Territorial Bancorp Inc.
Form 10-Q
August 08, 2017
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period ended June 30, 2017

or

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

For transition period from to

Commission File Number 1-34403

TERRITORIAL BANCORP INC.

(Exact Name of Registrant as Specified in Charter)

Maryland	26-4674701
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification No.)

1132 Bishop Street, Suite 2200, Honolulu, Hawaii	96813
(Address of Principal Executive Offices)	(Zip Code)

(808) 946-1400

(Registrant's telephone number, including area code)

Not Applicable

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No .

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)
Smaller reporting company	Emerging growth company

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 9,830,438 shares of Common Stock, par value $0.01 per share, were issued and outstanding as of July 31, 2017.

Table of Contents

TERRITORIAL BANCORP INC.

Form 10-Q Quarterly Report

Table of Contents

Table of Contents

PART I

ITEM 1. FINANCIAL STATEMENTS

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Balance Sheets (Unaudited)

(Dollars in thousands, except share data)

	June 30, 2017	December 31, 2016
ASSETS		
Cash and cash equivalents	$ 47,888	$ 61,273
Investment securities available for sale	2,943	—
Investment securities held to maturity, at amortized cost (fair value of $397,933 and $407,922 at June 30, 2017 and December 31, 2016, respectively)	395,556	407,656
Loans held for sale	1,166	1,601
Loans receivable, net	1,404,472	1,335,987
Federal Home Loan Bank stock, at cost	5,013	4,945
Federal Reserve Bank stock, at cost	3,103	3,095
Accrued interest receivable	4,769	4,732
Premises and equipment, net	5,127	4,327
Bank-owned life insurance	43,747	43,294
Income taxes receivable	—	122
Deferred income tax assets, net	7,535	7,905
Prepaid expenses and other assets	2,796	2,625
Total assets	$ 1,924,115	$ 1,877,562
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposits	$ 1,532,557	$ 1,493,200
Advances from the Federal Home Loan Bank	69,000	69,000
Securities sold under agreements to repurchase	55,000	55,000
Accounts payable and accrued expenses	23,924	23,258
Income taxes payable	2,208	1,616
Advance payments by borrowers for taxes and insurance	5,959	5,702
Total liabilities	1,688,648	1,647,776
Stockholders' Equity:		
	—	—

Preferred stock, $.01 par value; authorized 50,000,000 shares, no shares issued or outstanding		
Common stock, $.01 par value; authorized 100,000,000 shares; issued and outstanding 9,830,438 and 9,778,974 shares at June 30, 2017 and December 31, 2016, respectively	98	98
Additional paid-in capital	72,433	71,914
Unearned ESOP shares	(5,627)	(5,872)
Retained earnings	173,892	168,962
Accumulated other comprehensive loss	(5,329)	(5,316)
Total stockholders' equity	235,467	229,786
Total liabilities and stockholders' equity	$ 1,924,115	$ 1,877,562

See accompanying notes to consolidated financial statements.

1

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Statements of Income (Unaudited)

(Dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Interest income:				
Loans	$ 13,527	$ 12,647	$ 27,040	$ 25,008
Investment securities	3,078	3,750	6,159	7,625
Other investments	172	146	359	290
Total interest income	16,777	16,543	33,558	32,923
Interest expense:				
Deposits	1,775	1,470	3,426	2,878
Advances from the Federal Home Loan Bank	261	256	515	513
Securities sold under agreements to repurchase	217	218	433	436
Total interest expense	2,253	1,944	4,374	3,827
Net interest income	14,524	14,599	29,184	29,096
Provision (reversal of provision) for loan losses	(123)	84	(52)	112
Net interest income after provision (reversal of provision) for loan losses	14,647	14,515	29,236	28,984
Noninterest income:				
Service fees on loan and deposit accounts	507	473	1,063	929
Income on bank-owned life insurance	227	240	453	487
Gain on sale of investment securities	186	190	281	190
Gain on sale of loans	63	129	126	190
Other	76	102	158	224
Total noninterest income	1,059	1,134	2,081	2,020
Noninterest expense:				
Salaries and employee benefits	4,935	5,256	10,053	10,682
Occupancy	1,461	1,433	2,910	2,853
Equipment	882	912	1,748	1,818
Federal deposit insurance premiums	148	227	296	452
Other general and administrative expenses	1,328	1,160	2,454	2,242
Total noninterest expense	8,754	8,988	17,461	18,047
Income before income taxes	6,952	6,661	13,856	12,957
Income taxes	2,651	2,624	5,234	5,136
Net income	$ 4,301	$ 4,037	$ 8,622	$ 7,821

Basic earnings per share	$ 0.46	$ 0.44	$ 0.93	$ 0.85
Diluted earnings per share	$ 0.45	$ 0.43	$ 0.90	$ 0.83
Cash dividends paid per common share	$ 0.20	$ 0.18	$ 0.40	$ 0.36
Basic weighted-average shares outstanding	9,255,739	9,059,515	9,235,553	9,047,217
Diluted weighted-average shares outstanding	9,539,757	9,345,262	9,539,543	9,323,432

See accompanying notes to consolidated financial statements.

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income	$ 4,301	$ 4,037	$ 8,622	$ 7,821
Change in unfunded pension liability	—	—	—	(21)
Change in unrealized loss on securities	(15)	4	(13)	6
Change in noncredit related loss on trust preferred securities	—	44	—	46
Other comprehensive income (loss), net of tax	(15)	48	(13)	31
Comprehensive income	$ 4,286	$ 4,085	$ 8,609	$ 7,852

See accompanying notes to consolidated financial statements.

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity (Unaudited)

(Dollars in thousands, except per share data)

	Common Stock	Additional Paid-in Capital	Unearned ESOP Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances at December 31, 2015	$ 96	$ 70,118	$ (6,361)	$ 161,024	$ (5,236)	$ 219,641
Net income	—	—	—	7,821	—	7,821
Other comprehensive income	—	—	—	—	31	31
Cash dividends paid ($0.36 per share)	—	—	—	(3,292)	—	(3,292)
Share-based compensation	—	1,323	—	—	—	1,323
Allocation of 24,466 ESOP shares	—	393	244	—	—	637
Repurchase of 57,903 shares of company common stock	(1)	(1,509)	—	—	—	(1,510)
Exercise of 61,340 options for common stock	1	1,064	—	—	—	1,065
Balances at June 30, 2016	$ 96	$ 71,389	$ (6,117)	$ 165,553	$ (5,205)	$ 225,716
Balances at December 31, 2016	$ 98	$ 71,914	$ (5,872)	$ 168,962	$ (5,316)	$ 229,786
Net income	—	—	—	8,622	—	8,622
Other comprehensive loss	—	—	—	—	(13)	(13)
Cash dividends paid ($0.40 per share)	—	—	—	(3,692)	—	(3,692)
Share-based compensation	—	(11)	—	—	—	(11)
Allocation of 24,466 ESOP shares	—	530	245	—	—	775
Repurchase of 59,430 shares of company common stock	(1)	(1,924)	—	—	—	(1,925)
Exercise of 110,894 options for common stock	1	1,924	—	—	—	1,925
Balances at June 30, 2017	$ 98	$ 72,433	$ (5,627)	$ 173,892	$ (5,329)	$ 235,467

See accompanying notes to consolidated financial statements.

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Unaudited)

(Dollars in thousands)

	Six Months Ended June 30, 2017	2016
Cash flows from operating activities:		
Net income	$ 8,622	$ 7,821
Adjustments to reconcile net income to net cash from operating activities:		
Provision (reversal of provision) for loan losses	(52)	112
Depreciation and amortization	513	595
Deferred income tax expense	379	349
Amortization of fees, discounts, and premiums	(235)	(397)
Origination of loans held for sale	(16,006)	(23,084)
Proceeds from sales of loans held for sale	16,568	24,173
Gain on sale of loans, net	(126)	(190)
Gain on sale of investment securities held to maturity	(281)	(190)
ESOP expense	775	637
Share-based compensation (benefit) expense	(11)	1,323
Increase in accrued interest receivable	(37)	(128)
Net increase in bank-owned life insurance	(453)	(487)
Net increase in prepaid expenses and other assets	(171)	(134)
Net increase in accounts payable and accrued expenses	666	9
Net increase in advance payments by borrowers for taxes and insurance	257	191
Net decrease in income taxes receivable	122	—
Net increase (decrease) in income taxes payable	592	(135)
Net cash from operating activities	11,122	10,465
Cash flows from investing activities:		
Purchases of investment securities held to maturity	(19,908)	(2,523)
Purchases of investment securities available for sale	(2,970)	—
Principal repayments on investment securities held to maturity	27,245	35,608
Proceeds from sale of investment securities held to maturity	5,053	3,122
Loan originations, net of principal repayments on loans receivable	(68,203)	(69,581)
Purchases of Federal Home Loan Bank stock	(483)	(155)
Proceeds from redemption of Federal Home Loan Bank stock	415	—
Purchases of Federal Reserve Bank stock	(8)	(40)
Purchases of premises and equipment	(1,313)	(91)
Net cash from investing activities	(60,172)	(33,660)

(Continued)

5

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Unaudited)

(Dollars in thousands)

	Six Months Ended June 30,	
	2017	2016
Cash flows from financing activities:		
Net increase in deposits	$ 39,357	$ 24,651
Proceeds from advances from the Federal Home Loan Bank	10,375	—
Repayments of advances from the Federal Home Loan Bank	(10,375)	—
Proceeds from exercise of stock options	—	566
Repurchases of common stock	—	(771)
Cash dividends paid	(3,692)	(3,292)
Net cash from financing activities	35,665	21,154
Net decrease in cash and cash equivalents	(13,385)	(2,041)
Cash and cash equivalents at beginning of the period	61,273	65,919
Cash and cash equivalents at end of the period	$ 47,888	$ 63,878
Supplemental disclosure of cash flow information:		
Cash paid for:		
Interest on deposits and borrowings	$ 4,308	$ 3,819
Income taxes	4,212	4,922
Supplemental disclosure of noncash investing and financing activities:		
Company stock repurchased, not settled	$ —	$ 240
Company stock acquired through swap and net settlement transactions	1,925	499

See accompanying notes to consolidated financial statements.

Table of Contents

TERRITORIAL BANCORP INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(Unaudited)

(1) Basis of Presentation

The accompanying unaudited consolidated financial statements of Territorial Bancorp Inc. (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These interim condensed consolidated financial statements and notes should be read in conjunction with the Company's consolidated financial statements and notes thereto filed as part of the Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of management, all adjustments necessary for a fair presentation have been made and consist only of normal recurring adjustments. Interim results of operations are not necessarily indicative of results to be expected for the year.

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(2) Organization

On July 10, 2009, Territorial Savings Bank completed a conversion from a mutual holding company to a stock holding company. As part of the conversion, Territorial Mutual Holding Company and Territorial Savings Group, Inc., the former holding companies for Territorial Savings Bank, ceased to exist as separate legal entities, and Territorial Bancorp Inc. became the holding company for Territorial Savings Bank. Upon completion of the conversion and reorganization, a special "liquidation account" was established in an amount equal to the total equity of Territorial Mutual Holding Company as of December 31, 2008. The liquidation account is to provide eligible account holders and supplemental eligible account holders who maintain their deposit accounts with Territorial Savings Bank after the conversion with a liquidation interest in the unlikely event of the complete liquidation of Territorial Savings Bank after the conversion. The balance of the liquidation account at December 31, 2016 was $12.2 million.

On June 25, 2014, Territorial Savings Bank converted from a federal savings bank to a Hawaii state-chartered savings bank. On July 10, 2014, Territorial Savings Bank became a member of the Federal Reserve System.

(3) Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) amended the Revenue Recognition topic of the FASB Accounting Standards Codification (ASC). The amendment seeks to clarify the principles for recognizing revenue as well as to develop common revenue standards for U.S. generally accepted accounting principles and International Financial Reporting Standards. The amendment is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. In August 2015, the FASB deferred the effective date of the amendment by one year. However, entities may still choose to adopt the amendment as of the original effective date. The Company plans to adopt this amendment effective January 1, 2018. The Company does not expect the adoption of this amendment to have an effect on most items of income, including interest income and most categories of noninterest income. The Company is still studying the effects that this amendment will have on certain items of noninterest income, such as commissions earned from insurance and investment sales. However, the Company does not expect that there will be a material effect on its consolidated financial statements.

In January 2016, the FASB amended the Financial Instruments – Overall topic of the FASB ASC. The amendment addresses several aspects of recognition, measurement, presentation and disclosure of financial instruments. Included are: (a) a requirement to measure equity investments at fair value, with changes in fair value recognized in net income, (b) a simplification of the impairment assessment of equity investments without readily determinable fair values, (c) the elimination of the requirement to disclose the methods and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost on the balance sheet, and (d) a requirement to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The amendment is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The

Table of Contents

Company will continue to evaluate the effects that the adoption of this amendment will have on its consolidated financial statements.

In February 2016, the FASB amended the Leases topic of the FASB ASC. The primary effects of the amendment will be to recognize lease assets and lease liabilities on the balance sheet and to disclose certain information about leasing arrangements. The amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company has several lease agreements for branch locations and equipment that will require recognition on the consolidated balance sheets upon adoption of the amendment. The Company will continue to evaluate the effects that the adoption of this amendment will have on its consolidated financial statements.

In March 2016, the FASB amended the Compensation – Stock Compensation topic of the FASB ASC. The amendment includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. Some of the key provisions of the amendment require companies to record all excess tax benefits and tax deficiencies as income tax benefit or expense in the income statement rather than as an adjustment to additional paid-in capital. In addition, the amendments requires that excess tax benefits should be reported as an operating activity on the statement of cash flows and increases the amount an employer can withhold for taxes for share-based compensation awards. The amendment is effective for annual periods beginning after December 15, 2016. The Company adopted this amendment effective January 1, 2017. The adoption of this amendment has resulted in increased volatility to income tax expense related to excess tax benefits and tax deficiencies for share-based compensation. The amount of tax benefits or deficiencies recognized in income tax expense depends on the number of options exercised and the difference in the stock prices at the exercise and grant dates. For the six months ended June 30, 2017, the Company recognized $392,000 of tax benefits related to the exercise of stock options.

In June 2016, the FASB amended various sections of the FASB ASC related to the accounting for credit losses on financial instruments. The amendment changes the threshold for recognizing losses from a “probable” to an “expected” model. The new model is referred to as the current expected credit loss model and applies to loans, leases, held-to-maturity investments, loan commitments and financial guarantees. The amendment requires the measurement of all expected credit losses for financial assets as of the reporting date (including historical experience, current conditions and reasonable and supportable forecasts) and enhanced disclosures that will help financial statement users understand the estimates and judgments used in estimating credit losses and evaluating the credit quality of an organization’s portfolio. The amendment is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company will apply the amendment’s provisions as a cumulative-effect adjustment to retained earnings at the beginning of the first period the amendment is effective. The Company is currently evaluating the effects that the adoption of this amendment will have on its consolidated financial statements by gathering the information that is necessary to make the calculations required by the amendment. This may result in increased credit losses on financial instruments recorded in the consolidated financial statements.

In March 2017, the FASB amended the Compensation – Retirement Benefits topic of the FASB ASC. The amendment requires the service cost component of net benefit cost to be reported in the same line item as other compensation costs arising from employee services. It also requires the other components of net benefit cost to be reported in the income statement separately from the service cost component. The amendment is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. The Company has performed a preliminary evaluation and does not expect the adoption of this amendment to have a material effect on its consolidated financial statements.

Table of Contents

(4) Cash and Cash Equivalents

The table below presents the balances of cash and cash equivalents:

(Dollars in thousands)	June 30, 2017	December 31, 2016
Cash and due from banks	$ 9,820	$ 9,043
Interest-earning deposits in other banks	38,068	52,230
Cash and cash equivalents	$ 47,888	$ 61,273

Interest-earning deposits in other banks consist primarily of deposits at the Federal Reserve Bank of San Francisco.

(5) Investment Securities

The amortized cost and fair values of investment securities are as follows:

	Amortized	Gross Unrealized		Estimated
(Dollars in thousands)	Cost	Gains	Losses	Fair Value
June 30, 2017:				
Available-for-sale:				
U.S. government-sponsored mortgage-backed securities	$ 2,970	$ —	$ (27)	$ 2,943
Total	$ 2,970	$ —	$ (27)	$ 2,943
Held-to-maturity:				
U.S. government-sponsored mortgage-backed securities	$ 394,800	$ 7,061	$ (4,937)	$ 396,924
Trust preferred securities	756	253	—	1,009
Total	$ 395,556	$ 7,314	$ (4,937)	$ 397,933
December 31, 2016:				
Held-to-maturity:				
U.S. government-sponsored mortgage-backed securities	$ 406,498	$ 7,285	$ (7,024)	$ 406,759
Trust preferred securities	1,158	5	—	1,163
Total	$ 407,656	$ 7,290	$ (7,024)	$ 407,922

The amortized cost and estimated fair value of investment securities at June 30, 2017 are shown below. Incorporated in the maturity schedule are mortgage-backed and trust preferred securities, which are allocated using the

Table of Contents

contractual maturity as a basis. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Amortized Cost	Estimated Fair Value
Available-for-sale:		
Due within 5 years	$ —	$ —
Due after 5 years through 10 years	—	—
Due after 10 years	2,970	2,943
Total	$ 2,970	$ 2,943
Held-to-maturity:		
Due within 5 years	$ 15	$ 15
Due after 5 years through 10 years	41	41
Due after 10 years	395,500	397,877
Total	$ 395,556	$ 397,933

Realized gains and losses and the proceeds from sales of securities held to maturity are shown in the table below. All sales of securities were U.S. government-sponsored mortgage-backed securities.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in thousands)	2017	2016	2017	2016
Proceeds from sales	$ 3,464	$ 3,122	$ 5,053	$ 3,122
Gross gains	186	190	281	190
Gross losses	—	—	—	—

The sale of these mortgage-backed securities, for which the Company had already collected a substantial portion of the outstanding purchased principal (at least 85%), is in accordance with the Investments – Debt and Equity Securities topic of the FASB ASC and does not taint management’s assertion of intent to hold remaining securities in the held-to-maturity portfolio to maturity.

Investment securities with amortized costs of $264.3 million and $239.9 million at June 30, 2017 and December 31, 2016, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase and transaction clearing accounts.

Provided below is a summary of investment securities which were in an unrealized loss position at June 30, 2017 and December 31, 2016. The Company does not intend to sell held-to-maturity securities until such time as the value recovers or the securities mature and it is not more likely than not that the Company will be required to sell the securities prior to recovery of value or the securities mature.

	Less Than 12 Months		12 Months or Longer		Total		
Description of securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
(Dollars in thousands)							
June 30, 2017							
Mortgage-backed securities	$ 147,913	$ 3,853	$ 22,097	$ 1,111	49	$ 170,010	$ 4,964
December 31, 2016							
Mortgage-backed securities	$ 179,741	$ 5,599	$ 23,402	$ 1,425	50	$ 203,143	$ 7,024

Mortgage-Backed Securities. The unrealized losses on the Company’s investment in mortgage-backed securities were caused by increases in market interest rates subsequent to purchase. All of the mortgage-backed securities are guaranteed by Freddie Mac or Fannie Mae, which are U.S. government-sponsored enterprises, or Ginnie Mae, which is a U.S. government agency. Since the decline in market value is attributable to changes in interest rates and not credit

Table of Contents

quality, and the Company does not intend to sell these investments until maturity and it is not more likely than not that the Company will be required to sell such investments prior to recovery of its cost basis, the Company does not consider these investments to be other-than-temporarily impaired as of June 30, 2017 and December 31, 2016.

Trust Preferred Securities. At June 30, 2017, the Company owned one trust preferred security, PreTSL XXIII. PreTSL XXIII has an amortized cost and a remaining cost basis of $756,000 at June 30, 2017. The trust preferred security represents an investment in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. This security is classified in the Company's held-to-maturity investment portfolio.

The trust preferred securities market is considered to be inactive as only six transactions have occurred over the past 66 months in the same tranche of securities that we own and no new issues of pooled trust preferred securities have occurred since 2007. We used a discounted cash flow model to determine whether this security is other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows.

Based on the Company's review, the Company's investment in PreTSL XXIII did not incur additional impairment during the six months ended June 30, 2017 and there is no accumulated other comprehensive loss related to noncredit factors.

It is reasonably possible that the fair value of the trust preferred security could decline in the near term if the overall economy and the financial condition of some of the issuers deteriorate further and the liquidity of this security remains low. As a result, there is a risk that the Company's remaining cost basis of $756,000 on the trust preferred security could be credit-related other-than-temporarily impaired in the near term. The impairment, if any, could be material to the Company's consolidated statements of income.

The table below provides a cumulative roll forward of credit losses recognized in earnings for debt securities held and not intended to be sold:

	Six Months Ended June 30,	
(Dollars in thousands)	2017	2016
Balance at the beginning of the period	$ 2,403	$ 2,403
Credit losses on debt securities for which other-than-temporary impairment was not previously recognized	—	—
Credit losses on debt securities which were sold	—	—

Balance at the end of the period	$ 2,403	$ 2,403

The table below shows the components of accumulated other comprehensive loss, net of taxes, resulting from other-than-temporarily impaired securities:

	June 30,	
(Dollars in thousands)	2017	2016
Noncredit losses on other-than-temporarily impaired securities, net of taxes	$ —	$ 101

Table of Contents

(6) Loans Receivable and Allowance for Loan Losses

The components of loans receivable are as follows:

(Dollars in thousands)	June 30, 2017	December 31, 2016
Real estate loans:		
First mortgages:		
One- to four-family residential	$ 1,359,149	$ 1,289,364
Multi-family residential	9,399	9,551
Construction, commercial and other	22,693	23,346
Home equity loans and lines of credit	13,846	14,805
Total real estate loans	1,405,087	1,337,066
Other loans:		
Loans on deposit accounts	303	204
Consumer and other loans	4,752	4,360
Total other loans	5,055	4,564
Less:		
Net unearned fees and discounts	(3,213)	(3,191)
Allowance for loan losses	(2,457)	(2,452)
Total unearned fees, discounts and allowance for loan losses	(5,670)	(5,643)
Loans receivable, net	$ 1,404,472	$ 1,335,987

The table below presents the activity in the allowance for loan losses by portfolio segment:

(Dollars in thousands)	Residential Mortgage	Construction, Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
Three months ended June 30, 2017:						
Balance, beginning of period	$ 1,603	$ 564	$ 1	$ 135	$ 237	$ 2,540
Provision (reversal of provision) for loan losses	(45)	(8)	—	(78)	8	(123)
	1,558	556	1	57	245	2,417
Charge-offs	—	—	—	(7)	—	(7)
Recoveries	44	—	—	3	—	47
Net recoveries (charge-offs)	44	—	—	(4)	—	40
Balance, end of period	$ 1,602	$ 556	$ 1	$ 53	$ 245	$ 2,457

Six months ended June 30, 2017:						
Balance, beginning of period	$ 1,594	$ 519	$ 2	$ 115	$ 222	$ 2,452
Provision (reversal of provision) for loan losses	(56)	37	(1)	(55)	23	(52)
	1,538	556	1	60	245	2,400
Charge-offs	(11)	—	—	(12)	—	(23)
Recoveries	75	—	—	5	—	80
Net recoveries (charge-offs)	64	—	—	(7)	—	57
Balance, end of period	$ 1,602	$ 556	$ 1	$ 53	$ 245	$ 2,457

Table of Contents

(Dollars in thousands)	Residential Mortgage	Construction, Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
Three months ended June 30, 2016:						
Balance, beginning of period	$ 1,398	$ 509	$ 3	$ 75	$ 198	$ 2,183
Provision (reversal of provision) for loan losses	39	58	—	(21)	8	84
	1,437	567	3	54	206	2,267
Charge-offs	—	—	—	(4)	—	(4)
Recoveries	7	—	—	6	—	13
Net recoveries	7	—	—	2	—	9
Balance, end of period	$ 1,444	$ 567	$ 3	$ 56	$ 206	$ 2,276
Six months ended June 30, 2016:						
Balance, beginning of period	$ 1,380	$ 517	$ 3	$ 72	$ 194	$ 2,166
Provision (reversal of provision) for loan losses	57	50	—	(7)	12	112
	1,437	567	3	65	206	2,278
Charge-offs	—	—	—	(18)	—	(18)
Recoveries	7	—	—	9	—	16
Net recoveries (charge-offs)	7	—	—	(9)	—	(2)
Balance, end of period	$ 1,444	$ 567	$ 3	$ 56	$ 206	$ 2,276

During the three and six months ended June 30, 2017, there were reversals of loan loss provisions of $123,000 and $52,000, respectively, due to the improving credit quality of the loan portfolio and a reduction in loan losses.

In 2016, the Company changed the look-back period that is used to calculate the historical loss rates from five to seven years. The look-back period was extended to seven years because the longer look-back period is considered to be more representative of an entire economic cycle. The seven year look-back period includes loan charge-offs and recoveries from the recession and the subsequent economic recovery. The change in the look-back period did not have a material effect on the allowance for loan losses.

Management considers the allowance for loan losses at June 30, 2017 to be at an appropriate level to provide for probable losses that can be reasonably estimated based on general and specific conditions at that date. While the Company uses the best information it has available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the information used in making the evaluations. To the extent actual outcomes differ from the estimates, additional provisions for credit losses may be required that would reduce future earnings. In addition, as an integral part of their examination process, the bank regulators periodically review the allowance for loan losses and may require the Company to increase the allowance based on their analysis of information available at the time of their examination.

Table of Contents

The table below presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method:

(Dollars in thousands)	Residential Mortgage	Construction, Commercial and Other Mortgage Loans	Home Equity Loans and Lines of Credit	Consumer and Other	Unallocated	Totals
June 30, 2017:						
Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	$ —	$ —	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	1,602	556	1	53	245	2,457
Total ending allowance balance	$ 1,602	$ 556	$ 1	$ 53	$ 245	$ 2,457
Loans:						
Ending loan balance:						
Individually evaluated for impairment	$ 4,171	$ —	$ 175	$ —	$ —	$ 4,346
Collectively evaluated for impairment	1,361,239	22,601	13,676	5,067	—	1,402,583
Total ending loan balance	$ 1,365,410	$ 22,601	$ 13,851	$ 5,067	$ —	$ 1,406,929
December 31, 2016:						
Allowance for loan losses:						
Ending allowance balance:						
Individually evaluated for impairment	$ —	$ —	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	1,594	519	2	115	222	2,452
Total ending allowance balance	$ 1,594	$ 519	$ 2	$ 115	$ 222	$ 2,452
Loans:						
Ending loan balance:						
Individually evaluated for impairment	$ 5,587	$ —	$ 156	$ 1	$ —	$ 5,744
Collectively evaluated for impairment	1,290,209	23,256	14,656	4,574	—	1,332,695
Total ending loan balance	$ 1,295,796	$ 23,256	$ 14,812	$ 4,575	$ —	$ 1,338,439

The table below presents the balance of impaired loans individually evaluated for impairment by class of loans:

(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance
June 30, 2017:		
With no related allowance recorded:		
One- to four-family residential mortgages	$ 4,171	$ 5,002
Home equity loans and lines of credit	175	230
Total	$ 4,346	$ 5,232
December 31, 2016:		
With no related allowance recorded:		
One- to four-family residential mortgages	$ 5,587	$ 6,469
Home equity loans and lines of credit	156	204
Consumer and other	1	1
Total	$ 5,744	$ 6,674

Table of Contents

The table below presents the average recorded investment and interest income recognized on impaired loans by class of loans:

(Dollars in thousands)	For the Three Months Ended June 30, Average Recorded Investment	Interest Income Recognized	For the Six Months Ended June 30, Average Recorded Investment	Interest Income Recognized
2017:				
With no related allowance recorded:				
One- to four-family residential mortgages	$ 4,205	$ 18	$ 4,239	$ 31
Home equity loans and lines of credit	178	—	180	—
Total	$ 4,383	$ 18	$ 4,419	$ 31
2016:				
With no related allowance recorded:				
One- to four-family residential mortgages	$ 6,123	$ 18	$ 6,157	$ 38
Home equity loans and lines of credit	165	—	165	—
Total	$ 6,288	$ 18	$ 6,322	$ 38

There were no loans individually evaluated for impairment with a related allowance for loan loss as of June 30, 2017 or December 31, 2016. Loans individually evaluated for impairment do not have an allocated allowance for loan loss because they were written down to fair value at the time of impairment.

The table below presents the aging of loans and accrual status by class of loans:

(Dollars in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total Loans	Nonaccrual Loans	Loans More Than 90 Days Past Due and Still Accruing
June 30, 2017:								
One- to four-family residential mortgages	$ 212	$ —	$ 788	$ 1,000	$ 1,355,030	$ 1,356,030	$ 3,247	$ —

Multi-family residential mortgages	—	—	—	—	9,380	9,380	—	—
Construction, commercial and other mortgages	—	—	—	—	22,601	22,601	—	—
Home equity loans and lines of credit	—	—	41	41	13,810	13,851	175	—
Loans on deposit accounts	—	—	—	—	303	303	—	—
Consumer and other	1	3	—	4	4,760	4,764	—	—
Total	$ 213	$ 3	$ 829	$ 1,045	$ 1,405,884	$ 1,406,929	$ 3,422	$ —
December 31, 2016:								
One- to four-family residential mortgages	$ 185	$ 133	$ 1,358	$ 1,676	$ 1,284,590	$ 1,286,266	$ 4,402	$ —
Multi-family residential mortgages	—	—	—	—	9,530	9,530	—	—
Construction, commercial and other mortgages	—	—	—	—	23,256	23,256	—	—
Home equity loans and lines of credit	16	35	49	100	14,712	14,812	156	—
Loans on deposit accounts	—	—	—	—	204	204	—	—
Consumer and other	3	—	1	4	4,367	4,371	1	—
Total	$ 204	$ 168	$ 1,408	$ 1,780	$ 1,336,659	$ 1,338,439	$ 4,559	$ —

The Company primarily uses the aging of loans and accrual status to monitor the credit quality of its loan portfolio. When a mortgage loan becomes seriously delinquent (90 days or more contractually past due), it displays weaknesses that may result in a loss. As a loan becomes more delinquent, the likelihood of the borrower repaying the loan decreases and the loan becomes more collateral-dependent. A mortgage loan becomes collateral-dependent when the proceeds for repayment can be expected to come only from the sale or operation of the collateral and not from borrower repayments. Generally, appraisals are obtained after a loan becomes collateral-dependent or is four months

Table of Contents

delinquent. The carrying value of collateral-dependent loans is adjusted to the fair value of the collateral less selling costs. Any commercial real estate, commercial, construction or equity loan that has a loan balance in excess of a specified amount is also periodically reviewed to determine whether the loan exhibits any weaknesses and is performing in accordance with its contractual terms.

The Company had 16 nonaccrual loans with a book value of $3.4 million at June 30, 2017 and 19 nonaccrual loans with a book value of $4.6 million as of December 31, 2016. The Company collected interest on nonaccrual loans of $87,000 and $106,000 during the six months ended June 30, 2017 and 2016, respectively, but due to regulatory requirements, the Company recorded the interest as a reduction of principal. The Company would have recognized additional interest income of $114,000 and $151,000 during the six months ended June 30, 2017 and 2016, had the loans been accruing interest. The Company did not have any loans more than 90 days past due and still accruing interest as of June 30, 2017 and December 31, 2016.

There were no loans modified in a troubled debt restructuring during the six months ended June 30, 2017 or 2016. There were no new troubled debt restructurings within the past 12 months that subsequently defaulted.

The Company had 10 troubled debt restructurings totaling $2.1 million as of June 30, 2017 that were considered to be impaired. This total included nine one- to four-family residential mortgage loans totaling $2.0 million and one home equity loan for $100,000. Four of the loans, totaling $924,000, are performing in accordance with their restructured terms and accruing interest at June 30, 2017. Five of the loans, totaling $1.1 million, are performing in accordance with their restructured terms but not accruing interest at June 30, 2017. One of the loans, for $149,000, was more than 149 days delinquent and not accruing interest as of June 30, 2017. The Company had 13 troubled debt restructurings totaling $2.9 million as of December 31, 2016 that were considered to be impaired. This total included 12 one- to four-family residential mortgage loans totaling $2.8 million and one home equity loan for $107,000. Five of the loans, totaling $1.2 million, were performing in accordance with their restructured terms and accruing interest at December 31, 2016. Seven of the loans, totaling $1.6 million, were performing in accordance with their restructured terms but not accruing interest at December 31, 2016. One of the loans, for $149,000, was more than 149 days delinquent and not accruing interest as of December 31, 2016. Restructurings include deferrals of interest and/or principal payments and temporary or permanent reductions in interest rates due to the financial difficulties of the borrowers. At June 30, 2017, we had no commitments to lend any additional funds to these borrowers.

The Company had no real estate owned as of June 30, 2017 or December 31, 2016. There were three one- to four-family residential mortgage loans totaling $346,000 in the process of foreclosure as of June 30, 2017, and four one- to four-family residential mortgage loans totaling $702,000 in the process of foreclosure as of December 31, 2016.

Nearly all of our real estate loans are collateralized by real estate located in the State of Hawaii. Loan-to-value ratios on these real estate loans generally do not exceed 80% at the time of origination.

During the six months ended June 30, 2017 and 2016, the Company sold $16.6 million and $24.1 million, respectively, of mortgage loans held for sale and recognized gains of $126,000 and $190,000, respectively. The Company had two loans held for sale totaling $1.2 million at June 30, 2017 and five loans held for sale totaling $1.6 million at December 31, 2016.

The Company serviced loans for others of $38.8 million at June 30, 2017 and $41.5 million at December 31, 2016. Of these amounts, $2.0 million and $2.2 million relate to securitizations for which the Company continues to hold the related mortgage-backed securities at June 30, 2017 and December 31, 2016, respectively. The amount of contractually specified servicing fees earned for the six-month periods ended June 30, 2017 and 2016 was $54,000 and $67,000, respectively. The amount of contractually specified servicing fees earned for the three-month periods ended June 30, 2017 and 2016 was $26,000 and $33,000, respectively. The fees are reported in service fees on loan and deposit accounts in the consolidated statements of income.

Table of Contents

(7) Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase are treated as financings and the obligations to repurchase the identical securities sold are reflected as a liability with the securities collateralizing the agreements classified as an asset. Securities sold under agreements to repurchase are summarized as follows:

	June 30, 2017		December 31, 2016	
(Dollars in thousands)	Repurchase Liability	Weighted Average Rate	Repurchase Liability	Weighted Average Rate
Maturing:				
1 year or less	$ 25,000	1.46 %	$ 25,000	1.46 %
Over 1 year to 2 years	20,000	1.66	—	—
Over 2 years to 3 years	10,000	1.65	25,000	1.66
Over 3 years to 4 years	—	—	5,000	1.65
Total	$ 55,000	1.57 %	$ 55,000	1.57 %

Below is a summary comparing the carrying value and fair value of securities pledged to secure repurchase agreements, the repurchase liability, and the amount at risk at June 30, 2017. The amount at risk is the greater of the carrying value or fair value over the repurchase liability and refers to the potential loss to the Company if the secured lender fails to return the security at the maturity date of the agreement. All the agreements to repurchase are with JP Morgan Securities and the securities pledged are mortgage-backed securities issued and guaranteed by U.S. government-sponsored enterprises. The repurchase liability cannot exceed 90% of the fair value of securities pledged. In the event of a decline in the fair value of securities pledged to less than the required amount due to market conditions or principal repayments, the Company is obligated to pledge additional securities or other suitable collateral to cure the deficiency.

(Dollars in thousands)	Carrying Value of Securities	Fair Value of Securities	Repurchase Liability	Amount at Risk	Weighted Average Months to Maturity
Maturing:					
Over 90 days	$ 58,513	$ 58,591	$ 55,000	$ 3,591	14

(8) Offsetting of Financial Liabilities

Securities sold under agreements to repurchase are subject to a right of offset in the event of default. See note 7, Securities Sold Under Agreements to Repurchase, for additional information.

(Dollars in thousands)	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Balance Sheet	Net Amount of Liabilities Presented in the Balance Sheet	Gross Amount Not Offset in the Balance Sheet Financial Instruments	Cash Collateral Pledged	Net Amount
June 30, 2017:						
Securities sold under agreements to repurchase	$ 55,000	$ —	$ 55,000	$ 55,000	$ —	$ —
December 31, 2016:						
Securities sold under agreements to repurchase	$ 55,000	$ —	$ 55,000	$ 55,000	$ —	$ —

(9) Employee Benefit Plans

The Company has a noncontributory defined benefit pension plan (Pension Plan) that covers most employees with at least one year of service. Effective December 31, 2008, under approved changes to the Pension Plan, there were no further accruals of benefits for any participants and benefits will not increase with any additional years of service. Net periodic benefit cost, subsequent to December 31, 2008, has not been significant and is not disclosed in the table below.

Table of Contents

The Company also sponsors a Supplemental Employee Retirement Plan (SERP), a noncontributory supplemental retirement benefit plan, which covers certain current and former employees of the Company for amounts in addition to those provided under the Pension Plan.

The components of net periodic benefit cost were as follows:

	SERP Three Months Ended June 30,		SERP Six Months Ended June 30,	
(Dollars in thousands)	2017	2016	2017	2016
Net periodic benefit cost for the period:				
Service cost	$ 10	$ 15	$ 20	$ 29
Interest cost	35	33	70	66
Expected return on plan assets	—	—	—	—
Amortization of prior service cost	—	—	—	—
Recognized actuarial loss	—	—	—	—
Recognized curtailment loss	—	—	—	—
Net periodic benefit cost	$ 45	$ 48	$ 90	$ 95

(10) Employee Stock Ownership Plan

Effective January 1, 2009, Territorial Savings Bank adopted an Employee Stock Ownership Plan (ESOP) for eligible employees. The ESOP borrowed $9.8 million from the Company and used those funds to acquire 978,650 shares, or 8%, of the total number of shares issued by the Company in its initial public offering. The shares were acquired at a price of $10.00 per share.

The loan is secured by the shares purchased with the loan proceeds and will be repaid by the ESOP over the 20-year term of the loan with funds from Territorial Savings Bank's contributions to the ESOP and dividends payable on the shares. The interest rate on the ESOP loan is an adjustable rate equal to the prime rate, as published in The Wall Street Journal. The interest rate adjusts annually and will be the prime rate on the first business day of the calendar year.

Shares purchased by the ESOP are held by a trustee in an unallocated suspense account, and shares are released annually from the suspense account on a pro-rata basis as principal and interest payments are made by the ESOP to the Company. The trustee allocates the shares released among participants on the basis of each participant's proportional share of compensation relative to all participants. As shares are committed to be released from the suspense account, Territorial Savings Bank reports compensation expense based on the average fair value of shares released with a corresponding credit to stockholders' equity. The shares committed to be released are considered outstanding for earnings per share computations. Compensation expense recognized for the three months ended June 30, 2017 and 2016 amounted to $305,000 and $259,000, respectively. Compensation expense recognized for the six months ended June 30, 2017 and 2016 amounted to $626,000 and $521,000, respectively.

Shares held by the ESOP trust were as follows:

	June 30, 2017	December 31, 2016
Allocated shares	397,463	372,997
Unearned shares	562,727	587,193
Total ESOP shares	960,190	960,190
Fair value of unearned shares, in thousands	$ 17,551	$ 19,283

The ESOP restoration plan is a nonqualified plan that provides supplemental benefits to certain executives who are prevented from receiving the full benefits contemplated by the ESOP's benefit formula. The supplemental cash payments consist of payments representing shares that cannot be allocated to the participants under the ESOP due to IRS

Table of Contents

limitations imposed on tax-qualified plans. We accrue for these benefits over the period during which employees provide services to earn these benefits. For the three months ended June 30, 2017 we reversed $53,000 for the ESOP restoration plan and for the three months ended June 30, 2016 we accrued $45,000 for the ESOP restoration plan. For the six months ended June 30, 2017 and 2016, we accrued $64,000 and $121,000, respectively, for the ESOP restoration plan.

(11) Share-Based Compensation

On August 19, 2010, Territorial Bancorp Inc. adopted the 2010 Equity Incentive Plan, which provides for awards of stock options and restricted stock to key officers and outside directors. In accordance with the Compensation – Stock Compensation topic of the FASB ASC, the cost of the 2010 Equity Incentive Plan is based on the fair value of the awards on the grant date. The fair value of restricted stock is based on the closing price of the Company's stock on the grant date. The fair value of stock options is estimated using a Black-Scholes option pricing model using assumptions for dividend yield, stock price volatility, risk-free interest rate and option term. These assumptions are based on our judgments regarding future events, are subjective in nature, and cannot be determined with precision. The cost of the awards will be recognized on a straight-line basis over the three, five- or six-year vesting period during which participants are required to provide services in exchange for the awards.

The Company recognized compensation expense, measured as the fair value of the share-based award on the date of grant, on a straight-line basis over the vesting period. Share-based compensation is recorded in the statement of income as a component of salaries and employee benefits with a corresponding increase in shareholders' equity. The table below presents information on compensation expense and the related tax benefit for all share-based awards:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2017	2016	2017	2016
Compensation expense	$ 28	$ 661	$ 37	$ 1,323
Income tax benefit	11	266	15	531

Shares of our common stock issued under the 2010 Equity Incentive Plan shall come from authorized shares. The maximum number of shares that will be awarded under the plan will be 1,862,637 shares.

Table of Contents

Stock Options

The table below presents the stock option activity for the six months ended June 30, 2017 and 2016:

	Options	Weighted Average Exercise Price	Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Options outstanding at December 31, 2016	706,430	$ 17.43	3.70	$ 10,884
Granted	—	—	—	—
Exercised	110,894	17.36	—	1,670
Forfeited	—	—	—	—
Expired	—	—	—	—
Options outstanding at June 30, 2017	595,536	$ 17.45	3.21	$ 8,185
Options outstanding at December 31, 2015	832,300	$ 17.42	4.70	$ 8,588
Granted	—	—	—	—
Exercised	61,340	17.36	—	539
Forfeited	—	—	—	—
Expired	—	—	—	—
Options outstanding at June 30, 2016	770,960	$ 17.43	4.20	$ 6,972
Options vested and exercisable at June 30, 2017	593,136	$ 17.41	3.19	$ 8,173

There were no options that vested in the three or six months ended June 30, 2017 or 2016.

The following summarizes certain stock option activity of the Company:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
(In thousands)	2017	2016	2017	2016
Intrinsic value of stock options exercised	$ 797	$ 400	$ 1,670	$ 539
Proceeds received from stock options exercised	971	782	1,925	1,065
Tax benefits realized from stock options exercised	287	57	594	95
Total fair value of stock options that vested	—	—	—	—

During the six months ended June 30, 2017, we issued 51,464 shares of common stock, net, in exchange for 110,894 stock options and 59,430 shares of common stock. Pursuant to the provisions of our equity incentive plan, optionees are permitted to use the value of our common stock they own in a stock swap transaction or net settlement to pay the exercise price of stock options.

As of June 30, 2017, the Company had $5,000 of unrecognized compensation costs related to the stock option plan that will be amortized over a three-year vesting period.

Restricted Stock

Restricted stock are accounted for as fixed grants using the fair value of the Company's stock at the time of grant. Unvested restricted stock may not be disposed of or transferred during the vesting period. Restricted stock carry with them the right to receive dividends.

Table of Contents

The table below presents the restricted stock activity:

	Restricted Stock Awards	Weighted Average Grant Date Fair Value	
Nonvested at December 31, 2016	2,400	$	26.23
Granted	9,604		29.53
Vested	—		—
Forfeited	—		—
Nonvested at June 30, 2017	12,004	$	28.87
Nonvested at December 31, 2015	114,542	$	17.67
Granted	—		—
Vested	—		—
Forfeited	—		—
Nonvested at June 30, 2016	114,542	$	17.67

During the three months ended June 30, 2017, the Company issued 9,604 shares of restricted stock to certain members of executive management under the 2010 Equity Incentive Plan. The fair value of the restricted stock is based on the value of the Company's stock on the date of grant. Restricted stock will vest over three years from the date of grant.

As of June 30, 2017, the Company had $310,000 of unrecognized compensation costs related to restricted stock.

During the three months ended June 30, 2017, the Company issued 11,525 of performance-based restricted stock units (PRSUs) to certain members of executive management under the 2010 Equity Incentive Plan. These PRSUs will vest in the first quarter of 2020 after our Compensation Committee determines whether a performance condition that compares the Company's return on average equity to the SNL Bank Index is achieved. Depending on the Company's performance, the actual number of these PRSUs that are issued at the end of the vesting period can vary between 0% to 150% of the target award. For the PRSUs, an estimate is made of the number of shares expected to vest based on the probability that the performance criteria will be achieved to determine the amount of compensation expense to be recognized. This estimate is re-evaluated quarterly and total compensation expense is adjusted for any change in the current period.

The table below presents the PRSUs that will vest on a performance condition:

	Restricted Stock Units Based on a Performance Condition	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2016	—	$ —
Granted	11,525	29.53
Vested	—	—
Forfeited	—	—
Nonvested at June 30, 2017	11,525	$ 29.53

The fair value of these PRSUs is based on the fair value of the Company's stock on the date of grant. As of June 30, 2017, the Company had $219,000 of unrecognized compensation costs related to these PRSUs. Performance will be measured over a three-year performance period and will be cliff vested.

During the three months ended June 30, 2017, the Company issued 2,881 of PRSUs to certain members of executive management under the 2010 Equity Incentive Plan. These PRSUs will vest in the first quarter of 2020 after our Compensation Committee determines whether a market condition that compares the Company's total stock return to the SNL Bank Index is achieved. The number of shares that will be expensed will not be adjusted for performance. The

Table of Contents

fair value of these PRSUs is based on a Monte Carlo valuation of the Company’s stock on the date of grant. The assumptions which were used in the Monte Carlo valuation of the PRSUs are:

Grant date: May 25, 2017

Performance period: January 1, 2017 to December 31, 2019

2.60 year risk-free rate on grant date: 1.40%

December 31, 2016 closing price: $32.84

Closing stock price on the date of grant: $29.53

Annualized volatility (based on 2.60 year historical volatility as of the grant date): 15.7%

Annual dividend preceding the grant date: $0.80

The table below presents the PRSUs that will vest on a market condition:

	Restricted Stock Units Based on a Market Condition	Monte Carlo Valuation of the Company's Stock
Nonvested at December 31, 2016	—	$ —
Granted	2,881	24.44
Vested	—	—
Forfeited	—	—
Nonvested at June 30, 2017	2,881	$ 24.44

As of June 30, 2017, the Company had $45,000 of unrecognized compensation costs related to the PRSUs that are based on a market condition. Performance will be measured over a three-year performance period and will be cliff vested.

(12) Earnings Per Share

Holders of unvested restricted stock receive nonforfeitable dividends at the same rate as common shareholders and they both share equally in undistributed earnings. Unvested restricted stock awards that contain nonforfeitable rights to dividends or dividend equivalents are considered to be participating securities in the earnings per share computation using the two-class method. Under the two-class method, earnings are allocated to common shareholders and participating securities according to their respective rights to earnings.

The table below presents the information used to compute basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in thousands, except per share data)	2017	2016	2017	2016
Net income	$ 4,301	$ 4,037	$ 8,622	$ 7,821
Income allocated to participating securities	(4)	(50)	(7)	(98)
Net income available to common shareholders	$ 4,297	$ 3,987	$ 8,615	$ 7,723
Weighted-average number of shares used in:				
Basic earnings per share	9,255,739	9,059,515	9,235,553	9,047,217
Dilutive common stock equivalents:				
Stock options and restricted stock units	284,018	285,747	303,990	276,215
Diluted earnings per share	9,539,757	9,345,262	9,539,543	9,323,432
Net income per common share, basic	$ 0.46	$ 0.44	$ 0.93	$ 0.85
Net income per common share, diluted	$ 0.45	$ 0.43	$ 0.90	$ 0.83

Table of Contents

(13) Other Comprehensive Income and Loss

The table below presents the changes in the components of accumulated other comprehensive income and loss, net of taxes:

(Dollars in thousands)	Unfunded Pension Liability	Noncredit Related Loss on Trust Preferred Securities	Unrealized Loss on Securities	Total
Three months ended June 30, 2017				
Balances at beginning of period	$ 5,284	$ —	$ 30	$ 5,314
Other comprehensive loss, net of taxes	—	—	15	15
Amounts reclassified from accumulated other comprehensive loss	—	—	—	—
Net current period other comprehensive loss	—	—	15	15
Balances at end of period	$ 5,284	$ —	$ 45	$ 5,329
Three months ended June 30, 2016				
Balances at beginning of period	$ 5,065	$ 145	$ 43	$ 5,253
Other comprehensive income, net of taxes	—	(44)	(4)	(48)
Amounts reclassified from accumulated other comprehensive loss	—	—	—	—
Net current period other comprehensive income	—	(44)	(4)	(48)
Balances at end of period	$ 5,065	$ 101	$ 39	$ 5,205
Six months ended June 30, 2017				
Balances at beginning of period	$ 5,284	$ —	$ 32	$ 5,316
Other comprehensive loss, net of taxes	—	—	13	13
Amounts reclassified from accumulated other comprehensive loss	—	—	—	—
Net current period other comprehensive loss	—	—	13	13
Balances at end of period	$ 5,284	$ —	$ 45	$ 5,329
Six months ended June 30, 2016				
Balances at beginning of period	$ 5,044	$ 147	$ 45	$ 5,236
Other comprehensive loss (income), net of taxes	21	(46)	(6)	(31)
Amounts reclassified from accumulated other comprehensive loss	—	—	—	—
Net current period other comprehensive loss (income)	21	(46)	(6)	(31)
Balances at end of period	$ 5,065	$ 101	$ 39	$ 5,205

The table below presents the tax effect on each component of accumulated other comprehensive loss:

Three Months Ended June 30,

(Dollars in thousands)	2017 Pretax Amount	Tax	After Tax Amount	2016 Pretax Amount	Tax	After Tax Amount
Unfunded pension liability	$ —	$ —	$ —	$ —	$ —	$ —
Noncredit related loss on trust preferred securities	—	—	—	(73)	29	(44)
Unrealized loss on securities	25	(10)	15	(6)	2	(4)
Total	$ 25	$ (10)	$ 15	$ (79)	$ 31	$ (48)

Table of Contents

	Six Months Ended June 30,					
	2017			2016		
(Dollars in thousands)	Pretax Amount	Tax	After Tax Amount	Pretax Amount	Tax	After Tax Amount
Unfunded pension liability	$ —	$ —	$ —	$ —	$ 21	$ 21
Noncredit related loss on trust preferred securities	—	—	—	(76)	30	(46)
Unrealized loss on securities	22	(9)	13	(10)	4	(6)
Total	$ 22	$ (9)	$ 13	$ (86)	$ 55	$ (31)

(14) Fair Value of Financial Instruments

In accordance with the Fair Value Measurements and Disclosures topic of the FASB ASC, the Company groups its financial assets and liabilities valued at fair value into three levels based on the markets in which the financial assets and liabilities are traded and the reliability of the assumptions used to determine fair value as follows:

· Level 1 — Valuation is based upon quoted prices (unadjusted) for identical assets or liabilities traded in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

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

· Level 3 — Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect management's own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques that require the use of significant judgment or estimation.

In accordance with the Fair Value Measurements and Disclosures topic, the Company bases its fair values on the price that it would expect to receive if an asset were sold or the price that it would expect to pay to transfer a liability in an orderly transaction between market participants at the measurement date. Also as required, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs when developing fair value measurements.

The Company uses fair value measurements to determine fair value disclosures. Investment securities held for sale and derivatives are recorded at fair value on a recurring basis. From time to time, the Company may be required to record other financial assets at fair value on a nonrecurring basis, such as loans held for sale, impaired loans and investments, and mortgage servicing assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or fair value accounting or write-downs of individual assets.

Cash and Cash Equivalents, Accrued Interest Receivable and Accrued Interest Payable. The carrying amount approximates fair value because of the short maturity of these instruments.

Investment Securities. The estimated fair values of U.S. government-sponsored mortgage-backed securities are considered Level 2 inputs because the valuation for investment securities utilized pricing models that varied based on asset class and included trade, bid and other observable market information.

The trust preferred securities represent investments in a pool of debt obligations issued primarily by holding companies for Federal Deposit Insurance Corporation-insured financial institutions. The trust preferred securities market is considered to be inactive as only six transactions have occurred over the past 66 months in the same tranche of securities we own and no new issues of pooled trust preferred securities have occurred since 2007. The fair value of our trust preferred securities was determined using a discounted cash flow model. Our model used a discount rate equal to three-month LIBOR plus 20.00%.

Table of Contents

The discounted cash flow analysis includes a review of all issuers within the pool. The fair value of the trust preferred securities are classified as Level 3 inputs because they are based on discounted cash flow models.

FHLB Stock. FHLB stock, which is redeemable for cash at par value, is reported at its par value.

FRB Stock. FRB stock, which is redeemable for cash at par value, is reported at its par value.

Loans. The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of loans is not based on the concept of exit price.

Loans Held for Sale. The fair value of loans held for sale is determined based on the prices quoted in the secondary market for similar loans.

Deposits. The fair value of checking and Super NOW savings accounts, passbook accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated by discounting future cash flows using the rates currently offered for deposits with similar remaining maturities.

Advances From the FHLB and Securities Sold Under Agreements to Repurchase. Fair value is estimated by discounting future cash flows using the rates currently offered to the Company for debt with similar remaining maturities.

Interest Rate Contracts. The Company may enter into interest rate lock commitments with borrowers on loans intended to be sold. To manage interest rate risk on the lock commitments, the Company may also enter into forward loan sale commitments. The interest rate lock commitments and forward loan sale commitments are treated as derivatives and are recorded at their fair value determined by referring to prices quoted in the secondary market for similar contracts. Interest rate contracts that are classified as assets are included with prepaid expenses and other assets on the consolidated balance sheet while interest rate contracts that are classified as liabilities are included with accounts payable and accrued expenses.

Table of Contents

The estimated fair values of the Company’s financial instruments are as follows:

(Dollars in thousands)	Carrying Amount	Fair Value	Fair Value Measurements Using Level 1	Level 2	Level 3
June 30, 2017					
Assets					
Cash and cash equivalents	$ 47,888	$ 47,888	$ 47,888	$ —	$ —
Investment securities available for sale	2,943	2,943	—	2,943	—
Investment securities held to maturity	395,556	397,933	—	396,924	1,009
Loans held for sale	1,166	1,180	—	1,180	—
Loans receivable, net	1,404,472	1,418,793	—	—	1,418,793
FHLB stock	5,013	5,013	—	5,013	—
FRB stock	3,103	3,103	—	3,103	—
Accrued interest receivable	4,769	4,769	8	1,031	3,730
Interest rate contracts	5	5	—	5	—
Liabilities					
Deposits	1,532,557	1,532,299	—	1,270,810	261,489
Advances from the Federal Home Loan Bank	69,000	68,949	—	68,949	—
Securities sold under agreements to repurchase	55,000	55,007	—	55,007	—
Accrued interest payable	284	284	—	172	112
Interest rate contracts	5	5	—	5	—
December 31, 2016					
Assets					
Cash and cash equivalents	$ 61,273	$ 61,273	$ 61,273	$ —	$ —
Investment securities held to maturity	407,656	407,922	—	406,759	1,163
Loans held for sale	1,601	1,601	—	1,601	—
Loans receivable, net	1,335,987	1,352,137	—	—	1,352,137
FHLB stock	4,945	4,945	—	4,945	—
FRB stock	3,095	3,095	—	3,095	—
Accrued interest receivable	4,732	4,732	10	1,064	3,658
Interest rate contracts	104	104	—	104	—
Liabilities					
Deposits	1,493,200	1,493,094	—	1,257,157	235,937
Advances from the Federal Home Loan Bank	69,000	69,068	—	69,068	—
Securities sold under agreements to repurchase	55,000	55,123	—	55,123	—
Accrued interest payable	218	218	—	172	46

Interest rate contracts	104	104	—	104	—

At June 30, 2017 and December 31, 2016, neither the commitment fees received on commitments to extend credit nor the fair value thereof was material to the consolidated financial statements of the Company.

Table of Contents

The table below presents the balance of assets and liabilities measured at fair value on a recurring basis:

(Dollars in thousands)	Level 1	Level 2	Level 3	Total
June 30, 2017				
Interest rate contracts — assets	$ —	$ 5	$ —	$ 5
Interest rate contracts — liabilities	—	(5)	—	(5)
Available-for-sale investments	2,943	—	—	2,943
December 31, 2016				
Interest rate contracts — assets	$ —	$ 104	$ —	$ 104
Interest rate contracts — liabilities	—	(104)	—	(104)

The fair value of interest rate contracts was determined by referring to prices quoted in the secondary market for similar contracts. The fair value of available-for-sale investments was determined using quoted market prices.

The table below presents the balance of assets measured at fair value on a nonrecurring basis as of June 30, 2017 and December 31, 2016 and the related gains and losses for the six months ended June 30, 2017 and the year ended December 31, 2016:

(Dollars in thousands)	Fair Value Adjustment Date	Level 1	Level 2	Level 3	Total	Total Gains (Losses)
June 30, 2017						
Impaired loans	3/31/2017	$ —	$ 87	$ —	$ 87	$ (11)
December 31, 2016						
Trust preferred securities	9/30/2016	$ —	$ —	$ 1,066	$ 1,066	$ 242
Mortgage servicing assets	6/30/2016	—	—	341	341	(49)
Impaired loans	8/31/2016	—	64	—	64	(33)
Loans held for sale	12/31/2016	—	1,601	—	1,601	(1)

The fair value of trust preferred securities is determined using a discounted cash flow model. The assumptions used in the discounted cash flow model are discussed above. Gains and losses on trust preferred securities that are credit related are included in net other-than-temporary impairment losses in the consolidated statements of income. Gains and losses on trust preferred securities that are not credit related are included in other comprehensive income in the consolidated statements of comprehensive income. Mortgage servicing assets are valued using a discounted cash flow model. Assumptions used in the model include mortgage prepayment speeds, discount rates and cost of servicing. Losses on mortgage servicing assets are included in service fees on loan and deposit accounts in the consolidated statements of income. The fair value of impaired loans is determined using the value of collateral less estimated selling costs. Gains and losses on impaired loans are included in the provision for loan losses in the consolidated statements of income. The fair value of loans held for sale is determined based on the prices quoted in the secondary market for similar loans. Losses on loans held for sale are included in gain on sale of loans in the consolidated statements of income.

Table of Contents

The table below presents the significant unobservable inputs for Level 3 nonrecurring fair value measurements:

(Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Input	Value
December 31, 2016:				
Trust preferred securities	$ 1,066	Discounted cash flow	Discount rate	Three-month LIBOR plus 20.00%
Mortgage servicing assets	341	Discounted cash flow	Discount rate	10.50%
			Prepayment speed (PSA)	158.4 - 203.5
			Annual cost to service (per loan)	$ 65

(15) Subsequent Events

On June 28, 2017, the Board of Directors of Territorial Bancorp Inc. announced a special cash dividend of $0.10 per share of common stock. The dividend was paid on July 26, 2017 to stockholders of record as of July 12, 2017.

On July 27, 2017, the Board of Directors of Territorial Bancorp Inc. declared a quarterly cash dividend of $0.20 per share of common stock. The dividend is expected to be paid on August 24, 2017 to stockholders of record as of August 10, 2017.

Table of Contents

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

Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," "will," "may" and words of similar meaning. forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. You should not place undue reliance on such statements. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Quarterly Report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either internationally, nationally or in our market areas, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities, if any;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans;
- fluctuations in the demand for loans;
- significant increases in loan losses;

- success in introducing new products and services;
- failure or breaches of IT security systems;
- ability to retain management team;
- changes in our financial condition or results of operations that reduce capital available to pay dividends; and
- changes in the financial condition or future prospects of issuers of securities that we own.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

Overview

We have historically operated as a traditional thrift institution. The significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and mortgage-backed securities, which we have funded primarily with deposit accounts, securities sold under agreements to repurchase and Federal Home Loan Bank advances. This has resulted in our being particularly vulnerable to increases in interest rates, as our interest-bearing liabilities mature or reprice more quickly than our interest-earning assets.

We have continued our focus on originating one- to four-family residential real estate loans. Our emphasis on conservative loan underwriting has resulted in continued low levels of nonperforming assets. Our nonperforming assets, which can include nonaccrual loans and real estate owned, totaled $3.4 million, or 0.18% of total assets at June 30, 2017, compared to $4.6 million, or 0.24% of total assets at December 31, 2016. As of June 30, 2017, nonperforming assets consisted of 16 mortgage loans totaling $3.4 million. Our nonperforming loans and loss experience has enabled us to maintain a relatively low allowance for loan losses in relation to other peer institutions and correspondingly resulted in low levels of provisions for loan losses. We reversed $52,000 of loan loss provisions for the six months ended June 30, 2017 and recorded a $112,000 loss provision for the six months ended June 30, 2016.

Other than our loans for the construction of one- to four-family residential homes, we do not offer "interest only" mortgage loans (where the borrower pays only interest for an initial period, after which the loan converts to a fully amortizing loan) on one- to four-family residential properties. We also do not offer loans that provide for negative amortization of principal, such as "Option ARM" loans, where the borrower can pay less than the interest owed on their loan, resulting in an increased principal balance during the life of the loan. We do not offer "subprime loans" (loans that generally target borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans (traditionally defined as nonconforming loans having less than full documentation). We also do not own any private label mortgage-backed securities that are collateralized by Alt-A, low or no documentation or subprime mortgage loans.

We sold \$16.6 million and \$24.1 million of fixed-rate mortgage loans for the six months ended June 30, 2017 and 2016, respectively. Long-term, fixed-rate borrowings remained constant for the six months ended June 30, 2017 and 2016.

Our investments in mortgage-backed securities have been issued by Freddie Mac or Fannie Mae, which are U.S. government-sponsored enterprises, or Ginnie Mae, which is a U.S. government agency. These agencies guarantee the payment of principal and interest on our mortgage-backed securities. We do not own any preferred stock issued by Fannie Mae or Freddie Mac. As of June 30, 2017 and December 31, 2016, we owned \$397.8 million and \$406.5 million, respectively, of mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae.

Table of Contents

Critical Accounting Policies

There are no material changes to the critical accounting policies disclosed in Territorial Bancorp Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

Comparison of Financial Condition at June 30, 2017 and December 31, 2016

Assets. At June 30, 2017, our assets were $1.924 billion, an increase of $46.6 million, or 2.5%, from $1.878 billion at December 31, 2016. The increase in assets was primarily the result of a $68.5 million increase in total loans receivable, which was partially offset by a $13.4 million decrease in cash and cash equivalents and a $9.2 million decrease in investment securities.

Cash and Cash Equivalents. Cash and cash equivalents were $47.9 million at June 30, 2017, a decrease of $13.4 million since December 31, 2016. The decrease in cash and cash equivalents was primarily caused by a $68.1 million increase in total loans, which was offset by a $39.4 million increase in deposits and a $9.2 million decrease in investment securities.

Loans. Total loans, including $1.2 million of loans held for sale, were $1.406 billion at June 30, 2017, or 73.1% of total assets. During the six months ended June 30, 2017, the loan portfolio, including loans held for sale, increased by $68.1 million, or 5.1%. The increase in the loan portfolio primarily occurred as the production of new one- to four-family residential loans exceeded principal repayments and loan sales.

Securities. At June 30, 2017, our securities portfolio totaled $398.5 million, or 20.7% of total assets. During the six months ended June 30, 2017, the securities portfolio decreased by $9.2 million, or 2.2%. The decrease in the securities portfolio is due to repayments and sales. During the six months ended June 30, 2017, $20.0 million and $2.9 million of securities were purchased for the held-to-maturity and available-for-sale portfolios, respectively.

At June 30, 2017, none of the underlying collateral consisted of subprime or Alt-A (traditionally defined as nonconforming loans having less than full documentation) loans.

At June 30, 2017, we owned a trust preferred security with an amortized cost of $756,000. This security represents an investment in a pool of debt obligations primarily issued by holding companies of Federal Deposit Insurance Corporation-insured financial institutions.

The trust preferred securities market is considered to be inactive as only six transactions have occurred over the past 66 months in the same tranche of securities we own and no new issues of pooled trust preferred securities have occurred since 2007. We use a discounted cash flow model to determine whether this security is other-than-temporarily impaired. The assumptions used in preparing the discounted cash flow model include the following: estimated discount rates, estimated deferral and default rates on collateral, and estimated cash flows.

Based on our review, our investment in the trust preferred security did not incur additional impairment during the six months ended June 30, 2017.

It is reasonably possible that the fair value of the trust preferred security could decline in the near term if the overall economy and the financial condition of some of the issuers deteriorate further and the liquidity of this security remains low. As a result, there is a risk that our remaining cost basis of $756,000 on the trust preferred security could be credit-related other-than-temporarily impaired in the near term. The impairment, if any, could be material to our consolidated statements of income.

Deposits. Deposits were $1.533 billion at June 30, 2017, an increase of $39.4 million, or 2.6%, since December 31, 2016. The growth in deposits was primarily due to an increase of $25.7 million in certificates of deposit and an increase of $14.0 million in savings accounts during the six months ended June 30, 2017. The increase in certificates of deposit is primarily due to an $11.2 million increase in public deposits and $7.0 million in new accounts at the new Keeaumoku branch.

Table of Contents

Borrowings. Our borrowings consist of advances from the Federal Home Loan Bank and funds borrowed under securities sold under agreements to repurchase. During the six months ended June 30, 2017, total borrowings remained constant at $124.0 million. We have not required any additional borrowings to fund our operations. Instead, we have primarily funded our operations with additional deposits, proceeds from loan sales and principal repayments on loans and mortgage-backed securities.

Stockholders' Equity. Total stockholders' equity increased to $235.5 million at June 30, 2017 from $229.8 million at December 31, 2016. The increase in stockholders' equity occurred as our net income for the year exceeded dividends paid to stockholders.

Average Balances and Yields

The following tables set forth average balance sheets, average yields and rates, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of net deferred costs, discounts and premiums that are amortized or accreted to interest income.

	For the Three Months Ended June 30,							
	2017				2016			
	Average Outstanding Balance	Interest	Yield/Rate (1)		Average Outstanding Balance	Interest	Yield/Rate (1)	
	(Dollars in thousands)							
Interest-earning assets:								
Loans:								
Real estate loans:								
First mortgage:								
One- to four-family residential (2)	$ 1,334,585	$ 12,931	3.88	%	$ 1,187,545	$ 12,027	4.05	%
Multi-family residential	9,429	111	4.71		9,720	113	4.65	
Construction, commercial and other	22,438	251	4.47		23,971	275	4.59	
Home equity loans and lines of credit	14,163	168	4.74		15,798	171	4.33	
Other loans	5,159	66	5.12		4,445	61	5.49	
Total loans	1,385,774	13,527	3.90		1,241,479	12,647	4.07	
Investment securities:								
U.S. government sponsored mortgage-backed securities (2)	395,081	3,078	3.12		468,948	3,750	3.20	
Trust preferred securities	1,016	—	—		920	—	—	
Total securities	396,097	3,078	3.11		469,868	3,750	3.19	
Other	53,779	172	1.28		75,154	146	0.78	
Total interest-earning assets	1,835,650	16,777	3.66		1,786,501	16,543	3.70	
Non-interest-earning assets	69,133				68,708			
Total assets	$ 1,904,783				$ 1,855,209			
Interest-bearing liabilities:								
Savings accounts	$ 1,030,240	1,077	0.42	%	$ 1,016,115	1,033	0.41	%
Certificates of deposit	244,801	683	1.12		231,944	426	0.73	
Money market accounts	5,038	5	0.40		2,208	2	0.36	
	181,037	10	0.02		172,785	9	0.02	

Checking and Super NOW accounts								
Total interest-bearing deposits	1,461,116	1,775	0.49		1,423,052	1,470	0.41	
Federal Home Loan Bank advances	70,424	261	1.48		69,000	256	1.48	
Securities sold under agreements to repurchase	55,000	217	1.58		55,000	218	1.59	
Total interest-bearing liabilities	1,586,540	2,253	0.57		1,547,052	1,944	0.50	
Non-interest-bearing liabilities	82,697				82,089			
Total liabilities	1,669,237				1,629,141			
Stockholders’ equity	235,546				226,068			
Total liabilities and stockholders’ equity	$ 1,904,783				$ 1,855,209			
Net interest income		$ 14,524				$ 14,599		
Net interest rate spread (3)			3.09	%			3.20	%
Net interest-earning assets (4)	$ 249,110				$ 239,449			
Net interest margin (5)			3.16	%			3.27	%
Interest-earning assets to interest-bearing liabilities	115.70 %				115.48 %			

(1) Annualized.
(2) Average balance includes loans or investments available for sale, as applicable.
(3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(5) Net interest margin represents net interest income divided by average total interest-earning assets.

33

Table of Contents

	For the Six Months Ended June 30, 2017			2016		
	Average Outstanding Balance	Interest	Yield/Rate (1)	Average Outstanding Balance	Interest	Yield/Rate (1)
	(Dollars in thousands)					
Interest-earning assets:						
Loans:						
Real estate loans:						
First mortgage:						
One- to four-family residential (2)	$ 1,319,137	$ 25,831	3.92 %	$ 1,171,385	$ 23,807	4.06 %
Multi-family residential	9,467	222	4.69	9,754	228	4.68
Construction, commercial and other	22,981	522	4.54	22,354	517	4.63
Home equity loans and lines of credit	14,530	337	4.64	15,657	335	4.28
Other loans	4,960	128	5.16	4,488	121	5.39
Total loans	1,371,075	27,040	3.94	1,223,638	25,008	4.09
Investment securities:						
U.S. government sponsored mortgage-backed securities (2)	396,651	6,159	3.11	477,638	7,625	3.19
Trust preferred securities	1,080	—	—	918	—	—
Total securities	397,731	6,159	3.10	478,556	7,625	3.19
Other	63,663	359	1.13	74,183	290	0.78
Total interest-earning assets	1,832,469	33,558	3.66	1,776,377	32,923	3.71
Non-interest-earning assets	68,936			68,608		
Total assets	$ 1,901,405			$ 1,844,985		
Interest-bearing liabilities:						
Savings accounts	$ 1,029,066	2,115	0.41 %	$ 1,012,577	2,057	0.41 %
Certificates of deposit	246,247	1,282	1.04	231,192	799	0.69
Money market accounts	4,538	10	0.44	1,978	4	0.40

Checking and Super NOW accounts		180,370		19	0.02			169,855		18	0.02	
Total interest-bearing deposits		1,460,221		3,426	0.47			1,415,602		2,878	0.41	
Federal Home Loan Bank advances		69,716		515	1.48			69,000		513	1.49	
Securities sold under agreements to repurchase		55,000		433	1.57			55,000		436	1.59	
Total interest-bearing liabilities		1,584,937		4,374	0.55			1,539,602		3,827	0.50	
Non-interest-bearing liabilities		82,290						81,072				
Total liabilities		1,667,227						1,620,674				
Stockholders' equity		234,178						224,311				
Total liabilities and stockholders' equity	$	1,901,405					$	1,844,985				
Net interest income			$	29,184					$	29,096		
Net interest rate spread (3)					3.11	%					3.21	%
Net interest-earning assets (4)	$	247,532					$	236,775				
Net interest margin (5)					3.19	%					3.28	%
Interest-earning assets to interest-bearing liabilities		115.62 %						115.38 %				

(1) Annualized.
(2) Average balance includes loans or investments available for sale, as applicable.
(3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(5) Net interest margin represents net interest income divided by average total interest-earning assets.

Table of Contents

Comparison of Operating Results for the Three months Ended June 30, 2017 and 2016

General. Net income increased by $264,000, or 6.5%, from $4.0 million for the three months ended June 30, 2016 to $4.3 million for the three months ended June 30, 2017. The increase in net income was due to a $207,000 decrease in loan loss provisions and a $234,000 decrease in noninterest expense. These were partially offset by a $75,000 decrease in net interest income, a $75,000 decrease in noninterest income and a $27,000 increase in income taxes.

Net Interest Income. Net interest income decreased by $75,000, or 0.5%, to $14.5 million for the three months ended June 30, 2017 compared to $14.6 million for the three months ended June 30, 2016. Interest income increased by $234,000, or 1.4%, due to a $49.1 million increase in the average balance of interest-earning assets. This was offset by a four basis point decrease in the yield of average interest-earning assets. Interest expense increased by $309,000, or 15.9%, due to a $39.5 million increase in the average balance of interest-bearing liabilities and a seven basis point increase in the cost of average interest-bearing liabilities. The interest rate spread and net interest margin were 3.09% and 3.16%, respectively, for the three months ended June 30, 2017, compared to 3.20% and 3.27% respectively, for the three months ended June 30, 2016. The decreases in the interest rate spread and in the net interest margin are attributed to a four basis point decrease in the yield of average interest-earning assets and a seven basis point increase in the cost of average interest-bearing liabilities. The decrease in the yield on average interest-earning assets was primarily due to the principal repayments on higher-yielding mortgage loans and securities and the addition of new mortgage loans and securities with lower rates. The increase in the cost of average interest-bearing liabilities was primarily due to a 39 basis point increase in the cost of certificates of deposit, primarily public deposits, as new certificates of deposit with higher interest rates were opened.

Interest Income. Interest income increased by $234,000, or 1.4%, to $16.8 million for the three months ended June 30, 2017 from $16.5 million for the three months ended June 30, 2016. Interest income on loans increased by $880,000, or 7.0%, to $13.5 million for the three months ended June 30, 2017 from $12.6 million for the three months ended June 30, 2016. The increase in interest income on loans occurred primarily because the average balance of loans grew by $144.3 million, or 11.6%, as new loan originations exceeded loan repayments and loan sales. The increase in interest income that occurred because of growth in the loan portfolio was partially offset by a 17 basis point decline in the average loan yield to 3.90% for the three months ended June 30, 2017 from 4.07% for the three months ended June 30, 2016. The decline in the average yield on loans occurred because of repayments on higher-yielding loans and additions of new loans with lower yields to the loan portfolio. Interest income on investment securities decreased by $672,000, or 17.9%, to $3.1 million for the three months ended June 30, 2017 from $3.8 million for the three months ended June 30, 2016. The decrease in interest income on securities occurred because of a $73.8 million decrease in the average securities balance, primarily due to principal repayments, and an eight basis point decrease in the average securities yield. The decline in the average yield on securities occurred because of repayments on higher-yielding securities and additions of new securities with lower yields to the securities portfolio.

Interest Expense. Interest expense increased by $309,000, or 15.9%, to $2.3 million for the three months ended June 30, 2017. Interest expense on deposits increased by $305,000, or 20.7%, from $1.5 million for the three months ended June 30, 2016 to $1.8 million for the three months ended June 30, 2017. The increase in interest expense on deposits was due to an increase in the average outstanding balance and the average rate paid on deposits. The average outstanding balance of deposits increased by $38.1 million, or 2.7%, to $1.461 billion for the three months ended June 30, 2017 compared to $1.423 billion for the three months ended June 30, 2016. The growth in deposits is primarily due to a $22.4 million increase in the average balance of savings and checking accounts and a $12.9 million increase in the average balance of certificates of deposit. The average rate paid on deposits increased by eight basis points from 0.41% for the three months ended June 30, 2016 to 0.49% for the three months ended June 30, 2017, primarily due to a 39 basis point increase in certificate of deposit rates. The increase in the average rate paid on certificates of deposit is primarily due to higher interest rates paid on newly opened public deposits. Because our public deposits carry higher rates than retail deposits, any increase in current interest rates or in our level of public deposits may continue to increase our interest expense.

Provision for Loan Losses. We reversed provisions for loan losses of $123,000 for the three months ended June 30, 2017 and recorded a provision for loan losses of $84,000 for the three months ended June 30, 2016. The

Table of Contents

reversal/provision for loan losses included net recoveries of $40,000 and $9,000 for the three months ended June 30, 2017 and 2016, respectively. The reversal of loan loss provisions in the three months ended June 30, 2017 occurred as a result of improving credit quality of the loan portfolio and a reduction in loan losses. The provisions recorded resulted in ratios of the allowance for loan losses to total loans of 0.17% and 0.18% at June 30, 2017 and 2016, respectively. Nonaccrual loans totaled $3.4 million at June 30, 2017, or 0.24% of total loans at that date, compared to $5.1 million of nonaccrual loans at June 30, 2016, or 0.40% of total loans at that date. Nonaccrual loans as of June 30, 2017 and 2016 consisted primarily of one- to four-family residential real estate loans. To the best of our knowledge, we have provided for all losses that are both probable and reasonable to estimate at June 30, 2017 and 2016. For additional information see note (6), "Loans Receivable and Allowance for Loan Losses" in our Notes to Consolidated Financial Statements.

Noninterest Income. The following table summarizes changes in noninterest income between the three months ended June 30, 2017 and 2016.

	Three Months Ended June 30,		Change		
	2017	2016	$ Change	% Change	
	(Dollars in thousands)				
Service fees on loan and deposit accounts	$ 507	$ 473	$ 34	7.2	%
Income on bank-owned life insurance	227	240	(13)	(5.4)	%
Gain on sale of investment securities	186	190	(4)	(2.1)	%
Gain on sale of loans	63	129	(66)	(51.2)	%
Other	76	102	(26)	(25.5)	%
Total	$ 1,059	$ 1,134	$ (75)	(6.6)	%

Noninterest income decreased by $75,000 for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. During the three months ended June 30, 2017 and 2016, $8.6 million and $13.2 million, respectively, of mortgage loans held for sale were sold and gains of $63,000 and $129,000, respectively, were recognized. During the three months ended June 30, 2017, service fees on loan and deposit accounts increased by $34,000, primarily due to an increase in fee income from brokering loans to other financial institutions and a decrease in the amortization of premiums on loans sold. Other income decreased by $26,000 primarily due to a decrease in commissions earned on annuity sales.

Noninterest Expense. The following table summarizes changes in noninterest expense between the three months ended June 30, 2017 and 2016.

	Three Months Ended June 30,	Change

	2017	2016	$ Change	% Change	
	(Dollars in thousands)				
Salaries and employee benefits	$ 4,935	$ 5,256	$ (321)	(6.1)	%
Occupancy	1,461	1,433	28	2.0	%
Equipment	882	912	(30)	(3.3)	%
Federal deposit insurance premiums	148	227	(79)	(34.8)	%
Other general and administrative expenses	1,328	1,160	168	14.5	%
Total	$ 8,754	$ 8,988	$ (234)	(2.6)	%

Noninterest expense decreased by $234,000 for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. Salaries and employee benefits expense decreased by $321,000 to $4.9 million for the three months ended June 30, 2017 from $5.3 million for the three months ended June 30, 2016 primarily due to a decrease in share-based compensation. The reduction in the cost of share-based compensation plans occurred as the majority of awards under our 2010 equity incentive plan became fully vested in 2016. The decrease in share-based compensation expense was partially offset by an annual salary increase and a decrease in the capitalized cost of new loan originations. The decrease in the capitalized cost of new loan originations in 2017 occurred as we closed fewer loans

Table of Contents

during the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The increase in other general and administrative expenses was mainly due to increases in legal, audit, consulting, marketing and other miscellaneous expenses. Federal deposit insurance premiums declined because of a decrease in the insurance premium rate on deposits. The decrease in equipment expense was primarily due to decreases in equipment depreciation expense and repairs and maintenance on equipment, which were partially offset by an increase in data processing expense.

Income Tax Expense. Income taxes were $2.7 million for the three months ended June 30, 2017, reflecting an effective tax rate of 38.1%, compared to $2.6 million for the three months ended June 30, 2016, reflecting an effective tax rate of 39.4%.

Income tax expense in the second quarter of 2017 included a $183,000 tax benefit related to the exercise of stock options. Starting in 2017 a new accounting standard requires that any excess tax benefits resulting from the exercise of stock options be recognized in income tax expense. Prior to the adoption of the new standard, the excess tax benefits were recorded as additional paid-in-capital. The amount of tax benefits or deficiencies recognized in income tax expense depends on the number of options exercised and the difference in the stock prices at the exercise and grant dates.

Comparison of Operating Results for the Six Months Ended June 30, 2017 and 2016

General. Net income increased by $801,000, or 10.2%, from $7.8 million for the six months ended June 30, 2016 to $8.6 million for the six months ended June 30, 2017. The increase in net income was due to a $586,000 decrease in noninterest expense, a $164,000 decrease in loan loss provisions, an $88,000 increase in net interest income and a $61,000 increase in noninterest income. These were partially offset by a $98,000 increase in income taxes.

Net Interest Income. Net interest income increased by $88,000, or 0.3%, to $29.2 million for the six months ended June 30, 2017 compared to $29.1 million for the six months ended June 30, 2016. Interest income increased by $635,000, or 1.9%, due to a $56.1 million increase in the average balance of interest-earning assets. This was offset by a five basis point decrease in the yield of average interest-earning assets. Interest expense increased by $547,000, or 14.3%, due to a $45.3 million increase in the average balance of interest-bearing liabilities and a five basis point increase in the cost of average interest-bearing liabilities. The interest rate spread and net interest margin were 3.11% and 3.19%, respectively, for the six months ended June 30, 2017, compared to 3.21% and 3.28% respectively, for the six months ended June 30, 2016. The decreases in the interest rate spread and in the net interest margin are attributed to a five basis point decrease in the yield of average interest-earning assets and a five basis point increase in the cost of average interest-bearing liabilities. The decrease in the yield of average interest-earning assets was primarily due to the principal repayments on higher-yielding mortgage loans and securities and the addition of new mortgage loans and securities with lower rates. The increase in the cost of average interest-bearing liabilities was primarily due to a 35 basis point increase in the cost of certificates of deposit, primarily public deposits, as new certificates of deposit with higher interest rates were opened.

Interest Income. Interest income increased by $635,000, or 1.9%, to $33.6 million for the six months ended June 30, 2017 from $32.9 million for the six months ended June 30, 2016. Interest income on loans increased by $2.0 million, or 8.1%, to $27.0 million for the six months ended June 30, 2017 from $25.0 million for the six months ended June 30, 2016. The increase in interest income on loans occurred primarily because the average balance of loans grew by $147.4 million, or 12.0%, as new loan originations exceeded loan repayments and loan sales. The increase in interest income that occurred because of growth in the loan portfolio was partially offset by a 15 basis point decline in the average loan yield to 3.94% for the six months ended June 30, 2017 from 4.09% for the six months ended June 30, 2016. The decline in the average yield on loans occurred because of repayments on higher-yielding loans and additions of new loans with lower yields to the loan portfolio. Interest income on investment securities decreased by $1.5 million, or 19.2%, to $6.2 million for the six months ended June 30, 2017 from $7.6 million for the six months ended June 30, 2016. The decrease in interest income on securities occurred because of an $80.8 million decrease in the average securities balance and a nine basis point decrease in the average securities yield. The decline in the average yield on securities occurred because of repayments on higher-yielding securities and additions of new securities with lower yields to the securities portfolio.

Table of Contents

Interest Expense. Interest expense increased by $547,000, or 14.3%, to $4.4 million for the six months ended June 30, 2017. Interest expense on deposits increased by $548,000, or 19.0%, from $2.9 million for the six months ended June 30, 2016 to $3.4 million for the six months ended June 30, 2017. The increase in interest expense on deposits was due to an increase in the average outstanding balance and the average rate paid on deposits. The average outstanding balance of deposits increased by $44.6 million, or 3.2%, to $1.460 billion for the six months ended June 30, 2017 compared to $1.416 billion for the six months ended June 30, 2016. The growth in deposits is primarily due to a $16.5 million increase in the average balance of savings accounts, a $15.1 million increase in the average balance of certificates of deposit and a $10.5 million increase in the average balance of checking accounts. The average rate paid on deposits increased by six basis points from 0.41% for the six months ended June 30, 2016 to 0.47% for the six months ended June 30, 2017, primarily due to a 35 basis point increase in certificate of deposit rates. The increase in the average rate paid on certificates of deposit is primarily due to higher interest rates paid on public deposits. Because our public deposits carry higher rates than retail deposits, any increase in current interest rates or in our level of public deposits may continue to increase our interest expense.

Provision for Loan Losses. We reversed provisions for loan losses of $52,000 for the six months ended June 30, 2017 and recorded a provision for loan losses of $112,000 for the six months ended June 30, 2016. The reversal/provision for loan losses included net recoveries of $57,000 for the six months ended June 30, 2017 and net charge-offs of $2,000 for the six months ended June 30, 2016. The reversal of loan loss provisions in the six months ended June 30, 2017 occurred as a result of improving credit quality of the loan portfolio and a reduction in loan losses. The provisions recorded resulted in ratios of the allowance for loan losses to total loans of 0.17% and 0.18% at June 30, 2017 and 2016, respectively. Nonaccrual loans totaled $3.4 million at June 30, 2017, or 0.24% of total loans at that date, compared to $5.1 million of nonaccrual loans at June 30, 2016, or 0.40% of total loans at that date. Nonaccrual loans as of June 30, 2017 and 2016 consisted primarily of one- to four-family residential real estate loans. To the best of our knowledge, we have provided for all losses that are both probable and reasonable to estimate at June 30, 2017 and 2016. For additional information see note (6), "Loans Receivable and Allowance for Loan Losses" in our Notes to Consolidated Financial Statements.

Noninterest Income. The following table summarizes changes in noninterest income between the six months ended June 30, 2017 and 2016.

	Six Months Ended June 30, 2017	2016	Change $ Change	% Change
	(Dollars in thousands)			
Service fees on loan and deposit accounts	$ 1,063	$ 929	$ 134	14.4 %
Income on bank-owned life insurance	453	487	(34)	(7.0) %
Gain on sale of investment securities	281	190	91	47.9 %
Gain on sale of loans	126	190	(64)	(33.7) %
Other	158	224	(66)	(29.5) %
Total	$ 2,081	$ 2,020	$ 61	3.0 %

Noninterest income increased by $61,000 for the six months ended June 30, 2017 compared to the six months ended June 30, 2016. During the six months ended June 30, 2017, service fees on loan and deposit accounts increased by $134,000, primarily due to incentives received on a new debit card agreement and a decrease in the amortization of premiums on loans sold. During the six months ended June 30, 2017 and 2016, we received proceeds of $5.1 million and $3.1 million, respectively, from the sale of $4.8 million and $2.9 million, respectively, of held-to-maturity mortgage-backed securities, resulting in gross realized gains of $281,000 and $190,000, respectively. The sale of these mortgage-backed securities, for which we had already collected a substantial portion of the original purchased principal (at least 85%), is in accordance with the Investments — Debt and Equity Securities topic of the FASB ASC and does not taint management's assertion of intent to hold remaining securities in the held-to-maturity portfolio to maturity. Other income decreased by $66,000 primarily due to a decrease in commissions earned on annuity sales. During the six months ended June 30, 2017 and 2016, the Company sold $16.6 million and $24.1 million, respectively, of mortgage loans held for sale and recognized gains of $126,000 and $190,000, respectively.

Table of Contents

Noninterest Expense. The following table summarizes changes in noninterest expense between the six months ended June 30, 2017 and 2016.

	Six Months Ended June 30,		Change		
	2017	2016	$ Change	% Change	
		(Dollars in thousands)			
Salaries and employee benefits	$ 10,053	$ 10,682	$ (629)	(5.9)	%
Occupancy	2,910	2,853	57	2.0	%
Equipment	1,748	1,818	(70)	(3.9)	%
Federal deposit insurance premiums	296	452	(156)	(34.5)	%
Other general and administrative expenses	2,454	2,242	212	9.5	%
Total	$ 17,461	$ 18,047	$ (586)	(3.2)	%

Noninterest expense decreased by $586,000 for the six months ended June 30, 2017 compared to the six months ended June 30, 2016. Salaries and employee benefits expense decreased by $629,000 to $10.1 million for the six months ended June 30, 2017 from $10.7 million for the six months ended June 30, 2016 primarily due to a decrease in share-based compensation. The reduction in the cost of share-based compensation plans occurred as the majority of awards under our 2010 equity incentive plan became fully vested in 2016. The decrease in share-based compensation expense was partially offset by an annual salary increase, an increase in accruals for incentive compensation and a decrease in the capitalized cost of new loan originations. The decrease in capitalized cost of new loan originations occurred as we closed fewer loans in the six months ended June 30, 2017 compared to the six months ended June 30, 2016. Federal deposit insurance premiums declined because of a decrease in the insurance premium rate on deposits. The decrease in equipment expense was primarily due to a decrease in equipment depreciation expense and service bureau expense. The increase in other general and administrative expenses was mainly due to increases in legal, audit, consulting and other miscellaneous expenses. The increase in occupancy expense was due to an increase in rent expense.

Income Tax Expense. Income taxes were $5.2 million for the six months ended June 30, 2017, reflecting an effective tax rate of 37.8%, compared to $5.1 million for the six months ended June 30, 2016, reflecting an effective tax rate of 39.6%.

Income tax expense through the second quarter of 2017 included a $392,000 tax benefit related to the exercise of stock options. Starting in 2017 a new accounting standard requires that any excess tax benefits resulting from the exercise of stock options be recognized in income tax expense. Prior to the adoption of the new standard, the excess tax benefits were recorded as additional paid-in-capital. The amount of tax benefits or deficiencies recognized in income tax expense depends on the number of options exercised and the difference in the stock prices at the exercise and grant dates.

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations. Our primary sources of funds consist of deposit inflows, cash balances at the Federal Reserve Bank, loan repayments, advances from the Federal Home Loan Bank, securities sold under agreements to repurchase, proceeds from loan sales and principal repayments on securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. We have established an Asset/Liability Management Committee, consisting of our President and Chief Executive Officer, our Vice Chairman and Co-Chief Operating Officer, our Senior Vice President and Chief Financial Officer and our Vice President and Controller, which is responsible for establishing and monitoring our liquidity targets and strategies in order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We believe that we have enough sources of liquidity to satisfy our short- and long-term liquidity needs as of June 30, 2017.

Table of Contents

We regularly monitor and adjust our investments in liquid assets based upon our assessment of:

(i) expected loan demand;

(ii) purchases and sales of investment securities;

(iii) expected deposit flows and borrowing maturities;

(iv) yields available on interest-earning deposits and securities; and

(v) the objectives of our asset/liability management program.

Excess liquid assets are invested generally in interest-earning deposits or securities and may also be used to pay off short-term borrowings.

Our most liquid asset is cash. The amount of this asset is dependent on our operating, financing, lending and investing activities during any given period. At June 30, 2017, our cash and cash equivalents totaled $47.9 million. On that date, we had $55.0 million in securities sold under agreements to repurchase outstanding and $69.0 million of Federal Home Loan Bank advances outstanding, with the ability to borrow an additional $608.5 million under Federal Home Loan Bank advances.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included in our Consolidated Financial Statements.

At June 30, 2017, we had $29.0 million in loan commitments outstanding, most of which were for fixed-rate loans, and had $26.9 million in unused lines of credit to borrowers. Certificates of deposit due within one year at June 30, 2017 totaled $115.6 million, or 7.5% of total deposits. If these deposits do not remain with us, we may be required to seek other sources of funds, including loan sales, brokered deposits, securities sold under agreements to repurchase and Federal Home Loan Bank advances. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before June 30, 2018. We believe, however, based on past experience, that a significant portion of such deposits will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are originating loans and purchasing mortgage-backed securities. During the six months ended June 30, 2017 and 2016 we originated $171.1 million and $166.5 million of loans, respectively and purchased $22.9 million and $1.2 million of securities, respectively.

Financing activities consist primarily of activity in deposit accounts, Federal Home Loan Bank advances, securities sold under agreements to repurchase, stock repurchases and dividend payments. We experienced net increases in deposits of $39.4 million and $24.7 million for the six months ended June 30, 2017 and 2016, respectively. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank, which provide an additional source of funds. Federal Home Loan Bank advances remained constant at $69.0 million during the six months ended June 30, 2017 and 2016. We had the ability to borrow up to an additional $608.5 million and $577.9 million from the Federal Home Loan Bank as of June 30, 2017 and December 31, 2016, respectively. We also utilize securities sold under agreements to repurchase as another borrowing source. Securities sold under agreements to repurchase remained constant at $55.0 million for the six months ended June 30, 2017 and 2016.

Territorial Bancorp Inc. is a separate legal entity from Territorial Savings Bank and must provide for its own liquidity to pay dividends, repurchase shares of its common stock and for other corporate purposes. Territorial Bancorp Inc.'s primary source of liquidity is dividend payments from Territorial Savings Bank. The ability of Territorial Savings

Table of Contents

Bank to pay dividends to Territorial Bancorp Inc. is subject to regulatory requirements. At June 30, 2017, Territorial Bancorp Inc. (on an unconsolidated, stand-alone basis) had liquid assets of $19.1 million.

Territorial Savings Bank and the Company are subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. On July 10, 2014, Territorial Savings Bank became a member of the Federal Reserve System. The Federal Reserve requires that Territorial Savings Bank maintain a Tier 1 Leverage Capital ratio of 9.0% for three years as a condition of membership. Effective January 1, 2015, the well capitalized threshold for Tier 1 risk-based capital was increased from 6.0% to 8.0% and a new capital standard, common equity tier 1 risk-based capital, was implemented with a 6.5% ratio requirement for a financial institution to be considered well capitalized. Additionally, effective January 1, 2015, consolidated regulatory capital requirements identical to those applicable to the subsidiary depository institutions became applicable to savings and loan holding companies over $1.0 billion in assets, such as the Company. The capital requirements become fully-phased in on January 1, 2019. At June 30, 2017, Territorial Savings Bank and the Company exceeded all of the fully-phased in regulatory capital requirements and are considered to be "well capitalized" under regulatory guidelines. The tables below present the fully-phased in capital required to be considered "well-capitalized" as a percentage of total and risk-weighted assets and the percentage and the total amount of capital maintained for Territorial Savings Bank and the Company at June 30, 2017 and December 31, 2016:

(Dollars in thousands)	Required Ratio		Actual Amount	Actual Ratio	
June 30, 2017:					
Tier 1 Leverage Capital					
Territorial Savings Bank (1)	9.00	%	$ 220,452	11.60	%
Territorial Bancorp Inc.	5.00	%	$ 240,798	12.67	%
Common Equity Tier 1 Risk-Based Capital (2)					
Territorial Savings Bank	9.00	%	$ 220,452	24.76	%
Territorial Bancorp Inc.	9.00	%	$ 240,798	27.03	%
Tier 1 Risk-Based Capital (2)					
Territorial Savings Bank	10.50	%	$ 220,452	24.76	%
Territorial Bancorp Inc.	10.50	%	$ 240,798	27.03	%
Total Risk-Based Capital (2)					
Territorial Savings Bank	12.50	%	$ 222,996	25.05	%
Territorial Bancorp Inc.	12.50	%	$ 243,342	27.32	%
December 31, 2016:					
Tier 1 Leverage Capital					
Territorial Savings Bank (1)	9.00	%	$ 219,365	11.76	%
Territorial Bancorp Inc.	5.00	%	$ 235,102	12.60	%
Common Equity Tier 1 Risk-Based Capital (2)					
Territorial Savings Bank	9.00	%	$ 219,365	25.30	%
Territorial Bancorp Inc.	9.00	%	$ 235,102	27.11	%
Tier 1 Risk-Based Capital (2)					

Territorial Savings Bank	10.50	%	$ 219,365	25.30	%
Territorial Bancorp Inc.	10.50	%	$ 235,102	27.11	%
Total Risk-Based Capital (2)					
Territorial Savings Bank	12.50	%	$ 221,912	25.59	%
Territorial Bancorp Inc.	12.50	%	$ 237,649	27.41	%

(1) As a condition of membership in the Federal Reserve System, Territorial Savings Bank is required to maintain a Tier 1 Leverage Capital ratio of 9.00% for three years beginning on July 10, 2014.

(2) The required Common Equity Tier 1 Risk-Based Capital, Tier 1 Risk-Based Capital and Total Risk-Based Capital ratios are based on the fully-phased in capital ratios in the Basel III capital regulations plus the 2.50% capital conservation buffer that becomes effective on January 1, 2019.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

Commitments. As a financial services provider, we routinely are a party to various financial instruments with off-balance sheet risks, such as commitments to extend credit and unused lines of credit. While these contractual obligations represent our potential future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans we make. In addition, we enter into commitments to sell mortgage loans.

Contractual Obligations. In the ordinary course of our operations, we enter into certain contractual obligations. Such obligations include operating leases for premises and equipment, agreements with respect to borrowed funds and deposit liabilities and agreements with respect to investments. Except for an increase of $25.7 million in certificates of deposit and a decrease of $21.5 million in loan commitments between December 31, 2016 and June 30, 2017, there have not been any material changes in contractual obligations and funding needs since December 31, 2016.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

General. Our most significant form of market risk is interest rate risk because, as a financial institution, the majority of our assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Our Board of Directors has established an Asset/Liability Management Committee, which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate, given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors.

Because we have historically operated as a traditional thrift institution, the significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and mortgage-backed securities, which we have funded primarily with deposit accounts, securities sold under agreements to repurchase and Federal Home Loan Bank advances. In addition, there is little demand for adjustable-rate mortgage loans in the Hawaii market area. This has resulted in our being particularly vulnerable to increases in interest rates, as our interest-bearing liabilities mature or reprice more quickly than our interest-earning assets. We sold $16.6 million and $24.1 million of fixed-rate mortgage loans for the six months ended June 30, 2017 and 2016, respectively, to reduce our interest rate risk.

Our policies do not permit hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage-backed securities.

Economic Value of Equity. We use an interest rate sensitivity analysis that computes changes in the economic value of equity (EVE) of our cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. EVE represents the market value of portfolio equity and is equal to the present value of assets minus the present value of liabilities, with adjustments made for off-balance sheet items. This analysis assesses the risk of loss in market-risk-sensitive instruments in the event of an instantaneous and sustained 100 to 400 basis point increase or a 100 basis point decrease in market interest rates with no effect given to any steps that we might take to counter the effect of that interest rate movement. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the “Change in Interest Rates” column below. Given the current relatively low level of market interest rates, an EVE calculation for an interest rate decrease of greater than 100 basis points has not been prepared.

Table of Contents

The following table presents our internal calculations of the estimated changes in our EVE as of March 31, 2017 (the latest date for which we have available information) that would result from the designated instantaneous changes in the interest rate yield curve.

Change in Interest Rates (bp) (1)	Estimated EVE (2)	Estimated Increase (Decrease) in EVE	Percentage Change in EVE	EVE Ratio as a Percent of Present Value of Assets (3)(4)	Increase (Decrease) in EVE Ratio as a Percent of Present Value of Assets (3)(4)
(Dollars in thousands)					
+400	$ 180,695	$ (67,107)	(27.08) %	11.46 %	(1.43) %
+300	$ 203,608	$ (44,194)	(17.83) %	12.26 %	(0.63) %
+200	$ 226,516	$ (21,286)	(8.59) %	12.95 %	0.06 %
+100	$ 244,893	$ (2,909)	(1.17) %	13.31 %	0.42 %
0	$ 247,802	$ —	— %	12.89 %	— %
-100	$ 221,830	$ (25,972)	(10.48) %	11.18 %	(1.71) %

(1) Assumes an instantaneous uniform change in interest rates at all maturities.
(2) EVE is the difference between the present value of an institution's assets and liabilities.
(3) Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.
(4) EVE Ratio represents EVE divided by the present value of assets.

Interest rates on Freddie Mac mortgage-backed securities have declined by eight basis points between March 31, 2017 and June 30, 2017. The decrease in interest rates has not likely had a material effect on estimated EVE.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in EVE. Modeling changes in EVE requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the EVE table presented assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the EVE table provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our EVE and net interest income and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of June 30, 2017. Based on that evaluation, the Company's management, including the Chairman of the Board, President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended June 30, 2017, 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.

Table of Contents

PART II

ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are subject to various legal actions that are considered ordinary, routine litigation incidental to the business of the Company, and no claim for money damages exceeds ten percent of the Company's consolidated assets. In the opinion of management, based on currently available information, the resolution of these legal actions is not expected to have a material adverse effect on the Company's results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors as disclosed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the period ended December 31, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not applicable.

(b) Not applicable.

(c) Stock Repurchases. The following table sets forth information in connection with repurchases of our shares of common stock during the three months ended June 30, 2017:

	Average Price	Total Number of Shares Purchased as Part of Publicly	Maximum Number of Shares That May Yet be Purchased Under

Period	Total Number of Shares Purchased (1)	Paid per Share	Announced Plans or Programs	the Plans or Programs (2)
April 1, 2017 through April 30, 2017	30,728	$ 31.59	—	217,300
May 1, 2017 through May 31, 2017	—	—	—	217,300
June 1, 2017 through June 30, 2017	—	—	—	217,300
Total	30,728	$ 31.59	—	217,300

(1) Includes shares repurchased by the Company to pay the exercise price in connection with stock swap or net settlement transactions related to the exercise of stock options.
(2) On or about March 7, 2016, our Board of Directors authorized the repurchase of up to 275,000 shares of our common stock. We have entered into a Rule 10b5-1 plan with respect to our stock repurchase plan. The repurchase plan has no expiration date.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits required by Item 601 of Regulation S-K are included with this Form 10-Q and are listed on the “Index to Exhibits” immediately following the Signatures.

Table of Contents

SIGNATURES

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

	TERRITORIAL BANCORP INC. (Registrant)
Date: August 8, 2017	/s/ Allan S. Kitagawa Allan S. Kitagawa Chairman of the Board, President and Chief Executive Officer
Date: August 8, 2017	/s/ Melvin M. Miyamoto Melvin M. Miyamoto Senior Vice President and Chief Financial Officer

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description	
10.1	Territorial Bancorp Inc. 2010 Equity Incentive Plan, as amended and restated (incorporated by reference to Appendix A to the proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 24, 2017 (File No. 001-34403))	
10.2	Territorial Bancorp Inc. Annual Incentive Plan, as amended (incorporated by reference to Appendix B to the proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 24, 2017 (File No. 001-34403))	
10.3	Form of Restricted Stock Unit Award Agreement (performance-based vesting) (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on June 14, 2017 (File No. 333-218723))	
10.4	Form of Restricted Stock Unit Award Agreement (time-based vesting) (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-8, filed with the Securities and Exchange Commission on June 14, 2017 (File No. 333-218723))	
31.1	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).	
31.2	Certification of Melvin M. Miyamoto, Senior Vice President and Chief Financial Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).	
32	Certification of Allan S. Kitagawa, Chairman of the Board, President and Chief Executive Officer, and Melvin M. Miyamoto, Senior Vice President and Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
101	The following materials from Territorial Bancorp, Inc's Form 10-Q report for the quarter ended March 31, 2017, formatted in XBRL pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Stockholders' Equity (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements.	
101.INS	Interactive datafile	XBRL Instance Document
101.SCH	Interactive datafile	XBRL Taxonomy Extension Schema Document
101.CAL	Interactive datafile	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Interactive datafile	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Interactive datafile	XBRL Taxonomy Extension Label Linkbase
101.PRE	Interactive datafile	XBRL Taxonomy Extension Presentation Linkbase Document

46