
Interest and fees on loans	\$	293,287	\$	272,174
Interest and dividends on securities:				
Interest		20,961		15,990
Dividends		98		75
Other interest income		2,418		300
<b>Total interest and dividend income</b>		<u>316,764</u>		<u>288,539</u>
<b>Interest expense</b>				
Deposits		47,285		38,329
Other interest expense		17,721		12,249
<b>Total interest expense</b>		<u>65,006</u>		<u>50,578</u>
<b>Net interest income</b>		<u>251,758</u>		<u>237,961</u>
Provision benefits for credit losses		1,683		1,352
<b>Net interest income after provision benefits for credit losses</b>		<u>253,441</u>		<u>239,313</u>
<b>Non-interest income</b>				
Banking services fee income		3,122		5,962
Net gain on sale of loans		101		86
Net gain on disposition of assets		105		621
Net (loss) gain on sale of securities		(10,948)		(335)
Net gain (loss) from fair value adjustments		7,729		(12,393)
Federal Reserve Loan Facility of New York stock dividends		2,006		2,897
Other non-interest income		1,421		1,852
<b>Total non-interest income</b>		<u>3,336</u>		<u>8,283</u>
<b>Other income</b>				
Net interest expense		(1,078)		(1,221)
Interest and employee benefits		14,874		16,318
Occupancy and equipment		1,406		1,292
Professional services		9,207		8,276
FDIC deposit insurance		2,203		2,493
Depreciation		5,525		5,242
Impairment and amortization of bank premises and equipment		5,933		6,222
Other non-interest expense		284		721
Net loss from sale of fair value assets		—		—
Provision payable on foreclosures		—		7,855
Other operating expenses		21,425		20,325
<b>Total non-interest expense</b>		<u>52,038</u>		<u>53,693</u>
<b>Income before income taxes</b>		<u>201,403</u>		<u>195,720</u>
Provision for income taxes		17,569		20,378
<b>Income</b>		<u>183,834</u>		<u>175,342</u>
Net income		<u>183,834</u>		<u>175,342</u>
Basic earnings per common share	\$	2.00	\$	2.00
Diluted earnings per common share	\$	2.00	\$	2.00

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



FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Comprehensive Income

	For the years ended December 31		
	2021	2020	2019
	in thousands		
Net income	\$ 76,084	\$ 80,705	\$ 6,674
Other comprehensive income (loss), net of tax:			
Amortization of premium (gain), loss, net of taxes of \$47, \$(1,989) and \$(2,700) for the years ended December 31, 2021, 2020 and 2019, respectively	1179	361	278
Accretion of prior writs for credits, net of taxes of \$3, \$27 and \$25 for the years ended December 31, 2021, 2020 and 2019, respectively	119	298	(126)
Unrecognized actuarial gain (loss), net of taxes of \$(107), \$(19) and \$(16) for the years ended December 31, 2021, 2020 and 2019, respectively	1,461	28	(112)
Change in net investment contract gains or losses related to net, net of taxes of \$(2,406), \$(1,477) and \$(2,497) for the years ended December 31, 2021, 2020 and 2019, respectively	(64,381)	(7,464)	4,787
Reclassification adjustment for net losses (gains) included in net income, net of taxes of \$(5,401), \$55 and \$(216) for the years ended December 31, 2021, 2020 and 2019, respectively	7,241	676	485
Net unrealized (loss) gains on cash flow hedges, net of taxes of \$(12,180), \$(7,126) and \$3,177 for the years ended December 31, 2021, 2020 and 2019, respectively	24,784	18,127	(11,659)
Change in fair value of liability related to investment-specific credit risk, net of taxes of \$(106), \$(277) and \$(307) for the years ended December 31, 2021, 2020 and 2019, respectively	(1763)	427	828
Total other comprehensive (loss) income, net of tax	40,995	40,680	4,483
Comprehensive net income	\$ 117,079	\$ 121,385	\$ 11,157

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

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FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Changes in Stockholders' Equity

	Total	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss
	Dollars in thousands, except per share data					
<b>Balance at December 31, 2019</b>	<b>\$ 178,670</b>	<b>\$ 100</b>	<b>\$ 126,667</b>	<b>\$ (7,487)</b>	<b>\$ 452,060</b>	<b>\$ (4,807)</b>
Net income	—	—	—	—	9,920	—
Share-based compensation expense	1,734	26	15,476	—	—	—
Acquisition of shares issued from Employee Stock Plan (147 shares)	1,734	—	1,520	—	—	—
Stock-based compensation expense (1)	—	—	6,430	—	—	—
Purchase of treasury shares (10,540 shares) (1)	—	—	—	12,540	—	—
Repurchase of shares to satisfy obligations (1,114 shares)	—	—	—	17,352	—	—
Dividends on common stock (\$0.50 per share)	—	—	—	—	(53,676)	—
<b>Balance at December 31, 2020</b>	<b>\$ 180,138</b>	<b>\$ 126</b>	<b>\$ 143,193</b>	<b>\$ 68,808</b>	<b>\$ 398,384</b>	<b>\$ (4,807)</b>
Net income	86,795	—	—	—	81,761	—
Acquisition of shares issued from Employee Stock Plan (12,136 shares)	121	—	8,811	—	—	—
Issuance of restricted stock units (10,169 shares)	523	—	(5,599)	1,473	1,499	—
Stock-based compensation expense (1)	—	—	6,626	—	—	—
Purchase of treasury shares (10,540 shares)	—	—	—	12,540	—	—
Repurchase of shares to satisfy obligations (1,114 shares)	—	—	—	17,352	—	—
Dividends on common stock (\$0.50 per share)	—	—	—	—	(26,736)	—
Other comprehensive loss, net of tax	—	—	—	—	—	1,520
<b>Balance at December 31, 2021</b>	<b>\$ 267,477</b>	<b>\$ 126</b>	<b>\$ 162,730</b>	<b>\$ (12,421)</b>	<b>\$ 457,439</b>	<b>\$ (3,287)</b>
Net income	76,981	—	—	—	76,981	—
Acquisition of shares issued from Employee Stock Plan (17,944 shares)	167	—	147	—	—	—
Issuance of restricted stock units (10,169 shares)	—	—	(6,177)	4,411	1,266	—
Stock-based compensation expense (1)	—	—	8,367	—	—	—
Purchase of treasury shares (1,375,735 shares)	—	—	—	(7,346)	—	—
Repurchase of shares to satisfy obligations (9,171 shares)	—	—	—	11,429	—	—
Dividends on common stock (\$0.50 per share)	—	—	—	—	(37,680)	—
Other comprehensive loss, net of tax	—	—	—	—	—	(22,961)
<b>Balance at December 31, 2022</b>	<b>\$ 344,625</b>	<b>\$ 126</b>	<b>\$ 175,017</b>	<b>\$ (12,352)</b>	<b>\$ 574,106</b>	<b>\$ (26,248)</b>

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

FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES  
Consolidated Statements of Cash Flows

	For the years ended December 31,		
	2022	2021	2020
	(In thousands)		
<b>Operating Activities</b>			
Net income	\$ 76,945	\$ 81,793	\$ 34,674
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision (benefit) for credit losses	5,081	(4,944)	23,129
Depreciation and amortization of premises and equipment	5,938	6,425	6,212
Net gains on sales of loans	(119)	(315)	(48)
Net amortization (accruals) of premiums and discounts	1,139	(987)	6,446
Net gain from disposition of assets	(198)	(621)	—
Net loss on sales of OREO	—	—	36
Net loss (gain) from sale of securities	10,948	(113)	701
Deferred income tax provision (benefit)	144	(1,725)	(4,837)
Net (gain) loss from fair value adjustments	(3,728)	12,995	2,142
Net (gain) loss from fair value adjustments of qualifying hedges	(775)	(2,079)	1,185
Gain from life insurance proceeds	(1,822)	—	(659)
Income from bank owned life insurance	(4,487)	(4,044)	(3,814)
Stock-based compensation expense	4,897	4,829	4,450
Deferred compensation	(5,365)	(4,002)	(4,403)
Amortization of core deposit intangibles	545	—	108
(Decrease) increase in other assets	11,775	563	2,405
(Decrease) increase in other liabilities	(15,199)	(1,767)	1,151
Net cash provided by operating activities	\$5,552	\$8,106	\$7,278
<b>Investing Activities</b>			
Purchases of premises and equipment	(4,342)	(3,488)	(2,512)
Net (purchases) redemptions of Federal Home Loan Bank-NY shares	(9,965)	7,502	14,617
Purchases of securities held-to-maturity	(156,475)	—	—
Proceeds from prepayments of securities held-to-maturity	387	—	603
Proceeds from calls of securities held-to-maturity	—	—	188
Purchases of securities available for sale	(224,940)	(538,350)	(217,405)
Proceeds from sales and calls of securities available for sale	73,276	64,613	232,970
Proceeds from maturities and prepayments of securities available for sale	96,861	338,701	271,131
Purchases of bank owned life insurance	—	(25,000)	—
Proceeds from life insurance	3,945	—	2,477
Change in cash collateral	66,345	—	—
Net (originations) and repayments of loans	(93,262)	290,890	(53,276)
Purchases of loans	(275,701)	(262,091)	(193,289)
Proceeds from sale of OREO, net	—	—	201
Proceeds from sale of loans	31,993	28,632	7,493
Cash used in acquisition of Empire Bancorp, Inc.	—	—	(54,536)
Cash provided by acquisition of Empire Bancorp, Inc.	—	—	86,340
Net cash (used in) provided by investing activities	(351,818)	(106,763)	\$3,096

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

Continued

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**FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows (continued)**

	For the years ended December 31,		
	2022	2021	2020
	<i>(in thousands)</i>		
<b>Financing Activities</b>			
Net (decrease) increase in non-interest-bearing deposits	\$ (46,263)	\$ 100,549	\$ 174,108
Net increase in interest-bearing deposits	200,019	3,974	39,591
Net (decrease) increase in mortgage/escrow deposits	(3,754)	6,291	(5,159)
Net proceeds from short-term borrowings	225,000	—	—
Proceeds from long-term borrowing	63,603	122,843	215,578
Repayment of long-term borrowings	(55,685)	(341,643)	(485,999)
Purchase of treasury shares and repurchase of shares to satisfy tax obligations	(29,675)	(11,570)	(3,877)
Cash dividends paid	(27,031)	(26,524)	(24,833)
Net cash provided by (used in) financing activities	336,094	(137,600)	(56,775)
Net increase (decrease) in cash and cash equivalents, and restricted cash	70,077	(15,667)	107,667
Cash, cash equivalents, and restricted cash, beginning of period	81,723	157,388	49,787
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 151,804</u>	<u>\$ 141,721</u>	<u>\$ 157,454</u>
<b>Supplemental Cash Flow Disclosure</b>			
Interest paid	\$ 63,600	\$ 40,364	\$ 71,380
Income taxes paid	32,411	29,225	17,919
Taxes paid if excess tax benefits on stock-based compensation were not tax deductible	33,031	27,889	17,764

Continued

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

	For the year ended	
	December 31,	
	2020	
	(in thousands)	
<b>Assets acquired:</b>		
Securities available for sale	\$	159,369
Net loans		669,682
Interest and dividends receivable		5,394
Bank premises and equipment, net		3,203
Federal Home Loan Bank of New York stock, at cost		1,135
Bank owned life insurance		21,992
Core deposit intangibles		3,200
Right of Use Asset		9,993
Other assets		22,500
		<u>\$96,343</u>
<b>Liabilities assumed:</b>		
Due to depositors:		
Non-interest bearing		169,496
Interest-bearing		683,393
Mortgagee's reserve deposits		6,406
Borrowed funds		21,215
Operating lease liability		13,679
Other liabilities		3,108
		<u>\$96,657</u>
Goodwill recorded	\$	1,509
Common stock issued	\$	32,705

FLUSHING FINANCIAL CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

For the years ended December 31, 2022, 2021 and 2020

1. Nature of Operations

Flushing Financial Corporation (the "Holding Company"), a Delaware business corporation, is the bank holding company of its wholly-owned subsidiary Flushing Bank (the "Bank"). The Holding Company and its direct and indirect wholly-owned subsidiaries, including the Bank, Flushing Service Corporation ("FSC"), FSB Properties Inc. ("Properties"), and Flushing Preferred Funding Corporation ("FPFC"), which was dissolved as of June 30, 2021, and are collectively herein referred to as the "Company".

The Company's principal business is attracting deposits from public entities and the general public, while investing those deposits together with funds generated from ongoing operations and borrowings, primarily in (1) originations and purchases of multi-family residential properties, commercial business loans, commercial real estate mortgage loans and, to a lesser extent, one-to-four family (located on mixed-use properties, which are properties that contain both residential dwelling units and commercial units), (2) construction loans, primarily for residential properties, (3) Small Business Administration ("SBA") loans and other small business loans, (4) mortgage loan participations such as mortgage-backed securities, and (5) U.S. government securities, corporate fixed-income securities and other marketable securities. The Bank also originates certain other consumer loans including overdraft lines of credit. The Bank primarily conducts its business through twenty-five full-service banking offices, ten of which are located in Queens County, four in Nassau County, three in Suffolk County, five in Kings County (Brooklyn) and three in New York County (Manhattan), New York. The Bank also operates an internet branch, which operates under the brands of *IGBanking®* and *BankParity®* (the "Internet Branch"), offering checking, savings, money market and certificates of deposit accounts.

2. Summary of Significant Accounting Policies

The accounting and reporting policies of the Company follow accounting principles generally accepted in the United States of America ("GAAP") and general practices within the banking industry. The policies which materially affect the determination of the Company's financial position, results of operations and cash flows are summarized below.

Principles of Consolidation:

The accompanying consolidated financial statements include the accounts of the Holding Company and the following direct and indirect wholly-owned subsidiaries of the Holding Company: the Bank, FPFC, FSC, and Properties, FPFC, which was dissolved as of June 30, 2021, was a real estate investment trust formed to hold a portion of the Bank's mortgage loans to facilitate access to capital markets. FSC was formed to market insurance products and mutual funds. Properties is currently used to hold title to real estate owned acquired via foreclosure. Amounts held in a split trust for certain non-qualified deferred compensation plans are included in the consolidated financial statements. All intercompany transactions and accounts are eliminated in consolidation.

The Holding Company also owns Flushing Financial Capital Trust II, Flushing Financial Capital Trust III, and Flushing Financial Capital Trust IV (the "Trusts"), which are special purpose business trusts formed to issue a total of \$600 million of capital securities and \$1.9 million of common securities (which are the only voting securities). The Holding Company owns 100% of the common securities of the Trusts. The Trusts used the proceeds from the issuance of these securities to purchase junior subordinated debentures from the Holding Company. The Trusts are not included in our consolidated financial statements as we would not absorb the losses of the Trusts if losses were to occur. See Note 10, "Invested Funds," for additional information regarding these trusts.

When necessary, certain reclassifications were made to prior-year amounts to conform to the current-year presentation. Such reclassifications had no effect on prior period net income or shareholders' equity.

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**Use of Estimates:**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenue and expenses during the reporting period. Estimates that are particularly susceptible to change in the near term are used in connection with the determination of the allowance for credit losses, the evaluation of goodwill for impairment, the review of the need for a valuation allowance of the Company's deferred tax assets and the fair value of financial instruments.

**Cash and Cash Equivalents:**

For the purpose of reporting cash flows, the Company defines cash and due from banks, overnight interest-earning deposits and federal funds sold with original maturities of 90 days or less as cash and cash equivalents. Included in cash and cash equivalents at December 31, 2022 and 2021, were \$121.9 million and \$21.7 million, respectively, in interest-earning deposits in other financial institutions, primarily comprised of restricted cash held as collateral for interest rate swaps and funds due from the Federal Reserve Bank of New York and the Federal Home Loan Bank of New York ("FHLB-NY"). The restricted cash totaled \$67.6 million and \$21.5 million at December 31, 2022 and 2021, respectively. At December 31, 2022 and 2021, cash (including restricted cash) held in excess of Federal Deposit Insurance Corporation ("FDIC") deposit insurance limits at other commercial banks totaled \$73.9 million, and \$27.8 million, respectively.

**Securities:**

Securities are classified as held-to-maturity when management intends to hold the securities until maturity. Held-to-maturity securities are stated at amortized cost, adjusted for unamortized purchase premiums and discounts and an allowance for credit losses. Securities are classified as available for sale when management intends to hold the securities for an indefinite period of time or when the securities may be utilized for actual asset-liability purposes and may be sold from time to time to effectively manage interest rate exposure and resultant prepayment risk and liquidity needs. Unrealized gain and losses on securities available for sale are excluded from earnings and reported as part of accumulated other comprehensive loss, net of taxes. Premiums and discounts are amortized or accreted, respectively, using the level-yield method. Realized gains and losses on the sales of securities are determined using the specific identification method.

The Company's estimate of expected credit losses for held-to-maturity debt securities is based on historical information, current conditions and a reasonable and supportable forecast. At December 31, 2022 the Company's portfolio is made up of four securities: two which are structured similar to a commercial owner occupied loan, and modeled for credit losses similar to commercial business loans secured by real estate, the third is under forbearance and is individually evaluated for allowance for credit loss, and the fourth issued and guaranteed by Fannie Mae, which is a government sponsored enterprise that has a credit rating and perceived credit risk comparable to the U.S. government. Accordingly, the Company assumes a zero loss expectation from the Fannie Mae security. At December 31, 2021, the Company's portfolio was made up of three securities: one which is structured similar to a commercial owner occupied loan, and modeled for credit losses similar to commercial business loans secured by real estate, the second is under forbearance and is individually evaluated for allowance for credit loss, and the third issued and guaranteed by Fannie Mae, which is a government sponsored enterprise that has a credit rating and perceived credit risk comparable to the U.S. government. Accordingly, the Company assumes a zero loss expectation from the Fannie Mae security.

The Company reviewed each available for sale debt security that had an unrealized loss at December 31, 2022 and December 31, 2021. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities' amortized cost basis. If the Company evaluates any decline in the fair value is due to credit loss factors and this valuation indicates that a credit loss exists, then the present value of cash flows expected to be collected from the security is compared to the amortized cost basis of security. If the present value of the cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than the amortized cost basis.

The Company recorded tax exempt interest income totaling \$1.7 million during both years ended December 31, 2022 and 2021, and \$1.9 million for the year ended December 31, 2020.

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**Goodwill:**

Goodwill represents the excess purchase price over the value assigned to tangible and identifiable intangible assets, and liabilities assumed of business acquired. Goodwill is presumed to have an indefinite life and is tested annually for impairment, or more frequently when certain conditions are met. If the fair value of the reporting unit is greater than the carrying value, no further evaluation is required. If the fair value of the reporting unit is less than the carrying value, further evaluation would be required to compare the fair value of the reporting unit to the carrying value and determine if impairment is required.

Quoted market prices in active markets are the best evidence of fair value and are to be used as the basis for measurement, when available. Other acceptable valuation methods include an asset approach, which determines a fair value based upon the value of assets net of liabilities, an income approach, which determines fair value using one or more methods that convert anticipated economic benefits into a present single amount, and a market approach, which determines a fair value based on the similar businesses that have been sold.

At December 31, 2022, the net book value of our reporting unit exceeded market capitalization, however the fair value of our reporting unit is not driven solely by the market price of our stock. As described above, fair value of our reporting unit is derived using a combination of an asset approach, an income approach and a market approach. These valuation techniques consider several other factors beyond our market capitalization, such as the estimated future cash flows of our reporting unit, the discount rate used to present value such cash flows and the market multiples of comparable companies. Changes to input assumptions used in the analysis could result in materially different evaluations of goodwill impairment. We qualitatively assess whether the carrying value of our reporting unit exceeds fair value. If this qualitative assessment determines that it is more likely than not that the carrying value exceeds fair value, further qualitative evaluation for impairment would be required to compare the fair value of the reporting unit to the carrying value and determine if impairment is required.

In performing the goodwill impairment testing, the Company has identified a single reporting unit. The Company performed the quantitative assessment in reviewing the carrying value of goodwill as of December 31, 2022 and 2020, and the qualitative assessment as of December 31, 2021, concluding that there was no goodwill impairment in any period. At December 31, 2022 and 2021, the carrying amount of goodwill totaled \$17.8 million at each period. The identifications of additional reporting units, the use of other valuation techniques and/or changes to input assumptions used in the analysis could result in materially different evaluations of goodwill impairment.

**Loans:**

Loans are reported at their outstanding principal balance net of any unearned income, charge-offs, deferred loan fees and costs on originated loans and unamortized premiums or discounts on purchased loans. Loan fees and certain loan origination costs are deferred. Net loan origination costs and premiums or discounts on loans purchased are amortized into interest income over the contractual life of the loans using the level-yield method. Prepayment penalties received on loans which pay in full prior to their scheduled maturity are included in interest income in the period they are collected.

Interest on loans is recognized on the accrual basis. Accrued interest receivable totaled \$34.5 million and \$35.8 million at December 31, 2022 and 2021, respectively and was reported in "Interest and dividends receivable" on the Consolidated Statement of Financial Condition. The accrual of income on loans is generally discontinued when certain factors, such as contractual delinquency of 90 days or more, indicate reasonable doubt as to the timely collectibility of such income. Uncollected interest previously recognized on non-accrual loans is reversed from interest income at the time the loan is placed on non-accrual status. A non-accrual loan can be returned to accrual status when contractual delinquency returns to less than 90 days delinquent. Payments received on non-accrual loans that do not bring the loan to less than 90 days delinquent are recorded as a cash basis. Payments can also be applied first as a reduction of principal until all principal is recovered and then subsequently to interest, if in management's opinion, it is evident that recovery of all principal due is likely to occur.

The Company recognizes a loan as non-performing when the borrower has demonstrated the inability to bring the loan current, or due to other circumstances which, in management's opinion, indicate the borrower will be unable to bring the loan current within a reasonable time. All loans classified as non-performing, which includes all loans past due 90 days or more, are classified as non-accrual unless the loan is well secured and there is, in our opinion, compelling



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evidence the borrower will bring the loan current in the immediate future. Prior to a real estate secured loan becoming 90 days delinquent, an updated appraisal is ordered and/or an internal evaluation is prepared.

The Company may purchase loans to supplement originations. Loan purchases are evaluated at the time of purchase to determine the appropriate accounting treatment. Performing loans purchased at a premium/discount are recorded at the purchase price with the premium/discount being amortized/accreted into interest income over the life of the loan. All loans purchased during the years ended December 31, 2022 and 2021 were performing loans that did not display credit deterioration from origination at the time of purchase and therefore were not considered impaired when purchased. The Company purchased loans totaling \$275.7 million, \$262.1 million, and \$193.3 million during the years ended December 31, 2022, 2021, and 2020. The Company has implemented a strategy of selling certain delinquent and non-performing loans. Once the Company has decided to sell a loan, the sale usually closes in a short period of time, generally within the same quarter. Loans designated held for sale are reclassified from loans held for investment to loans held for sale. At the time of transfer, loans are written down to their fair value by recording a charge-off to the allowance for credit losses. Terms of sale include cash due upon the closing of the sale, no contingencies or recourse to the Company and servicing is retained to the buyer. Additionally, at times the Company may sell participating interests in performing loans. The Company sold loans with proceeds totaling \$32.0 million, \$26.6 million, and \$7.5 million during the years ended December 31, 2022, 2021, and 2020.

**Allowance for Credit Losses:**

The Allowance for credit losses ("ACL") is an estimate that is deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial assets. Loans are charged off against that ACL when management believes that a loan balance is uncollectible based on quarterly analysis of credit risk.

The amount of the ACL is based upon a loss rate model that considers multiple factors which reflects management's assessment of the credit quality of the loan portfolio. Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The factors are both quantitative and qualitative in nature including, but not limited to, historical losses, economic conditions, trends in delinquencies, value and adequacy of underlying collateral, volume and portfolio mix, and internal loan processes.

The quantitative allowance is calculated using a number of inputs and assumptions. The results of this process, support management's assessment as to the adequacy of the ACL at each balance sheet date.

The process for calculating the allowance for credit losses begins with our historical losses by portfolio segment. The losses are then incorporated into reasonable and supportable forecast to develop the quantitative component of the allowance for credit losses.

The Bank has established an Asset Classification Committee which carefully evaluates loans which are past due 90 days and/or are classified. The Asset Classification Committee thoroughly assesses the condition and circumstances surrounding each loan meeting the criteria. The Bank also has a Delinquency Committee that evaluates loans meeting specific criteria. The Bank's loan policy requires loans to be placed into non-accrual status once the loan becomes 90 days delinquent unless there is, compelling evidence the borrower will bring the loan current in the immediate future.

For the quantitative measurement, the Company's portfolio consists of mortgage loans secured by real estate (both commercial and retail) and non-mortgage loans, which are primarily commercial business term loans and line of credit. Based on the Company's evaluation of the loan portfolio, listed below are the pools that were established as a baseline level of segmentation with their primary risk factor. The Company confirms the data remains relevant in absence of changes to the composition of the portfolio.

The mortgage portfolio is a substantial component of Company's portfolio and it is a focus of the Company's lending strategy, primarily focusing on multi-family and commercial real estate. While the mortgage portfolio consists of real estate secured loans, the source of repayment and types of properties securing these loans varies and thus the Company first considered these differences as follows:

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**One-to-four family residential property** – These loans are secured by residential properties for which the primary source of repayment is the income generated by the residential borrower. Delinquency status is considered a risk factor in this pool.

**One-to-four family mixed use** – These loans are secured by residential properties for which the primary source of repayment is the income generated by the property. Unlike the one-to-four residential credits, properties securing mixed use loans include a commercial space component. Delinquency status is considered a risk factor in this pool.

**Multi-family residential** – These loans are secured by multi-unit residential buildings for which the primary source of repayment is the income generated by the property. Properties securing multi-family loans have five or more residential units and thus a greater number of cash flow streams compared to one-to-four mixed use loans. Delinquency status and risk rating are considered risk factors in this pool.

**Commercial real estate (CRE)** – These loans are secured by properties for commercial use for which the primary source of repayment is the income generated by the property. Delinquency status, risk rating and collateral type are considered risk factors in this pool.

**Construction** – These loans are provided to fund construction projects for both residential and commercial properties. These loans are inherently different from all others as they represent “work in progress” and expose the Company to risk from non-completion and less recovery value should the sponsor of an unfinished property default. Delinquency status and risk rating are considered risk factors in this pool.

Relative to the non-mortgage portfolio, the Company considered the following categories as a baseline for evaluation:

**Commercial Business** – These loans are not typically secured by real estate. The primary source of repayment is cash flows from operations of the borrower’s business. Within this category are SBA credits and equipment finance credits. Delinquency status, risk rating and industry are considered a risk factors in this pool.

**Commercial Business secured by real estate** – These loans are secured by properties used by the borrower for commercial use where the primary source of repayment is expected to be the income generated by the borrower’s business use of the property. The Company recognizes in circumstances where the borrower is not performing, the real estate collateral would be the source of repayment. The Company considers these credits to be less risky than commercial business loans, however, riskier than commercial real estate loans. Delinquency status, risk rating and industry are considered risk factors in this pool.

**Taxi Medallions** – These loans consist primarily of loans made to New York taxi medallion owners and are secured by liens on the taxi medallions. No new taxi medallions have been originated since 2014, the remaining portfolio has been charged-off in 2021.

**Overdrafts** – These are unsecured consumer lines of credits and are an immaterial component of the Company’s portfolio.

For the qualitative measurement, the Company aggregated the portfolio segments according to three business units: business banking, residential and commercial real estate. In accordance with the interagency statement and SEC guidance, Management evaluates time qualitative risk factors to determine if the risk is captured elsewhere in the ACT process. If not captured elsewhere, the Company has identified specific risk factors to evaluate and incorporate into its Qualitative Framework. Some risk factors include time to maturity, origination loan-to-value, loan type composition, the value of underlying collateral, changes in policies and procedures for lending strategies and underwriting standards, collection and recovery practices, internal credit review, changes in personnel, divergence between the levels of NYC and national unemployment, divergence between the NYC GDP and national GDP, industry concentrations and riskiness and large borrower concentrations.

The Company recorded a provision (benefit) for credit losses on loans totaling \$4.8 million, (\$4.9) million, and \$22.6 million for the years ended December 31, 2022, 2021, and 2020, respectively. The provision recorded in 2022 was

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primarily due to loan growth, increased reserves on specific credits, coupled with the ongoing economic uncertainty resulting from high and rising inflation including increasing interest rates. The benefit recorded in 2021 was primarily due to improving economic conditions. The provision recorded in 2020 was primarily due to deteriorating economic conditions resulting from the COVID-19 pandemic. The Company specifies both the reasonable and supportable forecast and reversion periods in their economic conditions (expansion, transition, contraction). During 2022, the Company decreased the reversion period to adjust for the model using a more favorable forecast based on national statistics compared to the Bank's primary market area, the New York Tri-State area, where economic improvements lag behind the nation. As of December 31, 2022, the assumption for the reasonable and supportable forecast and reversion period was two quarters and four quarters, respectively.

The Company may restructure loans to enable a borrower experiencing financial difficulties to continue making payments when it is deemed to be in the Company's best long-term interest. This restructure may include reducing the interest rate or amount of the monthly payment for a specified period of time, after which the interest rate and repayment terms revert to the original terms of the loan. We classify these loans as troubled debt restructurings ("TDR").

These restructurings have not included a reduction of principal balance. The Company believes that restructuring these loans in this manner will allow certain borrowers to become and remain current on their loans. All loans classified as TDR are individually evaluated, however TDR loans which have been current for six consecutive months at the time they are restructured as TDR remain on accrual status and are not included as part of non-performing loans. Loans which were delinquent at the time they are restructured as a TDR are placed on non-accrual status and reported as non-accrual performing TDR loans until they have made timely payments for six consecutive months. These restructurings have not included a reduction of principal balance.

**Purchased Financial Assets with Credit Deterioration:**

Purchased financial assets with credit deterioration ("PCD") assets are acquired in an acquisition and which have experienced more-than-insignificant deterioration in credit quality since origination. PCD assets are initially recognized at their amortized cost with an allowance for expected credit losses. The difference between the amortized cost less the allowance for credit losses and the purchase price is recognized as a non-credit discount, which is accreted into interest income over the life of the loans using the level yield method. At October 30, 2020, the Company acquired PCD assets with a fair value totaling \$286.1 million. The Company recorded Day 1 ACL of \$4.1 million resulting from PCD loans.

**Loans Held for Sale:**

Loans held for sale are carried at the lower of cost or estimated fair value. At December 31, 2022 and 2021, there were no loans classified as held for sale.

**Bank Owned Life Insurance:**

Bank owned life insurance ("BOLI") represents life insurance on the lives of certain current and past employees who have provided positive consent allowing the Company to be the beneficiary of such policies. BOLI is carried in the Consolidated Statements of Financial Condition at its cash surrender value. Increases in the cash value of the policies, as well as proceeds received, are recorded in other non-interest income, and are not subject to income taxes. During 2022, the Company did not purchase any additional BOLI. During 2021, the Company purchased BOLI totaling \$25.0 million.

**Other Real Estate Owned:**

Other Real Estate Owned ("OREO") consists of property acquired through foreclosure. At the time of foreclosure these properties are acquired at fair value and subsequently carried at the lower of cost or fair value, less estimated selling costs. The fair value is based on appraised value through a current appraisal, or at times through an internal review, additionally adjusted by the estimated costs to sell the property. This determination is made on an individual asset basis. If the fair value of a property is less than the carrying amount of the loan, the difference is recognized as a charge to the ACL. Further decreases to the estimated value will be recorded directly to the Consolidated Statements of Income. At December 31, 2022 and 2021, we did not hold any OREO.

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**Bank Premises and Equipment:**

Bank premises and equipment are stated at cost, less depreciation accumulated on a straight-line basis over the estimated useful lives of the related assets, recorded in Depreciation and amortization of bank premises and equipment in the Consolidated Statements of Income. For equipment and furniture the useful life is between 3 to 10 years.

As of December 31, 2022 and 2021, the Bank leased all branches and its executive offices. Leasehold improvements are amortized on a straight-line basis over the term of the related leases or the lives of the assets, whichever is shorter. Maintenance, repairs and minor improvements are charged to non-interest expense in the period incurred.

**Federal Home Loan Bank Stock:**

The FHLB-NY has assigned to the Company a mandated membership stock ownership requirement, based on its asset size. In addition, for all borrowing activity, the Company is required to purchase shares of FHLB-NY non-marketable capital stock at par. Such shares are redeemed by FHLB-NY at par with reductions in the Company's borrowing levels. The Company carries its investment in FHLB-NY stock at historical cost. The Company periodically reviews its FHLB-NY stock to determine if impairment exists. At December 31, 2022, the Company considered among other things the earnings performance, credit rating and asset quality of the FHLB-NY. Based on this review, the Company did not consider the value of our investment in FHLB-NY stock to be impaired at December 31, 2022 and 2021.

**Income Taxes:**

Deferred income tax assets and liabilities are determined using the asset and liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between book and tax basis of the various balance sheet assets and liabilities. A deferred tax liability is recognized on all taxable temporary differences and a deferred tax asset is recognized on all deductible temporary differences and operating losses and tax credit carry-forwards. A valuation allowance is recognized to reduce the potential deferred tax asset, if it is "more likely than not" that all or some portion of that potential deferred tax asset will not be realized. Uncertain tax positions that meet the more likely than not recognition threshold are measured to determine the amount to recognize. An uncertain tax position is measured at the amount that management believes has a greater than 50% likelihood of realization upon settlement. The Company must also take into account changes in tax laws or rates when valuing the deferred income tax amounts it carries on its Consolidated Statements of Financial Condition.

**Stock Compensation Plans:**

The Company accounts for its stock-based compensation using a fair-value-based measurement method for share-based payment transactions with employees and directors. The Company measures the cost of employee and directors services received in exchange for an award of an equity instrument based on the grant date fair value of the award. That cost is recognized over the period during which the employee and directors are required to provide services in exchange for the award. The requisite service period is usually the vesting period, as such according to the terms of these awards, which provide for vesting upon retirement, the cost for these awards are fully recognized at the earlier of the retirement eligibility date or vesting date. Forfeitures are recorded in the period they occur.

**Benefit Plans:**

The Company sponsors a 401(k), and profit sharing plan for its employees. The Company also sponsors postretirement health care and life insurance benefits plans for its employees, a non-qualified deferred compensation plan for certain senior officers, and a non-qualified pension plan for its outside directors. The qualified pension plan was frozen in 2006, no longer allowing additional participants or accruals from that point forward.

The Company recognizes the funded status of a benefit plan – measured as the difference between plan assets at fair value and the benefit obligation – in the Consolidated Statements of Financial Condition, with the unrecognized credits and charges recognized, net of taxes, as a component of accumulated other comprehensive income (loss). These credits or charges arise as a result of gains or losses and prior service costs or credits that arise during prior periods but were not recognized as components of net periodic benefit cost.

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**Treasury Stock:**

The Company records treasury stock at cost. Treasury stock is retired at average cost.

**Derivatives:**

Derivatives are recorded on the Consolidated Statements of Financial Condition at fair value on a gross basis in "Other assets" and/or "Other liabilities". The accounting for changes in the value of a derivative depends on the type of hedge and on whether or not the transaction has been designated and qualifies for hedge accounting. Derivatives that are not designated as hedges are reported and measured at fair value through earnings and included in Net gain (loss) from fair value adjustments on the Consolidated Statements of Income.

To qualify for hedge accounting, a derivative must be highly effective at reducing the risk associated with the exposure being hedged. In addition, for a derivative to be designated as a hedge, the risk management objective and strategy must be documented. Hedge documentation must identify the derivative hedging instrument, the asset or liability or forecasted transaction and type of risk to be hedged, and how the effectiveness of the derivative is assessed prospectively and retrospectively. The extent to which a derivative has been, and is expected to continue to be, effective at offsetting changes in the fair value of the hedged item must be assessed at least quarterly. If it is determined that a derivative is not highly effective at hedging the designated exposure, hedge accounting is discontinued. For cash flow hedges, the changes in the fair value of the derivative is recorded in a component of accumulated other comprehensive income or loss, net of tax, and subsequently reclassified into earnings when the hedged transaction affects earnings. For fair value hedges, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, is recognized in earnings on the same line as the hedged item. Changes in the fair value of derivatives are disclosed in the Consolidated Statements of Cash Flows within operating activities in the line items Fair value adjustments for financial assets and financial liabilities and Net (gain) loss from fair value adjustments on qualifying hedges.

**Leases:**

The Company determines whether an arrangement contains a lease at inception. An arrangement contains a lease if it implicitly or explicitly identifies an asset to be used and conveys the right to control the use of the identified asset in exchange for consideration. As a lease, we recognize include operating right-of-use ("ROU") leases in Right of use asset and operating lease liabilities in Operating lease liability on the Consolidated Statements of Financial Condition.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized upon commencement of the lease based on the present value of the lease payments over the lease term. As most of the Company's leases do not provide an implicit interest rate, we generally use the Company's incremental borrowing rate based on the estimated rate of interest for fully collateralized and fully amortizing borrowings over a similar term of the lease payments at commencement date to determine the present value of lease payments. When readily determinable, we use the implicit rate. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has elected the short-term lease recognition exemption such that the Company will not recognize Right of use assets ("ROU") or lease liabilities for leases with a term of less than 12 months from the commencement date. The Company's operating lease expense for building and equipment rental totaled \$8.5 million, \$8.6 million, and \$7.7 million and was recorded in Occupancy and equipment on the Consolidated Statements of Income for the years ended December 31, 2022, 2021, and 2020 respectively. The Company's operating lease expense for vehicles totaled \$0.1 million and was recorded in Other Operating Expenses on the Consolidated Statements of Income for each of the years ended December 31, 2022, 2021, and 2020, respectively.

The Company has agreements that qualify as a short-term leases with expense totaling \$0.2 million, \$0.2 million, and \$0.1 million for the years ended December 31, 2022, 2021 and 2020, respectively, included in Professional services on the Consolidated Statements of Income. The Company's variable lease payments, which include insurance and real estate tax expenses was recorded in Occupancy and equipment on the Consolidated Statements of Income and totaled \$1.1 million at the year ended December 31, 2022 and \$1.1 million for each of the years ended December 31, 2021 and 2020.

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respectively. At December 31, 2022, the weighted-average remaining lease term for our operating leases is approximately seven years and the weighted average discount rate is 2.9%. Our lease agreements do not contain any residual value guarantees.

Certain leases have escalation clauses for operating expenses and real estate taxes. The Company's non-cancelable operating lease agreements expire through 2036.

**Comprehensive Income:**

Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) includes (i) unrealized gains and losses on securities available for sale and reclassification adjustments for realized gains and losses on securities available for sale, (ii) unrealized gains and losses on derivatives in cash flow hedge relationships and reclassifications of deferred gains and losses when the hedge item impacts earnings, (iii) adjustments to net periodic pension costs, and (iv) changes in the fair value of instrument-specific credit risk from the Company's liabilities carried at fair value pursuant to the fair value option.

**Segment Reporting:**

Management views the Company as operating as a single unit, a community bank. Therefore, segment information is not provided.

**Advertising Expense:**

Costs associated with advertising are expensed as incurred. The Company recorded advertising expenses of \$3.1 million, \$2.5 million, and \$1.8 million for the years ended December 31, 2022, 2021, and 2020, respectively, recorded in the professional services in the Consolidated Statements of Income.

**Earnings per Common Share:**

Basic earnings per common share is computed by dividing net income available to common shareholders by the total weighted average number of common shares outstanding, which includes unvested participating securities. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and as such are included in the calculation of earnings per share. The Company's unvested restricted stock unit awards are considered participating securities. Therefore, weighted average common shares outstanding used for computing basic earnings per common share includes common shares outstanding plus unvested restricted stock unit awards. The computation of diluted earnings per share includes the additional dilutive effect of stock options outstanding and other common stock equivalents during the period. Common stock equivalents that are anti-dilutive are not included in the computation of diluted earnings per common share. The numerator for calculating basic and diluted earnings per common share is net income available to common shareholders. The shares held in the Company's Employee Benefit Trust at December 31, 2021 and 2020 are not included in shares outstanding for purposes of calculating earnings per common share. There were no shares held in the Employee Benefit Trust at December 31, 2022.

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Earnings per common share have been computed based on the following, for the years ended December 31:

	2022	2021	2020
	<i>(In thousands, except per share data)</i>		
Net income, as reported	\$ 26,907	\$ 81,793	\$ 34,624
Divided by:			
Weighted average common shares outstanding	36,823	31,556	29,301
Weighted average common stock equivalents			
Total weighted average common shares outstanding and common stock equivalents	36,823	31,556	29,301
Basic earnings per common share	\$ 2.96	\$ 2.59	\$ 1.18
Diluted earnings per common share	\$ 2.90	\$ 2.59	\$ 1.18
Dividend Payout ratio	35.2 %	32.4 %	71.2 %

There were no options that were anti-dilutive for the years ended December 31, 2022, 2021, and 2020.

**3. Business Combination**

On October 30, 2020, the Company completed its acquisition of 100% of the outstanding voting and non-voting shares of Empire Bancorp, Inc. ("Empire"). In connection with the transaction, Empire National Bank ("Empire Bank"), a wholly-owned subsidiary of Empire, merged with and into Flushing Bank, with Flushing Bank as the surviving entity. The shareholders of Empire received total consideration of \$87.5 million which consisted of \$54.8 million in cash and 2,557,028 shares of Flushing Financial Corporation common stock.

The merger was accounted for under the acquisition method of accounting. The excess of the fair value of the consideration paid over the preliminary net fair value of Empire's assets and liabilities resulted in recognition of goodwill totaling \$1.3 million, none of which is deductible for tax purposes. Upon closing of the merger, the Company's assets increased by \$982.7 million and four new branch locations were added, which expanded our presence on Long Island with entrance into Suffolk County.

**4. Loans and Allowance for Credit Losses**

The composition of loans is as follows at December 31:

	2022	2021
	<i>(In thousands)</i>	
Multi-family residential	\$ 2,460,364	\$ 2,357,626
Commercial real estate	1,913,040	1,779,629
One-to-four family — mixed-use property	556,314	573,795
One-to-four family — residential	241,246	276,571
Construction	76,981	89,261
Small Business Administration <sup>(1)</sup>	23,275	93,811
Commercial business and other	1,521,548	1,139,273
Gross loans	6,922,758	6,830,966
Net unamortized premiums and unearned loan fees	601	6,239
Total loans, net of fees and costs	\$ 6,914,369	\$ 6,830,195

(1) Includes \$3.2 million, and \$77.4 million of SBA Payroll Protection Program ("SBA PPP") loans at December 31, 2022, and 2021, respectively.

The majority of our loan portfolio is invested in multi-family residential, commercial real estate and commercial business and other loans, which totaled 87.2% and 84.9% of our gross loans at December 31, 2022 and 2021, respectively. Our concentration in these types of loans increases the overall level of credit risk inherent in our loan portfolio. The greater risk associated with these types of loans could require us to increase our allowance and provision for credit losses and to maintain an ACL as a percentage of total loans in excess of the allowance currently maintained. In addition to our loan portfolio, at December 31, 2022, we were servicing \$52.1 million of loans for others.

Loans secured by multi-family residential property and commercial real estate generally involve a greater degree of risk than residential mortgage loans and generally carry larger loan balances. The increased credit risk is the result of several factors, including the concentration of principal in a smaller number of loans and borrowers, the effects of general economic conditions on income producing properties and the increased difficulty in evaluating and monitoring these types of loans. Furthermore, the repayments of loans secured by these types of properties are typically dependent upon the successful operation of the related property, which is usually owned by a legal entity with the property being the entity's only asset. If the cash flow from the property is reduced, the borrower's ability to repay the loan may be impaired. If the borrower defaults, our only remedy may be to foreclose on the property, for which the market value may be less than the balance due on the related mortgage loan.

Loans secured by commercial business and other loans involve a greater degree of risk for the same reasons as for multi-family residential and commercial real estate loans with the added risk that many of the loans are not secured by improved properties.

To minimize the risks involved in the origination of multi-family residential, commercial real estate and commercial business and other loans, the Company adheres to defined underwriting standards, which include reviewing the expected net operating income generated by the real estate collateral securing the loan, the age and condition of the collateral, the financial resources and income level of the borrower and the borrower's experience in owning or managing similar properties. We typically require debt service coverage of at least 125% of the monthly loan payment. We generally originate these loans up to a maximum of 75% of the appraised value or the purchase price of the property, whichever is less. Any loan with a final loan-to-value ratio in excess of 75% must be approved by the Bank's Board of Directors or the Loan Committee as an exception to policy. We generally rely on the income generated by the property as the primary means by which the loan is repaid. However, personal guarantees may be obtained for additional security from these borrowers. Additionally, for commercial business and other loans which are not secured by improved properties, the Bank will secure these loans with business assets, including accounts receivable, inventory and real estate and generally require personal guarantees.



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The following tables show loans modified and classified as TDR during the periods indicated:

(Dollars in thousands)	For the year ended December 31, 2022		
	Number	Balance	Modification description
Small Business Administration	1	\$ 271	Loan amortization extension.
Commercial business and other	5	\$ 8,266	One loan received a below market interest rate and four loans had an amortization extension.
Total	6	\$ 8,537	

(Dollars in thousands)	For the year ended December 31, 2021		
	Number	Balance	Modification description
Commercial business and other	1	\$ 782	Loan amortization extension.
Total	1	\$ 782	

(Dollars in thousands)	For the year ended December 31, 2020		
	Number	Balance	Modification description
Commercial business and other	1	\$ 7,583	Loan received a below market interest rate and had an amortization extension.
One-to-four family - mixed-use property	1	\$ 230	Loan received a below market interest rate.
Total	2	\$ 7,813	

The recorded investment of the loans modified and classified as TDR, presented in the tables above, were unchanged as there was no principal forgiveness in these modifications.

The following table shows our recorded investment for loans classified as TDR at amortized cost that are performing according to their restructured terms at the periods indicated:

(Dollars in thousands)	December 31, 2022		December 31, 2021	
	Number of contracts	Amortized Cost	Number of contracts	Amortized Cost
Multi-family residential	6	\$ 1,873	4	\$ 1,690
Commercial real estate	1	7,572	1	7,572
One-to-four family - mixed-use property	4	1,222	5	1,636
One-to-four family - residential	1	233	3	483
Small Business Administration	1	242	—	—
Commercial business and other	3	855	5	1,381
Total performing	16	\$ 11,877	28	\$ 12,762

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The following tables show our recorded investment for loans classified as TDR at amortized cost that are not performing according to their restructured terms at the periods indicated.

	December 31, 2022	
	Number of contracts	Amortized Cost
(Dollars in thousands)		
Commercial business and other	1	\$ 1,363
Total troubled debt restructurings that subsequently defaulted	2	\$ 3,583

	December 31, 2020	
	Number of contracts	Amortized Cost
(Dollars in thousands)		
Test revaluations	11	\$ 1,822
Commercial business and other	1	\$ 278
Total troubled debt restructurings that subsequently defaulted	12	\$ 2,100

The Company did not have any loans classified as TDR at amortized cost that were not performing according to their restructured terms at December 31, 2021.

During the years ended December 31, 2022, 2021 and 2020 there were no defaults of TDR loans within 12 months of their modification date.

The following tables show our non-acrual loans at amortized cost with no related allowance and interest income recognized for loans ninety days or more past due and still accruing for periods shown below:

	As or for the year ended December 31, 2022				
	Non-acrual amortized cost beginning of the reporting period	Non-acrual amortized cost end of the reporting period	Non-acrual with no related allowance	Interest income recognized	Loans ninety days or more past due and still accruing
(In thousands)					
Multi-family residential	\$ 2,652	\$ 3,547	\$ 3,547	\$ —	\$ —
Commercial real estate	600	254	254	—	—
One-to-four family - mixed-use property <sup>(1)</sup>	1,582	1,045	1,045	—	—
One-to-four family - residential	7,451	3,953	3,953	—	—
Small Business Administration	952	950	950	—	—
Construction	—	—	—	—	2,400
Commercial business and other <sup>(1)</sup>	1,945	20,193	3,291	171	—
Total	\$ 13,224	\$ 29,942	\$ 13,090	\$ 171	\$ 2,400

(1) Included in the above analysis are non-acrual performing TDR one-to-four family - mixed-use property totaling \$0.1 million at December 31, 2022. Commercial business and other contains a non-acrual performing TDR totaling less than \$0.1 million at December 31, 2022.

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(In thousands)	At or for the year ended December 31, 2021				
	Non-accrual amortized cost beginning of the reporting period	Non-accrual amortized cost end of the reporting period	Non-accrual with no related allowance	Interest income recognized	Loans ninety days or more past due and still accruing
Multi-family residential	\$ 2,576	\$ 2,632	\$ 2,632	\$ 19	\$ —
Commercial real estate	1,766	640	640	—	—
One-to-four family - mixed-use property <sup>(1)</sup>	1,706	1,582	1,582	6	—
One-to-four family - residential	5,313	7,483	7,483	1	—
Small Business Administration	1,188	952	952	—	—
Tax receivable <sup>(2)</sup>	2,758	—	—	—	—
Commercial business and other <sup>(1)</sup>	8,660	1,842	865	78	—
Total	\$ 20,967	\$ 15,524	\$ 13,614	\$ 104	\$ —

(1) Included in this above analysis are non-accrual performing TDR one-to-four family - mixed-use property totaling \$6.5 million at December 31, 2021. Commercial business and other contains a non-accrual performing TDR totaling less than \$0.1 million at December 31, 2021.

(2) Tax Modification loans were completely charged off during the year ended December 31, 2021.

The following is a summary of interest foregone on non-accrual loans and loans classified as TDR for the years ended December 31:

	2022	2021	2020
<i>(In thousands)</i>		<i>(In thousands)</i>	
Interest income that would have been recognized had the loans performed in accordance with their original terms	\$ 2,899	\$ 899	\$ 848
Less: Interest income included in the results of operations	746	820	812
<b>Total foregone interest</b>	<b>\$ 1,563</b>	<b>\$ 1,821</b>	<b>\$ 7,433</b>

The following tables show the aging of the amortized cost basis in past-due loans at the period indicated by class of loan at:

	December 31, 2022					
	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans
<i>(In thousands)</i>						
Multi-family residential	\$ 1,473	\$ 1,787	\$ 3,317	\$ 6,597	\$ 2,398,363	\$ 2,405,132
Commercial real estate	2,561	—	254	2,815	1,912,083	1,914,898
One-to-four family - mixed-use property	3,721	—	797	4,518	532,777	557,295
One-to-four family - residential	2,714	—	3,953	6,667	235,793	242,480
Construction	—	—	2,400	2,400	66,224	70,824
Small Business Administration	329	—	950	1,279	21,914	23,193
Commercial business and other	7,636	16	10,324	17,976	3,902,931	3,920,907
<b>Total</b>	<b>\$ 18,435</b>	<b>\$ 1,803</b>	<b>\$ 22,425</b>	<b>\$ 42,664</b>	<b>\$ 6,892,083</b>	<b>\$ 6,934,769</b>

	December 31, 2021					
	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans
<i>(In thousands)</i>						
Multi-family residential	\$ 3,627	\$ 4,199	\$ 2,632	\$ 10,457	\$ 2,508,799	\$ 2,519,237
Commercial real estate	5,753	—	640	6,393	1,770,952	1,777,375
One-to-four family - mixed-use property	2,319	—	3,321	3,640	571,296	574,936
One-to-four family - residential	163	224	7,483	7,870	249,942	277,812
Construction	—	—	—	—	39,473	39,473
Small Business Administration	—	—	952	952	90,884	91,836
Commercial business and other	181	40	1,386	1,527	1,333,019	1,337,446
<b>Total</b>	<b>\$ 11,938</b>	<b>\$ 4,427</b>	<b>\$ 14,434</b>	<b>\$ 30,809</b>	<b>\$ 6,687,236</b>	<b>\$ 6,818,105</b>

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The following tables show the activity in the allowance for credit losses for the periods indicated.

For the period ended December 31, 2020										
On-balance	Multi-family residential	Commercial real estate	Special-use assets - investment	Other real estate assets	Construction	Small Business Administration	Tax	Commercial mortgage	Total	
Allowance for credit losses	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Beginning balance	1,145	7,149	1,111	76	166	1,289	—	11,691	12,117	
Provision	100	1,025	129	15	75	1,476	—	1,625	3,461	
Recovery	—	—	—	—	—	—	—	—	—	
Dispositions	—	—	—	—	—	—	—	—	—	
Ending balance	1,245	8,174	1,240	91	241	2,765	—	13,316	15,582	

For the period ended December 31, 2019										
On-balance	Multi-family residential	Commercial real estate	Special-use assets - investment	Other real estate assets	Construction	Small Business Administration	Tax	Commercial mortgage	Total	
Allowance for credit losses	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Beginning balance	1,145	8,321	1,186	86	497	2,231	—	24,866	37,135	
Provision	—	—	11	27	—	—	—	1,706	1,744	
Recovery	—	—	—	—	—	—	—	—	—	
Dispositions	—	—	—	—	—	—	—	—	—	
Ending balance	1,145	8,321	1,197	113	497	2,231	—	26,572	38,876	

For the period ended December 31, 2018										
On-balance	Multi-family residential	Commercial real estate	Special-use assets - investment	Other real estate assets	Construction	Small Business Administration	Tax	Commercial mortgage	Total	
Allowance for credit losses	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Beginning balance	1,145	8,321	1,186	86	497	2,231	—	24,866	37,135	
Provision	—	—	—	—	—	—	—	—	—	
Recovery	—	—	—	—	—	—	—	—	—	
Dispositions	—	—	—	—	—	—	—	—	—	
Ending balance	1,145	8,321	1,186	86	497	2,231	—	24,866	37,135	

In accordance with our policy and the current regulatory guidelines, we designate loans as "Special Mention," which are considered "Criticized Loans," and "Substandard," "Doubtful," or "Loss," which are considered "Classified Loans." If a loan does not fall within one of the previous mentioned categories and management believes weakness is evident then we designate the loan as "Watch," all other loans would be considered "Pass." Loans that are non-accrual are designated as Substandard, Doubtful, or Loss. These loan designations are updated quarterly. We designate a loan as Substandard when a well-defined weakness is identified that may jeopardize the orderly liquidation of the debt. We designate a loan Doubtful when it displays the inherent weakness of a Substandard loan with the added provision that collection of the debt in full, on the basis of existing facts, is highly improbable. We designate a loan as Loss if it is deemed the debtor is incapable of repayment. The Company does not hold any loans designated as Loss, as loans that are designated as Loss are charged to the Allowance for Credit Losses. We designate a loan as Special Mention if the asset does not warrant classification within one of the other classifications, but contains a potential weakness that deserves closer attention.

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The following table summarizes the risk category of mortgage and non-mortgage loans by loan portfolio segments and class of loans by year of origination

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Included within net loans as of December 31, 2022 and 2021, was \$5.2 million and \$5.7 million, respectively, of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings were in process according to local requirements of the applicable jurisdiction.

The following table presents types of collateral-dependent loans by class of loan

(In thousands)	Collateral Type			
	December 31, 2022		December 31, 2021	
	Real Estate	Business Assets	Real Estate	Business Assets
Multi-family residential	\$ 3,347	\$ —	\$ 2,852	\$ —
Commercial real estate	254	—	1,158	—
One-to-four family - mixed-use property	1,045	—	1,582	—
One-to-four family - residential	3,933	—	7,482	—
Small Business Administration	2,453	950	—	952
Commercial business and other	—	17,540	—	1,427
Total	\$ 11,632	\$ 18,290	\$ 12,874	\$ 2,379

**Off-Balance Sheet Credit Losses**

Also included within scope of the CECL standard are off-balance sheet loan commitments, which includes the unfunded portion of committed lines of credit and commitments "in-process". Commitments "in-process" reflect loans not on the Company's books but rather negotiated loans / line of credit terms and rates that the Company has offered to customers and is committed to honoring. In reference to "in-process" credits, the Company defines an unfunded commitment as a credit that has been offered to and accepted by a borrower, which has not closed and by which the obligation is not unconditionally cancellable.

The Company estimates expected credit losses over the contractual period in which the company is exposed to credit risk through a contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Company. The allowance for credit losses on off-balance sheet exposures is adjusted as a provision for credit loss expense. The Company uses similar assumptions and risk factors that are developed for collectively evaluated financing receivables. This estimate includes consideration of the likelihood that funding will occur and an estimate of expected credit losses on commitments to be funded over its estimated life.

At December 31, 2022 and 2021, allowance for off-balance-sheet credit losses was \$1.0 million and \$1.2 million, respectively, which is included in the "Other liabilities" on the Consolidated Statements of Financial Condition. During the year ended December 31, 2022, 2021 and 2020 the Company has \$(0.2) million, \$(0.6) million and \$1.3 million, respectively, in credit loss (benefit) provision for off-balance-sheet items, which are included in "Other operating expenses" on the Consolidated Statements of Income.

The following table presents the activity in the allowance for off-balance sheet credit losses:

	For the year ended December 31,					
	2022	2021		2020		
	(In thousands)					
Balance at beginning of period	\$	1,209	\$	1,815		
Off-balance sheet CECL Adoption				\$	533	
Off-balance sheet (benefit) provision		(120)		(600)	1,262	
Allowance for Off-Balance Sheet - Credit losses	\$	79	\$	1,209	\$	1,815

### 5. Loans held for sale

At December 31, 2022 and 2021, the Company did not have any loans held for sale.

The Company has implemented a strategy of selling certain delinquent and non-performing loans. Once the Company has decided to sell a loan, the sale usually closes in a short period of time, generally within the same quarter. Loans designated held for sale are reclassified from loans held for investment to loans held for sale. Terms of sale include cash due upon the closing of the sale, no contingencies or recourse to the Company and servicing is released to the buyer. Additionally, at times the Company may sell participating interests in performing loans.

The following tables show loans sold during the period indicated:

(Dollars in thousands)	For the year ended December 31, 2022			
	Loans sold	Proceeds	Net charge-offs	Net gain
<b>Delinquent and non-performing loans</b>				
Multi-family residential	2	\$ 646	\$ —	\$ 14
Commercial	3	5,690	—	100
One-to-four family - mixed-use property	2	827	—	8
<b>Total</b>	<b>7</b>	<b>\$ 6,563</b>	<b>\$ —</b>	<b>\$ 122</b>
<b>Performing loans</b>				
Multi-family residential	3	\$ 20,818	\$ —	\$ —
Commercial	1	4,312	—	—
<b>Total</b>	<b>4</b>	<b>\$ 25,130</b>	<b>\$ —</b>	<b>\$ —</b>

(Dollars in thousands)	For the year ended December 31, 2021			
	Loans sold	Proceeds	Net charge-offs	Net gain
<b>Delinquent and non-performing loans</b>				
Multi-family residential	13	\$ 14,269	\$ (43)	\$ 112
Commercial	4	7,580	(64)	164
One-to-four family - mixed-use property	32	6,952	(124)	129
<b>Total</b>	<b>49</b>	<b>\$ 28,801</b>	<b>\$ (331)</b>	<b>\$ 405</b>
<b>Performing loans</b>				
Multi-family residential	1	\$ 284	\$ —	\$ 42
Commercial	3	236	—	—
One-to-four family - mixed-use property	2	580	—	42
<b>Total</b>	<b>6</b>	<b>\$ 1,100</b>	<b>\$ —</b>	<b>\$ 84</b>
<b>Performing loans</b>				
Commercial business and other	1	\$ 6,139	\$ —	\$ (62)
Small Business Administration	1	774	—	48
<b>Total</b>	<b>2</b>	<b>\$ 6,913</b>	<b>\$ —</b>	<b>\$ 8</b>



#### 6. Other Real Estate Owned

The following table shows the activity in OREO during the periods indicated:

	For the years ended December 31,		
	2022	2021 (In thousands)	2020
Balance at beginning of year	\$ —	\$ —	\$ 238
Reduction in carrying value	—	—	(37)
Sales	—	—	(209)
Balance at end of year	\$ —	\$ —	\$ —

The following table shows the gross gains, gross losses and write-downs of OREO reported in the Consolidated Statements of Income during the periods presented:

	For the years ended December 31,		
	2022	2021 (In thousands)	2020
Gross losses	\$ —	\$ —	\$ (47)
Write-down of carrying value	—	—	(31)
Total income	\$ —	\$ —	\$ (78)

#### 7. Securities

The following table summarizes the Company's portfolio of securities held-to-maturity at December 31, 2022:

	Amortized Cost	Fair Value	Gross Unrecognized Gains (In thousands)	Gross Unrecognized Losses
<b>Securities held-to-maturity:</b>				
Municipals	\$ 66,936	\$ 55,563	\$ —	\$ 11,373
Total municipals	66,936	55,563	—	11,373
FSMA	7,871	6,989	—	886
Total mortgage-backed securities	7,871	6,989	—	886
Allowance for Credit Losses	(1,180)	—	—	—
Total	\$ 73,627	\$ 62,552	\$ —	\$ 12,261

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The following table summarizes the Company's portfolio of securities held-to-maturity at December 31, 2021:

	Amortized Cost	Fair Value	Gross Unrecognized Gains (in thousands)	Gross Unrecognized Losses
<b>Securities held-to-maturity:</b>				
Municipals	\$ 59,836	\$ 53,362	\$ 2,526	\$ —
Total municipals	59,836	53,362	2,526	—
FNMA	7,498	8,667	773	—
Total mortgage-backed securities	7,498	8,667	773	—
Allowance for Credit Losses	(862)	—	—	—
Total	\$ 57,482	\$ 62,029	\$ 3,299	\$ —

The following table summarizes the Company's portfolio of securities available for sale at December 31, 2021:

	Amortized Cost	Fair Value	Gross Unrealized Gains (in thousands)	Gross Unrealized Losses
U.S. government agencies	\$ 83,728	\$ 81,169	\$ 2	\$ 2,619
Corporate	148,430	131,766	—	14,664
Mutual funds	13,231	13,211	—	—
Collateralized loan obligations	129,684	125,478	—	4,206
Other	5,556	5,555	—	—
Total other securities	372,562	355,974	2	21,489
REMIC and CMO	175,712	180,418	—	2,296
GNMA	9,193	7,317	3	1,879
FNMA	172,495	148,265	—	24,425
FHLMC	96,722	86,267	—	16,438
Total mortgage-backed securities	458,325	384,253	3	39,040
Total securities available for sale	\$ 830,883	\$ 735,127	\$ 5	\$ 61,525

The following table summarizes the Company's portfolio of securities available for sale at December 31, 2021:

	Amortized Cost	Fair Value	Gross Unrealized Gains (in thousands)	Gross Unrealized Losses
U.S. government agencies	\$ 5,399	\$ 5,590	\$ —	\$ 9
Corporate	107,423	104,570	136	1,199
Mutual funds	12,485	12,485	—	—
Collateralized loan obligations	81,166	80,912	1	255
Other	1,495	1,495	—	—
Total other securities	208,568	200,072	137	1,453
REMIC and CMO	210,948	208,599	1,217	3,658
GNMA	10,572	10,268	30	316
FNMA	265,777	265,938	1,221	2,160
FHLMC	152,768	150,451	126	2,635
Total mortgage-backed securities	579,053	575,144	1,384	5,769
Total securities available for sale	\$ 787,621	\$ 775,216	\$ 1,521	\$ 12,220

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The corporate securities held by the Company at December 31, 2022 and 2021 are issued by U.S. banking institutions. The CMOs held by the Company at December 31, 2022 and 2021 are either fully guaranteed or issued by a government sponsored enterprise.

The following tables detail the amortized cost and fair value of the Company's securities classified as held-to-maturity and available for sale at December 31, 2022, by contractual maturity. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Securities held-to-maturity	Amortized Cost	Fair Value
	(In thousands)	
Due after ten years	\$ 66,936	\$ 55,561
Total other securities	66,936	55,561
Mortgage-backed securities	7,875	8,989
	74,811	64,550
Allowance for credit losses	(1,100)	-
Total securities held-to-maturity	\$ 73,711	\$ 64,550
Securities available for sale	Amortized Cost	Fair Value
	(In thousands)	
Due in one year or less	\$ 10,000	\$ 9,954
Due after one year through five years	134,370	127,863
Due after five years through ten years	195,710	182,341
Due after ten years	21,064	20,505
Total other securities	361,140	339,663
Mutual funds	11,211	11,211
Mortgage-backed securities	454,250	490,263
Total securities available for sale	\$ 826,551	\$ 951,337

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The following tables show the Company's securities with gross unrealized losses and their fair value, aggregated by category and length of time that individual securities have been in a continuous unrealized loss position:

Counter	As December 31, 2021					
	Total		Less Than 90 Days		90 Days or More	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Available-for-sale securities</b>						
Municipals	\$ 55,562	\$ 11,876	\$ 55,562	\$ 11,876	\$ —	\$ —
Total other securities	55,562	11,876	55,562	11,876	—	—
EMMA	5,511	1,186	5,511	1,186	—	—
Total mortgage-backed securities	5,511	1,186	5,511	1,186	—	—
Total	\$ 61,073	\$ 13,062	\$ 61,073	\$ 13,062	\$ —	\$ —
<b>Available-for-sale securities</b>						
U.S. government agencies	7	\$ 71,856	\$ 2,619	\$ 71,859	\$ 2,517	\$ 767
Corp	30	112,766	34,664	46,447	1,015	98,219
CLD	16	122,436	1,886	124,322	6,846	123,886
Total other securities	43	236,208	39,169	275,628	10,378	233,051
REMIC and CDO	47	142,120	27,296	44,911	1,437	147,268
EMMA	4	11,111	1,179	44	—	1,776
EMMA	47	142,120	26,117	44,911	1,437	147,268
EMMA	14	39,125	10,438	39,438	1,437	37,463
Total mortgage-backed securities	65	181,245	37,655	181,789	2,874	178,911
Total	108	\$ 417,453	\$ 76,824	\$ 494,277	\$ 13,391	\$ 411,862
<b>Available-for-sale securities</b>						
As December 31, 2021						
Counter	Total		Less Than 90 Days		90 Days or More	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government agencies	2	\$ 5,217	\$ 0	\$ 1,180	\$ 5	\$ 4,467
Corp	15	94,214	1,389	63,455	1,879	26,761
CLD	16	11,462	261	10,960	20,821	746
Total other securities	33	110,693	1,650	75,595	22,705	31,974
REMIC and CDO	29	124,118	1,696	105,959	2,966	14,112
EMMA	4	9,124	116	1,118	16	8,766
EMMA	25	171,160	2,149	121,657	1,287	17,412
EMMA	16	124,118	2,034	105,959	1,488	14,112
Total mortgage-backed securities	45	329,350	3,891	233,635	4,757	36,600
Total	78	\$ 440,043	\$ 5,541	\$ 309,230	\$ 27,462	\$ 68,574

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The Company reviewed each available for sale debt security that had an unrealized loss at December 31, 2022 and December 31, 2021. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities' amortized cost basis. This conclusion is based upon considering the Company's cash and working capital requirements and contractual and regulatory obligations, none of which the Company believes would cause the sale of the securities. All of these securities are rated investment grade or above and have a long history of no credit losses. It is not anticipated that these securities would be settled at a price that is less than the amortized cost of the Company's investment.

In determining the risk of loss for available for sale securities, the Company considered that mortgage-backed securities are either fully guaranteed or issued by a government sponsored enterprise, which has a credit rating and perceived credit risk comparable to U.S. government; the tranche of the purchased collateralized loan obligations ("CLO") and the issuer of Corporate securities are global systemically important banks. Each of these securities is performing according to its terms and, in the opinion of management, will continue to perform according to its terms. Based on this review, management believes that the unrealized losses have resulted from other factors not deemed credit-related and no allowance for credit loss was recorded.

The Company reviewed each held-to-maturity security at December 31, 2022 and 2021 as part of its quarterly CECL process, resulting in an allowance for credit losses of \$1.1 million and \$0.9 million at December 31, 2022 and 2021, respectively.

Accrued interest receivable on held-to-maturity debt securities totaled \$0.1 million each at December 31, 2022 and 2021 and is excluded from the estimate of credit losses. Accrued interest receivable on available-for-sale debt securities totaled \$3.7 million and \$1.5 million at December 31, 2022 and 2021 respectively.

The following table presents the activity in the allowance for credit losses for debt securities held-to-maturity:

	For the year ended December 31,			
	2022	2021		2020
	(in thousands)			
Beginning balance	\$	862	\$	967
CECL adoption		—		340
Provision (benefit) for credit losses		238	(45)	567
Allowance for credit losses - securities	\$	1,100	\$	852

During the year ended December 31, 2022, the Company modified one investment security totaling \$21.0 million as TDR by granting a payment forbearance. At December 31, 2022, this security is reported as non-accrual and non-performing.

The Company did not have any allowance for credit losses for available for sale securities for the year ended December 31, 2022 and 2021.

The Company sold available for sale securities with carrying value at the time of sale totaling \$84.2 million, \$45.0 million, and \$221.0 million during the years ended December 31, 2022, 2021, and 2020, respectively. The Company purchased mortgage-backed available for sale securities totaling \$56.6 million, \$340.8 million, and \$308.1 million during the years ended December 31, 2022, 2021, and 2020, respectively.

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The following table represents the gross gains and gross losses realized from the sale of securities available for sale for the periods indicated:

	For the years ended			
	December 31,			
	2022	2021	2020	
		(In thousands)		
Gross gains from the sale of securities	\$	—	\$	123
		(10,948)		(10)
Gross losses from the sale of securities				(2,200)
Net (loss) gains from the sale of securities	\$	(10,948)	\$	113
				(701)

Included in "Other assets" within our Consolidated Statements of Financial Condition are amounts held in a rabbi trust for certain non-qualified deferred compensation plans totaling \$24.3 million and \$25.3 million at December 31, 2022 and 2021, respectively.

**8. Bank Premises and Equipment, net**

Bank premises and equipment are as follows at December 31:

	2022	2021
	(In thousands)	
Leasehold improvements	\$ 46,992	\$ 44,621
Equipment and furniture	32,791	30,822
Total	79,783	75,443
Less: Accumulated depreciation and amortization	58,035	52,105
Bank premises and equipment, net	21,748	\$ 23,338

**9. Deposits**

Total deposits at December 31, 2022 and 2021 and the weighted average rate on deposits at December 31, 2022, are as follows:

	2022	2021	Weighted Average Rate 2022
	(Dollars in thousands)		
Interest-bearing deposits:			
Certificate of deposit accounts	\$ 1,526,338	\$ 946,573	1.61 %
Savings accounts	143,641	156,554	0.21
Money market accounts	2,099,776	2,342,003	2.47
NMOM accounts	1,744,966	1,620,725	2.14
Total interest-bearing deposits	5,315,721	5,065,855	
Noninterest-bearing demand deposits	921,238	967,621	
Total due to depositors	6,237,159	6,033,476	
Mortgage/active deposits	63,159	31,821	0.30
Total deposits	\$ 6,300,318	\$ 6,065,297	

The aggregate amount of time deposits with denominations of \$250,000 or more (excluding brokered deposits issued in \$1,000 amounts under a master certificate of deposit) was \$377.4 million and \$217.5 million at December 31, 2022 and 2021, respectively. The aggregate amount of brokered deposits was \$856.3 million and \$626.3 million at December 31, 2022 and 2021, respectively.

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At December 31, 2022 and 2021, reciprocal deposits totaled \$699.5 million and \$763.7 million, respectively.

Government deposits are collateralized by either securities, letters of credit issued by FHLB-NY or are placed in the Intuit® Network which arranges for placement of funds into certificate of deposit accounts, demand accounts or money market accounts issued by other member banks of the network in increments of less than \$250,000 to ensure that both principal and interest are eligible for full FDIC deposit insurance. The letters of credit are collateralized by mortgage loans pledged by the Company.

At December 31, 2022, government deposits totaled \$1,653.3 million, of which \$604.8 million were Intuit® Network deposits and \$1,048.5 million were collateralized by \$155.7 million in securities and \$1,073.7 million of letters of credit. At December 31, 2021, government deposits totaled \$1,618.8 million, of which \$710.2 million were Intuit® Network deposits and \$908.6 million were collateralized by \$190.3 million in securities and \$818.4 million of letters of credit.

Interest expense on deposits is summarized as follows for the years ended December 31:

	2022	2021	2020
		(In thousands)	
Certificate of deposit accounts	\$ 12,547	\$ 7,340	\$ 18,096
Savings accounts	211	235	495
Money market accounts	19,039	7,271	14,368
NOW accounts	15,153	5,453	9,309
Total due to depositors	47,150	20,319	42,268
Mortgage® reverse deposits	135	5	64
Total interest expense on deposits	\$ 47,285	\$ 20,324	\$ 42,332

Scheduled remaining maturities of certificate of deposit accounts are summarized as follows for the years ended December 31:

	2022	2021
	(In thousands)	
Within 12 months	\$ 819,546	\$ 791,874
More than 12 months to 24 months	599,809	122,366
More than 24 months to 36 months	94,553	43,838
More than 36 months to 48 months	1,025	22,249
More than 48 months to 60 months	298	1,092
More than 60 months	1,307	1,164
Total certificate of deposit accounts	\$ 1,526,538	\$ 946,572

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18. Borrowed Funds

Borrowed funds are summarized as follows at December 31:

	2022		2021	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
<i>(Dollars in thousands)</i>				
FHLB-NY advances - fixed rate:				
Due in 2022	\$ —	—	\$ 572,186	0.37
Due in 2023	915,501	4.08	70,965	0.34
Total FHLB-NY advances	915,501	4.08	613,151	0.38
Other borrowings:				
Due in 2022	—	—	25,000	0.11
Subordinated debentures				
Due in 2031	123,285	3.52	122,885	3.52
Due in 2032	61,000	4.54	—	—
Total subordinated debentures	184,285	4.52	122,885	3.52
Junior subordinated debentures - adjustable-rate due in 2037	50,507	7.44	56,472	1.74
Total borrowings	\$ 1,050,293	4.32 %	\$ 815,548	0.94 %

The FHLB-NY advances are fixed rate borrowings with no call provision. The borrowings original terms range from one week to three years.

At December 31, 2022, the Company was able to borrow up to \$3,888.1 million from the FHLB-NY in Federal Home Loan Bank advances and letters of credit. As of December 31, 2022, the Company had \$1,899.2 million outstanding in combined balances of FHLB-NY advances and letters of credit. At December 31, 2022, the Company also has unsecured lines of credit with other commercial banks totaling \$1,388.0 million, with none outstanding.

Subordinated Debentures

During the year ended December 31, 2022, the Holding Company issued subordinated debt with an aggregated principal amount of \$65.0 million, receiving net proceeds totaling \$63.6 million. The subordinated debt was issued at 8.0% fixed-to-floating rate maturing in 2032. The debt is fixed-rate for the first five years, after which it resets quarterly. Additionally, the debt is callable at par quarterly through its maturity date beginning September 1, 2027. The subordinated debentures the Company holds qualify as Tier 2 capital for regulatory purposes.

During the year ended December 31, 2021, the Holding Company issued subordinated debt with an aggregated principal amount of \$125.0 million, receiving net proceeds totaling \$122.8 million. The subordinated debt was issued at a 1.25% fixed-to-floating rate maturing in 2031. The debt is fixed-rate for the first five years, after which it resets quarterly. Additionally, the debt is callable at par quarterly through its maturity date beginning December 1, 2026. The subordinated debentures the Company holds qualify as Tier 2 capital for regulatory purposes.

The Holding Company used \$50.0 million of the proceeds from the subordinated debt issued in 2022 to increase its investment in its wholly-owned subsidiary, Flushing Bank. The remaining proceeds were maintained at the Holding Company for general use. A portion of the funds received from the subordinated debt issued in 2021 was used to call \$90.3 million of previously issued and outstanding subordinated debentures. The \$90.3 million was comprised of three separate issues of \$75.0 million, \$7.0 million and \$7.3 million. All three issues were called in December 2021, with two of the issues called at par and the \$7.3 million issue being called at a premium of 102.5. The premium paid upon call totaled \$0.2 million and was recorded in the Consolidated Statements of Income in Other operating expenses.



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Subordinated debt totaled \$187.0 million at December 31, 2022, which included \$3.0 million of unamortized debt issuance costs. These costs are being amortized to interest expense using the level yield method through the first call date of the subordinated debt.

The following table shows the terms of the subordinated debt issued or acquired by the Holding Company.

	Subordinated Debentures	
	2022	2021
Amount	\$	(Dollars in thousands)
Issue Date	August 24, 2022	November 22, 2021
Initial Rate	6.000 %	3.125 %
First Reset Date	September 1, 2027	December 1, 2026
First Call Date	September 1, 2027	December 1, 2026
Holding Type	Variable	Variable
Spread over 3-month SOFR	3.130 %	2.635 %
Maturity Date	September 1, 2032	December 1, 2031

The subordinated debentures issued by the Company may not be redeemed prior to their respective first call dates, except that the Company may redeem the subordinated debentures at any time, at its option, in whole but not in part, subject to obtaining any required regulatory approvals, if (i) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the subordinated debt for U.S. federal income tax purposes, (ii) a subsequent event occurs that precludes the subordinated debt from being recognized as Tier 2 capital for regulatory capital purposes, or (iii) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended, in each case, at a redemption price equal to 100% of the principal amount of the subordinated debt plus any accrued and unpaid interest through, but excluding, the redemption date.

*Junior Subordinated Debentures*

The Holding Company has three trusts formed under the laws of the State of Delaware for the purpose of issuing capital and common securities, and investing the proceeds thereof in junior subordinated debentures of the Holding Company. Each of these trusts issued \$20.0 million of securities which had a fixed rate for the first five years, after which they reset quarterly based on a spread over 3-month London Interbank Offered Rate ("LIBOR"). The securities were first callable at par after five years, and pay cumulative dividends. The Holding Company has guaranteed the payment of these trusts' obligations under their capital securities. The terms of the junior subordinated debentures are the same as those of the capital securities issued by the trusts. The junior subordinated debentures issued by the Holding Company are carried at fair value in the consolidated financial statements.

The table below shows the terms of the securities issued by the trusts.

	Flushing Financial Capital Trust II	Flushing Financial Capital Trust III	Flushing Financial Capital Trust IV
Issue Date	June 26, 2007	June 21, 2007	July 3, 2007
Initial Rate	7.14 %	6.89 %	6.85 %
First Reset Date	September 1, 2012	June 15, 2012	July 30, 2012
Spread over 3-month LIBOR	1.41 %	1.44 %	1.42 %
Maturity Date	September 1, 2017	September 15, 2017	July 30, 2017

The consolidated financial statements do not include the securities issued by the trusts, but rather include the junior subordinated debentures of the Holding Company. The interest rate on junior subordinated debt will adjust in 2023 with the cessation of the publication of 3-month LIBOR to 3-month CME Term SOFR adjusted for relevant spread adjustment.

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**II. Income Taxes**

The Company and its subsidiaries are subject to income tax within U.S. federal, New York, New York City, and various other state and local jurisdictions. The Company is undergoing examinations of New York City income tax returns for years ending December 31, 2013 through 2017 and New York State income tax returns for years ending December 31, 2017 through 2019. The New York State examination of tax years 2015 through 2016 was closed in 2022, without material changes. The Company remains subject to examination for its federal and various other states income tax returns for the years ending on or after December 31, 2019.

Income tax provisions are summarized as follows for the years ended December 31:

	2022	2021	2020
	(In thousands)		
Federal:			
Current	\$ 17,565	\$ 21,206	\$ 14,178
Deferred	4	(1,128)	(4,990)
Total federal tax provision	17,569	20,078	9,188
State and Local:			
Current	10,198	8,004	967
Deferred	140	(597)	335
Total state and local tax provision	10,338	7,407	1,302
Total provision for income taxes	\$ 27,907	\$ 27,485	\$ 10,500

The income tax provision in the Consolidated Statements of Income has been provided at effective rates of 26.6%, 25.2%, and 23.3% for the years ended December 31, 2022, 2021, and 2020, respectively. The effective rates differ from the statutory federal income tax rate as follows for the years ended December 31:

	2022	2021	2020
	(Dollars as a percentage)		
Taxes at federal statutory rate	\$ 22,019	\$ 22,948	\$ 9,409
Income (reduction) to taxes resulting from:			
State and local income tax, net of Federal income tax benefits	8,167	6,865	1,043
Tax exempt income, net	(2,003)	(1,150)	(875)
Non-deductible merger expense	—	—	543
Other	(190)	(1,178)	87
Taxes at effective rate	\$ 27,907	\$ 27,485	\$ 10,500

The components of the net deferred tax assets are as follows at December 31:

	2022	2021
	<i>(In thousands)</i>	
Deferred tax assets:		
Allowance for credit losses on loans	\$ 12,528	\$ 11,532
Net unrealized losses on securities available for sale*	28,418	2,917
Operating lease liabilities	14,289	16,817
Accrued compensation	8,789	9,620
Stock-based compensation	3,171	3,103
Depreciation	2,462	2,160
Derivative adjustments	2,030	349
Pension and post-retirement benefits	2,126	2,184
Other allowances	1,185	645
Acquisition fair value marks	960	1,373
Net operating losses	257	936
Net unrealized losses on pension and post-retirement benefits*	124	396
Net unrealized losses on cash flow hedges*	-	633
Other	989	1,360
Deferred tax assets	<u>77,248</u>	<u>84,111</u>
Deferred tax liabilities:		
Right of use assets	13,410	15,589
Net unrealized gains on cash flow hedges*	11,620	-
Deferred loan fees, net	3,930	4,215
Fair value adjustments	2,314	648
Net unrealized gains on entity specific fair value*	672	1,078
Other	<u>24</u>	<u>788</u>
Deferred tax liabilities	<u>31,770</u>	<u>22,521</u>
Net deferred tax asset included in other assets	<u>\$ 45,478</u>	<u>\$ 61,590</u>

\*Represents the amount of deferred taxes recorded in accumulated other comprehensive loss

At December 31, 2022, after considering all available positive and negative evidence, management concluded that a valuation allowance against deferred tax assets was not necessary because it is more likely than not that these tax benefits will be fully realized in future periods. While management continues to evaluate the need for a valuation allowance prospectively, it is not expected that a valuation allowance will be required based upon projected profitability.

At December 31, 2022 and 2021, the Company had no material unrecognized tax benefits or accrued interest and penalties recorded. The Company does not expect the total amount of unrecognized tax benefits to significantly increase within the next twelve months. The Company's policy is to recognize interest and penalties on income taxes as income tax expense.

**12. Stock-Based Compensation**

For the years ended December 31, 2022, 2021, and 2020, the Company's net income, as reported, includes \$6.2 million, \$7.9 million, and \$6.0 million, respectively, of stock-based compensation costs, including the benefit or expense of phantom stock awards, and \$1.4 million, \$2.0 million, and \$1.4 million, respectively, of income tax benefits related to the stock-based compensation plans.

The 2014 Omnibus Incentive Plan ("2014 Omnibus Plan") became effective on May 20, 2014 after adoption by the Board of Directors and approval by the stockholders. The 2014 Omnibus Plan authorizes the issuance of 1,100,000 shares. To the extent that an award under the 2014 Omnibus Plan is cancelled, expired, forfeited, settled in cash, settled by issuance of fewer shares than the number underlying the award, or otherwise terminated without delivery of shares to a participant in payment of the exercise price or taxes relating to an award, the shares retained by or returned to the Company will be available for future issuance under the 2014 Omnibus Plan. On May 31, 2017, stockholders approved an amendment to the 2014 Omnibus Plan (the "Amendment") authorizing an additional 972,000 shares available for future issuance. In addition, to increasing the number of shares for future grants, the Amendment eliminated, in the case of stock options and SARs, the ability to recycle shares used to satisfy the exercise price or taxes for such awards. On May 18, 2021, stockholders approved an additional 1,100,000 shares available for future issuance. Including the additional shares authorized from the Amendment, 968,657 shares were available for future issuance under the 2014 Omnibus Plan at December 31, 2022. To fund restricted stock unit awards or option exercises, shares are issued from treasury stock, if available; otherwise, new shares are issued. Options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards granted under the 2014 Omnibus Plan are generally subject to a minimum vesting period of three years with stock options having a 10-year maximum contractual term. Other awards do not have a contractual term of expiration. The Compensation Committee of the Company's Board of Directors (the "Compensation Committee") is authorized to grant awards that vest upon a participant's retirement. These amounts are included as stock-based compensation expense at the time of the participant's retirement eligibility.

The Company has a long-term incentive compensation program for certain Company executive officers that includes grants of performance-based restricted stock units ("PRSU's") in addition to time-based restricted stock units ("RSU"). Under the terms of the PRSU Agreement, the number of PRSU's that may be earned depends on the extent to which performance goals for the award are achieved over a three-year performance period, as determined by the Compensation Committee of the Board. The number of PRSU's that may be earned ranges from 0% to 150% of the target award, with no PRSU's earned for below threshold level performance, 50% of PRSU's earned for threshold level performance, 100% of PRSU's earned for target level performance, and 150% of PRSU's earned for maximum level performance. As of December 31, 2022, PRSU's granted in 2022 are being accrued at target, PRSU's granted in 2021 are being accrued at above target and PRSU's granted in 2020 are being accrued at below target. The different levels of accrual are commensurate with the projected Company's performance for the respective grant.

The Company uses the fair value of the common stock on the date of award to measure compensation cost for restricted stock unit awards. Compensation cost is recognized over the vesting period of the award using the straight line method. There were 212,811, 218,985, and 175,529 RSU's granted for the years ended December 31, 2022, 2021, and 2020, respectively, and 63,250, 94,185, and 72,143 PRSU's granted for the year ended December 31, 2022, 2021 and 2020, respectively.

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The following table summarizes the Company's RSU and PRSU awards under the 2014 Omnibus Plan for the year ended December 31, 2022:

	RSU Awards		PRSU Awards	
	Weighted-Average		Weighted-Average	
	Grant Date	Fair Value	Grant Date	Fair Value
Not vested at December 31, 2021	Shares		Shares	
Granted	310,410	\$	102,320	\$
Granted	212,811	24.83	63,250	25.11
Vested	(242,758)	24.45	(83,473)	23.19
Forfeited	(1,893)	23.99	(13,897)	19.79
Not vested at December 31, 2022	275,588	\$	68,800	\$
Vested but unissued at December 31, 2022	252,936	\$	130,328	\$

As of December 31, 2022, there was \$4.3 million of total unrecognized compensation cost related to RSU and PRSU awards granted under the 2014 Omnibus Plan. That cost is expected to be recognized over a weighted-average period of 2.5 years. The total fair value of awards vested for the years ended December 31, 2022, 2021, and 2020 were \$7.6 million, \$5.9 million, and \$5.7 million, respectively. The vested but unissued RSU awards consist of awards made to employees and directors who are eligible for retirement. The vested but unissued PRSU awards consist of awards made to employees who are eligible for retirement. According to the terms of these awards, which provide for vesting upon retirement, these employees and directors have no risk of forfeiture. These shares will be issued at the original contractual vesting and settlement dates.

**Phantom Stock Plan:** The Company maintains a non-qualified phantom stock plan as a supplement to its profit sharing plan for officers who have achieved the designated level and completed one year of service. Awards are made under this plan on certain compensation not eligible for contributions made under the profit sharing plan, due to the terms of the profit sharing plan and the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). Employees receive awards under this plan proportionate to the amount they would have received under the profit sharing plan, but for limits imposed by the profit sharing plan and the Internal Revenue Code. The awards are made as cash awards, and then converted to common stock equivalents (phantom shares) at the then current fair value of the Company's common stock. Dividends are credited to each employee's account in the form of additional phantom shares each time the Company pays a dividend on its common stock. In the event of a change of control (as defined in this plan), an employee's interest is converted to a fixed dollar amount and deemed to be received in the same manner as their interest in the Bank's non-qualified deferred compensation plan. Employees vest under this plan 20% per year for the first 5 years of employment and are 100% vested thereafter. Employees also become 100% vested upon a change of control. Employees receive their vested interest in this plan in the form of a cash lump sum payment or installments, as elected by the employee, after termination of employment. The Company adjusts its liability under this plan to the fair value of the shares at the end of each period.

The following table summarizes the Company's Phantom Stock Plan at or for the year ended December 31, 2022:

Phantom Stock Plan	Shares	Fair Value
Outstanding at December 31, 2021	128,881	\$
Granted	30,522	23.69
Distributions	(903)	23.56
Outstanding at December 31, 2022	158,410	\$
Vested at December 31, 2022	158,192	\$

The Company recorded stock-based compensation (benefit) expense for the phantom stock plan of (\$0.6) million, \$1.1 million, and (\$0.4) million for the years ended December 31, 2022, 2021, and 2020, respectively. The total fair value

of distributions from the phantom stock plan were \$21,000, \$52,000, and \$10,000 for the years ended December 31, 2022, 2021 and 2020, respectively.

### 13. Pension and Other Postretirement Benefit Plans

The amounts recognized in accumulated other comprehensive loss, on a pre-tax basis, consist of the following, as of December 31:

	Net Actuarial Liability (Gain)		Prior Service Cost (Gain)		Total	
	2021	2020	2021	2020	2021	2020
Employee Retirement Plan	\$ 2,944	\$ 1,414	\$ 1,712	\$ —	\$ 2,944	\$ 1,414
Other Postretirement Benefit Plan	(1,022)	322	—	(27)	(1,022)	305
Other Defined Plan	—	—	—	(112)	—	(112)
Total	\$ 1,922	\$ 1,736	\$ 1,712	\$ (139)	\$ 1,922	\$ 1,599

#### Employee Retirement Plan:

The Company has a funded noncontributory defined benefit retirement plan covering substantially all of its salaried employees who were hired before September 1, 2005 (the "Retirement Plan"). The benefits are based on years of service and the employee's compensation during the three consecutive years out of the final ten years of service, which was completed prior to September 30, 2006, the date the Retirement Plan was frozen, that produces the highest average. The Plan's funding policy is to contribute annually the amount recommended by the Retirement Plan's actuary. At December 31, 2022 and 2021, the Plan's Retirement Plan is invested 100% in fixed income funds. The Company did not make a contribution to the Retirement Plan during the years ended December 31, 2022, 2021, and 2020. The Company uses a December 31 measurement date for the Retirement Plan.

The following table sets forth, for the Retirement Plan, the change in benefit obligation and assets, and for the Company, the amounts recognized in the Consolidated Statements of Financial Condition at December 31:

	2022	2021
<i>(in thousands)</i>		
Change in benefit obligation:		
Projected benefit obligation at beginning of year	\$ 22,109	\$ 24,227
Interest cost	553	512
Actuarial gain	(4,243)	(1,562)
Benefits paid	(1,247)	(1,065)
Projected benefit obligation at end of year	\$ 17,172	\$ 22,109
Change in plan assets:		
Market value of assets at beginning of year	26,059	27,720
Actual return on plan assets	(5,747)	(593)
Benefits paid	(1,247)	(1,065)
Market value of plan assets at end of year	\$ 19,065	\$ 26,059
Accrued pension asset included in other assets	\$ 1,893	\$ 3,930

Assumptions used to determine the Retirement Plan's benefit obligations are as follows at December 31:

	2022	2021
Weighted average discount rate	4.91 %	2.58 %
Rate of increase in future compensation levels	n/a	n/a

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The mortality assumptions for 2022 and 2021 were based on the Pre-2012 Total Dataset with Scale MP-2021.

The components of the net pension (benefit) expense for the Retirement Plan are as follows for the years ended December 31:

	2022	2021	2020
Interest cost	\$ 553	\$ 512	\$ 652
Amortization of unrecognized loss	5	488	444
Expected return on plan assets	(1,831)	(1,886)	(1,828)
Net pension (benefit) expense	(673)	(886)	268
Current year actuarial loss (gain)	2,535	127	(54)
Amortization of actuarial losses	151	(489)	(444)
Total recognized in other comprehensive loss	2,536	(362)	(498)
Total recognized in net pension (benefit) expense and other comprehensive loss	\$ 1,863	\$ (1,394)	\$ (230)

Assumptions used to develop periodic pension cost for the Retirement Plan for the years ended December 31:

	2022	2021	2020
Weighted average discount rate	2.38 %	2.18 %	3.00 %
Rate of increase in future compensation levels	6.9	6.9	6.9
Expected long-term rate of return on assets	4.25 %	4.75 %	4.75 %

The following benefit payments are expected to be paid by the Retirement Plan for the years ending December 31:

	Future Benefit Payments (in thousands)
2023	\$ 1,281
2024	1,260
2025	1,249
2026	1,246
2027	1,244
2028-2032	6,163

The long-term rate of return on assets assumption was set based on historical returns earned by fixed income securities, adjusted to reflect expectations of future returns as applied to the plan's target allocation of asset classes. Fixed income securities were assumed to earn real rates of return in the ranges of 3-5%. When these overall return expectations are applied to the plan's target allocation, the result is an expected rate return of 4.25% for 2022.

The Retirement Plan's weighted average asset allocations by asset category at December 31:

	2022	2021
Equity securities	100 %	100 %
Debt securities	100 %	100 %

At December 31, 2022, Plan assets are invested in a diversified mix of fixed income funds.

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The long-term investment objectives are to maintain plan assets at a level that will sufficiently cover long-term obligations and to generate a return on plan assets that will meet or exceed the rate at which long-term obligations will grow. Adjustments to this mix are made periodically based on current capital market conditions and plan funding levels. Performance of the investment fund managers is monitored on an ongoing basis using modern portfolio risk analysis and appropriate index benchmarks.

The Company does not expect to make a contribution to the Retirement Plan in 2023.

The following table sets forth the Retirement Plan's assets at the periods indicated:

	At December 31,	
	2022	2021
	(In thousands)	
<b>Pooled Separate Accounts</b>		
Long duration bond fund (a)	\$ 4,596	\$ 11,700
Long corporate bond fund (b)	3,254	5,157
Prudential short term (c)	262	150
<b>Mutual Fund</b>		
Investment grade bond fund (d)	10,453	9,852
<b>Total</b>	<b>\$ 19,065</b>	<b>\$ 26,959</b>

- a. Comprised of fixed income securities with durations of longer than six years that seek to maximize total return consistent with the preservation of capital and prudent investment management.  
b. Comprised of corporate bonds with an average duration within 0.25 years of the benchmark and its average credit quality is no lower than BBB. The fund seeks to outperform the Bloomberg Barclays Long Corporate Bond Index.  
c. Comprised of money market instruments with an emphasis on safety and liquidity.  
d. Comprised of high quality corporate bonds diversified broadly across industries, sectors and regions. The fund's primary benchmark is the Bloomberg Barclays U.S. Credit Index.

The fair value of the mutual fund is determined daily using quoted market prices in an open market (level 1). The fair value of the pooled separate accounts is determined by the investment manager and is based on the value of the underlying assets held at December 31, 2022 and 2021. These are measured at net asset value under the practical expedient with future redemption dates.

The fair values of the Plan's investments in pooled separate accounts are calculated each business day. All investments can be redeemed on a daily basis without restriction. The investments in pooled separate accounts, which are valued at net asset value, have not been classified in the fair value hierarchy in accordance with Accounting Standards Update ("ASU") No. 2015-07 "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)".



**Other Postretirement Benefit Plans**

The Company sponsors two unfunded postretirement benefit plans (the "Postretirement Plans") that cover all retirees hired prior to January 1, 2011, who were full-time permanent employees with at least five years of service, and their spouses. Effective January 1, 2011, the Postretirement Plans are no longer available for new hires. One plan provides medical benefits through a 50% cost sharing arrangement. Effective January 1, 2009, the spouses of future retirees were required to pay 100% of the premiums for their coverage. The other plan provides life insurance benefits and is noncontributory. Effective January 1, 2010, life insurance benefits are not available for future retirees. Under these programs, eligible retirees receive lifetime medical and life insurance coverage for themselves and lifetime medical coverage for their spouses. The Company reserves the right to amend or terminate these plans at its discretion.

Comprehensive medical plan benefits equal the lesser of the normal plan benefits or the total amount not paid by Medicare. Life insurance benefits for retirees are based on annual compensation and age at retirement. As of December 31, 2022, the Company has not funded these plans. The Company used a December 31 measurement date for these plans.

The following table sets forth, for the Postretirement Plans, the change in benefit obligation and assets, and for the Company, the amounts recognized in the Consolidated Statements of Financial Condition at December 31:

	2022	2021
	<i>(In thousands)</i>	
<b>Change in benefit obligation:</b>		
Projected benefit obligation at beginning of year	\$ 10,833	\$ 10,799
Service cost	260	293
Interest cost	277	233
Actuarial gain	(3,444)	(379)
Benefits paid	(4,062)	(1,022)
Projected benefit obligation at end of year	<u>7,851</u>	<u>10,833</u>
<b>Change in plan assets:</b>		
Market value of assets at beginning of year	—	—
Employee contributions	104	102
Benefits paid	(104)	(102)
Market value of plan assets at end of year	<u>—</u>	<u>—</u>
Accrued pension cost included in other liabilities	<u>\$ 7,851</u>	<u>\$ 10,833</u>

Assumptions used in determining the actuarial present value of the accumulated postretirement benefit obligations at December 31 are as follows:

	2022	2021
	<i>4.93 %</i>	<i>2.58 %</i>
Discount rate		
Rate of increase in health care costs		
Initial	7.50 %	7.50 %
Ultimate (year 2027)	4.44 %	5.00 %
Annual rate of salary increase for life insurance	9.4	9.4

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The mortality assumptions for 2022 and 2021 were based on the Pru-2012 with Scale MP-2021.

The resulting net periodic postretirement expense consisted of the following components for the years ended December 31:

	2022	2021	2020
		<i>(In thousands)</i>	
Service cost	\$ 249	\$ 291	\$ 274
Interest cost	277	233	239
Amortization of unrecognized loss	—	30	—
Amortization of prior service credit	(27)	(85)	(85)
Net postretirement benefit expense	509	419	428
Current year actuarial (gain) loss	(3,444)	(378)	1,999
Amortization of actuarial loss	—	(13)	—
Amortization of prior service credit	27	85	85
Total recognized in other comprehensive loss	(3,417)	(316)	1,884
Total recognized in net postretirement expense and other comprehensive loss	\$ (2,908)	\$ 103	\$ 2,312

Assumptions used to develop periodic postretirement expense for the Postretirement Plans for the years ended December 31:

	2022	2021	2020
Rate of return on plan assets	n/a	n/a	n/a
Discount rate	2.58 %	2.18 %	3.88 %
Rate of increase in health care costs			
Initial	7.50 %	7.50 %	7.50 %
Ultimate (year 2027)	5.00 %	5.00 %	5.00 %
Annual rate of salary increase for life insurance	n/a	n/a	n/a

The following benefit payments under the Postretirement Plan, which reflect expected future service, are expected to be paid for the years ending December 31:

	Future Benefit Payments	
	<i>(In thousands)</i>	
2023	\$	299
2024		311
2025		347
2026		372
2027		417
2028-2032		2,629

**Defined Contribution Plans:**

The Bank maintains a tax qualified 401(k) plan which covers substantially all salaried employees who have completed one year of service. Currently, annual matching contributions under the Bank's 401(k) plan equal 50% of the employee's contributions, up to a maximum of 7% of the employee's base salary. In addition, the 401(k) plan includes the Defined Contribution Retirement Plan ("DCRP"), under which the Bank contributes an amount equal to 4% of an employee's eligible compensation as defined in the plan, and the Profit Sharing Plan ("PSP") under, which at the discretion of the Company's Board of Directors, a contribution is made. Employees hired after December 31, 2015 are not eligible to receive DCRP and PSP contributions. Contributions for the DCRP and PSP are made in the form of Company common stock at or after the end of each year. Annual contributions under these plans are subject to the limits imposed under the

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Internal Revenue Code. Contributions by the Company into the 401(k) plan vest 20% per year over the employee's first five years of service. Contributions to these plans are 100% vested upon a change of control (as defined in the applicable plans). Compensation expense recorded by the Company for these plans amounted to \$4.7 million, \$7.4 million, and \$3.7 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The Bank provides a non-qualified deferred compensation plan as an incentive for officers who have achieved the designated level and completed one year of service. In addition to the amounts deferred by the officers, the Bank matches 50% of their contributions, generally up to a maximum of 7% of the officers' base salary. Matching contributions under this plan vest 20% per year for five years. The non-qualified deferred compensation plan assets are held in a rabbi trust totaling \$16.4 million and \$19.2 million at December 31, 2022 and 2021, respectively. Contributions become 100% vested upon a change of control (as defined in the plans). Compensation expense recorded by the Company for this plan amounted to \$0.5 million for each of the years 2022, 2021 and 2020.

**Employee Benefit Trust:**

An Employee Benefit Trust ("EBT") was established to assist the Company in funding its benefit plan obligations. Dividend payments received were used to purchase additional shares of common stock. Shares released were used solely for funding matching contributions under the Bank's 401(k) plan, contributions to the 401(k) plan for the DCRP, and contributions to the PSP. For the years ended December 31, 2022, 2021, and 2020, the Company funded \$0.4 million, \$0.5 million, and \$2.6 million, respectively, of employer contributions to the 401(k), DCRP and profit sharing plans from the EBT. In 2022, all remaining shares held in the EBT were distributed, as the Company decided not to replenish the EBT and allowed it to be extinguished.

As shares were released from the EBT, the Company reported compensation expense equal to the current market price of the shares, and the shares became outstanding for earnings per share computations.

The EBT shares are as follows at December 31:

	2022	2021
Shares owned by Employee Benefit Trust, beginning balance	17,964	39,381
Shares purchased	—	1,619
Shares released and allocated	(17,964)	(22,956)
Shares owned by Employee Benefit Trust, ending balance	—	17,964
Market value of unallocated shares	\$ —	\$ 436,525

**Outside Director Retirement Plan:**

The Bank has an unfunded noncontributory defined benefit Outside Director Retirement Plan (the "Directors' Plan"), which provides benefits to each non-employee director who became a non-employee director before January 1, 2004. Upon termination an eligible director will be paid an annual retirement benefit equal to \$48,000. Such benefit will be paid in equal monthly installments for 120 months. In the event of a termination of Board service due to a change of control, an eligible non-employee director will receive a cash lump sum payment equal to 120 months of benefits. In the event of the director's death, the surviving spouse will receive the equivalent benefit. No benefits will be payable to a director who is removed for cause. The Holding Company has guaranteed the payment of benefits under the Directors' Plan, for this reason the Bank has assets held in a rabbi trust totaling \$1.9 million at each December 31, 2022 and 2021. The Bank uses a December 31 measurement date for the Directors' Plan.

The following table sets forth, for the Directors' Plan, the change in benefit obligation and assets, and for the Company, the amounts recognized in the Consolidated Statements of Financial Condition at December 31:

	2022	2021
	(In thousands)	
<b>Change in benefit obligation:</b>		
Projected benefit obligation at beginning of year	\$ 2,010	\$ 2,276
Service cost	11	16
Interest cost	48	46
Actuarial gain	(623)	(184)
Benefits paid	(144)	(144)
Projected benefit obligation at end of year	<u>\$ 1,302</u>	<u>\$ 2,010</u>
<b>Change in plan assets:</b>		
Market value of assets at beginning of year	—	—
Employer contributions	144	144
Benefits paid	(144)	(144)
Market value of plan assets at end of year	<u>—</u>	<u>—</u>
Accrued pension cost included in other liabilities	<u>\$ 1,302</u>	<u>\$ 2,010</u>

The components of the net pension expense for the Directors' Plan are as follows for the years ended December 31:

	2022	2021	2020
	(In thousands)		
Service cost	\$ 11	\$ 16	\$ 15
Interest cost	48	46	64
Amortization of unrecognized gain	(209)	(181)	(155)
Net pension expense	<u>\$ 30</u>	<u>\$ 42</u>	<u>\$ 24</u>
Current actuarial (gains) loss	(623)	(184)	51
Amortization of actuarial gain	29	18	55
Total recognized in other comprehensive income	<u>(604)</u>	<u>(166)</u>	<u>86</u>
Total recognized in net pension expense and other comprehensive loss	<u>\$ (574)</u>	<u>\$ (124)</u>	<u>\$ (100)</u>

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Assumptions used to determine benefit obligations and periodic pension expense for the Directors' Plan for the years ended December 31:

	2022	2021	2020
Weighted average discount rate for the benefit obligation	4.31 %	3.58 %	2.78 %
Weighted average discount rate for periodic pension benefit expense	2.58 %	2.18 %	3.00 %
Rate of increase in future compensation levels	6%	6%	6%

The following benefit payments under the Directors' Plan, which reflect expected future service, are expected to be paid for the years ending December 31:

	Future Benefit Payments	
	(In thousands)	
2023	\$	208
2024		172
2025		144
2026		144
2027		144
2028 - 2032		544

**14. Stockholders' Equity**

**Dividend Restrictions on the Bank:**

In connection with the Bank's conversion from mutual to stock form in November 1995, a special liquidation account was established at the time of conversion, in accordance with the requirements of its primary regulator, which was equal to its capital as of June 30, 1995. The liquidation account is reduced as and to the extent that eligible account holders have reduced their qualifying deposits. Subsequent increases in deposits do not restore an eligible account holder's interest in the liquidation account. In the event of a complete liquidation of the Bank, each eligible account holder will be entitled to receive a distribution from the liquidation account in an amount proportionate to the current adjusted qualifying balances for accounts then held. As of December 31, 2022 and 2021, the Bank's liquidation account was \$0.3 million and \$0.4 million, respectively and was presented within retained earnings.

In addition to the restriction described above, New York State and Federal banking regulations place certain restrictions on dividends paid by the Bank to the Holding Company. The total amount of dividends which may be paid at any date is generally limited to the net income of the Bank for the current year and prior two years, less any dividends previously paid from those earnings. As of December 31, 2022, the Bank had \$81.9 million in retained earnings available to distribute to the Holding Company in the form of cash dividends.

In addition, dividends paid by the Bank to the Holding Company would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements.

As a bank holding company, the Holding Company is subject to similar dividend restrictions.

## Treasury Stock Transactions:

The Holding Company repurchased 1,253,725 common shares at an average cost of \$21.73 and 436,619 common shares at an average cost of \$22.88 during the years ended December 31, 2022 and 2021, respectively. At December 31, 2022, 594,462 shares remained subject to repurchase under the authorized stock repurchase program. Stock will be purchased under the authorized stock repurchase program from time to time, in the open market or through private transactions, subject to market conditions and at the discretion of the management of the Company. There is no expiration or maximum dollar amount under this authorization.

## Accumulated Other Comprehensive Loss:

The following are changes in accumulated other comprehensive loss by component, net of tax, for the years ended:

	Unrealized Gains (Losses) on Available-for-Sale Securities	Unrealized Gains (Losses) on Cash Flow Hedges	Deferred Benefits Pensions Plans (in thousands)	Fair Value Options Exercised on Expiration	Total
<b>December 31, 2022</b>					
Beginning balance, net of tax	\$ (6,275)	\$ (1,498)	\$ (1,282)	\$ 2,239	\$ (6,816)
Other comprehensive income before reclassifications, net of tax	(14,207)	22,812	1,047	(707)	(16,265)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	7,957	9,812	(83)	(141)	(14,141)
Net current period other comprehensive income, net of tax	1,682	30,724	964	(848)	32,522
Ending balance, net of tax	\$ (4,593)	\$ 19,226	\$ 782	\$ 1,392	\$ (16,203)
<b>December 31, 2021</b>					
Beginning balance, net of tax	\$ 1,290	\$ (17,521)	\$ (1,804)	\$ 1,840	\$ (16,295)
Other comprehensive income before reclassifications, net of tax	(17,494)	2,819	219	427	(14,039)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	(23)	(26)	(21)	(89)	(159)
Net current period other comprehensive income, net of tax	17,517	(15,733)	(102)	538	1,110
Ending balance, net of tax	\$ (4,207)	\$ (19,429)	\$ (1,687)	\$ 1,351	\$ (14,972)
<b>December 31, 2020</b>					
Beginning balance, net of tax	\$ (3,942)	\$ (5,861)	\$ (981)	\$ 1,821	\$ (9,963)
Other comprehensive income before reclassifications, net of tax	4,267	(11,524)	(1,121)	829	(8,553)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	(28)	(26)	(21)	(89)	(164)
Net current period other comprehensive income, net of tax	4,239	(11,550)	(1,142)	740	(8,713)
Ending balance, net of tax	\$ (4,207)	\$ (19,429)	\$ (1,687)	\$ 1,351	\$ (14,972)

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The following tables set forth significant amounts reclassified out of accumulated other comprehensive loss by component for the periods indicated.

Details about Accumulated Other Comprehensive Income/Expense	For the Year Ended December 31, 2022		Affiliated Line Item in the Statement Where This Amount is Presented
	Amount Reclassified from Accumulated Other Comprehensive Income/Expense	Amount Reclassified from Accumulated Other Comprehensive Income/Expense	
Unrealized gains (losses) on available for sale securities:			
	\$	(10,940)	Not gain (loss) on sale of securities
		2,536	Tax benefits
		(10,940)	Net of tax
Cash flow hedges:			
Interest rate swaps	\$	(48,141)	Interest (expense)
		3,382	Tax benefits
		(48,141)	Net of tax
Amortization of defined benefit pension items			
Actuarial losses	\$	24	Other operating expense
Prior service credits		(48)	Other operating expense
		112	Tax expense
		(12)	Net of tax

Details about Accumulated Other Comprehensive Income/Expense	For the Year Ended December 31, 2021		Affiliated Line Item in the Statement Where This Amount is Presented
	Amount Reclassified from Accumulated Other Comprehensive Income/Expense	Amount Reclassified from Accumulated Other Comprehensive Income/Expense	
Unrealized gains (losses) on available for sale securities:	\$	(11)	Not gain (loss) on sale of securities
		122	Tax expense
		(11)	Net of tax
Cash flow hedges:			
Interest rate swaps	\$	(10,023)	Interest (expense)
		7,362	Tax benefits
		(2,661)	Net of tax
Amortization of defined benefit pension items			
Actuarial losses	\$	(100)	Other operating expense
Prior service credits		(48)	Other operating expense
		(4,171)	Tax benefits
		(4,319)	Tax expense
		(8,588)	Net of tax

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For the Year Ended December 31, 2020			
Details about Accumulated Other Comprehensive Income/Expense	Amount, Accumulated since Accumulated Other Comprehensive Income/Expense		Affected Line Item in the Statement of Financial Position
	(\$/Euro in thousands)		
Unrealized gains (losses) on available for sale securities	\$	(761)	Net loss on sale of securities
		(36)	Tax benefit
		<u>(797)</u>	Net of tax
Cash flow hedges	\$	(5,732)	Interest expense
Interest rate swaps		(7,660)	Tax benefit
		<u>(13,392)</u>	Net of tax
Accumulation of defined benefit pension items			
Actuarial losses	\$	(798)	Other operating expenses
Prior service credits		82	Other operating expenses
		<u>(716)</u>	Total before tax
		24	Tax benefit
		<u>(692)</u>	Net of tax

15. Regulatory Capital

Under current capital regulations, the Bank is required to comply with four separate capital adequacy standards. As of December 31, 2022, the Bank continued to be categorized as “well-capitalized” under the prompt corrective action regulations and continued to exceed all regulatory capital requirements. The Bank is also required to comply with a Capital Conservation Buffer (“CCB”). The CCB is designed to establish a capital range above minimum capital requirements and impose constraints on dividends, share buybacks and discretionary bonus payments when capital levels fall below prescribed levels. The minimum CCB is 2.5%. The CCB for the Bank at December 31, 2022 and 2021 was 6.77% and 6.13%, respectively.

Set forth below is a summary of the Bank’s compliance with banking regulatory capital standards.

	December 31, 2022		December 31, 2021	
	Amount	Percent of Assets	Amount	Percent of Assets
Tier 1 (common) capital				
Capital level	\$ 815,628	13.56 %	\$ 800,100	13.26 %
Requirement to be well-capitalized	602,087	9.90	489,566	9.06
Excess	213,541	3.56	310,534	5.20
Common Equity Tier 1 risk-based capital				
Capital level	\$ 815,628	13.79 %	\$ 800,100	13.58 %
Requirement to be well-capitalized	437,724	6.59	482,080	6.20
Excess	377,904	7.20	318,020	7.38
Tier 1 risk-based capital				
Capital level	\$ 815,628	13.79 %	\$ 800,100	13.58 %
Requirement to be well-capitalized	514,363	8.00	489,566	8.00
Excess	301,265	5.79	310,534	5.58
Total risk-based capital				
Capital level	\$ 854,487	14.37 %	\$ 876,486	14.13 %
Requirement to be well-capitalized	489,265	8.00	414,617	8.00
Excess	365,222	6.37	461,869	6.13



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The Holding Company is subject to the same regulatory capital requirements as the Bank. As of December 31, 2022, the Holding Company continues to be categorized as “well-capitalized” under the prompt corrective action regulations and continues to exceed all regulatory capital requirements. The CCR for the Holding Company at December 31, 2022 and 2021 was 5.23% and 5.75%, respectively.

Set forth below is a summary of the Holding Company’s compliance with banking regulatory capital standards.

	December 31, 2022			December 31, 2021		
	Amount	Percent of Assets	Percent to B. Company	Amount	Percent of Assets	
Tier 1 (common) capital:						
Capital fund	\$ 746,880	9.61 %	\$ 726,174	9.00 %		
Requirement to be well-capitalized	401,692	5.00	401,692	5.00		
Excess	345,188	4.61	324,482	4.00		
Common Equity Tier 1 risk-based capital:						
Capital fund	\$ 746,880	9.61 %	\$ 726,174	9.00 %		
Requirement to be well-capitalized	401,692	5.00	401,692	5.00		
Excess	345,188	4.61	324,482	4.00		
Tier 2 risk-based capital:						
Capital fund	\$ 746,880	9.61 %	\$ 726,174	9.00 %		
Requirement to be well-capitalized	401,692	5.00	401,692	5.00		
Excess	345,188	4.61	324,482	4.00		
Total risk-based capital:						
Capital fund	\$ 746,880	9.61 %	\$ 726,174	9.00 %		
Requirement to be well-capitalized	401,692	5.00	401,692	5.00		
Excess	345,188	4.61	324,482	4.00		
Total risk-based capital:						
Capital fund	\$ 746,880	9.61 %	\$ 726,174	9.00 %		
Requirement to be well-capitalized	401,692	5.00	401,692	5.00		
Excess	345,188	4.61	324,482	4.00		

16. Leases

The Company has 30 operating leases for branches (including headquarters) and office spaces, 10 operating leases for vehicles, and one operating lease for equipment. Our leases have remaining lease terms ranging from less than three months to approximately 12 years, none of which has a renewal option reasonably certain of exercise, which has been reflected in the Company’s calculation of lease term.

The Company has elected the short-term lease recognition exemption such that the Company will not recognize ROU assets or lease liabilities for leases with a term of less than 12 months from the commencement date. The Company has two agreements in 2022 and one agreement in 2021 that qualified as short-term leases.

Certain leases have escalation clauses for operating expenses and real estate taxes. The Company’s non-cancelable Operating lease agreements expire through 2036.

Supplemental balance sheet information related to leases was as follows:

(Dollars in thousands)	December 31, 2022	December 31, 2021
Operating lease ROU assets:	\$ 41,289	\$ 10,200
Operating lease liabilities:	\$ 46,123	\$ 34,191
Weighted average operating lease term operating leases:	14.4 years	7.4 years
Weighted average discount rate operating leases:	2.9%	3.1%

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The components of lease expense and cash flow information related to leases were as follows:

Balance at December 31	Lease Term Expiration	For the year ended December 31			
		2023	2024	2025	2026
Lease Cost					
Operating lease cost	Occupancy and equipment	\$ 8,040	\$ 8,080	\$ 7,657	
Operating lease cost	Other operating expenses	80	80	80	
Short-term lease cost	Occupancy and equipment	100	100	100	
Variable lease cost	Occupancy and equipment	1,000	1,000	1,125	
Total lease cost		\$ 9,220	\$ 9,260	\$ 8,962	
<b>Other information</b>					
Cash paid for amounts included in the measurement of lease liabilities					
Operating cash flows from operating leases		\$ 9,409	\$ 12,811	\$ 8,316	
Right-of-use assets obtained in exchange for new operating lease liabilities		\$ 1,200	\$ 6,170	\$ 5,466	
Right-of-use assets obtained in acquisition		\$ —	\$ —	\$ 9,995	

The Company's minimum annual rental payments at December 31, 2022 for Bank facilities due under non-cancelable leases are as follows:

		Maximum Rental (Per Month)	
Years ended December 31			
2023	\$	6,761	
2024		6,761	
2025		7,000	
2026		7,171	
2027		(10,814)	
2028		(10,100)	
2029		(9,581)	
2030		(9,275)	
2031	\$	(9,275)	
Total maximum payments required			
Less: Implied interest			
Less: Lease obligations	\$		

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Commitments to extend credit (principally real estate mortgage loans) and lines of credit (principally business lines of credit and home equity lines of credit) amounted to \$55.1 million and \$383.4 million, respectively, at December 31, 2022. Included in these commitments were \$12.1 million of fixed-rate commitments at a weighted average rate of 4.67% and \$426.3 million of adjustable-rate commitments with a weighted average rate of 7.14%, as of December 31, 2022. Since generally all of the loan commitments are expected to be drawn upon, the total loan commitments approximate future cash requirements, whereas the amounts of lines of credit may not be indicative of the Company's future cash requirements. The loan commitments generally expire in 90 days, while construction loan lines of credit mature within eighteen months and home equity lines of credit mature within ten years. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Commitments to extend credit are legally binding 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 and require payment of a fee. The Company evaluates each customer's creditworthiness on a case-by-case basis. Collateral held consists primarily of real estate.

The Bank collateralized a portion of its deposits with letters of credit issued by FHLB-NY. At December 31, 2022 and 2021, there were \$1,073.7 million and \$818.4 million, respectively, of letters of credit outstanding. The letters of credit are collateralized by mortgage loans pledged by the Bank.

The Company had purchase obligations totaling \$18.9 million and \$24.8 million as of December 31, 2022 and 2021, respectively, which are primarily related to contracts with data processing, loan servicing and check processing services provided by third-party vendors. During the years ended December 31, 2022 and 2021, the Company purchased \$6.2 million and \$7.8 million, respectively, of services provided by third-party vendors.

The Trusts issued capital securities with a par value of \$61.9 million in June and July 2007. The Holding Company has guaranteed the payment of the Trusts' obligations under these capital securities.

**Contingencies:**

The Company is a defendant in various lawsuits. Management of the Company, after consultation with outside legal counsel, believes that the resolution of these various matters will not result in any material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

**18. Concentration of Credit Risk**

The Company's lending is concentrated in the New York City metropolitan area. The Company evaluates each customer's creditworthiness on a case-by-case basis under the Company's established underwriting policies. The collateral obtained by the Company generally consists of first liens on one-to-four family residential, multi-family residential, and commercial real estate. The largest amount the Bank could lend to one borrower was approximately \$137.3 million and \$126.6 million at December 31, 2022 and 2021, respectively. The Bank's largest aggregate amount of outstanding loans to one borrower was \$109.4 million, and \$93.8 million at December 31, 2022 and 2021, respectively, all of which were performing according to their terms.

**19. Related Party Transactions**

At December 31, 2022 and 2021, there were no outstanding loans to any related party. Deposits of related parties totaled \$7.7 million and \$10.9 million at December 31, 2022 and 2021, respectively.

28. Fair Value of Financial Instruments

The Company carries certain financial assets and financial liabilities at fair value in accordance with GAAP which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, establishes a framework for measuring fair value and expands disclosures about fair value measurements. GAAP permits entities to choose to measure many financial instruments and certain other items at fair value. At December 31, 2022, the Company carried financial assets and financial liabilities under the fair value option with fair values of \$13.9 million and \$56.5 million, respectively. At December 31, 2021, the Company carried financial assets and financial liabilities under the fair value option with fair values of \$14.6 million and \$56.5 million, respectively. The Company did not purchase or sell any financial assets or liabilities under the fair value option during the years ended December 31, 2022 and 2021.

Management selected the fair value option for certain investment securities, and certain borrowed funds as the yield, at the time of election, on the financial assets was below market, while the rate on the financial liabilities was above-market rate. Management also considered the average duration of these instruments, which, for investment securities, was longer than the average for the portfolio of securities, and, for borrowings, primarily represented the longest-term borrowings of the Company. Choosing these instruments for the fair value option adjusted the carrying value of these financial assets and financial liabilities to their current fair value and more closely aligned the financial performance of the Company with the economic value of these financial instruments. Management believed that electing the fair value option for these financial assets and financial liabilities allows them to better react to changes in interest rates. At the time of election, Management did not elect the fair value option for investment securities and borrowings with shorter duration, adjustable-rates, and yields that approximated the then current market rate, as management believed that these financial assets and financial liabilities approximated their economic value.

The following table presents the financial assets and financial liabilities reported at fair value under the fair value option at December 31, 2022 and 2021, and the changes in fair value included in the Consolidated Statement of Income – Net loss from fair value adjustments:

	Fair Value Measurements at December 31, 2022	Fair Value Measurements at December 31, 2021	Changes in Fair Values For Items Measured at Fair Value During the Periods Ended		
			2022	2021	2020
Investments					
Mortgage-backed securities	\$ 246	\$ 366	\$ (125)	\$ (76)	\$ 3
Other investments	(2,728)	(4,088)	(1,499)	(846)	(120)
Borrowed funds	30,947	36,472	5,524	(14,886)	(180)
Net gain (loss) from fair value adjustments <sup>(1)</sup>			\$ 4,900	\$ (15,808)	\$ (197)

(1) The net gain (loss) from fair value adjustments presented in the above table does not include net gains (losses) of \$1.9 million, and \$(2.1) million from the change in fair value of derivative instruments during the years ended December 31, 2022, and 2020, respectively. There were no gains (losses) in 2021.

Included in the fair value of the financial assets and financial liabilities selected for the fair value option is the accrued interest receivable or payable for the related instrument. The Company reports an interest income or interest expense in the Consolidated Statement of Income, the interest receivable or payable on the financial instruments selected for the fair value option at their respective contractual rates.

The borrowed funds have a contractual principal amount of \$61.9 million at December 31, 2022 and 2021. The fair value of borrowed funds includes accrued interest payable of \$0.4 million and \$0.1 million at December 31, 2022 and 2021, respectively.

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The Company generally holds its earning assets, other than securities available for sale, to maturity and settles its liabilities at maturity. However, fair value estimates are made at a specific point in time and are based on relevant market information. 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 instrument. Accordingly, as assumptions change, such as interest rates and prepayments, fair value estimates change and these amounts may not necessarily be realized in an immediate sale.

Disclosure of fair value does not require fair value information for items that do not meet the definition of a financial instrument or certain other financial instruments specifically excluded from its requirements. These items include core deposit intangibles and other customer relationships, premises and equipment, leases, income taxes and equity.

Further, fair value disclosure does not attempt to value future income or business. These items may be material and accordingly, the fair value information presented does not purport to represent, nor should it be construed to represent, the underlying "market" or intrinsic value of the Company.

Financial assets and financial liabilities reported at fair value are required to be measured based on either: (1) quoted prices in active markets for identical financial instruments (Level 1); (2) significant other observable inputs (Level 2); or (3) significant unobservable inputs (Level 3).

A description of the methods and significant assumptions utilized in estimating the fair value of the Company's assets and liabilities that are carried at fair value on a recurring basis are as follows:

Level 1 – where quoted market prices are available in an active market. At December 31, 2022 and 2021, Level 1 included one mutual fund.

Level 2 – when quoted market prices are not available, fair value is estimated using quoted market prices for similar financial instruments and adjusted for differences between the quoted instrument and the instrument being valued. Fair value can also be estimated by using pricing models, or discounted cash flows. Pricing models primarily use market-based or independently sourced market parameters as inputs, including, but not limited to, yield curves, interest rates, equity or debt prices and credit spreads. In addition to observable market information, models also incorporate maturity and cash flow assumptions. At December 31, 2022 and 2021, Level 2 included mortgage related securities, corporate debt, municipal and interest rate swaps.

Level 3 – when there is limited activity or less transparency around inputs to the valuation, financial instruments are classified as Level 3. At December 31, 2022 and 2021, Level 3 included trust preferred securities owned and junior subordinated debentures issued by the Company.

The methods described above may produce fair values that may not be indicative of net realizable value or reflective of future fair values. While the Company believes its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies, assumptions and models to determine fair value of certain financial instruments could produce different estimates of fair value at the reporting date.

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The following table sets forth the Company's assets and liabilities that are carried at fair value on a recurring basis, including those reported at fair value under the fair value option, and the level that was used to determine their fair value, at December 31:

	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Other Unobservable Inputs (Level 3)		Total carried at fair value on a recurring basis	
	2023	2021	2023	2021	2023	2021	2023	2021
Assets								
Securities available for sale								
Mortgage-backed	\$	\$	\$	\$	\$	\$	\$	\$
Other securities	32,261	12,402	384,545	998,872	1,416	1,692	384,262	1,012,966
Interest rate swaps	—	—	75,790	100,657	—	—	75,790	100,657
Total assets	\$	\$	\$	\$	\$	\$	\$	\$
	32,261	12,402	460,335	1,099,529	1,416	1,692	460,335	1,099,529
Liabilities	\$	\$	\$	\$	\$	\$	\$	\$
Derivatives	—	—	58,487	—	58,507	58,472	58,507	58,472
Interest rate swaps	—	—	58,487	24,871	—	—	58,487	24,871
Total liabilities	\$	\$	\$	\$	\$	\$	\$	\$
	—	—	58,487	24,871	58,507	58,472	58,507	58,472

The following tables set forth the Company's assets and liabilities that are carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the periods indicated:

	For the year ended			
	December 31, 2023		December 31, 2021	
	From preferred investments	From subordinated debt	From preferred investments	From subordinated debt
Beginning balance	\$	\$	\$	\$
	1,095	36,472	1,205	41,736
Net (loss) gain from fair value adjustment of financial assets <sup>(1)</sup>	(137)	(7,293)	409	14,066
Net (loss) gain from fair value adjustment of financial liabilities <sup>(1)</sup>	—	29	—	—
Change in unrealized (gains) losses included in other comprehensive loss	7	(1,148)	—	(1,062)
Ending balance	\$	\$	\$	\$
	1,065	28,060	1,614	54,740
Change in unrealized gains held at period end	\$	\$	\$	\$
	—	2,998	—	2,998

(1) Presented in the Consolidated Statement of Income under Net loss from fair value adjustments.

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The following tables present the qualitative information about recurring Level 3 fair value of financial instruments and the fair value measurements at the periods indicated:

	Fair Value	Valuation Technique	December 31, 2022		Range	Weighted Average
			Discount Rate	Observable Inputs (Inputs to Model)		
Assets:						
Trust preferred securities	\$ 1,516	Discounted cash flows	Special case 3-month LIBOR	n/a	n/a	3.6 %
Liabilities:						
Junior subordinated debentures	\$ 26,287	Discounted cash flows	Special case 3-month LIBOR	n/a	n/a	3.6 %

	Fair Value	Valuation Technique	December 31, 2021		Range	Weighted Average
			Discount Rate	Observable Inputs (Inputs to Model)		
Assets:						
Trust preferred securities	\$ 1,685	Discounted cash flows	Special case 3-month LIBOR	n/a	n/a	2.2 %
Liabilities:						
Junior subordinated debentures	\$ 36,472	Discounted cash flows	Special case 3-month LIBOR	n/a	n/a	2.2 %

The significant unobservable inputs used in the fair value measurement of the Company's trust preferred securities and junior subordinated debentures valued under Level 3 at December 31, 2022 and 2021, are the effective yields used in the cash flow models. Significant increases or decreases in the effective yield in isolation would result in a significantly lower or higher fair value measurement.

The following table sets forth the Company's assets that are carried at fair value on a non-recurring basis, and the level that was used to determine their fair value, at December 31:

	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Other Unobservable Inputs (Level 3)		Total carried at fair value and measurement basis	
	2022	2021	2022	2021	2022	2021	2022	2021
Assets:								
Certain debt-securitized loans	\$ —	\$ —	\$ —	\$ —	\$ 18,100	\$ 11,628	\$ 18,100	\$ 11,628
Total assets	\$ —	\$ —	\$ —	\$ —	\$ 18,100	\$ 11,628	\$ 18,100	\$ 11,628

The following tables present the qualitative information about non-recurring Level 3 fair value measurements of financial instruments at the periods indicated:

	Fair Value	Valuation Technique	At December 31, 2022		Range	Weighted Average
			Inputs to Model	Inputs to Model		
Assets:						
Certain debt-securitized loans	\$ 18,100	Ratio approach	Adjustment to ratio comparative value	20.0% to 30.0 %	n/a	23.2%
			Reduction for planned or expected disposal	10.0% to 15.0 %	n/a	13.6 %
Certain debt-securitized loans	\$ 141	Discounted Cash-flow	Discount Rate	6.1 %	n/a	6.1 %
			Probability of Default	30.0 %	n/a	30.0 %

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Assets:	Fair Value	Valuation Technique	As of December 31, 2021		Range	Weighted Average
			Appraised value	Internal gain/loss		
Certain delinquent loans	\$ 18,279	Solar approach	Reduction for planned expedited disposal		0.0% to 10.0 %	11.9 %
Certain delinquent loans	\$ 447	Discounted Cashflow	Discount Rate		4.3 %	4.3 %
			Probability of default		26.0 %	26.0 %

The Company did not have any liabilities that were carried at fair value on a non-recurring basis at December 31, 2022 and 2021.

The methods and assumptions used to estimate fair value at December 31, 2022 and 2021 are as follows:

Securities:

The fair values of securities are contained in Note 7 ("Securities") of Notes to Consolidated Financial Statements. Fair value is based upon quoted market prices, where available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities and adjusted for differences between the quoted instrument and the instrument being valued. When there is limited activity or less transparency around inputs to the valuation, securities are valued using discounted cash flows.

Certain Delinquent Loans:

For certain delinquent loans, fair value is generally estimated by discounting management's estimate of future cash flows with a discount rate commensurate with the risk associated with such assets or, for collateral dependent loans, 85% of the appraised or internally estimated value of the property.

Other Real Estate Owned and Other Repossessed Assets:

The fair value for OREO is based on appraised value through a current appraisal, or sometimes through an internal review, additionally adjusted by the estimated costs to sell the property. The fair value for other repossessed assets are based upon the most recently reported arm's length sales transaction. When there is no recent sale activity, the fair value is calculated using capitalization rates.

Junior Subordinated Debentures:

The fair value of the junior subordinated debentures was developed using a credit spread based on the subordinated debt issued by the Company adjusting for differences in the junior subordinated debt's credit rating, liquidity and time to maturity. The unrealized net gain/loss attributable to changes in our own credit risk was determined by adjusting the fair value as determined in the preceding sentence by the average rate of default on debt instruments with a similar debt rating as our junior subordinated debentures, with the difference from the original calculation and this calculation resulting in the instrument-specific, unrealized gain/loss.

Interest Rate Swaps:

The fair value of interest rate swaps is based upon broker quotes.



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The following tables set forth the carrying amounts and fair values of selected financial instruments based on the assumptions described above used by the Company in estimating fair value at the periods indicated.

	December 31, 2021				
	Carrying Amount	Fair Value	Level 1 (in thousands)	Level 2	Level 3
<b>Assets:</b>					
Cash and due from banks	\$ 151,794	\$ 151,794	\$ 151,794	\$ —	\$ —
Securities held for investment	7,875	8,989	—	8,989	—
Mortgage-backed securities	47,574	57,361	—	—	57,361
Other securities	—	—	—	—	—
Securities available for sale	354,263	354,263	—	354,263	—
Other securities	532,274	555,476	11,211	338,347	8,808
Other securities	6,954,709	6,955,709	—	—	6,955,709
Fixed-rate stock	45,342	47,342	—	44,342	—
Accrued interest receivable	45,048	45,048	—	45,048	—
Interest rate swaps	74,436	74,436	—	74,436	—
<b>Liabilities:</b>					
Deposits	\$ 6,345,445	\$ 6,455,876	\$ 4,059,094	\$ 1,664,874	\$ —
Revolving credit	1,852,875	1,852,875	—	1,852,875	—
Accrued interest payable	18,467	18,467	—	18,467	—
Interest rate swaps	—	—	—	—	—
<b>Assets:</b>					
Cash and due from banks	\$ 81,723	\$ 81,723	\$ 81,723	\$ —	\$ —
Securities held for investment	7,875	8,989	—	8,989	—
Mortgage-backed securities	47,574	57,361	—	—	57,361
Other securities	—	—	—	—	—
Securities available for sale	354,263	354,263	—	354,263	—
Other securities	6,954,709	6,955,709	—	—	6,955,709
Fixed-rate stock	45,342	47,342	—	44,342	—
Accrued interest receivable	45,048	45,048	—	45,048	—
Interest rate swaps	74,436	74,436	—	74,436	—
<b>Liabilities:</b>					
Deposits	\$ 6,345,445	\$ 6,455,876	\$ 4,059,094	\$ 1,664,874	\$ —
Revolving credit	1,852,875	1,852,875	—	1,852,875	—
Accrued interest payable	18,467	18,467	—	18,467	—
Interest rate swaps	—	—	—	—	—

## 21. Derivative Financial Instruments

At December 31, 2021 and 2020, the Company's derivative financial instruments consist of interest rate swaps. The Company's interest rate swaps are used for three purposes: 1) to mitigate the Company's exposure to rising interest rates on certain fixed rate loans totaling \$271.6 million and \$299.6 million at December 31, 2021 and December 31, 2020, respectively; 2) to facilitate risk management strategies for our loan customers with \$221.2 million of swaps outstanding, which include \$118.0 million with customers and \$114.0 million with bank counterparties at December 31, 2021 and \$220.0 million of swaps outstanding, which include \$114.0 million with customers and \$114.0 million with bank counterparties at December 31, 2020; and 3) to mitigate exposure to rising interest rates on certain short-term advances and brokered CDs totaling \$871.5 million and \$996.5 million at December 31, 2021 and December 31, 2020, respectively.

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The Company's derivative instruments are carried at fair value in the Company's financial statements as part of Other assets for derivatives with positive fair values and Other liabilities for derivatives with negative fair values. The accounting for changes in the fair value of a derivative instrument is dependent upon whether or not it qualifies and has been designated as a hedge for accounting purposes, and further, by the type of hedging relationship.

At December 31, 2022 and 2021, we held derivatives designated as cash flow hedges, fair value hedges and certain derivatives not designated as hedges.

At December 31, 2022 and 2021, derivatives with a combined notional amount of \$221.2 million and \$228.0 million, respectively, were not designated as hedges. At December 31, 2022 and 2021, derivatives with a combined notional amount of \$273.6 million and \$299.6 million were designated as fair value hedges. At December 31, 2022 and 2021, derivatives with a combined notional amount of \$871.5 million and \$996.5 million, respectively, were designated as cash flow hedges.

For cash flow hedges, the changes in the fair value of the derivative is reported in accumulated other comprehensive income (loss), net of tax. Amounts in accumulated other comprehensive income (loss) are reclassified into earnings in the same period during which the hedged forecasted transaction affects earnings. During the year ended December 31, 2022, \$4.3 million was reclassified from accumulated other comprehensive income (loss) to interest expense. The estimated amount to be reclassified in next 12 months out of accumulated other comprehensive income (loss) into earnings is \$9.0 million.

Changes in the fair value of interest rate swaps not designated as hedges are reflected in "Net loss from fair value adjustments" in the Consolidated Statements of Income.

The following table sets forth information regarding the Company's derivative financial instruments at the periods indicated:

	December 31, 2022		December 31, 2021	
	Notional Amount	Fair Value (1)	Notional Amount	Fair Value (1)
Interest rate swaps (cash flow hedges)	\$ 789,740	\$ 31,216	\$ 355,000	\$ 7,328
Interest rate swaps (fair value hedges)	177,622	24,223	—	—
Interest rate swaps (cash flow hedges)	116,556	14,197	113,096	8,387
Interest rate swaps (cash flow hedges)	176,756	(230)	865,109	(8,287)
Interest rate swaps (fair value hedges)	138,726	(18,107)	289,103	(12,120)
Interest rate swaps (cash flow hedges)	—	—	1,122,072	(18,120)
Total derivatives	\$ 1,202,650	\$ 47,129	\$ 1,859,278	\$ (12,812)

(1) Derivatives in a net positive position are recorded as "Other assets" and derivatives in a net negative position are recorded as "Other liabilities" in the Consolidated Statements of Financial Condition.

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The following table presents information regarding the Company's fair value hedged items for the periods indicated:

Line Item in the Consolidated Statement of Financial Condition in Which the Hedged Item is Included (in thousands)	Carrying Amount of the Hedged Asset		Cumulative Amount of the Fair Hedging Adjustment Included in the Carrying Amount of the Hedged Asset	
	At December 31,		At December 31,	
	2022	2021	2022	2021
Loans				
Multi-family residential	\$ 82,613	\$ 113,750	\$ (10,480)	\$ 7,608
Commercial real estate	167,353	192,494	(15,442)	3,477
Commercial business and other			6,295	132
Total	\$ 249,966	\$ 316,234	\$ (29,627)	\$ 11,217

The following table sets forth the effect of derivative instruments on the Consolidated Statements of Income for the periods indicated:

In thousands	Affected Line Item in the Statements Where Net Income is Presented	For the years ended December 31,		
		2022	2021	2020
Interest rate swaps:				
Other interest expense		\$ -	\$ (202)	\$ (454)
Net gain (loss) from fair value adjustments		-	101	(2,702)
Interest rate swaps (fair-value hedge)				
Interest rate swaps (fair-value hedge)	Interest and fees on loans	96	(1,401)	(5,226)
Interest rate swaps (cash flow hedge)	Other interest expense	(2,218)	(10,526)	(6,703)
Interest rate swaps (cash flow hedge)	Depreciation	2,284	(2,028)	(6,702)
Net income (loss)		\$ 90	\$ (1,526)	\$ (12,085)

The Company's interest rate swaps are subject to master netting arrangements between the Company and its three designated counterparties. The Company has not made a policy election to offset its derivative positions. The interest rate swaps with borrowers are cross collateralized with the underlying loans and, therefore, there is no posted collateral. Interest rate swap agreements with third-party counterparties contain provisions that require the Company to post collateral if the derivative exposure exceeds a threshold amount and receive collateral for agreements in a net asset position.

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The following tables present the effect of the master netting arrangements on the presentation of the derivative assets and liabilities in the Consolidated Statements of Condition as of the dates indicated.

December 31, 2022						
(in thousands)	Gross Amount of Recognized Assets	Gross Amount Offset in the Statements of Condition	Net Amount of Assets Presented in the Statements of Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition		
				Financial Instruments	Cash Collateral Received	Net Amount
Interest rate swaps	\$ 74,586	\$ —	\$ 74,586	\$ —	\$ 72,185	\$ 2,401
(in thousands)	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Statements of Condition	Net Amount of Liabilities Presented in the Statements of Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition		
Financial Instruments	Cash Collateral Paid	Net Amount				
Interest rate swaps	\$ 18,487	\$ —	\$ 18,487	\$ —	\$ —	\$ 18,487
December 31, 2021						
(in thousands)	Gross Amount of Recognized Assets	Gross Amount Offset in the Statements of Condition	Net Amount of Assets Presented in the Statements of Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition		
				Financial Instruments	Cash Collateral Received	Net Amount
Interest rate swaps	\$ 10,083	\$ —	\$ 10,083	\$ —	\$ —	\$ 10,083
(in thousands)	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Statements of Condition	Net Amount of Liabilities Presented in the Statements of Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition		
Financial Instruments	Cash Collateral Paid	Net Amount				
Interest rate swaps	\$ 20,075	\$ —	\$ 20,075	\$ —	\$ 20,075	\$ —

**Correction of an Error in the Consolidated Statements of Cash Flows**

The Company identified an error in its consolidated statements of cash flows as of September 30, 2022 and June 30, 2022 for the change in cash collateral related to certain derivative financial instruments. The Company determined that for the nine months ended September 30, 2022 and six months ended June 30, 2022, the change in cash collateral amount was understated. The Company reversed the impact of this error on the prior periods and determined that the error was not material to the prior period consolidated financial statements. The impact of the error as corrected decreased net cash used in investing activities by \$25.1 million and \$16.7 million for the nine months ended September 30, 2022 and six months ended June 30, 2022, respectively, and increased the net income in cash, cash equivalents and restricted cash by equivalent amounts.

**22. New Authoritative Accounting Pronouncements**

**Accounting Standards Pending Adoption:**

In December 2022, the FASB issued ASU 2022-06, Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848, which extends the sunset (or expiration) date of Accounting Standards Codification (ASC) Topic 848 to December 31, 2024. This gives reporting entities two additional years to apply the accounting relief provided under ASC Topic 848 for matters related to reference rate reform. ASU 2022-06 is effective for all reporting entities immediately upon issuance and must be applied on a prospective basis. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2022, FASB issued ASU No. 2022-02, "Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures" (Topic 326), which replaces the recognition and measurement guidance

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related to TDRs for creditors that have adopted ASC Topic 326 (commonly referred to as "CECL") with the recognition and measurement guidance contained in Accounting Standards Codification ("ASC") 310-20, to determine whether a modification results in a new loan or a continuation of an existing loan. This ASU also enhances disclosures about loan modifications for borrowers who are experiencing financial difficulty. The guidance also requires public business entities to present gross write-offs by year of origination in their vintage disclosures. ASU 2022-02 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The amendments in this ASU should be applied on a prospective basis; however, institutions have the option to apply a modified retrospective transition method as it relates to the recognition and measurement of TDRs, resulting in a cumulative-effect adjustment to retained earnings in the period of adoption. We do not believe this ASU will have a material impact on our business operations or consolidated financial statements.

In January 2021, the FASB issued ASU No. 2021-01, "Reference Rate Reform" (Topic 848), which clarifies that certain optional expedients and exceptions in ASC 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. ASU 2021-01 also amends the expedients and exceptions in ASC 848 to capture the incremental consequences of the scope clarification and to tailor the existing guidance to derivative instruments affected by discounting transition. ASU 2021-01 was effective upon issuance and generally can be applied through December 31, 2022.

In March 2020, the FASB issued ASU No. 2020-04, "Reference Rate Reform" (Topic 848), which provides optional expedients and exceptions for applying GAAP to loan and lease agreements, derivative contracts, and other transactions affected by the anticipated transition away from LIBOR toward new interest rate benchmarks. For transactions that are modified because of reference rate reform and that meet certain scope guidance (i) modifications of loan agreements should be accounted for by prospectively adjusting the effective interest rate and the modification will be considered "minor" so that any existing unamortized origination fees/costs would carry forward and continue to be amortized and (ii) modifications of lease agreements should be accounted for as a continuation of the existing agreement with no reassessment of the lease classification and the discount rate; or re-measurements of lease payments that otherwise would be required for modifications not accounted for as separate contracts. ASU 2020-04 also provides numerous optional expedients for derivative accounting. ASU 2020-04 is effective March 12, 2020 through December 31, 2022. An entity may elect to apply ASU 2020-04 for contract modifications as of January 1, 2020, or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020, up to the date that the financial statements are available to be issued. Once elected for a Topic or an Industry Subtopic within the Codification, the amendments in this ASU must be applied prospectively for all eligible contract modifications for that Topic or Industry Subtopic. We anticipate this ASU will simplify any modifications we execute between the selected start date (yet to be determined) and December 31, 2022 that are directly related to LIBOR transition by allowing prospective recognition of the continuation of the contract, rather than extinguishment of the old contract resulting in writing off unamortized fees/costs. We are evaluating the impacts of this ASU and have not yet determined whether LIBOR transition and this ASU will have material effects on our business operations and consolidated financial statements. The amendments in this Update apply to contract modifications that replace a reference rate reform and contemporaneous modifications of other terms related to the replacement of the reference rate.

### 23. Parent Company Only Financial Information

Earnings of the Bank are recognized by the Holding Company using the equity method of accounting. Accordingly, earnings of the Bank are recorded as increases in the Holding Company's investment, any dividends would reduce the Holding Company's investment in the Bank, and any changes in the Bank's unrealized gain or loss on securities available for sale, net of taxes, would increase or decrease, respectively, the Holding Company's investment in the Bank.

The condensed financial statements for the Holding Company are presented below:

Condensed Statements of Financial Condition	December 31,	
	2022	2021
<i>(Dollars in thousands)</i>		
<b>Assets:</b>		
Cash and due from banks	\$ 22,723	\$ 16,038
Securities available for sale:		
Other securities	1,516	1,695
Investment in Bank	892,828	842,866
Goodwill	2,185	2,185
Other assets	3,681	2,791
<b>Total assets</b>	<b>\$ 920,933</b>	<b>\$ 866,575</b>
<b>Liabilities:</b>		
Subordinated debentures	\$ 186,965	\$ 122,885
Junior subordinated debentures, at fair value	56,507	56,472
Other liabilities	6,364	7,990
<b>Total liabilities</b>	<b>249,836</b>	<b>187,347</b>
<b>Stockholders' Equity:</b>		
Common stock	341	341
Additional paid-in capital	264,332	263,375
Treasury stock, at average cost (4,611,212 shares and 5,561,270 at December 31, 2022 and 2021, respectively)	(98,559)	(72,292)
Retained earnings	547,507	497,889
Accumulated other comprehensive loss, net of taxes	(39,483)	(6,685)
<b>Total equity</b>	<b>671,138</b>	<b>679,628</b>
<b>Total liabilities and equity</b>	<b>\$ 920,933</b>	<b>\$ 866,575</b>

Condensed Statements of Income	For the years ended December 31,		
	2022	2021	2020
	(in thousands)		
Dividends from the Bank	\$ 50,000	\$ 5,000	\$ 78,833
Interest income	468	145	466
Interest expense	(7,771)	(6,255)	(9,855)
Net gain (loss) from fair value adjustments	7,207	(13,604)	(85)
Other operating expenses	(16,652)	(11,980)	(10,975)
Income (loss) before taxes and equity in undistributed earnings of subsidiary	48,252	(16,530)	69,381
Income tax benefit	2,654	5,403	2,278
Income (loss) before equity in undistributed earnings of subsidiary	50,906	(11,127)	71,659
Equity (deficit) in undistributed earnings of the Bank	26,002	92,908	(36,981)
Net income	76,945	81,793	34,674
Other comprehensive (loss) income, net of tax	(29,002)	9,582	(8,459)
Comprehensive net income	\$ 47,943	\$ 91,375	\$ 26,215

Condensed Statements of Cash Flows	For the years ended December 31,		
	2022	2021	2020
	(in thousands)		
Operating activities:			
Net income	\$ 76,945	\$ 81,793	\$ 34,674
Adjustments to reconcile net income to net cash provided by operating activities:			
(Equity) deficit in undistributed earnings of the Bank	(29,002)	(92,908)	36,981
Deferred income tax provision (benefit)	2,111	(3,599)	(291)
Net gain (loss) from fair value adjustments	(7,207)	13,604	85
Stock-based compensation expense	6,897	6,829	6,450
Net change in operating assets and liabilities	(2,860)	2,527	1,490
Net cash provided by operating activities	\$ 46,783	\$ 8,306	\$ 81,389
Investing activities:			
Investment in Bank	(50,000)	(15,000)	—
Cash used in acquisition of Empire	—	—	(54,836)
Cash provided by acquisition of Empire	—	—	15,769
Net cash used in investing activities	\$ (50,000)	\$ (15,000)	\$ (39,067)
Financing activities:			
Proceeds from long-term borrowings	63,603	122,843	—
Repayment of long-term borrowings	—	(89,258)	—
Purchase of treasury stock	(29,675)	(11,370)	(1,877)
Cash dividends paid	(7,033)	(26,324)	(25,833)
Net cash provided by (used in) financing activities	6,897	(3,009)	(28,690)
Net increase (decrease) in cash and cash equivalents	6,685	(11,999)	13,632
Cash and cash equivalents, beginning of year	16,035	28,033	14,401
Cash and cash equivalents, end of year	\$ 22,721	\$ 16,034	\$ 28,033

**Report of Independent Registered Public Accounting Firm**

Stockholders and Board of Directors  
Flushing Financial Corporation  
Unionsville, New York

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated statements of financial condition of Flushing Financial Corporation and Subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and our report dated March 14, 2023 expressed an unqualified opinion thereon.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.



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*Allowance for Credit Losses*

As described in Notes 2 and 4 to the Company's consolidated financial statements, the Company had a gross loan portfolio of \$6.9 billion and related allowance for credit losses of \$40.4 million as of December 31, 2022. The allowance for credit losses consists of quantitative and qualitative components. The Company considers historical loss experience, current economic and business conditions, as well as reasonable and supportable forecasts to develop the quantitative component. This quantitative component is then adjusted for qualitative risk factors. These components involve significant estimates and assumptions that require a high degree of management's judgment.

We identified the significant assumptions used to develop the quantitative component of the allowance, including the reasonable and supportable forecast period, and the reversion to historical loss period, and, the assumptions around the determination of qualitative risk factors as a critical audit matter. Auditing these assumptions involved especially challenging audit judgment due to the nature and extent of audit evidence and effort required to address these matters, including the extent of specialized skill and knowledge needed.

The primary procedures we performed to address this critical audit matter included:

- Testing the design and operating effectiveness of controls relating to determination of reasonable and supportable forecast period, and reversion to historical loss period, as well as assumptions around the determination of qualitative risk factors.
- Testing the completeness and accuracy of the input data used in determining the qualitative risk factors and evaluating the sources of data used, considering contradictory evidence, in developing the quantitative component.
- Assessing the reasonableness of the qualitative risk factors using corroborating and contradictory source data to challenge management's qualitative risk factors.
- Utilizing personnel with specialized skill and knowledge in valuation to assist with evaluating the appropriateness of economic cycle, the reasonable and supportable forecast period, and the reversion to historical loss period assumptions used to develop the quantitative component.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2015.

New York, New York  
March 14, 2023

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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Flushing Financial Corporation  
Uniondale, New York

**Opinion on Internal Control over Financial Reporting**

We have audited Flushing Financial Corporation and Subsidiaries' (the "Company's") internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial condition of the Company as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and our report dated March 14, 2023 expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

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

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

/s/ BDO USA, LLP

New York, New York  
March 14, 2023

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None

**Item 9A. Controls and Procedures.**

*Disclosure Controls and Procedures*

The Company carried out, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(c) under the Securities Exchange Act of 1934) as of the end of the period covered by this Annual Report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2022, the design and operation of these disclosure controls and procedures were effective. During the period covered by this Annual Report, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

*Management's Report on Internal Control over Financial Reporting*

Management is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2022. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel, 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. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

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

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2022 based upon criteria in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) ("COSO"). Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2022 based on those criteria issued by COSO.

BDO USA, LLP, the Company's independent registered public accounting firm that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K, has issued a report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022, as stated in its report.

**Item 9B. Other Information.**

None

**Item 9C – Disclosure Regarding Foreign Jurisdictions that Present Risks**

None

**PART III**

**Item 10 – Directors, Executive Officers and Corporate Governance**

Other than the disclosures below, information regarding the directors and executive officers of the Company appears in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held May 16, 2023 ("Proxy Statement") under the captions "Board Members," "Continuing Directors," "Executive Officers Who Are Not Directors" and "Meeting and Committee of the Board of Directors – Audit Committee" and is incorporated herein by this reference. Information regarding Section 16(a) beneficial ownership appears in the Company's Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" and is incorporated herein by this reference.

*Code of Ethics.* The Company has adopted a Code of Business Conduct and Ethics that applies to all of its directors, officers and employees. This code is publicly available on the Company's website at [https://s28.q4cdn.com/653105835/files/doc\\_download/governance/Code\\_of\\_Business\\_Conduct\\_Ethics.pdf](https://s28.q4cdn.com/653105835/files/doc_download/governance/Code_of_Business_Conduct_Ethics.pdf)

Any substantive amendments to the code and any grant of a waiver from a provision of the code requiring disclosure under applicable SEC or NASDAQ rules will be disclosed in a report on Form 8-K.

*Audit Committee Financial Expert.* The Board of Directors of the Company has determined that Louis C. Grassi, the Chairman of the Audit Committee, is an "audit committee financial expert" as defined under Item 401(b) of Regulation S-K, and that he is independent as defined under applicable NASDAQ listing standards. Mr. Grassi is a certified public accountant and a certified fraud examiner.

**Item 11 – Executive Compensation**

Information regarding executive compensation appears in the Proxy Statement under the caption "Executive Compensation" and is incorporated herein by this reference.

**Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information regarding security ownership of certain beneficial owners appears in the Proxy Statement under the caption "Stock Ownership of Certain Beneficial Owners" and is incorporated herein by this reference.

Information regarding security ownership of management appears in the Proxy Statement under the caption "Stock Ownership of Management" and is incorporated herein by this reference.

**Item 13 – Certain Relationships and Related Transactions and Director Independence**

Information regarding certain relationships and related transactions and directors independence appears in the Proxy Statement under the captions "Compensation Committee Interlocks and Insider Participation" and "Related Party Transactions" and is incorporated herein by this reference.

**Item 14 – Principal Accounting Fees and Services**

Information regarding fees paid to the Company's independent auditor appears in the Proxy Statement under the caption "Schedule of Fees to Independent Auditors" and is hereby incorporated by this reference.

**Item 15. Exhibits, Financial Statement Schedules.**

**(a) 1. Financial Statements**

The following financial statements are included in Item 8 of this Annual Report and are incorporated herein by this reference:

- Consolidated Statements of Financial Condition at December 31, 2022 and 2021
- Consolidated Statements of Income for each of the three years in the period ended December 31, 2022
- Consolidated Statements of Comprehensive Income for each of the three years in the period ended December 31, 2022
- Consolidated Statements of Changes in Stockholders' Equity for each of the three years in the period ended December 31, 2022
- Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2022
- Notes to Consolidated Financial Statements
- Reports of Independent Registered Public Accounting Firm (BDO USA, LLP, New York, New York; PCAOB ID 243)

**2. Financial Statement Schedules**

Financial Statement Schedules have been omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto included in Item 8 of this Annual Report and are incorporated herein by this reference.

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**3. Exhibits Required by Securities and Exchange Commission Regulation S-K**

<u>Exhibit Number</u>	<u>Description</u>
3.1 P	Certificate of Incorporation of Flushing Financial Corporation (Incorporated by reference to Exhibits filed with the Registration Statement on Form S-1 filed September 1, 1995, Registration No. 33-96488)
3.2	<u>Certificate of Amendment to Certificate of Incorporation of Flushing Financial Corporation (Incorporated by reference to Exhibit 4.2 filed with Form S-8 filed May 31, 2002)</u>
3.3	<u>Certificate of Amendment to Incorporation of Flushing Financial Corporation (Incorporated by reference to Exhibit 3.3 filed with Form 10-K for the year ended December 31, 2011)</u>
3.4	<u>Amended and Restated By-Laws of Flushing Financial Corporation (Incorporated by reference to Exhibit 3.4 filed with Form 10-Q for the quarter ended June 30, 2014)</u>
4.1	<u>Insurance policy (Number 22-2021) between Flushing Financial Corporation and Wilmington Trust, National Association, as insurer (Incorporated by reference to Exhibit 4.1 filed with Form 8-K filed November 24, 2021)</u>
4.2	<u>First Supplemental Indenture dated November 22, 2011, between Flushing Financial Corporation and Wilmington Trust, National Association, as trustee (Incorporated by reference to Exhibit 4.2 filed with Form 8-K filed December 19, 2011)</u>
4.3	<u>Second Supplemental Indenture dated August 24, 2022 between Flushing Financial Corporation and Wilmington Trust, National Association, as trustee (Incorporated by reference to Exhibit 4.2 filed with Form 8-K filed August 24, 2022)</u>
4.4	<u>Description of Executive (Incorporated by reference to Exhibit 4.2 filed with Form 10-K for the year ended December 31, 2012)</u>
10.1*	<u>Form of Amended and Restated Employment Agreement between Flushing Bank and Certain Officers (Incorporated by reference to Exhibit 10.1 filed with Form 10-Q for the quarter ended June 30, 2011)</u>
10.2*	<u>Form of Amended and Restated Employment Agreement between Flushing Financial Corporation and Certain Officers (Incorporated by reference to Exhibit 10.2 filed with Form 10-Q for the quarter ended June 30, 2011)</u>
10.3*	<u>Form of Amended and Restated Employment Agreement between Flushing Financial Corporation and John R. Burns (Incorporated by reference to Exhibit 10.3 filed with Form 10-Q for the quarter ended June 30, 2011)</u>
10.4*	<u>Amended and Restated Employment Agreement between Flushing Bank and John R. Burns (Incorporated by reference to Exhibit 10.4 filed with Form 10-Q for the quarter ended June 30, 2012)</u>
10.5*	<u>Amended and Restated Employment Agreement between Flushing Financial Corporation and Maria A. Grasso (Incorporated by reference to Exhibit 10.4 filed with Form 10-Q for the quarter ended June 30, 2012)</u>
10.6*	<u>Amended and Restated Employment Agreement between Flushing Bank and Maria A. Grasso (Incorporated by reference to Exhibit 10.3 filed with Form 10-Q for the quarter ended June 30, 2013)</u>
10.7*	<u>Amended and Restated Employment Agreement between Flushing Financial Corporation and James R. Collins (Incorporated by reference to Exhibit 10.1 filed with Form 10-Q for the quarter ended March 31, 2014)</u>
10.8*	<u>Flushing Bank Director Officer Charter or Similar Governance Policy (As Amended) (Effective January 1, 2011) (Incorporated by reference to Exhibit 10.1 filed with Form 10-K for the year ended December 31, 2012)</u>
10.9*	<u>Executive Succession Compensation Plan for Vice Presidents and Assistant Vice Presidents of Flushing Bank (Effective as of January 1, 2014) (Incorporated by reference to Exhibit 10.4 filed with Form 10-K for the year ended December 31, 2014)</u>
10.10*	<u>Amended and Restated Flushing Bank Director Officer Retirement Plan (Incorporated by reference to Exhibit 10.10(a) filed with Form 10-Q for the quarter ended March 31, 2008)</u>
10.11*	<u>Amended and Restated Flushing Bank Director Officer Deferred Compensation Plan (Incorporated by reference to Exhibit 10.10(a) filed with Form 10-Q for the quarter ended September 30, 2009)</u>
10.12*	<u>Form of Indemnity Agreement among Flushing Bank, Flushing Financial Corporation, and each Director (Incorporated by reference to Exhibit 10.9 v) filed with Form 10-Q for the quarter ended September 30, 1996)</u>

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10.13*	Form of Indemnity Agreement among Flushing Bank, Flushing Financial Corporation, and Certain Officers (Incorporated by reference to Exhibit 10.8(i), filed with Form 10-Q for the quarter ended September 30, 2020)
10.14* P	Governor By Flushing Financial Corporation (Incorporated by reference to Exhibits filed with the Registration Statement on Form S-1 filed September 1, 1995, Registration No. 33-96488)
10.15*	Form of Outside Director Restricted Stock Unit Award Letter (Incorporated by reference to Exhibit 10.7, filed with Form 10-K for the year ended December 31, 2015)
10.16*	Form of Executive Restricted Stock Unit Grant Letter Agreement (Incorporated by reference to Exhibit 10.2, filed with Form 10-K for the year ended December 31, 2015)
10.17*	Annual Incentive Plan for Executives and Senior Officers (filed herewith)
10.18	Letter agreement between Flushing Bank and Recovery Point SPV LLC (Incorporated by reference to Exhibit 10.1 filed with Form 10-Q for the quarter ended June 30, 2019)
10.19*	Flushing Financial Corporation 2017 Chairman Incentive Plan (Incorporating amendments through May 13, 2021) (Incorporated by reference to Exhibit 10.1 filed with Form 10-Q for the quarter ended June 30, 2021)
10.20*	Form of Executive Performance Restricted Stock Unit Award Letter (pre-2021) (Incorporated by reference to Exhibit 10.27 filed with Form 10-K for the year ended December 31, 2016)
10.21*	Form of Director Performance Restricted Stock Unit Award Letter With One-Year Vesting (Incorporated by reference to Exhibit 10.26 filed with Form 10-K for the year ended December 31, 2016)
10.22*	Flushing Bank Supplemental Senior Incentive Plan, Amended and Restated as of November 1, 2011 (Incorporated by reference to Exhibit 10.29 filed with Form 10-K for the year ended December 31, 2016)
10.23*	Consulting Agreement between Flushing Financial Corporation and Thomas M. Bumanns (Incorporated by reference to Exhibit 10.1 filed with Form 8-K filed October 28, 2019)
10.24*	Consulting Agreement between Flushing Bank and Douglas C. Mandel (Incorporated by reference to Exhibit 10.2 filed with Form 8-K filed October 28, 2019)
10.25*	Form of Executive Additional Performance Restricted Stock Unit Award Letter (filed herewith)
10.26*	Form of Executive Performance Restricted Stock Unit Award Letter (filed herewith)
10.27*	Form of Executive Additional Performance Restricted Stock Unit Award Letter (filed herewith)
21.1	Subsidiary information incorporated herein by reference to Part I – Subsidiary Activities
21.1	Consent of Independent Registered Public Accounting Firm (filed herewith)
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith)
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith)
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Executive Officer (filed herewith)
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Chief Financial Officer (filed herewith)
101.DNS	Inline XBRL Instance Document (filed herewith)
101.SCH	Inline XBRL Taxonomy Extension Schema Document (filed herewith)
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith)
101.DRF	Inline XBRL Taxonomy Extension Definition Linkbase Document (filed herewith)
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (filed herewith)
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith)
104	Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

\* Indicates compensatory plan or arrangement.

† Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Flushing Financial hereby undertakes to furnish supplemental copies of any of the omitted schedules upon request by the U.S. Securities and Exchange Commission.

P Indicates a filing submitted in paper.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the Company has duly caused this report, to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on March 14, 2023.

**FLUSHING FINANCIAL CORPORATION**

By /s/JERIN R. BURAN  
John R. Buran  
President and CEO

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Flushing Financial Corporation (the "Company") hereby severally constitute and appoint John R. Buran and Susan K. Cullen as our true and lawful attorneys and agents, each acting alone and with full power of substitution and re-substitution, to do any and all things in our names in the capacities indicated below which said John R. Buran or Susan K. Cullen may deem necessary or advisable to enable the Company to comply with the Securities Exchange Act of 1934, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this report on Form 10-K, or amendment thereto, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below the report on this report on Form 10-K, or amendment thereto, and to execute any and all documents and to confirm all that said John R. Buran or Susan K. Cullen shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report on Form 10-K, has been signed by the following persons in the capacities and on the dates indicated.		
Signature	Title	Date
<u>/s/JERIN R. BURAN</u> John R. Buran	Director, President (Principal Executive Officer)	March 14, 2023
<u>/s/ALFRED A. DELLIBOVI</u> Alfred A. Dellibovi	Director, Chairman	March 14, 2023
<u>/s/SUSAN K. CULLEN</u> Susan K. Cullen	Treasurer (Principal Financial and Accounting Officer)	March 14, 2023
<u>/s/JAMES D. BENNETT</u> James D. Bennett	Director	March 14, 2023
<u>/s/STEVEN J. D'ORIO</u> Steven J. D'Orio	Director	March 14, 2023
<u>/s/LOUIS C. GRASSI</u> Louis C. Grassi	Director	March 14, 2023
<u>/s/SAM S. HAN</u> Sam S. Han	Director	March 14, 2023
<u>/s/JOHN J. MCCABE</u> John J. McCabe	Director	March 14, 2023



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<a href="#">/S/DONNA M. O'BRIEN</a> Donna M. O'Brien	Director	March 14, 2023
<a href="#">/S/MICHAEL A. AZARIAN</a> Michael A. Azarian	Director	March 14, 2023
<a href="#">/S/CARIN C. YOH</a> Carin C. Yoh	Director	March 14, 2023
<a href="#">/S/DOUGLAS C. MANDITCH</a> Douglas C. Manditch	Director	March 14, 2023

**Flushing Financial Corporation ("FFC")  
Annual Incentive Plan for Executives and Senior Officers**

**1) Purpose**

The purpose of the Annual Incentive Plan is to provide annual incentive payments to Executives and Senior Officers who contribute to the successful performance of Flushing Financial Corporation (the "Bank") during the year.

**2) Funding**

The program will be funded as a portion of a pool of pre-tax Net Income.

The CEO recommends and the Compensation Committee (the "Committee") approves the pre-tax performance required to fund the Bank's annual incentive pool; funding levels will include:

- A threshold level of performance required to fund the pool; performance below threshold will result in no funding of the pool, and no annual incentive being paid to Senior Officers;
- Target and stretch target levels of performance; and
- A maximum level of performance that will be considered to fund the pool; performance beyond the maximum will result in no additional funding of the pool.

The pool will be divided into two parts, in portions to be determined by the Compensation Committee (the "Committee") and the Chief Executive Officer (CEO)

- One portion of the pool funds annual incentive awards to Senior Officers, as discussed in this document; and,
- The other portion of the pool funds annual incentive awards to Vice Presidents and other eligible employees who are not eligible for any other incentive plans of the Bank, as determined by the CEO, to be addressed in a separate document.

**3) Eligibility**

Eligibility for annual incentive payments under this plan is limited to Senior Officers defined as President/CEO, Senior Executive Vice Presidents, Executive Vice President, and Senior Vice Presidents I & II.

**4) Performance Measures**

Before or shortly after the commencement of the fiscal year, but not later than the 90<sup>th</sup> day of the fiscal year, the CEO recommends and the Committee approves performance measures for the determination of annual incentive payments to Senior Officers.

Performance measures may be established to measure performance versus internally-derived goals, external comparisons to a peer group, or a combination of the internally-derived goals and external comparisons, as defined in the Bank's 2014 Committee Incentive Plan.

Performance measures for the CEO and Senior Executive Vice Presidents without direct departmental Profit & Loss (P&L) responsibility are based on the overall Bank performance. Performance measures for Executive Vice Presidents and Senior Vice Presidents without direct departmental Profit & Loss (P&L) responsibility are based on the overall Bank performance and department specific management by objectives.

At the recommendation of the CEO, and with the approval of the Committee, performance measures for Senior Officers with direct departmental P&L responsibility may be based on a combination of Bank and Departmental performance.

- 5) **Targets and Awards**  
Determinations of award targets and actual awards for Senior Officers are typically based solely on actual performance versus pre-established performance measures and, for Senior Officers named in the proxy (Named Officers), are structured so as to comply with the criteria under Section 162(m) of the Internal Revenue Code, as discussed in the Bank's 2014 Omnibus Incentive Plan.
- For the CEO, targets and awards (i.e., Threshold, Target, Stretch Target and Maximum) are developed by the Committee and approved by the Board
  - For the other Senior Officers, targets and awards are recommended by the CEO and approved by the Committee
  - The Committee has the discretion to reduce, but not to increase, payment levels from established targets
- The 2014 Omnibus Incentive Plan also permits the Committee to grant awards to Named Officers (and all Senior Officers) that are discretionary and not structured to be compliant with the criteria under Section 162(m).
- 6) **Payment**  
Payment will be typically made in cash, as soon as possible after Committee approval and no later than 75 days after the close of the fiscal year.
- Unless otherwise provided below or in an individual employment agreement, to receive payment a Senior Officer must be actively employed and in good standing on the date of payment. Subject to the Committee's discretion to reduce (but not increase) any amount payable in respect of awards as set forth in the Bank's 2014 Omnibus Incentive Plan, in the event of the Officer's termination of employment prior to the payment date on account of death, disability, retirement or termination by the Bank without cause, the Senior Officer shall be entitled to receive: (i) the earned but unpaid bonus for the year prior to the year of termination, which shall be paid at the same time as bonuses for such year are paid to active employees; and (ii) a pro-rata portion of the Officer's bonus for the year of termination determined by multiplying the amount of the bonus which would have been earned by the Officer for the year of termination if the Officer had remained in employment through the end of the year (but only to the extent of achievement of the applicable performance standards for such year) by the number of full months of employment during the year of termination, and dividing by 12, which amount shall be paid at the same time as bonuses for such year are paid to active employees.
- 7) **Additional Discussion**  
The Annual Incentive Plan is governed by the provisions of the shareholder-approved 2014 Omnibus Incentive Plan.  
Each year a schedule shall be developed by the CEO and approved by the Committee regarding that fiscal year:
- The funding of the overall Bank's annual incentive pool, including the portioning of the overall pool, as discussed above; and,
  - Performance measures and payment targets for Senior Officers.

<sup>1</sup> For example, the Committee may choose to grant discretionary awards in the cases of: (i) not attaining an Earnings per Share metric due to an unplanned acquisition; and/or (ii) not attaining a Return on Assets metric due to a balance sheet restructuring there may be further defined.

Each year a schedule regarding the CEO's performance measures and annual incentive targets for that fiscal year shall be developed and recommended by the Committee and approved by the Board.

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Text of PRSU Grant Letter Agreement

This award letter agreement sets forth the terms and conditions of the performance restricted stock units ("PRSU") which have been granted to you by Flashing Financial Corporation (the "**Company**"), in accordance with the provisions of its 2014 Omnibus Incentive Plan, as amended (the "**Plan**"). Your award is subject to, and being provided to you in consideration for accepting, the terms and conditions set forth in the Plan, any rules and regulations adopted by the Committee (as defined in the Plan), and this award letter agreement.

1. Grant of PRSUs

You have been granted a target award of a number of PRSUs set forth in the grant header information for this grant on the Shareworks online equity platform ("**Target PRSUs**"). The number of PRSUs that you can under this award (the "**Earned PRSUs**") will depend on the extent to which the Performance Goals for the award (as set forth in Section 3) have been satisfied during the Performance Period for the award (as set forth in Section 2), and may be more or less than your Target PRSUs, depending on the level of performance achieved. For each Earned PRSU, you will receive one share of the Company's Common Stock ("**Common Stock**") on the applicable settlement date for the PRSU, subject to your continued employment with the Company or one of its subsidiaries through the Settlement Date (as defined below) (except as otherwise provided in Section 4). Any Target PRSUs in excess of the number of Earned PRSUs shall be forfeited as of the last day of the Performance Period. You have also been awarded Dividend Equivalents on your PRSUs, as described more fully below. You do not need to pay any purchase price to receive the PRSUs granted to you by this award letter.

2. Performance Period

The Performance Period for this award is the period commencing on January 1, 2023 and ending on December 31, 2025.

3. Performance Goals

- (a) **General.** The number of your Earned PRSUs will be determined at the end of the Performance Period based on the level of achievement of the Performance Goals in accordance with *Exhibit A* (attached hereto). You may earn up to a maximum of 150% of your Target PRSUs based on attainment of the Performance Goals.
- (b) **Committee Determination.** All determinations of whether Performance Goals have been achieved, the number of the Earned PRSUs, and all other matters related to this Section 3 shall be made by the Committee in its absolute and sole discretion.

4. Vesting and Settlement of PRSUs

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- (a) **General.** Subject to any acceleration provisions provided in sub-Section (b) or (a) below, any Earned PRSUs will vest and be settled on the date (the **"Settlement Date"**) following the end of the Performance Period on which the Committee determines the extent to which the Performance Goals have been achieved, which determination shall occur no later than 2½ months after the end of the calendar year in which the Performance Period ends, provided that you are an employee of the Company or one of its subsidiaries on the Settlement Date. On (or as soon as practicable after) the Settlement Date (but in no event later than 2½ months after the end of the calendar year in which the Performance Period ends), the Company will deliver to you one share of Common Stock for each of your Earned PRSUs being settled on such date. The Common Stock delivered upon the settlement of your PRSUs will be fully transferable (subject to any applicable securities law restrictions) and not subject to forfeiture. The shares of Common Stock delivered upon the settlement of your PRSUs will have full voting and dividend rights and will entitle the holder to all other rights of a stockholder of the Company.
- (b) **Death or Disability.** If your employment with the Company and its subsidiaries terminates by reason of death or Disability, all of your Target PRSUs (i.e., at the Target-level) will immediately vest and settle upon your termination of employment. For this purpose, **"Disability"** means that you have been unable to perform the essential functions of your employment due to disability or incapacity for 270 consecutive days or such lesser period as may be determined by the Committee.
- (c) **Change in Control.** In the event that a Change in Control (as defined in the Plan) occurs prior to the last day of the Performance Period, 100% of your Target PRSUs (i.e., at the Target-level) will immediately vest and settle upon the occurrence of the Change in Control, if you are an employee of the Company or one of its subsidiaries at the time of such Change in Control. In the event that a Change in Control occurs on or after the last day of the Performance Period, 100% of your Earned PRSUs will vest and be settled on the Settlement Date subject to achievement of the Performance Goals as set forth on ~~Exhibit A~~ hereto, if you are an employee of the Company or one of its subsidiaries at the time of such Change in Control.
- (d) **Forfeiture upon other Termination of Employment.** If your employment terminates for any reason other than death or Disability, any of your PRSUs which have not vested prior to the termination of your employment will be forfeited.
- (e) **Committee Determinations.** The Committee shall have absolute discretion to determine the date and circumstances of termination of your employment, and its determination shall be final, conclusive and binding upon you.
5. **Grant of Dividend Equivalents**
- (a) **Award of Dividend Equivalents.** You have been awarded Dividend Equivalents with respect to each of your PRSUs covered by this award letter.
- (b) **Cash Dividends.** The Dividend Equivalents that you have been awarded entitle you to receive, at the time of settlement of your PRSUs, a cash payment equal to the amount (if
-

any) of the cash dividend paid on a share of Common Stock that you would have received on each Earned PRSU during the Performance Period (or in the event of your death, Disability or Change in Control prior to the end of the Performance Period, on each Target PRSU) had such PRSU been settled on the grant date.

- (e) **Stock Dividends.** In the event the Company pays a dividend in Common Stock or other property, your Dividend Equivalents will entitle you to receive, for each of your Target PRSUs (whether or not vested), the amount of Common Stock or other property paid as a dividend on a share of Common Stock, minus any taxes that such Common Stock or other property will be paid to you at the time of settlement of the underlying PRSU and to the same extent as the underlying PRSU. (In other words, if the PRSUs are earned at Target-level, 100% of the Dividend Equivalents will be paid; if the PRSUs are earned at maximum-level, 150% of the Dividend Equivalents will be paid; and if PRSUs are earned at threshold-level, 50% of the Dividend Equivalents will be paid). In addition, each Dividend Equivalent will be subject to the same restrictions, risk of forfeiture, and vesting and delivery provisions as the underlying PRSU with respect to which it was paid.

6. **Income Tax Withholding**

- (a) You must make arrangements satisfactory to the Company to satisfy any applicable federal, state, or local withholding tax liability arising with respect to your PRSUs. You can either make a cash payment to the Company of the required amount or you can elect to satisfy your withholding obligation by having the Company retain Common Stock having a value equal to the amount of your withholding obligation from the shares otherwise deliverable to you upon the settlement of such PRSUs.
- (b) You must make your election regarding the manner in which your withholding obligation will be satisfied on the Shareworks online equity platform. To make the election, go to the Stock Options and Awards screen and select Elect Release Method. If no election is made, the Company will withhold shares to satisfy the withholding election. To the extent your withholding obligation is not otherwise satisfied in a time and manner satisfactory to the Company, the Company shall have the right to withhold the required amount from your salary or other amounts payable to you.
- (c) All cash payments of Dividend Equivalents will be net of any required withholding.
- (d) The amount of withholding tax retained by the Company or paid by you to the Company will be paid to the appropriate federal, state and local tax authorities in satisfaction of the withholding obligations under the tax laws. The total amount of income you recognize and tax withheld with respect to your PRSUs and Dividend Equivalents will be reported on your Form W-2 in the year in which you recognize the income with respect to that portion of the award. Whether you owe additional tax will depend on your overall taxable income for the applicable year and the total tax remitted for that year through withholding or by estimated payments.

7. **Other Provisions of PRSUs**

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- (a) **Voting.** You will have no voting rights or other rights as a stockholder with respect to your PRSUs.
- (b) **Transfer Restrictions.** You may not sell, transfer, assign or pledge your PRSUs or any rights under this award. Any attempt to do so will be null and void.
- (c) **Death.** In the event of your death, any shares of Common Stock and other amounts you are entitled to receive under the Plan will instead be delivered to the legal representative of your estate.

8. **Administration of the Plan**

The Plan is administered by the Committee. The Committee has the full authority and discretion to interpret the Plan and this award letter, to adopt rules for administering the Plan, to decide all questions of fact arising under the Plan, and generally to make all other determinations necessary or advisable for administration of the Plan. All decisions and acts of the Committee with respect to the administration and interpretation of the Plan are final and binding on all affected Plan participants.

It is intended that this award letter comply with the provisions of Section 409A of the Internal Revenue Code of 1986 ("**Section 409A**") and the regulations and guidance of general applicability issued thereunder so as to not subject you to the payment of additional interest and taxes under Section 409A, and in furtherance of this intent, this award letter shall be interpreted, operated and administered in accordance with these intentions.

9. **Amendments and Adjustments to your Award**

The Plan authorizes the Committee to make amendments and adjustments to outstanding awards, including the PRSUs and Dividend Equivalents granted by this letter, in specified circumstances. Details are provided in the Plan.

These circumstances include the Committee's right, in its sole discretion, to amend the Plan and/or outstanding awards, including this grant of PRSUs and Dividend Equivalents, without your consent, to the extent the Committee determines that such amendment is necessary or appropriate to comply with Section 409A.

10. **Effect on Other Benefits**

Income recognized by you as a result of the grant, vesting, or settlement of PRSUs or the receipt of Dividend Equivalents will not be included in the formula for calculating benefits under the Company's other benefit plans.

11. **Regulatory Compliance**

Under the Plan, the Company is not required to deliver Common Stock (including upon the settlement of PRSUs) if such delivery would violate any applicable law or regulation or stock exchange requirement. If required by any federal or state securities law or regulation, the Company may

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impose restrictions on your ability to transfer shares received under the Plan.

**12. Clawback Policy**

Notwithstanding any other provisions in this Agreement to the contrary, any Common Stock issued to you hereunder or under any award previously granted to you under the Plan, and/or any amount received with respect to any sale of any such Common Stock, shall be subject to potential cancellation, rescuement, recoupment, payback or other action in accordance with the terms of any Company clawback policy, as it may be in effect, or as may be adopted and/or modified, from time to time. You agree and consent to the Company's application, implementation and enforcement of (i) such policy established by the Company that may apply to you and (ii) any provision of applicable law relating to cancellation, rescuement, payback or recoupment of compensation, and you expressly agree that the Company may take such actions as are necessary to effectuate the policy (as applicable to you) or applicable law without further consent or action being required by you. To the extent that the terms of this Agreement and any such policy conflict, then the terms of such policy shall prevail.

**13. Restrictive Covenants**

You agree that at all times during your employment with the Company and/or its subsidiaries and for a period of one year thereafter, you will not, directly or indirectly, (i) solicit for employment, recruit or hire, or assist any other entity to solicit for employment, recruit or hire, either as an employee or a consultant, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, (ii) induce or attempt to induce, or assist any other entity to induce or attempt to induce, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, to terminate his or her employment with, or otherwise cease his or her relationship with, the Company or its subsidiaries, or (iii) solicit, interfere with, divert or take away or attempt to interfere with, divert, or take away, or assist any other entity to interfere with, divert or take away the business or patronage of (A) any of the clients, customers or accounts of the Company or any of its subsidiaries who were such at the time of the termination of your employment, or (B) prospective clients, customers or accounts of the Company or any of its subsidiaries who were such at any time during the 12 months preceding the termination of your employment (the entities listed in clauses (A) and (B) above are collectively referred to herein as the "*Restricted Entities*").

For purposes of this Section 13, the term "solicit," means initiating communication by any means, whether written or oral, including by means of electronic or internet-based communication via social media platforms or otherwise.

You acknowledge that in carrying out the business of the Company and its subsidiaries, you may learn confidential or proprietary information about the Company and its subsidiaries or third parties. Confidential or proprietary information includes, among other things, any nonpublic information concerning the Company or its subsidiaries, including their respective business, financial performance, marketing or strategic plans, customers, and product pricing information, as well as any nonpublic information provided by a third party with the expectation that the

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information will be kept confidential and used solely for the business purpose for which it was conveyed (collectively, "**Confidential Information**"). You agree that at all times during your employment with the Company and/or its subsidiaries and thereafter, you shall not disclose any Confidential Information outside of the Company or its subsidiaries or use such information for your own or someone else's benefit. You agree that such Confidential Information may be disclosed within the Company or its subsidiaries only to those individuals who need the information to carry out their business responsibilities.

If, at any time, the provisions of this Section 13 shall be determined to be invalid or unenforceable, by reason of being vague or unreasonable as to area, duration or scope of activity, this Section 13 shall be considered divisible and shall become and be immediately amended to only such area, duration and scope of activity as shall be determined to be reasonable and enforceable by the court or other body having jurisdiction over the matter, and you agree that this Section 13 as so amended shall be valid and binding as though any invalid or unenforceable provision had not been included herein.

You acknowledge and agree that the restrictions contained in this Section 13 are reasonable and necessary protection of the immediate interests of the Company, and any violation of these restrictions would cause substantial injury to the Company and that the Company would not have entered into this Agreement without receiving the protective covenants contained in this Section 13. In the event of a breach or a threatened breach by you of any of the terms of this Section 13, the Company will be entitled to an injunction restraining you from such breach or threatened breach (without the necessity of providing the inadequacy as a remedy of money damages or the posting of bond); provided, however, that the right to injunctive relief will not be construed as prohibiting the Company from pursuing any other available remedies, whether at law or in equity, for such breach or threatened breach. In addition to any other rights or remedies available to the Company, any breach of these restrictions will result in an immediate forfeiture of your award and shall entitle the Company to recover any shares of Common Stock previously delivered to you and to recover the proceeds from the sale or disposition of any such shares.

**14. Data Privacy**

By accepting this award you expressly consent to the collection, use and transfer, in electronic or other form, of your personal data by and among the Company, its subsidiaries and any broker or third party assisting the Company in administering the Plan or providing recordkeeping services for the Plan, for the purpose of implementing, administering and managing your participation in the Plan. By accepting this award you waive any data privacy rights you may have with respect to such information. You may revoke the consent and waiver described in this paragraph by written notice to the Company's Senior Vice President/Human Resources; however any such revocation may adversely affect your ability to participate in the Plan.

Very truly yours,

Maria A. Grasso  
Senior Executive Vice President/COO and  
Corporate Secretary

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**Exhibit A**  
**Performance Goals**

The PSU's shall be earned, if at all, based on the achievement of the following two equally weighted Performance Goals during the Performance Period (i.e., the three-year period from January 1, 2023 through December 31, 2025), as determined by the Committee in its absolute and sole discretion:

**Total Charge-offs**  
*(Weighted at 50% of Target PSU amount)*

	Below Threshold	Threshold	Target	Maximum
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Total Charge-offs	above 0.23%	0.23%	0.20%	0.17%
Earned PRSUs	0%	50%	100%	150%

"Total Charge-offs" means the net loans charged-off for the three year period divided by average loans over the same three year period. PRSUs will be earned at the target-level for this metric if for the three-year Performance Period, Total Charge-offs are 20 basis points.

**Increase Tangible Book Value per Share  
(Weighted at 50% of Target PRSU amount)**

	Below Threshold	Threshold	Target	Maximum
Increase Tangible Book Value per Share	below 10.40%	10.40%	13.00%	14.30%
Earned PRSUs	0%	50%	100%	150%

"Increase Tangible Book Value" means the increase in tangible book value for the three-year Performance Period. PRSUs will be earned at the target-level for this metric if the Tangible Book Value increases 13.00% over the three-year Performance Period.

- Performance below the threshold-level during the Performance Period results in no PRSUs being earned with respect to the applicable Performance Goal.
- Performance above the maximum-level results in no more than the maximum PRSUs being earned with respect to the applicable Performance Goal.
- Performance between the threshold-level and maximum-level will be calculated using linear interpolation.

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Text of PRSU Grant Letter Agreement

This award letter agreement sets forth the terms and conditions of the performance restricted stock units ("PRSU's") which have been granted to you by Flushing Financial Corporation (the "**Company**"), in accordance with the provisions of its 2014 Omnibus Incentive Plan, as amended (the "**Plan**"). Your award is subject to, and being provided to you in consideration for accepting, the terms and conditions set forth in the Plan, any rules and regulations adopted by the Committee (as defined in the Plan), and this award letter agreement.

1. **Grant of PRSU's**

You have been granted a target award of a number of PRSU's set forth in the grant header information for this grant on the Shareworks online equity platform ("**Target PRSU's**"). The number of PRSU's that you can under this award (the "**Earned PRSU's**") will depend on the extent to which the Performance Goals for the award (as set forth in Section 3) have been satisfied during the Performance Period for the award (as set forth in Section 2), and may be more or less than your Target PRSU's, depending on the level of performance achieved. For each Earned PRSU, you will receive one share of the Company's Common Stock ("**Common Stock**") on the applicable settlement date for the PRSU, subject to your continued employment with the Company or one of its subsidiaries through the Settlement Date (as defined below) (except as otherwise provided in Section 4). Any Target PRSU's in excess of the number of Earned PRSU's shall be forfeited as of the last day of the Performance Period. You have also been awarded Dividend Equivalents on your PRSU's, as described more fully below. You do not need to pay any purchase price to receive the PRSU's granted to you by this award letter.

2. **Performance Period**

The Performance Period for this award is the period commencing on January 1, 2023 and ending on December 31, 2025.

3. **Performance Goals**

- (a) **General.** The number of your Earned PRSU's will be determined at the end of the Performance Period based on the level of achievement of the Performance Goals in accordance with *Exhibit A* (attached hereto). You may earn up to a maximum of 150% of your Target PRSU's based on attainment of the Performance Goals.
- (b) **Committee Determination.** All determinations of whether Performance Goals have been achieved, the number of the Earned PRSU's, and all other matters related to this Section 3 shall be made by the Committee in its absolute and sole discretion.

4. **Vesting and Settlement of PRSU's**

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- (a) **General.** Subject to any acceleration provisions provided in sub-Section (b), (c) or (d) below, any Earned PRSUs will vest and be settled on the date (the "**Settlement Date**") following the end of the Performance Period on which the Committee determines the extent to which the Performance Goals have been achieved, which determination shall occur no later than 2½ months after the end of the calendar year in which the Performance Period ends, provided that you are an employee of the Company or one of its subsidiaries on the Settlement Date. On (or as soon as practicable after) the Settlement Date (but in no event later than 2½ months after the end of the calendar year in which the Performance Period ends), the Company will deliver to you one share of Common Stock for each of your Earned PRSUs being settled on such date. The Common Stock delivered upon the settlement of your PRSUs will be fully transferable (subject to any applicable securities law restrictions) and not subject to forfeiture. The shares of Common Stock delivered upon the settlement of your PRSUs will have full voting and dividend rights and will entitle the holder to all other rights of a stockholder of the Company.
- (b) **Death or Disability.** If your employment with the Company and its subsidiaries terminates by reason of death or Disability, all of your Target PRSUs (i.e., at the Target-level) will immediately vest and settle upon your termination of employment. For this purpose, "**Disability**" means that you have been unable to perform the essential functions of your employment due to disability or incapacity for 270 consecutive days or such lesser period as may be determined by the Committee.
- (c) **Retirement.** If your employment terminates by reason of Retirement, all of your Earned PRSUs will vest and be settled on the Settlement Date subject to achievement of the Performance Goals as set forth on *Exhibit A* hereto, but disregarding for this purpose any requirement to continue employment. Notwithstanding the foregoing, if you die following any such termination by reason of Retirement, 100% of your Target PRSUs (i.e., at the Target-level) will immediately vest and settle upon your death. For purposes of this provision, "**Retirement**" means termination of employment with the Company and its subsidiaries either (i) after your attainment of age 65 with 5 years of service, or (ii) when your termination is preceded by at least 5 continuous years of service and the sum of your age plus years of service equals or exceeds 75 years. For purposes of this definition, "years of service" refers to "vested service" with the Company or its subsidiaries as determined under the Retirement Plan of Fidelity Bank (the "**Plan**").
- (d) **Change in Control.** In the event that a Change in Control (as defined in the Plan) occurs prior to the last day of the Performance Period, 100% of your Target PRSUs (i.e., at the Target-level) will immediately vest and settle upon the occurrence of the Change in Control, if you are an employee of the Company or one of its subsidiaries at the time of such Change in Control. In the event that a Change in Control occurs on or after the last day of the Performance Period, 100% of your Earned PRSUs will vest and be settled on the Settlement Date subject to achievement of the Performance Goals as set forth on *Exhibit A* hereto, if you are an employee of the Company or one of its subsidiaries at the time of such Change in Control.
- (e) **Forfeiture upon other Termination of Employment.** If your employment terminates for any reason other than death, Disability, or Retirement, any of your PRSUs
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which have not vested prior to the termination of your employment will be forfeited.

- (f) **Committee Determinations.** The Committee shall have absolute discretion to determine the date and circumstances of termination of your employment, and its determination shall be final, conclusive and binding upon you.

5. **Grant of Dividend Equivalents**

- (a) **Award of Dividend Equivalents.** You have been awarded Dividend Equivalents with respect to each of your PRSUs covered by this award letter.
- (b) **Cash Dividends.** The Dividend Equivalents that you have been awarded entitle you to receive, at the time of settlement of your PRSUs, a cash payment equal to the amount (if any) of the cash dividend paid on a share of Common Stock that you would have received on each Earned PRSU during the Performance Period (or in the event of your death, Disability or Change in Control prior to the end of the Performance Period, on each Target PRSU) had such PRSU been settled on the grant date.
- (c) **Stock Dividends.** In the event the Company pays a dividend in Common Stock or other property, your Dividend Equivalents will entitle you to receive, for each of your Target PRSUs (whether or not vested), the amount of Common Stock or other property paid as a dividend on a share of Common Stock, ~~provided, however~~ that such Common Stock or other property will be paid to you at the time of settlement of the underlying PRSU and to the same extent as the underlying PRSU. (In other words, if the PRSUs are earned at Target-level, 100% of the Dividend Equivalents will be paid; if the PRSUs are earned at maximum-level, 150% of the Dividend Equivalents will be paid; and if PRSUs are earned at threshold-level, 50% of the Dividend Equivalents will be paid). In addition, each Dividend Equivalent will be subject to the same restrictions, risk of forfeiture, and vesting and delivery provisions as the underlying PRSU with respect to which it was paid.

6. **Special Rules for Retirement Eligible**

- (a) Notwithstanding anything to the contrary in this award letter (including but not limited to Section 4), if you meet both of the following criteria (1) are or will become eligible for Retirement prior to the vesting date, and (2) are a specified employee within the meaning of Section 409A of the Internal Revenue Code of 1986 ("Section 409A"), as determined by the Company in such manner as prescribed by the Committee for determining specified employees (a "Specified Employee"), your PRSUs will be settled as provided in Sections 6(b), 6(c) and 6(d) below. If you are or will become eligible for Retirement prior to the vesting date, whether or not you are a Specified Employee, your PRSUs will be settled as provided in Sections 6(c) and 6(d) below.
- (b) If your PRSUs vest on account of a Disability that does not qualify as the date you become disabled under Section 409A and you are a Specified Employee, settlement of your PRSUs will be delayed until, and will occur on, the six-month anniversary of your termination of employment (or the date of your death if sooner).
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- (c) If your PRSUs vest on account of a Change in Control that occurs prior to the end of the Performance Period and does not qualify as a "change of control" under Section 409A, settlement of your PRSUs will be delayed until, and will occur on, the earliest of: (i) the Settlement Date; (ii) the date of your termination of employment (or the six month anniversary of your termination of employment if you are a Specified Employee); (iii) the date of your death; or (iv) the occurrence of a Change in Control which qualifies as a "change of control" under Section 409A.
  - (d) Notwithstanding Sections 6(b) and 6(c) above, settlement upon your termination of employment shall not occur unless your termination of employment is also a "separation from service" (within the meaning of Code Section 409A).
7. **Income Tax Withholding**
- (a) You must make arrangements satisfactory to the Company to satisfy any applicable federal, state, or local withholding tax liability arising with respect to your PRSUs. You can either make a cash payment to the Company of the required amount or you can elect to satisfy your withholding obligation by having the Company retain Common Stock having a value equal to the amount of your withholding obligation from the shares otherwise deliverable to you upon the settlement of such PRSUs.
  - (b) You must make your election regarding the manner in which your withholding obligation will be satisfied on the Shareworks online equity platform. To make the election, go to the Stock Options and Awards screen and select Elect Release Method. If no election is made, the Company will withhold shares to satisfy the withholding election. To the extent your withholding obligation is not otherwise satisfied in a time and manner satisfactory to the Company, the Company shall have the right to withhold the required amount from your salary or other amounts payable to you.
  - (c) All cash payments of Dividend Equivalents will be net of any required withholding.
  - (d) The amount of withholding tax retained by the Company or paid by you to the Company will be paid to the appropriate federal, state and local tax authorities in satisfaction of the withholding obligations under the tax laws. The total amount of income you recognize and tax withhold with respect to your PRSUs and Dividend Equivalents will be reported on your Form W-2 in the year in which you recognize the income with respect to that portion of the award. Whether you owe additional tax will depend on your overall taxable income for the applicable year and the total tax remitted for that year through withholding or by estimated payments.
8. **Other Provisions of PRSUs**
- (a) **Voting.** You will have no voting rights or other rights as a stockholder with respect to your PRSUs.
  - (b) **Transfer Restrictions.** You may not sell, transfer, assign or pledge your PRSUs or any rights under this award. Any attempt to do so will be null and void.
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(c) **Death.** In the event of your death, any shares of Common Stock and other amounts you are entitled to receive under the Plan will instead be delivered to the legal representative of your estate.

**9. Administration of the Plan**

The Plan is administered by the Committee. The Committee has the full authority and discretion to interpret the Plan and this award letter, to adopt rules for administering the Plan, to decide all questions of fact arising under the Plan, and generally to make all other determinations necessary or advisable for administration of the Plan. All decisions and acts of the Committee with respect to the administration and interpretation of the Plan are final and binding on all affected Plan participants.

It is intended that this award letter comply with the provisions of Section 409A and the regulations and guidance of general applicability issued thereunder so as to not subject you to the payment of additional interest and taxes under Section 409A, and in furtherance of this intent, this award letter shall be interpreted, operated and administered in accordance with these intentions.

**10. Amendments and Adjustments to your Award**

The Plan authorizes the Committee to make amendments and adjustments to outstanding awards, including the PRSUs and Dividend Equivalents granted by this letter, in specified circumstances. Details are provided in the Plan.

These circumstances include the Committee's right, in its sole discretion, to amend the Plan and/or outstanding awards, including this grant of PRSUs and Dividend Equivalents, without your consent, to the extent the Committee determines that such amendment is necessary or appropriate to comply with Section 409A.

**11. Effect on Other Benefits**

Income recognized by you as a result of the grant, vesting, or settlement of PRSUs or the receipt of Dividend Equivalents will not be included in the formula for calculating benefits under the Company's other benefit plans.

**12. Regulatory Compliance**

Under the Plan, the Company is not required to deliver Common Stock (including upon the settlement of PRSUs) if such delivery would violate any applicable law or regulation or stock exchange requirement. If required by any federal or state securities law or regulation, the Company may impose restrictions on your ability to transfer shares received under the Plan.

**13. Clawback Policy**

Notwithstanding any other provisions in this Agreement to the contrary, any Common Stock issued to you hereunder or under any award previously granted to you under the Plan, and/or any amount received with respect to any sale of any such Common Stock, shall be subject to potential cancellation, rescuement, recussison, payback or other action in accordance with the terms of any Company clawback policy, as it may be in effect, or as may be adopted and/or modified, from time

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to time. You agree and consent to the Company's application, implementation and enforcement of (a) such policy established by the Company that may apply to you and (b) any provision of applicable law relating to cancellation, rescission, payback or recoupment of compensation, and you expressly agree that the Company may take such actions as are necessary to effectuate the policy (as applicable to you) or applicable law without further consent or action being required by you. To the extent that the terms of this Agreement and any such policy conflict, then the terms of such policy shall prevail.

**14. Restrictive Covenants**

You agree that at all times during your employment with the Company and/or its subsidiaries and for a period of one year thereafter, you will not, directly or indirectly, (i) solicit for employment, recruit or hire, or assist any other entity to solicit for employment, recruit or hire, either as an employee or a consultant, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, (ii) induce or attempt to induce, or assist any other entity to induce or attempt to induce, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, to terminate his or her employment with, or otherwise cease his or her relationship with, the Company or its subsidiaries, or (iii) solicit, interfere with, divert or take away or attempt to interfere with, divert, or take away, or assist any other entity to interfere with, divert or take away the business or patronage of (A) any of the clients, customers or accounts of the Company or any of its subsidiaries who were such at the time of the termination of your employment, or (B) prospective clients, customers or accounts of the Company or any of its subsidiaries who were such at any time during the 12 months preceding the termination of your employment (the entities listed in clauses (A) and (B) above are collectively referred to herein as the **"Restricted Entities"**).

For purposes of this Section 14, the term "solicit," means initiating communication by any means, whether written or oral, including by means of electronic or internet-based communication via social media platforms or otherwise.

You acknowledge that in carrying out the business of the Company and its subsidiaries, you may learn confidential or proprietary information about the Company and its subsidiaries or third parties. Confidential or proprietary information includes, among other things, any nonpublic information concerning the Company or its subsidiaries, including their respective business, financial performance, marketing or strategic plans, customers, and product pricing information, as well as any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed (collectively, **"Confidential Information"**). You agree that at all times during your employment with the Company and/or its subsidiaries and thereafter, you shall not disclose any Confidential Information outside of the Company or its subsidiaries or use such information for your own or someone else's benefit. You agree that such Confidential Information may be disclosed within the Company or its subsidiaries only to those individuals who need the information to carry out their business responsibilities.

You agree that if your employment with the Company and its subsidiaries terminates on

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account of a Retirement that entitles you to accelerated vesting of all or any portion of your award, then for a period of one year after your termination of employment with the Company and its subsidiaries, you will not accept employment with or perform services for, whether as an owner, employee, officer, director, independent contractor, agent, partner, advisor, or in any other capacity calling for the rendition of your personal services, any bank that has any material operations that compete with the Company and its subsidiaries in the New York/New Jersey/Connecticut tri-state area; provided, however, that you shall not be prohibited from owning less than two percent of any publicly traded corporation.

If, at any time, the provisions of this Section 14 shall be determined to be invalid or unenforceable, by reason of being vague or unreasonable as to area, duration or scope of activity, this Section 14 shall be considered divisible and shall become and be immediately amended to only such area, duration and scope of activity as shall be determined to be reasonable and enforceable by the court or other body having jurisdiction over the matter, and you agree that this Section 14 as so amended shall be valid and binding as though any invalid or unenforceable provision had not been included herein.

You acknowledge and agree that the restrictions contained in this Section 14 are reasonable and necessary protection of the immediate interests of the Company, and any violation of these restrictions would cause substantial injury to the Company and that the Company would not have entered into this Agreement without receiving the protective covenants contained in this Section 14. In the event of a breach or a threatened breach by you of any of the terms of this Section 14, the Company will be entitled to an injunction restraining you from such breach or threatened breach (without the necessity of providing the inadequacy as a remedy of money damages or the posting of bond); provided, however, that the right to injunctive relief will not be construed as prohibiting the Company from pursuing any other available remedies, whether at law or in equity, for such breach or threatened breach. In addition to any other rights or remedies available to the Company, any breach of these restrictions will result in an immediate forfeiture of your award and shall entitle the Company to recover any shares of Common Stock previously delivered to you and to recover the proceeds from the sale or disposition of any such shares.

**15. Data Privacy**

By accepting this award, you expressly consent to the collection, use and transfer, in electronic or other form, of your personal data by and among the Company, its subsidiaries and any broker or third party assisting the Company in administering the Plan or providing recordkeeping services for the Plan, for the purpose of implementing, administering and managing your participation in the Plan. By accepting this award, you waive any data privacy rights you may have with respect to such information. You may revoke the consent and waiver described in this paragraph by written notice to the Company's Senior Vice President/Human Resources; however, any such revocation may adversely affect your ability to participate in the Plan.

Very truly yours,

Maria A. Grasso  
Senior Executive Vice President/COO and

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**Exhibit A**  
**Performance Goals**

The PRSU's shall be earned, if at all, based on the achievement of the following two equally weighted Performance Goals during the Performance Period (i.e., the three-year period from January 1, 2023 through December 31, 2025), as determined by the Committee in its absolute and sole discretion:

**Total Charge-offs**  
**(Weighted at 50% of Target PRSU award)**

	Below Threshold	Threshold	Target	Maximum
Total Charge-offs	above 0.23%	0.23%	0.20%	0.17%
Earned PRSUs	0%	50%	100%	150%

<sup>1</sup>Total Charge-offs<sup>1</sup> means the net loans charged-off for the three year period divided by

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average loans over the same three year period. PRSUs will be earned at the target-level for this metric if for the three-year Performance Period, Total Charge-offs are 20 basis points.

**Increase Tangible Book Value per Share**  
*(Weighted at 50% of Target PRSU amount)*

	Below Threshold	Threshold	Target	Maximum
<b>Increase Tangible Book Value per Share</b>	below 10.40%	10.40%	13.00%	14.50%
<b>Earned PRSUs</b>	0%	50%	100%	150%

"Increase Tangible Book Value" means the increase in tangible book value for the three-year Performance Period. PRSUs will be earned at the target-level for this metric if the Tangible Book Value increases 13.00% over the three-year Performance Period.

- Performance below the threshold-level during the Performance Period results in no PRSUs being earned with respect to the applicable Performance Goal.
  - Performance above the maximum-level results in no more than the maximum PRSUs being earned with respect to the applicable Performance Goal.
  - Performance between the threshold-level and maximum-level will be calculated using linear interpolation.
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Exhibit 10.27

Text of RSU Grant Letter Agreement, dated January 26, 2023

This award letter agreement sets forth the terms and conditions of the restricted stock units ("RSUs") which have been granted to you by Flushing Financial Corporation (the "Company"), in accordance with the provisions of its 2014 Omnibus Incentive Plan, as amended (the "Plan"). Your award is subject to, and being provided to you in consideration for accepting, the terms and conditions set forth in the Plan, any rules and regulations adopted by the Committee (as defined in the Plan), and this award letter agreement.

1. Grant of RSUs

You have been granted the number of RSUs set forth in the grant header information for this grant on the Shareworks online equity platform. Each RSU represents the right to receive one share of the Company's Common Stock ("Common Stock") on the applicable settlement date for the RSU. You have also been awarded Dividend Equivalents on your RSUs, as described more fully below. You do not need to pay any purchase price to receive the RSUs granted to you by this award letter.

2. Vesting of RSUs

- (a) **General Vesting Schedule.** Unless they vest on an earlier date as provided in sub-Section (b) or (c) below, your RSUs will vest on the date as set forth in the grant header information for this grant on the Shareworks online equity platform, provided that you are an employee of the Company or one of its subsidiaries on each such date.
- (b) **Death or Disability.** If your employment with the Company and its subsidiaries terminates by reason of death or Disability, all of your RSUs will immediately vest upon your termination of employment. For this purpose, "Disability" means that you have been unable to perform the essential functions of your employment due to disability or incapacity for 270 consecutive days or such lesser period as may be determined by the Committee.
- (c) **Change in Control.** All of your RSUs will immediately vest upon the occurrence of a Change in Control (as defined in the Plan), if you are an employee of the Company or one of its subsidiaries at the time of such Change in Control.
- (d) **Forfeiture upon other Termination of Employment.** If your employment terminates for any reason other than death or Disability, any of your RSUs which have not vested prior to the termination of your employment will be forfeited.
- (e) **Committee Determination.** The Committee shall have absolute discretion to determine the date and circumstances of termination of your employment, and its determination shall be final, conclusive and binding upon you.

3. Grant of Dividend Equivalents

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- (a) **Award of Dividend Equivalents.** You have been awarded Dividend Equivalents with respect to each of your RSUs covered by this award letter.
- (b) **Cash Dividends.** The Dividend Equivalents that you have been awarded entitle you to receive, at each time cash dividends are paid on the Common Stock, a cash payment for each of your then outstanding RSUs (whether or not vested) equal to the amount of the dividend paid on a share of Common Stock.
- (c) **Stock Dividends.** In the event the Company pays a dividend in Common Stock or other property, your Dividend Equivalents will entitle you to receive, for each of your then outstanding RSUs (whether or not vested), the amount of Common Stock or other property paid as a dividend on a share of Common Stock, provided, however, that such Common Stock or other property will be paid to you at the time of settlement of the underlying RSU and will be subject to the same restrictions, risk of forfeiture, and vesting and delivery provisions as the underlying RSU with respect to which it was paid.

4. **Settlement of RSUs; Delivery of Shares.**

- (a) Your RSUs that vest under Section 2 above will be settled on the vesting date. As soon as practicable after the settlement date of an RSU, the Company will deliver to you one share of Common Stock for each of your RSUs being settled on such date. The Common Stock delivered upon the settlement of your RSUs will be fully transferable (subject to any applicable securities law restrictions) and not subject to forfeiture. The shares of Common Stock delivered upon the settlement of your RSUs will have full voting and dividend rights and will entitle the holder to all other rights of a stockholder of the Company.

5. **Income Tax Withholding**

- (a) You must make arrangements satisfactory to the Company to satisfy any applicable federal, state, or local withholding tax liability arising with respect to your RSUs. You can either make a cash payment to the Company of the required amount or you can elect to satisfy your withholding obligation by having the Company retain Common Stock having a value equal to the amount of your withholding obligation from the shares otherwise deliverable to you upon the settlement of such RSUs.
  - (b) You must make your election regarding the manner in which your withholding obligation will be satisfied on the Shareworks online equity platform. If no election is made, the Company will withhold shares to satisfy the withholding election. To the extent your withholding obligation is not otherwise satisfied in a time and manner satisfactory to the Company, the Company shall have the right to withhold the required amount from your salary or other amounts payable to you.
  - (c) All cash payments of Dividend Equivalents will be net of any required withholding.
  - (d) The amount of withholding tax retained by the Company or paid by you to the Company will be paid to the appropriate federal, state and local tax authorities in satisfaction of the
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withholding obligations under the tax laws. The total amount of income you recognize and tax withheld with respect to your RSUs and Dividend Equivalents will be reported on your Form W-2 in the year in which you recognize the income with respect to that portion of the award. Whether you owe additional tax will depend on your overall taxable income for the applicable year and the total tax remitted for that year through withholding or by estimated payments.

**6. Other Provisions of RSUs**

- (a) **Voting.** You will have no voting rights or other rights as a stockholder with respect to your RSUs.
- (b) **Transfer Restrictions.** You may not sell, transfer, assign or pledge your RSUs or any rights under this award. Any attempt to do so will be null and void.
- (c) **Death.** In the event of your death, any shares of Common Stock and other amounts you are entitled to receive under the Plan will instead be delivered to the legal representative of your estate.

**7. Administration of the Plan**

The Plan is administered by the Committee. The Committee has the full authority and discretion to interpret the Plan and this award letter, to adopt rules for administering the Plan, to decide all questions of fact arising under the Plan, and generally to make all other determinations necessary or advisable for administration of the Plan. All decisions and acts of the Committee with respect to the administration and interpretation of the Plan are final and binding on all affected Plan participants.

It is intended that this award letter comply with the provisions of Section 409A of the Internal Revenue Code of 1986 ("Section 409A") and the regulations and guidance of general applicability issued thereunder so as to not subject you to the payment of additional interest and taxes under Section 409A, and in furtherance of this intent, this award letter shall be interpreted, operated and administered in accordance with these intentions.

**8. Amendments and Adjustments to your Award**

The Plan authorizes the Committee to make amendments and adjustments to outstanding awards, including the RSUs and Dividend Equivalents granted by this letter, in specified circumstances. Details are provided in the Plan.

These circumstances include the Committee's right, in its sole discretion, to amend the Plan and/or outstanding awards, including this grant of RSUs and Dividend Equivalents, without your consent, to the extent the Committee determines that such amendment is necessary or appropriate to comply with Section 409A.

**9. Effect on Other Benefits**

Income recognized by you as a result of the grant, vesting, or settlement of RSUs or the receipt

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of Dividend Equivalents will not be included in the formula for calculating benefits under the Company's other benefit plans.

**10. Regulatory Compliance**

Under the Plan, the Company is not required to deliver Common Stock (including upon the settlement of RSUs) if such delivery would violate any applicable law or regulation or stock exchange requirement. If required by any federal or state securities law or regulation, the Company may impose restrictions on your ability to transfer shares received under the Plan.

**11. Restrictive Covenants**

You agree that at all times during your employment with the Company and/or its subsidiaries and for a period of one year thereafter, you will not, directly or indirectly, (i) solicit for employment, recruit or hire, or assist any other entity to solicit for employment, recruit or hire, either as an employee or a consultant, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, (ii) induce or attempt to induce, or assist any other entity to induce or attempt to induce, any employee, consultant or independent contractor of the Company or any of its subsidiaries who was an employee, consultant or independent contractor of the Company or any of its subsidiaries at any time during the 12 months preceding or following the termination of your employment, to terminate his or her employment with, or otherwise cease his or her relationship with, the Company or its subsidiaries, or (iii) solicit, interfere with, divert or take away or attempt to interfere with, divert, or take away, or assist any other entity to interfere with, divert or take away the business or patronage of (A) any of the clients, customers or accounts of the Company or any of its subsidiaries who were such at the time of the termination of your employment, or (B) prospective clients, customers or accounts of the Company or any of its subsidiaries who were such at any time during the 12 months preceding the termination of your employment (the entities listed in clauses (A) and (B) above are collectively referred to herein as the "Restricted Entities").

For purposes of this Section 11, the term "solicit," with respect to all means of communication other than communication facilitated by or through a social media website including, but not limited to, Facebook, Twitter, YouTube, LinkedIn, Pinterest, or Google Plus, shall mean initiating any communication, whether written or oral. With respect to communication facilitated by or through a social media website such as those identified above, "solicit" shall mean initiating a connection, "inviting," "following," requesting "friend" status, "liking," joining any group, or initiating any communication whatsoever through the social media website, or any similar action.

In order to help ensure adherence to the restrictions contained herein, you agree to "defriend"," unfollow"," remove connection", or any other similar term, as the case may be, with respect to any and all Restricted Entities on any social media website on which you have an account, and you further agree to allow the Company to review the social media websites on which you have an account (in your presence) to confirm such actions have been taken. You further agree to certify your compliance with the foregoing obligation under oath to the Company upon

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request and your failure or refusal to do so will entitle the Company to an inference that you have violated or intend to violate the non-solicitation provisions set forth in this Agreement.

You acknowledge that in carrying out the business of the Company and its subsidiaries, you may learn confidential or proprietary information about the Company and its subsidiaries or third parties. Confidential or proprietary information includes, among other things, any nonpublic information concerning the Company or its subsidiaries, including their respective business, financial performance, marketing or strategic plans, customers, and product pricing information, as well as any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed (collectively, "Confidential Information"). You agree that at all times during your employment with the Company and/or its subsidiaries and thereafter, you shall not disclose any Confidential Information outside of the Company or its subsidiaries or use such information for your own or someone else's benefit. You agree that such Confidential Information may be disclosed within the Company or its subsidiaries only to those individuals who need the information to carry out their business responsibilities.

If at any time, the provisions of this Section 11 shall be determined to be invalid or unenforceable, by reason of being vague or unreasonable as to area, duration or scope of activity, this Section 11 shall be considered divisible and shall become and be immediately amended to only such area, duration and scope of activity as shall be determined to be reasonable and enforceable by the court or other body having jurisdiction over the matter; and you agree that this Section 11 as so amended shall be valid and binding as though any invalid or unenforceable provision had not been included herein.

You acknowledge and agree that the restrictions contained in this Section 11 are reasonable and necessary protection of the immediate interests of the Company, and any violation of these restrictions would cause substantial injury to the Company and that the Company would not have entered into this Agreement without receiving the protective covenants contained in this Section 11. In the event of a breach or a threatened breach by you of any of the terms of this Section 11, the Company will be entitled to an injunction restraining you from such breach or threatened breach (without the necessity of providing the inadequacy as a remedy of money damages or the posting of bond); provided, however, that the right to injunctive relief will not be construed as prohibiting the Company from pursuing any other available remedies, whether at law or in equity, for such breach or threatened breach. In addition to any other rights or remedies available to the Company, any breach of these restrictions will result in an immediate forfeiture of your award and shall entitle the Company to recover any shares of Common Stock previously delivered to you and to recover the proceeds from the sale or disposition of any such shares.

**12. Data Privacy**

By accepting this award you expressly consent to the collection, use and transfer, in electronic or other form, of your personal data by and among the Company, its subsidiaries and any broker or third party assisting the Company in administering the Plan or providing recordkeeping services for the Plan, for the purpose of implementing, administering and managing your participation in the Plan. By accepting this award you waive any data privacy rights you may have with respect to such information. You may revoke the consent and waiver described in this paragraph by written notice

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to the Company's Senior Vice President Human Resources, however any such revocation may adversely affect your ability to participate in the Plan.

Very truly yours,

Maria A. Grasso  
Senior Executive Vice President/COO and  
Corporate Secretary

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Consent of Independent Registered Public Accounting Firm

Flushing Financial Corporation  
Uniondale, New York

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-260993) and Form S-8 (No. 333-151185, 333-151187, 333-163010, 333-176064, 333-188776, 333-198021, 333-219707 and 333-257162) of Flushing Financial Corporation of our reports dated March 14, 2023, relating to the consolidated financial statements, and the effectiveness of Flushing Financial Corporation's internal control over financial reporting, which are incorporated by reference in this Annual Report on Form 10-K.

/s/ BDO USA, LLP  
New York, New York

March 14, 2023

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CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John R. Buran, certify that:

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

Dated: March 14, 2023

By: John R. Buran  
John R. Buran  
President and Chief Executive Officer

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Susan K. Cullen, certify that:

1. I have reviewed this annual report on Form 10-K of Flashing Financial Corporation;

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

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

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

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

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

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

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

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

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

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

Dated: March 14, 2023

By: /s/ Susan K. Cullen  
Susan K. Cullen  
Senior Executive Vice President, Treasurer and  
Chief Financial Officer

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

In connection with the Annual Report of Flashing Financial Corporation (the "Corporation") on Form 10-K for the year ending December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John R. Burin, Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

By: /s/ John R. Burin  
John R. Burin  
Chief Executive Officer  
March 14, 2023

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

In connection with the Annual Report of Flashing Financial Corporation (the "Corporation") on Form 10-K for the year ending December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Susan K. Cullen, Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

By: /s/Susan K. Cullen  
Susan K. Cullen  
Chief Financial Officer  
March 14, 2023

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