

Northfield Bancorp, Inc.  
Form 10-Q  
May 10, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2016

or

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

For transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-35791

NORTHFIELD BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Delaware 80-0882592  
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)  
581 Main Street, Woodbridge, New Jersey 07095  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (732) 499-7200

Not Applicable  
(Former name, former address, and former fiscal year, if changed since last report)

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

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

48,362,056 shares of Common Stock, par value \$0.01 per share, were issued and outstanding as of April 30, 2016.



NORTHFIELD BANCORP, INC.  
Form 10-Q Quarterly Report  
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## PART I

## ITEM 1. FINANCIAL STATEMENTS

## NORTHFIELD BANCORP, INC.

## CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands, except share amounts)

	March 31, 2016	December 31, 2015
<b>ASSETS:</b>		
Cash and due from banks	\$ 18,732	\$ 15,324
Interest-bearing deposits in other financial institutions	95,921	36,529
Total cash and cash equivalents	114,653	51,853
Trading securities	7,113	6,713
Securities available-for-sale, at estimated fair value (encumbered \$17,502 at March 31, 2016 and \$65,051 at December 31, 2015)	544,927	541,595
Securities held-to-maturity, at amortized cost (estimated fair value of \$10,456 at March 31, 2016, and \$10,369 at December 31, 2015) (encumbered of \$4,737 at March 31, 2016, and \$5,619 at December 31, 2015)	10,298	10,346
Originated loans held-for-investment, net	1,964,473	1,931,585
Loans acquired	730,764	409,015
Purchased credit-impaired (PCI) loans held-for-investment	37,647	33,115
Loans held-for-investment, net	2,732,884	2,373,715
Allowance for loan losses	(24,378 )	(24,770 )
Net loans held-for-investment	2,708,506	2,348,945
Accrued interest receivable	9,227	8,263
Bank owned life insurance	145,040	132,782
Federal Home Loan Bank of New York stock, at cost	24,929	25,803
Premises and equipment, net	28,845	23,643
Goodwill	38,381	16,159
Other real estate owned	45	45
Other assets	40,652	36,437
Total assets	\$3,672,616	\$ 3,202,584
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>		
<b>LIABILITIES:</b>		
Deposits	\$2,543,765	\$ 2,052,929
Securities sold under agreements to repurchase	12,000	63,000
Federal Home Loan Bank advances and other borrowings	467,186	495,129
Advance payments by borrowers for taxes and insurance	12,966	10,862
Accrued expenses and other liabilities	27,964	20,885
Total liabilities	3,063,881	2,642,805
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, \$0.01 par value; 25,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value: 150,000,000 shares authorized, 60,933,707 and 58,226,326 shares issued at March 31, 2016, and December 31, 2015, respectively, 48,362,056 and 45,565,540 outstanding at March 31, 2016, and December 31, 2015, respectively	609	582
Additional paid-in-capital	544,354	501,540
Unallocated common stock held by employee stock ownership plan	(24,406 )	(24,664 )

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Retained earnings	256,655	256,170
Accumulated other comprehensive loss	1,345	(2,986 )
Treasury stock at cost; 12,571,651 and 12,660,786 shares at March 31, 2016, and December 31, 2015, respectively	(169,822 )	(170,863 )
Total stockholders' equity	608,735	559,779
Total liabilities and stockholders' equity	\$3,672,616	\$3,202,584

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (Unaudited) (In thousands, except per share data)

	Three Months Ended March 31,	
	2016	2015
Interest income:		
Loans	\$26,888	\$20,666
Mortgage-backed securities	2,769	3,577
Other securities	173	134
Federal Home Loan Bank of New York dividends	277	343
Deposits in other financial institutions	62	33
Total interest income	30,169	24,753
Interest expense:		
Deposits	3,424	2,074
Borrowings	2,017	2,695
Total interest expense	5,441	4,769
Net interest income	24,728	19,984
(Recovery)/provision for loan losses	(131)	) 200
Net interest income after provision for loan losses	24,859	19,784
Non-interest income:		
Fees and service charges for customer services	1,198	925
Income on bank owned life insurance	989	941
Gains on securities transactions, net	2	61
Other	40	177
Total non-interest income	2,229	2,104
Non-interest expense:		
Compensation and employee benefits	11,699	7,557
Occupancy	3,062	2,613
Furniture and equipment	354	381
Data processing	1,859	977
Professional fees	1,241	574
FDIC insurance	475	389
Other	2,809	1,809
Total non-interest expense	21,499	14,300
Income before income tax expense	5,589	7,588
Income tax expense	1,929	2,586
Net income	\$3,660	\$5,002
Net income per common share:		
Basic	\$0.08	\$0.11
Diluted	\$0.08	\$0.11

See accompanying notes to unaudited consolidated financial statements.

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## NORTHFIELD BANCORP, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - (Continued)

(Unaudited) (In thousands)

	Three Months Ended March 31,	
	2016	2015
Net Income	\$3,660	\$5,002
Other comprehensive income:		
Unrealized gains on securities:		
Net unrealized holding gains on securities	7,277	4,619
Less: reclassification adjustment for net gains included in net income (included in gains on securities transactions, net)	(51 )	—
Net unrealized gains	7,226	4,619
Other comprehensive income, before tax	7,226	4,619
Income tax expense related to net unrealized holding gains on securities	(2,915 )	(1,846 )
Income tax expense related to reclassification adjustment for gains included in net income	20	—
Other comprehensive income, net of tax	4,331	2,773
Comprehensive income	\$7,991	\$7,775



See accompanying notes to unaudited consolidated financial statements.

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## NORTHFIELD BANCORP, INC.

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Three Months Ended March 31, 2016 and 2015

(Unaudited) (In thousands, except share data)

	Common Stock			Unallocated Common Stock Held by the Employee Stock Ownership Plan	Retained Earnings	Accumulated Other Comprehensive Income (loss) Net of tax	Treasury Stock	Total Stockholders' Equity
	Shares Outstanding	Par Value	Additional Paid-in Capital					
Balance at December 31, 2014	48,402,083	\$ 582	\$499,606	\$(25,782 )	\$248,908	\$ (765 )	\$(128,621)	\$ 593,928
Net income					5,002			5,002
Other comprehensive income, net of tax						2,773		2,773
ESOP shares allocated or committed to be released			203	263				466
Stock compensation expense			944					944
Additional tax benefit on equity awards			2					2
Forfeitures of restricted stock	(12,000 )		159				(159 )	—
Exercise of stock options	48,998		(338 )		(66 )		533	129
Cash dividends declared (\$0.07 per common share)					(3,151 )			(3,151 )
Treasury stock (average cost of \$14.46 per share)	(1,206,202 )						(17,462 )	\$(17,462 )
Balance at March 31, 2015	47,232,879	\$ 582	\$500,576	\$(25,519 )	\$250,693	\$ 2,008	\$(145,709)	\$ 582,631
Balance at December 31, 2015	45,565,540	\$ 582	\$501,540	\$(24,664 )	\$256,170	\$ (2,986 )	\$(170,863)	\$ 559,779
Net income					3,660			3,660
Other comprehensive income, net of tax						4,331		4,331
Acquisition of Hopewell Valley Community Bank	2,707,381	27	41,694					41,721
			232	258				490

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ESOP shares allocated or committed to be released								
Stock compensation expense			2,224					2,224
Additional tax benefit on equity awards			695					695
Exercise of stock options, net	148,548		(2,031 )				2,031	—
Cash dividends declared (\$0.07 per common share)					(3,175 )			(3,175 )
Treasury stock (average cost of \$16.20 per share)							(990 )	(990 )
Balance at March 31, 2016	48,362,056	\$ 609	\$544,354	\$ (24,406 )	\$256,655	\$ 1,345	\$(169,822)	\$ 608,735

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited) (In thousands)

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net income	\$3,660	\$5,002
Adjustments to reconcile net income to net cash provided by operating activities:		
(Recovery) provision for loan losses	(131)	) 200
ESOP and stock compensation expense	2,714	1,410
Depreciation	885	870
Amortization of premiums, and deferred loan costs, net of (accretion) of discounts, and deferred loan fees	526	462
Amortization intangible assets	114	100
Income on bank owned life insurance	(989)	) (941 )
Gain on securities transactions, net	(2)	) (61 )
Gain on sale of other real estate owned, net	—	) (129 )
Net purchases of trading securities	(449)	) (265 )
Decrease in accrued interest receivable	488	69
Decrease in other assets	158	3,815
Decrease in accrued expenses and other liabilities	(1,239)	) (395 )
Net cash provided by operating activities	5,735	10,137
Cash flows from investing activities:		
Net increase in loans receivable	(17,233)	) (62,400 )
Redemptions of Federal Home Loan Bank of New York stock, net	1,350	563
Purchases of securities available-for-sale	—	—
Principal payments and maturities on securities available-for-sale	38,559	46,935
Principal payments and maturities on securities held-to-maturity	44	599
Proceeds from sale of securities available-for-sale	26,916	—
Proceeds from sale of other real estate owned	—	279
Purchases and improvements of premises and equipment	(161)	) (586 )
Net cash acquired in business combination	55,479	—
Net cash provided by (used in) investing activities	104,954	(14,610 )
Cash flows from financing activities:		
Net increase in deposits	34,633	157,584
Dividends paid	(3,175)	) (3,151 )
Exercise of stock options	—	129
Purchase of treasury stock	(990)	) (17,462 )
Additional tax benefit on equity awards	695	2
Increase in advance payments by borrowers for taxes and insurance	2,104	2,357
Repayments under capital lease obligations	(48)	) (43 )
Proceeds from securities sold under agreements to repurchase and other borrowings	51,735	23,129
Repayments related to securities sold under agreements to repurchase and other borrowings	(132,843)	) (141,700)
Net cash (used in) provided by financing activities	(47,889)	) 20,845
Net increase in cash and cash equivalents	62,800	16,372
Cash and cash equivalents at beginning of period	51,853	76,709
Cash and cash equivalents at end of period	\$114,653	\$93,081

Supplemental cash flow information:

Cash paid during the period for:

Interest	\$5,743	\$4,870
Income taxes	1,015	—
Non-cash transactions:		
Loans charged-off, net	261	594
Other real estate owned write-downs	—	71

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NORTHFIELD BANCORP, INC.  
 CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)  
 (Unaudited) (In thousands)

	Three Months Ended March 31,	
	2016	2015
Non-cash transactions (continued):		
Acquisition:		
Non-cash assets acquired, at fair value:		
Securities available for sale	\$61,683	\$ —
Loans	342,566	—
Accrued interest receivable	1,452	—
Bank-owned life insurance	11,269	—
Premises and equipment	5,926	—
Federal Home Loan Bank of New York stock, at cost	476	—
Goodwill and other intangible assets	24,235	—
Other assets	5,369	—
Total non-cash assets acquired	452,976	—
Non-cash liabilities assumed at fair value:		
Deposits	456,203	—
Borrowings	2,213	—
Other liabilities	8,318	—
Total non-cash liabilities assumed	466,734	—
Net non-cash liabilities assumed	(13,758 )	—
Net cash and cash equivalents acquired	55,479	—
Common stock issued in acquisition	41,721	\$ —

See accompanying notes to unaudited consolidated financial statements.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements

Note 1 – Basis of Presentation

The consolidated financial statements are comprised of the accounts of Northfield Bancorp, Inc. (the Company) and its wholly owned subsidiaries, Northfield Investments, Inc. and Northfield Bank (the Bank), and the Bank's wholly-owned significant subsidiaries, NSB Services Corp. and NSB Realty Trust. All significant intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, all adjustments (consisting solely of normal and recurring adjustments) necessary for the fair presentation of the consolidated financial condition and the consolidated results of operations for the unaudited periods presented have been included. The results of operations and other data presented for the three months ended March 31, 2016, are not necessarily indicative of the results of operations that may be expected for the year ending December 31, 2016. Whenever necessary, certain prior year amounts are reclassified to conform to the current year presentation.

In preparing the unaudited consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP), management has made estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of financial condition and results of operations for the periods indicated. Material estimates that are particularly susceptible to change are: the allowance for loan losses, the evaluation of goodwill and other intangible assets, impairment on investment securities, fair value measurements of assets and liabilities, and income taxes. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are deemed necessary. While management uses its best judgment, actual amounts or results could differ significantly from those estimates.

Certain information and note disclosures usually included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for the preparation of interim financial statements. The consolidated financial statements presented should be read in conjunction with the audited consolidated financial statements and notes to consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2015, of Northfield Bancorp, Inc. as filed with the SEC.

Note 2 – Business Combinations

On January 8, 2016, the Company completed its acquisition of Hopewell Valley Community Bank (“Hopewell Valley”), which after purchase accounting adjustments added \$508.5 million to total assets, \$342.6 million to loans, and \$456.2 million to deposits, and nine branch offices in the Hunterdon and Mercer counties of New Jersey. Total consideration paid for Hopewell Valley was \$55.4 million, consisting of \$13.7 million in cash and 2,707,381 shares of common stock valued at \$41.7 million based upon the \$15.41 per share closing price of Northfield Bancorp, Inc.'s common stock on January 8, 2016.

The transaction was accounted for under the acquisition method of accounting. Under this method of accounting, the purchase price has been allocated to the respective assets acquired and liabilities assumed based upon their estimated fair values, net of tax. The excess of consideration paid over the fair value of the net assets acquired has been recorded as goodwill.



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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following table summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition for Hopewell Valley (in thousands):

ASSETS ACQUIRED:	January
	8, 2016
Cash and cash equivalents, net	\$55,479
Securities available for sale	61,683
Loans	342,566
Accrued interest receivable	1,452
Bank-owned life insurance	11,269
Premises and equipment	5,926
Federal Home Loan Bank of New York stock, at cost	476
Goodwill	22,222
Other intangible assets	2,013
Other assets	5,369
Total assets acquired	\$508,455
LIABILITIES ASSUMED:	
Deposits	\$456,203
Other borrowings	2,213
Other liabilities	8,318
Total liabilities assumed	\$466,734
Net assets acquired	\$41,721

The calculation of goodwill is subject to change for up to one year after the date of acquisition as additional information relative to the closing date estimates and uncertainties become available. As the Company finalizes its review of the acquired assets and liabilities, certain adjustments to the recorded carrying values may be required.

## Fair Value Measurement of Assets Assumed and Liabilities Assumed

The methods used to determine the fair value of the assets acquired and liabilities assumed in the Hopewell Valley acquisition were as follows:

## Cash and cash equivalents

The estimated fair values of cash and cash equivalents approximate their stated face amounts, as these financial instruments are either due on demand or have short-term maturities.

## Securities Available-for-Sale

The estimated fair values of the investment securities classified as available-for-sale were calculated utilizing Level 1 and Level 2 inputs. Management reviewed the data and assumptions used by its third party provider in pricing the securities to ensure the highest level of significant inputs is derived from observable market data. These prices were validated against other pricing sources and broker-dealer indications.

## Loans

The acquired loan portfolio was valued based on current guidance which defines fair value as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement

date. Level 3 inputs were utilized to value the portfolio and included the use of present value techniques employing cash flow estimates and the incorporated assumptions that marketplace participants would use in estimating fair values. In instances where reliable market information was not available, the Company used its own assumptions in an effort to determine reasonable fair value. Specifically, management utilized three separate fair value analyses which a market participant would employ in estimating the total fair value adjustment. The three separate fair valuation methodologies used were: 1) interest rate loan fair value analysis; 2) general credit fair value adjustment; and 3) specific credit fair value adjustment.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

To prepare the interest rate fair value analysis, loans were grouped by characteristics such as loan type, term, collateral and rate. Market rates for similar loans were obtained from various external data sources and reviewed by Company management for reasonableness. The average of these rates was used as the fair value interest rate a market participant would utilize. A present value approach was utilized to calculate the interest rate fair value adjustment.

The general credit fair value adjustment was calculated using a two part general credit fair value analysis: 1) expected lifetime losses; and 2) estimated fair value adjustment for qualitative factors. The expected lifetime losses were calculated using an average of historical losses of the Company, the acquired bank and peer banks. The adjustment related to qualitative factors was impacted by general economic conditions and the risk related to lack of familiarity with the originator's underwriting process.

To calculate the specific credit fair value adjustment, management reviewed the acquired loan portfolio for loans meeting the definition of an impaired loan with deteriorated credit quality. Loans meeting this definition were reviewed by comparing the contractual cash flows to expected collectible cash flows. The aggregate expected cash flows less the acquisition date fair value resulted in an accretable yield amount. The accretable yield amount will be recognized over the life of the loans on a level yield basis as an adjustment to yield.

Other intangible assets

Other intangible assets consisting of core deposit premium represents the value assigned to demand, interest checking, money market and savings accounts acquired as part of an acquisition. The core deposit premium value represents the future economic benefit, including the present value of future tax benefits, of the potential cost savings from acquiring core deposits as part of an acquisition compared to the cost of alternative funding sources. The core deposit premium is being amortized over an estimated useful life of 10 years to approximate the existing deposit relationships acquired.

Deposits

The fair values of deposit liabilities with no stated maturity (i.e., non-interest bearing demand accounts, interest-bearing negotiable orders of withdrawal (NOW), savings and money market accounts) are equal to the carrying amounts payable on demand. The fair values of certificates of deposit represent contractual cash flows, discounted to present value using interest rates currently offered on deposits with similar characteristics and remaining maturities.

Other borrowings

Other borrowings consist of securities sold under agreements to repurchase. The carrying amounts approximate their fair values because they frequently re-price to a market rate.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Note 3 – Securities Available-for-Sale

The following is a comparative summary of mortgage-backed securities and other securities available-for-sale at March 31, 2016, and December 31, 2015 (in thousands):

	March 31, 2016			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
U.S. Treasury securities	\$8,984	\$ 126	\$ 2	\$9,108
Mortgage-backed securities:				
Pass-through certificates:				
Government sponsored enterprises (GSE)	221,352	6,621	330	227,643
Real estate mortgage investment conduits (REMICs):				
GSE	290,827	1,183	4,590	287,420
Non-GSE	489	—	17	472
	512,668	7,804	4,937	515,535
Other debt securities:				
Municipal bonds	3,607	—	—	3,607
GSE bonds	3,024	—	34	2,990
Corporate bonds	11,388	8	168	11,228
	18,019	8	202	17,825
Other securities				
Equity investments-mutual funds	1,205	—	—	1,205
Other	1,254	—	—	1,254
Total securities available-for-sale	\$542,130	\$ 7,938	\$ 5,141	\$544,927

	December 31, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Mortgage-backed securities:				
Pass-through certificates:				
GSE	\$228,557	\$ 4,673	\$ 1,530	\$231,700
REMICs:				
GSE	305,387	647	8,210	297,824
Non-GSE	597	—	18	579
	534,541	5,320	9,758	530,103
Other securities:				
Equity investments-mutual funds	481	—	—	481
Corporate bonds	11,002	9	—	11,011
	11,483	9	—	11,492
Total securities available-for-sale	\$546,024	\$ 5,329	\$ 9,758	\$541,595

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following is a summary of the expected maturity distribution of debt securities available-for-sale, other than mortgage-backed securities, at March 31, 2016 (in thousands):

Available-for-sale	Amortized cost	Estimated fair value
Due in one year or less	\$ 10,560	\$ 10,565
Due after one year through five years	8,091	8,071
Due after five years through ten years	4,831	4,905
Due after ten years	3,520	3,392
	\$ 27,002	\$ 26,933

Contractual maturities for mortgage-backed securities are not included above, as expected maturities on mortgage-backed securities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without penalties.

For the three months ended March 31, 2016, the Company had gross proceeds of \$26.9 million on sales of securities available-for-sale, with gross realized gains of approximately \$74,000 and gross realized losses of approximately \$23,000. For the three months ended March 31, 2015, the Company had no sales of securities available-for-sale. The Company recognized \$49,000 in net losses on its trading securities portfolio during the three months ended March 31, 2016. The Company recognized \$61,000 in net gains on its trading securities portfolio during the three months ended March 31, 2015. The Company did not recognize any other-than-temporary impairment charges during the three months ended March 31, 2016, or March 31, 2015.

Gross unrealized losses on mortgage-backed securities and corporate bonds available-for-sale, and the estimated fair value of the related securities, aggregated by security category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2016, and December 31, 2015, were as follows (in thousands):

	March 31, 2016					
	Less than 12 months		12 months or more		Total	
	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value
U.S. Treasury securities						
Mortgage-backed securities:	\$2	\$ 1,499	\$—	\$—	\$2	\$ 1,499
Pass-through certificates:						
GSE	40	1,793	290	34,137	330	35,930
REMICs:						
GSE	24	9,773	4,566	159,341	4,590	169,114
Non-GSE	—	—	17	472	17	472
Other debt securities:						
GSE bonds	34	2,990	—	—	34	2,990
Corporate bonds	168	6,197	—	—	168	6,197
Total	\$268	\$ 22,252	\$ 4,873	\$ 193,950	\$ 5,141	\$ 216,202

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

	December 31, 2015					
	Less than 12 months		12 months or more		Total	
	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value
Mortgage-backed securities:						
Pass-through certificates:						
GSE	\$115	\$14,424	\$1,415	\$52,120	\$1,530	\$66,544
REMICs:						
GSE	338	31,937	7,872	164,666	8,210	196,603
Non-GSE			18	579	18	579
Other Securities:						
Corporate Bonds	\$—	\$—	\$—	\$—	\$—	\$—
Total	\$453	\$46,361	\$9,305	\$217,365	\$9,758	\$263,726

The Company held seven pass-through mortgage-backed securities issued or guaranteed by GSEs, 11 REMIC mortgage-backed securities issued or guaranteed by GSEs, and two REMIC mortgage-backed securities not issued or guaranteed by GSEs that were in a continuous unrealized loss position of twelve months or greater at March 31, 2016. There were 18 pass-through mortgage-backed securities issued or guaranteed by GSEs, two REMIC mortgage-backed securities issued or guaranteed by a GSE, two GSE bonds, nine corporate bonds and one U.S. Treasury security that were in an unrealized loss position of less than twelve months at March 31, 2016. All securities referred to above were rated investment grade at March 31, 2016. The declines in value relate to the general interest rate environment and are considered temporary. The securities cannot be prepaid in a manner that would result in the Company not receiving substantially all of its amortized cost. The Company neither has an intent to sell, nor is it more likely than not that the Company will be required to sell, the securities before the recovery of their amortized cost basis or, if necessary, maturity.

The fair values of our investment securities could decline in the future if the underlying performance of the collateral for the collateralized mortgage obligations or other securities deteriorates and our credit enhancement levels do not provide sufficient protections to our contractual principal and interest, which may result in other-than-temporary impairment in the future.

## Note 4 – Securities Held-to-Maturity

The following is a summary of mortgage-backed securities held-to-maturity at March 31, 2016, and December 31, 2015 (in thousands):

	March 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Mortgage-backed securities:				
Pass-through certificates:				
GSEs	\$10,298	\$ 158	\$	—\$ 10,456
Total securities held-to-maturity	\$10,298	\$ 158	\$	—\$ 10,456
	December 31, 2015			
	Amortized Cost	Gross Unrealized	Gross Unrealized	Estimated Fair

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	Gains	Losses	Value
Mortgage-backed securities: Pass-through certificates:			
GSEs	\$ 10,346 \$ 53	\$ 30	\$ 10,369
Total securities held-to-maturity	\$ 10,346 \$ 53	\$ 30	\$ 10,369

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

Contractual maturities for mortgage-backed securities are not presented, as expected maturities on mortgage backed securities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without penalties. There were no sales of held-to-maturity securities for the three months ended March 31, 2016, or March 31, 2015. The Company had no held-to-maturity securities at March 31, 2016, that were in an unrealized loss position.

Gross unrealized losses on mortgage-backed securities held-to-maturity, and the estimated fair value of the related securities, aggregated by security category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2015, were as follows (in thousands):

December 31,  
2015  
Less than 12  
months  
Estimated  
Unrealized  
Fair  
Losses Value

Mortgage-backed securities:

Pass-through certificates:

GSEs \$ 30 \$ 3,901

Total securities held-to-maturity \$ 30 \$ 3,901

The fair values of our investment securities could decline in the future if the underlying performance of the collateral for the collateralized mortgage obligations or other securities deteriorates and our credit enhancement levels do not provide sufficient protections to our contractual principal and interest. As a result, there is a risk that significant other-than-temporary impairments may occur in the future given the current economic environment.



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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Note 5 – Loans

Net loans held-for-investment are as follows (in thousands):

	March 31, 2016	December 31, 2015
Real estate loans:		
Multifamily	\$ 1,352,171	\$ 1,318,461
Commercial mortgage	392,777	402,073
One-to-four family residential mortgage	105,849	98,332
Home equity and lines of credit	62,159	61,413
Construction and land	18,315	18,652
Total real estate loans	1,931,271	1,898,931
Commercial and industrial loans	26,591	25,554
Other loans	1,375	2,256
Total commercial and industrial and other loans	27,966	27,810
Deferred loan cost, net	5,236	4,844
Originated loans held-for-investment, net	1,964,473	1,931,585
PCI Loans	37,647	33,115
Loans acquired:		
One-to-four family residential mortgage	369,983	330,672
Commercial mortgage	197,772	11,160
Multifamily	68,788	64,779
Home equity and lines of credit	32,669	2,404
Construction and land	32,603	—
Total real estate loans	701,815	409,015
Commercial and industrial loans	28,343	—
Other loans	606	—
Total loans acquired, net	730,764	409,015
Loans held-for-investment, net	2,732,884	2,373,715
Allowance for loan losses	(24,378 )	(24,770 )
Net loans held-for-investment	\$ 2,708,506	\$ 2,348,945

PCI loans totaled \$37.6 million at March 31, 2016, as compared to \$33.1 million at December 31, 2015 and included \$5.7 million of loans acquired as part of the Hopewell Valley acquisition. The remaining balance of PCI loans is primarily attributable to those acquired as part of an FDIC-assisted transaction. The Company accounts for PCI loans utilizing U.S. GAAP applicable to loans acquired with deteriorated credit quality. At March 31, 2016, PCI loans consist of approximately 38.1% commercial real estate loans and 44.3% commercial and industrial loans, with the remaining balance in residential and home equity loans. At December 31, 2015, PCI loans consist of approximately 27.9% commercial real estate loans and 52.4% commercial and industrial loans, with the remaining balance in residential and home equity loans.

The following table sets forth information regarding the estimates of the contractually required payments, the cash flows expected to be collected, and the estimated fair value of the PCI loans acquired from Hopewell Valley at January 8, 2016 (in thousands):

January 8, 2016
\$ 16,580

Contractually required principal and interest		
Contractual cash flows not expected to be collected (non-accretable discount)	(9,929	)
Expected cash flows to be collected at acquisition	6,651	
Interest component of expected cash flows (accretable yield)	(845	)
Fair value of acquired loans	\$	5,806

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following table details the accretion of interest income for PCI loans for the periods indicated (in thousands):

	At or for the three months ended March 31,	
	2016	2015
Balance at the beginning of period	\$22,853	\$27,943
Acquisition	845	—
Accretion into interest income	(1,280 )	(1,143 )
Balance at end of period	\$22,418	\$26,800

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## NORTHFIELD BANCORP, INC.

## Notes to Unaudited Consolidated Financial Statements - (Continued)

The following tables set forth activity in our allowance for loan losses, by loan type, as of and for the three months ended March 31, 2016, and March 31, 2015 (in thousands):

## Three Months Ended March 31, 2016

## Real Estate

	Commercial	One-to-Four Family Land	Construction and Multifamily Land	Home Equity and Lines of Credit	Commercial and Other Industrial	Unallocated	Originated Loans Total	Purchased Credit- Impaired	Acquired Loans	Total		
Allowance for loan losses:												
Beginning balance	\$7,106	\$787	\$261	\$12,387	\$795	\$1,288	\$155	\$1,093	\$23,872	\$783	\$115	\$24,770
Charge-offs	(113 )	—	—	(277 )	—	—	—	—	(390 )	—	—	(390 )
Recoveries	127	—	—	—	2	—	—	—	129	—	—	129
Provisions/(credit)	(923 )	11	260	1,218	(14 )	21	(67 )	(627 )	(121 )	—	(10 )	(131 )
Ending balance	\$6,197	\$798	\$521	\$13,328	\$781	\$1,311	\$88	\$466	\$23,490	\$783	\$105	\$24,378

## Three Months Ended March 31, 2015

## Real Estate

	Commercial	One-to-Four Family Land	Construction and Multifamily Land	Home Equity and Lines of Credit	Commercial and Other Industrial	Unallocated	Originated Loans Total	Purchased Credit- Impaired	Acquired Loans	Total		
Allowance for loan losses:												
Beginning balance	\$9,309	\$951	\$266	\$12,219	\$901	\$841	\$134	\$1,209	\$25,830	\$400	\$62	\$26,292
Charge-offs	(643 )	(1 )	—	—	—	—	—	—	(644 )	—	—	(644 )
Recoveries	1	—	—	42	6	1	—	—	50	—	—	50
Provisions/(credit)	(184 )	(80 )	(48 )	479	(101 )	148	(32 )	19	201	—	(1 )	200
Ending balance	\$8,483	\$870	\$218	\$12,698	\$842	\$995	\$103	\$1,228	\$25,437	\$400	\$61	\$25,898

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following tables detail the amount of loans receivable held-for-investment, net of deferred loan fees and costs, that are evaluated individually, and collectively, for impairment, and the related portion of the allowance for loan losses that is allocated to each loan portfolio segment, at March 31, 2016, and December 31, 2015 (in thousands).

March 31, 2016

Real Estate

	Commercial	One-to-Four Family	Construction and Land	Multifamily	Home Equity and Lines of Credit	Commercial and Industrial	Other	Unallocated	Originated Loans Total	Purchased Credit-Impaired	Acquired Impaired	Total
Allowance for loan losses:												
Ending balance:												
individually evaluated for impairment	\$642	\$140	\$—	\$143	\$57	\$6	\$—	\$—	\$988	\$—	\$105	\$1,000
Ending balance: collectively evaluated for impairment	\$5,555	\$658	\$521	\$13,185	\$724	\$1,305	\$88	\$466	\$22,502	\$783	\$—	\$23,000
Loans, net:												
Ending balance	\$393,413	\$106,409	\$18,336	\$1,354,934	\$63,353	\$26,652	\$1,376	\$—	\$1,964,473	\$37,647	\$730,764	\$2,700,000
Ending balance: individually evaluated for impairment	\$23,609	\$2,323	\$—	\$2,160	\$350	\$112	\$—	\$—	\$28,554	\$—	\$3,236	\$31,000
Ending balance: collectively evaluated for impairment	\$369,804	\$104,086	\$18,336	\$1,352,774	\$63,003	\$26,540	\$1,376	\$—	\$1,935,919	\$37,647	\$727,528	\$2,700,000

December 31, 2015

Real Estate

	Commercial	One-to-Four Family	Construction and Land	Multifamily	Home Equity and	Commercial and Industrial	Other	Unallocated	Originated Loans Total	Purchased Credit-Impaired	Acquired Impaired	Total
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Lines of  
Credit

Allowance for loan losses: Ending balance: individually evaluated for impairment	\$394	\$167	\$—	\$158	\$51	\$4	\$—	\$—	\$774	\$—	\$115	\$88
Ending balance: collectively evaluated for impairment	\$6,712	\$620	\$261	\$12,229	\$744	\$1,284	\$155	\$1,093	\$23,098	\$783	\$—	\$23
Loans, net: Ending balance	\$402,714	\$99,010	\$18,677	\$1,320,724	\$62,594	\$25,610	\$2,256	\$—	\$1,931,585	\$33,115	\$409,015	\$2,3
Ending balance: individually evaluated for impairment	\$20,465	\$2,344	\$—	\$2,458	\$354	\$116	\$—	\$—	\$25,737	\$—	\$3,250	\$28
Ending balance: collectively evaluated for impairment	\$382,249	\$96,666	\$18,677	\$1,318,266	\$62,240	\$25,494	\$2,256	\$—	\$1,905,848	\$33,115	\$405,765	\$2,3

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The Company monitors the credit quality of its loan portfolio on a regular basis. Credit quality is monitored by reviewing certain credit quality indicators. Management has determined that loan-to-value ratios (at period end) and internally assigned credit risk ratings by loan type are the key credit quality indicators that best measure the credit quality of the Company's loan receivables. Loan-to-value (LTV) ratios used by management in monitoring credit quality are based on current period loan balances and original appraised values at time of origination (unless a current appraisal has been obtained as a result of the loan being deemed impaired). In calculating the provision for loan losses, based on past loan loss experience, management has determined that commercial real estate loans and multifamily loans having loan-to-value ratios, as described above, of less than 35%, and one-to-four family loans having loan-to-value ratios, as described above, of less than 60%, require less of a loss factor than those with higher loan to value ratios.

The Company maintains a credit risk rating system as part of the risk assessment of its loan portfolio. The Company's lending officers are required to assign a credit risk rating to each loan in their portfolio at origination. This risk rating is reviewed periodically and adjusted if necessary. Monthly, management presents monitored assets to the loan committee. In addition, the Company engages a third-party independent loan reviewer that performs semi-annual reviews of a sample of loans, validating the credit risk ratings assigned to such loans. The credit risk ratings play an important role in the establishment of the loan loss provision and the allowance for loan losses for originated loans held-for-investment. After determining the general reserve loss factor for each originated portfolio segment held-for-investment, the originated portfolio segment held-for-investment balance collectively evaluated for impairment is multiplied by the general reserve loss factor for the respective portfolio segment in order to determine the general reserve.

When assigning a risk rating to a loan, management utilizes the Bank's internal nine-point credit risk rating system.

1. Strong
2. Good
3. Acceptable
4. Adequate
5. Watch
6. Special Mention
7. Substandard
8. Doubtful
9. Loss

Loans rated 1 to 5 are considered pass ratings. An asset is classified substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets have well defined weaknesses based on objective evidence, and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable based on current circumstances. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted. Assets which do not currently expose the Company to sufficient risk to warrant classification in one of the aforementioned categories, but possess weaknesses, are required to be designated special mention.





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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following tables detail the recorded investment of originated loans held-for-investment, net of deferred fees and costs, by loan type and credit quality indicator at March 31, 2016, and December 31, 2015 (in thousands):

At March 31, 2016

Real Estate

	Multifamily		Commercial		One-to-Four Family		Construct and Land	Home Equity and Lines of Credit	Commercial and Industrial	Other	Total
	< 35%	=> 35%	< 35%	=> 35%	< 60%	=> 60%					
	LTV	LTV	LTV	LTV	LTV	LTV					
Internal Risk Rating											
Pass	\$127,069	\$1,221,665	\$53,378	\$309,517	\$55,247	\$47,197	\$18,336	\$62,803	\$25,918	\$1,376	\$1,922
Special Mention	43	3,796	926	3,502	501	—	—	73	299	—	9,140
Substandard	—	2,361	1,221	24,869	2,088	1,376	—	477	435	—	32,827
Originated loans held-for-investment, net	\$127,112	\$1,227,822	\$55,525	\$337,888	\$57,836	\$48,573	\$18,336	\$63,353	\$26,652	\$1,376	\$1,964

At December 31, 2015

Real Estate

	Multifamily		Commercial		One-to-Four Family		Construct and Land	Home Equity and Lines of Credit	Commercial and Industrial	Other	Total
	< 35%	=> 35%	< 35%	=> 35%	< 60%	=> 60%					
	LTV	LTV	LTV	LTV	LTV	LTV					
Internal Risk Rating											
Pass	\$124,678	\$1,188,916	\$52,253	\$319,733	\$48,429	\$46,578	\$18,677	\$61,935	\$24,846	\$2,256	\$1,888
Special Mention	51	3,832	974	2,966	504	—	—	75	316	—	8,718
Substandard	775	2,472	1,233	25,555	2,112	1,387	—	584	448	—	34,566
Originated loans held-for-investment, net	\$125,504	\$1,195,220	\$54,460	\$348,254	\$51,045	\$47,965	\$18,677	\$62,594	\$25,610	\$2,256	\$1,931

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

Included in loans receivable are loans for which the accrual of interest income has been discontinued due to deterioration in the financial condition of the borrowers. The recorded investment of these non-accrual loans was \$10.1 million and \$8.8 million at March 31, 2016, and December 31, 2015, respectively. Generally, loans are placed on non-accrual status when they become 90 days or more delinquent, or sooner if considered appropriate by management, and remain on non-accrual status until they are brought current, have six consecutive months of performance under the loan terms, and factors indicating reasonable doubt about the timely collection of payments no longer exist. Therefore, loans may be current in accordance with their loan terms, or may be less than 90 days delinquent and still be on a non-accruing status.

These non-accrual amounts included loans deemed to be impaired of \$8.4 million and \$6.7 million at March 31, 2016, and December 31, 2015, respectively. Loans on non-accrual status with principal balances less than \$500,000, and therefore not meeting the Company's definition of an impaired loan, amounted to \$1.7 million and \$2.1 million at March 31, 2016, and December 31, 2015, respectively. There were no loans held-for-sale at March 31, 2016, or December 31, 2015. Loans past due 90 days or more and still accruing interest were \$485,000 and \$15,000 at March 31, 2016, and December 31, 2015, respectively, and consisted of loans that are considered well secured and in the process of collection.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following tables set forth the detail, and delinquency status, of non-performing loans (non-accrual loans and loans past due 90 days or more and still accruing), net of deferred fees and costs, at March 31, 2016, and December 31, 2015, excluding loans held-for-sale and PCI loans which have been segregated into pools. For PCI loans, each loan pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows (in thousands):

	At March 31, 2016					
	Total Non-Performing Loans					
	Non-Accruing Loans					
	0-29	30-89	90		90 Days	Total
	Days	Days	Days	Total	or More	Total
	Past	Past	or		Past Due	Non-Performing
	Due	Due	Past		and	Loans
			Due		Accruing	
Loans held-for-investment:						
Real estate loans:						
Commercial						
LTV => 35%						
Substandard	\$1,285	\$—	\$6,429	\$7,714	\$ —	\$ 7,714
Total commercial	1,285	—	6,429	7,714	—	7,714
One-to-four family residential						
LTV < 60%						
Substandard	221	532	341	1,094	14	1,108
Total	221	532	341	1,094	14	1,108
LTV => 60%						
Substandard	—	134	—	134	—	134
Total	—	134	—	134	—	134
Total one-to-four family residential	221	666	341	1,228	14	1,242
Multifamily						
LTV => 35%						
Substandard	—	—	466	466	—	466
Total multifamily	—	—	466	466	—	466
Home equity and lines of credit						
Substandard	—	—	225	225	—	225
Total home equity and lines of credit	—	—	225	225	—	225
Commercial and industrial loans						
Substandard	—	—	65	65	—	65
Total commercial and industrial loans	—	—	65	65	—	65
Total non-performing loans held-for-investment	1,506	666	7,526	9,698	14	9,712
Loans acquired:						
Commercial						
LTV < 35%						
Substandard	—	—	—	—	457	457
Total commercial	—	—	—	—	457	457
One-to-four family residential						
LTV < 60%						

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Substandard	427	—	—	427	—	427
Total one-to-four family residential	427	—	—	427	—	427
Commercial and industrial loans						
Substandard	—	—	—	—	14	14
Total commercial and industrial loans	—	—	—	—	14	14
Total non-performing loans acquired	427	—	—	427	471	898
Total non-performing loans	\$1,933	\$ 666	\$7,526	\$10,125	\$ 485	\$ 10,610

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

	At December 31, 2015					
	Total Non-Performing Loans					
	Non-Accruing Loans					
	0-29	30-89	90		90 Days	Total
	Days	Days	Days	Total	Past Due	Non-Performing
	Past	Past	or		and	Loans
	Due	Due	Past		Accruing	
			Due			
Loans held-for-investment:						
Real estate loans:						
Commercial						
LTV => 35%						
Substandard	\$344	\$372	\$4,516	\$5,232	\$ —	\$ 5,232
Total	344	372	4,516	5,232	—	5,232
Total commercial	344	372	4,516	5,232	—	5,232
One-to-four family residential						
LTV < 60%						
Substandard	364	180	565	1,109	—	1,109
Total	364	180	565	1,109	—	1,109
LTV => 60%						
Substandard	901	135	—	1,036	—	1,036
Total	901	135	—	1,036	—	1,036
Total one-to-four family residential	1,265	315	565	2,145	—	2,145
Construction and land						
Substandard	—	—	113	113	—	113
Total construction and land	—	—	113	113	—	113
Multifamily						
LTV => 35%						
Substandard	—	—	559	559	—	559
Total multifamily	—	—	559	559	—	559
Home equity and lines of credit						
Substandard	—	—	329	329	—	329
Total home equity and lines of credit	—	—	329	329	—	329
Commercial and industrial loans						
Substandard	—	—	—	—	15	15
Total commercial and industrial loans	—	—	—	—	15	15
Total non-performing loans held-for-investment	1,609	687	6,082	8,378	15	8,393
Loans acquired:						
One-to-four family residential						
LTV < 60%						
Substandard	429	—	—	429	—	429
Total one-to-four family residential	429	—	—	429	—	429
Total non-performing loans acquired:	429	—	—	429	—	429
Total non-performing loans	\$2,038	\$687	\$6,082	\$8,807	\$ 15	\$ 8,822



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## NORTHFIELD BANCORP, INC.

## Notes to Unaudited Consolidated Financial Statements - (Continued)

The following tables set forth the detail and delinquency status of originated and acquired loans held-for-investment, net of deferred fees and costs, by performing and non-performing loans at March 31, 2016, and December 31, 2015 (in thousands):

	March 31, 2016				
	Performing (Accruing)				
	Loans				
	0-29	30-89			Total Loans
	Days	Days	Total	Non-Performing	Receivable,
	Past	Past		Loans	net
	Due	Due			
Loans held-for-investment:					
Real estate loans:					
Commercial					
LTV < 35%					
Pass	\$52,582	\$ 796	\$ 53,378	\$ —	\$ 53,378
Special Mention	926	—	926	—	926
Substandard	1,221	—	1,221	—	1,221
Total	54,729	796	55,525	—	55,525
LTV => 35%					
Pass	309,198	319	309,517	—	309,517
Special Mention	2,961	541	3,502	—	3,502
Substandard	14,564	2,591	17,155	7,714	24,869
Total	326,723	3,451	330,174	7,714	337,888
Total commercial	381,452	4,247	385,699	7,714	393,413
One-to-four family residential					
LTV < 60%					
Pass	52,274	2,973	55,247	—	55,247
Special Mention	133	368	501	—	501
Substandard	670	310	980	1,108	2,088
Total	53,077	3,651	56,728	1,108	57,836
LTV => 60%					
Pass	47,197	—	47,197	—	47,197
Substandard	743	499	1,242	134	1,376
Total	47,940	499	48,439	134	48,573
Total one-to-four family residential	101,017	4,150	105,167	1,242	106,409
Construction and land					
Pass	16,951	1,385	18,336	—	18,336
Total construction and land	16,951	1,385	18,336	—	18,336
Multifamily					
LTV < 35%					
Pass	126,896	173	127,069	—	127,069
Special Mention	43	—	43	—	43
Substandard	—	—	—	—	—
Total	126,939	173	127,112	—	127,112
LTV => 35%					
Pass	1,219,863	1,802	1,221,665	—	1,221,665

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Special Mention	3,154	642	3,796	—	3,796
Substandard	1,895	—	1,895	466	2,361
Total	1,224,912	12,444	1,227,356	466	1,227,822
Total multifamily	1,351,852	12,617	1,354,468	466	1,354,934
Home equity and lines of credit					
Pass	62,336	467	62,803	—	62,803
Special Mention	73	—	73	—	73
Substandard	160	92	252	225	477
Total home equity and lines of credit	62,569	559	63,128	225	63,353
Commercial and industrial					
Pass	25,853	—	25,853	65	25,918
Special Mention	226	73	299	—	299
Substandard	435	—	435	—	435
Total commercial and industrial	26,514	73	26,587	65	26,652

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

	March 31, 2016			Non-Performing Loans	Total Loans Receivable, net
	Performing (Accruing) Loans				
	0-29 Days Past Due	30-89 Days Past Due	Total		
Other loans					
Pass	1,359	17	1,376	—	1,376
Total other loans	1,359	17	1,376	—	1,376
Total originated loans held-for-investment	\$ 1,941,713	\$ 13,048	\$ 1,954,761	\$ 9,712	\$ 1,964,473
Acquired loans:					
One-to-four family residential					
LTV < 60%					
Pass	306,986	310	307,296	—	307,296
Special Mention	539	—	539	—	539
Substandard	905	—	905	427	1,332
Total	308,430	310	308,740	427	309,167
LTV => 60%					
Pass	60,535	—	60,535	—	60,535
Substandard	281	—	281	—	281
Total	60,816	—	60,816	—	60,816
Total one-to-four family residential	369,246	310	369,556	427	369,983
Commercial					
LTV < 35%					
Pass	2,109	—	2,109	—	2,109
Substandard	—	512	512	212	724
Total	2,109	512	2,621	212	2,833
LTV => 35%					
Pass	191,315	657	191,972	—	191,972
Special Mention	875	—	875	—	875
Substandard	—	1,847	1,847	245	2,092
Total	192,190	2,504	194,694	245	194,939
Total commercial	194,299	3,016	197,315	457	197,772
Multifamily					
LTV < 35%					
Pass	52,209	—	52,209	—	52,209
Special Mention	131	—	131	—	131
Total	52,340	—	52,340	—	52,340
LTV => 35%					
Pass	16,162	—	16,162	—	16,162
Special Mention	286	—	286	—	286
Total	16,448	—	16,448	—	16,448
Total multifamily	68,788	—	68,788	—	68,788
Commercial and industrial					
Pass	28,279	50	28,329	—	28,329
Substandard	—	—	—	14	14

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Total commercial and industrial	28,279	50	28,329	14	28,343
Construction and Land					
Pass	32,603	—	32,603	—	32,603
Total construction and land	32,603	—	32,603	—	32,603
Home equity and lines of credit					
Pass	32,669	—	32,669	—	32,669
Total home equity and lines of credit	32,669	—	32,669	—	32,669
Other					
Pass	606	—	606	—	606
Total other	606	—	606	—	606
Total loans acquired	726,490	3,376	729,866	898	730,764
	\$2,668,203	\$16,424	\$2,684,627	\$ 10,610	\$2,695,237

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## NORTHFIELD BANCORP, INC.

## Notes to Unaudited Consolidated Financial Statements - (Continued)

	December 31, 2015				
	Performing (Accruing)				
	Loans				
	0-29	30-89			
	Days	Days	Total	Non-Performing	Total Loans
	Past	Past		Loans	Receivable,
	Due	Due			net
Loans held-for-investment:					
Real estate loans:					
Commercial					
LTV < 35%					
Pass	\$50,974	\$1,279	\$52,253	—	\$52,253
Special Mention	974	—	974	—	974
Substandard	1,233	—	1,233	—	1,233
Total	53,181	1,279	54,460	—	54,460
LTV => 35%					
Pass	319,411	322	319,733	—	319,733
Special Mention	2,966	—	2,966	—	2,966
Substandard	8,696	11,627	20,323	5,232	25,555
Total	331,073	11,949	343,022	5,232	348,254
Total commercial	384,254	13,228	397,482	5,232	402,714
One-to-four family residential					
LTV < 60%					
Pass	45,737	2,692	48,429	—	48,429
Special Mention	134	370	504	—	504
Substandard	696	307	1,003	1,109	2,112
Total	46,567	3,369	49,936	1,109	51,045
LTV => 60%					
Pass	46,578	—	46,578	—	46,578
Substandard	—	351	351	1,036	1,387
Total	46,578	351	46,929	1,036	47,965
Total one-to-four family residential	93,145	3,720	96,865	2,145	99,010
Construction and land					
Pass	18,564	—	18,564	113	18,677
Total construction and land	18,564	—	18,564	113	18,677
Multifamily					
LTV < 35%					
Pass	124,678	—	124,678	—	124,678
Special Mention	—	51	51	—	51
Substandard	775	—	775	—	775
Total	125,453	51	125,504	—	125,504
LTV => 35%					
Pass	1,187,147	769	1,188,916	—	1,188,916
Special Mention	2,687	1,145	3,832	—	3,832
Substandard	1,913	—	1,913	559	2,472
Total	1,191,747	2,914	1,194,661	559	1,195,220

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Total multifamily	1,317,200	965	1,320,165	559	1,320,724
Home equity and lines of credit					
Pass	61,561	374	61,935	—	61,935
Special Mention	75	—	75	—	75
Substandard	255	—	255	329	584
Total home equity and lines of credit	61,891	374	62,265	329	62,594
Commercial and industrial loans					
Pass	24,780	51	24,831	15	24,846
Special Mention	316	—	316	—	316
Substandard	395	53	448	—	448
Total commercial and industrial loans	25,491	104	25,595	15	25,610
Other loans					

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

	December 31, 2015			Non-Performing Loans	Total Loans Receivable, net
	Performing (Accruing) Loans				
	0-29 Days Past Due	30-89 Days Past Due	Total		
Pass	2,245	11	2,256	—	2,256
Total other loans	2,245	11	2,256	—	2,256
Total originated loans held-for-investment	\$ 1,902,790	\$ 20,402	\$ 1,923,192	\$ 8,393	\$ 1,931,585
Loans Acquired					
Real estate loans:					
One-to-four family residential					
LTV < 60%					
Pass	313,425	312	313,737	—	313,737
Special Mention	549	—	549	—	549
Substandard	737	177	914	429	1,343
Total	314,711	489	315,200	429	315,629
LTV => 60%					
Pass	14,759	—	14,759	—	14,759
Substandard	284	—	284	—	284
Total	15,043	—	15,043	—	15,043
Total one-to-four family residential	329,754	489	330,243	429	330,672
Commercial					
LTV < 35%					
Pass	2,164	—	2,164	—	2,164
Substandard	—	729	729	—	729
Total	2,164	729	2,893	—	2,893
LTV => 35%					
Pass	5,536	—	5,536	—	5,536
Special Mention	883	—	883	—	883
Substandard	1,848	—	1,848	—	1,848
Total	8,267	—	8,267	—	8,267
Total commercial	10,431	729	11,160	—	11,160
Multifamily					
LTV < 35%					
Pass	4,695	—	4,695	—	4,695
Special Mention	138	—	138	—	138
Total	4,833	—	4,833	—	4,833
LTV => 35%					
Pass	59,632	—	59,632	—	59,632
Special Mention	314	—	314	—	314
Total	59,946	—	59,946	—	59,946
Total multifamily	64,779	—	64,779	—	64,779
Home equity and lines of credit					
Pass	2,404	—	2,404	—	2,404
Total home equity and lines of credit	2,404	—	2,404	—	2,404

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Total loans acquired	407,368	1,218	408,586	429	409,015
	\$2,310,158	\$21,620	\$2,331,778	\$ 8,822	\$2,340,600

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

The following table summarizes originated and acquired impaired loans as of March 31, 2016, and December 31, 2015 (in thousands):

	At March 31, 2016			At December 31, 2015		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With No Allowance Recorded:						
Real estate loans:						
Commercial						
LTV < 35%						
Substandard	\$—	\$ 139	\$ —	—	139	—
LTV => 35%						
Pass	4,015	4,152	—	4,051	4,188	—
Substandard	13,296	14,672	—	13,371	14,748	—
One-to-four family residential						
LTV < 60%						
Pass	654	654	—	221	221	—
Substandard	231	231	—	234	234	—
LTV => 60%						
Substandard	149	166	—	150	167	—
Multifamily						
LTV => 35%						
Pass	71	542	—	75	545	—
Substandard	732	1,287	—	1,012	1,012	—
Commercial and industrial loans						
Substandard	84	84	—	87	87	—
With a Related Allowance Recorded:						
Real estate loans:						
Commercial						
LTV => 35%						
Substandard	8,145	8,874	(642 )	4,891	5,430	(394 )
One-to-four family residential						
LTV < 60%						
Pass	61	61	(7 )	503	503	(33 )
Substandard	1,593	1,593	(147 )	1,604	1,604	(152 )
LTV => 60%						
Substandard	1,024	1,072	(91 )	1,034	1,081	(97 )
Multifamily						
LTV => 35%						
Substandard	1,357	1,357	(143 )	1,371	1,371	(158 )
Home equity and lines of credit						
Pass	266	266	(9 )	269	269	(11 )
Special Mention	43	43	(23 )	44	44	(19 )
Substandard	41	41	(25 )	41	41	(21 )
Commercial and industrial loans						
Special Mention	28	28	(6 )	29	29	(4 )

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Total:

Real estate loans

Commercial	25,456	27,837	(642	)	22,313	24,505	(394	)
One-to-four family residential	3,712	3,777	(245	)	3,746	3,810	(282	)
Multifamily	2,160	3,186	(143	)	2,458	2,928	(158	)
Home equity and lines of credit	350	350	(57	)	354	354	(51	)
Commercial and industrial loans	112	112	(6	)	116	116	(4	)
	\$31,790	\$35,262	\$(1,093	)	\$28,987	\$31,713	\$(889	)

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

Included in the above table at March 31, 2016, are impaired loans with carrying balances of \$14.3 million that were not written down by charge-offs or for which there are no specific reserves in our allowance for loan losses. Included in impaired loans at December 31, 2015, are loans with carrying balances of \$14.5 million that were not written down by charge-offs or for which there are no specific reserves in our allowance for loan losses. Loans not written down by charge-offs or specific reserves at March 31, 2016, and December 31, 2015, are considered to have sufficient collateral values, less costs to sell, to support the carrying balances of the loans.

The following table summarizes the average recorded investment in originated and acquired impaired loans (excluding PCI loans) and interest recognized on impaired loans as of, and for, the three months ended March 31, 2016 and March 31, 2015 (in thousands):

	March 31, 2016		March 31, 2015	
	Average Recorded Investment	Interest Income	Average Recorded Investment	Interest Income
With No Allowance Recorded:				
Real estate loans:				
Commercial				
LTV => 35%				
Pass	\$4,033	\$ 45	\$2,886	\$ 36
Special Mention	—	—	273	—
Substandard	13,334	181	11,746	108
Construction and land				
Substandard				
—	—	—	—	—
One-to-four family residential				
LTV < 60%				
Pass	438	5	43	—
Special Mention	—	—	138	2
Substandard	233	1	261	3
LTV => 60%				
Substandard	150	1	—	—
Multifamily				
LTV => 35%				
Pass	73	4	85	4
Substandard	873	4	474	5
Home equity and lines of credit				
Special Mention				
—	—	—	49	1
Substandard				
—	—	—	0	—
Commercial and industrial loans				
Special Mention				
—	—	—	134	3
Substandard				
86	—	—	98	—
With a Related Allowance Recorded:				
Real estate loans:				
Commercial				
LTV => 35%				
Special Mention				
—	—	—	—	—

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Substandard	6,518	18	12,731	39
One-to-four family residential LTV < 60%				
Pass	282	4	33	—
Special Mention	—	—	318	2
Substandard	1,599	6	866	4
LTV => 60%				
Substandard	1,029	4	293	1
Multifamily LTV => 35%				
Substandard	1,364	13	1,420	13
Home equity and lines of credit				
Pass	268	2		
Special Mention	44	1	277	2

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

	March 31, 2016		March 31, 2015	
	Average Recorded Investment	Interest Income	Average Recorded Investment	Interest Income
Substandard	41	—	—	—
Commercial and industrial loans				
Special Mention	29	—	32	1
Substandard	—	—	204	
Total:				
Real estate loans				
Commercial	23,885	244	27,636	183
One-to-four family residential	3,731	21	1,952	12
Construction and land	—	—	—	—
Multifamily	2,310	21	1,979	22
Home equity and lines of credit	353	3	326	3
Commercial and industrial loans	115	—	468	4
	\$30,394	\$ 289	\$32,361	\$ 224

There were no loans modified as troubled debt restructurings during the three months ended March 31, 2016. The following table summarizes loans that were modified as troubled debt restructurings during the three months ended March 31, 2015:

	March 31, 2015			
	Number of Relationships	Pre-Modification Outstanding Investment (in thousands)	Recorded	Post-Modification Outstanding Investment
Troubled Debt Restructurings				
Commercial real estate loans				
Substandard	1	\$6,254		\$6,254
One-to-four family residential				
Pass	1	20		20
Substandard	1	43		43
Total Troubled Debt Restructurings	3	\$6,317		\$6,317

At March 31, 2016, and December 31, 2015, we had troubled debt restructurings of \$26.5 million and \$26.6 million, respectively.

Management classifies all troubled debt restructurings as impaired loans. Impaired loans are individually assessed to determine that the loan's carrying value is not in excess of the estimated fair value of the collateral less cost to sell, if the loan is collateral dependent, or the present value of the expected future cash flows, if the loan is not collateral dependent. Management performs a detailed evaluation of each impaired loan and generally obtains updated appraisals as part of the evaluation. In addition, management adjusts estimated fair values down to appropriately consider recent market conditions, our willingness to accept a lower sales price to effect a quick sale, and costs to dispose of any supporting collateral. Determining the estimated fair value of underlying collateral (and related costs to sell) can be difficult in illiquid real estate markets and is subject to significant assumptions and

estimates. Management employs an independent third-party expert in appraisal preparation and review to ascertain the reasonableness of updated appraisals. Projecting the expected cash flows under troubled debt restructurings which are not collateral dependent is inherently subjective and requires, among other things, an evaluation of the borrower's current and projected financial condition. Actual results may be significantly different than our projections and our established allowance for loan losses on these loans, which could have a material effect on our financial results.

At March 31, 2016, no troubled debt restructured loan that was restructured during the twelve months ended March 31, 2016, had subsequently defaulted.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Note 6 – Deposits

Deposits account balances are summarized as follows (in thousands):

	March 31, 2016	December 31, 2015
Non-interest-bearing demand	\$354,155	\$ 263,073
Interest-bearing negotiable orders of withdrawal (NOW)	319,558	217,813
Savings and money market	1,271,694	1,072,175
Certificates of deposit	598,358	499,868
Total deposits	\$2,543,765	\$ 2,052,929

Interest expense on deposit accounts is summarized for the periods indicated (in thousands).

	Three Months Ended March 31, 2016 2015	
Negotiable orders of withdrawal, savings, and money market	\$2,128	\$954
Certificates of deposit	1,296	1,120
Total interest expense on deposit accounts	\$3,424	\$2,074

## Note 7 – Equity Incentive Plan

The following table is a summary of the Company's stock options outstanding as of March 31, 2016, and changes therein during the three months then ended.

	Number of Stock Options	Weighted Average Grant Date Fair Value	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Outstanding - December 31, 2015	6,011,861	\$ 3.30	\$ 10.93	6.41
Exercised	(272,351 )	2.34	7.25	—
Outstanding - March 31, 2016	5,739,510	3.34	11.10	6.31
Exercisable - March 31, 2016	2,701,252	\$ 2.60	\$ 8.17	3.80

Expected future stock option expense related to the non-vested options outstanding as of March 31, 2016, is \$9.1 million over an average period of 3.55 years.

The following is a summary of the status of the Company's restricted share awards as of March 31, 2016, and changes therein during the three months then ended.

	Number of Shares Awarded	Weighted Average Grant Date Fair Value
Non-vested at December 31, 2015	1,193,862	\$ 13.70
Vested	—	—
Forfeited	—	—

Non-vested at March 31, 2016      1,193,862 \$ 13.70

Expected future stock award expense related to the non-vested restricted share awards as of March 31, 2016, is \$12.4 million over an average period of 3.57 years.

During the three months ended March 31, 2016 and 2015, the Company recorded \$2.1 million and \$944,000, respectively, of stock-based compensation related to the above plans.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

Note 8 – Fair Value Measurements

The following tables present the assets reported on the consolidated balance sheet at their estimated fair value as of March 31, 2016, and December 31, 2015, by level within the fair value hierarchy as required by the Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

Level 1 Inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlations or other means.

Level 3 Inputs – Significant unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing the assets or liabilities.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Fair Value Measurements at March 31, 2016

Using:

Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
----------------	--	---	---

(in thousands)

Measured on a recurring basis:

Assets:

Investment securities:

Available-for-sale:

U.S. Treasury securities	\$9,108	\$9,108	\$ —	\$ —
--------------------------	---------	---------	------	------

Mortgage-backed securities:

GSE	515,063	\$ —	515,063	\$ —
-----	---------	------	---------	------

Non-GSE	472	—	472	—
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Other securities:

GSE bonds	2,990	—	2,990	
-----------	-------	---	-------	--

Municipal bonds	3,607	—	3,607	
-----------------	-------	---	-------	--

Corporate bonds	11,228	—	11,228	—
-----------------	--------	---	--------	---

Equities	1,205	205	1,000	—
----------	-------	-----	-------	---

Other	1,254	—	1,254	
-------	-------	---	-------	--

Total available-for-sale	544,927	9,313	535,614	—
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Trading securities	7,113	7,113	—	—
--------------------	-------	-------	---	---

Total	\$552,040	\$16,426	\$535,614	\$ —
-------	-----------	----------	-----------	------

Measured on a non-recurring basis:

Assets:

Impaired loans:

Real estate loans:

Commercial real estate	\$12,063	\$ —	\$ —	\$ 12,063
------------------------	----------	------	------	-----------

One-to-four family residential mortgage	2,432	—	—	2,432
---	-------	---	---	-------

Multifamily	1,566	—	—	1,566
-------------	-------	---	---	-------

Home equity and lines of credit	293	—	—	293
---------------------------------	-----	---	---	-----

Total impaired real estate loans	16,354	—	—	16,354
----------------------------------	--------	---	---	--------

Commercial and industrial loans	23	—	—	23
---------------------------------	----	---	---	----

Other real estate owned	45	—	—	45
-------------------------	----	---	---	----

Total	\$16,422	\$ —	\$ —	\$ 16,422
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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Fair Value Measurements at December 31, 2015

Using:

Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

(in thousands)

Measured on a recurring basis:

Assets:

Investment securities:

Available-for-sale:

Mortgage-backed securities:

GSE	\$529,524	\$ —	\$ 529,524	\$ —
-----	-----------	------	------------	------

Non-GSE	579	—	579	—
---------	-----	---	-----	---

Other securities:

Corporate bonds	11,011	—	11,011	—
-----------------	--------	---	--------	---

Equities	481	481	—	—
----------	-----	-----	---	---

Total available-for-sale	541,595	481	541,114	—
--------------------------	---------	-----	---------	---

Trading securities	6,713	6,713	—	—
--------------------	-------	-------	---	---

Total	\$548,308	\$ 7,194	\$ 541,114	\$ —
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Measured on a non-recurring basis:

Assets:

Impaired loans:

Real estate loans:

Commercial real estate	\$9,091	\$ —	\$ —	\$ 9,091
------------------------	---------	------	------	----------

One-to-four family residential mortgage	2,873	—	—	2,873
---	-------	---	---	-------

Multifamily	1,288	—	—	1,288
-------------	-------	---	---	-------

Home equity and lines of credit	303	—	—	303
---------------------------------	-----	---	---	-----

Total impaired real estate loans	13,555	—	—	13,555
----------------------------------	--------	---	---	--------

Commercial and industrial loans	25	—	—	25
---------------------------------	----	---	---	----

Other real estate owned	45	—	—	45
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Total	\$13,625	\$ —	\$ —	\$ 13,625
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The following table presents qualitative information for Level 3 assets measured at fair value on a non-recurring basis at March 31, 2016, and December 31, 2015 (dollars in thousands):

	Fair Value		Valuation Methodology	Unobservable Inputs	Range of Inputs	
	March 31, 2016	December 31, 2015			March 31, 2016	December 31, 2015
Impaired loans	\$16,377	\$ 13,580	Appraisals	Discount for costs to sell	7.0%	7.0%
					10.0%	10.0%

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				Discount for quick sale		
			Discounted cash flows	Interest rates	4.75% to 7.5%	4.75% to 7.5%
Other real estate owned	\$45	\$ 45	Appraisals	Discount for costs to sell	7.0%	7.0%

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

**Available for Sale Securities:** The estimated fair values for mortgage-backed securities, corporate and other debt securities, and certain less liquid equity securities are obtained from an independent nationally recognized third-party pricing service. The estimated fair values are derived primarily from cash flow models, which include assumptions for interest rates, credit losses, and prepayment speeds. Broker/dealer quotes are utilized as well, when such quotes are available and deemed representative of the market. The significant inputs utilized in the cash flow models are based on market data obtained from sources independent of the Company (Observable Inputs), and are therefore classified as Level 2 within the fair value hierarchy. The estimated fair values of U.S. Treasury securities and equity securities consisting of publicly traded mutual funds are classified as Level 1 and are derived from quoted market prices in active markets. There were no transfers of securities between Level 1 and Level 2 during the three months ended March 31, 2016.

**Trading Securities:** Fair values are derived from quoted market prices in active markets. The assets consist of publicly traded mutual funds.

**Impaired Loans:** At March 31, 2016, and December 31, 2015, the Company had impaired loans held-for-investment (excluding PCI loans) with outstanding principal balances of \$20.8 million and \$17.0 million, respectively, that were recorded at their estimated fair value of \$16.4 million and \$13.6 million, respectively. The Company recorded a net increase in the specific reserve for impaired loans of \$203,000 for the three months ended March 31, 2016, utilizing Level 3 inputs. For purposes of estimating fair value of impaired loans, management utilizes independent appraisals, if the loan is collateral dependent, adjusted downward by management, as necessary, for changes in relevant valuation factors subsequent to the appraisal date, or the present value of expected future cash flows for non-collateral dependent loans and troubled debt restructurings.

**Other Real Estate Owned (OREO):** At both March 31, 2016, and December 31, 2015, the Company had assets acquired through foreclosure, or deed in lieu of foreclosure, of \$45,000. These assets are recorded at estimated fair value, less estimated selling costs when acquired, establishing a new cost basis. Estimated fair value is generally based on independent appraisals. These appraisals include adjustments to comparable assets based on the appraisers' market knowledge and experience, and are considered Level 3 inputs. When an asset is acquired, the excess of the loan balance over fair value, less estimated selling costs, is charged to the allowance for loan losses. If the estimated fair value of the asset declines, a write-down is recorded through non-interest expense. The valuation of foreclosed assets is subjective in nature and may be adjusted in the future because of changes in economic conditions.

In addition, the Company may be required, from time to time, to measure the fair value of certain other financial assets on a nonrecurring basis in accordance with U.S. GAAP. The adjustments to fair value usually result from the application of lower-of-cost-or-market accounting or write downs of individual assets.

**Fair Value of Financial Instruments**

The FASB ASC Topic for Financial Instruments requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring or non-recurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. The following methods and assumptions were used to estimate the fair value of other financial assets and financial liabilities not already discussed above:

(a) Cash, Cash Equivalents, and Certificates of Deposit

Cash and cash equivalents are short-term in nature with original maturities of six months or less; the carrying amount approximates fair value. Certificates of deposit having original terms of six-months or less; the carrying value generally approximates fair value. Certificates of deposit with an original maturity of six months or greater; the fair value is derived from discounted cash flows.

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

(b) Securities (Held to Maturity)

The estimated fair values for substantially all of our securities are obtained from an independent nationally recognized pricing service. The independent pricing service utilizes market prices of same or similar securities whenever such prices are available. Prices involving distressed sellers are not utilized in determining fair value. Where necessary, the independent third-party pricing service estimates fair value using models employing techniques such as discounted cash flow analyses. The assumptions used in these models typically include assumptions for interest rates, credit losses, and prepayments, utilizing market observable data where available.

(c) Federal Home Loan Bank of New York Stock

The fair value for Federal Home Loan Bank of New York (FHLB) stock is its carrying value, since this is the amount for which it could be redeemed and there is no active market for this stock.

(d) Loans (Held-for-Investment)

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as originated and purchased, and further segregated by residential mortgage, construction, land, multifamily, commercial and consumer. Each loan category is further segmented into amortizing and non-amortizing and fixed and adjustable rate interest terms and by performing and nonperforming categories. The fair value of loans is estimated by discounting the future cash flows using current prepayment assumptions and current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. This method of estimating fair value does not incorporate the exit price concept of fair value prescribed by the FASB ASC Topic for Fair Value Measurements and Disclosures.

(e) Loans (Held-for-Sale)

Held-for-sale loans are carried at the lower of aggregate cost or estimated fair value, less costs to sell, and therefore fair value is equal to carrying value.

(f) Deposits

The fair value of deposits with no stated maturity, such as non-interest bearing demand deposits, savings, NOW and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

(g) Commitments to Extend Credit and Standby Letters of Credit

The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates.

The fair value of off balance sheet commitments is insignificant and therefore not included in the following table.

(h) Borrowings

The fair value of borrowings is estimated by discounting future cash flows based on rates currently available for debt with similar terms and remaining maturity.

(i) Advance Payments by Borrowers

Advance payments by borrowers for taxes and insurance have no stated maturity; the fair value is equal to the amount currently payable.

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## NORTHFIELD BANCORP, INC.

## Notes to Unaudited Consolidated Financial Statements - (Continued)

The estimated fair value of the Company's significant financial instruments at March 31, 2016, and December 31, 2015, is presented in the following tables (in thousands):

	March 31, 2016					
	Carrying Value	Estimated Fair Value				Total
		Level 1	Level 2	Level 3		
<b>Financial assets:</b>						
Cash and cash equivalents	\$ 114,653	\$ 114,653	\$—	\$	—\$114,653	
Trading securities	7,113	7,113	—	—	7,113	
Securities available-for-sale	544,927	9,313	535,614	—	544,927	
Securities held-to-maturity	10,298	—	10,456	—	10,456	
Federal Home Loan Bank of New York stock, at cost	24,929	—	24,929	—	24,929	
Net loans held-for-investment	2,708,506	—	—	2,700,319	2,700,319	
<b>Financial liabilities:</b>						
Deposits	\$2,543,765	\$—	\$2,551,919	\$	—\$2,551,919	
Repurchase agreements, Federal Home Loan Bank advances and other borrowings	479,186	—	482,490	—	482,490	
Advance payments by borrowers	12,966	—	12,966	—	12,966	
<b>December 31, 2015</b>						
	Carrying Value	Estimated Fair Value			Total	
		Level 1	Level 2	Level 3		
<b>Financial assets:</b>						
Cash and cash equivalents	\$51,853	\$51,853	\$—	\$	—\$51,853	
Trading securities	6,713	6,713	—	—	6,713	
Securities available-for-sale	541,595	481	541,114	—	541,595	
Securities held-to-maturity	10,346	—	10,369	—	10,369	
Federal Home Loan Bank of New York stock, at cost	25,803	—	25,803	—	25,803	
Net loans held-for-investment	2,348,945	—	—	2,375,028	2,375,028	
<b>Financial liabilities:</b>						
Deposits	\$2,052,929	\$—	\$2,058,894	\$	—\$2,058,894	
Repurchase agreements, Federal Home Loan Bank advances and other borrowings	558,129	—	557,537	—	557,537	
Advance payments by borrowers	10,862	—	10,862	—	10,862	

**Limitations**

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

instruments. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.



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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

## Note 9 – Earnings Per Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding during the period. For purposes of calculating basic earnings per share, weighted average common shares outstanding excludes unallocated employee stock ownership plan (ESOP) shares that have not been committed for release and unvested restricted stock.

Diluted earnings per share is computed using the same method as basic earnings per share, but reflects the potential dilution that could occur if stock options and unvested shares of restricted stock were exercised and converted into common stock. These potentially dilutive shares are included in the weighted average number of shares outstanding for the period using the treasury stock method. When applying the treasury stock method, we add: (1) the assumed proceeds from option exercises; (2) the tax benefit, if any, that would have been credited to additional paid-in capital assuming exercise of non-qualified stock options and vesting of shares of restricted stock; and (3) the average unamortized compensation costs related to unvested shares of restricted stock and stock options. We then divide this sum by our average stock price for the period to calculate assumed shares repurchased. The excess of the number of shares issuable over the number of shares assumed to be repurchased is added to basic weighted average common shares to calculate diluted earnings per share.

The following is a summary of the Company's earnings per share calculations and reconciliation of basic to diluted earnings per share for the periods indicated (dollars in thousands, except per share data):

	Three Months Ended March 31,	
	2016	2015
Net income available to common stockholders	\$3,660	\$ 5,002
Weighted average shares outstanding-basic	43,919,402	42,751,218
Effect of non-vested restricted stock and stock options outstanding	1,351,546	1,152,703
Weighted average shares outstanding-diluted	45,270,948	43,903,921
Earnings per share-basic	\$0.08	\$ 0.11
Earnings per share-diluted	\$0.08	\$ 0.11
Anti-dilutive shares	1,011,400	1,456,600

## Note 10 – Recent Accounting Pronouncements

In March 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which includes provisions to simplify certain aspects related to the accounting for share-based awards and the related financial statement presentation. The ASU includes a requirement that the tax effect related to the settlement of share-based awards be recorded in income tax benefit or expense in the statements of earnings. This change is required to be adopted prospectively in the period of adoption. In addition, the ASU modifies the classification of certain share-based payment activities within the statements of cash flows and these changes are required to be applied retrospectively to all periods presented, or in certain cases prospectively, beginning in the period of adoption. ASU No. 2016-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the potential effect of adoption of this pronouncement on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which is intended to increase transparency and comparability of accounting for lease transactions. The ASU will require all leases to be recognized on the balance sheet as lease assets and lease liabilities and will require both quantitative and qualitative disclosures regarding key information about leasing arrangements. Lessor accounting is largely unchanged. ASU No. 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within that reporting period. The Company is currently evaluating the potential effect of adoption of this pronouncement on its consolidated financial statements.

In January 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The guidance primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the FASB clarified guidance related to the valuation allowance

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NORTHFIELD BANCORP, INC.

Notes to Unaudited Consolidated Financial Statements - (Continued)

assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. ASU No. 2016-01 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The adoption of this pronouncement is not expected to have a material effect on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805) - Simplifying the Accounting for Measurement-Period Adjustments, which requires that adjustments to provisional amounts that are identified during the measurement period of a business combination be recognized in the reporting period in which the adjustment amounts are determined. Furthermore, the income statement effects of such adjustments, if any, must be calculated as if the accounting had been completed at the acquisition date. Under previous guidance, adjustments to provisional amounts identified during the measurement period were to be recognized retrospectively. ASU 2015-16 was effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. The adoption of this pronouncement did not have a material effect on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition, and most industry-specific guidance throughout the industry topics of the codification. This update will be effective for interim and annual periods beginning after December 15, 2016. The Company is still assessing the impact of the adoption of this pronouncement on its consolidated financial statements, but does not expect the adoption of the guidance to have a material effect on its consolidated financial statements.

In December 2012, the FASB issued a proposed ASU, Financial Instruments - Credit Losses. This proposed ASU was issued for public comment in order to allow stakeholders the opportunity to review the proposal and provide comments to the FASB and does not constitute accounting guidance until a final ASU is issued. The FASB expects to publish the final ASU in June 2016 and it will be effective for public entities beginning on or after December 15, 2019, including interim periods within that reporting period. The FASB's proposed model would utilize an "expected credit loss" measurement objective for the recognition of credit losses for loans, held-to-maturity securities and other receivables at the time the financial asset is originated or acquired and adjusted each period for changes in expected credit losses. For available-for-sale securities where fair value is less than cost, credit-related impairment would be recognized in an allowance for credit losses and adjusted each period for changes in credit risk. This would replace the multiple existing impairment models in U.S. GAAP, which generally require that a loss be incurred before it is recognized. The Company will assess the impact of the FASB's final ASU on its financial statements when it is issued.

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

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report contains certain "forward-looking statements," which can be identified by the use of such words as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," 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 current beliefs and expectations of our management 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.

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:

- 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;
  - competition among depository and other financial institutions;
  - inflation and changes in the interest rate environment that reduce our margins and yields or reduce the fair value of financial instruments;
  - adverse changes in the securities or credit markets;
  - changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
  - our ability to manage operations in the current economic conditions;
  - our ability to enter new markets successfully and capitalize on growth opportunities;
  - our ability to successfully integrate acquired entities, including Hopewell Valley Community Bank (Hopewell Valley), which we acquired on January 8, 2016;
  - 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, or the Securities and Exchange Commission, or the Public Company Accounting Oversight Board;
  - cyber attacks, computer viruses and other technological risks that may breach the security of our websites or other systems to obtain unauthorized access to confidential information and destroy data or disable our systems;
  - changes in our organization, compensation, and benefit plans;
  - changes in the level of government support for housing finance;
  - significant increases in our loan losses; 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. Except as required by law, we disclaim any intention or obligation to update or revise any forward-looking statements after the date of this Form 10-Q, whether as a result of new information, future events or otherwise.



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### Critical Accounting Policies

Note 1 to the Company's Audited Consolidated Financial Statements for the year ended December 31, 2015, included in the Company's Annual Report on Form 10-K, as supplemented by this report, contains a summary of significant accounting policies. Various elements of these accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. Certain assets are carried in the Consolidated Balance Sheets at estimated fair value or the lower of cost or estimated fair value. Policies with respect to the methodologies used to determine the allowance for loan losses, estimated cash flows of our PCI loans, and judgments regarding the valuation of intangible assets and securities as well as the valuation allowance against deferred tax assets are the most critical accounting policies because they are important to the presentation of the Company's financial condition and results of operations, involve a higher degree of complexity, and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions, and estimates could result in material differences in the results of operations or financial condition. These critical accounting policies and their application are reviewed periodically and, at least annually, with the Audit Committee of the Board of Directors. For a further discussion of the critical accounting policies of the Company, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

#### Overview

This overview highlights selected information and may not contain all the information that is important to you in understanding our performance during the period. For a more complete understanding of trends, events, commitments, uncertainties, liquidity, capital resources, and critical accounting estimates, you should read this entire document carefully, as well as our Annual Report on Form 10-K for the year ended December 31, 2015.

On January 8, 2016, the Company completed its acquisition of Hopewell Valley, which after purchase accounting adjustments added \$508.5 million to total assets, \$342.6 million to loans, and \$456.2 million to deposits, and nine branch offices in Hunterdon and Mercer counties of New Jersey. Total consideration paid for Hopewell Valley was \$55.4 million, consisting of \$13.7 million in cash and 2,707,381 shares of common stock valued at \$41.7 million based upon the \$15.41 per share closing price of Northfield Bancorp, Inc.'s common stock on January 8, 2016.

Net income was \$3.7 million for the three months ended March 31, 2016, as compared to \$5.0 million for the three months ended March 31, 2015. Basic and diluted earnings per common share were \$0.08 for the three months ended March 31, 2016, compared to basic and diluted earnings per common share of \$0.11 for the three months ended March 31, 2015. Earnings for the three months ended March 31, 2016, reflected merger-related expenses of approximately \$1.9 million, net of tax, or \$0.05 per basic share and \$0.04 per diluted share, related to the acquisition of Hopewell Valley. For the three months ended March 31, 2016, our return on average assets was 0.41%, as compared to 0.66% for the three months ended March 31, 2015. For the three months ended March 31, 2016, our return on average stockholders' equity was 2.44% as compared to 3.44% for the three months ended March 31, 2015. Return on average assets and stockholders' equity for the three months ended March 21, 2016, were affected by the merger-related expenses noted above.

#### Comparison of Financial Condition at March 31, 2016, and December 31, 2015

Total assets increased \$470.0 million, or 14.7%, to \$3.67 billion at March 31, 2016, from \$3.20 billion at December 31, 2015, primarily due to \$508.5 million of total assets acquired from the Hopewell Valley acquisition, partially offset by sales, maturities and paydowns of available-for-sale securities.

Cash and cash equivalents increased \$62.8 million, or 121.1%, to \$114.7 million at March 31, 2016, from \$51.9 million at December 31, 2015, primarily due to \$55.5 million of cash and cash equivalents acquired from Hopewell Valley (net of cash paid for the acquisition).

The available-for-sale securities portfolio totaled \$544.9 million at March 31, 2016, compared to \$541.6 million at December 31, 2015. The increase was largely due to \$61.7 million of securities acquired from Hopewell Valley (of which \$30.4 million remained at March 31, 2016), partially offset by sales, maturities and paydowns. At March 31, 2016, \$515.1 million of the portfolio consisted of residential mortgage-backed securities issued or guaranteed by Fannie Mae, Freddie Mac, or Ginnie Mae. In addition, the Company held \$11.2 million in corporate bonds, all of which were considered investment grade at March 31, 2016, U.S. Treasury securities of \$9.1 million, and other securities of \$9.5 million (including \$1.2 million of equity investments in money market mutual funds).

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Total loans held-for-investment, net, increased \$359.2 million, or 15.1%, to \$2.73 billion at March 31, 2016, as compared to \$2.37 billion at December 31, 2015, primarily due to the addition of \$342.6 million of loans acquired from Hopewell Valley.

Originated loans held-for-investment, net, totaled \$1.96 billion at March 31, 2016, as compared to \$1.93 billion at December 31, 2015. The increase was primarily due to an increase in multifamily real estate loans of \$33.7 million, or 2.6%, to \$1.35 billion at March 31, 2016, from \$1.32 billion at December 31, 2015. The following table details our multifamily real estate originations for the three months ended March 31, 2016 (dollars in thousands):

Origination Amount	Weighted Average Interest Rate	Weighted Average Loan-to-Value Ratio	Weighted Average Months to Next Rate Change or Maturity for Fixed Rate Loans	(F)ixed or (V)ariable	Amortization Term
\$50,287	3.50%	57%	87	V	30 Years
2,675	3.96%	36%	181	F	15 Years
\$52,962	3.53%	56%			

Purchased credit-impaired (PCI) loans totaled \$37.6 million at March 31, 2016, as compared to \$33.1 million at December 31, 2015, and includes \$5.7 million of PCI loans acquired as part of the Hopewell Valley acquisition at March 31, 2016. The remaining \$31.9 million of PCI loans were primarily acquired as part of an assisted transaction with the Federal Deposit Insurance Corporation. The Company accreted interest income of \$1.3 million for the three months ended March 31, 2016, compared to \$1.1 million for the three months ended March 31, 2015.

Total liabilities increased \$421.1 million, or 15.9%, to \$3.06 billion at March 31, 2016, from \$2.64 billion at December 31, 2015. The increase was primarily attributable to an increase in deposits of \$490.8 million, partially offset by decreases in securities sold under agreements to repurchase of \$51.0 million and other borrowings of \$27.9 million. The increase in deposits was primarily due to \$456.2 million of deposits acquired from Hopewell Valley.

Deposits increased \$490.8 million, or 23.9%, to \$2.54 billion at March 31, 2016, as compared to \$2.05 billion at December 31, 2015, and included \$445.5 million of deposits acquired from Hopewell Valley at March 31, 2016. The increase was attributable to increases of \$98.5 million in certificates of deposit accounts, \$69.3 million in savings accounts, \$130.2 million in money market accounts and \$192.8 million in transaction accounts.

Borrowings and securities sold under agreements to repurchase decreased by \$78.9 million, or 14.1%, to \$479.2 million at March 31, 2016, from \$558.1 million at December 31, 2015. Management utilizes borrowings to mitigate interest rate risk, for short-term liquidity, and to a lesser extent as part of leverage strategies. The following is a table of term borrowing maturities (excluding capitalized leases and overnight borrowings) and the weighted average rate by year at March 31, 2016 (dollars in thousands):

Year	Amount	Weighted Average Rate
2016	\$57,910	1.74%
2017	165,003	1.22%
2018	142,715	1.66%
2019	58,502	1.69%
2020	45,000	1.79%
	\$469,130	1.53%

Total stockholders' equity increased by \$49.0 million to \$608.7 million at March 31, 2016, from \$559.8 million at December 31, 2015. This increase was primarily attributable to common stock issued for the purchase of Hopewell Valley. The Company issued 2,707,381 shares of common stock in the Hopewell Valley acquisition at a price of \$15.41, which resulted in an increase in equity of \$41.7 million. To a lesser extent, net income earned for the period



and an increase in unrealized gains on our securities-available-for sale portfolio, partially offset by dividends paid to stockholders, also contributed to the increase in stockholders' equity.

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## Comparison of Operating Results for the Three Months Ended March 31, 2016 and 2015

**Net income.** Net income was \$3.7 million and \$5.0 million for the three months ended March 31, 2016, and March 31, 2015, respectively. Net income for the three months ended March 31, 2016, reflected merger-related expenses of \$3.2 million (\$1.9 million after tax) related to the acquisition of Hopewell Valley. Other significant variances from the comparable prior year period are as follows: a \$4.7 million increase in net interest income, a \$331,000 decrease in the provision for loan losses, a \$125,000 increase in non-interest income, a \$7.2 million increase in non-interest expense, and a \$657,000 decrease in income tax expense.

**Interest Income.** Interest income increased \$5.4 million, or 21.9%, to \$30.2 million for the three months ended March 31, 2016, from \$24.8 million for the three months ended March 31, 2015, primarily due to an increase in the average balance of interest-earning assets of \$535.5 million, or 18.8%, and a six basis point increase in yields earned on interest-earning assets. Interest income on loans increased by \$6.2 million, primarily attributable to an increase in the average loan balances of \$707.3 million, which was partially offset by a 21 basis point decrease in the yield. The increase in average loans was due to organic growth as well as \$317.4 million of loans (based on outstanding average balances) acquired from Hopewell Valley. The Company accreted interest income related to its PCI loans of \$1.3 million for the three months ended March 31, 2016, as compared to \$1.1 million for the three months ended March 31, 2015. Interest income on loans for the three months ended March 31, 2016, reflected loan prepayment income of \$244,000 compared to \$562,000 for the three months ended March 31, 2015.

**Interest Expense.** Interest expense increased \$672,000, or 14.1%, to \$5.4 million for the three months ended March 31, 2016, from \$4.8 million for the three months ended March 31, 2015. The increase was comprised of an increase of \$1.4 million in interest expense on deposits, partially offset by a decrease of \$678,000 in interest expense on borrowings. The increase in interest expense on deposits was attributed to an increase in the average balance of interest bearing deposits of \$694.2 million, or 48.6%, to \$2.12 billion for the three months ended March 31, 2016, from \$1.43 billion for the three months ended March 31, 2015, and a six basis point increase in the cost of interest bearing deposits to 0.65% from 0.59%. The decrease in interest expense on borrowings was attributed to a decrease in the average balances of borrowings of \$222.1 million, or 30.1%, to \$515.8 million for the three months ended March 31, 2016, from \$737.9 million for the three months ended March 31, 2015, partially offset by a nine basis point increase in the cost of borrowings to 1.57%, from 1.48% for the three months ended March 31, 2015.

**Net Interest Income.** Net interest income for the three months ended March 31, 2016, increased \$4.7 million, or 23.7%, primarily due to a \$535.5 million, or 18.8%, increase in our average interest-earning assets and a 10 basis point increase in our net interest margin to 2.95%. The increase in average interest-earning assets was primarily attributable to an increase in the average balance of loans outstanding of \$707.3 million, due to both organic growth and loans acquired from the Hopewell Valley acquisition, partially offset by decreases in average mortgage-backed securities of \$149.6 million and other securities of \$18.0 million. Yields earned on interest-earning assets increased six basis points to 3.59% for the three months ended March 31, 2016, from 3.53% for the three months ended March 31, 2015. The cost of interest-bearing liabilities decreased six basis points to 0.83% for the current period as compared to 0.89% for the comparable prior year period, primarily due to lower rates on certificates of deposits, partially offset by higher rates on other interest-bearing deposits and borrowed funds.

**Provision for Loan Losses.** The provision for loan losses decreased by \$331,000 to a recovery of \$131,000 for the three months ended March 31, 2016, from a provision of \$200,000 for the three months ended March 31, 2015, primarily due to an improvement in the collateral values of our impaired loans, an overall improvement in asset quality, and to a lesser extent, lower originated loan growth in the three months ended March 31, 2016, as compared to the three months ended March 31, 2015. Loans acquired from Hopewell Valley were valued at estimated fair value on the date of acquisition, with no initial related allowance for loan losses. Net charge-offs were \$261,000 for the three months ended March 31, 2016, compared to net charge-offs of \$594,000 for the three months ended March 31, 2015. Net charge-offs in the three months ended March 31, 2015, were primarily related to five previously impaired

loans to one borrower that were restructured during the first quarter of 2015 and subsequently sold in the fourth quarter of 2015. These loans had existing specific reserves associated with them that adequately covered the charge-offs, resulting in no material effect on the provision for loan losses for the quarter ended March 31, 2015.

Non-interest Income. Non-interest income increased \$125,000, or 5.9%, to \$2.2 million for the three months ended March 31, 2016, from \$2.1 million for the three months ended March 31, 2015, due to increases in fees and service charges for customers of \$273,000 and income on bank owned life insurance of \$48,000, partially offset by decreases in gains on securities transactions, net, of \$59,000, and other income of \$137,000. The decrease in other income was due to a realized gain of \$129,000 on the sale of an other real estate owned (OREO) property in the three months ended March 31, 2015.

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Non-interest Expense. Non-interest expense increased \$7.2 million, or 50.3%, to \$21.5 million for the quarter ended March 31, 2016, from \$14.3 million for the quarter ended March 31, 2015, primarily due to: (1) a \$4.1 million increase in compensation and employee benefits due to charges of \$2.0 million related to severance, retention, and change-in-control compensation associated with the Hopewell Valley acquisition, increased salary and benefit expenses attributable to the addition of Hopewell Valley employees and general merit-related salary increases, and an increase in stock compensation expense related to the 2014 Equity Incentive Plan (2014 EIP); (2) a \$449,000 increase in occupancy expense due to the addition of nine Hopewell Valley branches; (3) an \$882,000 increase in data processing costs, of which approximately \$650,000 was due to conversion costs associated with the Hopewell Valley acquisition; (4) an increase in professional fees of \$667,000, of which \$557,000 was related to the Hopewell Valley acquisition; and (5) a \$1.0 million increase in other expense, primarily due to an increase in Directors' equity awards associated with the 2014 EIP.

Income Tax Expense. The Company recorded income tax expense of \$1.9 million for the quarter ended March 31, 2016, compared to \$2.6 million for the quarter ended March 31, 2015. The effective tax rate for the quarter ended March 31, 2016, was 34.5% compared to 34.1% for the quarter ended March 31, 2015.

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## ANALYSIS OF NET INTEREST INCOME

(Dollars in thousands)

	For the Three Months Ended			
	March 31, 2016		March 31, 2015	
	Average Outstanding Interest Balance	Average Yield/ Rate <sup>(1)</sup>	Average Outstanding Interest Balance	Average Yield/ Rate <sup>(1)</sup>
<b>Interest-earning assets:</b>				
Loans <sup>(2)</sup>	\$2,681,234	\$26,888 4.03 %	\$1,973,914	\$20,666 4.25 %
Mortgage-backed securities <sup>(3)</sup>	538,163	2,769 2.07	687,790	3,577 2.11
Other securities <sup>(3)</sup>	53,068	173 1.31	71,080	134 0.76
Federal Home Loan Bank of New York stock	25,180	277 4.42	29,321	343 4.74
Interest-earning deposits in financial institutions	79,345	62 0.31	79,402	33 0.17
Total interest-earning assets	3,376,990	30,169 3.59	2,841,507	24,753 3.53
Non-interest-earning assets	240,976		216,919	
Total assets	\$3,617,966		\$3,058,426	
<b>Interest-bearing liabilities:</b>				
Savings, NOW, and money market accounts	\$1,532,914	\$2,128 0.56	\$1,030,664	\$954 0.38
Certificates of deposit	588,442	1,296 0.89	396,505	1,120 1.15
Total interest-bearing deposits	2,121,356	3,424 0.65	1,427,169	2,074 0.59
Borrowed funds	515,791	2,017 1.57	737,869	2,695 1.48
Total interest-bearing liabilities	2,637,147	5,441 0.83	2,165,038	4,769 0.89
Non-interest bearing deposit accounts	341,496		263,187	
Accrued expenses and other liabilities	35,309		39,920	
Total liabilities	3,013,952		2,468,145	
Stockholders' equity	604,014		590,281	
Total liabilities and stockholders' equity	\$3,617,966		\$3,058,426	
Net interest income		\$24,728		\$19,984
Net interest rate spread <sup>(4)</sup>		2.76 %		2.64 %
Net interest-earning assets <sup>(5)</sup>	\$739,843		\$676,469	
Net interest margin <sup>(6)</sup>		2.95 %		2.85 %
Average interest-earning assets to interest-bearing liabilities		128.05 %		131.25 %

## Average yields

(1) and rates are annualized.

Includes

(2) non-accruing loans.

Securities

(3) available-for-sale are reported at amortized cost.

(4)

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

Net interest-earning assets represent total (5) interest-earning assets less total interest-bearing liabilities.

Net interest margin represents net interest (6) income divided by average total interest-earning assets.

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## Asset Quality

## PCI Loans

At March 31, 2016, 4.1% of PCI loans were past due 30 to 89 days, and 28.8% were past due 90 days or more, as compared to 7.9% and 21.4%, respectively, at December 31, 2015. The increase in the 90 day or more category was due to the addition of Hopewell Valley PCI loans.

## Originated and Acquired loans

The following table details total originated and acquired (but excluding PCI) non-accruing loans, non-performing loans, non-performing assets, troubled debt restructurings on which interest is accruing, and accruing loans 30 to 89 days delinquent at March 31, 2016, and December 31, 2015 (dollars in thousands):

	March 31, 2016	December 31, 2015		
Non-accrual loans:				
Real estate loans:				
Commercial	\$7,714	\$ 5,232		
One-to-four family residential	1,655	2,574		
Construction and land	—	113		
Multifamily	466	559		
Home equity and lines of credit	225	329		
Commercial and industrial	65	—		
Total non-accrual loans:	10,125	8,807		
Loans delinquent 90 days or more and still accruing:				
Real estate loans:				
Commercial	457	—		
One-to-four family residential	14	—		
Commercial and industrial	14	15		
Total loans delinquent 90 days or more and still accruing	485	15		
Total non-performing loans	10,610	8,822		
Other real estate owned	45	45		
Total non-performing assets	\$10,655	\$ 8,867		
Non-performing loans to total loans held-for-investment, net	0.39	% 0.37	%	%
Non-performing assets to total assets	0.29	% 0.28	%	%
Loans subject to restructuring agreements and still accruing	\$23,577	\$ 22,284		
Accruing loans 30 to 89 days delinquent	16,423	21,620		

The increase in non-accrual loans is primarily attributable to one commercial real estate loan with a balance of \$3.4 million, which migrated from accruing loans 30 to 89 days delinquent at December 31, 2015 to non-accrual loans 90 days or more delinquent. At March 31, 2016, this loan was classified as impaired, with a related specific reserve of \$326,000. Management believes the loan is adequately covered by collateral based on a recent appraised fair value of \$3.7 million and although timing of collection is uncertain, management believes that the loan was well secured and collectible at March 31, 2016.

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## Accruing Loans 30 to 89 Days Delinquent

Loans 30 to 89 days delinquent and on accrual status totaled \$16.4 million and \$21.6 million at March 31, 2016, and December 31, 2015, respectively. The following table sets forth delinquencies for accruing loans by type and by amount at March 31, 2016, and December 31, 2015 (dollars in thousands):

	March 31, December 31,	
	2016	2015
Real estate loans:		
Commercial	\$ 7,262	\$ 13,957
One-to-four family residential	4,460	4,209
Multifamily	2,616	2,965
Construction and land	1,385	—
Home equity and lines of credit	559	374
Commercial and industrial loans	123	104
Other loans	18	11
Total delinquent accruing loans	\$ 16,423	\$ 21,620

The decrease in the delinquent loans is primarily attributable to one commercial real estate loan with a balance of \$5.6 million at December 31, 2015, which was 31 days delinquent, and became current during the first quarter of 2016. At March 31, 2016, this loan had a balance of \$5.7 million, was classified as impaired, and management believes it was adequately covered by collateral based on a recent appraised value of \$9.3 million.

## Loans Subject to TDR Agreements

Included in non-accruing loans are loans subject to TDR agreements totaling \$3.1 million and \$4.4 million at March 31, 2016, and December 31, 2015, respectively. At March 31, 2016, \$2.7 million, or 86.2%, of the \$3.1 million were not performing in accordance with their restructured terms, as compared to \$2.3 million, or 53.2%, of the \$4.4 million at December 31, 2015. Four separate relationships account for the loans not performing in accordance with their restructured terms at March 31, 2016, of which three of the loans are primarily collateralized by real estate with an aggregate appraised value of \$2.9 million.

The Company also holds loans subject to restructuring agreements that are on accrual status, totaling \$23.4 million and \$22.3 million at March 31, 2016, and December 31, 2015, respectively. At March 31, 2016, loans totaling \$3.5 million, or 15.0%, of the \$23.4 million were not performing in accordance with the restructured terms, as compared to \$7.2 million, or 32.3%, of the \$22.3 million at December 31, 2015. At March 31, 2016, the majority of the \$3.5 million is attributable to two commercial real estate loans totaling \$3.4 million, primarily collateralized by real estate with an aggregate appraised value of \$4.5 million. These loans were less than 90 days delinquent at March 31, 2016. Generally, the types of concessions that we make to troubled borrowers include reductions to both temporary and permanent interest rates, extensions of payment terms, and to a lesser extent forgiveness of principal and interest.

The following table details the amounts and categories of the loans subject to restructuring agreements by loan type as of March 31, 2016, and December 31, 2015 (in thousands):

	March 31, 2016		At December 31, 2015	
	Non-Accruing	Accruing	Non-Accruing	Accruing
Troubled Debt Restructurings:				
Real estate loans:				
Commercial	\$788	\$ 18,107	\$2,657	\$ 17,885
One-to-four family residential	2,313	2,925	1,694	2,053



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Multifamily	—	1,879	—	1,876
Home equity and lines of credit	—	350	—	354
Commercial and industrial loans	—	112	—	116
	\$3,101	\$23,373	\$4,351	\$22,284

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Liquidity and Capital Resources

Liquidity. The overall objective of our liquidity management is to ensure the availability of sufficient funds to meet financial commitments and to take advantage of lending and investment opportunities. Northfield Bank manages liquidity in order to meet deposit withdrawals on demand or at contractual maturity, to repay borrowings as they mature, and to fund new loans and investments as opportunities arise.

Northfield Bank's primary sources of funds are deposits, principal and interest payments on loans and securities, borrowed funds, the proceeds from maturing securities and short-term investments, and to a lesser extent the proceeds from the sales of loans and securities and wholesale borrowings. The scheduled amortization of loans and securities, as well as proceeds from borrowed funds, are predictable sources of funds. Other funding sources, however, such as deposit inflows and loan prepayments are greatly influenced by market interest rates, economic conditions, and competition. Northfield Bank is a member of the FHLB, which provides an additional source of short-term and long-term funding. Northfield Bank also has short-term borrowing capabilities with the Federal Reserve Bank. Northfield Bank's borrowed funds, excluding capitalized lease obligations and floating rate advances, were \$469.1 million at March 31, 2016, and had a weighted average interest rate of 1.53%. A total of \$105.9 million of these borrowings will mature in less than one year. Borrowed funds, excluding capitalized lease obligations and floating rate advances, were \$551.1 million at December 31, 2015. Northfield Bank has the ability to obtain additional funding from the FHLB and Federal Reserve Bank discount window of approximately \$647.0 million utilizing unencumbered securities of \$64.1 million and loans of \$582.9 million at March 31, 2016. Northfield Bank expects to have sufficient funds available to meet current commitments in the normal course of business.

Northfield Bancorp, Inc. (stand alone) is a separate legal entity from Northfield Bank and must provide for its own liquidity to pay dividends, repurchase its stock, and for other corporate purposes. Northfield Bancorp, Inc.'s primary source of liquidity is dividend payments from Northfield Bank. At March 31, 2016, Northfield Bancorp, Inc. (stand alone) had liquid assets of approximately \$5.6 million.

Capital Resources. At March 31, 2016, and December 31, 2015, as set forth in the following table, Northfield Bank exceeded all of the regulatory capital requirements to which it was subject at such dates.

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	Actual	For Capital Adequacy Purposes	For Well Capitalized Under Prompt Corrective Action Provisions
As of March 31, 2016:			
Common equity Tier 1 capital (to risk-weighted assets)	18.76%	4.50%	6.50%
Tier 1 leverage	15.06%	4.00%	5.00%
Tier I capital (to risk-weighted assets)	18.76%	6.00%	8.00%
Total capital (to risk-weighted assets)	19.62%	8.00%	10.00%
As of December 31, 2015:			
Common equity Tier 1 capital (to risk-weighted assets)	20.19%	4.50%	6.50%
Tier 1 leverage	15.72%	4.00%	5.00%
Tier I capital (to risk-weighted assets)	20.19%	6.00%	8.00%
Total capital (to risk-weighted assets)	21.21%	8.00%	10.00%

On January 1, 2015, a final rule issued by the federal bank regulatory agencies became effective which revised their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. Among other things, the new rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets) and assigns a higher risk weight (150%) to exposures that are more than 90 days past due or are on non-accrual status, and to certain commercial real estate facilities that finance the acquisition, development, or construction of real property. The final rule also requires unrealized gains and losses on certain “available-for-sale” securities holdings to be included for purposes of calculating regulatory capital requirements unless a one-time opt-in or opt-out election is exercised. The rule limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement is being phased in beginning January 1, 2016, and ending January 1, 2019, when the full capital conservation buffer requirement will be effective. The final rule also implemented consolidated capital requirements for savings and loan holding companies, such as the Company, effective January 1, 2015.

At March 31, 2016, as set forth in the following table, Northfield Bancorp, Inc. exceeded all of the regulatory capital requirements to which it was subject at such dates.

	Actual	For Capital Adequacy Purposes	For Well Capitalized Under Prompt Corrective Action Provisions
As of March 31, 2016:			
Common equity Tier 1 capital (to risk-weighted assets)	19.83%	4.50%	6.50%
Tier 1 leverage	15.92%	4.00%	5.00%
Tier I capital (to risk-weighted assets)	19.83%	6.00%	8.00%
Total capital (to risk-weighted assets)	20.69%	8.00%	10.00%
As of December 31, 2015:			
Common equity Tier 1 capital (to risk-weighted assets)	22.15%	4.50%	6.50%
Tier 1 leverage	17.25%	4.00%	5.00%
Tier I capital (to risk-weighted assets)	22.15%	6.00%	8.00%

Total capital (to risk-weighted assets) 23.17% 8.00% 10.00%

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## Off-Balance Sheet Arrangements and Contractual Obligations

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with U.S. GAAP, are not recorded in the financial statements. These transactions primarily relate to lending commitments. These arrangements are not expected to have a material impact on the Company's results of operations or financial condition.

The following table shows the contractual obligations of the Company by expected payment period as of March 31, 2016:

Contractual Obligation	Total	Less than One Year	One to less than Three Years	Three to less than Five Years	Five Years and greater
	(in thousands)				
Debt obligations (excluding capitalized leases)	\$469,130	\$105,913	\$284,715	\$78,502	\$ —
Commitments to originate loans	50,439	50,439	—	—	—
Commitments to fund unused lines of credit	71,193	71,193	—	—	—

Commitments to fund unused lines of credit are agreements to lend additional funds to customers as long as there have been no violations of any of the conditions established in the agreements (original or restructured). Commitments to originate loans generally have a fixed expiration or other termination clauses, which may or may not require payment of a fee. Since some of these loan commitments are expected to expire without being drawn upon, total commitments do not necessarily represent future cash requirements.

For further information regarding our off-balance sheet arrangements and contractual obligations, see Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Management of Market Risk

General. A majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage-related assets and loans, generally have longer maturities than our liabilities, which consist primarily of deposits and wholesale borrowings. As a result, a principal part of our business strategy involves managing interest rate risk and limiting the exposure of our net interest income to changes in market interest rates. Accordingly, our board of directors has established a management risk committee, comprised of our Chief Investment Officer, who chairs this Committee, our Chief Executive Officer, our President/Chief Operating Officer, our Chief Financial Officer, our Chief Lending Officer, and our Executive Vice President of Operations. This committee is responsible for, among other things, evaluating the interest rate risk inherent in our assets and liabilities, for recommending to the risk management committee of our board of directors the level of risk that is appropriate given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the board of directors.

We seek to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. As part of our ongoing asset-liability management, we currently use the following strategies to manage our interest rate risk:

- originating multifamily loans and commercial real estate loans that generally tend to have shorter maturities than one-to-four family residential real estate loans and have higher interest rates that generally reset from five to ten years;
- investing in shorter term investment grade corporate securities and mortgage-backed securities; and
- obtaining general financing through lower-cost core deposits and longer-term FHLB advances and repurchase agreements.

Shortening the average term of our interest-earning assets by increasing our investments in shorter-term assets, as well as originating loans with variable interest rates, helps to match the maturities and interest rates of our assets and liabilities better, thereby reducing the exposure of our net interest income to changes in market interest rates.

Net Portfolio Value Analysis. We compute amounts by which the net present value of our assets and liabilities (net portfolio value or NPV) would change in the event market interest rates changed over an assumed range of rates. Our simulation model uses a discounted cash flow analysis to measure the interest rate sensitivity of NPV. Depending on current market interest rates, we estimate the economic value of these assets and liabilities under the assumption that interest rates experience an instantaneous and sustained increase of 100, 200, 300, or 400 basis points, or a decrease of 100 and 200 basis points, which is based on the current interest rate environment. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the “Change in Interest Rates” column below.

Net Interest Income Analysis. In addition to NPV calculations, we analyze our sensitivity to changes in interest rates through our net interest income model. Net interest income is the difference between the interest income we earn on our interest-earning assets, such as loans and securities, and the interest we pay on our interest-bearing liabilities, such as deposits and borrowings. In our model, we estimate what our net interest income would be for a twelve-month period. Depending on current market interest rates we then calculate what the net interest income would be for the same period under the assumption that interest rates experience an instantaneous and sustained increase or decrease of 100, 200, 300, or 400 basis points, or a decrease of 100 and 200 basis points, which is based on the current interest rate environment.

The following table sets forth, as of March 31, 2016, our calculation of the estimated changes in our NPV, NPV ratio, and percent change in net interest income that would result from the designated instantaneous and sustained changes in interest rates (dollars in thousands). 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 repricing characteristics including decay rates, and correlations to movements in interest rates, and should not be relied on as indicative of actual results.

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NPV at March 31, 2016							
Change in Interest Rates (basis points)	Estimated Present Value of Assets	Estimated Present Value of Liabilities	Estimated NPV	Estimated Change in NPV	Estimated Change in NPV %	Estimated NPV/Present Value of Assets Ratio	Net Interest Income Percent Change
+400	\$3,255,412	\$2,704,114	\$551,298	\$(149,693)	(21.35)%	16.93 %	(12.14)%
+300	3,345,863	2,764,580	581,283	(119,708 )	(17.08)	17.37	(8.96 )
+200	3,446,972	2,827,778	619,194	(81,797 )	(11.67)	17.96	(5.76 )
+100	3,551,232	2,893,874	657,358	(43,633 )	(6.22 )	18.51	(2.80 )
—	3,664,039	2,963,048	700,991	—	—	19.13	—
(100)	3,816,657	3,039,111	777,546	76,555	10.92	20.37	(0.39 )
(200)	4,023,911	3,093,974	929,937	228,946	32.66	23.11	(2.36 )

NPV at December 31, 2015							
Change in Interest Rates (basis points)	Estimated Present Value of Assets	Estimated Present Value of Liabilities	Estimated NPV	Estimated Change In NPV	Estimated Change in NPV %	Estimated NPV/Present Value of Assets Ratio	Net Interest Income Percent Change
+400	\$2,831,359	\$2,325,221	\$506,138	\$(177,510)	(25.97)%	17.88 %	(19.87)%
+300	2,919,176	2,375,931	543,245	(140,403 )	(20.54)	18.61	(14.74)
+200	3,015,892	2,428,896	586,996	(96,652 )	(14.14)	19.46	(9.61 )
+100	3,116,363	2,484,252	632,111	(51,537 )	(7.54 )	20.28	(4.73 )
—	3,225,792	2,542,144	683,648	—	—	21.19	—
(100)	3,364,070	2,606,262	757,808	74,160	10.85	22.53	0.77
(200)	3,541,395	2,659,965	881,430	197,782	28.93	24.89	(0.84 )

The table above indicates that at March 31, 2016, in the event of a 200 basis point decrease in interest rates, we would experience a 32.66% increase in estimated net portfolio value and a 2.36% decrease in net interest income. In the event of a 400 basis point increase in interest rates, we would experience a 21.35% decrease in estimated net portfolio value and a 12.14% decrease in net interest income. Our policies provide that, in the event of a 200 basis point decrease or less in interest rates, our net present value ratio should decrease by no more than 400 basis points and in the event of a 400 basis point increase or less, our net present value should decrease by no more than 750 basis points. In the event of a 200 basis point decrease or less, our projected net interest income should decrease by no more than 15% in year one, and in the event of a 400 basis point increase or less, our projected net interest income should decrease by no more than 37% in year one. Additionally, our policy states that our net portfolio value should be at least between 8% and 10% of total assets before and after such shock. However, when the federal funds rate is low and negative rate shocks do not produce meaningful results, management may temporarily suspend use of guidelines for negative rate shocks. At March 31, 2016, we were in compliance with all board approved policies with respect to interest rate risk management.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk through changes in net portfolio value and net interest income. Our model requires us to make certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. However, we also apply consistent parallel yield curve shifts (in both directions) to determine possible changes in net interest income if the theoretical yield curve shifts occurred gradually. Net interest income analysis also adjusts the asset and liability repricing analysis based on changes in prepayment rates resulting from the parallel yield curve shifts. In addition, the net portfolio value and net interest income information presented assume 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 assume 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 interest rate risk calculations provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net portfolio value or net interest income and will differ from actual results.

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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) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) as of March 31, 2016. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the three months ended March 31, 2016, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II

## ITEM 1. LEGAL PROCEEDINGS

The Company and subsidiaries are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company's consolidated financial condition or results of operations.

## ITEM 1A. RISK FACTORS

During the three months ended March 31, 2016, there have been no material changes to the risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC.

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

(a) Unregistered Sale of Equity Securities. There were no sales of unregistered securities during the period covered by this report.

(b) Use of Proceeds. Not applicable

(c) Repurchases of Our Equity Securities.

The following table shows the Company's repurchase of its common stock for the three months ended March 31, 2016.

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	(d) Maximum Number of Shares that May Yet Be Purchased Under Plans or Programs <sup>(1)</sup>
January 1, 2016 through January 31, 2016	—	\$ —	—	—
February 1, 2016 through February 29, 2016	2,071	\$ 15.66	—	—
March 1, 2016 through March 31, 2016	57,342	\$ 16.22	—	—
Total	59,413	\$ 16.20	—	—

(1) The repurchase program permits shares to be repurchased in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities and Exchange Commission. There were no shares remaining to be purchased at March 31, 2016.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

## ITEM 5. OTHER INFORMATION

None

## ITEM 6. EXHIBITS

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

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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.

NORTHFIELD BANCORP, INC.  
(Registrant)

Date: May 10, 2016

/s/ John W. Alexander

John W. Alexander

Chairman and Chief Executive Officer

/s/ William R. Jacobs

William R. Jacobs

Chief Financial Officer

(Principal Financial and Accounting Officer)

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INDEX TO EXHIBITS

Exhibit

Number Description

31.1 Certification of John W. Alexander, Chairman and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a)

31.2 Certification of William R. Jacobs, Chief Financial Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a)

32 Certification of John W. Alexander, Chairman and Chief Executive Officer, and William R. Jacobs, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 The following materials from the Company's Report on Form 10-Q for the quarter ended March 31, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Statements of Changes in Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements