

Section 1: 10-Q (10-Q)

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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, 2019

OR

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

For the transition period from _____ to _____

Commission File No. 001-38778

1895 Bancorp of Wisconsin, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Federal
(State or Other Jurisdiction of
Incorporation or Organization)

83-3078306
(I.R.S. Employer
Identification No.)

7001 West Edgerton Avenue
Greenfield, Wisconsin
(Address of Principal Executive Offices)

53220
(Zip Code)

(414) 421-8200
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	BCOW	The NASDAQ Stock Market, LLC

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 requirements for the past 90 days. YES NO

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

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

4,876,677 shares of the Registrant's common stock, par value \$0.01 per share, were issued and outstanding as of June 30, 2019.

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1895 Bancorp of Wisconsin, Inc.
Form 10-Q

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EXPLANATORY NOTE

1895 Bancorp of Wisconsin, Inc. (the “Company,” “we” or “our”) was formed in January 2019 to serve as the mid-tier stock holding company for PyraMax Bank, FSB (“PyraMax Bank”) upon the reorganization of PyraMax Bank into the two-tier mutual holding company structure. The reorganization was completed on January 8, 2019. Prior to January 8, 2019, the Company had no assets or liabilities and had not conducted any business activities other than organizational activities. Accordingly, financial information contained in this Quarterly Report on Form 10-Q relates solely to PyraMax Bank for any period prior to January 8, 2019.

The financial information contained in this Quarterly Report on Form 10-Q should be read in conjunction with the audited financial statements, and related notes, of the Company at and for the year ended December 31, 2018 contained in the Company’s Annual Report Form 10-K, as filed with the Securities and Exchange Commission on April 1, 2019.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

1895 BANCORP OF WISCONSIN, INC.

CONSOLIDATED BALANCE SHEETS
(In thousands)

	June 30, 2019 (unaudited)	December 31, 2018
Assets		
Cash and due from banks	\$ 32,044	\$ 7,782
Fed funds sold	4,116	141
Cash and cash equivalents	36,160	7,923
Available for sale securities, stated at fair value	68,465	65,731
Loans held for sale	3,616	771
Loans, net of allowance for loan losses of \$3,187 and \$3,262 respectively	340,431	369,830
Premises and equipment, net	7,578	8,163
Mortgage servicing rights, net	2,263	2,103
Federal Home Loan Bank stock, at cost	913	1,261
Accrued interest receivable	1,120	1,106
Cash value of life insurance	12,887	13,400
Foreclosed assets	134	—
Other assets	9,742	10,811
TOTAL ASSETS	\$ 483,309	\$ 481,099
Liabilities and Stockholders' Equity		
Deposits	398,713	406,137
Advance payments by borrowers for taxes and insurance	9,139	1,240
Federal Home Loan Bank advances	12,642	30,010
Accrued interest payable	575	372
Other liabilities	4,725	5,159
Total liabilities	425,794	442,918
Common stock, \$0.01 par value, 90,000,000 shares authorized, 4,876,677 shares issued as of June 30, 2019	49	—
Additional paid-in capital	19,978	—
Unallocated common stock of Employee Stock Ownership Plan, 172,017 shares as of June 30, 2019	(1,720)	—
Retained earnings	39,284	39,764
Accumulated other comprehensive loss, net of income taxes	(76)	(1,583)
Total stockholders' equity	57,515	38,181
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 483,309	\$ 481,099

See accompanying notes to financial statements.

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1895 BANCORP OF WISCONSIN, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	(unaudited)			
Interest and dividend income:				
Loans, including fees	\$ 3,871	\$ 3,686	\$ 7,859	\$ 7,087
Securities, taxable	400	411	792	905
Other	91	10	156	21
Total interest and dividend income	4,362	4,107	8,807	8,013
Interest expense:				
Interest-bearing deposits	1,274	876	2,454	1,671
Borrowed funds	62	133	185	277
Total interest expense	1,336	1,009	2,639	1,948
Net interest income	3,026	3,098	6,168	6,065
Provision for loan losses	—	—	—	—
Net interest income after provision for loan losses	3,026	3,098	6,168	6,065
Noninterest income:				
Service charges and other fees	223	224	409	415
Loan servicing	366	188	588	332
Net gain (loss) on sale of loans	(214)	217	(90)	437
Net gain on sale of securities	—	46	—	67
Increase in cash surrender value of insurance	101	100	201	199
Death benefit gain	158	—	158	—
Other	18	22	136	33
Total noninterest income	652	797	1,402	1,483
Noninterest expense:				
Salaries and employee benefits	2,303	2,862	4,730	4,949
Foreclosed assets, net	8	—	15	1
Advertising and promotions	44	41	100	53
Data processing	197	153	403	359
Occupancy and equipment	419	404	877	823
FDIC assessment	46	85	139	163
Other	763	1,010	2,088	1,717
Total noninterest expense	3,780	4,555	8,352	8,065
Loss before income taxes	(102)	(660)	(782)	(517)
Income tax benefit	(93)	(207)	(302)	(194)
Net loss	\$ (9)	\$ (453)	\$ (480)	\$ (323)
Earnings per common share				
Basic	\$ (0.00)	\$ N/A	\$ (0.10)	\$ N/A
Diluted	\$ (0.00)	\$ N/A	\$ (0.10)	\$ N/A
Average common shares outstanding				
Basic	4,701	N/A	4,701	N/A
Diluted	4,701	N/A	4,701	N/A

See accompanying notes to financial statements.

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1895 BANCORP OF WISCONSIN, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2019	2018	2019	2018
	(unaudited)			
Net loss	\$ (9)	\$ (453)	\$ (480)	\$ (323)
Other comprehensive income (loss):				
Unrealized holding gains (losses) arising during the period	1,096	(328)	2,065	(1,275)
Reclassification adjustment for gains realized in net income	—	(46)	—	(67)
Other comprehensive income (loss) before tax effect	1,096	(374)	2,065	(1,342)
Tax effect of other comprehensive income (loss) items	296	(101)	558	(361)
Other comprehensive income (loss), net of tax	800	(273)	1,507	(981)
Comprehensive income (loss)	\$ 791	\$ (726)	\$1,027	\$ (1,304)

See accompanying notes to financial statements.

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1895 BANCORP OF WISCONSIN, INC.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands)

	<u>Common stock</u>	<u>Additional paid-in capital</u>	<u>Unallocated common stock of ESOP</u>	<u>Retained earnings</u>	<u>Accumulated other comprehensive loss</u>	<u>Total</u>
Balance as of January 1, 2019	\$ —	\$ —	\$ —	\$ 39,764	\$ (1,583)	\$38,181
Net loss	—	—	—	(480)	—	(480)
Other comprehensive income	—	—	—	—	1,507	1,507
Net proceeds from stock offering (4,876,677 shares issued)	49	19,980	—	—	—	20,029
Purchase of ESOP shares (175,528 shares purchased)	—	—	(1,755)	—	—	(1,755)
ESOP shares committed to be released (3,511 shares)	—	(2)	35	—	—	33
Balance as of June 30, 2019	<u>\$ 49</u>	<u>\$ 19,978</u>	<u>\$ (1,720)</u>	<u>\$ 39,284</u>	<u>\$ (76)</u>	<u>\$57,515</u>

See accompanying notes to financial statements.

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1895 BANCORP OF WISCONSIN, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Six months ended	
	June 30,	
	2019	2018
	(unaudited)	
Cash flows from operating activities:		
Net loss	\$ (480)	\$ (323)
Adjustments to reconcile net loss to net cash from operating activities:		
Net amortization of investment securities	134	188
Depreciation	342	318
Write-down of premises and equipment	—	8
Gain on sale of premises and equipment	(97)	—
Net gain on sale of available for sale securities	—	(67)
Deferred income taxes	152	(194)
Originations of mortgage loans held for sale	(32,126)	(31,127)
Proceeds from sales of mortgage loans held for sale	29,191	30,553
ESOP compensation	33	—
Net gain on sale of mortgage loans held for sale	(142)	(379)
Net loss on bulk sales of mortgage loans	232	—
Gain on death benefit	(158)	—
Net change in cash value of life insurance	(101)	(199)
Changes in operating assets and liabilities:		
Mortgage servicing rights	(160)	107
Accrued interest receivable and other assets	345	(41)
Accrued interest payable and other liabilities	(232)	325
Net cash used in operating activities	<u>(3,067)</u>	<u>(831)</u>
Cash Flows From Investing Activities		
Proceeds from sales of available for sale securities	—	14,392
Maturities, prepayments, and calls of available for sale securities	5,266	4,171
Purchases of available for sale securities	(6,068)	—
Net decrease (increase) in loans	29,265	(36,821)
Net capital receipts (expenditures) for premises and equipment	340	(266)
Proceeds from life insurance policies	772	—
Net decrease (increase) in Federal Home Loan Bank stock	348	(382)
Net cash provided by (used in) investing activities	<u>29,923</u>	<u>(18,906)</u>
Cash Flows From Financing Activities		
Net (decrease) increase in deposits	(7,424)	15,269
Net increase in advance payments by borrowers for taxes and insurance	7,899	6,982
Proceeds from stock offering	20,029	—
Purchase of ESOP shares	(1,755)	—
Principal payments on Federal Home Loan Bank advances	(17,368)	(7,016)
Net cash provided by financing activities	<u>1,381</u>	<u>15,235</u>
Net increase (decrease) in cash and cash equivalents	28,237	(4,502)
Cash and cash equivalents at beginning of period	<u>7,923</u>	<u>12,497</u>
Cash and cash equivalents at end of period	<u>\$ 36,160</u>	<u>\$ 7,995</u>
Supplemental cash flow information:		
Cash paid during the year for interest	\$ 2,436	\$ 1,942
Noncash activities:		
Loans transferred to foreclosed assets	\$ 134	\$ —

See accompanying notes to financial statements.

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1895 BANCORP OF WISCONSIN, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
(in thousands)

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

1895 Bancorp of Wisconsin, Inc. (the “Company”) was formed in January 2019 to serve as the mid-tier stock holding company for PyraMax Bank, FSB (the “Bank”) upon the reorganization of the Bank into the two-tier mutual holding company structure (the “Reorganization”). As of December 31, 2018, the Reorganization had not been completed, and therefore, the Company had no assets or liabilities and had not conducted any business activities other than organizational activities as of and for the year ended December 31, 2018. Accordingly, the financial information contained in these financial statements relates solely to the Bank for periods prior to January 8, 2019.

PyraMax Bank, FSB (the “Bank”) is chartered as a federal savings bank. The Bank operates as a full-service financial institution, providing a full range of financial services, including the granting of commercial, residential, and consumer loans and acceptance of deposits from individual customers and small businesses in the metropolitan Milwaukee, Wisconsin, area. The Bank is subject to competition from other financial and nonfinancial institutions providing financial products. In addition, the Bank is subject to the regulations of certain regulatory agencies and undergoes periodic examination by those regulatory agencies.

On September 5, 2018, the Board of Directors of the Bank adopted a Plan of Reorganization from a Mutual Savings Bank to a Mutual Holding Company and Stock Issuance Plan (the “Plan”). The Plan was approved by the Board of Governors of the Federal Reserve System and by the affirmative vote of a majority of the total votes eligible to be cast by the voting members of the Bank at a special meeting. Pursuant to the Plan, on January 8, 2019, the Bank converted to a stock savings bank and issued all of its outstanding stock to a new holding company, named 1895 Bancorp of Wisconsin, Inc. Pursuant to the Plan, the new holding company sold 2,145,738 shares of common stock (including 175,528 shares to be issued to the Bank’s employee stock ownership plan “ESOP”) at \$10.00 per share, for gross offering proceeds of approximately \$21.5 million in its subscription offering. In addition, on January 8, 2019, 48,767 shares and \$100,000 were contributed to a newly formed charitable foundation, 1895 Bancorp of Wisconsin Community Foundation. 1895 Bancorp of Wisconsin, Inc. was organized as a corporation under the laws of the United States and offered 45% of its common stock to be outstanding to the Bank’s eligible members, the ESOP, a community foundation and certain other persons. 1895 Bancorp of Wisconsin, MHC was organized as a mutual holding company under the laws of the United States and owns 55% of the outstanding common stock of 1895 Bancorp of Wisconsin, Inc.

The accompanying unaudited interim financial statements and the notes thereto have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). In the opinion of management, the accompanying unaudited interim financial statements contain all normal recurring adjustments necessary to present fairly the financial positions results of operations, changes in equity and cash flows for the periods presented.

The accompanying unaudited financial statements and related notes should be read in conjunction with the audited annual financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on April 1, 2019.

In preparing financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet, and reported amounts of revenues and expenses during the reporting period. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the fair values of securities, financial instruments and mortgage servicing rights, and the valuation of deferred income tax assets. Actual results could differ from those estimates.

On April 5, 2012, the *Jumpstart Our Business Startups Act* (the “JOBS Act”) was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies and define an “emerging growth company.” As an emerging growth company, the Company may delay adoption of new or revised financial accounting standards until such date that the standards are required to be adopted by non-issuer companies. If such standards would not apply to non-issuer companies, no deferral would be applicable. The Company intends to take advantage of the benefits of the extended transition periods allowed under the JOBS Act.

Accordingly, the Company’s financial statements may not be comparable to those of public companies that adopt new or revised financial accounting standards as of an earlier date. The effective dates of the following recent accounting standards reflect those that relate to non-issuer companies.

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1895 BANCORP OF WISCONSIN, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
(in thousands)

NOTE 2 – RECENT ACCOUNTING STANDARDS

The Bank recently adopted the following Accounting Standards Updates (“ASU”) issued by the Financial Accounting Standards Board (“FASB”):

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This amendment supersedes and replaces nearly all existing revenue recognition guidance. Under the amended guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Management adopted this new accounting standard beginning with the interim period ended March 31, 2019, with no material impact on the Bank’s financial statements.

ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities*. This ASU applies to all entities that hold financial assets or owe financial liabilities, and is intended to provide more useful information on the recognition, measurement, presentation and disclosure of financial instruments. Among other things, this ASU 1) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; 2) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; 3) eliminates the requirement to disclose the fair values of financial instruments measured at amortized cost for entities that are not public business entities; 4) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair values required to be disclosed for financial instruments measured at amortized cost; 5) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; 6) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and 7) clarifies that an entity should evaluate the need for a valuation allowance on deferred tax assets related to available-for-sale securities in combination with the entity’s other deferred tax assets. Management adopted this new accounting standard beginning with the interim period ended March 31, 2019, with no material impact on the Bank’s financial statements.

The following ASUs have been issued by the FASB and may impact the Bank’s financial statements in future reporting periods:

ASU 2016-13, *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments (Topic 326)*. ASU 2016-13 requires organizations to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2021. Early adoption will be permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. In addition, at their July 17, 2019 meeting, the FASB voted to issue a proposed ASU, which would delay the effective date of this standard to January 1, 2023. Management is currently assessing the impact of adopting ASU 2016-13 on the Bank’s financial statements, as well as the impact of the FASB’s proposed ASU.

ASU 2016-02, *Leases (Topic 842)*. This ASU affects any entity that enters into a lease, and is intended to increase the transparency and comparability of financial reporting. The ASU requires, among other changes, a lessee to recognize on its balance sheet a lease asset and a lease liability for those leases previously classified as operating leases. The lease asset will represent the right to use the underlying asset for the lease term, and the lease liability will represent the discounted value of the required lease payments to the lessor. The ASU will also require entities to disclose key information about leasing arrangements. ASU 2016-02 is effective for interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted. In addition, at their July 17, 2019 meeting, the FASB voted to issue a proposed ASU, which would delay the effective date of this standard by one year. Management is currently evaluating the impact of adopting ASU 2016-02 on the Bank’s financial statements, as well as the impact of the FASB’s proposed ASU.

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1895 BANCORP OF WISCONSIN, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
(in thousands)

NOTE 3 – SECURITIES AVAILABLE-FOR-SALE

The amortized costs and fair values of securities available-for-sale were as follows:

	June 30, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)			
Obligations of states and political subdivisions	\$ 9,421	\$ 67	\$ (20)	\$ 9,468
Government-sponsored mortgage-backed securities	54,169	380	(542)	54,007
Corporate collateralized mortgage obligations	346	7	—	353
Asset-backed securities	2,926	4	(4)	2,926
Certificates of deposit	1,707	5	(1)	1,711
Total	<u>\$ 68,569</u>	<u>\$ 463</u>	<u>\$ (567)</u>	<u>\$68,465</u>

	December 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)			
Obligations of states and political subdivisions	\$ 11,348	\$ 25	\$ (204)	\$11,169
Government-sponsored mortgage-backed securities	52,363	4	(1,992)	50,375
Corporate collateralized mortgage obligations	410	1	(1)	410
Asset-backed securities	3,530	2	(1)	3,531
Certificates of deposit	249	—	(3)	246
Total	<u>\$ 67,900</u>	<u>\$ 32</u>	<u>\$ (2,201)</u>	<u>\$65,731</u>

The amortized costs and fair values of securities available-for-sale, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. In addition, expected maturities will differ from contractual maturities for mortgage-backed securities and asset-backed securities, as the expected repayment terms may be less than the underlying mortgage pool contractual maturities. Therefore, these securities are not included in the maturity categories in the maturity summary below.

	June 30, 2019	
	Amortized Cost	Fair Value
	(in thousands)	
Debt and other securities:		
Due in one year or less	\$ 374	\$ 374
Due after one through 5 years	8,297	8,319
Due after 5 through 10 years	2,457	2,486
Due after 10 years	—	—
Mortgage-related securities	54,515	54,360
Asset-backed securities	2,926	2,926
Total	<u>\$ 68,569</u>	<u>\$68,465</u>

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1895 BANCORP OF WISCONSIN, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
(in thousands)

Gross unrealized losses on securities available-for-sale and the fair values of the related securities, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position were as follows:

	June 30, 2019					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)					
Obligations of states and political subdivisions	\$ —	\$ —	\$ 5,018	\$ (20)	\$ 5,018	\$ (20)
Government-sponsored mortgage-backed securities	1	—	30,112	(542)	30,113	(542)
Asset-backed securities	893	(4)	—	—	893	(4)
Certificates of deposit	249	(1)	249	—	498	(1)
Total	\$ 1,143	\$ (5)	\$ 35,379	\$ (562)	\$ 36,522	\$ (567)

	December 31, 2018					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)					
Obligations of states and political subdivisions	\$ 1,567	\$ (5)	\$ 6,909	\$ (199)	\$ 8,476	\$ (204)
Government-sponsored mortgage-backed securities	29	—	49,549	(1,992)	49,578	(1,992)
Corporate collateralized mortgage obligations	204	—	147	(1)	351	(1)
Asset-backed securities	813	(1)	—	—	813	(1)
Certificates of deposit	—	—	246	(3)	246	(3)
Total	\$ 2,613	\$ (6)	\$ 56,851	\$ (2,195)	\$ 59,464	\$ (2,201)

At June 30, 2019 and December 31, 2018, respectively, the Bank had 33 and 59 debt securities with unrealized losses representing aggregate depreciation of approximately 1.5% and 3.6% from their respective amortized cost bases. These unrealized losses relate principally to changes in interest rates and were not caused by changes in the financial condition of the issuers, the quality of any underlying assets or applicable credit enhancements. In analyzing whether unrealized losses on debt securities are other-than-temporary, management considers whether the securities are issued by a government body or agency, whether a rating agency has downgraded the securities, industry analysts' reports, the financial condition and performance of the issuer and the quality of any underlying assets or credit enhancements. As management has the intent and ability to hold these debt securities to projected recovery, none of these declines are deemed to be other-than-temporary.

The following table provides a summary of the proceeds from sales of securities available-for-sale, as well as gross gains and losses, for the periods presented:

	Three Months ended		Six Months ended	
	June 30,		June 30,	
	2019	2018	2019	2018
	(in thousands)			
Proceeds from sales of securities available-for-sale	\$ —	\$ 4,875	\$ —	\$ 14,392
Gross realized gains	—	46	—	137
Gross realized losses	—	—	—	70

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1895 BANCORP OF WISCONSIN, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
(in thousands)

NOTE 4 – LOANS

Major classifications of loans are summarized as follows:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	(in thousands)	
Commercial:		
Real estate	\$190,173	\$ 191,645
Land development	1,851	2,187
Other	38,546	30,508
Residential real estate:		
First mortgages	73,206	108,084
Construction	3,669	2,097
Consumer:		
Home equity and lines of credit	34,016	36,154
Other	1,763	1,914
Subtotal	<u>343,224</u>	<u>372,589</u>
Net deferred loan costs	394	503
Allowance for loan losses	(3,187)	(3,262)
Loans, net	<u>\$340,431</u>	<u>\$ 369,830</u>

The Bank provides several types of loans to its customers, including commercial, residential, construction and consumer loans. Significant loan concentrations are considered to exist for a financial institution when there are amounts loaned to one borrower or to multiple borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. While the Bank's credit risks are geographically concentrated within the metropolitan Milwaukee, Wisconsin area, there are no concentrations with individual borrowers or groups of related borrowers.

During the normal course of business, the Bank may transfer a portion of a loan as a participation loan to another financial institution in order to manage portfolio risk. In order to be eligible for sales treatment, all cash flows from the loan must be divided proportionately, and rights of each loan holder must have the same priority, the loan holders must have no recourse to the transferor other than standard representations and warranties, and no loan holder can have the right to pledge or exchange the entire loan. As of June 30, 2019 and December 31, 2018, respectively, the Bank had transferred \$60,357 and \$61,328 in participation loans which were eligible for sales treatment to other financial institutions, all of which were being serviced by the Bank.

An analysis of past due loans is presented below:

	<u>June 30, 2019</u>				
	<u>30-89 Days</u> <u>Past Due</u>	<u>90 Days or</u> <u>More Past</u> <u>Due</u>	<u>Total Past</u> <u>Due</u>	<u>Current</u>	<u>Total Loans</u>
	(in thousands)				
Commercial:					
Real estate	\$ —	\$ —	\$ —	\$190,173	\$ 190,173
Land development	—	—	—	1,851	1,851
Other	—	—	—	38,546	38,546
Residential real estate:					
First mortgages	399	491	890	72,316	73,206
Construction	—	—	—	3,669	3,669
Consumer:					
Home equity and lines of credit	42	35	77	33,939	34,016
Other	1	—	1	1,762	1,763
Total	<u>\$ 442</u>	<u>\$ 526</u>	<u>\$ 968</u>	<u>\$342,256</u>	<u>\$ 343,224</u>

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	December 31, 2018				
	30-89 Days Past Due	90 Days or More Past Due	Total Past Due (in thousands)	Current	Total Loans
Commercial:					
Real estate	\$ —	\$ —	\$ —	\$191,645	\$ 191,645
Land development	—	303	303	1,884	2,187
Other	—	—	—	30,508	30,508
Residential real estate:					
First mortgages	1,470	91	1,561	106,523	108,084
Construction	—	—	—	2,097	2,097
Consumer:					
Home equity and lines of credit	215	13	228	35,926	36,154
Other	2	—	2	1,912	1,914
Total	<u>\$ 1,687</u>	<u>\$ 407</u>	<u>\$ 2,094</u>	<u>\$370,495</u>	<u>\$ 372,589</u>

There were no loans 90 days or more past due and accruing interest as of June 30, 2019 or December 31, 2018.

A summary of activity in the allowance for loan losses for the three and six months ended June 30, 2019 and 2018 is presented below:

	<u>Commercial</u>	<u>Residential</u>	<u>Consumer</u>	<u>Total</u>
	(in thousands)			
Three months ended June 30, 2019				
Allowance for loan losses				
Beginning balance	\$ 1,644	\$ 1,213	\$ 569	\$3,426
Provision for loan losses	—	—	—	—
Loans charged-off	(214)	(46)	(4)	(264)
Recoveries	15	5	5	25
Ending balance	<u>\$ 1,445</u>	<u>\$ 1,172</u>	<u>\$ 570</u>	<u>\$3,187</u>
Three months ended June 30, 2018				
Allowance for loan losses				
Beginning balance	\$ 1,372	\$ 1,246	\$ 485	\$3,103
Provision for loan losses	—	—	—	—
Loans charged-off	—	—	(29)	(29)
Recoveries	9	3	6	18
Ending balance	<u>\$ 1,381</u>	<u>\$ 1,249</u>	<u>\$ 462</u>	<u>\$3,092</u>

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	<u>Commercial</u>	<u>Residential</u>	<u>Consumer</u>	<u>Total</u>
	(in thousands)			
Six months ended June 30, 2019				
Allowance for loan losses				
Beginning balance	\$ 1,448	\$ 1,250	\$ 564	\$3,262
Provision for loan losses	—	—	—	—
Loans charged-off	(214)	(83)	(5)	(302)
Recoveries	211	5	11	227
Ending balance	<u>\$ 1,445</u>	<u>\$ 1,172</u>	<u>\$ 570</u>	<u>\$3,187</u>
Six months ended June 30, 2018				
Allowance for loan losses				
Beginning balance	\$ 1,369	\$ 1,246	\$ 478	\$3,093
Provision for loan losses	—	—	—	—
Loans charged-off	—	—	(34)	(34)
Recoveries	12	3	18	33
Ending balance	<u>\$ 1,381</u>	<u>\$ 1,249</u>	<u>\$ 462</u>	<u>\$3,092</u>

A summary of the allowance for loan losses for loans evaluated individually and collectively for impairment is presented below:

	June 30, 2019			
	<u>Commercial</u>	<u>Residential</u>	<u>Consumer</u>	<u>Total</u>
	(in thousands)			
Loans:				
Individually evaluated for impairment	\$ 386	\$ 1,046	\$ 60	\$ 1,492
Collectively evaluated for impairment	230,184	75,829	35,719	341,732
Total loans	<u>\$ 230,570</u>	<u>\$ 76,875</u>	<u>\$ 35,779</u>	<u>\$343,224</u>
Allowance for loan losses:				
Individually evaluated for impairment	\$ —	\$ —	\$ 31	\$ 31
Collectively evaluated for impairment	1,445	1,172	539	3,156
Total allowance for loan losses	<u>\$ 1,445</u>	<u>\$ 1,172</u>	<u>\$ 570</u>	<u>\$ 3,187</u>
December 31, 2018				
	<u>Commercial</u>	<u>Residential</u>	<u>Consumer</u>	<u>Total</u>
	(in thousands)			
Loans:				
Individually evaluated for impairment	\$ 1,165	\$ 1,176	\$ 36	\$ 2,377
Collectively evaluated for impairment	223,175	109,005	38,032	370,212
Total loans	<u>\$ 224,340</u>	<u>\$ 110,181</u>	<u>\$ 38,068</u>	<u>\$372,589</u>
Allowance for loan losses:				
Individually evaluated for impairment	\$ —	\$ 6	\$ 6	\$ 12
Collectively evaluated for impairment	1,448	1,244	558	3,250
Total allowance for loan losses	<u>\$ 1,448</u>	<u>\$ 1,250</u>	<u>\$ 564</u>	<u>\$ 3,262</u>

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The Bank regularly evaluates various attributes of loans to determine the appropriateness of the allowance for loan losses. The credit quality indicators monitored differ depending on the class of loan.

Pass ratings are assigned to loans with adequate collateral and debt service ability such that collectability of the contractual loan payments is highly probable.

Watch and Special Mention ratings are assigned to loans where management has some concern that the collateral or debt service ability may not be adequate, though the collectability of the contractual loan payments is still probable.

Substandard ratings are assigned to loans that do not have adequate collateral and/or debt service ability such that collectability of the contractual loan payments is no longer probable.

A summary of the Bank's internal risk ratings of loans is presented below:

	June 30, 2019			
	<u>Pass</u>	<u>Watch and Special Mention</u>	<u>Substandard</u>	<u>Total</u>
	(in thousands)			
Commercial:				
Real estate	\$184,168	\$ 5,632	\$ 373	\$190,173
Land development	176	1,675	—	1,851
Other	35,142	3,158	246	38,546
Total	<u>\$219,486</u>	<u>\$ 10,465</u>	<u>\$ 619</u>	<u>\$230,570</u>

	December 31, 2018			
	<u>Pass</u>	<u>Watch and Special Mention</u>	<u>Substandard</u>	<u>Total</u>
	(in thousands)			
Commercial:				
Real estate	\$186,303	\$ 4,403	\$ 939	\$191,645
Land development	158	1,726	303	2,187
Other	25,939	4,408	161	30,508
Total	<u>\$212,400</u>	<u>\$ 10,537</u>	<u>\$ 1,403</u>	<u>\$224,340</u>

There were no loans rated Doubtful or Loss as of June 30, 2019 and December 31, 2018.

Residential real estate and consumer loans are generally evaluated based on whether or not loans are performing in accordance with their contractual terms. Information regarding the credit quality indicators most closely monitored for residential real estate and consumer loans is presented below:

	June 30, 2019		
	<u>Performing</u>	<u>Non Performing</u>	<u>Total</u>
	(in thousands)		
Residential real estate:			
First mortgages	\$ 71,902	\$ 1,304	\$ 73,206
Construction	3,669	—	3,669
Consumer:			
Home equity and lines of credit	33,799	217	34,016
Other	1,763	—	1,763
Total	<u>\$ 111,133</u>	<u>\$ 1,521</u>	<u>\$112,654</u>

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	December 31, 2018		
	Performing	Non Performing (in thousands)	Total
Residential real estate:			
First mortgages	\$ 107,018	\$ 1,066	\$108,084
Construction	2,097	—	2,097
Consumer:			
Home equity and lines of credit	35,984	170	36,154
Other	1,914	—	1,914
Total	\$ 147,013	\$ 1,236	\$148,249

Information regarding impaired loans is presented below:

	As of and for the Six Months Ended June 30, 2019				
	Recorded Investment	Unpaid Principal	Reserve	Average Investment	Interest Recognized
(in thousands)					
Impaired loans with reserve:					
Commercial:					
Real estate	\$ —	\$ —	\$ —	\$ —	\$ —
Land development	—	—	—	—	—
Other	—	—	—	—	—
Residential real estate:					
First mortgages	—	—	—	76	—
Construction	—	—	—	—	—
Consumer:					
Home equity and lines of credit	31	31	31	10	—
Other	—	—	—	—	—
Total impaired loans with reserve	31	31	31	86	—
Impaired loans with no reserve:					
Commercial:					
Real estate	140	140	NA	585	15
Land development	—	—	NA	253	—
Other	246	254	NA	210	6
Residential real estate:					
First mortgages	1,046	1,362	NA	1,060	9
Construction	—	—	NA	—	—
Consumer:					
Home equity and lines of credit	29	56	NA	30	—
Other	—	—	NA	—	—
Total impaired loans with no reserve	1,461	1,812	NA	2,138	30
Total impaired loans	\$ 1,492	\$ 1,843	\$ 31	\$ 2,224	\$ 30

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	As of and for the Year Ended December 31, 2018				
	<u>Recorded Investment</u>	<u>Unpaid Principal</u>	<u>Reserve</u> (in thousands)	<u>Average Investment</u>	<u>Interest Recognized</u>
Impaired loans with reserve:					
Commercial:					
Real estate	\$ —	\$ —	\$ —	\$ —	\$ —
Land development	—	—	—	—	—
Other	—	—	—	—	—
Residential real estate:					
First mortgages	91	91	6	154	3
Construction	—	—	—	—	—
Consumer:					
Home equity and lines of credit	6	6	6	124	—
Other	—	—	—	—	—
Total impaired loans with reserve	<u>97</u>	<u>97</u>	<u>12</u>	<u>278</u>	<u>3</u>
Impaired loans with no reserve:					
Commercial:					
Real estate	701	701	NA	658	40
Land development	303	303	NA	303	—
Other	161	161	NA	46	2
Residential real estate:					
First mortgages	1,085	1,375	NA	1,235	25
Construction	—	—	NA	—	—
Consumer:					
Home equity and lines of credit	30	56	NA	32	—
Other	—	—	NA	—	—
Total impaired loans with no reserve	<u>2,280</u>	<u>2,596</u>	<u>NA</u>	<u>2,274</u>	<u>67</u>
Total impaired loans	<u>\$ 2,377</u>	<u>\$ 2,693</u>	<u>\$ 12</u>	<u>\$ 2,552</u>	<u>\$ 70</u>

Management regularly monitors impaired loan relationships. In the event facts and circumstances change, additional reserves may be necessary.

There were no additional funds committed to impaired loans as of June 30, 2019 and December 31, 2018.

Nonperforming loans are as follows:

	<u>June 30, 2019</u>	<u>December 31, 2018</u>
	(in thousands)	
Nonaccrual loans, other than troubled debt restructurings	\$ 908	\$ 906
Nonaccrual loans, troubled debt restructurings	622	649
Total nonperforming loans (NPLs)	<u>\$ 1,530</u>	<u>\$ 1,555</u>
Restructured loans, accruing	<u>\$ 453</u>	<u>\$ 459</u>

There were no loans modified as troubled debt restructurings during the three and six months ended June 30, 2019 and 2018.

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The Bank considers a troubled debt restructuring in default if it becomes past due more than 90 days. There were no troubled debt restructurings within the past twelve months for which there was a default during the three and six months ended June 30, 2019 and 2018.

Information on non-accrual loans is presented below:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
(in thousands)		
Commercial:		
Real estate	\$ —	\$ —
Land development	—	303
Other	9	16
Residential real estate:		
First mortgages	1,304	1,066
Construction	—	—
Consumer:		
Home equity and lines of credit	217	170
Other	—	—
Total non-accrual loans	<u>\$ 1,530</u>	<u>\$ 1,555</u>
Total non-accrual loans to total loans	0.45%	0.42%
Total non-accrual loans to total assets	0.32%	0.32%

NOTE 5 – FORECLOSED ASSETS

Foreclosed assets are summarized as follows:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
(in thousands)		
Commercial:		
Real estate	\$ —	\$ —
Land development	—	—
Other	90	—
Residential real estate:		
First mortgages	44	—
Construction	—	—
Consumer:		
Home equity and lines of credit	—	—
Other	—	—
Total foreclosed assets	<u>\$ 134</u>	<u>\$ —</u>

There was no valuation allowance on foreclosed assets as of June 30, 2019.

A summary of the Bank's foreclosed assets is presented below.

	<u>Six Months Ended June 30,</u>	
	<u>2019</u>	<u>2018</u>
(in thousands)		
Foreclosed assets, beginning of period	\$ —	\$ —
Loans receivable transferred	134	—
Sales, net of gain/loss	—	—
Write downs	—	—
Other	—	—
Foreclosed assets, end of period	<u>\$ 134</u>	<u>\$ —</u>

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No loans were in the process of foreclosure as of June 30, 2019 and December 31, 2018. There was no foreclosure activity during the first three months of 2019 and 2018.

NOTE 6 – MORTGAGE SERVICING RIGHTS

Loans serviced for others are not included in the balance sheets. The unpaid principal balance of mortgage loans serviced for others was \$348,945 and \$332,515 as of June 30, 2019 and December 31, 2018, respectively.

A summary of activity in the Bank's mortgage servicing rights is presented below:

	<u>Three Months Ended June 30,</u>		<u>Three Months Ended June 30,</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
	(dollars in thousands)			
Mortgage servicing rights beginning balance	\$ 2,117	\$ 2,189	\$ 2,103	\$ 2,270
Additions	250	49	329	81
Amortization	(104)	(75)	(169)	(188)
Mortgage servicing rights ending balance	\$ 2,263	\$ 2,163	\$ 2,263	\$ 2,163
Fair value at beginning of period	\$ 3,386	\$ 3,109	\$ 3,371	\$ 3,158
Fair value at end of period	\$ 2,891	\$ 3,008	\$ 2,891	\$ 3,008

The estimated fair value of mortgage servicing rights was determined using a valuation model that calculates the present value of expected future servicing and ancillary income, net of expected servicing costs. The model incorporates various assumptions such as discount rates, prepayment speeds and ancillary income and servicing costs. At June 30, 2019, the model used discount rates ranging from 10% to 13.5%, and prepayment speeds ranging from 9.5% to 42.8%, respectively, both of which were based on market data from independent organizations.

The following table summarizes the estimated future amortization expense for mortgage servicing rights for the periods indicated. The projections of amortization expense are based on existing asset balances as of June 30, 2019. The actual amortization expense the Bank recognizes in any given period may vary significantly depending on changes in interest rates, market conditions and regulatory requirements.

Estimated future amortization as of June 30, 2019:	<u>(in thousands)</u>
2019	\$ 478
2020	449
2021	418
2022	389
2023	356
Thereafter	173
Total	<u>\$ 2,263</u>

NOTE 7 – DEPOSITS

The composition of deposits is summarized below:

	<u>June 30,</u>	<u>December 31,</u>
	<u>2019</u>	<u>2018</u>
	(in thousands)	
Non-interest bearing checking	\$ 58,362	\$ 85,988
Interest bearing checking	25,480	25,556
Money market	69,132	59,071
Statement savings	51,162	53,245
Certificates of deposit	194,577	182,277
Total	<u>\$398,713</u>	<u>\$ 406,137</u>

The Bank held \$18,549 and \$12,787 in certificates of deposit which met or exceeded the FDIC insurance limit of \$250 as of June 30, 2019 and December 31, 2018, respectively.

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The scheduled maturities of certificates of deposit are presented below:

	June 30, 2019
	(in thousands)
2019	\$ 76,608
2020	101,065
2021	14,358
2022	1,606
2023	607
Thereafter	333
Total	<u>\$ 194,577</u>

NOTE 8 – FEDERAL HOME LOAN BANK ADVANCES

Federal Home Loan Bank advances consist of the following:

	June 30, 2019		December 31, 2018	
	Rate	Amount	Rate	Amount
	(dollars in thousands)			
Open line of credit	—%	\$ —	2.61%	\$ 5,350
Fixed rate, fixed term advances	1.41% to 1.50%	12,000	1.13% to 1.50%	24,000
Advance structured note, payments due monthly, maturing February 2030	7.47%	642	7.47%	660
Total		<u>\$ 12,642</u>		<u>\$ 30,010</u>

The scheduled maturities of Federal Home Loan Bank advances are presented below:

	June 30, 2019	
	Weighted Average Rate	Amount
	(dollars in thousands)	
2019	1.53%	\$ 5,038
2020	7.47%	41
2021	1.45%	7,044
2022	7.47%	47
2023	7.47%	51
Thereafter	7.47%	421
Total		<u>\$ 12,642</u>

Actual maturities may differ from scheduled maturities due to call options on various Federal Home Loan Bank advances.

The Bank maintains a master contract agreement with the Federal Home Loan Bank, which provides for borrowing up to the lesser of 22.22 times the value of the Federal Home Loan Bank stock owned, a determined percentage of the book value of the Bank's qualifying real estate loans, or a determined percentage of the Bank's assets. The Federal Home Loan Bank provides both fixed and floating rate advances. Floating rates are tied to short-term market rates of interest such as the London InterBank Offered Rate, federal funds or Treasury bill rates. Federal Home Loan Bank advances are subject to a prepayment penalty if they are repaid prior to maturity. The Bank has pledged approximately \$150,505 and \$151,708 of qualifying loans as collateral for Federal Home Loan Bank advances as of June 30, 2019 and December 31, 2018, respectively. Federal Home Loan Bank advances are also secured by approximately \$913 and \$1,261 of Federal Home Loan Bank stock held by the Bank as of June 30, 2019 and December 31, 2018, respectively. The Bank's available and unused portion of this borrowing agreement totaled \$0 and \$800 as of June 30, 2019 and December 31, 2018, respectively.

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NOTE 9 – EMPLOYEE BENEFIT PLANS

The Bank sponsors a 401(k) profit sharing covering substantially all employees certain age and minimum service requirements. The Bank may then match a discretionary percentage of each eligible participant's contribution. Matching contributions were \$85 and \$74 for the three months ended June 30, 2019 and 2018, respectively, and \$174 and \$159 for the six months ended June 30, 2019 and 2018, respectively.

NOTE 10 – INCOME TAXES

Deferred tax assets are deferred tax consequences attributable to deductible temporary differences and carryforwards. After the deferred tax asset has been measured using the applicable enacted tax rate and provisions of the enacted tax law, it is then necessary to assess the need for a valuation allowance. A valuation allowance is needed when, based on the weight of the available evidence, it is more likely than not that some portion of the deferred asset will not be realized. As required by generally accepted accounting principles, available evidence is weighted heavily on cumulative losses, with less weight placed on future projected profitability. Realization of the deferred tax asset is dependent on whether there will be sufficient future taxable income of the appropriate character in the period during which deductible temporary differences reverse or within the carryforward periods available under tax law.

Income tax benefit was \$93 and \$207 for the three months ended June 30, 2019 and 2018, respectively, and \$302 and \$194 for the six months ended June 30, 2019 and 2018, respectively.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Bank may be involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the Bank's financial statements. No material legal proceedings existed at June 30, 2019.

In the normal course of business, the Bank is party to financial instruments with off-balance-sheet risk to meet the financing needs of its customers. These instruments include commitments to extend credit and commitments to sell loans. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized on the balance sheets.

The Bank's exposure to credit losses is represented by the contractual, or notional, amount of these commitments. The Bank follows the same credit policies in making commitments as it does for on-balance-sheet instruments. As some of the commitments are expected to expire without being drawn upon, and some of the commitments may not be drawn upon to the total extent of the commitment, the notional amount of these commitments does not necessarily represent future cash requirements of the Bank.

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The contractual amounts of off-balance-sheet credit-related financial instruments are summarized below:

	June 30, 2019		
	<u>Fixed Rate</u>	<u>Variable Rate</u> (in thousands)	<u>Total</u>
Commitments to extend credit	\$ 23,004	\$ 39,058	\$62,062
Standby letters of credit	—	23	23
Credit enhancement under the FHLB of Chicago Mortgage Partnership Finance Program	725	—	725
Commitments to sell loans	16,660	—	16,660
Overdraft protection program commitments	3,811	—	3,811
Total	<u>\$ 44,200</u>	<u>\$ 39,081</u>	<u>\$83,281</u>

	December 31, 2018		
	<u>Fixed Rate</u>	<u>Variable Rate</u> (in thousands)	<u>Total</u>
Commitments to extend credit	\$ 19,255	\$ 37,258	\$56,513
Standby letters of credit	—	33	33
Credit enhancement under the FHLB of Chicago Mortgage Partnership Finance Program	612	—	612
Commitments to sell loans	6,617	—	6,617
Overdraft protection program commitments	3,894	—	3,894
Total	<u>\$ 30,378</u>	<u>\$ 37,291</u>	<u>\$67,669</u>

Commitments to extend credit and commitments to sell loans are agreements to lend to a customer at fixed or variable rates, as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The amount of collateral obtained upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but may include accounts receivable; inventory; property, plant and equipment; real estate; and stocks and bonds.

Standby letters of credit are conditional lending commitments issued by the Bank to guarantee the performance of a customer to a third party. Generally, all standby letters of credit have expiration dates within one year. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral supporting these commitments. Standby letters of credit are not reflected in the financial statements, since recording the fair value of these guarantees would not have a significant impact on the financial statements.

The Bank participates in the Federal Home Loan Bank of Chicago Mortgage Partnership Finance Program (the "Program"). In addition to entering into forward commitments to sell mortgage loans to a secondary market agency, the Bank enters into firm commitments to deliver loans to the Federal Home Loan Bank of Chicago through the Program. Under the Program, loans are funded by the Federal Home Loan Bank of Chicago, and the Bank receives an agency fee reported as a component of gain on sale of loans. The Bank had \$3,806 and \$1,882 of commitments to deliver loans through the Program as of June 30, 2019 and December 31, 2018, respectively. Once delivered to the Program, the Bank provides a contractually agreed-upon credit enhancement and performs servicing of the loans. Under the credit enhancement, the Bank is liable for losses on loans delivered through the Program after application of any mortgage insurance and a contractually agreed-upon credit enhancement provided by the Program, subject to an agreed-upon maximum. The Bank receives a fee for this credit enhancement. The Bank records a liability for expected losses in excess of anticipated credit enhancement fees. As of June 30, 2019 and December 31, 2018, the Bank had no liability outstanding related to the Program.

Unfunded commitments under overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit may or may not require collateral and may or may not contain a specific maturity date.

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NOTE 12 – EMPLOYEE STOCK OWNERSHIP PLAN

The Bank established a tax qualified Employee Stock Ownership Plan (“ESOP”) for the benefit of its employees in conjunction with the Reorganization, effective January 1, 2019. Eligible employees become 20% vested in their accounts after 1 year of service, 40% vested after 2 years of service, 60% vested after 3 years of service, 80% vested after 4 years of service, and 100% vested after 5 or more years of service, or earlier, upon death, disability or attainment of normal retirement age.

The ESOP purchased 175,528 shares of the Company’s common stock, which was funded by a loan from the Company. Unreleased ESOP shares collateralize the loan payable, and the cost of the shares is recorded as contra-equity account in the stockholders’ equity of the Company. Shares are to be released as debt payments are made by the ESOP to the loan. The ESOP’s sources of repayment of the loan can included dividends, if any, on the unallocated stock held by the ESOP, and discretionary contributions from the Company to the ESOP and earnings thereon.

Compensation expense for the ESOP is recorded at an amount equal to the shares allocated by the ESOP multiplied by the average fair market value of the shares during the period. The Company recognizes compensation expense ratably over the year based upon the Company’s estimate of the number of shares expected to be allocated by the ESOP. Unearned compensation applicable to the ESOP is reflected as a reduction of stockholders’ equity in the consolidated balance sheet. The difference between the average fair market value and the cost of the shares allocated by the ESOP is recorded as an adjustment to stockholders’ equity. The Company recognized \$17 and \$33 in compensation expense for the three and six months ended June 30, 2019, respectively.

The following table provides the allocated and unallocated shares of common stock associated with the ESOP.

	<u>June 30,</u> <u>2019</u> <u>(dollars in</u> <u>thousands)</u>
Shares committed to be released	3,511
Total unallocated shares	<u>172,017</u>
Total ESOP shares	<u>175,528</u>
Fair value of unallocated shares	\$ 1,612

The fair value of the unallocated shares is based on a per share price of \$9.37 on June 30, 2019.

NOTE 13 – RELATED PARTY TRANSACTIONS

A summary of loans to directors, executive officers, and their affiliates follows:

	<u>June 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	<u>(in thousands)</u>	
Beginning balance	\$ 1,289	\$ 1,477
New loans	340	62
Repayments	<u>(250)</u>	<u>(250)</u>
Ending balance	<u>\$ 1,379</u>	<u>\$ 1,289</u>

Deposits from directors, executive officers, and their affiliates totaled \$1,242 and \$938 at June 30, 2019 and December 31, 2018, respectively.

The Bank utilizes the services of law firms in which certain of the Bank’s directors are partners. Fees paid to the firms for these services were \$9 and \$8 during the three months ended June 30, 2019 and 2018, respectively, and \$21 and \$21 six months ended June 30, 2019 and 2018, respectively.

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NOTE 14 – FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurements and Disclosures* defines fair values, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This accounting standard applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements. The standard also emphasizes that fair value (i.e., the price that would be received in an orderly transaction that is not a forced liquidation or distressed sale at the measurement date), among other things, is based on exit price versus entry price, should include assumptions about risk such as nonperformance risk in liability fair values, and is a market-based measurement, not an entity-specific measurement. When considering the assumptions that market participants would use in pricing an asset or liability, this accounting standard establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

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The fair value hierarchy prioritizes inputs used to measure fair value into three broad levels.

Level 1 inputs – In general, fair values determined by Level 1 inputs use quoted market prices in active markets for identical assets or liabilities that we have the ability to access.

Level 2 inputs – Fair values determined by Level 2 inputs use inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets where there are few transactions and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs – Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Bank's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Some assets and liabilities, such as securities available-for-sale, are measured at fair value on a recurring basis under accounting principles generally accepted in the United States. Other assets and liabilities, such as impaired loans, may be measured at fair value on a nonrecurring basis.

Following is a description of the Bank's valuation methodology and significant inputs used for each asset and liability measured at fair value on a recurring or nonrecurring basis.

Securities available-for-sale – Securities available-for-sale may be classified as Level 1 or Level 2 measurements within the fair value hierarchy. Level 1 securities include equity securities traded on a national exchange. The fair value measurements of Level 1 securities are based on the quoted market price of those securities. Level 2 securities include U.S. government and agency securities, obligations of states and political subdivisions, corporate debt securities and mortgage-related securities. The fair value measurements of Level 2 securities are obtained from independent pricing services and are based on recent sales of similar securities and other observable market data.

Impaired loans – Loans are not measured at fair value on a recurring basis. However, loans determined to be impaired may be measured at fair value on a nonrecurring basis. The fair value measurements of collateral-dependent impaired loans are based on the fair values of the underlying collateral. Independent appraisals are obtained to determine the fair values of underlying collateral, and generally utilize one or more valuation methodologies, typically includes comparable sales and income approaches. Management routinely evaluates the fair value measurements of independent appraisers and adjusts those valuations based on differences noted between actual selling prices of collateral and the most recently appraised value. Such adjustments are usually significant, which results in a Level 3 classification. All other impaired loan measurements are based on the present value of expected future cash flows discounted at the applicable effective interest rate and are not considered fair value measurements.

Foreclosed assets – On a non-recurring basis, foreclosed assets are recorded in our consolidated balance sheets at the lower of cost or fair value. Fair value is determined based on third party appraisals and, if less than the carrying value of the foreclosed loan, the carrying value of foreclosed assets are adjusted to fair value. Appraised values are adjusted to consider disposition costs, and also to take into consideration the age of the most recent appraisal. Given the significance of adjustments made to appraised values necessary to estimate the fair value of the foreclosed assets, these items are classified as Level 3 measurements.

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(in thousands)

Assets measured at fair value on a recurring basis are summarized below, along with the level of the fair value hierarchy of the inputs utilized to determine such fair value.

	<u>June 30, 2019</u>	<u>Recurring Fair Value Measurements Using</u>		
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(in thousands)			
Securities available-for-sale:				
Obligations of states and political subdivisions	\$ 9,468	\$ —	\$ 9,468	\$ —
Government-sponsored mortgage-backed securities	54,007	—	54,007	—
Corporate collateralized mortgage obligations	353	—	353	—
Asset-backed securities	2,926	—	2,926	—
Certificates of deposit	1,711	—	1,711	—
Total	<u>\$ 68,465</u>	<u>\$ —</u>	<u>\$68,465</u>	<u>\$ —</u>

	<u>December 31, 2018</u>	<u>Recurring Fair Value Measurements Using</u>		
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(in thousands)			
Securities available-for-sale:				
Obligations of states and political subdivisions	\$ 11,169	\$ —	\$11,169	\$ —
Government-sponsored mortgage-backed securities	50,375	—	50,375	—
Corporate collateralized mortgage obligations	410	—	410	—
Asset-backed securities	3,531	—	3,531	—
Certificates of deposit	246	—	246	—
Total	<u>\$ 65,731</u>	<u>\$ —</u>	<u>\$65,731</u>	<u>\$ —</u>

Assets measured at fair value on a nonrecurring basis are summarized below, along with the level of the fair value hierarchy of the inputs utilized to determine such fair value.

	<u>June 30, 2019</u>	<u>Nonrecurring Fair Value Measurements Using</u>		
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(in thousands)			
Loans	\$ —	\$ —	\$ —	\$ —
Foreclosed assets	134	—	—	134
Total	<u>\$ 134</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 134</u>

	<u>December 31, 2018</u>	<u>Nonrecurring Fair Value Measurements Using</u>		
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(in thousands)			
Loans	\$ 85	\$ —	\$ —	\$ 85

Loans with a carrying amount of \$31 and \$97, respectively, were considered impaired and written down to their estimated fair value of \$0 and \$85 as of June 30, 2019 and December 31, 2018, respectively. As a result, the Bank recognized a specific valuation allowance against these impaired loans totaling \$31 and \$12 as of June 30, 2019 and December 31, 2018, respectively. Loans with a carrying value of \$394 were transferred to foreclosed assets and written down to their estimated fair value of \$134 as of June 30, 2019. As a result, the Bank recognized a charge-off in the amount of \$260 for these loans at the time of transfer to foreclosed assets. There were no foreclosed assets as of December 31, 2018.

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(in thousands)

The following table presents quantitative information about nonrecurring Level 3 fair value measurements:

June 30, 2019				
	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Significant Unobservable Input(s)</u>	<u>Range/ Weighted Average</u>
(dollars in thousands)				
Impaired loans	\$ —	Market and/or income approach	Management discount to appraised rates	10-20%
Foreclosed assets	\$ 134	Market and/or income approach	Management discount to appraised rates	10-20%

December 31, 2018				
	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Significant Unobservable Input(s)</u>	<u>Range/ Weighted Average</u>
(dollars in thousands)				
Impaired loans	\$ 85	Market and/or income approach	Management discount to appraised rates	10-20%

The carrying values and estimated fair values of financial instruments are presented below:

June 30, 2019				
	<u>Carrying Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
(in thousands)				
Financial assets:				
Cash and cash equivalents	\$ 36,160	\$ 36,160	\$ —	\$ —
Available for sale securities	68,465	—	68,465	—
Loans held for sale	3,616	—	3,616	—
Loans	340,431	—	—	341,341
Accrued interest receivable	1,120	1,120	—	—
Federal Home Loan Bank stock	913	—	—	913
Cash value of life insurance	12,887	—	—	12,887
Financial liabilities:				
Deposits	398,713	210,597	—	194,885
Advance payments by borrowers for taxes and insurance	9,139	9,139	—	—
Federal Home Loan Bank advances	12,642	—	—	12,801
Accrued interest payable	575	575	—	—

December 31, 2018				
	<u>Carrying Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
(in thousands)				
Financial assets:				
Cash and cash equivalents	\$ 7,923	\$ 7,923	\$ —	\$ —
Available for sale securities	65,731	—	65,731	—
Loans held for sale	771	—	771	—
Loans	369,830	—	—	362,233
Accrued interest receivable	1,106	1,106	—	—
Federal Home Loan Bank stock	1,261	—	—	1,261
Cash value of life insurance	13,400	—	—	13,400
Financial liabilities:				
Deposits	406,137	223,860	—	180,703
Advance payments by borrowers for taxes and insurance	1,240	1,240	—	—
Federal Home Loan Bank advances	30,010	—	—	29,499
Accrued interest payable	372	372	—	—

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(in thousands)

The fair value of a financial instrument is the current amount that would be exchanged between market participants, other than in a forced liquidation. Fair value is best determined based on quoted market prices. However, in many instances, there are no quoted market prices for the Bank's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Consequently, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Bank.

Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular instrument. Because no market exists for a significant portion of the Bank's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters that could affect the estimates. Fair value estimates are based on existing on- and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business.

Deposits with no stated maturities are defined as having a fair value equivalent to the amount payable on demand. This prohibits adjusting fair value derived from retaining those deposits for an expected future period of time. This component, commonly referred to as a deposit base intangible, is neither considered in the above amounts, nor is it recorded as an intangible asset on the balance sheets. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

NOTE 15 – EQUITY AND REGULATORY MATTERS

The Bank is subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items, as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about their components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of Common Equity Tier 1, Tier 1 and Total capital to risk-weighted assets, and of Tier 1 capital to average assets. It is management's opinion that the Bank met all applicable capital adequacy requirements as of June 30, 2019 and December 31, 2018.

As of June 30, 2019 and December 31, 2018, the Bank was categorized as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum regulatory capital ratios as set forth in the table below. The Bank's actual and required capital amounts and ratios are presented below:

	June 30, 2019					
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Leverage (Tier 1)	\$ 45,134	9.5%	\$ 19,009	4.0%	\$ 23,762	5.0%
Risk-based:						
Common Tier 1	45,134	12.6%	16,173	4.5%	23,361	6.5%
Tier 1	45,134	12.6%	21,564	6.0%	28,752	8.0%
Total	48,321	13.4%	28,752	8.0%	35,939	10.0%

	December 31, 2018					
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Leverage (Tier 1)	\$ 35,955	7.5%	\$ 19,110	4.0%	\$ 23,887	5.0%
Risk-based:						
Common Tier 1	35,955	10.0%	16,153	4.5%	23,333	6.5%
Tier 1	35,955	10.0%	21,538	6.0%	28,717	8.0%
Total	39,217	10.9%	28,717	8.0%	35,897	10.0%

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NOTE 16 – EARNINGS PER SHARE

Earnings per common share for the three months and six months ended June 30, 2019 are presented in the following table. Earnings per common share for the three months and six months ended June 30, 2018 are not presented as the Company's initial public offering was completed on January 8, 2019.

	Three months ended June 30, 2019	Six months ended June 30, 2019
Net loss	\$ (9)	\$ (480)
Shares outstanding for basic EPS		
Average shares outstanding	4,877	4,877
Less: Average unallocated ESOP shares	176	176
Subtotal	4,701	4,701
Additional dilutive shares	—	—
Shares outstanding for basic and dilutive EPS	4,701	4,701
Basic and diluted loss per share	\$ (0.00)	\$ (0.10)

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

General

Management's discussion and analysis of financial condition and results of operations at June 30, 2019 and for the three months ended June 30, 2019 is intended to assist in understanding the financial condition and results of operations of the Company. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto appearing in Part I, Item 1, of this Quarterly Report on Form 10-Q.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "assume," "plan," "seek," "expect," "will," "may," "should," "indicate," "would," "contemplate," "continue," "target" and words of similar meaning. These 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 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. 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 nationally or in our market areas, that are worse than expected;
- changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses;
- our ability to access cost-effective funding;
- fluctuations in real estate values and both residential and commercial real estate market conditions;
- demand for loans and deposits in our market area;
- our ability to implement and change our business strategies;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins and yields, our mortgage banking revenues, the fair value of financial instruments or our level of loan originations, or increase the level of defaults, losses and prepayments on loans we have made and make;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements, including as a result of Basel III;
- the impact of the Dodd-Frank Act and the implementing regulations;
- changes in the quality or composition of our loan or investment portfolios;
- technological changes that may be more difficult or expensive than expected;
- the inability of third-party providers to perform as expected;
- our ability to manage market risk, credit risk and operational risk in the current economic environment;
- our ability to enter new markets successfully and capitalize on growth opportunities;

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- our ability to successfully integrate into our operations any assets, liabilities, customers, systems and management personnel we may acquire and our ability to realize related revenue synergies and cost savings within expected time frames, and any goodwill charges related thereto;
- 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 or the Public Company Accounting Oversight Board;
- our ability to retain key employees;
- our compensation expense associated with equity allocated or awarded to our employees; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Additional factors that may affect our results are discussed in our Annual Report on Form 10-K under the heading “Risk Factors.”

Critical Accounting Policies

The discussion and analysis of the financial condition and results of operations are based on our financial statements, which are prepared in conformity with generally accepted accounting principles used in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of income and expenses. We consider the accounting policies discussed below to be critical accounting policies. The estimates and assumptions that we use are based on historical experience and various other factors and are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions, resulting in a change that could have a material impact on the carrying value of our assets and liabilities and our results of operations.

The Jumpstart Our Business Startups Act (the “JOBS Act”) contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. As an “emerging growth company” we may delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. We intend to take advantage of the benefits of this extended transition period. Accordingly, our financial statements may not be comparable to companies that comply with such new or revised accounting standards.

The following represent our critical accounting policies:

Allowance for Loan Losses. The allowance for loan losses is the estimated amount considered necessary to cover inherent, but unconfirmed, credit losses in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of our most critical accounting policies.

Management performs a quarterly evaluation of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, delinquency statistics, geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal loan reviews and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change.

The analysis has two components, specific and general allowances. The specific allowance is for unconfirmed losses related to loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral, adjusted for market conditions and selling expenses. If the fair value of the loan is less than the loan’s carrying value, a charge is recorded for the difference. The general allowance, which is for loans reviewed collectively, is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. We also analyze historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations.

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This analysis establishes historical loss percentages and qualitative factors that are applied to the loan groups to determine the amount of the allowance for loan losses necessary for loans that are reviewed collectively. The qualitative component is critical in determining the allowance for loan losses as certain trends may indicate the need for changes to the allowance for loan losses based on factors beyond the historical loss history. Not incorporating a qualitative component could misstate the allowance for loan losses. Actual loan losses may be significantly more than the allowances we have established which could result in a material negative effect on our financial results.

Fair Value. The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Bank estimates the fair value of a financial instrument and any related asset impairment using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. When the financial instruments are not actively traded, other observable market inputs, such as quoted prices of securities with similar characteristics, may be used, if available, to determine fair value. When observable market prices do not exist, the Bank estimates fair value. These estimates are subjective in nature and any imprecision in estimating these factors can impact the amount of gain or loss recorded. A more detailed description of the fair values measured at each level of the fair value hierarchy and the methodology utilized by the Bank can be found in Note 14 of the Notes to Financial Statements.

Comparison of Financial Condition at June 30, 2019 and December 31, 2018

Total Assets. Total assets increased \$2.2 million, or 0.46%, to \$483.3 million at June 30, 2019 from \$481.1 million at December 31, 2018. The change included the sale of \$29.1 million of first mortgage residential real estate loans, whose proceeds contributed to the \$28.2 million increase in cash and cash equivalents. Total assets were also impacted by a \$2.7 million increase in available-for-sale securities driven by a \$2.1 million decrease in unrealized losses, as well as a \$2.8 million increase in loans held for sale driven by increased refinance activity as a result of decreasing interest rates.

Cash and Cash Equivalents. Cash and cash equivalents increased \$28.2 million, or 356.4%, to \$36.1 million at June 30, 2019 from \$7.9 million at December 31, 2018. The increase was due primarily to the completion of the Company's initial stock offering and the sale of \$29.1 million of first mortgage residential real estate loans.

Net Loans. Net loans decreased \$29.4 million, or 7.9%, to \$340.4 million at June 30, 2019 from \$369.8 million at December 31, 2018. The decrease was due primarily to the sale of \$29.1 million of first mortgage residential real estate loans into the secondary market to manage credit and interest rate risk.

Available-for-Sale Securities. Available-for-sale securities increased \$2.7 million, or 4.2%, to \$68.5 million at June 30, 2019 from \$65.7 million at December 31, 2018, due primarily to the \$2.1 million decrease in net unrealized losses due to the falling interest rate environment.

Deposits. Deposits decreased \$7.4 million, or 1.8%, to \$398.7 million at June 30, 2019 from \$406.1 million at December 31, 2018. This decrease was due in part to a reduction in commercial deposits. Our strategy for deposit generation is to use targeted, special duration certificates of deposit and money market accounts which do not have a negative impact on our normal pricing structure for existing accounts.

Borrowings. Borrowings, consisting entirely of Federal Home Loan Bank of Chicago ("FHLB") advances, decreased \$17.4 million, or 57.9%, to \$12.6 million at June 30, 2019 from \$30.0 million at December 31, 2018. This decrease was due to the repayment of outstanding advances upon receipt of proceeds from the Company's initial public offering, and sales of first mortgage residential mortgage loans into the secondary market.

Total Equity. Total equity increased \$19.3 million, or 50.6%, to \$57.5 million at June 30, 2019 from \$38.2 million at December 31, 2018. The increase was due primarily to the issuance of 4.9 million shares of common stock resulting in net proceeds of \$18.2 million, offset by the issuance of 176,000 shares, or \$1.8 million, of unallocated common stock of the ESOP during the six months ended June 30, 2019. The change in total equity was also impacted by a net loss of \$480,000 and other comprehensive income of \$1.5 million for the six months ended June 30, 2019.

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Average Balances and Yields

The following tables present information regarding average balances of assets and liabilities, the total dollar amounts of interest income and dividends from average interest-earning assets, the total dollar amounts of interest expense on average interest-bearing liabilities, and the resulting annualized average yields and costs. The yields and costs for the periods indicated are derived by dividing income or expense by the average balances of assets or liabilities, respectively, for the periods presented. Average balances have been calculated using daily balances. Nonaccrual loans are included in average balances only. Loan fees are included in interest income on loans and are not material.

	Three Months Ended June 30,					
	2019			2018		
	Average Outstanding Balance	Interest and Dividends	Yield/Cost Rate	Average Outstanding Balance	Interest and Dividends	Yield/Cost Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans	\$ 358,380	\$ 3,871	4.33%	\$ 368,860	\$ 3,686	4.01%
Securities available-for-sale	67,217	400	2.39%	70,352	411	2.34%
Other interest-earning assets	17,763	91	2.04%	2,648	10	1.50%
Total interest-earning assets	443,360	4,362	3.95%	441,860	4,107	3.73%
Non-interest-earning assets	32,554			36,160		
Total assets	\$ 477,669			\$ 478,020		
Interest-earning liabilities:						
NOW accounts	\$ 25,006	\$ 12	0.20%	\$ 28,536	\$ 11	0.15%
Money market accounts	63,109	192	1.22%	68,129	109	0.64%
Savings accounts	51,048	17	0.13%	57,430	19	0.13%
Certificates of deposit	202,805	1,053	2.08%	185,013	737	1.60%
Total interest-bearing deposits	341,968	1,274	1.49%	339,108	876	1.04%
Federal Home Loan Bank advances	14,020	62	1.76%	37,932	133	1.40%
Other interest-bearing liabilities	6,859	—	— %	6,631	—	— %
Total interest-bearing liabilities	362,847	1,336	1.48%	383,671	1,009	1.06%
Non-interest-bearing deposits	61,919			53,962		
Other non-interest-bearing liabilities	2,547			2,032		
Total liabilities	427,313			439,665		
Total stockholders' equity	50,356			38,355		
Total liabilities and stockholders' equity	\$ 477,669			\$ 478,020		
Net interest income		\$ 3,026			\$ 3,098	
Net interest-earning assets	\$ 80,513			\$ 58,189		
Interest rate spread ⁽¹⁾			2.47%			2.67%
Net interest margin ⁽²⁾			2.73%			2.80%
Average interest-earning assets to average interest-bearing liabilities	122.19%			115.17%		

(1) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.

(2) Net interest margin represents net interest income divided by average total interest-earning assets.

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	Six Months Ended June 30,					
	2019			2018		
	Average Outstanding Balance	Interest and Dividends	Yield/Cost Rate	Average Outstanding Balance	Interest and Dividends	Yield/Cost Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans	\$ 364,329	\$ 7,859	4.35%	\$ 356,169	\$ 7,087	3.98%
Securities available-for-sale	66,141	792	2.41%	76,285	905	2.37%
Other interest-earning assets	15,014	156	2.09%	2,571	21	1.63%
Total interest-earning assets	445,484	8,807	3.99%	435,025	8,013	3.68%
Non-interest-earning assets	39,923			36,081		
Total assets	\$ 481,577			\$ 471,106		
Interest-earning liabilities:						
NOW accounts	\$ 24,953	\$ 29	0.23%	\$ 28,075	\$ 22	0.16%
Money market accounts	60,113	331	1.11%	62,205	167	0.54%
Savings accounts	50,851	33	0.13%	57,691	36	0.13%
Certificates of deposit	202,115	2,061	2.06%	184,495	1,446	1.57%
Total interest-bearing deposits	338,032	2,454	1.46%	332,466	1,671	1.01%
Federal Home Loan Bank advances	21,845	185	1.70%	40,451	277	1.37%
Other interest-bearing liabilities	5,072	—	— %	5,018	—	— %
Total interest-bearing liabilities	364,949	2,639	1.46%	377,935	1,948	1.03%
Non-interest-bearing deposits	66,242			52,761		
Other non-interest-bearing liabilities	2,664			2,001		
Total liabilities	433,855			432,697		
Total stockholders' equity	47,722			38,409		
Total liabilities and stockholders' equity	\$ 481,577			\$ 471,106		
Net interest income		\$ 6,168			\$ 6,065	
Net interest-earning assets	\$ 80,535			\$ 57,090		
Interest rate spread ⁽¹⁾			2.53%			2.65%
Net interest margin ⁽²⁾			2.77%			2.79%
Average interest-earning assets to average interest-bearing liabilities	122.07%			115.11%		

- (1) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.
- (2) Net interest margin represents net interest income divided by average total interest-earning assets.

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Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in average rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior period average rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately, based on the changes due to rate and the changes due to volume.

	Three Months Ended June 30, 2019 vs. 2018		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
	(Dollars in thousands)		
Interest-earning assets:			
Loans	\$ (100)	285	185
Securities	(19)	8	(11)
Other	76	5	81
Total interest-earning assets	<u>(43)</u>	<u>298</u>	<u>255</u>
Interest-bearing liabilities:			
NOW	1	(2)	(1)
Money market deposits	7	(90)	(83)
Savings	2	—	2
Certificates of deposit	(76)	(240)	(316)
Total interest-bearing deposits	<u>(66)</u>	<u>(332)</u>	<u>(398)</u>
Borrowings	120	(49)	71
Other	—	—	—
Total interest-bearing liabilities	<u>54</u>	<u>(381)</u>	<u>(327)</u>
Change in net interest income	<u>\$ 11</u>	<u>(83)</u>	<u>72</u>

	Six Months Ended June 30, 2019 vs. 2018		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
	(Dollars in thousands)		
Interest-earning assets:			
Loans	\$ 165	607	772
Securities	(122)	9	(113)
Other	128	7	135
Total interest-earning assets	<u>171</u>	<u>623</u>	<u>794</u>
Interest-bearing liabilities:			
NOW	2	(9)	(7)
Money market deposits	5	(169)	(164)
Savings	5	(2)	3
Certificates of deposit	(148)	(467)	(615)
Total interest-bearing deposits	<u>(136)</u>	<u>(647)</u>	<u>(783)</u>
Borrowings	188	(96)	92
Other	—	—	—
Total interest-bearing liabilities	<u>52</u>	<u>(743)</u>	<u>(691)</u>
Change in net interest income	<u>\$ 223</u>	<u>(120)</u>	<u>103</u>

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Comparison of Operating Results for the Three Months Ended June 30, 2019 and 2018

General. We recorded a net loss of \$9,000 for the three months ended June 30, 2019, compared to a net loss of \$453,000 for the three months ended June 30, 2018, a decrease in net loss of \$444,000. The decrease in net loss was primarily due to increases in loan servicing income, a death benefit gain on insurance, and decreases in salaries and employee benefits expenses, as described below.

Interest and Dividend Income. Interest and dividend income increased \$255,000, or 6.2%, to \$4.4 million for the three months ended June 30, 2019 from \$4.1 million for the three months ended June 30, 2018. This increase was due primarily to a 32 basis point increase in rates on outstanding loans, as reflected in the table above.

Interest Expense. Interest expense increased \$327,000, or 32.4%, to \$1.3 million for the three months ended June 30, 2019, from \$1.0 million for the three months ended June 30, 2018, as rates on interest-bearing liabilities increased 42 basis points due to the rising interest rate environment and competitive pressures within the Bank's primary market area.

Net Interest Income. Net interest income decreased \$72,000, or 2.3%, to \$3.0 million for the three months ended June 30, 2019 from \$3.1 million for the three months ended June 30, 2018. The rate for average interest-bearing liabilities increased to 1.48% for the three months ended June 30, 2019, from 1.06% for the three months ended June 30, 2018. This 42 basis point increase in the cost of funds came as the yield on interest-earning assets increased by only 22 basis points, to 3.95% for the three months ended June 30, 2019, from 3.73% for the three months ended June 30, 2018. Our net interest rate spread decreased to 2.47% for the three months ended June 30, 2019, from 2.67% for the three months ended June 30, 2018, and our net interest margin decreased to 2.73% from 2.80%, respectively, over the same periods.

Provision for Loan Losses. We recorded no provision for loan losses for the three months ended June 30, 2019 and 2018, respectively. The allowance for loan losses was \$3.2 million, or 0.9%, of total loans, at June 30, 2019, compared to \$3.1 million, or 0.8% of total loans, at June 30, 2018. Non-performing loans constituted 0.5% of total gross loans at June 30, 2019 and 2018, respectively. Net charge-offs for the three months ended June 30, 2019 were \$239,000 compared to net charge-offs of \$11,000 for the prior year period.

Non-interest Income. Non-interest income decreased \$145,000, or 18.2%, to \$652,000 for the three months ended June 30, 2019 from \$797,000 for the three months ended June 30, 2018. The decrease was due primarily to a \$287,000 loss on the \$20.7 million sale of first mortgage residential real estate loans in the current period.

Non-interest Expense. Non-interest expense decreased \$775,000, or 17.0%, to \$3.8 million for the three months ended June 30, 2019 from \$4.6 million for the three months ended June 30, 2018. The decrease was due primarily to a \$559,000 decrease in salaries and benefits expense, as well as a \$209,000 decrease in professional services expense.

Income Tax Benefit. We recorded an income tax benefit of \$93,000 for the three months ended June 30, 2019, compared to an income tax benefit of \$207,000 for the three months ended June 30, 2018.

Comparison of Operating Results for the Six Months Ended June 30, 2019 and 2018

General. We recorded a net loss of \$480,000 for the six months ended June 30, 2019, compared to a net loss of \$323,000 for the six months ended June 30, 2018, a decrease in earnings of \$157,000. The increase in net loss was primarily due to increases in interest expense and non-interest expense, as described below.

Interest and Dividend Income. Interest and dividend income increased \$794,000, or 9.9%, to \$8.8 million for the six months ended June 30, 2019 from \$8.0 million for the six months ended June 30, 2018. The increase was primarily attributable to an \$889,000, or 20.7% increase in interest earned on commercial loans for the 2019 period.

Interest Expense. Interest expense increased \$691,000, or 35.5%, to \$2.6 million for the six months ended June 30, 2019, from \$1.9 million for the six months ended June 30, 2018, as rates on interest-bearing liabilities increased 43 basis points due to the rising interest rate environment and competitive pressures within the Bank's primary market area.

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Net Interest Income. Net interest income increased \$103,000, or 1.7%, to \$6.2 million for the six months ended June 30, 2019 from \$6.1 million for the six months ended June 30, 2018. Average interest-earning assets increased \$10.5 million, or 2.4%, to \$445.5 million for the 2019 period from \$435.0 million for the 2018 period. The increase was due primarily to an increase in the average balance of loans, and federal funds sold during the period. Our net interest rate spread decreased to 2.53% for the six months ended June 30, 2019 from 2.65%, for the six months ended June 30, 2018, and our net interest margin decreased to 2.77% from 2.79% over the same periods.

Provision for Loan Losses. We recorded no provision for loan losses for the six months ended June 30, 2019 and 2018, respectively. The allowance for loan losses was \$3.2 million, or 0.9%, of total loans, at June 30, 2019, compared to \$3.1 million, or 0.8% of total loans, at June 30, 2018. Non-performing loans constituted 0.5% of total gross loans at June 30, 2019 and 2018. Net charge-offs for the six months ended June 30, 2019 were \$75,000 compared to net charge-offs of \$1,000 for the prior year period.

Non-interest Income. Non-interest income decreased \$81,000, or 5.5%, to \$1.4 million for the six months ended June 30, 2019 from \$1.5 million for the six months ended June 30, 2018. The decrease was due primarily to the net loss of \$232,000 associated with the sale of \$29.1 million of first mortgage residential real estate loans.

Non-interest Expense. Non-interest expense increased \$287,000, or 3.6%, to \$8.4 million for the six months ended June 30, 2019, from \$8.1 million for the six months ended June 30, 2018. The increase was due primarily to \$588,000 in consulting fees incurred in connection with the Reorganization and initial public stock offering, as well as expenses associated with the establishment and funding of our charitable foundation in the 2019 period. These costs were partially offset by decreases in salaries and employee benefits expenses due to our change from being self-insured to utilizing new group medical and dental insurance providers.

Income Tax Expense. We recorded an income tax benefit of \$302,000 for the six months ended June 30, 2019, compared to an income tax benefit of \$194,000 for the six months ended June 30, 2018.

Management of 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 financial condition and results of operations to changes in market interest rates. Our Asset/Liability Committee 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 policy and guidelines approved by our board of directors.

Our asset/liability management strategy attempts to manage the impact of changes in interest rates on net interest income, our primary source of earnings. Among the techniques we use to manage interest rate risk are:

- originating commercial real estate and commercial loans, which tend to have shorter terms and higher interest rates than owner occupied one- to four-family residential real estate loans, and which generate customer relationships that can result in larger non-interest-bearing checking accounts;
- selling substantially all of our conforming and eligible jumbo, longer-term, fixed-rate one- to four-family residential real estate loans and retaining the non-conforming and shorter-term, fixed-rate and adjustable-rate one- to four-family residential real estate loans that we originate, subject to market conditions and periodic review of our asset/liability management needs; and
- reducing our dependence on jumbo and brokered certificates of deposit to support lending and investment activities and increasing our reliance on core deposits, including checking accounts and savings accounts, which are less interest rate sensitive than certificates of deposit.

Our board of directors is responsible for the review and oversight of our executive management team and other essential operational staff which are responsible for our asset/liability analysis. These officers act as an asset/liability committee and are charged with developing and implementing an asset/liability management plan, and they meet at least quarterly to review pricing and liquidity needs and assess our interest rate risk. We currently utilize a third-party modeling program, prepared on a quarterly basis, to evaluate our sensitivity to changing interest rates, 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.

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We do not engage in 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.

The table below sets forth, as of June 30, 2019, the calculation of the estimated changes in our net interest income that would result from the designated immediate changes in the United States Treasury yield curve.

<u>Change in Interest Rates (basis points)⁽¹⁾</u>	<u>Net Interest Income Year 1 Forecast</u> <u>(Dollars in thousands)</u>	<u>Year 1 Change from Level</u>
+400	\$ 10,808	(10.64)%
+300	11,206	(7.34)%
+200	11,597	(4.11)%
+100	11,982	(0.92)%
Level	12,094	— %
-100	12,257	1.34%

(1) Assumes an immediate uniform change in interest rates at all maturities.

Economic Value of Equity. We monitor interest rate risk through the use of a simulation model that estimates the amounts by which the fair value of our assets and liabilities (our economic value of equity or “EVE”) would change in the event of a range of assumed changes in market interest rates. The quarterly reports developed in the simulation model assist us in identifying, measuring, monitoring and controlling interest rate risk to ensure compliance within our policy guidelines.

The table below sets forth, as of June 30, 2019, the estimated changes in our EVE that would result from the designated instantaneous changes in market interest rates. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

<u>Basis Point (“bp”) Change in Interest Rates⁽¹⁾</u>	<u>Estimated EVE⁽²⁾</u>	<u>Estimated Increase (Decrease) in EVE</u>	
		<u>Amount</u> <u>(Dollars in thousands)</u>	<u>Percent</u>
400	\$46,192	\$(15,264)	(24.84)%
300	50,160	(11,296)	(18.38)%
200	54,376	(7,080)	(11.52)%
100	58,768	(2,688)	(4.37)%
—	61,456	—	— %
(100)	63,052	1,596	2.60%

(1) Assumes an instantaneous uniform change in interest rates at all maturities.

(2) EVE is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.

The table above indicates that at June 30, 2019, in the event of a 100-basis point decrease in interest rates, we would have experienced a 2.60% increase in our EVE. In the event of a 200-basis point increase in interest rates at June 30, 2019, we would have experienced an 11.52% decrease in our EVE.

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurement. Modeling changes in EVE require 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 EVE and will differ from actual results.

EVE calculations also may not reflect the fair values of financial instruments. For example, decreases in market interest rates can increase the fair values of our loans, deposits and borrowings.

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Liquidity and Capital Resources

Liquidity describes our ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of our customers and to fund current and planned expenditures. Our primary sources of funds are deposits, principal and interest payments on loans and securities, proceeds from the sale of loans, and proceeds from maturities of securities. We also have the ability to borrow from the FHLB. At June 30, 2019, we had \$12.6 million outstanding in advances from the FHLB. At June 30, 2019, we had no additional FHLB advance availability. Additionally, at June 30, 2019, we had a \$10.0 million federal funds line of credit with the BMO Harris Bank, none of which was drawn at June 30, 2019.

While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions, and competition. Our most liquid assets are cash and cash equivalents and available-for-sale investment securities. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period.

Our cash flows are comprised of three primary classifications: cash flows from operating activities, investing activities, and financing activities. Net cash used in operating activities was \$2.3 million and \$831,000 for the six months ended June 30, 2019 and 2018. Net cash provided by investing activities, which consists primarily of disbursements for loan originations and the purchase of investment securities, offset by principal collections on loans, proceeds from the sale of loans and the sale of securities, and proceeds from maturing securities and pay downs on securities, was \$29.2 million for the six months ended June 30, 2019. Net cash used by investing activities was \$18.9 million for the six months ended June 30, 2018, primarily due to a net increase in loans of \$36.8 million, offset by \$14.4 million in proceeds from sales of available for sale securities. Net cash provided by financing activities, consisting primarily of activity in deposit accounts and FHLB advances, as well as the Company's initial public offering, was \$1.4 million for the six months ended June 30, 2019, as \$18.3 million in net proceeds from the Company's initial public offering were offset by \$17.4 million of payments of outstanding FHLB advances. Net cash provided by financing activities was \$15.2 million for the six months ended June 30, 2018, primarily due to a \$15.3 million increase in deposits.

We are committed to maintaining a strong liquidity position. We monitor our liquidity position on a daily basis. We anticipate that we will have sufficient funds to meet our current funding commitments based on our current strategy to increase core deposits, along with the continued use of FHLB advances as well as brokered certificates of deposit as needed, to fund loan growth.

At June 30, 2019, we exceeded all of our regulatory capital requirements with a Tier 1 leverage capital level of \$45.1 million, or 9.5% of adjusted total assets, which is above the well-capitalized required level of \$23.8 million, or 5.0%, and total risk-based capital of \$48.3 million, or 13.4% of risk-weighted assets, which is above the well-capitalized required level of \$35.9 million, or 10.0%. Management is not aware of any conditions or events since the most recent notification that would change our category. For additional information, see Note 15 of the Notes to Financial Statements.

	June 30, 2019					
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Leverage (Tier 1)	\$ 45,134	9.5%	\$ 19,009	4.0%	\$ 23,762	5.0%
Risk-based:						
Common Tier 1	45,134	12.6%	16,173	4.5%	23,361	6.5%
Tier 1	45,134	12.6%	21,564	6.0%	28,752	8.0%
Total	48,321	13.4%	28,752	8.0%	35,939	10.0%

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Off-Balance Sheet Arrangements and 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. For additional information, see Note 11 of the Notes to Financial Statements.

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 borrowings and deposits, and agreements with respect to securities.

The following tables present contractual obligations at June 30, 2019 and December 31, 2018.

<u>Contractual Obligations</u>	<u>Total</u>	<u>Payments Due by Period</u>			
		<u>Less Than One Year</u>	<u>One to Three Years</u>	<u>Three to Five Years</u>	<u>More Than Five Years</u>
(Dollars in thousands)					
At June 30, 2019:					
Long-term debt obligations	\$12,642	\$ 5,038	\$ 7,084	\$ 98	\$ 422
Operating lease obligations	213	152	61	—	—
Total	<u>\$12,855</u>	<u>\$ 5,190</u>	<u>\$ 7,145</u>	<u>\$ 98</u>	<u>\$ 422</u>
At December 31, 2018:					
Long-term debt obligations	\$30,010	\$ 22,386	\$ 7,081	\$ 95	\$ 448
Operating lease obligations	325	224	101	—	—
Total	<u>\$30,335</u>	<u>\$ 22,610</u>	<u>\$ 7,182</u>	<u>\$ 95</u>	<u>\$ 448</u>

Impact of Inflation and Changing Prices

The financial statements and related data presented herein have been prepared in accordance with generally accepted accounting principles in the United States of America which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary impact of inflation on our operations is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates, generally, have a more significant impact on a financial institution's performance than does inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the 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, 2019. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended June 30, 2019, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not involved in any pending legal proceedings as a plaintiff or defendant other than routine legal proceedings occurring in the ordinary course of business, and at June 30, 2019, we were not involved in any legal proceedings, the outcome of which would be material to our financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes in the “Risk Factors” disclosed in the Company’s December 31, 2018 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
3.1	<u>Charter of 1895 Bancorp of Wisconsin, Inc. (incorporated by reference to Exhibit 3.1 of the Company’s Registration Statement on Form S-1, as amended (Commission File No. 333-227223))</u>
3.2	<u>Bylaws of 1895 Bancorp of Wisconsin, Inc. (incorporated by reference to Exhibit 3.2 of the Company’s Registration Statement on Form S-1, as amended (Commission File No. 333-227223))</u>
31.1	<u>Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2	<u>Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1	<u>Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.0	The following materials for the quarter ended June 30, 2019, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements*

* Furnished, not filed.

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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.

1895 BANCORP OF WISCONSIN, INC.

Date: August 14, 2019

/s/ Richard B. Hurd

Richard B. Hurd
President and Chief Executive Officer

Date: August 14, 2019

/s/ Richard J. Krier

Richard J. Krier
Chief Financial Officer
(Principal Financial and Accounting Officer)

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Section 2: EX-31.1 (EX-31.1)

Exhibit 31.1

**Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Richard B. Hurd, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of 1895 Bancorp of Wisconsin, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2019

/s/ Richard B. Hurd

Richard B. Hurd
President and Chief Executive Officer

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Section 3: EX-31.2 (EX-31.2)

Exhibit 31.2

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard J. Krier, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of 1895 Bancorp of Wisconsin, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2019

/s/ Richard J. Krier

Richard J. Krier
Senior Vice President and Chief Financial Officer

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Section 4: EX-32.1 (EX-32.1)

Exhibit 32.1

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Richard B. Hurd, President and Chief Executive Officer of 1895 Bancorp of Wisconsin, Inc. (the "Company"), and Richard J. Krier, Senior Vice President and Chief Financial Officer of the Company, each certify in his capacity as an executive officer of the Company that he has reviewed the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (the "Report") and that, to the best of his knowledge:

1. The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2019

/s/ Richard B. Hurd

Richard B. Hurd
President and Chief Executive Officer

Date: August 14, 2019

/s/ Richard J. Krier

Richard J. Krier

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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