OCEANFIRST FINANCIAL CORP
Form 10-K
March 18, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K
x ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to .
Commission file number: 001-11713
OceanFirst Financial Corp.
(Exact name of registrant as specified in its charter)

DELAWARE	22-3412577
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

110 West Front Street, Red Bank, New Jersey 07701
(Address of principal executive offices)
Registrant's telephone number, including area code: (732) 240-4500
Securities registered pursuant to Section 12(b) of the Act:
Common Stock, par value $0.01 per share
(Title of class)
The Nasdaq Global Select Market
(Name of each exchange on which registered)
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨.
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x.
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 x No ¨.
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨ .
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. x
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer" , "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o	Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised final accounting standards provided pursuant to Section 13(a) of the Exchange Act. o
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x.

The aggregate market fair value of the voting and non-voting common equity held by non-affiliates of the registrant, i.e., persons other than the directors and executive officers of the registrant, was $1,417,204,000 based upon the closing price of such common equity as of the last business day of the registrant’s most recently completed second fiscal quarter.
The number of shares outstanding of the registrant’s Common Stock as of March 8, 2019 was 51,398,302.

DOCUMENTS INCORPORATED BY REFERENCE
Portions of the Proxy Statement for the 2019 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days from December 31, 2018, are incorporated by reference into Part III of this Form 10-K.

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PART I

Item 1. Business
General
OceanFirst Financial Corp. (the “Company”) is incorporated under Delaware law and serves as the holding company for OceanFirst Bank N.A. (the “Bank”). At December 31, 2018, the Company had consolidated total assets of $7.5 billion and total stockholders’ equity of $1.0 billion. The Company is subject to regulation by the Board of Governors of the Federal Reserve System (the “FRB”) and the Securities and Exchange Commission (“SEC”). The Bank is subject to regulation and supervision by the Office of the Comptroller of the Currency (“OCC”) and the Federal Deposit Insurance Corporation (“FDIC”). Currently, the Company does not transact any material business other than through its subsidiary, the Bank.
The Company has been the holding company for the Bank since it acquired the stock of the Bank upon the Bank’s conversion from a Federally-chartered mutual savings bank to a Federally-chartered capital stock savings bank in 1996 (the “Conversion”). Effective January 31, 2018, the Bank converted to a national bank charter and the Company became a bank holding company. The conversions on January 31, 2018 do not change the entities which regulate and supervise the Bank and Company. The Bank’s principal business has been, and continues to be, attracting retail and business deposits in the communities surrounding its branch offices and investing those deposits primarily in loans, consisting of commercial real estate and other commercial loans which have become a key focus of the Bank and single-family, owner-occupied residential mortgage loans. The Bank also invests in other types of loans, including residential construction and consumer loans. In addition, the Bank invests in mortgage-backed securities (“MBS”), securities issued by the U.S. Government and agencies thereof, corporate securities and other investments permitted by applicable law and regulations. The Bank’s revenues are derived principally from interest on its loans, and to a lesser extent, interest on its investment and mortgage-backed securities. The Bank also receives income from fees and service charges on loan and deposit products, Bankcard services, wealth management services and the sale of alternative investment products, e.g., mutual funds, annuities and life insurance. The Bank’s primary sources of funds are deposits, principal and interest payments on loans and mortgage-backed securities, investment maturities, Federal Home Loan Bank (“FHLB”) advances and other borrowings.
The Company’s website address is www.oceanfirst.com. The Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports are available free of charge through its website, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The Company’s website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K.
In addition to historical information, this Form 10-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 which are based on certain assumptions and describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words “believe”, “expect”, “intend”, “anticipate”, “estimate”, “project”, “will”, “should”, “may”, “view”, “opportunity”, similar expressions or expressions of confidence. The Company’s ability to predict results or the actual effect of plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, those items discussed under Item 1A. Risk Factors herein and the following: changes in interest rates, general economic conditions, levels of unemployment in the Bank’s lending area, real estate market values in the Bank’s lending area, future natural disasters and increases to flood insurance premiums, the level of prepayments on loans and mortgage-backed securities, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government including policies of the U.S. Treasury and the FRB, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company’s market area, accounting principles and guidelines and the Bank’s ability to successfully integrate acquired operations. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the

occurrence of anticipated or unanticipated events.

Market Area and Competition

The Bank is a regional bank, offering a wide variety of financial services to meet the needs of the communities it serves. The Bank operates its business through its branch office and headquarters located in Toms River, its administrative office located in Red Bank, 58 additional branch offices and three deposit production facilities located throughout central and southern New Jersey. The Bank also operates commercial loan production offices in New York City, the Philadelphia area and in Atlantic, Cape May, and Mercer Counties in New Jersey.

The Bank is the largest and oldest community-based financial institution headquartered in Ocean County, New Jersey, approximately midway between New York City and Philadelphia. The economy in the Bank’s primary market area, which represents the broader central and southern New Jersey market, is based upon a mixture of service and retail trade. Other employment is provided by a variety of wholesale trade, manufacturing, Federal, state and local government, hospitals and utilities. The area is also home to commuters working in areas in and around New York City and Philadelphia. The market area includes a significant number of vacation and second homes in the communities along the New Jersey shore.

The Bank’s future growth opportunities will be partly influenced by the growth and stability of its geographic marketplace and the competitive environment. The Bank faces significant competition both in making loans and in attracting deposits. In addition, rapid technological changes and consumer preferences may result in increased competition for the Company’s other services, while a number of well-funded technology focused companies are innovating in the payments, distributed ledger, and cryptocurrency networks to disintermediate portions of the traditional banking model. The state of New Jersey, including the Bank’s primary market areas of central and southern New Jersey, is an attractive market to many financial institutions. Many of the Bank’s competitors are branches of significantly larger institutions headquartered out-of-market which have greater financial resources than the Bank. The Bank’s competition for loans comes principally from commercial banks, savings banks, savings and loan associations, credit unions, mortgage banking companies, internet-based providers and insurance companies. Its most direct competition for deposits has historically come from commercial banks, savings banks, savings and loan associations and credit unions although the Bank also faces competition for deposits from short-term money market funds, other corporate and government securities funds, internet-only providers and from other financial service institutions such as brokerage firms and insurance companies. The Bank distinguishes itself from large banking competitors through its local presence and ability to deliver personalized service.

Community Involvement

The Bank proudly promotes a higher quality of life in the communities it serves through employee volunteer efforts and the work of OceanFirst Foundation (the “Foundation”). Employees are continually encouraged to become leaders in their communities and use the Bank’s support to help others. Through the Foundation, established in 1996, OceanFirst has granted over $37 million to enrich the lives of local citizens by supporting initiatives in health and human services, education, affordable housing, youth development and the arts.

Acquisitions

On May 2, 2016, the Company completed its acquisition of Cape Bancorp, Inc. (“Cape”) which added $1.5 billion to assets, $1.2 billion to loans, and $1.2 billion to deposits. The transaction was a market extension, creating a preeminent New Jersey based community banking franchise operating throughout central and southern New Jersey while also providing a gateway into the demographically attractive Philadelphia metropolitan area.

On November 30, 2016, the Company completed its acquisition of Ocean Shore Holding Company (“Ocean Shore”) which added $991.3 million to assets, $773.3 million to loans, and $875.1 million to deposits. The in-market transaction solidified the Bank’s position as the premier banking franchise in central and southern New Jersey with a strong core deposit franchise and enhanced operating scale.

On January 31, 2018, the Company completed its acquisition of Sun Bancorp, Inc. (“Sun”) which added $2.0 billion to assets, $1.5 billion to loans, and $1.6 billion to deposits. The Sun acquisition was another in-market transaction which enhanced the Bank’s position in its central and southern New Jersey markets.

On January 31, 2019, the Company completed its acquisition of Capital Bank of New Jersey (“Capital Bank”). Based on the $24.01 per share closing price of the Company’s common stock on January 31, 2019, the total transaction value was $76.8 million. The acquisition added $498 million to assets, $311 million to loans, and $449 million to deposits. This in-market transaction provides the Bank with significant market share in Cumberland and Atlantic counties in New Jersey.

These acquisitions have provided the Company with the opportunity to grow business lines, expand its geographic footprint and improve financial performance. The Company will continue to evaluate potential acquisition opportunities for those that can be expected to create stockholder value.

Lending Activities

Loan Portfolio Composition. At December 31, 2018, the Bank had total loans outstanding of $5.589 billion, of which $2.764 billion, or 49.5% of total loans, were commercial real estate, multi-family and land loans. The remainder of the portfolio consisted of $2.045 billion of one-to-four family residential mortgage loans, or 36.6% of total loans; $475.2 million of consumer loans, primarily home equity loans and lines of credit, or 8.5% of total loans; and, $305.0 million of commercial loans, or 5.5% of total loans. At December 31, 2018 the Bank did not have any loans available-for-sale. At that same date, 35.3% of the Bank's total loans had adjustable interest rates.

The types of loans that the Bank may originate are subject to Federal and state laws and regulations. Interest rates charged by the Bank on loans are affected by the demand for such loans and the supply of money available for lending purposes and the rates offered by competitors. These factors are, in turn, affected by, among other things, economic conditions, monetary policies of the Federal government, including the FRB, and legislative tax policies.

The following table sets forth the composition of the Bank's loan portfolio in dollar amounts and as a percentage of the portfolio at the dates indicated.

	At December 31,									
	2018		2017		2016		2015		2014	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Perc of T
	(dollars in thousands)									
Real estate:										
Commercial real estate, multi-family and land	$2,764,024	49.46 %	$1,757,106	44.19 %	$1,668,872	43.72 %	$818,445	41.19 %	$649,951	38.0
One-to-four family	2,044,523	36.58	1,749,166	43.99	1,704,405	44.66	830,497	41.80	772,911	45.3
Consumer [(1)]	475,170	8.50	282,438	7.10	290,676	7.62	193,160	9.72	199,349	11.6
Commercial and industrial	304,996	5.46	187,645	4.72	152,810	4.00	144,788	7.29	83,946	4.92
Total loans	5,588,713	100.00%	3,976,355	100.00%	3,816,763	100.00%	1,986,890	100.00%	1,706,157	100.
Deferred origination costs, net	7,086		5,380		3,414		3,232		3,207	
Allowance for loan losses	(16,577)		(15,721)		(15,183)		(16,722)		(16,317)	
Total loans, net	5,579,222		3,966,014		3,804,994		1,973,400		1,693,047	
Less:										
Loans held for sale	—		241		1,551		2,697		4,201	
Loans receivable, net	$5,579,222		$3,965,773		$3,803,443		$1,970,703		$1,688,846	
Total loans:										
Adjustable rate	$1,974,387	35.33 %	$1,266,817	31.86 %	$1,192,998	31.26 %	$750,816	37.79 %	$634,835	37.2
Fixed rate	3,614,326	64.67	2,709,538	68.14	2,623,765	68.74	1,236,074	62.21	1,071,322	62.7

	$5,588,713	100.00%	$3,976,355	100.00%	$3,816,763	100.00%	$1,986,890	100.00%	$1,706,157	100.

(1) Consists primarily of home equity loans and lines of credit and student loans, and to a lesser extent, loans on savings accounts and overdraft lines of credit.

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Loan Maturity. The following table shows the contractual maturity of the Bank's total loans at December 31, 2018. The table does not include principal prepayments.

	At December 31, 2018				
	Commercial Real Estate, Multi-Family and Land	One-to-Four Family	Consumer	Commercial and Industrial	Total Loans Receivable
	(in thousands)				
One year or less	$320,471	$55,663	$3,297	$ 106,317	$485,748
After one year:					
More than one year to three years	620,387	4,794	7,442	50,408	683,031
More than three years to five years	473,558	16,519	18,840	56,158	565,075
More than five years to ten years	1,095,448	136,825	130,596	61,733	1,424,602
More than ten years to twenty years	199,742	413,266	283,954	12,221	909,183
More than twenty years	54,418	1,417,456	31,041	18,159	1,521,074
Total due after December 31, 2019	2,443,553	1,988,860	471,873	198,679	5,102,965
Total amount due	$2,764,024	$2,044,523	$475,170	$ 304,996	5,588,713
Deferred origination costs, net					7,086
Allowance for loan losses					(16,577)
Loans receivable, net					5,579,222
Less: Loans held for sale					—
Total loans, net					$5,579,222

The following table sets forth at December 31, 2018, the dollar amount of total loans receivable, contractually due after December 31, 2019, and whether such loans have fixed interest rates or adjustable interest rates.

	Due After December 31, 2019		
	Fixed	Adjustable	Total
	(in thousands)		
Real estate loans:			
Commercial real estate, multi-family and land	$1,395,683	$1,047,870	$2,443,553
One-to-four family	1,600,987	387,873	1,988,860
Consumer	269,839	202,034	471,873
Commercial and industrial	84,615	114,064	198,679
Total loans receivable	$3,351,124	$1,751,841	$5,102,965

Origination, Sale and Servicing of Loans. The following table sets forth the Bank's loan originations, purchases, sales, principal repayments and loan activity, including loans held-for-sale, for the periods indicated.

	For the Year Ended December 31,		
	2018	2017	2016
	(in thousands)		
Total loans:			
Beginning balance	$3,976,355	$3,816,763	$1,986,890
Loans originated:			
Commercial real estate, multi-family and land	327,513	295,519	122,806
One-to-four family	395,387	298,272	163,663
Consumer	68,489	68,872	43,780
Commercial and industrial	87,549	165,191	138,495
Total loans originated	878,938	827,854	468,744
Loans purchased	199,580	37,337	37,561
Net loans acquired in acquisition	1,517,345	—	1,930,853
Total	6,572,218	4,681,954	4,424,048
Less:			
Principal repayments	965,520	680,118	522,226
Sales of loans	13,152	16,371	78,736
Charge-offs (gross)	3,841	5,384	4,490
Transfer to other real estate owned	992	3,726	1,833
Total loans	$5,588,713	$3,976,355	$3,816,763

Commercial Real Estate, Multi-Family and Land Lending. The Bank originates commercial real estate loans that are secured by properties, or properties under construction, generally used for business purposes such as office, industrial or retail facilities. A substantial majority of the Bank's commercial real estate loans are located in its primary market area. The Bank generally originates commercial real estate loans with terms of up to ten years and amortization schedules up to thirty years with fixed or adjustable rates. Fixed rate loans typically contain prepayment penalties over the initial term. In reaching its decision on whether to make a commercial real estate loan, the Bank considers the net operating income of the property and the borrower's expertise, credit history and profitability among other factors.

At December 31, 2018, the Bank's total loans outstanding were $5.589 billion, of which $2.764 billion, or 49.5% of total loans, were commercial real estate loans, as compared to $1.757 billion, or 44.2% of total loans, at December 31, 2017. The Bank continues to grow this market segment primarily through the addition of experienced commercial lenders and has commercial lending teams in various New Jersey counties including Atlantic, Cape May, Mercer, Monmouth, and Ocean as well as teams in New York City and the Philadelphia area. Of the total commercial real estate portfolio, 26.8% is considered owner-occupied, whereby the underlying business owner occupies a majority of the property.

The commercial real estate portfolio includes loans for the construction of commercial properties. Typically, these loans are underwritten based upon commercial leases in place prior to funding. In many cases, commercial construction loans are extended to owners that intend to occupy the property for business operations, in which case the loan is based upon the financial capacity of the related business and the owner of the business. At December 31, 2018, the Bank had an outstanding balance in commercial construction loans of $181.7 million, as compared to $108.0 million at December 31, 2017.

The Bank also originates multi-family mortgage loans and land loans on a limited basis. The Bank's multi-family loans and land loans at December 31, 2018 totaled $387.0 million and $8.7 million, respectively, as compared to $90.1 million and $10.9 million, respectively, at December 31, 2017.

One-to-Four Family Mortgage Lending. The Bank offers both fixed-rate and adjustable-rate mortgage ("ARM") loans secured by one-to-four family residences with maturities up to 30 years. The majority of such loans are secured by property located in the Bank's primary market area. Loan originations are typically generated by commissioned loan representatives in the exclusive employment of the Bank and are largely derived from contacts within the local real estate industry, members of the local communities and the Bank's existing or past customers. On occasion the Bank purchases loans originated by other banks.

At December 31, 2018, $2.045 billion, or 36.6% of total loans, were one-to-four family residential mortgage loans, primarily single family and owner occupied. To a lesser extent and included in this activity are residential mortgage loans secured by seasonal second homes and non-owner occupied investment properties. The average size of the Bank’s one-to-four family mortgage loans was approximately $238,000 at December 31, 2018.

The Bank currently offers several ARM loan programs with interest rates which adjust every three, five or ten years. The Bank's ARM loans generally provide for periodic caps of 2% or 3% and an overall cap of 6% on the increase or decrease in the interest rate at any adjustment date and over the life of the loan. The interest rate on these loans is indexed to the applicable three-, five- or ten-year U.S. Treasury constant maturity yield, with a repricing margin which ranges generally from 2.75% to 3.50% above the index. The Bank also offers three-, five-, seven- and ten-year ARM loans which operate as fixed-rate loans for the first three, five, seven or ten years and then convert to one-year ARM loans for the remainder of the term. The ARM loans are then indexed to a margin of generally 2.75% to 3.50% above the one-year U.S. Treasury constant maturity yield.

Generally, ARM loans pose credit risks different than the risks inherent in fixed-rate loans, primarily because as interest rates rise, the payments of the borrower rise, thereby increasing the potential for delinquency and default. At the same time, the marketability of the underlying property may be adversely affected by higher interest rates. In order to minimize risks, borrowers of ARM loans with an initial fixed period of five years or less must qualify based on the greater of the note rate plus 2% or the fully-indexed rate. Seven- to ten-year ARMs must qualify based on the note rate. The Bank does not originate ARM loans that can result in negative amortization.

The Bank's fixed-rate mortgage loans are currently made for terms from 10 to 30 years. Prior to the fourth quarter of 2014, the Bank generally retained the servicing on loans sold. Currently, servicing rights are generally sold as part of the loan sale. The Bank generally holds its residential loans for its portfolio, and may sell a portion of its longer-term, fixed-rate loans after reviewing volume and yield and after evaluating interest rate risk and capital management considerations. The retention of fixed-rate mortgage loans may increase the level of interest rate risk exposure of the Bank, as the rates on these loans will not adjust during periods of rising interest rates and the loans can be subject to substantial increases in prepayments during periods of falling interest rates. Prior to 2017, the Bank generally sold much of its 30-year, fixed-rate, one-to-four family loans in the secondary mortgage market primarily to manage interest rate risk. With the rise in market interest rates and the reduction in refinance volume, the Bank retained most of its 30-year fixed-rate loan originations in 2017 and 2018 to replace repayments on the existing residential mortgage loan portfolio.

The Bank's policy is to originate one-to-four family residential mortgage loans in amounts up to 80% of the lower of the appraised value or the selling price of the property securing the loan and up to 95% of the appraised value or selling price if private mortgage insurance is obtained. Appraisals are obtained for loans secured by real estate properties. The weighted average loan-to-value ratio of the Bank's one-to-four family mortgage loans was 59% at December 31, 2018 based on appraisal values at the time of origination. Title insurance is typically required for first mortgage loans. Residential mortgage loans originated by the Bank include due-on-sale clauses which provide the Bank with the contractual right to declare the loan immediately due and payable in the event the borrower transfers ownership of the property without the Bank's consent. Due-on-sale clauses are an important means of adjusting the rates on the Bank's fixed-rate residential mortgage loan portfolio and the Bank has generally exercised its rights under these clauses.

The Bank has made, and may continue to make, residential mortgage loans that will not qualify as Qualified Mortgage Loans under the Dodd-Frank Act and the Consumer Financial Protection Bureau ("CFPB") regulations. See "Risk Factors – The Dodd-Frank Act imposes obligations on originators of residential mortgage loans, such as the Bank."

Included in the Bank's one-to-four family loan balance at December 31, 2018, were residential construction loans which totaled $55.3 million. The Bank originates residential construction loans primarily on a construction/permanent basis with such loans converting to an amortizing loan following the completion of the construction phase. Most of the Bank's residential construction loans are made to individuals building a residence.

Construction lending, by its nature, entails additional risks compared to one-to-four family mortgage lending, attributable primarily to the fact that funds are advanced based upon a security interest in a project which is not yet complete. The Bank addresses these risks through its underwriting policies and procedures and its experienced staff.

Consumer Loans. At December 31, 2018, the Bank's consumer loans totaled $475.2 million, or 8.5% of the Bank's total loan portfolio. Of the total consumer loan portfolio, home equity loans comprised $158.1 million; home equity lines of credit comprised $195.5 million; student loans comprised $119.3 million; overdraft line of credit loans totaled $1.8 million; and loans on savings accounts and other consumer loans totaled $516,000.

The Bank originates home equity loans typically as fixed-rate loans with terms ranging from 5 to 20 years. The Bank also offers variable-rate home equity lines of credit. Home equity loans and lines of credit are based on the applicant's income and their ability to repay and are secured by a mortgage on the underlying real estate, typically owner-occupied, one-to-four family residences. Generally, the loan when combined with the balance of any applicable first mortgage lien, may not exceed 80% of the appraised value of the property at the time of the loan commitment. The Bank charges an early termination fee should a home equity loan or line of credit be closed within two or three years of origination. A borrower is required to make monthly payments of principal and interest, at a minimum of $50, based upon a 10-, 15- or 20-year amortization period. Certain home equity lines of credit require the payment of interest-only during the first five years with fully-amortizing payments thereafter. At December 31, 2018, these loans totaled $26.3 million, as compared to $31.2 million at December 31, 2017.

Generally, the adjustable rate of interest charged is based upon the prime rate of interest (as published in the Wall Street Journal), although the range of interest rates charged may vary from 1.0% below prime to 1.5% over prime. The loans have an 18% lifetime cap on interest rate adjustments.

The student loans are targeted at high income, strong credit score borrowers in stable fields, such as doctors, nurses, dentists, lawyers and graduates of the top business schools. These loans are refinancing of other student loans and are made primarily after the borrowers have finished their education, are employed, have a strong credit score and verified income, and have demonstrated an ability and willingness to pay their student loans.

Commercial and Industrial Lending. At December 31, 2018, commercial and industrial (“C&I”) loans totaled $305.0 million, or 5.5% of the Bank’s total loans outstanding. The Bank originates commercial and industrial loans and lines of credit (including for working capital; fixed asset purchases; and acquisition, receivable and inventory financing) primarily in the Bank’s market area. In underwriting commercial and industrial loans and credit lines, the Bank reviews and analyzes financial history and capacity, collateral value, strength and character of the principals, and general payment history of the principal borrowers in coming to a credit decision. The Bank generally originates C&I loans secured by the assets of the business including accounts receivable, inventory, fixtures, etc. The Bank generally requires the personal guarantee of the principal borrowers for all commercial and industrial loans. Risk of loss on a commercial and industrial business loan is dependent largely on the borrower’s ability to remain financially able to repay the loan from ongoing operations.

Loan Approval Procedures and Authority. The Board establishes the loan approval policies of the Bank based on total exposure to the individual borrower. The Board has authorized the approval of loans by a minimum of two officers of the Bank or the Management Credit Committee, on a scale which requires approval by personnel with progressively higher levels of credit approval authority as the loan amount increases. Pursuant to applicable regulations, loans to one borrower generally cannot exceed 15% of the Bank’s unimpaired capital.

Due to the recent acquisitions, a significant portion of the loan portfolio was underwritten according to the underwriting standards and guidelines of the acquired banks. Acquired loans have been evaluated under OceanFirst’s credit risk management policies during pre-closing due diligence and during post-closing risk rating reviews.

In addition to internal credit reviews, the Bank has engaged an independent firm specializing in commercial loan reviews to examine a selection of commercial real estate and commercial and industrial loans, and provide management with objective analysis regarding the quality of these loans throughout the year. The independent firm reviewed 57% of the outstanding loan balances for the Company’s commercial real estate and commercial and industrial loans during 2018. Their conclusion was that the Bank’s internal credit reviews are consistent with both Bank policy and general industry practice.

Loan Servicing. Loan servicing includes collecting and remitting loan payments, accounting for principal and interest, making inspections as required of mortgaged premises, contacting delinquent borrowers, supervising foreclosures and property dispositions in the event of unremedied defaults, making certain insurance and tax payments on behalf of the borrowers and generally administering the loans. The Bank also services mortgage loans for others. On October 31, 2014, the Bank sold most of the servicing rights on residential mortgage loans serviced for Federal agencies. All of the remaining loans currently being serviced for others are loans which were originated by the Bank. At December 31, 2018, the Bank was servicing $95.1 million of loans for others.

Delinquencies and Classified Assets. The steps taken by the Bank with respect to delinquencies vary depending on the nature of the loan and period of delinquency. When a borrower fails to make a required payment on a loan, the Bank takes a number of steps to have the borrower cure the delinquency and restore the loan to current status. The Bank sends the borrower a written notice of non-payment after the loan is first past due. In the event payment is not then received, additional letters and phone calls generally are made. The Bank may offer to modify the terms or take other forbearance actions which afford the borrower an opportunity to satisfy the loan terms. If the loan is still not brought current and it becomes necessary for the Bank to take legal action, which typically occurs after a loan is delinquent at least 120 days or more, the Bank will either; (i) commence litigation to realize on the collateral, including foreclosure proceedings against any real property that secures the loan; or (ii) sell non-performing loans where foreclosure proceedings may or may not have been initiated. If a foreclosure action is instituted and the loan is not brought current, paid in full, or an acceptable workout accommodation is not agreed upon before the foreclosure sale, the real property securing the loan generally is sold at foreclosure. Foreclosure timelines in New Jersey are among the longest in the nation and have remained protracted over the past several years.

The Bank’s internal Asset Classification Committee, which is chaired by the Chief Risk Officer, reviews and classifies the Bank’s assets quarterly and reports the results of its review to the Board. As part of this process, the Chief Risk Officer compiles a quarterly list of all criticized and classified loans, and a narrative report of classified commercial and industrial, commercial real estate, multi-family, land and construction loans. The Bank classifies assets in accordance with certain regulatory guidelines and definitions. At December 31, 2018, the Bank had $74.8 million of assets, including all other real estate owned (“OREO”), classified as “Substandard.” There were no assets classified as “Doubtful” or as “Loss.” At December 31, 2017, the Bank had $60.7 million of assets, including all OREO, classified as “Substandard.” There were no assets classified as “Doubtful” or as “Loss.” Assets which do not currently expose the Bank to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses, such as past delinquencies, are designated “Special Mention.” Special Mention assets totaled $35.8 million at December 31, 2018, as compared to $25.5 million at December 31, 2017.

Non-Accrual Loans and OREO. The following table sets forth information regarding non-accrual loans and OREO, excluding Purchase Credit Impaired (“PCI”) loans. The Bank obtained PCI loans as part of its acquisitions of Colonial American Bank (“Colonial American”), Cape, Ocean Shore and Sun. PCI loans are accounted for at fair value, based upon the present value of expected future cash flows with no related allowance for loan losses. PCI loans totaled $8.9 million and $1.7 million at December 31, 2018 and 2017, respectively. It is the policy of the Bank to cease accruing interest on loans 90 days or more past due or in the process of foreclosure. For the years ended December 31, 2018, 2017 and 2016, the amount of interest income that would have been recognized on non-accrual loans if such loans had continued to perform in accordance with their contractual terms was $419,000, $639,000, and $391,000, respectively.

	At December 31,				
	2018	2017	2016	2015	2014
	(dollars in thousands)				
Non-accrual loans:					
Real estate:					
Commercial real estate, multi-family and land	$5,525	$14,243	$2,935	$10,796	$12,758
One-to-four family	7,389	4,190	8,126	5,779	3,115
Consumer	2,914	1,929	2,064	1,576	1,877
Commercial and industrial	1,587	503	441	123	557
Total	17,415	20,865	13,566	18,274	18,307
OREO	1,381	8,186	9,803	8,827	4,664
Total non-performing assets	$18,796	$29,051	$23,369	$27,101	$22,971
Allowance for loan losses as a percent of total loans receivable (1)	0.30 %	0.40 %	0.40 %	0.84 %	0.95 %
Allowance for loan losses as a percent of total non-performing loans (1) (2)	95.19	75.35	111.92	91.51	89.13
Non-performing loans as a percent of total loans receivable (2)	0.31	0.52	0.35	0.91	1.06
Non-performing assets as a percent of total assets (2)	0.25	0.54	0.45	1.05	0.97

(1) The loans acquired from Sun, Ocean Shore, Cape, and Colonial American were recorded at fair value. The net credit mark on these loans, not reflected in the allowance for loan losses, was $31,647, $17,531, $25,973, and $2,202 at December 31, 2018, 2017, 2016, and 2015 respectively. There were no net credit marks on loans at December 31, 2014.

(2) Non-performing assets consist of non-performing loans and OREO. Non-performing loans consist of all loans 90 days or more past due and other loans in the process of foreclosure.

Non-performing loans totaled $17.4 million at December 31, 2018, a decrease of $3.5 million, as compared to December 31, 2017. The decrease was primarily due to the sale of one commercial loan relationship during the first quarter of 2018. Non-performing loans at December 31, 2018 and 2017 do not include $8.9 million and $1.7 million, respectively, of PCI loans acquired from Colonial American, Cape, Ocean Shore and Sun. The Company’s OREO totaled $1.4 million at December 31, 2018, a $6.8 million decrease from December 31, 2017. The decrease was primarily due to the sale of a hotel, golf, and banquet facility.

Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects probable incurred losses in the loan portfolio. The adequacy of the allowance for loan losses is based on management’s evaluation of the Company’s past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral and current economic conditions. Additions to the allowance arise from charges to operations through the provision for loan losses or from the recovery of amounts previously charged-off. The allowance is reduced by loan charge-offs. A description of the methodology used in establishing the allowance for loan losses is set forth in the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations, Critical Accounting Policies, Allowance for Loan Losses.”

As of December 31, 2018 and 2017, the Bank's allowance for loan losses was 0.30% and 0.40% of total loans, respectively. The net credit mark on all acquired loans, not reflected in the allowance for loan losses, was $31.6 million and $17.5 million at December 31, 2018 and 2017, respectively. The allowance for loan losses as a percent of total non-performing loans was 95.19% at December 31, 2018, an increase from 75.35% in the prior year. The Bank had non-accrual loans of $17.4 million at December 31, 2018, a decrease from $20.9 million at December 31, 2017. The Bank will continue to monitor its allowance for loan losses as conditions dictate.

The following table sets forth activity in the Bank’s allowance for loan losses for the periods set forth in the table.

	At or for the Year Ended December 31,				
	2018	2017	2016	2015	2014
	(dollars in thousands)				
Balance at beginning of year	$15,721	$15,183	$16,722	$16,317	$20,930
Charge-offs:					
Commercial real estate	2,253	1,049	3,399	103	323
Residential real estate	1,021	3,820	558	295	6,955
Consumer	337	135	349	678	471
Commercial and industrial	230	380	184	59	78
Total	3,841	5,384	4,490	1,135	7,827
Recoveries	1,207	1,477	328	265	584
Net charge-offs	2,634	3,907	4,162	870	7,243
Provision for loan losses	3,490	4,445	2,623	1,275	2,630
Balance at end of year	$16,577	$15,721	$15,183	$16,722	$16,317
Ratio of net charge-offs during the year to average net loans outstanding during the year	0.05 %	0.10 %	0.15 %	0.05 %	0.45 %

The increase in net charge-offs for the year ended December 31, 2016, was primarily due to charge-offs of $2.1 million on the bulk sales of non-performing and under-performing loans. The elevated charge-offs in 2014 were due to the bulk sale of non-performing residential and consumer loans which resulted in a charge-off of $5.0 million on these loans.

The following table sets forth the Bank’s percent of allowance for loan losses to total allowance and the percent of loans to total loans in each of the categories listed at the dates indicated (dollars in thousands):

	At December 31,													
	2018			2017			2016			2015			2014	
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amo	
Commercial and industrial	$1,609	9.71 %	5.46 %	$1,801	11.45 %	4.72 %	$2,037	13.41 %	4.00 %	$1,639	9.80 %	7.29 %	$863	
Commercial real estate	11,047	66.64	49.46	11,127	70.78	44.19	9,360	61.65	43.72	7,165	42.85	41.19	8,935	
Residential real estate	2,413	14.56	36.58	1,804	11.48	43.99	2,245	14.79	44.66	6,590	39.41	41.80	4,291	
Consumer	486	2.93	8.50	614	3.91	7.10	1,110	7.31	7.62	1,095	6.55	9.72	1,146	
Unallocated	1,022	6.16	—	375	2.38	—	431	2.84	—	233	1.39	—	1,082	
Total	$16,577	100.00 %	100.00 %	$15,721	100.00 %	100.00 %	$15,183	100.00 %	100.00 %	$16,722	100.00 %	100.00 %	$16,3	

Reserve for Repurchased Loans and Loss Sharing Obligations. The reserve for repurchased loans and loss sharing obligations was established to provide for expected losses related to repurchase requests which may be received on residential mortgage loans previously sold to investors. The reserve also includes an estimate of the Bank’s obligation under a loss sharing arrangement with the FHLB relating to loans sold into their Mortgage Partnership Finance (“MPF”) program. The Company prepares a comprehensive analysis of the adequacy of the reserve for repurchased loans and loss sharing obligations at each quarter-end.

At December 31, 2018 and 2017, the Company maintained a reserve for repurchased loans and loss sharing obligations of $1.3 million and $463,000, respectively. Provisions for losses are charged to gain on sale of loans and credited to the reserve while actual losses are charged to the reserve. Losses were $0, $383,000, and $140,000, respectively, for the years ended December 31, 2018, 2017 and 2016. During 2018, the reserve increased by $1.0 million due to the acquisition of Sun. The Company evaluates the adequacy of the reserve quarterly. As a result of this review, the reserve was decreased by $200,000 during 2018, which was included in other income. Included in the losses on loans repurchased are cash settlements in lieu of repurchases. At December 31, 2018 and 2017, there were no outstanding loan repurchase requests.

Management believes that the Bank has established and maintained the reserve for repurchased loans and loss sharing obligations at adequate levels, however, future adjustments to the reserve may be necessary due to economic, operating or other conditions beyond the Bank’s control.

Investment Activities

The investment policy of the Bank as established by the Board attempts to provide and maintain liquidity, generate a favorable return on investments without incurring undue interest rate and credit risk, and complement the Bank's lending activities. Specifically, the Bank's policies generally limit investments to government and Federal agency-backed securities, municipal securities and corporate debt obligations. The Bank's policies provide that all investment purchases must be evaluated internally for creditworthiness and be approved by two officers (any two of the Senior Vice President/Treasurer, the Executive Vice President/Chief Financial Officer, and the President/Chief Executive Officer). The Company's investment policy mirrors that of the Bank except that it allows for the purchase of equity securities in limited amounts.

Management determines the appropriate classification of securities at the time of purchase. If the Bank has the intent and the ability at the time of purchase to hold securities until maturity, they may be classified as held-to-maturity. Investment and mortgage-backed securities identified as held-to-maturity are carried at cost, adjusted for amortization of premium and accretion of discount, which are recognized as adjustments to interest income. Securities to be held for indefinite periods of time, but not necessarily to maturity are classified as available-for-sale. Such securities are carried at estimated fair value and unrealized gains and losses, net of related tax effect, are excluded from earnings, but are included as a separate component of stockholders' equity. See "Note 4 to the Consolidated Financial Statements."

Mortgage-backed Securities. Mortgage-backed securities represent a participation interest in a pool of single-family or multi-family mortgages, the principal and interest payments on which, in general, are passed from the mortgage originators, through intermediaries that pool and repackage the participation interests in the form of securities, to investors such as the Bank. Such intermediaries may be private issuers, or agencies including the Federal Home Loan Mortgage Company ("FHLMC"), the Federal National Mortgage Association ("FNMA"), the Government National Mortgage Association ("GNMA"), and the Small Business Administration ("SBA") that guarantee the payment of principal and interest to investors. Mortgage-backed securities typically are issued with stated principal amounts, and the securities are backed by pools of mortgages that have loans with interest rates that are within a certain range and with varying maturities. The underlying pool of mortgages can be composed of either fixed-rate or ARM loans.

The actual maturity of a mortgage-backed security varies, depending on when the mortgagors repay or prepay the underlying mortgages. Prepayments of the underlying mortgages may shorten the life of the security, thereby affecting its yield to maturity and the related estimated fair value of the mortgage-backed security. The prepayments of the underlying mortgages depend on many factors, including the type of mortgages, the coupon rates, the age of the mortgages, the geographical location of the underlying real estate collateralizing the mortgages, the general levels of market interest rates, and general economic conditions. GNMA mortgage-backed securities that are backed by assumable Federal Housing Administration ("FHA") or Department of Veterans Affairs ("VA") loans generally have a longer life than conventional non-assumable loans underlying FHLMC and FNMA mortgage-backed securities. During periods of falling mortgage interest rates, prepayments generally increase, as opposed to periods of increasing interest rates when prepayments generally decrease. If the interest rate of underlying mortgages significantly exceeds the prevailing market interest rates offered for mortgage loans, refinancing generally increases and accelerates the prepayment of the underlying mortgages. Prepayment experience is more difficult to estimate for adjustable-rate mortgage-backed securities.

The Bank has investments in mortgage-backed securities and has utilized such investments to complement its lending activities. The Bank invests in a large variety of mortgage-backed securities, including ARM, balloon and fixed-rate securities and all were directly insured or guaranteed by either FHLMC, FNMA, GNMA or SBA.

The following table sets forth the Bank's mortgage-backed securities activities at amortized cost for the periods indicated:

	For the Year Ended December 31,		
	2018	2017	2016
	(in thousands)		
Beginning balance	$531,110	$462,883	$280,872
Mortgage-backed securities acquired	235,700	—	203,416
Mortgage-backed securities purchased	—	165,501	59,590
Less: Principal repayments	(119,780)	(96,383)	(73,470)

Less: Sales	—	—	(6,394)
Amortization of premium	75	(891)	(1,131)
Ending balance	$647,105	$531,110	$462,883

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The following table sets forth certain information regarding the amortized cost and estimated fair value of the Bank's mortgage-backed securities at the dates indicated.

	At December 31,					
	2018		2017		2016	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(in thousands)					
Mortgage-backed securities:						
FHLMC	$237,703	$232,752	$186,921	$184,135	$144,016	$141,754
FNMA	278,264	272,982	263,103	261,296	217,445	217,130
GNMA	127,611	125,449	75,243	74,379	92,475	92,230
SBA	3,527	3,447	5,843	5,871	8,947	8,975
Total mortgage-backed securities	$647,105	$634,630	$531,110	$525,681	$462,883	$460,089

Investment Securities. At December 31, 2018, the amortized cost of the Company's investment securities totaled $306.3 million, and consisted of $115.5 million of U.S. agency obligations, $124.0 million of state and municipal obligations and $66.8 million of corporate debt securities. Each of the U.S. agency obligations are rated AA+ by Standard and Poor's and Aaa by Moody's. The state and municipal obligations are issued by government entities with current credit ratings that are considered investment grade ranging from a high of AAA to a low of A-. The corporate debt securities include two issues totaling $4.4 million issued by community banks, which are not rated by any of the credit rating services. Excluding these items, the remaining corporate debt securities are issued by various corporate entities with an amortized cost of $62.4 million. Credit ratings range from a high of AA- to a low of BB as rated by one of the internationally-recognized credit rating services. See "Note 4 to the Consolidated Financial Statements."

The following table sets forth certain information regarding the amortized cost and estimated fair value of the Company's investment securities at the dates indicated.

	At December 31,					
	2018		2017		2016	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(in thousands)					
Investment securities:						
U.S. agency obligations	$115,499	$114,569	$97,346	$96,484	$32,502	$32,253
State and municipal obligations	123,987	122,357	149,958	148,702	39,155	38,309
Corporate debt securities	66,834	61,976	76,024	72,374	77,057	71,141
Total investment securities	$306,320	$298,902	$323,328	$317,560	$148,714	$141,703

The table below sets forth certain information regarding the amortized cost, weighted average yields and contractual maturities, excluding scheduled principal amortization, of the Bank's investment and mortgage-backed securities as of December 31, 2018. Other investments consist of mutual funds that do not have a contractual maturity date and are excluded from the table. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. See "Investment Activities – Mortgage-backed Securities."

	At December 31, 2018					
					Total	
	One Year or Less Amortized Cost	More than One Year to Five Years Amortized Cost	More than Five Years to Ten Years Amortized Cost	More than Ten Years Amortized Cost	Amortized Cost	Estimated Fair Value
	(dollars in thousands)					
Investment securities:						
U.S. agency obligations	$30,012	$85,486	$—	$—	$115,498	$114,569
State and municipal obligations	18,553	64,827	40,608	—	123,988	122,357
Corporate debt securities [(1)]	1,999	9,052	44,966	10,817	66,834	61,976
Total investment securities	$50,564	$159,365	$85,574	$10,817	$306,320	$298,902
Weighted average yield	1.49 %	1.84 %	3.35 %	5.19 %	2.32 %	
Mortgage-backed securities:						
FHLMC	$—	$2,850	$64,977	$169,876	$237,703	$232,752
FNMA	2	10,818	79,395	188,049	278,264	272,982
GNMA	—	—	2,399	125,212	127,611	125,449
SBA	—	—	—	3,527	3,527	3,447
Total mortgage-backed securities	$2	$13,668	$146,771	$486,664	$647,105	$634,630
Weighted average yield	4.46 %	2.18 %	2.43 %	1.55 %	1.76 %	

(1) $52.8 million of the Bank's corporate debt securities carry interest rates which adjust to a spread over LIBOR on a quarterly basis.

Sources of Funds

General. Deposits, repayments and prepayments of loans and mortgage-backed securities, proceeds from sales of loans, investment maturities, cash flows generated from operations and FHLB advances and other borrowings are the primary sources of the Bank's funds for use in lending, investing and for other general purposes.

Deposits. The Bank offers a variety of deposit accounts with a range of interest rates and terms to retail, government and business customers. The Bank's deposits consist of money market accounts, savings accounts, interest-bearing checking accounts, non-interest-bearing accounts and time deposits. The flow of deposits is influenced significantly by general economic conditions, changes in money market rates, prevailing interest rates and competition. The Bank's deposits are obtained predominantly from the areas in which its branch offices are located. The Bank relies on its community-banking focus, stressing customer service and long-standing relationships with its customers to attract and retain these deposits; however, market interest rates and rates offered by competing financial institutions could significantly affect the Bank's ability to attract and retain deposits.

At December 31, 2018, the Bank had $124.3 million in time deposits in amounts of $250,000 or more maturing as follows:

Maturity Period	Amount	Weighted Average Rate
	(dollars in thousands)	
Three months or less	$34,134	1.40 %

Over three through six months	10,607	1.40	
Over six through twelve months	25,112	1.65	
Over twelve months	54,452	2.09	
Total	$124,305	1.75	%

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The following table sets forth the distribution of the Bank's average deposit accounts and the average rate paid on those deposits for the periods indicated.

	For the Year Ended December 31,								
	2018			2017			2016		
	Average Balance	Percent of Total Average Deposits	Average Rate Paid	Average Balance	Percent of Total Average Deposits	Average Rate Paid	Average Balance	Percent of Total Average Deposits	Average Rate Paid
	(dollars in thousands)								
Interest-bearing checking accounts	$2,336,917	40.43 %	0.39 %	$1,796,370	41.96 %	0.25 %	$1,266,135	42.92 %	0.17 %
Money market deposit accounts	571,997	9.90	0.49	410,373	9.59	0.30	316,977	10.75	0.27
Savings accounts	877,179	15.17	0.11	672,315	15.70	0.05	447,484	15.17	0.04
Non-interest-bearing accounts	1,135,602	19.64	—	776,344	18.13	—	497,166	16.85	—
Time deposits	858,978	14.86	1.11	625,847	14.62	1.00	422,026	14.31	1.03
Total average deposits	$5,780,673	100.00%	0.39 %	$4,281,249	100.00%	0.29 %	$2,949,788	100.00%	0.25 %

Borrowings. The Bank has obtained advances from the FHLB for cash management and interest rate risk management purposes or as an alternative to deposit funds and may do so in the future as part of its operating strategy. FHLB term advances are also used to acquire certain other assets as may be deemed appropriate for investment purposes. Advances are collateralized primarily by certain of the Bank's mortgage loans and investment and mortgage-backed securities and secondarily by the Bank's investment in capital stock of the FHLB. The maximum amount that the FHLB will advance to member institutions, including the Bank, fluctuates from time-to-time in accordance with the policies of the FHLB. At December 31, 2018, the Bank had $449.4 million in outstanding advances from the FHLB. The Bank also has outstanding municipal letters of credit issued by the FHLB used to secure government deposits. At December 31, 2018, these municipal letters of credit totaled $950.0 million.

The Bank also borrows funds using securities sold under agreements to repurchase. Under this form of borrowing specific U.S. Government agency and/or mortgage-backed securities are pledged as collateral to secure the borrowing. These pledged securities are held by a third-party custodian. At December 31, 2018, the Bank had borrowed $61.8 million through securities sold under agreements to repurchase.

The Bank can also borrow from the Federal Reserve Bank of Philadelphia ("Reserve Bank") under the primary credit program. Primary credit is available on a short-term basis, typically overnight, at a rate above the Federal Open Market Committee's Federal funds target rate. All extensions of credit by the Reserve Bank must be secured. At December 31, 2018, the Bank had no borrowings outstanding with the Reserve Bank.

Subsidiary Activities

At December 31, 2018, the Bank owned 8 direct subsidiaries:

- OceanFirst REIT Holdings, Inc. was established in 2007 as a wholly-owned subsidiary of the Bank and now acts as the holding company for OceanFirst Management Corp, which was organized in 2016 for the purpose of holding and managing investment securities, including the stock of OceanFirst Realty Corp. OceanFirst Realty Corp. was established in 1997 and invests in qualifying mortgage loans and is intended to qualify as a real estate investment trust, which may, among other things, be utilized by the Company to raise capital in the future.
- 975 Holdings, LLC, Hooper Holdings, LLC, and TRREO Holdings, LLC were established in 2010, 2015, and 2016, respectively, as wholly-owned subsidiaries of the Bank. Casaba Real Estate Holding Corporation and Cohensey Bridge, L.L.C. were acquired by the Bank as wholly-owned subsidiaries as part of its acquisition of Cape in 2016. All of these subsidiaries are maintained for the purpose of taking legal possession of certain repossessed collateral for resale to third parties.
- Prosperis Financial, L.L.C. was acquired by the Bank as a wholly-owned subsidiary as part of its acquisition of Sun in 2018. This subsidiary offered client access to various investment and advisory services and is currently inactive.

- OceanFirst Services, LLC is a wholly-owned subsidiary of the Bank that is now the holding company for OFB Reinsurance, Ltd., which was established in 2002 to reinsure a percentage of the private mortgage insurance ("PMI") risks on one-to-four family residential mortgages originated by the Bank. There are no current reinsurance contracts in force by OFB Reinsurance, Ltd.

In addition to the Bank, the Company has OceanFirst Risk Management, Inc. as a direct subsidiary. OceanFirst Risk Management Inc. is a captive insurance company that insures certain risks relating to the business of the Bank and the Company.

Personnel

As of December 31, 2018, the Bank had 787 full-time employees and 105 part-time employees, for a total of 892 employees. The employees are not represented by a collective bargaining unit and the Bank considers its relationship with its employees to be good.

On January 31, 2019, the Company completed its acquisition of Capital, which added 65 full-time and 8 part time employees, for a total of 73 employees.

REGULATION AND SUPERVISION

General

Prior to January 2018, the Bank was a Federally-chartered savings bank, and the Company was registered as a savings and loan holding company. Effective January 31, 2018, the Bank converted to a national bank charter and the Company became a bank holding company ("BHC") under Section 3 of the Bank Holding Company Act of 1956, as amended (the "BHC Act") and is subject to the requirements of the BHC Act, including required approvals for investments in or acquisitions of banking organizations, or entities involved in activities that are deemed closely related to banking, capital adequacy standards and limitations on nonbanking activities. The Company is registered with the FRB and is required by Federal law to file reports with, and comply with the rules and regulations of the FRB. The Bank is a member of the FHLB System and, with respect to deposit insurance, of the Deposit Insurance Fund ("DIF") managed by the FDIC. The Bank is subject to extensive regulation, examination and supervision by the OCC, as its primary Federal regulator, and the FDIC, as the deposit insurer. The Bank must file reports with the OCC and the FDIC concerning its activities and financial condition in addition to obtaining regulatory approvals prior to consummating certain transactions such as mergers with, or acquisitions of, other insured depository institutions. The OCC conducts periodic examinations to test the Bank's safety and soundness and compliance with various regulatory requirements. This regulation and supervision establishes a comprehensive framework of activities in which an institution can engage and is intended primarily for the protection of the insurance fund and depositors and to ensure the safe and sound operation of the Bank. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes.

In addition, the Company elected to become a financial holding company under the Gramm-Leach Bliley Act amendments to the BHC Act (the "GLBA"). A financial holding company, and the nonbank companies under its control, are permitted to engage in activities considered financial in nature or incidental to financial activities and, if the FRB determines that they pose no risk to the safety or soundness of depository institutions or the financial system in general, activities are considered complementary to financial activities.

The banking industry is highly regulated. Statutory and regulatory controls increase a BHC's cost of doing business and limit the options of its management to deploy assets and maximize income. The following discussion is not intended to be a complete list of all the activities regulated by the banking laws or of the impact of such laws and regulations on the Company or the Bank. It is intended only to briefly summarize some material provisions.

The description of statutory provisions and regulations applicable to national banks and BHCs set forth in this Form 10-K does not purport to be a complete description of such statutes and regulations and their effects on the Bank and the Company, is subject to change and is qualified in its entirety by reference to the actual laws and regulations involved.

The Dodd-Frank Act. The Dodd-Frank Act significantly changed the bank regulatory structure and affects the lending, deposit, investment, compliance and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various Federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and reports for Congress. The Federal agencies are given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and the full impact of the Dodd-Frank Act are still not yet known. In addition, as a result of the 2016 election, there is some chance that certain provisions of the Dodd-Frank Act may be repealed or amended.

The Dodd-Frank Act created the CFPB with broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks with more than $10 billion in assets. Institutions such as the Bank with $10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators (the OCC in the case of the Bank), although the CFPB will have back-up authority over such institutions. The Dodd-Frank Act also weakens the Federal preemption rules that have been applicable for national banks and Federal savings associations, and gives state attorney generals the ability to enforce Federal consumer protection laws.

Additionally, the Dodd-Frank Act includes a series of provisions covering mortgage loan origination standards affecting, among other things, originator compensation, minimum repayment standards and prepayments. The Dodd-Frank Act requires originators to make a reasonable and good faith determination based on documented information that a borrower has a reasonable ability to repay a particular mortgage loan over the long term. If the originator cannot meet this standard, the burden is on the lender to demonstrate the appropriateness of its policies and the strength of its controls. The Dodd-Frank Act contains an exception from this Ability-To-Repay rule for "Qualified Mortgages." The rule sets forth specific underwriting criteria for a loan to qualify as a Qualified Mortgage. The criteria generally exclude loans that (1) are interest-only, (2) have excessive upfront points or fees, or (3) have negative amortization features, balloon payments, or terms in excess of 30 years. To be defined as an Ability-To-Repay Qualified Mortgage, the underwriting criteria also impose a maximum debt to income ratio of 43%, based upon documented and verifiable information. If a loan meets these criteria and is not a "higher priced loan" as defined in FRB regulations, the CFPB rule establishes a safe harbor preventing a consumer from asserting the failure of the originator to establish the consumer's Ability-To-Repay. Additionally, conforming fixed-rate loans with a debt-to-income ratio greater than 43% would also qualify as an Ability-To-Repay Qualified Mortgage based upon an automated loan approval from one of the government sponsored mortgage entities. However, a consumer may assert the lender's failure to comply with the Ability-To-Repay rule for all residential mortgage loans other than Qualified Mortgages, and may challenge a lender's determination that a loan was in fact a Qualified Mortgage. The qualified mortgage rule has yet to be fully addressed by the foreclosure courts and depending on the interpretation of these rules, collectability of non-qualifying mortgages could be subject to future action by the courts. See "Risk Factors – The Dodd-Frank Act imposes obligations on originators of residential mortgage loans, such as the Bank."

The Dodd-Frank Act also directed the FRB to issue rules to limit debit card interchange fees (the fees that issuing banks charge merchants each time a consumer uses a debit card) collected by banks with assets of $10 billion or more. The FRB issued a final rule which caps an issuer's debit card interchange base fee at twenty-one cents ($0.21) per transaction and allows an additional 5 basis point charge per transaction to cover fraud losses. The FRB also issued an interim final rule that allows a fraud-prevention adjustment of one cent ($0.01) per transaction conditioned upon an issuer adopting effective fraud prevention policies and procedures. The Bank's average interchange fee per transaction is forty cents ($0.40). The Dodd-Frank Act exempts from the FRB's rule banks with assets less than $10 billion, such as the Bank. Although exempt from the rule, market forces in future periods may result in reduced fees charged by all issuers, regardless of asset size, which may result in reduced revenues for the Bank. For the year ended December 31, 2018, the Bank's revenues from interchange fees was $8.5 million, an increase of $2.2 million from 2017.

The Dodd-Frank Act requires publicly-traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments, and allows greater access by stockholders to the company's proxy material by authorizing the SEC to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials. The legislation also directs the Federal banking agencies to promulgate rules prohibiting excessive compensation paid to bank executives, regardless of whether the company is publicly traded. The SEC has not yet implemented rules giving stockholders access to company proxy statements, and the banking agency rules primarily address incentive compensation. The rules prohibit incentive-based compensation that would encourage inappropriate risks by providing excessive compensation or that would expose the bank to inappropriate risks by providing compensation that could lead to a material financial loss.

It is still uncertain to what extent and how full implementation of and promulgation of rules under the Dodd-Frank Act, will occur and affect the Bank.

Economic Growth, Regulatory Relief and Consumer Protection Act. The Economic Growth, Regulatory Relief and Consumer Protection Act ("EGRGCPA"), adopted in May of 2018, was intended to provide regulatory relief to midsized and regional banks. While many of its provisions are aimed at larger institutions, such as raising the threshold to be considered a systemically important financial institution to $250 billion in assets from $50 billion in assets, many of its provisions will provide regulatory relief to those institutions with $10 billion or more in assets. Among other things, the EGRGPA increased the asset threshold for depository institutions and holding companies to perform stress tests required under Dodd Frank from $10 billion to $250 billion, exempted institutions with less than $10 billion in consolidated assets from the Volker Rule, raised the threshold for the requirement that publicly traded holding companies have a risk committee from $10 billion in consolidated assets to $50 billion in consolidated assets, directed the federal banking agencies to adopt a "community bank leverage ratio," applicable to institutions and holding companies with less than $10 billion in assets, and to provide that compliance with the new ratio would be deemed compliance with all capital requirements applicable to the institution or holding company, and provided that residential mortgage loans meeting certain criteria and originated by institutions with less than $10 billion in total assets will be deemed to meet the "ability to repay rule" under the Truth in Lending Act. In addition, the EGRGCPA limited the definition of loans that would be subject to the higher risk weighting applicable to High Volatility Commercial Real Estate.

Many of the regulations needed to implement the EGRGCPA have yet to be promulgated by the federal banking agencies, and so it is still uncertain how full implementation of the EGRGCPA will affect the Company and the Bank.

Bank Holding Company Regulation

The Company is a BHC and is supervised by the FRB and is required to file reports with the FRB and provide such additional information as the FRB may require. The Company and its subsidiaries are subject to examination by the FRB.

The BHC Act prohibits the companies which do not elect to become financial holding companies, with certain exceptions, from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company which is not a bank and from engaging in any business other than that of banking, managing and controlling banks or furnishing services to subsidiary banks, except that a BHC may, upon application, engage in, and may own shares of companies engaged in, certain businesses found by the FRB to be so closely related to banking "as to be a proper incident thereto." The BHC Act requires prior approval by the FRB of the acquisition by bank holding companies of more than 5% of the voting stock of any other entity, including another bank. Satisfactory capital ratios and Community Reinvestment Act ("CRA") ratings and anti-money laundering policies are generally prerequisites to obtaining federal regulatory approval to make acquisitions. FRB regulations provide that a BHC is expected to act as a source of financial and managerial strength to its subsidiary bank and to commit resources to support the subsidiary bank in circumstances in which it might not do so absent those regulations.

Holding Company Capital Requirements. The Dodd-Frank Act requires capital rules and the application of the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies. In addition to making bank holding companies subject to the same capital requirements as their bank subsidiaries, these provisions (often referred to as the Collins Amendment to the Dodd-Frank Act) were also intended to eliminate or significantly reduce the use of hybrid capital instruments, especially trust preferred securities, as regulatory capital. The Dodd-Frank Act also requires banking regulators to seek to make capital standards countercyclical, so that the required levels of capital increase in times of economic expansion and decrease in times of economic contraction.

At December 31, 2018, the Company exceeded all regulatory capital requirements currently applicable. The following table presents the Company's capital position at December 31, 2018:

As of December 31, 2018	Actual Capital	Required Capital	Excess Amount	Capital Actual Percent	Required Percent	
OceanFirst Financial Corp:	(dollars in thousands)					
Tier 1 capital (to average assets)	$709,972	$285,199	$424,773	9.96 %	4.000 %	
Common equity Tier 1 (to risk-weighted assets)	647,773	339,791	307,982	12.15	6.375	(1)
Tier 1 capital (to risk-weighted assets)	709,972	419,742	290,230	13.32	7.875	(1)
Total capital (to risk-weighted assets)	762,556	526,343	236,213	14.31	9.875	(1)

(1) Includes the Capital Conservation Buffer of 1.875%

Dividends. The FRB has issued a policy statement regarding the payment of dividends and the repurchase of shares of common stock by bank holding companies. In general, the policy provides that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization's capital needs, asset quality and overall financial condition. Regulatory pressures to reclassify and charge off loans and to establish additional loan loss reserves can have the effect of reducing current operating earnings and thus impacting an institution's ability to pay dividends. Further, regulatory guidance provides for prior regulatory review of capital distributions in certain circumstances such as where the Company's net income for the past four quarters, net of dividends previously paid over that period is insufficient to fully fund the dividend or the Company's overall rate of earnings retention is inconsistent with the Company's capital needs and overall financial condition. The ability of a holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. The policy statement also states that a holding company should inform the FRB supervisory staff prior to redeeming or repurchasing common stock or perpetual preferred stock if the holding company is experiencing financial weaknesses or if the repurchase or redemption would result in a net reduction in the amount of such instruments outstanding from the beginning of the quarter in which the redemption or repurchase occurred compared with the end of such quarter. These regulatory policies may affect the ability of the Company to pay dividends, repurchase shares of common stock or otherwise engage in capital distributions.

Acquisition of the Company. Under the Federal Change in Bank Control Act (“CBCA”) and applicable regulations, a notice must be submitted to the FRB if any person (including a company), or group acting in concert, seeks to acquire 10% or more of the Company’s outstanding voting stock, unless the FRB has found that the acquisition will not result in a change of control of the Company. Under CBCA, the FRB has 60 days from the filing of a complete notice to act, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the anti-trust effects of the acquisition. Any company that so acquires control would then be subject to regulation as a BHC.

Financial Holding Company Status
When the Bank converted to a national bank charter and the Company became a BHC, the Company elected to become a financial holding company. Financial holding companies may engage in a broader scope of activities than a BHC. In addition, financial holding companies may undertake certain activities without prior FRB approval.
A financial holding company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. "Financial in nature" activities include securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and insurance agency activities; merchant banking; and activities that the FRB determines to be financial in nature or incidental to a financial activity or which are complementary to a financial activity and do not pose a safety and soundness risk.
A financial holding company that engages in activities that are financial in nature or incidental to a financial activity but not previously authorized by the FRB must obtain approval from the FRB before engaging in such activity. Also, a financial holding company may seek FRB approval to engage in an activity that is complementary to a financial activity, if it shows, among other things, that the activity does not pose a substantial risk to the safety and soundness of its insured depository institutions or the financial system.
A financial holding company generally may acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature without prior approval from the FRB. Prior FRB approval is required, however, before the financial holding company may acquire control of more than 5% of the voting shares or substantially all of the assets of a BHC, bank or savings association. In addition, under the FRB's merchant banking regulations, a financial holding company is authorized to invest in companies that engage in activities that are not financial in nature, as long as the financial holding company makes its investment with the intention of limiting the duration of the investment, does not manage the company on a day-to-day basis, and the company does not cross-market its products or services with any of the financial holding company's controlled depository institutions.
If any subsidiary bank of a financial holding company ceases to be “well-capitalized” or “well-managed” and fails to correct its condition within the time period that the FRB specifies, the FRB has authority to order the financial holding company to divest its subsidiary banks. Alternatively, the financial holding company may elect to limit its activities and the activities of its subsidiaries to those permissible for a bank holding company that is not a financial holding company. If any subsidiary bank of a financial holding company receives a rating under the CRA of less than “satisfactory,” then the financial holding company is prohibited from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations until the rating is raised to “satisfactory” or better.
Regulation of Bank Subsidiary
Business Activities. The operations of the Bank are subject to requirements and restrictions under Federal law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be granted, and limitations on the types of investments that may be made and the types of services which may be offered. Various consumer laws and regulations also affect the operations of the Bank. Approval of the OCC is required for branching, bank mergers in which the continuing bank is a national bank and in connection with certain fundamental corporate changes affecting the Bank. There are various legal limitations, including Sections 23A and 23B of the Federal Reserve Act, as implemented by Regulation W which govern the extent to which a bank subsidiary may finance or otherwise supply funds to its holding company or its holding company’s non-bank subsidiaries.
Capital Requirements. FDIC regulations require banks to maintain minimum levels of capital including: a common equity Tier 1 capital to risk-based assets ratio of 4.0%, a Tier 1 capital to risk-based assets ratio of 6.0%, a total capital to risk-based assets of 8.0%, and a 4.0% Tier 1 capital to total assets leverage ratio. These capital requirements were effective January 1, 2015 and are the result of a final rule implementing regulatory amendments based on recommendations of the Basel Committee on Banking Supervision and certain requirements of the Dodd-Frank Act.
As noted, the risk-based capital standards for banks require the maintenance of common equity Tier 1 capital, Tier 1 capital and total capital to risk-weighted assets of at least 4.5%, 6%, and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets (e.g., recourse obligations, direct credit substitutes, residual interests) are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present

greater risk. Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus, meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets. Unrealized gains and losses on certain "available-for-sale" securities are included for purposes of calculating regulatory capital unless a one-time opt-out is exercised. The Bank has exercised the opt-out. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations. In assessing an institution's capital adequacy, federal regulators take into consideration, not only these numeric factors, but qualitative factors as well, and have the authority to establish higher capital requirements for individual banks where necessary.

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement is being phased in over four years beginning January 1, 2016. The capital conservation buffer requirement is being phased in incrementally, which started at 0.625% on January 1, 2016, and increased to 1.25% on January 1, 2017, 1.875% on January 1, 2018, and 2.50% on January 1, 2019, when the full capital conservation buffer requirement became effective. Both the Bank and the Company are in compliance with the capital conservation buffer requirements applicable to them.

The Federal banking agencies, including the FDIC, have also adopted regulations to require an assessment of an institution's exposure to declines in the economic value of a bank's capital due to changes in interest rates when assessing the bank's capital adequacy. Under such a risk assessment, examiners evaluate a bank's capital for interest rate risk on a case-by-case basis, with consideration of both quantitative and qualitative factors. Institutions with significant interest rate risk may be required to hold additional capital. According to the Federal banking agencies, applicable considerations include: quality of the bank's interest rate risk management process; the overall financial condition of the bank; and the level of other risks at the bank for which capital is needed.

At December 31, 2018, the Bank exceeded all regulatory capital requirements currently applicable. The following table presents the Bank's capital position at December 31, 2018:

As of December 31, 2018	Actual Capital	Required Capital	Excess Amount	Capital Actual Percent	Required Percent	
Bank:	(dollars in thousands)					
Tier 1 capital (to average assets)	$712,900	$284,772	$428,128	10.01%	4.000	%
Common equity Tier 1 (to risk-weighted assets)	712,900	339,513	373,387	13.39	6.375	(1)
Tier 1 capital (to risk-weighted assets)	712,900	419,398	293,502	13.39	7.875	(1)
Total capital (to risk-weighted assets)	730,484	525,912	204,572	13.72	9.875	(1)

(1) Includes the Capital Conservation Buffer of 1.875%

Prompt Corrective Action. Federal law requires, among other things, that the Federal bank regulatory authorities take "prompt corrective action" with respect to insured depository institutions that do not meet minimum capital requirements. For these purposes, the law establishes five categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. The FDIC's regulations define the five categories as follows:

An institution is classified as "well capitalized" if:

- its ratio of Tier 1 capital to total assets is at least 5%, and it is not subject to any order or directive by the FDIC to meet a specific capital level; and
- its ratio of common equity tier 1 capital to risk-weighted assets is at least 6.5%; and
- its ratio to Tier 1 capital to risk-weighted assets is at least 8%; and
- its ratio of total capital to risk-weighted assets is at least 10%.

An institution is classified as "adequately capitalized" if:

- its ratio of Tier 1 capital to total assets is at least 4%; and
- its ratio of common equity tier 1 capital to risk-weighted assets is at least 6.375%; and
- its ratio to Tier 1 capital to risk-weighted assets is at least 7.875%; and
- its ratio of total capital to risk-weighted assets is at least 9.875%.

An institution is classified as "undercapitalized" if:

- its leverage ratio is less than 4%; and

- its ratio of common equity tier 1 capital to risk-weighted assets is less than 6.375%; and
- its ratio to Tier 1 risk based capital is at less than 7.875%; and
- its ratio of total capital to risk-weighted assets is at least 9.875%.

An institution is classified as “significantly undercapitalized” if:

- its leverage ratio is less than 3%; or

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- its ratio of common equity tier 1 capital to risk-weighted assets is less than 4.875%; or
- its ratio to Tier 1 risk based capital is at less than 5.875%; or
- its total risk-based capital is less than 7.875%.

An institution that has a tangible capital to total assets ratio equal to or less than 2% is deemed to be "critically undercapitalized."

The FDIC is required, with some exceptions, to appoint a receiver or conservator for an insured bank if that bank is "critically undercapitalized." The FDIC may also appoint a conservator or receiver for a state bank on the basis of the institution's financial condition or upon the occurrence of certain events, including:

- insolvency, or when the assets of the bank are less than its liabilities to depositors and others;
- substantial dissipation of assets or earnings through violations of law or unsafe or unsound practices;
- existence of an unsafe or unsound condition to transact business;
- likelihood that the bank will be unable to meet the demands of its depositors or to pay its obligations in the normal course of business; and
- insufficient capital, or the incurring or likely incurring of losses that will deplete substantially all of the institution's capital with no reasonable prospect of replenishment of capital without Federal assistance.

Based on the regulatory guidelines, the Bank satisfies the criteria to be "well-capitalized."

Insurance of Deposit Accounts. Deposit accounts at the Bank are insured by the DIF of the FDIC. The Bank is therefore subject to FDIC deposit insurance assessments which are determined using a risk-based system.

In 2011, the FDIC approved a final rule required by the Dodd-Frank Act, that changed the assessment base from domestic deposits to average assets minus average tangible equity, adopted a new large-bank pricing assessment scheme, and set a target size for the DIF. The rule finalized a target size for the DIF at 2% of insured deposits. It also implemented a lower assessment rate schedule when the fund reaches 1.15% (so that the average rate over time should be about 8.5 basis points) and, in lieu of dividends, provided for a lower rate schedule when the reserve ratio reaches 2% and 2.5%. The rule lowered overall assessment rates in order to generate the same approximate amount of revenue under the new larger base as was raised under the old base. The assessment rates in total are between 2.5 and 9 basis points on the broader base for banks in the lowest risk category, and 30 to 45 basis points for banks in the highest risk category. Deposit accounts are insured by the FDIC generally up to a maximum of $250,000 per separately insured depositor.

The FDIC may terminate the insurance of an institution's deposits upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. The management of the Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

In addition to the FDIC assessments, the Financing Corporation ("FICO"), formed in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation, is authorized to impose and collect, through the FDIC, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO. The bonds issued by the FICO are due to mature in 2017 through 2019.

The total expense incurred in 2018 and 2017 for the deposit insurance assessment and the FICO payments were $2.4 million and $1.6 million, respectively.

Loans to One Borrower. Subject to certain exceptions, a banking institution may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if secured by specified readily-marketable collateral.

Limitation on Capital Distributions. Applicable regulations impose limitations upon all capital distributions by a banking institution, including cash dividends, payments to repurchase its shares and payments to stockholders of another institution in a cash-out merger. Under the regulations, an application to and the approval of the OCC, is required prior to any capital distribution if the total capital distributions for the calendar year exceeds net income for that year plus the amount of retained net income for the preceding two years, the institution would be undercapitalized following the distribution or the distribution would otherwise be contrary to a statute, regulation or agreement with the OCC. In the event the Bank's capital fell below its regulatory requirements or the FRB or OCC notified it that it was in need of more than normal supervision, the Bank's ability to make capital distributions could be restricted. In addition, the FRB or OCC could prohibit a proposed capital distribution by any institution, which would otherwise be permitted by the regulation, if the FRB or OCC determine that such distribution would constitute an unsafe or unsound practice. If the Bank is unable for any reason to pay a dividend to the Company, the Company may not have the liquidity necessary to pay a dividend in the future, pay a dividend at the same rate as historically paid, be able to repurchase stock, or to meet current debt obligations. In addition, capital requirements made applicable to the Company as a result of the Dodd-Frank Act and Basel III may limit the Company's ability to pay dividends or repurchase stock in the future.

Assessments. Banking institutions are required to pay assessments to fund regulatory operations. The assessments, paid on a semi-annual basis, are based upon the institution's total assets, including consolidated subsidiaries as reported in the Bank's latest quarterly regulatory report, as well as the institution's regulatory rating and complexity component. The assessments paid by the Bank for the years ended December 31, 2018 and 2017 totaled $1.3 million and $923,000, respectively.

Transactions with Related Parties. The Bank's authority to engage in transactions with "affiliates" (e.g., any company that controls or is under common control with an institution, including the Company and its non-bank subsidiaries) is limited by Federal law. The aggregate amount of covered transactions with any individual affiliate is limited to 10% of the capital and surplus of the bank. The aggregate amount of covered transactions with all affiliates is limited to 20% of the bank's capital and surplus. Certain transactions with affiliates are required to be secured by collateral in an amount and of a type described in Federal law. The purchase of low quality assets from affiliates is generally prohibited. The transactions with affiliates must be on terms and under circumstances, that are at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies. In addition, banks are prohibited from lending to any affiliate that is engaged in activities that are not permissible for bank holding companies and no bank may purchase the securities of any affiliate other than a subsidiary.

Federal Home Loan Bank System

The Bank is a member of the Federal Home Loan Bank System, which consists of 12 regional FHLBs. Each FHLB provides member institutions with a central credit facility. The Bank, as a member of the FHLB-NY is required to acquire and hold shares of capital stock in that FHLB in an amount at least equal to 0.20% of mortgage-related assets and 4.5% of the specified value of certain transactions with the FHLB. The Bank was in compliance with this requirement with an investment in FHLB-NY stock at December 31, 2018 of $28.8 million.

Federal Reserve System

The Federal Reserve Board regulations require depository institutions to maintain reserves against their transaction accounts (primarily interest-bearing checking and regular checking accounts). The regulations generally provide that reserves be maintained against aggregate transaction accounts as follows: a 3% reserve ratio is assessed on net transaction accounts up to and including $122.3 million; a 10% reserve ratio is applied above $122.3 million. The first $16.0 million of otherwise reservable balances (subject to adjustments by the FRB) are exempt from the reserve requirements. The amounts are adjusted annually. The Bank complies with the foregoing requirements. For 2019, the FRB has set the 3% reserve limit at $124.2 million and the exemption at $16.3 million.

In addition, as a national bank, the Bank is required to hold capital stock of the Federal Reserve Bank of Philadelphia. The required shares may be adjusted up or down based on changes to the Bank's common stock and paid-in surplus. The Bank is in compliance with these requirements, with a total investment in Federal Reserve Bank of Philadelphia stock of $28.0 million at December 31, 2018.

FEDERAL AND STATE TAXATION

Federal Taxation

General. The Company and the Bank report their income on a calendar year basis using the accrual method of accounting, and are subject to Federal income taxation in the same manner as other corporations with some exceptions, including particularly the Bank's reserve for bad debts. The following discussion of tax matters is intended only as a summary and does not purport to be a comprehensive description of the tax rules applicable to the Bank or the Company.

Corporate Alternative Minimum Tax. For tax years before December 31, 2017, the Internal Revenue Code of 1986, as amended (the "Code") imposed a tax on alternative minimum taxable income ("AMTI") at a rate of 20%. Only 90% of AMTI can be offset by net operating loss carryovers. AMTI is increased by an amount equal to 75% of the amount by which the Bank's adjusted current earnings exceeds its AMTI (determined without regard to this preference and prior to reduction for net operating losses). On December 22, 2017, the Tax Cuts and Jobs Act ("Tax Reform") was enacted resulting in significant modifications to existing laws, including elimination of the corporate alternative tax.

Dividends Received Deduction and Other Matters. The Company may exclude from its income 100% of dividends received from the Bank as a member of the same affiliated group of corporations. The corporate dividends received deduction is generally 70% in the case of dividends received from unaffiliated corporations with which the Company and the Bank will not file a consolidated tax return, except that if the Company or the Bank own more than 20% of the stock of a corporation distributing a dividend then 80% of any dividends received may be deducted.

Tax Reform. On December 22, 2017, the Tax Cuts and Jobs Act ("Tax Reform") was enacted resulting in significant modifications to existing law, including a reduction in the statutory rate from 35% in 2017, to 21% in 2018. As a result of the Tax Reform, the Company was required to revalue its deferred tax asset, resulting in a tax benefit of $1.9 million, for the year ended December 31, 2018, and a tax expense of $3.6 million for the year ended December 31, 2017.

State and Local Taxation

New Jersey Taxation. The Bank files New Jersey income tax returns. For New Jersey income tax purposes, the Bank is subject to a tax rate of 9% of taxable income. For this purpose, "taxable income" generally means Federal taxable income, subject to certain adjustments (including addition of interest income on state and municipal obligations).

The Company is required to file a New Jersey income tax return because it does business in New Jersey. For New Jersey tax purposes, regular corporations are presently taxed at a rate equal to 9% of taxable income. New Jersey also imposes a temporary surtax of 2.5% for 2018 and 2019, and 1.5% for 2020 and 2021. For calendar year-end corporations prior to 2019, if the Company meets certain requirements, it was eligible to elect to be taxed as a New Jersey Investment Company at a tax rate presently equal to 3.60% (40% of 9%) of taxable income. The Company did not qualify as a New Jersey Investment Company. In addition, recent changes to New Jersey law require combined filing for members of an affiliated group for tax years beginning on or after January 1, 2019, changing New Jersey's current status as a separate return state. This change may increase the Company's New Jersey state tax expense in future periods.

OceanFirst REIT Holdings, Inc. files a New Jersey income tax return and qualifies as a New Jersey Investment Company which is taxed at a rate presently equal to 3.60% of taxable income.

New York Taxation. Due to an increase in loan activity both organically and through acquisition, the Bank is required to file a New York State and MTA tax return. The New York return requires consolidation of all entities, including OceanFirst Realty, and New York taxable income, consistent with other states, generally means Federal taxable income subject to certain adjustments. The allocation and apportionment of taxable income to New York state may positively affect the overall tax rate.

Delaware Taxation. As a Delaware holding company not earning income in Delaware, the Company is exempted from Delaware corporate income tax but is required to file an annual report with and pay an annual franchise tax to the State of Delaware.

Item 1A. Risk Factors

An investment in the Company's common stock involves risks. Stockholders should carefully consider the risks described below, together with other information contained in this Annual Report on Form 10-K, before making any purchase or sale decisions regarding the Company's common stock. If any of the following risks actually occur, the Company's financial condition or operating results may be harmed. In that case, the trading price of the Company's common stock may decline, and stockholders may lose part or all of their investment in the Company's common stock.

A downturn in the local economy or in local real estate values could adversely impact profits. Most of the Bank's loans are secured by real estate and are made to borrowers in central and southern New Jersey and the surrounding areas. A downturn in the local economy or a decline in real estate values could increase the amount of non-performing loans and cause residential and commercial mortgage loans to become inadequately collateralized, which could expose the Bank to a greater risk of loss.

Hurricanes and other natural disasters, climate change or increases to flood insurance premiums could adversely affect asset quality and earnings. The Bank's trade area includes counties in New Jersey with extensive coastal regions. These areas may be vulnerable to flooding or other damage from future storms or hurricanes. This damage may be as bad as, or worse than, that suffered during Superstorm Sandy in 2012. Further storms like this, although rare, could negatively impact the Company's results of operations by disrupting operations, adversely impacting the ability of the Company's borrowers to repay their loans, damaging collateral or reducing the value of real estate used as collateral.

Increased emphasis on commercial lending may expose the Bank to increased lending risks. At December 31, 2018, $3.1 billion, or 54.9%, of the Bank's total loans consisted of commercial real estate, multi-family and land loans, and commercial and industrial loans. This portfolio has grown in recent years and the Bank intends to continue to emphasize these types of lending. These types of loans may expose a lender to greater risk of non-payment and loss than one-to-four family residential mortgage loans because repayment of the loans often depends on the successful operation of the property and the income stream of the borrowers. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one-to-four family residential mortgage loans. In addition, many of these loans were acquired through the Company’s recent acquisitions, and were not underwritten by the Bank and were made to borrowers with whom the Company and the Bank do not have longstanding relationships.

The long foreclosure timeline in New Jersey continues to adversely impact the Bank's recoveries on non-performing loans. The Judicial foreclosure process in New Jersey is protracted, which delays the Company's ability to resolve non-performing loans through the sale of the underlying collateral. The longer timelines were the result of the economic crisis, additional consumer protection initiatives related to the foreclosure process, increased documentary requirements and judicial scrutiny, and, both voluntary and mandatory programs under which lenders may consider loan modifications or other alternatives to foreclosure. These reasons, historical issues at the largest mortgage loan servicers, and the legal and regulatory responses have impacted the foreclosure process and completion time of foreclosures for residential mortgage lenders, which may result in a material adverse effect on collateral values and the Bank's ability to minimize its losses.
The Company has grown and may continue to grow through acquisitions. To be successful as a larger institution, the Company must successfully integrate the operations and retain the customers of acquired institutions, attract and retain the management required to successfully manage larger operations, and control costs. Since July 31, 2015, the Company has acquired Colonial American, Cape, Ocean Shore and Sun. On January 31, 2019, the Company acquired Capital Bank of New Jersey.
Future results of operations will depend in large part on the Company's ability to successfully integrate the operations of the acquired institutions and retain the customers of those institutions. If the Company is unable to successfully manage the integration of the separate cultures, customer bases and operating systems of the acquired institutions, and any other institutions that may be acquired in the future, the Company's results of operations may be adversely affected.
In addition, to successfully manage substantial growth, the Company may need to increase non-interest expenses through additional personnel, leasehold and data processing costs, among others. In order to successfully manage growth, the Company may need to adopt and effectively implement policies, procedures and controls to maintain credit quality, control costs and oversee the Company's operations. No assurance can be given that the Company will be successful in this strategy.
The Company may be challenged to successfully manage its business as a result of the strain on management and operations that may result from growth. The ability to manage growth will depend on its ability to continue to attract, hire and retain skilled employees. Success will also depend on the ability of officers and key employees to continue to implement and improve operational and other systems, to manage multiple, concurrent customer relationships and to hire, train and manage employees.
Finally, substantial growth may stress regulatory capital levels, and may require the Company to raise additional capital. No assurance can be given that the Company will be able to raise any required capital, or that it will be able to raise capital on terms that are beneficial to stockholders.
A significant portion of the Company's loan portfolio has grown through acquisition, and therefore may not have been underwritten to meet the Company's credit standards. Since these loans were acquired as part of the Company's acquisitions of other depository institutions, they were not underwritten or originated in accordance with the Company's credit standards, and the Company does not have long-standing relationships with many of these borrowers. Although the Company reviewed the loan portfolios of each institution acquired as part of the diligence process, and has established reasonable credit marks with regard to all loans acquired, no assurance can be given that the Company will not incur losses in excess of the credit marks with regard to these acquired loans, or that any such losses, if they occur, will not have a material adverse effect on the Company's business, financial condition and results of operations.
Future acquisition activity could dilute tangible book value. Both nationally and locally, the banking industry is undergoing consolidation marked by numerous mergers and acquisitions. From time-to-time the Company may be presented with opportunities to acquire institutions and/or bank branches which result in discussions and negotiations. Acquisitions typically involve the payment of a premium over book and trading values, and therefore, may result in the dilution of tangible book value per share.
The Dodd-Frank Act imposes obligations on originators of residential mortgage loans, such as the Bank. Among other things, the Dodd-Frank Act requires originators to make a reasonable and good faith determination based on documented information that a borrower has a reasonable ability to repay a particular mortgage loan over the long term. If the originator cannot meet this standard, the burden is on the lender to demonstrate the appropriateness of its

policies and the strength of its controls. The Dodd-Frank Act contains an exception from this Ability-To-Repay rule for “Qualified Mortgages.” The rule sets forth specific underwriting criteria for a loan to qualify as a Qualified Mortgage. If a loan meets these criteria and is not a “higher priced loan” as defined in FRB regulations, the CFPB rule establishes a safe harbor preventing a consumer from asserting the failure of the originator to establish the consumer’s Ability-To-Repay. Additionally, conforming fixed-rate loans with a debt-to-income ratio greater than 43% would also qualify as an Ability-To-Repay Qualified Mortgage based upon an automated loan approval from one of the government sponsored mortgage entities. However, a consumer may assert the lender’s failure to comply with the Ability-To-Repay rule for all residential mortgage loans other than Qualified Mortgages, and may challenge whether a loan actually met the criteria to be deemed an Ability-to-Pay Qualified Mortgage. These challenges have yet to be addressed by the courts.

Although the majority of residential mortgages historically originated by the Bank would be considered Qualified Mortgages, the Bank currently originates residential mortgage loans that do not qualify. As a result of the Ability-to-Repay rules, the Bank may experience loan losses, litigation related expenses and delays in taking title to real estate collateral in a foreclosure proceeding if these loans do not perform and borrowers challenge whether the Bank satisfied the Ability-To-Repay rule upon originating the loan.

The Bank's allowance for loan losses may be inadequate, which could hurt the Company's earnings. The Bank's allowance for loan losses may prove to be inadequate to cover actual loan losses and if the Bank is required to increase its allowance, current earnings may be reduced. The Bank provides for losses by reserving what it believes to be an adequate amount to absorb any probable incurred losses. A "charge-off" reduces the Bank's reserve for possible loan losses. If the Bank's reserves were insufficient, it would be required to record a larger reserve, which would reduce earnings for that period. Further, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, "Measurement of Credit Losses on Financial Instruments," that will be effective for interim and annual reporting periods beginning after December 15, 2019. This standard will require financial institutions to determine periodic estimates of lifetime expected credit losses on loans, and provide for the expected credit losses as allowances for loan losses. This will change the current method of providing allowances for loan losses that are probable, which could require an increase in the allowance for loan losses, and will greatly increase the amount of data to collect and review to determine the appropriate level of the allowance for loan losses. Any increase in the allowance for loan losses, or expenses incurred to determine the appropriate level of the allowance for loan losses, may have a material adverse effect on the Company's financial condition and results of operations.

Changes in interest rates could adversely affect results of operations and financial condition. The Bank's ability to make a profit largely depends on net interest income, which could be negatively affected by changes in interest rates. The interest income earned on interest-earning assets and the interest expense paid on interest-bearing liabilities are generally fixed for a contractual period of time. Interest-bearing liabilities generally have shorter contractual maturities than interest-earning assets. This imbalance can create significant earnings volatility, because market interest rates change over time. In a period of rising interest rates, the interest income earned on interest-earning assets may not increase as rapidly as the interest paid on interest-bearing liabilities.

In addition, changes in interest rates can affect the average life of loans and mortgage-backed securities. A reduction in interest rates causes increased prepayments of loans and mortgage-backed securities as borrowers refinance their debt to reduce their borrowing costs. This creates reinvestment risk, which is the risk that the Bank may not be able to reinvest the funds from faster prepayments at rates that are comparable to the rates earned on the prepaid loans or mortgage-backed securities. Conversely, an increase in interest rates generally reduces prepayments. Additionally, increases in interest rates may decrease loan demand and/or make it more difficult for borrowers to repay adjustable-rate loans.

Changes in interest rates also affect the current estimated fair value of the interest-earning securities portfolio. Generally, the value of securities moves inversely with changes in interest rates. Unrealized net losses on securities available-for-sale are reported as a separate component of equity. To the extent interest rates increase and the value of the available-for-sale portfolio decreases, stockholders' equity will be adversely affected.

Changes in the estimated fair value of debt securities may reduce stockholders' equity and net income. At December 31, 2018, the Company maintained a debt securities portfolio of $947.5 million, of which $100.7 million was classified as available-for-sale. The estimated fair value of the available-for-sale debt securities portfolio may increase or decrease depending on the credit quality of the underlying issuer, market liquidity, changes in interest rates and other factors. Stockholders' equity is increased or decreased by the amount of the change in the unrealized gain or loss (difference between the estimated fair value and the amortized cost) of the available-for-sale debt securities portfolio, net of the related tax expense or benefit, under the category of accumulated other comprehensive income (loss). Therefore, a decline in the estimated fair value of this portfolio will result in a decline in reported stockholders' equity, as well as book value per common share. The decrease will occur even though the securities are not sold.

The Company conducts a periodic review and evaluation of the complete debt securities portfolio to determine if the decline in the estimated fair value of any security below its cost basis is other-than-temporary. Factors which are considered in the analysis include, but are not limited to, the severity and duration of the decline in estimated fair value of the security, the financial condition and near-term prospects of the issuer, whether the decline appears to be related to issuer conditions or general market or industry conditions, the intent and ability to retain the security for a period of time sufficient to allow for any anticipated recovery in fair value and the likelihood of any near-term fair value recovery. If such decline is deemed to be other-than-temporary, the security is written down to a new cost basis and the resulting loss is charged to earnings as a component of non-interest income.

At December 31, 2018 the debt securities portfolio included corporate debt securities in an unrealized loss position for greater than one year. The debt securities in a loss position had a book value of $48.0 million and an estimated fair value of $43.0 million. At December 31, 2018, the Company determined that no other-than-temporary impairment charge was required. However, the Company may be required to recognize an other-than-temporary impairment charge related to these securities if circumstances change.

The Bank may be required to repurchase mortgage loans for a breach of representations and warranties, which could harm the Company's earnings. The Company has entered into loan sale agreements with investors in the normal course of business. The loan sale agreements generally require the repurchase of certain loans previously sold in the event of a violation of various representations and warranties customary to the mortgage banking industry. FNMA, FHLMC and investors carefully examine loan documentation on delinquent loans for a possible reason to request a repurchase by the loan originator. A subsequent sale of the repurchased mortgage loan or underlying collateral could typically be at a significant discount to the unpaid principal balance. The Company maintains a reserve for repurchased loans. However, if repurchase activity is greater than anticipated, the reserve may need to be increased to cover actual losses which could harm future earnings.

The Company and the Bank operate in a highly regulated environment and may be adversely affected by changes in laws and regulations. The Company is subject to examination and regulation by the FRB. The Bank is subject to extensive regulation, supervision and examination by the OCC, its primary Federal regulator, and by the FDIC, as insurer of deposits. Such regulation and supervision governs the activities in which an institution and its holding company may engage. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on operations, the classification of assets and determination of the level of the allowance for loan losses. The laws and regulations that govern the Company's and the Bank's operations are designed for the protection of depositors and the public, but not the Company's stockholders.

In July of 2010, the Dodd-Frank Act was enacted. The Dodd-Frank Act is a broad legislative initiative that is significantly changing the bank regulatory structure and affecting the operating activities of financial institutions and their holding companies. In addition, the Dodd-Frank Act created the CFPB with broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices.

The Dodd-Frank Act also directed the FRB to issue rules to limit debit-card interchange fees, (the fees that issuing banks charge merchants each time a consumer uses a debit card) collected by banks with assets of $10 billion or more. Although the Bank is exempt from this rule, market forces in future periods may result in reduced fees charged by all issuers, regardless of asset size, which may result in reduced revenues for the Bank. For the year ended December 31, 2018, the Bank's revenues from interchange fees were $8.5 million, an increase of $2.2 million from 2017. See "Regulation and Supervision, General, The Dodd-Frank Act."

In July 2013 the FDIC and the other Federal bank regulatory agencies issued a final rule that 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. See "Regulation and Supervision, General, The Dodd-Frank Act."

The USA Patriot and Bank Secrecy Acts require financial institutions to develop programs to prevent financial institutions from being used for money laundering, terrorist financing and other illicit activities. If such activities are detected, financial institutions are obligated to file suspicious activity reports with the U.S. Treasury's Office of Financial Crimes Enforcement Network. These rules require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts. Failure to comply with these regulations could result in fines or sanctions. Although the Bank has developed policies and procedures designated to comply with these laws and regulations, these policies and procedures may not be totally effective in preventing violations of these laws and regulations.

These provisions, as well as any other aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, may impact the profitability of the Company's business activities and may change certain business practices, including the ability to offer new products, obtain financing, attract deposits, make loans and achieve satisfactory interest spreads, and could expose the Company to additional costs, including increased compliance costs. These changes also may require the Company to invest significant management attention and resources to make any necessary changes to operations in order to comply, and could therefore also materially and adversely affect the Company's business, financial condition and results of operations.

There is no guaranty that the Company will be able to continue to pay a dividend or, if continued, will be able to pay a dividend at the current rate. The Board of Directors of the Company determines at its discretion if, when and the amount of dividends that may be paid on the common stock. In making such determination under the Company's capital management plan, the Board of Directors takes into account various factors including economic conditions, earnings, liquidity needs, the financial condition of the Company, applicable state law, regulatory requirements and other factors deemed relevant by the Board of Directors. Although the Company has a history of paying a quarterly dividend on its common stock, there is no guaranty that such dividends will continue to be paid in the future or at what rate.

Competition from other banks, financial institutions, government-sponsored entities and emerging technological providers in originating loans, attracting deposits and providing various financial services may adversely affect profitability and liquidity. The Company has substantial competition in originating loans, both commercial and consumer, in its market area. This competition comes principally from other banks, savings institutions, mortgage banking companies and other lenders. Many of these competitors enjoy advantages, including greater financial resources and access to capital, stronger regulatory ratios and higher lending limits, a wider geographic presence, more accessible branch office locations, the ability to offer a wider array of services or more favorable pricing alternatives, as well as lower origination and operating costs. In addition, rapid technological changes and consumer preferences may result in increased competition for the Bank's services. Increased competition could reduce the Company's net income by decreasing the number and size of loans that the Bank originates and the interest rates charged on these loans.

In attracting consumer, business and public fund deposits, the Company faces substantial competition from other insured depository institutions such as banks, savings institutions and credit unions, as well as institutions offering uninsured investment alternatives, including money market funds. Many of its competitors enjoy advantages, including greater financial resources and access to capital, stronger regulatory ratios, stronger asset quality and performance, more aggressive marketing campaigns, better brand recognition and more branch locations. These competitors may offer higher interest rates than the Company, which could decrease the deposits that the Company attracts or require the Company to increase its rates to retain existing deposits or attract new deposits.

In addition, rapid technological changes and consumer preferences may result in increased competition for the Company's other services. A number of well-funded technology focused companies are innovating the payments, distributed ledger, and cryptocurrency networks and are attempting to disintermediate portions of the traditional banking model. A shift in the mix of payment forms away from the Company's products and services could have a material adverse effect on the Company's financial position and results of operations.

The Company has also been active in competing for New Jersey governmental and municipal deposits. At December 31, 2018, these relationships included public school districts, local municipal governments, and cooperative health insurance funds, and such deposits accounted for approximately 24.9% of the Company's total deposits. The governor of New Jersey has proposed that the state form and own a bank in which governmental and municipal entities may deposit their excess funds, with the state owned bank then financing small businesses and municipal projects in New Jersey. Although this proposal is in the very early stages, should this proposal be adopted and a state owned bank formed, it could impede the Company's ability to attract and retain governmental and municipal deposits and financing opportunities.

Increased deposit competition could adversely affect the Company's ability to generate the funds necessary for lending operations. As a result, the Company may need to seek other sources of funds that may be more expensive to obtain which could increase the cost of funds. Public fund deposits from local government entities such as counties, townships, school districts and other municipalities generally have higher average balances and the Bank's inability to retain such funds could adversely affect liquidity or result in the use of higher-cost funding sources.

Following the financial crisis of 2007-2008 the FRB began a process of lowering short-term interest rates and purchasing long-term Treasury securities and mortgage-backed securities ("quantitative easing"). Quantitative easing ended in 2014 but the FRB did not begin to reduce its bond holdings until 2018 when it began to decrease its bond portfolio by $50 billion per month ("quantitative tightening"). The impact of this portfolio reduction process has been difficult to discern as the FRB steadily increased short-term interest rates throughout 2018 and the GSE's remained in government conservatorship awaiting reform of the housing finance system. Eventually, the FRB will complete quantitative tightening and Congress will complete reform of the GSE's. These factors could have mixed, and potentially negative, effects on the ability of the Bank to originate residential mortgage loans and grow its residential mortgage loan portfolios, which could have a materially adverse impact on the Bank's earnings.

The Company's inability to tailor its retail delivery model to respond to consumer preferences in banking may negatively affect earnings. The Bank has expanded its market presence through de novo branching and acquisitions. The branch continues to be a very significant source of new business generation, however, consumers continue to migrate much of their routine banking to self-service channels. In recognition of this shift in consumer patterns, the Bank has undertaken a comprehensive review of its branch network, resulting in branch consolidation accompanied by the enhancement of the Bank's capabilities to serve its customers through channels other than branches. The benefits of this strategy are dependent on the Bank's ability to realize expected expense reductions without experiencing significant customer attrition.

The Company must continue to attract and retain qualified personnel and maintain cost controls and asset quality. The Company's ability to manage growth successfully will depend on its ability to continue to attract and retain management and loan officers experienced in banking and financial services and familiar with the communities in its market area. The unexpected loss of service of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could adversely affect the Company. If the Company grows too quickly and is not able to attract qualified personnel and maintain cost controls and asset quality, this continued growth could adversely affect the Company.

Risks associated with system failures, interruptions, or breaches of security could disrupt businesses, result in the disclosure of confidential information, damage the reputation of, and create significant financial and legal exposure for the Company. Information technology systems are critical to the Company's business. Various systems are used to manage customer relationships, including deposits and loans, general ledger and securities investments.
Although the Company devotes significant resources to maintain and regularly upgrade its systems and processes that are designed to protect the security of the Company's computer systems, software, networks and other technology assets and the confidentiality, integrity and availability of information belonging to the Company and its customers, there is no assurance that all of the Company's security measures will provide absolute security. This risk is evidenced by recent events where financial institutions and companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage, often through the introduction of computer viruses or malware, cyberattacks, ransomware and other means. Additionally, there is the risk of distributed denial-of-service or other similar attacks from technically sophisticated and well-resourced third parties which are intended to disrupt online services, as well as data breaches due to cyberattacks which result in unauthorized access to customer data. Despite the Company's efforts to ensure the integrity of its systems, it is possible that the Company may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because cyberattacks can originate from a wide variety of sources, including third parties outside the Company such as persons who are involved with organized crime or associated with external service providers or who may be linked to terrorist organizations or hostile foreign governments, often with seemingly limitless resources. Those parties may also attempt to fraudulently induce employees, customers or other users of the Company's systems to disclose sensitive information in order to gain access to the Company's data or that of its customers or clients. These risks may increase in the future as the Company continues to increase its mobile and other internet-based product offerings and systems.
In addition, a majority of data processing is outsourced to certain third-party providers. If these third-party providers encounter difficulties, or if there is difficulty communicating with them, the ability to adequately process and account for transactions could be affected, and business operations could be adversely affected. Threats to information security also exist in the processing of customer information through various vendors and their personnel. Breaches of security may occur through intentional or unintentional acts by those having authorized or unauthorized access to the Company's confidential or other information or the confidential or other information of the Company's customers, clients or counterparties. While management regularly reviews security assessments that were conducted on the Company's third party service providers that have access to sensitive and confidential information, there can be no assurance that their information security protocols are sufficient to withstand a cyber-attack or other security breach.
The occurrence of any system failures, interruption, or breach of security of the Company's or its vendors' systems could cause serious negative consequences for the Company, including significant disruption of the Company's operations, misappropriation of confidential information of the Company or that of its customers, or damage to computers or systems of the Company and those of its customers and counterparties, and could result in violations of applicable privacy and other laws, financial loss to the Company or to its customers, loss of confidence in the Company's security measures, customer dissatisfaction, significant litigation exposure, and harm to the Company's reputation, all of which could have a material adverse effect on the Company.
The Company may incur impairments to goodwill. At December 31, 2018, the Company had $338.4 million in goodwill which is evaluated for impairment, at least annually. Significant negative industry or economic trends, including declines in the market price the Company's stock, reduced estimates of future cash flows or business disruptions could result in impairments to goodwill. The valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely on projections of future operating performance. The Company operates in competitive environments and projections of future operating results and cash flows may vary significantly from actual results. If the analysis results in impairment to goodwill, an impairment charge to earnings would be recorded in the financial statements during the period in which such impairment is determined to exist. Any such charge could have an adverse effect on the results of operations.

The Company may be adversely affected by changes in U.S. tax laws. Changes in tax laws contained in the Tax Cuts and Jobs Act, enacted in December 2017, include a number of provisions that will have an impact on the banking industry, borrowers and the market for single-family residential real estate. Changes include (i) a lower limit on the deductibility of mortgage interest on single-family residential mortgage loans, (ii) the elimination of interest deductions for home equity loans, (iii) a limitation on the deductibility of business interest expense and (iv) a limitation on the deductibility of property taxes and state and local income taxes.

The recent changes in the tax laws may have an adverse effect on the market for, and valuation of, residential properties, and on the demand for such loans in the future, and could make it harder for borrowers to make their loan payments. In addition, these recent changes may also have a disproportionate effect on taxpayers in states with high residential home prices and high state and local taxes, such as New Jersey. If home ownership becomes less attractive, demand for mortgage loans could decrease. The value of the properties securing loans in the loan portfolio may be adversely impacted as a result of the changing economics of home ownership, which could require an increase in the provision for loan losses, which would reduce profitability and could have a material adverse effect on the Company's business, financial condition and results of operations.

Recent New Jersey legislative changes may increase tax expense. In connection with adopting the 2019 fiscal year budget, the New Jersey legislature adopted, and the Governor signed, legislation that may increase the Company's state income tax liability and overall tax expense. The legislation imposes a temporary surtax on corporations earning New Jersey allocated income in excess of $1 million of 2.5% for tax years beginning on or after January 1, 2018 through December 31, 2019, and of 1.5% for tax years beginning on or after January 1, 2020 through December 31, 2021. The legislation also requires combined filing for members of an affiliated group for tax years beginning on or after January 1, 2019, changing New Jersey's current status as a separate return state, and limits the deductibility of dividends received. These changes are not temporary. The new legislation did not impact the Company's deferred tax asset or state income tax expense for the year ended December 31, 2018. The Company will continue to evaluate the impact of this legislation on tax expense in future periods.

Monetary policies and regulations of the Federal Reserve Board could adversely affect the Company's business, financial condition and results of operations. In addition to being affected by general economic conditions, the Company's earnings and growth are affected by the policies of the Federal Reserve Board. An important function of the Federal Reserve Board is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve Board to implement these objectives are open market purchases and sales of U.S. government securities, adjustments of the discount rate and changes in banks' reserve requirements against certain transaction account deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

The monetary policies and regulations of the Federal Reserve Board have had a significant effect on the operating results of financial institutions in the past and are expected to continue to do so in the future. The effects of such policies upon the Company's business, financial condition and results of operations cannot be predicted.

The Company is subject to the Community Reinvestment Act ("CRA") and fair lending laws, and failure to comply with these laws could lead to material penalties. The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. A successful regulatory challenge to an institution's performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity and restrictions on expansion. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on the Company's business, financial condition and results of operations, and it is not certain whether those amendments will make CRA compliance more difficult or costly.

The Federal Reserve Board may require the Company to commit capital resources to support the Bank. Federal law requires that a holding company act as a source of financial and managerial strength to its subsidiary bank and to commit resources to support such subsidiary bank. Under the "source of strength" doctrine, the Federal Reserve Board may require a holding company to make capital injections into a troubled subsidiary bank and may charge the holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank. A capital injection may be required at times when the holding company may not have the resources to provide it and therefore may require the holding company to borrow the funds or raise capital. Any loans by a holding company to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution's general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be done by the Company to make a required capital injection becomes more difficult and expensive and could have an adverse effect on the Company's business, financial condition and results of operations.

Changes in card network fees could impact the Company's operations. From time to time, the card networks increase the fees (known as interchange fees) that they charge to acquirers and that the Bank charges its merchants. It is possible that competitive pressures will result in the Bank absorbing a portion of such increases in the future, which would increase costs, reduce profit margin and adversely affect the Company's business and financial condition. In addition, the card networks require certain capital requirements. An increase in the required capital level would further limit the Company's use of capital for other purposes.

Changes in card network rules or standards could adversely affect the Company's business. In order to provide debit card and cash management solutions, the Company is a member of the Visa network. Subsequent to the acquisition of Sun on January 31, 2018, the Company also became a member of the MasterCard network. As such, the Company is subject to card network rules resulting in a variety of fines or penalties that may be assessed on the Company. The termination of membership or any changes in card network rules or standards, including interpretation and implementation of existing rules or standards, could increase the cost of operating merchant servicer business or limit the ability to provide debit card and cash management solutions to or through customers, and could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company will be subject to heightened regulatory requirements if total assets exceed $10 billion. The Company's total assets were $7.5 billion at December 31, 2018 and $8.0 billion at January 31, 2019 after closing on the Capital Bank acquisition. Banks with assets in excess of $10 billion are subject to requirements imposed by the Dodd-Frank Act and its implementing regulations, including: the examination authority of the Consumer Financial Protection Bureau to assess compliance with Federal consumer financial laws, imposition of higher FDIC premiums, reduced debit card interchange fees, and enhanced risk management frameworks, all of which increase operating costs and reduce earnings.

As the Company approaches $10 billion in total consolidated assets, additional costs have been incurred to prepare for the implementation of these imposed requirements. The Company may be required to invest more significant management attention and resources to evaluate and continue to make any changes necessary to comply with the new statutory and regulatory requirements under the Dodd-Frank Act. Further, Federal financial regulators may require accelerated actions and investments to prepare for compliance before $10 billion in total consolidated assets is exceeded, and may suspend or delay certain regulatory actions, such as approving a merger agreement, if preparations are deemed inadequate. Upon reaching this threshold, the Company faces the risk of failing to meet these requirements, which may negatively impact results of operations and financial condition. While the effect of any presently contemplated or future changes in the laws or regulations or their interpretations would have is unpredictable, these changes could be materially adverse to the Company's investors.

Material weaknesses were identified in the Company's internal control related to ineffective information technology general controls and monitoring controls which, if not remediated appropriately or timely, could result in loss of investor confidence and adversely impact the Company's stock price. As disclosed in Part II, Item 9A, management identified material weaknesses in internal control related to ineffective information technology general controls (ITGCs) in the areas of user access over the core banking information technology ("IT") system used for financial reporting and monitoring controls that were designed to address completeness and accuracy of daily reports generated by the core banking IT system. As a result, management concluded that the internal control over financial reporting was not effective as of December 31, 2018. Remedial measures are being implemented and, while there can be no assurance that such efforts will be successful, management plans to remediate the material weaknesses during 2019. These measures may result in additional technology and other expenses. If management is unable to remediate the material weaknesses, or is otherwise unable to maintain effective internal control over financial reporting or disclosure controls and procedures, the ability to record, process and report financial information accurately, and to prepare financial statements within required time periods, could be adversely affected, which may result in litigation or investigations requiring management resources and payment of legal and other expenses.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Bank conducts its business through its branch office and headquarters located in Toms River, its administrative office located in Red Bank, 58 additional branch offices and three deposit production facilities located throughout central and southern New Jersey. The Bank also operates commercial loan production offices in New York City, the Philadelphia area and in Atlantic, Cape May, and Mercer Counties in New Jersey.

On January 31, 2018, the Bank acquired an additional 4 branches and one loan office as part of the Capital Bank acquisition. The Company expects to consolidate 3 branches in the second quarter of 2019, primarily as a result of the merger, and expects to identify at least 4 additional branches for consolidation early in the third quarter of 2019.

Item 3. Legal Proceedings

The Company and the Bank are not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such other routine legal proceedings in the aggregate are believed by management to be immaterial to the Company's financial condition or results of operations.

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Item 4. Mine Safety Disclosures
Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information for Common Stock

OceanFirst Financial Corp.'s common stock is traded on the Nasdaq Global Select Market under the symbol OCFC.

Stock Performance Graph

The following graph shows a comparison of total stockholder return on OceanFirst Financial Corp.'s common stock, based on the market price of the Company's common stock with the cumulative total return of companies in the Nasdaq Composite Index, the SNL Thrift Index and the SNL Bank Index for the period December 31, 2013 through December 31, 2018. The graph may not be indicative of possible future performance of the Company's common stock. Cumulative return assumes the reinvestment of dividends and is expressed in dollars based on an initial investment of $100.

	Period Ending					
Index	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
OceanFirst Financial Corp.	100.00	103.05	124.06	191.39	170.96	150.02
Nasdaq Composite Index	100.00	114.75	122.74	133.62	173.22	168.30
SNL Thrift Index	100.00	107.55	120.94	148.14	147.06	123.87
SNL Bank Index	100.00	111.79	113.69	143.65	169.64	140.98

For the years ended December 31, 2018 and 2017, the Company paid an annual cash dividend of $0.62 and $0.60 per share, respectively.

On July 24, 2014, the Company announced authorization by the Board of Directors to repurchase up to 5% of the Company's outstanding common stock, or 867,923 shares. As of December 31, 2018 there were no shares available for repurchase under this program. On April 27, 2017, the Company announced the authorization by the Board of Directors to repurchase up to an additional 5% of the Company's outstanding common stock, or 1.6 million shares, of which 1.3 million shares remain available for repurchase at December 31, 2018. Information regarding the Company's common stock purchases for the three month period ended December 31, 2018 is as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2018 through October 31, 2018	—	$ —	—	1,754,804
November 1, 2018 through November 30, 2018	39,000	24.73	39,000	1,715,804
December 1, 2018 through December 31, 2018	420,251	22.87	420,251	1,295,553

Item 6. Selected Financial Data

The selected consolidated financial and other data of the Company set forth below is derived in part from, and should be read in conjunction with the Consolidated Financial Statements of the Company and Notes thereto presented elsewhere in this Annual Report.

	At December 31,				
	2018	2017	2016	2015	2014
	(dollars in thousands)				
Selected Financial Condition Data:					
Total assets	$7,516,154	$5,416,006	$5,166,917	$2,593,068	$2,356,714
Securities available-for-sale, at estimated fair value	100,717	81,581	20,775	29,902	19,804
Securities held-to-maturity, net	846,810	764,062	589,912	394,813	469,417
Equity investments, at estimated fair value	9,655	8,700	—	—	—
Restricted equity investments, at cost	56,784	19,724	19,313	19,978	19,170
Loans receivable, net	5,579,222	3,965,773	3,803,443	1,970,703	1,688,846
Deposits	5,814,569	4,342,798	4,187,750	1,916,678	1,720,135
Federal Home Loan Bank advances	449,383	288,691	250,498	324,385	305,238
Securities sold under agreements to repurchase and other borrowings	161,290	136,187	126,494	98,372	95,312
Stockholders' equity	1,039,358	601,941	571,903	238,446	218,259

	For the Years Ended December 31,				
	2018	2017	2016	2015	2014
	(dollars in thousands; except per share amounts)				
Selected Operating Data:					
Interest income	$276,654	$188,829	$133,425	$85,863	$79,853
Interest expense	36,152	19,611	13,163	9,034	7,505
Net interest income	240,502	169,218	120,262	76,829	72,348
Provision for loan losses	3,490	4,445	2,623	1,275	2,630
Net interest income after provision for loan losses	237,012	164,773	117,639	75,554	69,718
Other income	34,827	27,072	20,412	16,426	18,577
Operating expenses	156,275	112,022	86,182	58,897	57,764
Federal Home Loan Bank advance prepayment fee	—	—	136	—	—
Branch consolidation expense	3,151	6,205	—	—	—
Merger related expenses	26,911	8,293	16,534	1,878	—
Income before provision for income taxes	85,502	65,325	35,199	31,205	30,531
Provision for income taxes	13,570	22,855	12,153	10,883	10,611
Net income	$71,932	$42,470	$23,046	$20,322	$19,920
Basic earnings per share	$1.54	$1.32	$1.00	$1.22	$1.19
Diluted earnings per share	$1.51	$1.28	$0.98	$1.21	$1.19

(continued)

	At or For the Year Ended December 31,				
	2018	2017	2016	2015	2014
Selected Financial Ratios and Other Data [1]:					
Performance Ratios:					
Return on average assets [2]	0.98 %	0.80 %	0.62 %	0.82 %	0.86 %
Return on average stockholders' equity[2]	7.31	7.20	6.08	8.92	9.18
Return on average tangible stockholders' equity[2][3]	11.16	9.82	7.13	8.96	9.18
Stockholders' equity to total assets	13.83	11.11	11.07	9.19	9.26
Tangible stockholders' equity to tangible assets[3]	9.55	8.42	8.30	9.12	9.26
Net interest rate spread [4]	3.53	3.41	3.38	3.18	3.23
Net interest margin [5]	3.68	3.50	3.47	3.28	3.31
Average interest-earning assets to average interest-bearing liabilities	125.97	124.06	122.46	123.80	121.21
Operating expenses to average assets [2]	2.53	2.39	2.76	2.47	2.50
Efficiency ratio [2][6]	67.68	64.46	73.11	65.17	63.53
Loan to deposit ratio	95.95	91.32	90.82	102.82	98.18
Asset Quality Ratios:					
Non-performing loans as a percent of total loans receivable [7][8]	0.31	0.52	0.35	0.91	1.06
Non-performing assets as a percent of total assets [8]	0.25	0.54	0.45	1.05	0.97
Allowance for loan losses as a percent of total loans receivable [8][9]	0.30	0.40	0.40	0.84	0.95
Allowance for loan losses as a percent of total non-performing loans [8]	95.19	75.35	111.92	91.51	89.13
Wealth Management:					
Assets under administration (000's)	$184,476	$233,185	$218,336	$229,039	$225,234
Per Share Data:					
Cash dividends per common share	$0.62	$0.60	$0.54	$0.52	$0.49
Stockholders' equity per common share at end of period	21.68	18.47	17.80	13.79	12.91
Tangible stockholders' equity per common share at end of period [3]	14.26	13.58	12.94	13.67	12.91
Number of full-service customer facilities:	59	46	61	27	23

(1) With the exception of end of year ratios, all ratios are based on average daily balances.

(2) Performance ratios for 2018 include merger related expenses, branch consolidation expenses, and an income tax benefit related to Tax Reform of $28.2 million with an after tax cost of $22.2 million. Performance ratios for 2017 include merger related expenses, branch consolidation expenses, and additional income tax expense related to Tax Reform of $18.1 million with an after tax cost of $13.5 million. Performance ratios for 2016 include merger related expenses and the Federal Home Loan Bank advance prepayment fee totaling $16.7 million with an after tax cost of $11.9 million. Performance ratios for 2015 include merger related expenses of $1.9 million with an after tax cost of $1.3 million.

(3) Tangible stockholders' equity and tangible assets exclude intangible assets relating to goodwill and core deposit intangible.

(4) The 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.

(5) The net interest margin represents net interest income as a percentage of average interest-earning assets.

(6) Efficiency ratio represents the ratio of operating expenses to the aggregate of other income and net interest income.

(7) Total loans receivable includes loans receivable and loans held-for-sale.

Non-performing assets consist of non-performing loans and real estate acquired through foreclosure.

(8) Non-performing loans consist of all loans 90 days or more past due and other loans in the process of foreclosure. It is the Company’s policy to cease accruing interest on all such loans and to reverse previously accrued interest.

(9) The loans acquired from Sun, Ocean Shore, Cape, and Colonial American were recorded at fair value. The net credit mark on these loans, not reflected in the allowance for loan losses, was $31.6 million, $17.5 million, $26.0 million, and $2.2 million at December 31, 2018, 2017, 2016, and 2015, respectively. There were no loans acquired and therefore no corresponding credit marks at December 31, 2014.

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

Overview

OceanFirst Financial Corp. has been the holding company for OceanFirst Bank since it acquired the stock of the Bank upon the Bank's Conversion.

The Company conducts business primarily through its ownership of the Bank which, at December 31, 2018, operated its branch office and headquarters in Toms River, its administrative office located in Red Bank, 58 additional branch offices and three deposit production facilities located throughout central and southern New Jersey. The Bank also operates commercial loan production offices in New York City, the Philadelphia area and in Atlantic, Cape May, and Mercer Counties in New Jersey.

The Company's results of operations are primarily dependent on net interest income, which is the difference between the interest income earned on the Company's interest-earning assets, such as loans and investments, and the interest expense on its interest-bearing liabilities, such as deposits and borrowings. The Company also generates non-interest income such as income from Bankcard services, wealth management, deposit account services, the sale of alternative investments, loan originations, loan sales, Bank Owned Life Insurance and other fees. The Company's operating expenses primarily consist of compensation and employee benefits, occupancy and equipment, marketing, Federal deposit insurance, data processing, check card processing, professional fees and other general and administrative expenses. The Company's results of operations are also significantly affected by competition, general economic conditions including levels of unemployment and real estate values as well as changes in market interest rates, government policies and actions of regulatory agencies.

Acquisitions

On May 2, 2016, the Company completed its acquisition of Cape Bancorp, Inc. ("Cape"), which added $1.5 billion to assets, $1.2 billion to loans, and $1.2 billion to deposits. Cape's results of operations are included in the consolidated results for the years ended December 31, 2018 and 2017, but are only included in the results of operations for the period from May 2, 2016 to December 31, 2016.

On November 30, 2016, the Company completed its acquisition of Ocean Shore Holding Company ("Ocean Shore"), which added $991.3 million to assets, $773.3 million to loans, and $875.1 million to deposits. Ocean Shore's results of operations are included in the consolidated results for the years ended December 31, 2018 and 2017, but are only included in the results of operations for the period from December 1, 2016 to December 31, 2016.

On January 31, 2018, the Company completed its acquisition of Sun Bancorp, Inc. ("Sun") which added $2.0 billion to assets, $1.5 billion to loans, and $1.6 billion to deposits. Sun's results of operations are included in the consolidated results for the period from February 1, 2018 to December 31, 2018.

On January 31, 2019, the Company completed its acquisition of Capital Bank of New Jersey ("Capital Bank"). Based on the $24.01 per share closing price of the Company's common stock on January 31, 2019, the total transaction value was $76.8 million. The acquisition added $498 million to assets, $311 million to loans, and $449 million to deposits. Capital Bank's results of operations are not included in any of the periods presented herein.

These acquisitions have provided the Company with the opportunity to grow business lines, expand geographic footprint and improve financial performance. Additionally, the transactions have enhanced the Bank's position as the premier community banking franchise in central and southern New Jersey. The Company will continue to evaluate potential acquisition opportunities for those that are expected to create stockholder value.

Strategy

The Company operates as a full-service community bank delivering commercial and residential financing solutions, deposit services and wealth management throughout the central and southern New Jersey region. The Bank is the largest and oldest community-based financial institution headquartered in Ocean County, New Jersey. The Bank competes with larger, out-of-market financial service providers through its local focus and the delivery of superior service. The Bank also competes with smaller in-market financial service providers by offering a broad array of products and by having an ability to extend larger credits.

The Company's strategy has been to grow profitability while limiting exposure to credit, interest rate and operational risks. To accomplish these objectives, the Bank has sought to (1) grow commercial loans receivable through the offering of commercial lending services to local businesses; (2) grow core deposits (defined as all deposits other than time deposits) through product offerings appealing to a broadened customer base; and (3) increase non-interest income by expanding the menu of fee-based products and services and investing additional resources in these product lines. The growth in these areas has occurred both organically and through acquisitions.

The Company will focus on prudent growth to create value for stockholders, which may include opportunistic acquisitions. The Company will also continue to build additional operational infrastructure and invest in key personnel in response to growth and changing business conditions. In 2018, the Company raised its minimum hourly pay rate for all employees to $15.00, increased the number of shares available in the employee stock ownership program by 292,592 shares, and supplemented other stock-based compensation.

Growing Commercial Loans

With industry consolidation eliminating most locally-headquartered competitors, the Company fills a void for locally-delivered commercial loan and deposit services. The Bank has added experienced commercial lenders throughout its market area and opened a loan production office in Mercer County in 2015 to better serve the central New Jersey market area. An additional loan production office in the Philadelphia area was acquired on May 2, 2016 as part of the Cape transaction. In addition, in the first half of 2019, the Bank plans to open a loan production office in Philadelphia and expand its existing New York City presence. At December 31, 2018, commercial loans represented 54.9% of the Bank's total loans, as compared to 37.5% at December 31, 2013. Commercial loan products entail a higher degree of credit risk than is involved in one-to-four family residential mortgage lending activity. As a consequence, management continues to employ a well-defined credit policy focusing on quality underwriting and close management and Board monitoring. See "Risk Factors – Increased emphasis on commercial lending may expose the Bank to increased lending risks."

Increasing Core Deposits

The Bank seeks to increase core deposit (all deposits excluding time deposits) market share in its primary market area by improving market penetration. Core account development has benefited from Bank efforts to attract business deposits in conjunction with its commercial lending operations and from an expanded mix of retail core account products. As a result of these efforts the Bank's core deposit ratio was 85.1% at December 31, 2018, and the loan to deposit ratio was 96.0%.

Enhancing Non-Interest Income

Management continues to diversify the Bank's product line and expand related resources in order to enhance non-interest income. The Bank is focused on growth opportunities in areas such as wealth management services and in Bankcard services, which includes interchange revenue, merchant services and ATM fees. The Bank also offers investment products for sale through its retail branch network. In late 2018, the Bank replaced its third party broker/dealer investment sales program with a hybrid robo-advisor product offered by the Bank's partner, Nest Egg, a registered investment adviser. Nest Egg is an investment platform that helps define and reach financial goals by providing access to high quality and cost-effective investments. It includes web-based tools as well as access to personal financial advisors via phone, chat, or video.

Branch Rationalization and Service Delivery

Management continues to evaluate the Bank's branch network for consolidation opportunities. The Bank anticipates at least seven branch consolidations in 2019, three of which are a result of the Capital Bank merger. This follows the consolidation of 17 and 15 branches in 2018 and 2017, respectively. In addition to branch consolidation, the Bank is adapting to the industry wide trend of declining branch activity by transitioning to a universal banker staffing model, with a smaller branch staff handling sales and service transactions, as well as increasing the marketing of products that feature digital and mobile service. In certain locations, routine transactions are handled through "Video Teller Machines," an advanced technology with live team members in a remote location performing transactions for multiple Video Teller Machines. The Bank is also investing in multiple digital services to enhance the customer experience and improve security. At December 31, 2018, all of the branch staff were trained as Certified Digital Bankers to better support customers use and adoption of digital services.

Capital Management

In addition to the objectives described above, the Company actively manages its capital position to improve return on equity. The Company has, over the past few years, implemented or announced, four stock repurchase programs. The most recent plan to repurchase up to 5% of outstanding common stock was announced on April 27, 2017 to repurchase an additional 1.6 million shares. For the year ended December 31, 2018, the Company repurchased 459,251 shares of its common stock under these repurchase programs. At December 31, 2018, 1.3 million shares remain available for repurchase.

Summary

Highlights of the Company’s financial results for the year ended December 31, 2018 were as follows:

Total assets increased to $7.516 billion at December 31, 2018, from $5.416 billion at December 31, 2017. Loans receivable, net increased by $1.613 billion at December 31, 2018, as compared to December 31, 2017, while deposits increased $1.472 billion over the same period. The increases were primarily the result of the Sun acquisition.

Net income for the year ended December 31, 2018 was $71.9 million, or $1.51 per diluted share, as compared to net income of $42.5 million, or $1.28 per diluted share for the prior year. Net income for the year ended December 31, 2018 includes merger related expenses, branch consolidation expenses, and income tax benefit from the revaluation of deferred tax assets related to the Tax Cuts and Jobs Act ("Tax Reform"). These items decreased net income, net of tax, for the year ended December 31, 2018 by $22.2 million. Net income for the year ended December 31, 2017 included merger related expenses, branch consolidation expenses, and additional income tax expense related to Tax Reform of $13.5 million, net of tax. These items reduced diluted earnings per share by $0.47 and $0.42, respectively, for the years ended December 31, 2018 and 2017. Excluding these items, net income for the year ended December 31, 2018 increased over the prior year primarily due to the acquisition of Sun and the expense savings from the successful integration during 2017 of Ocean Shore which was acquired on November 30, 2016.

The Company remains well-capitalized with a tangible common equity ratio of 9.55% at December 31, 2018.

Critical Accounting Policies

Note 1 to the Company's Audited Consolidated Financial Statements for the year ended December 31, 2018 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 statements of financial condition at estimated fair value or the lower of cost or estimated fair value. Policies with respect to the methodology used to determine the allowance for loan losses are the most critical accounting policies because it is 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. Critical accounting policies and their application are reviewed periodically and, at least annually, with the Audit Committee of the Board of Directors.

Allowance for Loan Losses

The allowance for loan losses is a valuation account that reflects probable incurred losses in the loan portfolio. The adequacy of the allowance for loan losses is based on management's evaluation of the Bank's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, current economic and regulatory conditions, as well as organizational changes. Additions to the allowance arise from charges to operations through the provision for loan losses or from the recovery of amounts previously charged-off. The allowance is reduced by loan charge-offs. The allowance for loan losses is maintained at an amount management considers sufficient to provide for probable losses.

Acquired loans are marked to fair value on the date of acquisition and are evaluated on a quarterly basis to ensure the necessary purchase accounting updates are made in parallel with the allowance for loan loss calculation. Acquired loans that have been renewed since acquisition are included in the allowance for loan loss calculation since these loans have been underwritten to the Bank's guidelines. Acquired loans that have not been renewed since acquisition, or that have a Purchase Credit Impaired ("PCI") mark, are excluded from the allowance for loan loss calculation. The Bank calculates a general valuation allowance for these excluded acquired loans without a PCI mark and compares that to the remaining general credit and interest rate marks. To the extent the remaining general credit and interest rate marks exceed the calculated general valuation allowance, no additional reserve is required. If the calculated general valuation allowance exceeds the remaining general credit and interest rate marks, the Bank would record an adjustment to the extent necessary.

The Bank's allowance for loan losses includes specific allowances and a general allowance, each updated on a quarterly basis. A specific allowance is determined for all impaired loans (excluding PCI loans). The Bank defines an impaired loan as all non-accrual commercial real estate, multi-family, land, construction and commercial loans in excess of $250,000. Impaired loans also include all loans modified as troubled debt restructurings. For collateral dependent loans, the specific allowance represents the difference between the Bank's recorded investment in the loan, net of any interim charge-offs, and the estimated fair value of the collateral, less estimated selling costs. Impairment for all other impaired loans is calculated using the present value of the expected future cash flows.

If a loan becomes 90 days delinquent, the Bank obtains an updated collateral appraisal. For residential real estate loans, the appraisal is updated annually if the loan remains delinquent for an extended period. For non-accrual commercial real estate loans, the Bank assesses whether there has likely been an adverse change in the collateral value supporting the loan. The Bank utilizes information based on its knowledge of changes in real estate conditions in its lending area to identify whether a possible deterioration of collateral value has occurred. Based on the severity of the changes in market conditions, management determines if an updated commercial real estate appraisal is warranted or if downward adjustments to the previous appraisal are warranted. If it is determined that the deterioration of the collateral value is significant enough to warrant ordering a new appraisal, an estimate of the downward adjustments to the existing appraised value is used in assessing if additional specific reserves are necessary until the updated appraisal is received.

A general allowance is determined for all loans that are not individually evaluated for impairment (excluding acquired loans that have not been renewed under the Bank's underwriting criteria). In determining the level of the general allowance, the Bank segments the loan portfolio into the following portfolio segments: residential real estate; consumer; investor-owned commercial real estate; owner-occupied commercial real estate; and commercial and industrial.

The portfolio segments are further segmented by delinquency status or risk rating. An estimated loss factor is then applied to the outstanding principal loan balance of the delinquency status or risk rating category for each portfolio segment. To determine the loss factor, the Bank utilizes historical loss experience adjusted for certain qualitative factors and the loss emergence period.

The Bank's historical loss experience is based on a rolling 24-month look-back period for each portfolio segment. The look-back period was selected based on (1) management's judgment that this period captures sufficient loss events (in both dollar terms and number of individual events) to be relevant; and (2) that the Bank's underwriting criteria and risk characteristics have remained relatively stable throughout this period.

The historical loss experience is adjusted for certain qualitative factors including, but not limited to, (1) delinquency trends, (2) net charge-off trends, (3) nature and volume of the loan portfolio, (4) loan policies and underwriting standards, (5) experience and ability of lending personnel, (6) concentrations of credit, (7) loan review system, and external factors such as (8) changes in current economic conditions, (9) local competition and (10) regulation. Economic factors that the Bank considers in its estimate of the allowance for loan losses include: local and regional trends in economic growth, unemployment and real estate values. The Bank considers the applicability of each of these qualitative factors in estimating the general allowance for each portfolio segment. Each quarter, the Bank considers the current conditions for each of the qualitative factors, as well as a forward looking view on trends and events, to support an assessment unique to each portfolio segment.

The Bank calculates and analyzes the loss emergence period on an annual basis or more frequently if conditions warrant. The Bank's methodology is to use loss events in the past eight quarters to determine the loss emergence period for each loan segment. The loss emergence period is specific to each portfolio segment. It represents the amount of time that has elapsed between (1) the occurrence of a loss event, which resulted in a potential loss and (2) the confirmation of the potential loss, when the Bank records an initial charge-off or downgrades the risk-rating of the loan to substandard.

The Bank also maintains an unallocated portion of the allowance for loan losses. The primary purpose of the unallocated component is to account for the inherent factors that cannot be practically assigned to individual loss categories, including the periodic update of appraisals, subjectivity of the Bank's credit review and risk rating process, and economic conditions that may not be fully captured in the Bank's loss history or qualitative factors.

Upon completion of the aforementioned procedures, an overall management review is performed including ratio analyses to identify divergent trends compared with the Bank's own historical loss experience, the historical loss experience of the Bank's peer group, and management's understanding of general regulatory expectations. Based on that review, management may identify issues or factors that previously had not been considered in the estimation process, which may warrant further analysis or adjustments to estimated loss or qualitative factors applied in the calculation of the allowance for loan losses.

Of the Bank's loan portfolio, 92.4% is secured by real estate, whether residential or commercial. Additionally, most of the Bank's borrowers are located in central and southern New Jersey and the surrounding area. These concentrations may adversely affect the Bank's loan loss experience should local real estate values decline or should the markets served experience difficult economic conditions including increased unemployment or should the area be affected by a natural disaster such as a hurricane or flooding.

Management believes the primary risk characteristics for each portfolio segment are a decline in the general economy, including elevated levels of unemployment, a decline in real estate market values and rising interest rates. Any one or a combination of these events may adversely affect the borrowers' ability to repay the loans, resulting in increased delinquencies, loan charge-offs and higher provisions for loan losses.

Although management believes that the Bank has established and maintained the allowance for loan losses at adequate levels, additions may be necessary if future economic and other conditions differ substantially from the current operating environment. In addition, various regulatory agencies, as part of their examination process, periodically review the Bank's allowance for loan losses. Such agencies may require the Bank to make additional provisions for loan losses based upon information available to them at the time of their examination. Although management uses what it believes to be the best information available, future adjustments to the allowance may be necessary due to economic, operating, regulatory and other conditions beyond the Bank's control.

Analysis of Net Interest Income

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

The following table sets forth certain information relating to the Company for each of the years ended December 31, 2018, 2017 and 2016. The yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown except where noted otherwise. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields.

	For the Year Ended December 31,								
	2018			2017			2016		
(dollars in thousands)	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
Assets:									
Interest-earning assets:									
Interest-earning deposits and short-term investments	$102,001	$896	0.88%	$179,960	$1,449	0.81%	$154,830	$693	0.45%
Securities (1)	1,073,454	26,209	2.44	796,392	16,792	2.11	524,152	9,770	1.86
Loans receivable, net (2)									
Commercial	3,012,521	149,965	4.98	1,858,842	87,706	4.72	1,472,421	70,768	4.81
Residential	1,965,395	79,805	4.06	1,726,020	69,784	4.04	1,085,991	41,996	3.87
Home Equity	357,137	17,991	5.04	282,128	13,003	4.61	236,769	10,139	4.28
Other	35,424	1,788	5.05	1,156	95	8.22	957	59	6.17
Allowance for loan loss net of deferred loan fees	(9,972)	—	—	(12,251)	—	—	(13,280)	—	—
Loans receivable, net (2)	5,360,505	249,549	4.66	3,855,895	170,588	4.42	2,782,858	122,962	4.42
Total interest-earning assets	6,535,960	276,654	4.23	4,832,247	188,829	3.91	3,461,840	133,425	3.85
Non-interest-earning assets	828,518			459,926			269,622		
Total assets	$7,364,478			$5,292,173			$3,731,462		
Liabilities and Equity:									
Interest-bearing liabilities:									
Interest-bearing checking	$2,336,917	9,219	0.39%	$1,796,370	4,533	0.25%	$1,266,135	2,114	0.17%
Money market	571,997	2,818	0.49	410,373	1,213	0.30	316,977	858	0.27
Savings	877,179	990	0.11	672,315	345	0.05	447,484	191	0.04
Time deposits	858,978	9,551	1.11	625,847	6,245	1.00	422,026	4,354	1.03
Total	4,645,071	22,578	0.49	3,504,905	12,336	0.35	2,452,622	7,517	0.31
FHLB advances	382,464	7,885	2.06	258,870	4,486	1.73	266,981	4,471	1.67
	66,340	168	0.25	74,712	121	0.16	75,227	102	0.14

Securities sold under agreements to repurchase									
Other borrowings	94,644	5,521	5.83	56,457	2,668	4.73	32,029	1,073	3.35
Total interest-bearing liabilities	5,188,519	36,152	0.70	3,894,944	19,611	0.50	2,826,859	13,163	0.47
Non-interest-bearing deposits	1,135,602			776,344			497,166		
Non-interest-bearing liabilities	56,098			31,004			28,454		
Total liabilities	6,380,219			4,702,292			3,352,479		
Stockholders' equity	984,259			589,881			378,983		
Total liabilities and equity	$7,364,478			$5,292,173			$3,731,462		
Net interest income		$240,502			$169,218			$120,262	
Net interest rate spread (3)			3.53%			3.41%			3.38%
Net interest margin (4)			3.68%			3.50%			3.47%
Total cost of deposits (including non-interest-bearing deposits)			0.39%			0.29%			0.25%
Ratio of interest-earning assets to interest-bearing liabilities	125.97 %			124.06 %			122.46 %		

(1) Amounts represent debt and equity securities, including FHLB and Federal Reserve Bank stock, and are recorded at average amortized cost.

(2) Amount is net of deferred loan fees, undisbursed loan funds, discounts and premiums and estimated loss allowances and includes loans held-for-sale and non-performing loans.

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

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

Rate Volume Analysis

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

	Year Ended December 31, 2018 Compared to Year Ended December 31, 2017 Increase (Decrease) Due to			Year Ended December 31, 2017 Compared to Year Ended December 31, 2016 Increase (Decrease) Due to		
(in thousands)	Volume	Rate	Net	Volume	Rate	Net
Interest-earning assets:						
Interest-earning deposits and short-term investments	$(671)	$118	$(553)	$128	$628	$756
Securities	6,496	2,921	9,417	5,578	1,444	7,022
Loans receivable, net						
Commercial	57,184	5,075	62,259	18,285	(1,347)	16,938
Residential	9,676	345	10,021	25,860	1,928	27,788
Home Equity	3,693	1,295	4,988	2,042	822	2,864
Other	1,744	(51)	1,693	14	22	36
Loans receivable, net	72,297	6,664	78,961	46,201	1,425	47,626
Total interest-earning assets	78,122	9,703	87,825	51,907	3,497	55,404
Interest-bearing liabilities:						
Interest-bearing checking	1,638	3,048	4,686	1,139	1,280	2,419
Money market	615	990	1,605	258	97	355
Savings	131	514	645	103	51	154
Time deposits	2,552	754	3,306	2,022	(131)	1,891
Total	4,936	5,306	10,242	3,522	1,297	4,819
FHLB advances	2,429	970	3,399	(140)	155	15
Securities sold under agreements to repurchase	(15)	62	47	(1)	20	19
Other borrowings	2,123	730	2,853	1,036	559	1,595
Total interest-bearing liabilities	9,473	7,068	16,541	4,417	2,031	6,448
Net change in net interest income	$68,649	$2,635	$71,284	$47,490	$1,466	$48,956

Comparison of Financial Condition at December 31, 2018 and December 31, 2017

Total assets increased by $2.100 billion to $7.516 billion at December 31, 2018, from $5.416 billion at December 31, 2017, primarily as a result of the acquisition of Sun, which added $2.044 billion to total assets. Restricted equity investments increased by $37.1 million, to $56.8 million at December 31, 2018, from $19.7 million at December 31, 2017, primarily due to the addition of Federal Reserve Bank stock as a result of converting to a national bank charter. Loans receivable, net, increased by $1.613 billion, to $5.579 billion at December 31, 2018, from $3.966 billion at December 31, 2017, primarily due to acquired loans of $1.517 billion as well as purchased loans totaling $197.0 million. As part of the acquisition of Sun, the Company's goodwill balance increased to $338.4 million at December 31, 2018, from $150.5 million at December 31, 2017, and the core deposit intangible increased to $17.0 million at December 31, 2018, from $8.9 million at December 31, 2017.

Deposits increased by $1.472 billion, to $5.815 billion at December 31, 2018, from $4.343 billion at December 31, 2017, due to acquired deposits of $1.616 billion. The loan-to-deposit ratio at December 31, 2018 was 96.0%, as compared to 91.3% at December 31, 2017. Federal Home Loan Bank advances increased by $160.7 million, to $449.4 million at December 31, 2018, from $288.7 million at December 31, 2017 due to the acquisition of Sun and to fund loan growth.

Stockholders' equity increased to $1.039 billion at December 31, 2018, as compared to $601.9 million at December 31, 2017. The acquisition of Sun added $402.6 million to stockholders' equity. At December 31, 2018, there were 1.3 million shares available for repurchase under the Company's stock repurchase programs. During the year ended December 31, 2018, the Company repurchased 459,251 shares under these repurchase programs. During 2018, the Company contributed an additional $8.4 million to the existing Employee Stock Ownership Plan. The purchased shares will be allocated to employees over the next nine years. Tangible stockholders' equity per common share increased to $14.26 at December 31, 2018, as compared to $13.58 at December 31, 2017.

Comparison of Operating Results for the Years Ended December 31, 2018 and December 31, 2017

General

Net income for the year ended December 31, 2018 was $71.9 million, or $1.51 per diluted share, as compared to net income of $42.5 million, or $1.28 per diluted share, for the prior year. Net income for the year ended December 31, 2018 included merger related expenses, branch consolidation expenses, and a reduction of income tax expense from the revaluation of deferred tax assets as a result of Tax Reform. These items decreased net income, net of tax benefit, for the year ended December 31, 2018, by $22.2 million. Net income for the year ended December 31, 2017 included merger related expenses, branch consolidation expenses, and additional income tax expense related to Tax Reform, which decreased net income, net of tax, by $13.5 million. Excluding these items, net income for the year ended December 31, 2018 increased over the prior year primarily due to the acquisition of Sun and the expense savings from the successful integration during 2017 of Ocean Shore which was acquired on November 30, 2016.

Interest Income

Interest income for the year ended December 31, 2018, increased to $276.7 million, as compared to $188.8 million, in the prior year. Average interest-earning assets increased $1.704 billion for the year ended December 31, 2018, as compared to the prior year. The average for the year ended December 31, 2018, was favorably impacted by $1.511 billion of interest-earning assets acquired from Sun. Average loans receivable, net, increased by $1.505 billion for the year ended December 31, 2018, as compared to the prior year. The increase attributable to the acquisition of Sun was $1.290 billion. The yield on average interest-earning assets increased to 4.23% for the year ended December 31, 2018, as compared to 3.91% for the prior year. The asset yield benefited from the accretion of purchase accounting adjustments on the Sun acquisition and, to a lesser extent, from the impact of Federal Reserve interest rate increases.

Interest Expense

Interest expense for the year ended December 31, 2018, was $36.2 million, as compared to $19.6 million in the prior year, due to an increase in average-interest bearing liabilities of $1.294 billion, primarily related to the acquisition of Sun. For the year ended December 31, 2018, the cost of average interest-bearing liabilities increased to 0.70% from 0.50% in the prior year. The total cost of deposits (including non-interest bearing deposits) was 0.39% for the year ended December 31, 2018, as compared to 0.29% in the prior year.

Net Interest Income

Net interest income for the year ended December 31, 2018 increased to $240.5 million, as compared to $169.2 million for the prior year, reflecting an increase in interest-earning assets and a higher net interest margin. The net interest margin increased to 3.68% for the year ended December 31, 2018, from 3.50% for the prior year. The net interest margin for the year ended December 31, 2018, benefited by 16 basis points due to $10.7 million of purchase accounting accretion on the Sun acquisition.

Provision for Loan Losses

For the year ended December 31, 2018, the provision for loan losses was $3.5 million, as compared to $4.4 million for the prior year. Net loan charge-offs were $2.6 million for the year ended December 31, 2018, as compared to net loan charge-offs of $3.9 million in the prior year. Non-performing loans totaled $17.4 million at December 31, 2018, as compared to $20.9 million at December 31, 2017. At December 31, 2018, the Company's allowance for loan losses was 0.30% of total loans as compared to 0.40% at December 31, 2017. These ratios exclude existing fair value credit marks of $31.6 million at December 31, 2018 and $17.5 million at December 31, 2017 on the Sun, Ocean Shore, Cape, and Colonial American Bank ("Colonial American") loans. These loans were acquired at fair value with no related allowance for loan losses. The allowance for loan losses as a percent of total non-performing loans was 95.2% at December 31, 2018, as compared to 75.4% at December 31, 2017.

Other Income

For the year ended December 31, 2018, other income increased to $34.8 million, as compared to $27.1 million in the prior year. The increase from the prior year was primarily due to the impact of the Sun acquisition, which added $8.0 million to other income for the year ended December 31, 2018. Excluding the Sun acquisition, the slight decrease in other income was primarily due to an increase in the loss from real estate operations of $2.9 million, of which $1.7 million related to the year-to-date write-down and sale of a hotel, golf and banquet facility, offset by increases in Bankcard fees of $852,000 and service charges of $700,000, mostly related to deposit fees, an increase in the gain on sales of loans of $568,000, mostly related to the sale of one non-performing commercial loan relationship and an increase in other income of $653,000.

Operating Expenses

Operating expenses increased to $186.3 million for the year ended December 31, 2018, as compared to $126.5 million in the prior year. Operating expenses for the year ended December 31, 2018 included $30.1 million in merger related and branch consolidation expenses, as compared to $14.5 million in the prior year. Excluding the impact of merger and branch consolidation expenses, the increase in operating expenses over the prior year was primarily due to the Sun acquisition, which added $35.2 million for the year ended December 31, 2018. Excluding the Sun acquisition, the remaining increase in operating expense for the year ended December 31, 2018 over the prior year period was primarily due to increases in compensation and employee benefits expense of $4.0 million as a result of higher incentive and stock plan expenses, occupancy expenses of $1.6 million, service bureau expense of $1.5 million, equipment expense of $657,000, and marketing expenses of $589,000.

Provision for Income Taxes

The provision for income taxes for the year ended December 31, 2018 was $13.6 million, as compared to $22.9 million for the prior year. The effective tax was 15.9% for the year ended December 31, 2018, as compared to 35.0% for the prior year. The lower effective tax rate for the year ended December 31, 2018 was due to Tax Reform which lowered the Company’s statutory tax rate to 21%, from 35%. Additionally, Tax Reform required the Company to revalue its deferred tax asset, resulting in a tax benefit of $1.9 million, for the year ended December 31, 2018, and a tax expense of $3.6 million for the year ended December 31, 2017. Excluding the impact relating to the revaluation of deferred tax assets, the effective tax rate for the year ended December 31, 2018 was 18.0%, as compared to 29.4% for the prior year.

Comparison of Operating Results for the Years Ended December 31, 2017 and December 31, 2016

General

Net income for the year ended December 31, 2017 was $42.5 million, or $1.28 per diluted share, as compared to net income of $23.0 million, or $0.98 per diluted share for the prior year. Net income for the year ended December 31, 2017 included merger related expenses, branch consolidation expenses, and additional income tax expense related to the recently enacted Tax Reform. These items decreased net income, net of tax benefit, for the year ended December 31, 2017, by $13.5 million. Net income for the year ended December 31, 2016 included merger related expenses of $11.8 million, net of tax benefit. Excluding these items, net income for the year ended December 31, 2017 increased over the prior year period primarily due to the acquisitions of Cape and Ocean Shore (“Acquisition Transactions”). In addition, in the first quarter of 2017 the Company adopted Accounting Standards Update (“ASU”) 2016-09 “Compensation - Stock Compensation” which resulted in a decrease in income tax expense for the year ended December 31, 2017, of $1.8 million.

Interest Income

Interest income for the year ended December 31, 2017, increased to $188.8 million, as compared to $133.4 million, in the prior year. Average interest-earning assets increased $1.370 billion for the year ended December 31, 2017, as compared to the prior year, benefiting from the interest-earning assets acquired from the Acquisition Transactions. The yield on average interest-earning assets increased to 3.91% for the year ended December 31, 2017, as compared to 3.85% for the prior year. The asset yield benefited from the accretion of purchase accounting adjustments on the Acquisition Transactions (an additional 5 basis points of yield), and the higher interest rate environment at the end of 2017.

Interest Expense

Interest expense for the year ended December 31, 2017, was $19.6 million, as compared to $13.2 million in the prior year, due to an increase in average-interest bearing liabilities of $1.068 billion, and an increase in the average cost of interest-bearing liabilities of 3 basis points, to 0.50% for the year ended December 31, 2017, as compared to 0.47% in the prior year. The total cost of deposits (including non-interest bearing deposits) was 0.29% for the year ended December 31, 2017, as compared to 0.25% in the prior year.

Net Interest Income

Net interest income for the year ended December 31, 2017 increased to $169.2 million, as compared to $120.3 million in the prior year, reflecting an increase in interest-earning assets and a higher net interest margin. Average interest-earning assets increased $1.370 billion for the year ended December 31, 2017, as compared to the prior year, and was favorably impacted by the interest-earning assets acquired in the Acquisition Transactions. The net interest margin increased to 3.50% for the year ended December 31, 2017, from 3.47% for the prior year. Net interest income benefited from the accretion of purchase accounting adjustments of $8.3 million for the year ended December 31, 2017, as compared to $4.5 million in the prior year.

Provision for Loan Losses

For the year ended December 31, 2017, the provision for loan losses was $4.4 million, as compared to $2.6 million for the prior year. Net loan charge-offs were $3.9 million for the year ended December 31, 2017, as compared to net loan charge-offs of $4.2 million in the prior year. Non-performing loans totaled $20.9 million at December 31, 2017, as compared to $13.6 million at December 31, 2016. The increase was primarily attributable to one commercial loan relationship, which entered non-performing status in the fourth quarter of 2017. Subsequent to December 31, 2017, the Bank received a significant payment from this borrower. At both December 31, 2017 and 2016, the Company's allowance for loan losses was 0.40% of total loans. These ratios exclude existing fair value credit marks of $17.5 million at December 31, 2017 and $26.0 million at December 31, 2016 on the Ocean Shore, Cape, and Colonial American loans. These loans were acquired at fair value with no related allowance for loan losses. The allowance for loan losses as a percent of total non-performing loans was 75.35% at December 31, 2017, as compared to 111.92% at December 31, 2016. The decrease was due to the addition of the one large loan relationship noted above with no related loss allocation included in the allowance for loan losses.

Other Income

For the year ended December 31, 2017, other income increased to $27.1 million, as compared to $20.4 million in the prior year. The increase from the prior year was primarily due to the impact of the Acquisition Transactions, which added $6.1 million to other income for the year ended December 31, 2017. Excluding the impact of the Acquisition Transactions, the increase in other income was primarily due to higher deposit fees of $1.3 million and rental income of $460,000 for November and December 2017 on the Company's newly acquired corporate headquarters, partially offset by a decrease of $912,000 in the net gain on the sale of loans available for sale (included in other income), as compared to the prior year.

Operating Expenses

Operating expenses increased to $126.5 million for the year ended December 31, 2017, as compared to $102.9 million in the prior year. Operating expenses for the year ended December 31, 2017 include $14.5 million in merger related and branch consolidation expenses, as compared to $16.5 million in the prior year. Excluding the impact of merger and branch consolidation expenses, the increase in operating expenses over the prior year was primarily due to the Acquisition Transactions, which added $16.0 million for the year ended December 31, 2017. Excluding the Acquisition Transactions, the increase in operating expense was primarily due to increases in compensation and employee benefits expense, equipment expense, marketing expense, data processing expense and professional fees.

Provision for Income Taxes

The provision for income taxes for the year ended December 31, 2017 was $22.9 million, as compared to $12.2 million for the prior year. The effective tax was 35.0% for the year ended December 31, 2017, as compared to 34.5% for the prior year. During the fourth quarter of 2017, Tax Reform was enacted which reduced the statutory tax rate for corporations from 35% to 21% effective in 2018. Authoritative accounting guidance required the Company to revalue its deferred tax assets and liabilities at December 31, 2017, resulting in additional income tax expense of $3.6 million, which increased the effective tax rate by 5.6% for the year ended December 31, 2017. Effective January 1, 2017, the Company adopted Accounting Standard Update ("ASU") 2016-09 "Compensation - Stock Compensation," which decreased income tax expense by $1.8 million for the year ended December 31, 2017, as compared to the prior year. Under the ASU, the tax benefits of exercised stock options and vested stock awards are recognized as a benefit to income tax expense in the reporting period in which they occur. The tax benefit relating to the Company's stock plans was $62,000 for the year ended December 31, 2016, which was recorded directly into stockholders equity. The elevated tax benefit for the year ended December 31, 2017, was related to the exercise of options assumed in the Acquisition Transactions and the increase in the Company's stock price. Excluding the impact of Tax Reform and ASU 2016-09, the effective tax rate was 32.2% for the year ended December 31, 2017. The lower effective tax rate for the year ended December 31, 2017, as compared to the same prior year period, was primarily due to the deductibility of merger related expenses and an increase in tax exempt income.

Liquidity and Capital Resources

The Company's primary sources of funds are deposits, principal and interest payments on loans and mortgage-backed securities, FHLB advances and other borrowings and, to a lesser extent, investment maturities and proceeds from the sale of loans. While scheduled amortization of loans is a predictable source of funds, deposit flows and loan

prepayments are greatly influenced by interest rates, economic conditions and competition. The Company has other sources of liquidity if a need for additional funds arises, including various lines of credit.
At December 31, 2018, the Bank had $174.0 million of outstanding overnight borrowings from the FHLB, compared to $30.0 million of outstanding overnight borrowings at December 31, 2017. The Bank utilizes overnight borrowings from time-to-time to

fund short-term liquidity needs. FHLB advances, including overnight borrowings, totaled $449.4 million at December 31, 2018, an increase from $288.7 million at December 31, 2017.

The Company's cash needs for the year ended December 31, 2018 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from maturities and calls of investment securities, and increased borrowings. The cash was principally utilized for the purchase of loans receivable, loan originations, the purchase of investment securities and to fund deposit outflows. The Company's cash needs for the year ended December 31, 2017 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from maturities and calls of investment securities, deposit growth, and increased borrowings. The cash was principally utilized for loan originations, the purchase of loans receivable, the purchase of securities and the purchase of an administrative office building.

In the normal course of business, the Bank routinely enters into various off-balance-sheet commitments, primarily relating to the origination and sale of loans. At December 31, 2018, outstanding commitments to originate loans totaled $186.2 million; outstanding unused lines of credit totaled $733.9 million, of which $407.0 million were commitments to commercial borrowers and $327.0 million were commitments to consumer and residential construction borrowers. The Bank expects to have sufficient funds available to meet current commitments in the normal course of business.

Time deposits scheduled to mature in one year or less totaled $438.7 million at December 31, 2018. Based upon historical experience, management is opportunistic about renewing time deposits on an as needed basis.

The Company has a detailed contingency funding plan and comprehensive reporting of trends on a monthly and quarterly basis which is reviewed by management. Management also monitors cash on a daily basis to determine the liquidity needs of the Bank. Additionally, management performs multiple liquidity stress test scenarios on a quarterly basis. The Bank continues to maintain significant liquidity under all stress scenarios.

Under the Company's stock repurchase program, shares of OceanFirst Financial Corp. common stock may be purchased in the open market and through other privately-negotiated transactions, from time-to-time, depending on market conditions. The repurchased shares are held as treasury stock for general corporate purposes. For the year ended December 31, 2018, the Company repurchased 459,251 shares of common stock at a total cost of $10.8 million. There were no shares of common stock repurchased for the year ended December 31, 2017. At December 31, 2018, there were 1,295,553 shares available to be repurchased under the stock repurchase program authorized in April 2017.

Cash dividends on common stock declared and paid during the year ended December 31, 2018 were $29.6 million, as compared to $19.3 million for the prior year. The increase in dividends was a result of the additional shares issued in the Sun acquisition. On January 24, 2019, the Company's Board of Directors declared a quarterly cash dividend of seventeen cents ($0.17) per common share. The dividend was payable on February 15, 2019 to common stockholders of record at the close of business on February 4, 2019.

The primary sources of liquidity specifically available to the OceanFirst Financial Corp., the holding company of OceanFirst Bank, are capital distributions from the bank subsidiary and the issuance of preferred and common stock and debt. For the year ended December 31, 2018, the Company received dividend payments of $32.0 million from the Bank. The Company's ability to continue to pay dividends will be largely dependent upon capital distributions from the Bank, which may be adversely affected by capital restraints imposed by the applicable regulations. The Company cannot predict whether the Bank will be permitted under applicable regulations to pay a dividend to the Company. If applicable regulations or regulatory bodies prevent the Bank from paying a dividend to the Company, the Company may not have the liquidity necessary to pay a dividend in the future or pay a dividend at the same rate as historically paid, or be able to meet current debt obligations. At December 31, 2018, OceanFirst Financial Corp. held $18.0 million in cash.

The Company and the Bank satisfy the criteria to be "well-capitalized" under the Prompt Corrective Action Regulations. See "Regulation and Supervision—Bank Regulation – Capital Requirements."

At December 31, 2018, the Company maintained tangible common equity of $683.9 million for a tangible common equity to tangible assets ratio of 9.55%.

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 generally accepted accounting principles, are not recorded in the financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate, and liquidity risk or to optimize capital. Customer transactions are used to manage customers' requests for funding. These financial instruments and commitments include unused consumer lines of credit and commitments to extend credit and are discussed in Note 13 to the Consolidated Financial Statements.

The Company enters into loan sale agreements with investors in the normal course of business. The loan sale agreements generally require the Company to repurchase loans previously sold in the event of a violation of various representations and warranties customary to the mortgage banking industry. The Company is also obligated under a loss sharing arrangement with the FHLB relating to loans sold into the Mortgage Partnership Finance program. In the opinion of management, the potential exposure related to the loan sale agreements and loans sold to the FHLB is adequately provided for in the reserve for repurchased loans and loss sharing obligations included in other liabilities. At December 31, 2018 and 2017, the reserve for repurchased loans and loss sharing obligations amounted to $1.3 million and $463,000, respectively.

The following table shows the contractual obligations of the Company by expected payment period as of December 31, 2018 (in thousands). Further discussion of these commitments is included in Notes 9 and 13 to the Consolidated Financial Statements.

Contractual Obligation	Total	Less than one year	1-3 years	3-5 years	More than 5 years
Debt Obligations	$610,673	$341,881	$114,735	$55,138	$ 98,919
Commitments to Originate Loans	186,210	186,210	—	—	—
Commitments to Fund Unused Lines of Credit:					
Commercial	406,954	406,954	—	—	—
Consumer and Residential Construction	326,990	326,990	—	—	—
Operating Lease Obligations	34,324	5,474	10,190	8,563	10,097
Purchase Obligations	38,515	12,562	23,543	2,410	—

Debt obligations include advances from the FHLB and other borrowings and have defined terms.

Commitments to fund undrawn lines of credit and commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company's exposure to credit risk is represented by the contractual amount of the instruments.

Operating leases represent obligations entered into by the Company for the use of land and premises. The leases generally have escalation terms based upon certain defined indexes.

Purchase obligations represent legally binding and enforceable agreements to purchase goods and services from third parties and consist primarily of contractual obligations under data processing servicing agreements. Actual amounts expended vary based on transaction volumes, number of users and other factors.

Impact of New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU" or "Update") 2014-09, "Revenue from Contracts with Customers (Topic 606)" and subsequent related Updates modifies the guidance used to recognize revenue from contracts with customers for transfers of goods or services and transfers of nonfinancial assets, unless those contracts are within the scope of other guidance. The Updates also require new qualitative and quantitative disclosures, including disaggregation of revenues and descriptions of performance obligations. The amendments in this update were effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. On January 1, 2018, the Company adopted ASU 2014-09 and all subsequent amendments to the ASU (collectively, "ASC 606"). The majority of the Company's revenues are not subject to ASC 606, including revenue generated from financial instruments, such as interest and dividend income, including loans and securities, as these activities are subject to other U.S. Generally Accepted Accounting Principles ("GAAP"). Revenue generating activities that are within the scope of ASC 606 are presented within non-interest income and are recognized as revenue as the Company satisfies its obligation to the customer. Descriptions of revenue generating activities that are within the scope of ASC 606, which are presented in the Consolidated Statements of Income as components of other income are as follows:

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Bankcard services revenue - The Company generates other non-interest income from Bankcard services, which includes interchange revenue and merchant services revenue. The calculation of the revenue collected is based on customer transactions, which do not have a fixed duration. When there is a transaction, the performance obligation is fulfilled. The Company recognizes revenue per underlying transaction and recognizes the revenue when the performance obligation is satisfied at a point in time.

- Wealth management revenue - The Company provides customers with sound financial solutions and comprehensive wealth management products. Wealth management accounts earn minimum annual fees and may earn additional fees and service charges. Fees and service charges from wealth management accounts may include numerous fees such as Bill Pay fees, extraordinary service fees, unique asset fees, and transaction fees. The Company will recognize the fee when received because the Company provided the service to its customer at that time, and has no future performance obligation. Therefore, each month the Company will accrue and recognize the monthly portion of the minimum annual fee as a result of providing advisory services. If a customer utilizes additional services such as a wire transfer or bill pay, or any other advisory service outlined in their respective agreements, the Company will recognize revenue at that time, since there are no future performance obligations during the existing contract.
- Fees and service charges - The Company has multiple types of deposit accounts that may earn fees and service charges. Fees and service charges from deposit accounts represent general service fees for monthly account maintenance and activity-or-transaction-based fees and consist of transaction-based revenue, time-based revenue (service period), item-based revenue or some other individual attributebased revenue. Revenue is recognized when the performance obligation is satisfied, which is generally monthly for account maintenance services or when a transaction has been completed (such as a wire transfer). Payment for such performance obligations are typically received at the time the performance obligations are satisfied.

The Company adopted the ASU using the modified retrospective method as of January 1, 2018. The adoption of this ASU did not result in a change to the accounting for any of the in-scope revenue streams; as such no cumulative effect adjustment was recorded on the Company’s consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, “Financial Instruments - Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities.” The main objective in developing this new ASU is to enhance the reporting model for financial instruments to provide users of financial statements with more useful information. The update requires equity investments to be measured at fair value with changes in fair value recognized in net income. It simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a quantitative assessment to identify impairment. The amendment eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. It requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. Financial assets and financial liabilities are to be presented separately by measurement category and the need for a valuation allowance on a deferred tax asset related to available-for-sale securities should be evaluated with other deferred tax assets. The amendments in this update were effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted this ASU in its entirety on January 1, 2018, and has appropriately reflected the changes throughout the Company’s consolidated financial statements. The adoption of this ASU resulted in an impact to retained earnings and other comprehensive income of $147,000.

In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842).” This ASU requires all lessees to recognize a lease liability and a right-of-use asset, measured at the present value of the future minimum lease payments, at the lease commencement date. Lessor accounting remains largely unchanged under the new guidance. The guidance is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within that reporting period, with early adoption permitted. A modified retrospective approach must be applied for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is currently assessing the impact that the guidance will have on the Company’s consolidated financial statements. The Company has begun its evaluation of the amended guidance including the potential impact on its consolidated financial statements. To date, the Company has identified its leased real estate as within the scope of the guidance and continues to evaluate the impact of the guidance, including determining whether other contracts exist that are deemed to be in scope. Upon adoption, the Company expects total assets and total liability to increase by similar amounts within a range of $18 million to $22 million.

In June 2016, the FASB issued ASU 2016-13, “Measurement of Credit Losses on Financial Instruments.” This ASU significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren’t measured at fair value through net income. The standard will replace today’s “incurred loss” approach with an “expected loss” model. The new model, referred to as the current expected credit loss (“CECL”) model, will apply to: (1)

financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale (“AFS”) debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity’s assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Company has begun its evaluation of the amended guidance including the potential impact on its consolidated financial statements. As a result of the required change in approach toward determining estimated credit losses from the current "incurred loss" model to one based on estimated cash flows over a loan's contractual life, adjusted for prepayments (a "life of loan" model), the Company expects that the new guidance will result in an increase in the allowance for loan losses, particularly for longer duration loan portfolios. The Company also expects that the new guidance may result in an allowance for debt securities. In both cases, the Company has not yet determined the extent of the change as it will be dependent upon portfolio composition and credit quality at the adoption date, as well as economic conditions and forecasts at that time.

In January 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805) - Clarifying the Definition of a Business." This ASU narrows the definition of a business and clarifies that, to be considered a business, the fair value of the gross assets acquired (or disposed of) may not be substantially all concentrated in a single identifiable asset or group of similar assets. In addition, in order to be considered a business, a set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. This ASU was effective for fiscal years beginning after December 15, 2017; early adoption was permitted on a limited basis. The Company adopted this guidance on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, "Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment." This ASU intends to simplify the subsequent measurement of goodwill, eliminating Step 2 from the goodwill impairment test. Instead, an entity should perform its annual goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge by which the carrying amount exceeds the reporting unit's fair value; however the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The ASU also eliminates the requirement for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment. ASU No. 2017-04 is effective for fiscal years beginning after December 15, 2019; early adoption is permitted for annual goodwill impairment tests performed on testing dates after January 1, 2017. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, "Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20) - Premium Amortization on Purchased Callable Debt Securities." This ASU requires the amortization of premiums to the earliest call date on debt securities with call features that are explicit, noncontingent and callable at fixed prices and on preset dates. This ASU does not impact securities held as a discount, as the discount continues to be amortized to the contractual maturity. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, including adoption in an interim period. The amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The adoption of this update is not expected to have a material impact on the Company's consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, "Derivatives and Hedging (Topic 815) - Targeted Improvements to Accounting for Hedging Activities." The amendments in this ASU was issued to better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. As a result, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. Current GAAP contains limitations on how an entity can designate the hedged risk in certain cash flow and fair value hedging relationships. To address those current limitations, the amendments in this ASU permit hedge accounting for risk components in hedging relationships involving nonfinancial risk and interest rate risk. In addition, the amendments in this ASU change the guidance for designating fair value hedges of interest rate risk and for measuring

the change in fair value of the hedged item in fair value hedges of interest rate risk. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company does not enter into derivatives that are designated as hedging instruments and as such, the adoption of this ASU will not have an impact on the Company's consolidated financial statements.
In February 2018, the FASB issued ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This ASU was issued to address a narrow-scope financial reporting issue that arose as a result of the enactment of the Tax Cuts and Jobs Act ("Tax Reform") on December 22, 2017. The objective of ASU 2018-02 is to address the tax effects of items within accumulated other comprehensive income (referred to as "stranded tax effects") that do not reflect the appropriate tax rate enacted in the Tax Reform. As a result, the ASU 2018-02 allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax

effects resulting from the newly enacted federal corporate income tax rate. The amount of the reclassification would be the difference between the historical corporate income tax rate of 35 percent and the newly enacted corporate income tax rate of 21 percent. ASU 2018-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, including adoption in an interim period. The amendments in this ASU may be applied retrospectively to each period in which the effect of the change in the U.S. Federal corporate income tax rate in the Tax Reform is recognized. The Company has early adopted ASU 2018-02 for the year ended December 31, 2017, and has elected not to reclassify the income tax effects of the Tax Reform from accumulated other comprehensive loss to retained earnings. Refer to Note 10 Income Taxes for further details.

In August 2018, the FASB issued ASU 2018-13, "Fair Value Measurement (Topic 820) - Changes to the Disclosure Requirements for Fair Value Measurement." This ASU updates the disclosure requirements on Fair Value measurements by 1) removing: the disclosures for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels, and the valuation processes for Level 3 fair value measurements; 2) modifying: disclosures for timing of liquidation of an investee's assets and disclosures for uncertainty in measurement as of reporting date; and 3) adding: disclosures for changes in unrealized gains and losses included in other comprehensive income for recurring level 3 fair value measurements and disclosures for the range and weighted average of the significant unobservable inputs used to develop Level 3 fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted to any removed or modified disclosures and delay adoption of additional disclosures until the effective date. With the exception of the following, which should be applied prospectively, disclosures relating to changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the disclosures for uncertainty measurement, all other changes should be applied retrospectively to all periods presented upon the effective date. The adoption of this update will not have a material impact on the Company's consolidated financial statements.

Impact of Inflation and Changing Prices

The consolidated financial statements and notes thereto presented herein have been prepared in accordance with U.S. GAAP, which require the measurement of financial position and operating results in terms of historical dollar amounts without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of the Company's operations. Unlike industrial companies, nearly all of the assets and liabilities of the Company are monetary in nature. As a result, interest rates have a greater impact on the Company's performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the price of goods and services.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Management of Interest Rate Risk ("IRR")

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from IRR inherent in its lending, investment and deposit-taking activities. The Company's profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact the Company's earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis. To that end, management actively monitors and manages IRR.

The principal objectives of the Company's IRR management function are to evaluate the IRR inherent in certain balance sheet accounts; determine the level of risk appropriate given the Company's business focus, operating environment, capital and liquidity requirements and performance objectives; and manage the risk consistent with Board approved guidelines. Through such management, the Company seeks to reduce the exposure of its operations to changes in interest rates. The Company monitors its IRR as such risk relates to its operating strategies. The Bank's Board has established an Asset Liability Committee ("ALCO") consisting of members of the Bank's management, responsible for reviewing the asset liability policies and IRR position. ALCO meets monthly and reports trends and the Company's IRR position to the Board on a quarterly basis. The extent of the movement of interest rates, higher or lower, is an uncertainty that could have a substantial impact on the earnings of the Company.

The Bank utilizes the following strategies to manage IRR: (1) emphasizing the origination for portfolio of fixed-rate mortgage loans generally having terms to maturity of not more than fifteen years, adjustable-rate loans, floating-rate and balloon maturity commercial loans, and consumer loans consisting primarily of home equity loans and lines of credit; (2) attempting to reduce the overall interest rate sensitivity of liabilities by emphasizing core and longer-term deposits; and (3) managing the maturities of wholesale borrowings. The Bank may also sell fixed-rate mortgage loans into the secondary market. In determining whether to retain fixed-rate mortgages or to purchase fixed-rate mortgage-backed securities, management considers the Bank’s overall IRR position, the volume of such loans originated or the amount of MBS to be purchased, the loan or MBS yield and the types and amount of funding sources. The Bank periodically retains fixed-rate mortgage loan production or purchases fixed-rate MBS in order to improve yields and increase balance sheet leverage. During periods when fixed-rate mortgage loan production is retained, the Bank generally attempts to extend the maturity on part of its wholesale borrowings. Prior to 2017, the Bank generally sold much of its 30 year fixed-rate one-to-four family mortgage loan originations in the secondary market. With the rise in market interest rates and the reduction in refinance volume, the Bank retained most of its 30 year fixed-rate loan originations in 2017 and 2018 to replace repayments on the existing residential mortgage loan portfolio. The Company currently does not participate in financial futures contracts, interest rate swaps or other activities involving the use of off-balance-sheet derivative financial instruments, but may do so in the future to manage IRR.

The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are “interest rate sensitive” and by monitoring an institution’s interest rate sensitivity “gap.” An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that time period. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. Accordingly, during a period of rising interest rates, an institution with a negative gap position theoretically would not be in as favorable a position, compared to an institution with a positive gap, to invest in higher-yielding assets. This may result in the yield on the institution’s assets increasing at a slower rate than the increase in its cost of interest-bearing liabilities. Conversely, during a period of falling interest rates, an institution with a negative gap might experience a repricing of its assets at a slower rate than its interest-bearing liabilities, which, consequently, may result in its net interest income growing at a faster rate than an institution with a positive gap position.

The Company’s interest rate sensitivity is monitored through the use of an IRR model. The following table sets forth the amounts of interest-earning assets and interest-bearing liabilities outstanding at December 31, 2018, which were anticipated by the Company, based upon certain assumptions, to reprice or mature in each of the future time periods shown. At December 31, 2018, the Company’s one-year gap was positive 4.89% as compared to positive 4.62% at December 31, 2017. Except as stated below, the amount of assets and liabilities which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table is intended to provide an approximation of the projected repricing of assets and liabilities at December 31, 2018, on the basis of contractual maturities, anticipated prepayments, scheduled rate adjustments and the rate sensitivity of non-maturity deposits within a three month period and subsequent selected time intervals. Loans receivable reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and anticipated prepayments of adjustable-rate loans and fixed-rate loans, and as a result of contractual rate adjustments on adjustable-rate loans. Loans were projected to prepay at rates between 6% and 17% annually. Mortgage-backed securities were projected to prepay at rates between 4% and 21% annually. Money market deposit accounts, savings accounts and interest-bearing checking accounts are assumed to have average lives of 7.8 years, 6.2 years and 7.5 years, respectively. Prepayment and average life assumptions can have a significant impact on the Company’s estimated gap.

There can be no assurance that projected prepayment rates for loans and mortgage-backed securities will be achieved or that projected average lives for deposits will be realized.

At December 31, 2018	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years to 5 Years	More than 5 Years	Total
(dollars in thousands)						
Interest-earning assets [1]:						
Interest-earning deposits and short-term investments	$37,662	$1,719	$1,960	$—	$—	$41,341
Investment securities	63,349	37,856	108,874	50,491	45,750	306,320
Mortgage-backed securities	64,857	77,967	191,052	124,292	188,937	647,105
Equity investments	—	—	—	—	9,655	9,655
Restricted equity investments	—	—	—	—	56,784	56,784
Loans receivable [2]	1,057,571	898,345	1,690,589	978,424	963,784	5,588,713
Total interest-earning assets	1,223,439	1,015,887	1,992,475	1,153,207	1,264,910	6,649,918
Interest-bearing liabilities:						
Interest-bearing checking accounts	759,170	131,011	295,336	232,290	932,299	2,350,106
Money market deposit accounts	14,187	40,473	94,063	76,854	344,103	569,680
Savings accounts	41,386	74,483	165,225	129,408	466,675	877,177
Time deposits	143,253	295,482	311,038	114,879	1,592	866,244
FHLB advances	184,495	95,582	114,513	54,793	—	449,383
Securities sold under agreements to repurchase and other borrowings	134,260	43	222	347	26,418	161,290
Total interest-bearing liabilities	1,276,751	637,074	980,397	608,571	1,771,087	5,273,880
Interest sensitivity gap [3]	$(53,312)	$378,813	$1,012,078	$544,636	$(506,177)	$1,376,038
Cumulative interest sensitivity gap	$(53,312)	$325,501	$1,337,579	$1,882,215	$1,376,038	$1,376,038
Cumulative interest sensitivity gap as a percent of total interest-earning assets	(0.80)%	4.89%	20.11%	28.30%	20.69%	20.69%

(1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.

(2) For purposes of the gap analysis, loans receivable includes loans held-for-sale and non-performing loans gross of the allowance for loan losses, unamortized discounts and deferred loan fees.

(3) Interest sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.

Certain shortcomings are inherent in gap analysis. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market interest rates. Additionally, certain assets, such as adjustable-rate loans, have features which restrict changes in interest rates both on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, loan prepayment rates and average lives of deposits would likely deviate significantly from those assumed in the calculation. Finally, the ability of many borrowers to service their adjustable-rate loans may be impaired in the event of an interest rate increase.

Another method of analyzing an institution's exposure to IRR is by measuring the change in the institution's economic value of equity ("EVE") and net interest income under various interest rate scenarios. EVE is the difference between the net present value of assets, liabilities and off-balance-sheet contracts. The EVE ratio, in any interest rate scenario, is defined as the EVE in that scenario divided by the fair value of assets in the same scenario. The Company's interest rate sensitivity is monitored by management through the use of an IRR model which measures IRR by modeling the change in EVE and net interest income over a range of interest rate scenarios.

The following table sets forth the Company's EVE and net interest income projections as of December 31, 2018 and 2017 (dollars in thousands). For purposes of this table, the Company used prepayment and average life assumptions similar to those used in calculating the Company's gap.

	December 31, 2018					December 31, 2017				
Change in Interest Rates in Basis Points	Economic Value of Equity			Net Interest Income		Economic Value of Equity			Net Interest Income	
(Rate Shock)	Amount	% Change	EVE Ratio	Amount	% Change	Amount	% Change	EVE Ratio	Amount	% Change
300	$1,325,144	2.7 %	19.4%	$254,556	(0.6)%	$844,117	5.0 %	16.8%	$169,653	(2.3)%
200	1,337,463	3.6	19.0	255,979	(0.1)	850,511	5.8	16.5	171,758	(1.1)
100	1,326,352	2.8	18.4	256,474	0.1	838,066	4.3	15.9	173,119	(0.3)
Static	1,290,369	—	17.4	256,181	—	803,722	—	14.9	173,590	—
(100)	1,220,289	(5.4)	16.1	253,979	(0.9)	737,232	(8.3)	13.3	170,383	(1.8)

Static case economic value of equity and net interest income increased over the prior year primarily due to the full integration of Sun into the Bank's operations. Changes in interest rate sensitivity in a rising interest rate scenario at December 31, 2018, as compared to December 31, 2017, are primarily the result of the increased sensitivity of key non-maturity deposits that offset modest increases in the sensitivity of investments and loans.

As is the case with the gap calculation, certain shortcomings are inherent in the methodology used in the EVE and net interest income IRR measurements. The model requires the making of certain assumptions which may tend to oversimplify the manner in which actual yields and costs respond to changes in market interest rates. First, the model assumes that the composition of the Company's interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured. Second, the model assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Third, the model does not take into account the Company's business or strategic plans. Accordingly, although the above measurements do provide an indication of the Company's IRR exposure at a particular point in time, such measurements are not intended to provide a precise forecast of the effect of changes in market interest rates on the Company's EVE and net interest income and can be expected to differ from actual results.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm
To the Stockholders and Board of Directors
OceanFirst Financial Corp.:

Opinion on the Consolidated Financial Statements
We have audited the accompanying consolidated statements of financial condition of OceanFirst Financial Corp. and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2018, and the related notes (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.
We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 15, 2019 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.
Basis for Opinion
These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.
We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.
/s/ KPMG LLP

We have served as the Company's auditor since 1989.
Short Hills, New Jersey
March 15, 2019

Report of Independent Registered Public Accounting Firm
To the Stockholders and Board of Directors
OceanFirst Financial Corp.:

Opinion on Internal Control Over Financial Reporting

We have audited OceanFirst Financial Corp. and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weaknesses, described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial condition of the Company as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the "consolidated financial statements"), and our report dated March 15, 2019 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been indentified and included in management's assessment:

The Company did not have effective information technology general controls ("ITGCs") related to user access over the core banking IT system used for financial reporting. As a result of improper risk assessment in deploying control activities around access policy, access to the core banking IT system was granted by IT personnel to retail and back office personnel that was not commensurate with assigned job responsibilities, and therefore created segregation of duties conflicts.

The Company also did not have effective monitoring controls that were designed to address the completeness and accuracy of daily reports generated by the core banking IT system that included data fields subject to these access deficiencies.

As a result, certain of the Company's manual process level controls related to the loan and deposit account balances that are dependent upon the completeness and accuracy of data derived from the core banking IT systems were ineffective because they could have been adversely impacted by the ineffective ITGCs and monitoring controls.

The material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2018 consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP
Short Hills, New Jersey
March 15, 2019

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Financial Condition
(dollars in thousands, except per share amounts)

	December 31, 2018	December 31, 2017
Assets		
Cash and due from banks	$120,792	$109,613
Debt securities available-for-sale (encumbered $26,509 at December 31, 2018 and $22,086 at December 31, 2017)	100,717	81,581
Debt securities held-to-maturity, net (estimated fair value of $832,815 at December 31, 2018 and $761,660 at December 31, 2017) (encumbered $550,735 at December 31, 2018 and $447,276 at December 31, 2017)	846,810	764,062
Equity investments, at estimated fair value	9,655	8,700
Restricted equity investments, at cost	56,784	19,724
Loans receivable, net	5,579,222	3,965,773
Mortgage loans held-for-sale	—	241
Interest and dividends receivable	19,689	14,254
Other real estate owned	1,381	8,186
Premises and equipment, net	111,209	101,776
Bank Owned Life Insurance	222,482	134,847
Deferred tax asset	63,377	1,922
Assets held for sale	4,522	4,046
Other assets	24,101	41,895
Core deposit intangible	16,971	8,885
Goodwill	338,442	150,501
Total assets	$7,516,154	$5,416,006
Liabilities and Stockholders' Equity		
Deposits	$5,814,569	$4,342,798
Federal Home Loan Bank advances	449,383	288,691
Securities sold under agreements to repurchase with retail customers	61,760	79,668
Other borrowings	99,530	56,519
Advances by borrowers for taxes and insurance	14,066	11,156
Other liabilities	37,488	35,233
Total liabilities	6,476,796	4,814,065
Stockholders' equity:		
Preferred stock, $.01 par value, $1,000 liquidation preference, 5,000,000 shares authorized, no shares issued	—	—
Common stock, $.01 par value, 150,000,000 shares authorized, 48,410,419 shares issued and 47,951,168 and 32,596,893 shares outstanding at December 31, 2018 and December 31, 2017, respectively	483	336
Additional paid-in capital	757,963	354,377
Retained earnings	305,056	271,023
Accumulated other comprehensive loss	(3,450)	(5,349)
Less: Unallocated common stock held by Employee Stock Ownership Plan	(9,857)	(2,479)
Treasury stock, 459,251 and 969,879 shares at December 31, 2018 and December 31, 2017, respectively	(10,837)	(15,967)
Common stock acquired by Deferred Compensation Plan	(87)	(84)
Deferred Compensation Plan Liability	87	84
Total stockholders' equity	1,039,358	601,941

Total liabilities and stockholders' equity	$7,516,154	$5,416,006

See accompanying notes to consolidated financial statements.

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Income
(in thousands, except per share amount)

	For the Year Ended December 31,		
	2018	2017	2016
Interest income:			
Loans	$249,549	$170,588	$122,962
Mortgage-backed securities	16,034	11,108	6,697
Investment securities and other	11,071	7,133	3,766
Total interest income	276,654	188,829	133,425
Interest expense:			
Deposits	22,578	12,336	7,517
Borrowed funds	13,574	7,275	5,646
Total interest expense	36,152	19,611	13,163
Net interest income	240,502	169,218	120,262
Provision for loan losses	3,490	4,445	2,623
Net interest income after provision for loan losses	237,012	164,773	117,639
Other income:			
Bankcard services revenue	9,228	6,965	4,833
Wealth management revenue	2,245	2,150	2,324
Fees and service charges	19,461	15,058	10,758
Net gain on sales of loans	668	100	986
Net unrealized loss on equity investments	(199)	—	—
Net loss from other real estate operations	(3,812)	(874)	(856)
Income from Bank Owned Life Insurance	5,105	3,299	2,230
Other	2,131	374	137
Total other income	34,827	27,072	20,412
Operating expenses:			
Compensation and employee benefits	83,135	60,100	47,105
Occupancy	17,915	10,657	8,332
Equipment	8,319	6,769	5,104
Marketing	3,415	2,678	1,882
Federal deposit insurance	3,713	2,564	2,825
Data processing	13,286	8,849	7,577
Check card processing	4,209	3,561	2,210
Professional fees	4,963	3,995	2,848
Other operating expense	13,509	10,810	7,676
Amortization of core deposit intangible	3,811	2,039	623
Federal Home Loan Bank advance prepayment fee	—	—	136
Branch consolidation expenses	3,151	6,205	—
Merger related expenses	26,911	8,293	16,534
Total operating expenses	186,337	126,520	102,852
Income before provision for income taxes	85,502	65,325	35,199
Provision for income taxes	13,570	22,855	12,153
Net income	$71,932	$42,470	$23,046
Basic earnings per share	$1.54	$1.32	$1.00
Diluted earnings per share	$1.51	$1.28	$0.98
Average basic shares outstanding	46,773	32,113	23,093
Average diluted shares outstanding	47,657	33,125	23,526

See accompanying notes to consolidated financial statements.

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Comprehensive Income
(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Net income	$71,932	$42,470	$23,046
Other comprehensive income:			
Unrealized loss on debt securities (net of tax benefit of $33, $204, and $221 in 2018, 2017, and 2016, respectively)	(162)	(295)	(321)
Accretion of unrealized loss on securities reclassified to held-to-maturity (net of tax expense of $1,186, $480, and $556 in 2018, 2017 and 2016, respectively)	1,719	695	806
Reclassification adjustment for gains included in net income (net of tax expense of $53 and $5 in 2018 and 2016, respectively)	195	—	7
Total other comprehensive income	1,752	400	492
Total comprehensive income	$73,684	$42,870	$23,538

See accompanying notes to consolidated financial statements.

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Changes in Stockholders' Equity
(in thousands, except per share amounts)
For the Year Ended December 31, 2018, 2017 and 2016

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Gain	Employee Stock Ownership Plan	Treasury Stock	Common Stock Acquired by Deferred Compensation Plan	Stock Deferred Compensation Plan Liability	Total
Balance at December 31, 2015	$ —	$ 336	$ 269,757	$ 229,140	$ (6,241)	$ (3,045)	$ (251,501)	$ (314)	$ 314	$ 238,446
Net income	—	—	—	23,046	—	—	—	—	—	23,046
Other comprehensive income, net of tax	—	—	—	—	492	—	—	—	—	492
Stock awards	—	—	1,505	—	—	—	—	—	—	1,505
Tax benefit of stock plans	—	—	62	—	—	—	—	—	—	62
Treasury stock allocated to restricted stock plan	—	—	1,046	(101)	—	—	(945)	—	—	—
Purchase 90,000 shares of common stock	—	—	—	—	—	—	(1,878)	—	—	(1,878)
Allocation of ESOP stock	—	—	373	—	—	284	—	—	—	657
Cash dividend – $0.54 per share	—	—	—	(12,616)	—	—	—	—	—	(12,616)
Exercise of stock options	—	—	—	(1,277)	—	—	5,266	—	—	3,989
Sale of stock for the deferred compensation plan, net	—	—	—	—	—	—	—	1	(1)	—
Issued 14,547,452 treasury shares to finance acquisition	—	—	91,690	—	—	—	226,510	—	—	318,200
Balance at December 31, 2016	—	336	364,433	238,192	(5,749)	(2,761)	(22,548)	(313)	313	571,903
Net income	—	—	—	42,470	—	—	—	—	—	42,470
Other comprehensive income, net of tax	—	—	—	—	400	—	—	—	—	400
Stock awards	—	—	2,181	—	—	—	—	—	—	2,181
	—	—	(11,129)	11,129	—	—	—	—	—	—

Effect of adopting Accounting Standards Update ("ASU") No. 2016-09										
Treasury stock allocated to restricted stock plan	—	—	(1,745)	822	—	—	923	—	—	—
Allocation of ESOP stock	—	—	637	—	—	282	—	—	—	919
Cash dividend – $0.60 per share	—	—	—	(19,286)	—	—	—	—	—	(19,286)
Exercise of stock options	—	—	—	(2,304)	—	—	5,658	—	—	3,354
Sale of stock for the deferred compensation plan, net	—	—	—	—	—	—	—	229	(229)	—
Balance at December 31, 2017	—	336	354,377	271,023	(5,349)	(2,479)	(15,967)	(84)	84	601,941
Net income	—	—	—	71,932	—	—	—	—	—	71,932
Other comprehensive income, net of tax	—	—	—	—	1,752	—	—	—	—	1,752
Stock awards	—	2	3,036	—	—	—	—	—	—	3,038
Effect of adopting Accounting Standards Update ("ASU") No. 2016-01	—	—	—	(147)	147	—	—	—	—	—
Acquisition of common stock by ESOP	—	—	—	—	—	(8,400)	—	—	—	(8,400)
Allocation of ESOP stock	—	—	596	—	—	1,022	—	—	—	1,618
Cash dividend – $0.62 per share	—	—	—	(29,564)	—	—	—	—	—	(29,564)
Exercise of stock options	—	4	13,306	(8,188)	—	—	202	—	—	5,324
Acquisition of Sun Bancorp Inc.	—	141	386,648	—	—	—	15,765	—	—	402,554
Purchase of stock for the deferred compensation plan	—	—	—	—	—	—	—	(3)	3	—
Purchase 459,251 shares of common stock	—	—	—	—	—	—	(10,837)	—	—	(10,837)
Balance at December 31, 2018	$ —	$483	$757,963	$305,056	$(3,450)	$(9,857)	$(10,837)	$(87)	$87	$1,039,358

See accompanying notes to consolidated financial statements.

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Cash Flows
(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	$71,932	$42,470	$23,046
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of premises and equipment	8,706	6,303	4,786
Allocation of ESOP stock	1,618	919	657
Stock awards	3,038	2,181	1,505
Tax benefit of stock plans	—	—	62
Net excess tax benefit on stock compensation	(722)	(1,823)	—
Amortization of core deposit intangible	3,811	2,039	623
Net accretion of purchase accounting adjustments	(16,733)	(8,216)	(4,505)
Amortization of servicing asset	98	85	157
Net premium amortization in excess of discount accretion on securities	3,893	3,216	1,656
Net amortization of deferred costs and discounts on borrowings	262	74	—
Net amortization (accretion) of deferred fees and discounts on loans	669	509	(274)
Provision for loan losses	3,490	4,445	2,623
Deferred tax (benefit) provision	(4,568)	35,440	5,798
Net loss on sales of other real estate owned	2,359	1,119	138
Write down of fixed assets held for sale to net realizable value	4,024	6,084	—
Net (gain) loss on sales of fixed assets	(26)	150	38
Net unrealized loss on equity securities	199	—	—
Net gain on sales of loans	(668)	(100)	(986)
Net loss on sales of investment securities available for sale	—	—	12
Proceeds from sales of mortgage loans held-for-sale	2,794	5,282	50,075
Mortgage loans originated for sale	(2,498)	(3,872)	(47,943)
Increase in value of Bank Owned Life Insurance	(5,105)	(3,299)	(2,230)
Net gain on sale of assets held for sale	(1,245)	—	—
Decrease (increase) in interest and dividends receivable	186	(2,265)	(200)
Decrease (increase) in other assets	27,301	(5,375)	18,612
Decrease in other liabilities	(10,264)	(5,235)	(20,226)
Total adjustments	20,619	37,661	10,378
Net cash provided by operating activities	92,551	80,131	33,424
Cash flows from investing activities:			
Net decrease (increase) in loans receivable	103,889	(138,271)	106,371
Purchases of loans receivable	(199,580)	(37,337)	(37,561)
Proceeds from sale of under performing loans	10,412	11,186	29,647
Proceeds from sales of debt investment securities available-for-sale	—	—	41,853
Purchase of debt investment securities available-for-sale	(33,040)	(69,987)	(10,021)
Purchase of debt investment securities held-to-maturity	(6,486)	(125,324)	(6,006)
Purchase of debt mortgage-backed securities held-to-maturity	—	(165,501)	(59,590)
Purchase of equity investments	(191)	—	—
Proceeds from maturities and calls of debt investment securities available-for-sale	19,156	—	18,506
Proceeds from maturities and calls of debt investment securities held-to-maturity	52,543	18,233	53,964
Proceeds from maturities and calls of debt mortgage backed securities held-to-maturity	—	—	6,394
Principal repayments on debt mortgage-backed securities held-to-maturity	119,125	96,383	73,470

Proceeds from Bank Owned Life Insurance	2,708	624	310
Proceeds from the redemption of restricted equity investments	106,807	19,738	32,168
Purchases of restricted equity investments	(127,048)	(20,149)	(23,571)
Net proceeds from sales of other real estate owned	5,438	3,880	3,744

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Cash Flows (Continued)
(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Cash flows from investing activities (continued):			
Proceeds from sales of assets held for sale	10,050	—	—
Purchases of premises and equipment	(11,487)	(48,698)	(6,670)
Cash acquired, net of cash paid for branch acquisition	—	—	16,727
Cash acquired, net of cash consideration paid for acquisitions	(3,743)	—	31,965
Net cash provided by (used in) investing activities	48,553	(455,223)	271,700
Cash flows from financing activities:			
(Decrease) increase in deposits	(143,025)	155,849	131,308
Increase (decrease) in short-term borrowings	126,092	39,733	(175,137)
Proceeds from Federal Home Loan Bank advances	—	10,000	55,161
Repayments of Federal Home Loan Bank advances	(67,155)	(1,922)	(74,153)
Net proceeds from issuance of subordinated notes	—	—	33,898
Repayments of other borrowings	(439)	—	(10,000)
Increase (decrease) in advances by borrowers for taxes and insurance	2,910	(2,874)	2,286
Exercise of stock options	5,324	3,354	3,989
Payment of employee taxes withheld from stock awards	(3,295)	(1,522)	(555)
Purchase of treasury stock	(10,837)	—	(1,878)
Acquisition of common stock by ESOP	(8,400)	—	—
Dividends paid	(29,564)	(19,286)	(12,616)
Net cash (used in) provided by financing activities	(128,389)	183,332	(47,697)
Net increase (decrease) in cash and due from banks and restricted cash	12,715	(191,760)	257,427
Cash and due from banks and restricted cash at beginning of year	109,613	301,373	43,946
Cash and due from banks and restricted cash at end of year	$122,328	$109,613	$301,373
Supplemental disclosure of cash flow information:			
Cash and due from banks at beginning of period	$109,613	$301,373	$43,946
Restricted cash at beginning of period	—	—	—
Cash and due from banks and restricted cash at beginning of period	$109,613	$301,373	$43,946
Cash and due from banks at end of period	$120,792	$109,613	$301,373
Restricted cash at end of period	1,536	—	—
Cash and due from banks and restricted cash at end of period	122,328	109,613	301,373
Cash paid during the year for:			
Interest	$36,447	$20,219	$13,201
Income taxes	2,317	6,008	10,912
Non-cash investing activities:			
Accretion of unrealized loss on securities reclassified to held-to-maturity	2,905	1,145	1,406
Loans charged-off, net	(2,634)	3,907	4,162
Transfer of premises and equipment to assets held-for-sale	11,092	5,729	—
Transfer of loans receivable to other real estate owned	992	3,726	1,833

OCEANFIRST FINANCIAL CORP.
Consolidated Statements of Cash Flows (Continued)
(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Supplemental disclosure of cash flow information (continued):			
Acquisition:			
Non-cash assets acquired:			
Securities	$254,522	$ —	$305,139
Restricted equity investments	16,967	—	7,932
Loans	1,517,345	—	1,929,986
Premises & equipment	19,892	—	41,067
Other real estate owned	—	—	2,727
Accrued interest receivable	5,621	—	—
Bank Owned Life Insurance	85,238	—	—
Deferred tax asset	57,574	—	21,878
Other assets	6,343	—	97,140
Goodwill and other intangible assets, net	199,838	—	159,649
Total non-cash assets acquired	$2,163,340	$ —	$2,565,518
Liabilities assumed:			
Deposits	$1,616,073	$ —	$2,123,440
Borrowings	127,727	—	128,160
Other liabilities	13,242	—	27,679
Total liabilities assumed	$1,757,042	$ —	$2,279,279
Total consideration for acquisition	$406,298	$ —	$286,239

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Note 1: Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of OceanFirst Financial Corp. (the “Company”) and its wholly-owned subsidiaries, OceanFirst Bank N.A. (the “Bank”) and OceanFirst Risk Management, Inc., and the Bank’s wholly-owned subsidiaries, OceanFirst REIT Holdings, Inc., and its wholly-owned subsidiary OceanFirst Management Corp., and its wholly-owned subsidiary OceanFirst Realty Corp., OceanFirst Services, LLC and its wholly-owned subsidiary OFB Reinsurance, Ltd., 975 Holdings, LLC, Hooper Holdings, LLC., TRREO Holdings LLC, Casaba Real Estate Holdings Corporation, Cohensey Bridge, L.L.C. and Prosperis Financial, LLC. All significant intercompany accounts and transactions have been eliminated in consolidation.

Certain amounts previously reported have been reclassified to conform to the current year’s presentation.

Business

The Bank provides a range of community banking services to customers through a network of branches and offices in central and southern New Jersey. The Bank is subject to competition from other financial institutions; it is also subject to the regulations of certain regulatory agencies and undergoes periodic examinations by those regulatory authorities.

Basis of Financial Statement Presentation

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles. The preparation of the accompanying consolidated financial statements in conformity with these accounting principles requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, and the evaluation of securities and goodwill for other-than-temporary impairment. These estimates and assumptions are based on management’s best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Such estimates and assumptions are adjusted when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods.

Cash Equivalents

Cash equivalents consist of interest-bearing deposits in other financial institutions and loans of Federal funds. For purposes of the consolidated statements of cash flows, the Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

Securities

Securities include securities held-to-maturity and securities available-for-sale. Management determines the appropriate classification at the time of purchase. If management has the positive intent not to sell and the Company would not be required to sell prior to maturity, the securities are classified as held-to-maturity securities. Such securities are stated at amortized cost. During 2013, the Company transferred $536.0 million of previously designated available-for-sale securities to held-to-maturity designation at estimated fair value. The Company has the ability and intent to hold these securities as an investment until maturity or call. The securities transferred had an unrealized loss of $13.3 million at the time of transfer which continues to be reflected in accumulated other comprehensive income, net of subsequent amortization, which is being recognized over the remaining life of the securities. Securities in the available-for-sale category are securities which the Company may sell prior to maturity as part of its asset/liability management strategy. Such securities are carried at estimated fair value and unrealized gains and losses, net of related tax effect, are excluded from earnings, but are included as a separate component of stockholders’ equity and as part of comprehensive income. Discounts and premiums on securities are accreted or amortized using the level-yield method over the estimated lives of the securities, including the effect of prepayments. Gains or losses on the sale of such securities are included in other income using the specific identification method.

Other-Than-Temporary Impairment on Securities

One of the significant estimates related to securities is the evaluation for other-than-temporary impairment. If a determination is made that a debt security is other-than-temporarily impaired, the Company will estimate the amount of the unrealized loss that is attributable to credit and all other non-credit related factors. The credit related component will be recognized as an other-than-temporary impairment charge in non-interest income as a component of gain (loss) on securities, net. The non-credit related component will be recorded as an adjustment to accumulated other comprehensive income, net of tax.

The evaluation of securities for impairment is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the estimated fair value of investments should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuer’s financial condition and/or future prospects, the effects of changes in interest rates or credit spreads and the expected recovery period.

On a quarterly basis the Company evaluates the securities portfolio for other-than-temporary impairment. Securities that are in an unrealized loss position are reviewed to determine if an other-than-temporary impairment is present based on certain quantitative factors. The primary factors considered in evaluating whether a decline in value is other-than-temporary include: (a) the length of time and extent to which the estimated fair value has been less than cost or amortized cost and the expected recovery period of the security, (b) the financial condition, credit rating and future prospects of the issuer, (c) whether the debtor is current on contractually obligated interest and principal payments and (d) whether the Company intends to sell the security and whether it is more likely than not that the Company will not be required to sell the security.

Loans Receivable

Loans receivable, other than loans held-for-sale, are stated at unpaid principal balance, plus unamortized premiums less unearned discounts, net of deferred loan origination and commitment fees and costs, and the allowance for loan losses.

Loan origination and commitment fees and certain direct loan origination costs are deferred and the net fee or cost is recognized in interest income using the level-yield method over the contractual life of the specifically identified loans, adjusted for actual prepayments. For each loan class, a loan is considered past due when a payment has not been received in accordance with the contractual terms. Loans which are more than 90 days past due, including impaired loans, and other loans in the process of foreclosure are placed on non-accrual status. Interest income previously accrued on these loans, but not yet received, is reversed in the current period. Any interest subsequently collected is credited to income in the period of recovery only after the full principal balance has been brought current. A loan is returned to accrual status when all amounts due have been received and the remaining principal balance is deemed collectible.

A loan is considered impaired when it is deemed probable that the Company will not collect all amounts due according to the contractual terms of the loan agreement. The Company has defined the population of impaired loans to be all non-accrual commercial real estate, multi-family, land, construction and commercial and industrial loans in excess of $250,000. 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 or the present value of the loan’s expected future cash flows. Smaller balance homogeneous loans that are collectively evaluated for impairment, such as residential mortgage loans and consumer loans, are specifically excluded from the impaired loan portfolio, except when they are modified in a trouble debt restructuring.

Loan losses are charged-off in the period the loans, or portion, thereof are deemed uncollectible, generally after the loan becomes 120 days delinquent. The Company will record a loan charge-off (including a partial charge-off) to reduce a loan to the estimated fair value of the underlying collateral, less cost to sell, if it is determined that it is probable that recovery will come primarily from the sale of the collateral.

Purchased credit-impaired (“PCI”) loans are acquired at a discount that is due, in part, to credit quality. PCI loans are initially recorded at fair value (as determined by the present value of expected future cash flows) with no allowance for loan losses. Interest income on loans acquired at a discount is based on the acquired loans’ expected cash flows. The acquired loans may be aggregated and accounted for as a pool of loans if the loans being aggregated have common risk characteristics. A pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flow.

The difference between the undiscounted cash flows expected at acquisition and the investment in the loans, or the "accretable yield", is recognized as interest income utilizing the level-yield method over the life of each pool. Increases in expected cash flows subsequent to the acquisition are recognized prospectively through adjustment of the yield on the pool over its remaining life, while decreases in expected cash flows are recognized as impairment through a loss provision and an increase in the allowance for loan losses. Therefore, the allowance for loan losses on these impaired pools reflect only losses incurred after the acquisition (representing the present value of all cash flows that were expected at acquisition but currently are not expected to be received).

The Bank periodically evaluates the remaining contractual required payments due and estimates of cash flows expected to be collected. These evaluations require the continued use of key assumptions and estimates, similar to the initial estimate of fair value. Changes in the contractual required payments due and estimated cash flows expected to be collected may result in changes in the accretable yield and non-accretable difference or reclassifications between accretable yield and the non-accretable difference. For the pools with better than expected cash flows, the forecasted increase is recorded as an additional accretable yield that is recognized as a prospective increase to interest income on loans.

Loans Held for Sale

The Company may sell part of its mortgage loan originations in order to manage interest rate risk and liquidity. Prior to 2017, the Bank had generally sold fixed-rate mortgage loans with final maturities in excess of 15 years. However, with few exceptions, since the beginning of 2017, the Bank generally retains newly originated mortgage loans in its portfolio.

In determining whether to retain mortgages, management considers the Company's overall interest rate risk position, the volume of such loans, the loan yield and the types and amount of funding sources. The Company may also retain mortgage loan production in order to improve yields and increase balance sheet leverage.

In addition, management periodically considers the sale of commercial and other loans as part of its management of credit risk.

Loans held for sale are carried at the lower of unpaid principal balance, net, or estimated fair value on an aggregate basis. Estimated fair value is determined based on bid quotations from securities dealers.

Allowance for Loan Losses

The allowance for loan losses is a valuation account that reflects probable incurred losses in the loan portfolio. The adequacy of the allowance for loan losses is based on management's evaluation of the Bank's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, current economic and regulatory conditions, as well as organizational changes. Additions to the allowance arise from charges to operations through the provision for loan losses or from the recovery of amounts previously charged-off. The allowance is reduced by loan charge-offs. The allowance for loan losses is maintained at an amount management considers sufficient to provide for probable losses.

Acquired loans are marked to fair value on the date of acquisition and are evaluated on a quarterly basis to ensure the necessary purchase accounting updates are made in parallel with the allowance for loan loss calculation. Acquired loans that have been renewed since acquisition are included in the allowance for loan loss calculation since these loans have been underwritten to the Bank's guidelines. Acquired loans that have not been renewed since acquisition, or that have a PCI mark, are excluded from the allowance for loan loss calculation. The Bank calculates a general valuation allowance for these excluded acquired loans without a PCI mark and compares that to the remaining general credit and interest rate marks. To the extent the remaining general credit and interest rate marks exceed the calculated general valuation allowance, no additional reserve is required. If the calculated general valuation allowance exceeds the remaining general credit and interest rate marks, the Bank would record an adjustment to the extent necessary.

The Bank's allowance for loan losses includes specific allowances and a general allowance, each updated on a quarterly basis. A specific allowance is determined for all impaired loans (excluding PCI loans). The Bank defines an impaired loan as all non-accrual commercial real estate, multi-family, land, construction and commercial loans in excess of $250,000. Impaired loans also include all loans modified as troubled debt restructurings. For collateral dependent loans, the specific allowance represents the difference between the Bank's recorded investment in the loan, net of any interim charge-offs, and the estimated fair value of the collateral, less estimated selling costs. Impairment for all other impaired loans is calculated using the present value of the expected future cash flows.

If a loan becomes 90 days delinquent, the Bank obtains an updated collateral appraisal. For residential real estate loans, the appraisal is updated annually if the loan remains delinquent for an extended period. For non-accrual commercial real estate loans, the Bank assesses whether there has likely been an adverse change in the collateral value supporting the loan. The Bank utilizes information based on its knowledge of changes in real estate conditions in its lending area to identify whether a possible deterioration of collateral value has occurred. Based on the severity of the changes in market conditions, management determines if an updated commercial real estate appraisal is warranted or if downward adjustments to the previous appraisal are warranted. If it is determined that the deterioration of the collateral value is significant enough to warrant ordering a new appraisal, an estimate of the downward adjustments to the existing appraised value is used in assessing if additional specific reserves are necessary until the updated appraisal is received.

A general allowance is determined for all loans that are not individually evaluated for impairment (excluding acquired loans that have not been renewed under the Bank's underwriting criteria). In determining the level of the general allowance, the Bank segments the loan portfolio into the following portfolio segments: residential real estate; consumer; investor-owned commercial real estate; owner-occupied commercial real estate; and commercial and industrial.

The portfolio segments are further segmented by delinquency status or risk rating. An estimated loss factor is then applied to the outstanding principal loan balance of the delinquency status or risk rating category for each portfolio segment. To determine the loss factor, the Bank utilizes historical loss experience adjusted for certain qualitative factors and the loss emergence period.

The Bank's historical loss experience is based on a rolling 24-month look-back period for each portfolio segment. The look-back period was selected based on (1) management's judgment that this period captures sufficient loss events (in both dollar terms and number of individual events) to be relevant; and (2) that the Bank's underwriting criteria and risk characteristics have remained relatively stable throughout this period.

The historical loss experience is adjusted for certain qualitative factors including, but not limited to, (1) delinquency trends, (2) net charge-off trends, (3) nature and volume of the loan portfolio, (4) loan policies and underwriting standards, (5) experience and ability of lending personnel, (6) concentrations of credit, (7) loan review system, and external factors such as (8) changes in current economic conditions, (9) local competition and (10) regulation. Economic factors that the Bank considers in its estimate of the allowance for loan losses include: local and regional trends in economic growth, unemployment and real estate values. The Bank considers the applicability of each of these qualitative factors in estimating the general allowance for each portfolio segment. Each quarter, the Bank considers the current conditions for each of the qualitative factors, as well as a forward looking view on trends and events, to support an assessment unique to each portfolio segment.

The Bank calculates and analyzes the loss emergence period on an annual basis or more frequently if conditions warrant. The Bank's methodology is to use loss events in the past eight quarters to determine the loss emergence period for each loan segment. The loss emergence period is specific to each portfolio segment. It represents the amount of time that has elapsed between (1) the occurrence of a loss event, which resulted in a potential loss and (2) the confirmation of the potential loss, when the Bank records an initial charge-off or downgrades the risk-rating of the loan to substandard.

The Bank also maintains an unallocated portion of the allowance for loan losses. The primary purpose of the unallocated component is to account for the inherent factors that cannot be practically assigned to individual loss categories, including the periodic update of appraisals, subjectivity of the Bank's credit review and risk rating process, and economic conditions that may not be fully captured in the Bank's loss history or qualitative factors.

Upon completion of the aforementioned procedures, an overall management review is performed including ratio analyses to identify divergent trends compared with the Bank's own historical loss experience, the historical loss experience of the Bank's peer group and management's understanding of general regulatory expectations. Based on that review, management may identify issues or factors that previously had not been considered in the estimation process, which may warrant further analysis or adjustments to estimated loss or qualitative factors applied in the calculation of the allowance for loan losses.

Reserve for Repurchased Loans and Loss Sharing Obligations

The reserve for repurchased loans and loss sharing obligations relates to potential losses on loans sold which may have to be repurchased due to a violation of representations and warranties and an estimate of the Bank's obligation under a loss sharing arrangement for loans sold to the Federal Home Loan Bank ("FHLB") as well as the potential repair requests for guaranteed loans sold to the Small Business Administration ("SBA"). Provisions for losses are charged to gain on sale of loans and credited to the reserve while actual losses are charged to the reserve. The reserve represents the Company's estimate of the total losses expected to occur and is considered to be adequate by management based upon the Company's evaluation of the potential exposure related to the loan sale agreements over the period of repurchase risk. The reserve for repurchased loans and loss sharing obligations is included in other liabilities on the Company's consolidated statement of financial condition as well as SBA repair requests.

Other Real Estate Owned

Other real estate owned ("OREO") is carried at the lower of cost or estimated fair value, less estimated costs to sell. When a property is acquired, the excess of the loan balance over estimated fair value is charged to the allowance for loan losses. Operating results from other real estate owned, including rental income, operating expenses, gains and losses realized from the sales of other real estate owned and subsequent write-downs are recorded as incurred.

Premises and Equipment

Land is carried at cost and premises and equipment, including leasehold improvements, are stated at cost less accumulated depreciation and amortization or, in the case of acquired premises, the value on the acquisition date. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or leases. Generally, depreciable lives are as follows: computer equipment: 3 years; furniture, fixtures and other electronic equipment: 5 years; building improvements: 10 years; and buildings: 30 years. Repair and maintenance items are expensed and improvements are capitalized. Gains and losses on dispositions are reflected in current operations.

Income Taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Any interest and penalties on taxes payable are included as part of the provision for income taxes.

Comprehensive Income

Comprehensive income is comprised of net income and other comprehensive income (loss). Other comprehensive income (loss) includes items recorded directly in equity, such as unrealized gains or losses on securities available-for-sale and accretion of unrealized loss on securities reclassified to held-to-maturity.

Bank Owned Life Insurance

Bank Owned Life Insurance (“BOLI”) is accounted for using the cash surrender value method and is recorded at its realizable value. Part of the Company’s BOLI is invested in a separate account insurance product which is invested in a fixed income portfolio. The separate account includes stable value protection which maintains realizable value at book value with investment gains and losses amortized over future periods. Increases in cash surrender value are included in other non-interest income, while proceeds from death benefits are generally recorded as a reduction to the carrying value.

Intangible Assets

Intangible assets resulting from acquisitions under the acquisition method of accounting consist of goodwill and core deposit intangible. Goodwill represents the excess of the purchase price over the estimated fair value of identifiable net assets acquired through purchase acquisitions. Goodwill with an indefinite useful life is not amortized, but is evaluated for impairment on an annual basis, or more frequently if events or changes in circumstances indicate potential impairment between annual measurement dates. The Company prepares a qualitative assessment in determining whether goodwill may be impaired. The factors considered in the assessment include macroeconomic conditions, industry and market conditions and overall financial performance of the Company, among others. The Company completed its annual goodwill impairment test as of August 31, 2018. Based upon its qualitative assessment of goodwill, the Company concluded that goodwill was not impaired and no further quantitative analysis was warranted.

Segment Reporting

The Company’s operations are solely in the financial services industry and include providing traditional banking and other financial services to its customers. The Company operates primarily in the geographical regions of central and southern New Jersey. Management makes operating decisions and assesses performance based on an ongoing review of the Bank’s consolidated financial results. Therefore, the Company has a single operating segment for financial reporting purposes.

Earnings Per Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding. Diluted earnings per share is calculated by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding plus potential common stock, utilizing the treasury stock method. All share amounts exclude unallocated shares of stock held by the Employee Stock Ownership Plan ("ESOP") and the Incentive Plan.

Impact of New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU" or "Update") 2014-09, "Revenue from Contracts with Customers (Topic 606)" and subsequent related Updates modifies the guidance used to recognize revenue from contracts with customers for transfers of goods or services and transfers of nonfinancial assets, unless those contracts are within the scope of other guidance. The Updates also require new qualitative and quantitative disclosures, including disaggregation of revenues and descriptions of performance obligations. The amendments in this update were effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. On January 1, 2018, the Company adopted ASU 2014-09 and all subsequent amendments to the ASU (collectively, "ASC 606"). The majority of the Company's revenues are not subject to ASC 606, including revenue generated from financial instruments, such as interest and dividend income, including loans and securities, as these activities are subject to other U.S. Generally Accepted Accounting Principles ("GAAP"). Revenue generating activities that are within the scope of ASC 606 are presented within non-interest income and are recognized as revenue as the Company satisfies its obligation to the customer. Descriptions of revenue generating activities that are within the scope of ASC 606, which are presented in the Consolidated Statements of Income as components of other income are as follows:

- Bankcard services revenue - The Company generates other non-interest income from Bankcard services, which includes interchange revenue and merchant services revenue. The calculation of the revenue collected is based on customer transactions, which do not have a fixed duration. When there is a transaction, the performance obligation is fulfilled. The Company recognizes revenue per underlying transaction and recognizes the revenue when the performance obligation is satisfied at a point in time.
- Wealth management revenue - The Company provides customers with sound financial solutions and comprehensive wealth management products. Wealth management accounts earn minimum annual fees and may earn additional fees and service charges. Fees and service charges from wealth management accounts may include numerous fees such as Bill Pay fees, extraordinary service fees, unique asset fees, and transaction fees. The Company will recognize the fee when received because the Company provided the service to its customer at that time, and has no future performance obligation. Therefore, each month the Company will accrue and recognize the monthly portion of the minimum annual fee as a result of providing advisory services. If a customer utilizes additional services such as a wire transfer or bill pay, or any other advisory service outlined in their respective agreements, the Company will recognize revenue at that time, since there are no future performance obligations during the existing contract.
- Fees and service charges - The Company has multiple types of deposit accounts that may earn fees and service charges. Fees and service charges from deposit accounts represent general service fees for monthly account maintenance and activity-or-transaction-based fees and consist of transaction-based revenue, time-based revenue (service period), item-based revenue or some other individual attributebased revenue. Revenue is recognized when the performance obligation is satisfied, which is generally monthly for account maintenance services or when a transaction has been completed (such as a wire transfer). Payment for such performance obligations are typically received at the time the performance obligations are satisfied.

The Company adopted the ASU using the modified retrospective method as of January 1, 2018. The adoption of this ASU did not result in a change to the accounting for any of the in-scope revenue streams; as such no cumulative effect adjustment was recorded on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments - Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities." The main objective in developing this new ASU is to enhance the reporting model for financial instruments to provide users of financial statements with more useful information. The update requires equity investments to be measured at fair value with changes in fair value recognized in net income. It simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a quantitative assessment to identify impairment. The amendment eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. It requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. Financial assets and financial liabilities are to be presented separately by measurement category and the need for a valuation allowance on a deferred tax asset related to available-for-sale securities should be evaluated with other deferred tax assets. The amendments in this update were effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted this ASU in its entirety on January 1, 2018, and has appropriately reflected the changes throughout the Company's consolidated financial statements. The adoption of this ASU resulted in an impact to retained earnings and other comprehensive income of $147,000.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." This ASU requires all lessees to recognize a lease liability and a right-of-use asset, measured at the present value of the future minimum lease payments, at the lease commencement date. Lessor accounting remains largely unchanged under the new guidance. The guidance is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within that reporting period, with early adoption permitted. A modified retrospective approach must be applied for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is currently assessing the impact that the guidance will have on the Company's consolidated financial statements. The Company has begun its evaluation of the amended guidance including the potential impact on its consolidated financial statements. To date, the Company has identified its leased real estate as within the scope of the guidance and continues to evaluate the impact of the guidance, including determining whether other contracts exist that are deemed to be in scope. The Company expects total assets and total liabilities will increase by similar amounts. Upon adoption, the Company expects total assets and total liability to increase by similar amounts within a range of $18 million to $22 million.

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments." This ASU significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The standard will replace today's "incurred loss" approach with an "expected loss" model. The new model, referred to as the current expected credit loss ("CECL") model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale ("AFS") debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Company has begun its evaluation of the amended guidance including the potential impact on its consolidated financial statements. As a result of the required change in approach toward determining estimated credit losses from the current "incurred loss" model to one based on estimated cash flows over a loan's contractual life, adjusted for prepayments (a "life of loan" model), the Company expects that the new guidance will result in an increase in the allowance for loan losses, particularly for longer duration loan portfolios. The Company also expects that the new guidance may result in an allowance for debt securities. In both cases, the Company has not yet determined the extent of the change as it will be dependent upon portfolio composition and credit quality at the adoption date, as well as economic conditions and forecasts at that time.

In January 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805) - Clarifying the Definition of a Business." This ASU narrows the definition of a business and clarifies that, to be considered a business, the fair value of the gross assets acquired (or disposed of) may not be substantially all concentrated in a single identifiable asset or group of similar assets. In addition, in order to be considered a business, a set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. This ASU was effective for fiscal years beginning after December 15, 2017; early adoption was permitted on a limited basis. The Company adopted this guidance on January 1, 2018 and it did not have a material impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment.” This ASU intends to simplify the subsequent measurement of goodwill, eliminating Step 2 from the goodwill impairment test. Instead, an entity should perform its annual goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge by which the carrying amount exceeds the reporting unit’s fair value; however the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The ASU also eliminates the requirement for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment. ASU No. 2017-04 is effective for fiscal years beginning after December 15, 2019; early adoption is permitted for annual goodwill impairment tests performed on testing dates after January 1, 2017. The adoption of this update will not have a material impact on the Company’s consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, “Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20) - Premium Amortization on Purchased Callable Debt Securities.” This ASU requires the amortization of premiums to the earliest call date on debt securities with call features that are explicit, noncontingent and callable at fixed prices and on preset dates. This ASU does not impact securities held as a discount, as the discount continues to be amortized to the contractual maturity. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, including adoption in an interim period. The amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The adoption of this update is not expected to have a material impact on the Company’s consolidated financial statements.
In August 2017, the FASB issued ASU 2017-12, “Derivatives and Hedging (Topic 815) - Targeted Improvements to Accounting for Hedging Activities.” The amendments in this ASU was issued to better align an entity’s risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. As a result, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. Current GAAP contains limitations on how an entity can designate the hedged risk in certain cash flow and fair value hedging relationships. To address those current limitations, the amendments in this ASU permit hedge accounting for risk components in hedging relationships involving nonfinancial risk and interest rate risk. In addition, the amendments in this ASU change the guidance for designating fair value hedges of interest rate risk and for measuring the change in fair value of the hedged item in fair value hedges of interest rate risk. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company does not enter into derivatives that are designated as hedging instruments and as such, the adoption of this ASU will not have an impact on the Company’s consolidated financial statements.
In February 2018, the FASB issued ASU 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.” This ASU was issued to address a narrow-scope financial reporting issue that arose as a result of the enactment of the Tax Cuts and Jobs Act (“Tax Reform”) on December 22, 2017. The objective of ASU 2018-02 is to address the tax effects of items within accumulated other comprehensive income (referred to as “stranded tax effects”) that do not reflect the appropriate tax rate enacted in the Tax Reform. As a result, the ASU 2018-02 allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the newly enacted federal corporate income tax rate. The amount of the reclassification would be the difference between the historical corporate income tax rate of 35 percent and the newly enacted corporate income tax rate of 21 percent. ASU 2018-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, including adoption in an interim period. The amendments in this ASU may be applied retrospectively to each period in which the effect of the change in the U.S. Federal corporate income tax rate in the Tax Reform is recognized. The Company has early adopted ASU 2018-02 for the year ended December 31, 2017, and has elected not to reclassify the income tax effects of the Tax Reform from accumulated other comprehensive loss to retained earnings. Refer to Note 10 Income Taxes for further details.

In August 2018, the FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820) - Changes to the Disclosure Requirements for Fair Value Measurement.” This ASU updates the disclosure requirements on Fair Value measurements by 1) removing: the disclosures for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels, and the valuation processes for Level 3 fair value measurements; 2) modifying: disclosures for timing of liquidation of an investee’s assets and disclosures for uncertainty in measurement as of reporting date; and 3) adding: disclosures for changes in unrealized gains and losses included in other comprehensive income for recurring level 3 fair value measurements and disclosures for the range and weighted average of the significant unobservable inputs used to develop Level 3 fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted to any removed or modified disclosures and delay adoption of additional disclosures until the effective date. With the exception of the following, which should be applied prospectively, disclosures relating to changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the disclosures for uncertainty measurement, all other changes should be applied retrospectively to all periods presented upon the effective date. The adoption of this update will not have a material impact on the Company’s consolidated financial statements.

Note 2: Regulatory Matters

Applicable regulations require the Bank to maintain minimum levels of regulatory capital. Under the regulations in effect at December 31, 2018, the Bank was required to maintain a minimum ratio of Tier 1 capital to total adjusted assets of 4.0%; a minimum ratio of common equity Tier 1 capital to risk-weighted assets of 6.375%; a minimum ratio of Tier 1 capital to risk weighted assets of 7.875%; and, a minimum ratio of total (core and supplementary) capital to risk-weighted assets of 9.875%. These ratios include the impact of the required capital conservation buffer. With its conversion to a bank holding company on January 31, 2018, the Company became subject to substantially similar consolidated capital requirements imposed by FRB regulation.

Under the regulatory framework for prompt corrective action, Federal regulators are required to take certain supervisory actions (and may take additional discretionary actions) with respect to an undercapitalized institution. Such actions could have a direct material effect on the institution's financial statements. The regulations establish a framework for the classification of banking institutions into five categories: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Generally, an institution is considered well-capitalized if it has a Tier 1 capital ratio of 5.0%; a common equity Tier 1 risk-based ratio of at least 6.5%; a Tier 1 risk-based ratio of at least 8.0%; and a total risk-based capital ratio of at least 10.0%. At December 31, 2018 and 2017, the Company and the Bank exceeded all regulatory capital requirements currently applicable.

The following is a summary of the Bank and the Company's regulatory capital amounts and ratios as of December 31, 2018 and 2017 compared to the regulatory minimum capital adequacy requirements and the regulatory requirements for classification as a well-capitalized institution then in effect (dollars in thousands):

As of December 31, 2018	Actual		For capital adequacy purposes		To be well-capitalized under prompt corrective action	
Bank:	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 capital (to average assets)	$712,900	10.01 %	$ 284,772	4.000 %	$ 355,965	5.00 %
Common equity Tier 1 (to risk-weighted assets)	712,900	13.39	339,513	6.375 (1)	346,170	6.50
Tier 1 capital (to risk-weighted assets)	712,900	13.39	419,398	7.875 (1)	426,056	8.00
Total capital (to risk-weighted assets)	730,484	13.72	525,912	9.875 (1)	532,570	10.00
OceanFirst Financial Corp:						
Tier 1 capital (to average assets)	$709,972	9.96 %	$ 285,199	4.000 %	N/A	N/A
Common equity Tier 1 (to risk-weighted assets)	647,773	12.15	339,791	6.375 (1)	N/A	N/A
Tier 1 capital (to risk-weighted assets)	709,972	13.32	419,742	7.875 (1)	N/A	N/A
Total capital (to risk-weighted assets)	762,556	14.31	526,343	9.875 (1)	N/A	N/A

As of December 31, 2017	Actual		For capital adequacy purposes		To be well-capitalized under prompt corrective action	
Bank:	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 capital (to average assets)	$459,031	8.75 %	$ 209,760	4.000 %	$ 262,200	5.00 %
Common equity Tier 1 (to risk-weighted assets)	459,031	12.41	212,705	5.750 (2)	240,450	6.50
Tier 1 capital (to risk-weighted assets)	459,031	12.41	268,194	7.250 (2)	295,938	8.00
Total capital (to risk-weighted assets)	475,379	12.85	342,178	9.250 (2)	369,923	10.00
OceanFirst Financial Corp:						
Tier 1 capital (to average assets)	$465,554	8.87 %	$ 209,943	4.000 %	N/A	N/A
Common equity Tier 1 (to risk-weighted assets)	449,991	12.15	212,907	5.750 (2)	N/A	N/A
Tier 1 capital (to risk-weighted assets)	465,554	12.57	268,448	7.250 (2)	N/A	N/A
Total capital (to risk-weighted assets)	516,902	13.96	342,502	9.250 (2)	N/A	N/A

(1) Includes the Capital Conservation Buffer of 1.875%.

(2) Includes the Capital Conservation Buffer of 1.250%.

The Bank satisfies the criteria to be "well-capitalized" under the Prompt Corrective Action Regulations.

The capital conservation buffer requirement is being phased in over four years beginning January 1, 2016. The capital conservation buffer requirement is being phased in incrementally, and started at 0.625% on January 1, 2016, and increased to 1.25% on January 1, 2017, 1.875% on January 1, 2018, and 2.50% on January 1, 2019, when the full capital conservation buffer requirement became effective. Capital distributions and certain discretionary bonus payments are limited if the capital conservation buffer is not maintained. Applicable regulations also impose limitations upon capital distributions by the Company, such as dividends and payments to repurchase or otherwise acquire shares. The Company may not declare or pay cash dividends on or repurchase any of its shares of common stock if the effect thereof would cause stockholders' equity to be reduced below applicable regulatory capital minimum requirements or if such declaration and payment would otherwise violate regulatory requirements.

Note 3. Business Combination

As a result of the following acquisitions and the October 25, 2018 definitive agreement and plan of merger with Capital Bank of New Jersey, ("Capital Bank"), which closed on January 31, 2019, the Company incurred merger related expenses of $26.9 million, $8.3 million, and $16.5 million for the years ended December 31, 2018, 2017, and 2016, respectively. Refer to Note 17 Subsequent Events, for additional information related to the Capital Bank acquisition.

The following table summarizes the merger related expenses for the years ended December 31, 2018, 2017 and 2016 is as follows:

	For the Year Ended December 31,		
	2018	2017	2016
	(in thousands)		
Data processing fees	$6,017	$3,956	$4,844
Professional fees	4,414	2,771	5,982
Employee severance payments	15,660	1,177	5,457
Other/miscellaneous fees	820	389	251
Merger related expenses	$26,911	$8,293	$16,534

Sun Bancorp. Inc Acquisition

On January 31, 2018, the Company completed its acquisition of Sun Bancorp, Inc. ("Sun"), which after purchase accounting adjustments, added $2.0 billion to assets, $1.5 billion to loans, and $1.6 billion to deposits. Total consideration paid for Sun was $474.9 million, including cash consideration of $72.4 million. Sun was merged with and into the Company on the date of acquisition.

The acquisition 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 estimated fair value of the net assets acquired has been recorded as goodwill.

The following table summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of the
acquisition for Sun, net of the total consideration paid (in thousands):

	At January 31, 2018		
	Sun Book Value	Purchase Accounting Adjustments	Estimated Fair Value
Total Purchase Price:			$474,930
Assets acquired:			
Cash and cash equivalents	$68,632	$ —	$68,632
Securities	254,522	—	254,522
Loans	1,541,868	(24,523)	1,517,345
Accrued interest receivable	5,621	—	5,621
Bank Owned Life Insurance	85,238	—	85,238
Deferred tax asset	55,710	1,864	57,574
Other assets	49,561	(6,359)	43,202
Core deposit intangible	—	11,897	11,897
Total assets acquired	2,061,152	(17,121)	2,044,031
Liabilities assumed:			
Deposits	(1,614,910)	(1,163)	(1,616,073)
Borrowings	(142,567)	14,840	(127,727)
Other liabilities	(14,372)	1,130	(13,242)
Total liabilities assumed	(1,771,849)	14,807	(1,757,042)
Net assets acquired	$289,303	$ (2,314)	$286,989

Goodwill recorded in the merger	$ 187,941

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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.

Supplemental Pro Forma Financial Information

The following table presents financial information regarding the former Cape Bancorp, Inc. ("Cape") operations included in the Consolidated Statements of Income from the date of the acquisition (May 2, 2016) through December 31, 2016 and regarding the former Ocean Shore Holding Co. ("Ocean Shore"), operations included in the Consolidated Statements of Income from the date of the acquisition (December 1, 2016) through December 31, 2016, and regarding the former Sun operations included in the Consolidated Statements of Income from the date of the acquisition (January 31, 2018) through December 31, 2018. In addition, the table provides condensed pro forma financial information assuming the Cape, Ocean Shore and Sun acquisitions had been completed as of January 1, 2016, for the year ended December 31, 2016, and assuming the Sun acquisition had been completed as of January 1, 2017, for the year ended December 31, 2017, and January 1, 2018 for the year ended December 31, 2018. The table has been prepared for comparative purposes only and is not necessarily indicative of the actual results that would have been attained had the acquisitions occurred as of the beginning of the periods presented, nor is it indicative of future results. Furthermore, the pro forma information does not reflect management's estimate of any revenue-enhancing opportunities nor anticipated cost savings that may have occurred as a result of the integration and consolidation of Cape's, Ocean Shore's, and Sun's operations. The pro forma information shown reflects adjustments related to certain purchase accounting fair value adjustments; amortization of core deposit and other intangibles; and related income tax effects.

	Sun Actual from January 31, 2018 to December 31, 2018	Cape Actual from May 2, 2016 to December 31, 2016	Ocean Shore Actual from December 1, 2016 to December 31, 2016	Pro forma Year ended December 31, 2018	Pro forma Year ended December 31, 2017	Pro forma Year ended December 31, 2016
(in thousands, except per share amounts)	(Unaudited)					
Net interest income	$63,889	$ 34,565	$ 3,109	$246,642	$242,508	$236,852
Provision for loan losses	1,215	498	—	3,490	2,914	2,718
Non-interest income	7,961	3,503	349	35,642	38,960	39,150
Non-interest expense	35,184	19,258	1,337	203,733	191,342	226,782
Provision (benefit) for income taxes	7,090	6,947	(60)	12,911	23,675	(40,177)
Net income	$28,361	$ 12,311	$ 1,397	$62,150	$63,537	$86,679
Fully diluted earnings per share				$1.27	$1.32	$1.84

Core Deposit Intangible

The estimated future amortization expense for the core deposit intangible over the next five years is as follows (in thousands):

For the Year Ended December 31,	Amortization Expense
2019	$ 3,583
2020	3,156
2021	2,730
2022	2,303
2023	1,876
Thereafter	3,323

Total	$ 16,971

Fair Value Measurement of Assets Acquired and Liabilities Assumed

The methods used to determine the fair value of the assets acquired and liabilities assumed in the Sun acquisition is described below. Refer to Note 15 Fair Value Measurements, for a discussion of the fair value hierarchy.

Securities

The estimated fair values of the securities were calculated utilizing Level 2 inputs. The securities acquired are bought and sold in active markets. Prices for these instruments were obtained through security industry sources that actively participate in the buying and selling of securities.

Loans

The acquired loan portfolio was valued utilizing Level 3 inputs and included the use of present value techniques employing cash flow estimates and 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, the Company 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.

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 acquired bank. The adjustment related to qualitative factors was impacted by general economic conditions and the risk related to lack of experience with the originator’s underwriting process.

To calculate the specific credit fair value adjustment, the Company reviewed the acquired loan portfolio for loans meeting the definition of an impaired loan with deteriorated credit quality. Loans meeting this criteria 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 which will be recognized over the life of the loans on a level yield basis as an adjustment to yield.

Premises and Equipment

Fair values are based upon appraisals from independent third parties. In addition to owned properties, Sun operated twenty one properties subject to lease agreements.

Deposits and Core Deposit Premium

Core deposit premium represents the value assigned to non-interest-bearing demand deposits, interest-bearing checking, money market and saving accounts acquired as part of the acquisition. The core deposit premium value represents the future economic benefit, including the present value of future tax benefits, of the potential cost saving from acquiring the core deposits as part of an acquisition compared to the cost of alternative funding sources and is valued utilizing Level 2 inputs. The core deposit premium totaled $11.9 million, for the acquisition of Sun and is being amortized over its estimated useful life of approximately 10 years using an accelerated method.

Time deposits are not considered to be core deposits as they are assumed to have a low expected average life upon acquisition. The fair value of time deposits represents the present value of the expected contractual payments discounted by market rates for similar time deposits and is valued utilizing Level 2 inputs.

Borrowings

Fair value estimates are based on discounting contractual cash flows using rates which approximate the rates offered for borrowings of similar remaining maturities.

Note 4: Securities

The amortized cost and estimated fair value of debt securities available-for-sale and held-to-maturity at December 31, 2018 and 2017 are as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
At December 31, 2018				
Debt securities available-for-sale:				
Investment securities - U.S. government and agency obligations	$ 100,524	$ 163	$ (963)	$ 99,724
Mortgage-backed securities - FNMA	998	—	(5)	993
Total debt securities available-for-sale	$ 101,522	$ 163	$ (968)	$ 100,717
Debt securities held-to-maturity:				
Investment securities:				
U.S. government and agency obligations	$ 14,975	$ —	$ (130)	$ 14,845
State and municipal obligations	123,987	67	(1,697)	122,357
Corporate debt securities	66,834	126	(4,984)	61,976
Total investment securities	205,796	193	(6,811)	199,178
Mortgage-backed securities:				
FHLMC	237,703	159	(5,110)	232,752
FNMA	277,266	753	(6,030)	271,989
GNMA	127,611	198	(2,360)	125,449
SBA	3,527	—	(80)	3,447
Total mortgage-backed securities	646,107	1,110	(13,580)	633,637
Total debt securities held-to-maturity	$ 851,903	$ 1,303	$ (20,391)	$ 832,815
Total debt securities	$ 953,425	$ 1,466	$ (21,359)	$ 933,532
At December 31, 2017				
Debt securities available-for-sale:				
Investment securities - U.S. government and agency obligations	$ 82,378	$ —	$ (797)	$ 81,581
Debt securities held-to-maturity:				
Investment securities:				
U.S. government and agency obligations	$ 14,968	$ —	$ (65)	$ 14,903
State and municipal obligations	149,958	219	(1,475)	148,702
Corporate debt securities	76,024	312	(3,962)	72,374
Total investment securities	240,950	531	(5,502)	235,979
Mortgage-backed securities:				
FHLMC	186,921	151	(2,937)	184,135
FNMA	263,103	1,193	(3,000)	261,296
GNMA	75,243	64	(928)	74,379
SBA	5,843	28	—	5,871
Total mortgage-backed securities	531,110	1,436	(6,865)	525,681
Total debt securities held-to-maturity	$ 772,060	$ 1,967	$ (12,367)	$ 761,660
Total debt securities	$ 854,438	$ 1,967	$ (13,164)	$ 843,241

During the third quarter 2013, the Bank transferred $536.0 million of previously designated available-for-sale securities to a held-to-maturity designation at estimated fair value. The securities transferred had an unrealized net loss of $13.3 million at the time of transfer which continues to be reflected in accumulated other comprehensive loss on the consolidated balance sheet, net of subsequent amortization, which is being recognized over the life of the securities. The carrying value of the debt securities held-to-maturity securities at December 31, 2018 and 2017 are as follows (in thousands):

	December 31,	
	2018	2017
Amortized cost	$851,903	$772,060
Net loss on date of transfer from available-for-sale	(13,347)	(13,347)
Accretion of unrealized loss on securities reclassified to held-to-maturity	8,254	5,349
Carrying value	$846,810	$764,062

Realized gains were $248,000 for the year ended December 31, 2018. There were no realized gains or losses on the sale of securities for the year ended December 31, 2017.

The amortized cost and estimated fair value of investment securities at December 31, 2018 by contractual maturity, are shown below (in thousands). Actual maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. At December 31, 2018, corporate debt securities with an amortized cost and estimated fair value of $55.8 million and $51.1 million, respectively, were callable prior to the maturity date.

December 31, 2018	Amortized Cost	Estimated Fair Value
Less than one year	$50,564	$50,346
Due after one year through five years	159,365	157,606
Due after five years through ten years	85,574	80,049
Due after ten years	10,817	10,901
	$306,320	$298,902

Mortgage-backed securities are excluded from the above table since their effective lives are expected to be shorter than the contractual maturity date due to principal prepayments.

The estimated fair value of securities pledged as required security for deposits and for other purposes required by law amounted to $563.1 million and $466.4 million, at December 31, 2018 and 2017, respectively, including $74.1 million and $58.0 million at December 31, 2018 and 2017, respectively, pledged as collateral for securities sold under agreements to repurchase.

The estimated fair value and unrealized loss for debt securities available-for-sale and held-to-maturity at December 31, 2018 and December 31, 2017, segregated by the duration of the unrealized loss, are as follows (in thousands):

	As of December 31, 2018					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Debt securities available-for-sale:						
Investment securities - U.S. government and agency obligations	$985	$(3)	$66,438	$(960)	$67,423	$(963)
Mortgage-backed securities - FNMA	993	(5)	—	—	993	(5)
Total debt securities available-for-sale	1,978	(8)	66,438	(960)	68,416	(968)
Debt securities held-to-maturity:						
Investment securities:						
U.S. government and agency obligations	—	—	14,845	(130)	14,845	(130)
State and municipal obligations	2,856	(4)	106,073	(1,693)	108,929	(1,697)
Corporate debt securities	2,470	(21)	43,059	(4,963)	45,529	(4,984)
Total investment securities	5,326	(25)	163,977	(6,786)	169,303	(6,811)
Mortgage-backed securities:						
FHLMC	46,615	(159)	147,763	(4,951)	194,378	(5,110)
FNMA	27,594	(125)	185,328	(5,905)	212,922	(6,030)
GNMA	35,221	(535)	59,468	(1,825)	94,689	(2,360)
SBA	3,447	(80)	—	—	3,447	(80)
Total mortgage-backed securities	112,877	(899)	392,559	(12,681)	505,436	(13,580)
Total debt securities held-to-maturity	118,203	(924)	556,536	(19,467)	674,739	(20,391)
Total debt securities	$120,181	$(932)	$622,974	$(20,427)	$743,155	$(21,359)

	As of December 31, 2017					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Debt securities available-for-sale:						
Investment securities - U.S. government and agency obligations	$69,375	$(496)	$12,206	$(301)	$81,581	$(797)
Debt securities held-to-maturity:						
Investment securities:						
U.S. government and agency obligations	14,903	(65)	—	—	14,903	(65)
State and municipal obligations	104,883	(1,153)	14,363	(322)	119,246	(1,475)
Corporate debt securities	4,035	(30)	56,106	(3,932)	60,141	(3,962)
Total investment securities	123,821	(1,248)	70,469	(4,254)	194,290	(5,502)
Mortgage-backed securities:						
FHLMC	98,138	(781)	68,238	(2,156)	166,376	(2,937)
FNMA	132,982	(1,058)	65,060	(1,942)	198,042	(3,000)
GNMA	26,105	(223)	45,281	(705)	71,386	(928)
Total mortgage-backed securities	257,225	(2,062)	178,579	(4,803)	435,804	(6,865)
Total debt securities held-to-maturity	381,046	(3,310)	249,048	(9,057)	630,094	(12,367)
Total debt securities	$450,421	$(3,806)	$261,254	$(9,358)	$711,675	$(13,164)

At December 31, 2018, the amortized cost, estimated fair value and credit rating of the individual corporate debt securities in an unrealized loss position for greater than one year are as follows (in thousands):

Security Description	As of December 31, 2018 Amortized Cost	Estimated Fair Value	Credit Rating Moody's/S&P
Chase Capital	$10,000	$ 8,800	Baa1/BBB-
Wells Fargo Capital	5,000	4,300	A1/BBB
Huntington Capital	5,000	4,350	Baa2/BB+
Keycorp Capital	5,000	4,400	Baa2/BB+
PNC Capital	5,000	4,570	Baa1/BBB-
State Street Capital	5,000	4,475	A3/BBB
SunTrust Capital	5,000	4,300	Not Rated/BB+
Southern Company	1,514	1,483	Baa2/BBB+
AT&T Inc.	1,509	1,480	Baa2/BBB
BB&T	1,512	1,487	A2/A-
Celgene	1,521	1,490	Baa2/BBB+
Haliburton	461	436	Baa1/A-
Ryder	1,504	1,488	Baa1/BBB+
	$48,021	$ 43,059	

At December 31, 2018, the estimated fair value of each of the above corporate debt securities was below cost. The Company concluded that these corporate debt securities were only temporarily impaired at December 31, 2018. In concluding that the impairments were only temporary, the Company considered several factors in its analysis. The Company noted that each issuer made all the contractually due payments when required. There were no defaults on principal or interest payments and no interest payments were deferred. Based on management's analysis of each individual security, the issuers appear to have the ability to meet debt service requirements over the life of the security. Furthermore, the Company does not intend to sell these corporate debt securities and it is more likely than not that the Company will not be required to sell the securities. Historically, the Company has not utilized securities sales as a source of liquidity. The Company's long range liquidity plans indicate adequate sources of liquidity outside the securities portfolio.

U.S. government and agency obligations consist of U.S. Treasury securities backed by the "full faith and credit" of the U.S. federal government, and agency securities issued by or guaranteed by government corporations, such as the Government National Mortgage Association ("GNMA") and the Tennessee Valley Authority, and by government sponsored enterprises, such as the Federal Farm Credit Bank, the Federal Home Loan Banks, the Federal Home Loan Mortgage Corporation ("FHLMC") and the Federal National Mortgage Association ("FNMA"). Mortgage-backed securities are issued and guaranteed by either FHLMC, FNMA, GNMA, or the Small Business Administration ("SBA"), corporations which are chartered by the United States Government. The debt obligations of all these agencies are typically rated AA+ by one of the internationally-recognized credit rating services. The Company considers the unrealized losses to be the result of changes in interest rates which over time can have both a positive and negative impact on the estimated fair value of the securities. The Company does not intend to sell these securities and it is more likely than not that the Company will not be required to sell the securities before recovery of their amortized cost. As a result, the Company concluded that these securities were only temporarily impaired at December 31, 2018.

State and municipal obligations are securities issued by state and local governments for various purposes. The Company is not aware of any information subsequent to the purchase of any state and municipal obligation that indicates an inability on the part of an issuer to meet all of its financial commitments. The weighted average credit rating of these securities is Aa/AA with no credit rating below A3/A-. The Company has the ability and stated intention to hold these securities to maturity at which time the Company expects to receive full repayment. Current unrealized losses are considered to be the result of changes in interest rates which over time can have both a positive and negative impact on the estimated fair value of the securities. As a result, the Company concluded that these securities were only temporarily impaired as of December 31, 2018.

Note 5: Loans Receivable, Net

A summary of loans receivable at December 31, 2018 and 2017 are as follows (in thousands):

	December 31,	
	2018	2017
Commercial:		
Commercial and industrial	$304,994	$187,645
Commercial real estate - owner occupied	740,375	569,497
Commercial real estate - investor	2,015,210	1,186,302
Total commercial	3,060,579	1,943,444
Consumer:		
Residential mortgage	2,044,286	1,748,590
Home equity loans and lines	353,386	281,143
Other consumer	121,561	1,225
Total consumer	2,519,233	2,030,958
	5,579,812	3,974,402
Purchased credit impaired loans	8,901	1,712
Total loans	5,588,713	3,976,114
Deferred origination costs, net	7,086	5,380
Allowance for loan losses	(16,577)	(15,721)
Loans receivable, net	$5,579,222	$3,965,773

The Bank's eligible mortgage loans are pledged to secure FHLB advances. At December 31, 2018 the Bank pledged $2.918 billion of eligible mortgage loans to secure FHLB advances.

An analysis of the allowance for loan losses for the years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

	At or For the Year Ended December 31,		
	2018	2017	2016
Balance at beginning of year	$15,721	$15,183	$16,722
Provision charged to operations	3,490	4,445	2,623
Charge-offs	(3,841)	(5,384)	(4,490)
Recoveries	1,207	1,477	328
Balance at end of year	$16,577	$15,721	$15,183

The following table presents an analysis of the allowance for loan losses for the years ended December 31, 2018 and 2017, the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2018 and 2017 excluding PCI loans (in thousands):

	Commercial and Industrial	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Investor	Residential Real Estate	Consumer	Unallocated	Total
For the year ended December 31, 2018							
Allowance for loan losses:							
Balance at beginning of year	$ 1,801	$ 3,175	$ 7,952	$ 1,804	$ 614	$ 375	$ 15,721
Provision (benefit) charged to operations	(66)	(783)	2,550	1,056	86	647	3,490
Charge-offs	(230)	(314)	(1,939)	(1,021)	(337)	—	(3,841)
Recoveries	104	199	207	574	123	—	1,207
Balance at end of year	$ 1,609	$ 2,277	$ 8,770	$ 2,413	$ 486	$ 1,022	$ 16,577
For the year ended December 31, 2017							
Allowance for loan losses:							
Balance at beginning of year	$ 2,037	$ 2,999	$ 6,361	$ 2,245	$ 1,110	$ 431	$ 15,183
Provision (benefit) charged to operations	(379)	203	2,444	2,742	(509)	(56)	4,445
Charge-offs	(380)	(150)	(899)	(3,820)	(135)	—	(5,384)
Recoveries	523	123	46	637	148	—	1,477
Balance at end of year	$ 1,801	$ 3,175	$ 7,952	$ 1,804	$ 614	$ 375	$ 15,721
December 31, 2018							
Allowance for loan losses:							
Ending allowance balance attributed to loans:							
Individually evaluated for impairment	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	1,609	2,277	8,770	2,413	486	1,022	16,577
Total ending allowance balance	$ 1,609	$ 2,277	$ 8,770	$ 2,413	$ 486	$ 1,022	$ 16,577
Loans:							
Loans individually evaluated for impairment	$ 1,626	$ 5,395	$ 9,738	$ 10,064	$ 2,974	$ —	$ 29,797
Loans collectively evaluated for impairment	303,368	734,980	2,005,472	2,034,222	471,973	—	5,550,015
Total ending loan balance	$ 304,994	$ 740,375	$ 2,015,210	$ 2,044,286	$ 474,947	$ —	$ 5,579,812
December 31, 2017							
Allowance for loan losses:							
Ending allowance balance attributed to loans:							
Individually evaluated for impairment	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	1,801	3,175	7,952	1,804	614	375	15,721

Total ending allowance balance	$ 1,801	$ 3,175	$ 7,952	$ 1,804	$ 614	$ 375	$ 15,721
Loans:							
Loans individually evaluated for impairment	$ 864	$ 15,132	$ 17,923	$ 10,605	$ 2,464	$—	$ 46,988
Loans collectively evaluated for impairment	186,781	554,365	1,168,379	1,737,985	279,904	—	3,927,414
Total ending loan balance	$ 187,645	$ 569,497	$ 1,186,302	$ 1,748,590	$ 282,368	$—	$ 3,974,402

A summary of impaired loans at December 31, 2018 and 2017 is as follows, excluding PCI loans (in thousands):

	December 31,	
	2018	2017
Impaired loans with no allocated allowance for loan losses	$29,797	$46,988
Impaired loans with allocated allowance for loan losses	—	—
	$29,797	$46,988
Amount of the allowance for loan losses allocated	$—	$—

The Company defines an impaired loan as a non-accrual commercial real estate, multi-family, land, construction and commercial loans in excess of $250,000. Impaired loans also include all loans modified as troubled debt restructurings. At December 31, 2018, the impaired loan portfolio totaled $29.8 million, for which there was no specific allocation in the allowance for loan losses. At December 31, 2017, the impaired loan portfolio totaled $47.0 million, for which there was no specific allocation in the allowance for loan losses. The average balance of impaired loans for the years ended December 31, 2018, 2017 and 2016 was $38.1 million, $39.8 million, and $38.4 million, respectively. If interest income on non-accrual loans and impaired loans had been current in accordance with their original terms, approximately $419,000, $639,000, and $391,000 of interest income for the years ended December 31, 2018, 2017 and 2016, respectively, would have been recorded.

At December 31, 2018, impaired loans include troubled debt restructured loans of $26.5 million, of which $22.9 million were performing in accordance with their restructured terms for a minimum of six months and were accruing interest. At December 31, 2017 impaired loans include troubled debt restructured loans of $42.1 million, of which $33.3 million were performing in accordance with their restructured terms for a minimum of six months and were accruing interest.

The summary of loans individually evaluated for impairment by loan portfolio segment as of December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017 is as follows, excluding PCI loans (in thousands):

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
At December 31, 2018			
With no related allowance recorded:			
Commercial and industrial	$ 1,750	$ 1,626	$ —
Commercial real estate – owner occupied	5,413	5,395	—
Commercial real estate – investor	12,633	9,738	—
Residential real estate	10,441	10,064	—
Consumer	3,301	2,974	—
	$ 33,538	$ 29,797	$ —
With an allowance recorded:			
Commercial and industrial	$ —	$ —	$ —
Commercial real estate – owner occupied	—	—	—
Commercial real estate – investor	—	—	—
Residential real estate	—	—	—
Consumer	—	—	—
	$ —	$ —	$ —
At December 31, 2017			
With no related allowance recorded:			
Commercial and industrial	$ 895	$ 864	$ —
Commercial real estate – owner occupied	15,832	15,132	—
Commercial real estate – investor	19,457	17,923	—
Residential real estate	10,951	10,605	—
Consumer	2,941	2,464	—
	$ 50,076	$ 46,988	$ —
With an allowance recorded:			
Commercial and industrial	$ —	$ —	$ —
Commercial real estate – owner occupied	—	—	—
Commercial real estate – investor	—	—	—
Residential real estate	—	—	—
Consumer	—	—	—
	$ —	$ —	$ —

(continued)

	For the Year Ended December 31,			
	2018		2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial and industrial	$1,075	$ 107	$643	$ 60
Commercial real estate – owner occupied	8,264	297	11,890	797
Commercial real estate – investor	13,934	382	8,825	768
Residential real estate	10,787	475	10,928	481
Consumer	2,764	155	2,388	144
	$36,824	$ 1,416	$34,674	$ 2,250
With an allowance recorded:				
Commercial and industrial	$589	$ —	$—	$ —
Commercial real estate – owner occupied	—	—	—	—
Commercial real estate – investor	670	—	3,386	81
Residential real estate	—	—	1,585	62
Consumer	—	—	119	6
	$1,259	$ —	$5,090	$ 149

The following table presents the recorded investment in non-accrual loans by loan portfolio segment as of December 31, 2018 and 2017, excluding PCI loans (in thousands):

	December 31,	
	2018	2017
Commercial and industrial	$1,587	$503
Commercial real estate – owner occupied	501	5,962
Commercial real estate – investor	5,024	8,281
Residential real estate	7,389	4,190
Consumer	2,914	1,929
	$17,415	$20,865

At December 31, 2018, there were no commitments to lend additional funds to borrowers whose loans are in non-accrual status.

The following table presents the aging of the recorded investment in past due loans as of December 31, 2018 and 2017 by loan portfolio segment, excluding PCI loans (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
December 31, 2018						
Commercial and industrial	$—	$—	$—	$—	$304,994	$304,994
Commercial real estate – owner occupied	5,104	236	197	5,537	734,838	740,375
Commercial real estate – investor	3,979	2,503	2,461	8,943	2,006,267	2,015,210
Residential real estate	10,199	4,979	4,451	19,629	2,024,657	2,044,286
Consumer	2,200	955	2,464	5,619	469,328	474,947
	$21,482	$ 8,673	$9,573	$39,728	$5,540,084	$5,579,812
December 31, 2017						
Commercial and industrial	$2,694	$ 36	$503	$3,233	$184,412	$187,645
Commercial real estate – owner occupied	222	—	5,402	5,624	563,873	569,497
Commercial real estate – investor	135	1,426	4,507	6,068	1,180,234	1,186,302
Residential real estate	13,197	2,351	3,372	18,920	1,729,670	1,748,590
Consumer	1,067	310	1,687	3,064	279,304	282,368
	$17,315	$ 4,123	$15,471	$36,909	$3,937,493	$3,974,402

At December 31, 2018, 2017 and 2016, loans in the amount of $17.4 million, $20.9 million, and $13.6 million, respectively, were three or more months delinquent or in the process of foreclosure and the Company was not accruing interest income on these loans. There were no loans that were ninety days or greater past due and still accruing interest. Non-accrual loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

The Company categorizes all commercial and commercial real estate loans, except for small business loans, into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation and current economic trends, among other factors. The Company uses the following definitions for risk ratings:

Pass: Loans classified as Pass are well protected by the paying capacity and net worth of the borrower.

Special Mention: Loans classified as Special Mention have a potential weakness that deserves management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Bank’s credit position at some future date.

Substandard: Loans classified as Substandard are inadequately protected by the current net worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified as Doubtful have all the weaknesses inherent in those classified as Substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

As of December 31, 2018 and 2017, and based on the most recent analysis performed, the risk category of loans by loan portfolio segment is as follows, excluding PCI loans (in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2018					
Commercial and industrial	$291,265	$2,777	$ 10,952	$ —	$304,994
Commercial real estate – owner occupied	706,825	3,000	30,550	—	740,375
Commercial real estate – investor	1,966,495	23,727	24,988	—	2,015,210
	$2,964,585	$29,504	$ 66,490	$ —	$3,060,579
December 31, 2017					
Commercial and industrial	$181,438	$3,153	$ 3,054	$ —	$187,645
Commercial real estate – owner occupied	546,569	4,337	18,591	—	569,497
Commercial real estate – investor	1,146,630	14,644	25,028	—	1,186,302
	$1,874,637	$22,134	$ 46,673	$ —	$1,943,444

For residential and consumer loan classes, the Company evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in residential and consumer loans based on payment activity as of December 31, 2018 and 2017, excluding PCI loans (in thousands):

	Residential Real Estate Residential	Consumer
December 31, 2018		
Performing	$2,036,897	$472,033
Non-performing	7,389	2,914
	$2,044,286	$474,947
December 31, 2017		
Performing	$1,744,400	$280,439
Non-performing	4,190	1,929
	$1,748,590	$282,368

The recorded investment in mortgage and consumer loans collateralized by residential real estate, which are in the process of foreclosure, amounted to $2.2 million at December 31, 2018. The amount of foreclosed residential real estate property held by the Company was $705,000 at December 31, 2018.

The Company classifies certain loans as troubled debt restructurings when credit terms to a borrower in financial difficulty are modified. The modifications may include a reduction in rate, an extension in term, the capitalization of past due amounts and/or the restructuring of scheduled principal payments. One-to-four family and consumer loans where the borrower’s debt is discharged in a bankruptcy filing are also considered troubled debt restructurings. For these loans, the Bank retains its security interest in the real estate collateral. Included in the non-accrual loan total at December 31, 2018, 2017 and 2016 were $3.6 million, $8.8 million, and $3.5 million, respectively, of troubled debt restructurings. At December 31, 2018 and 2017, there were no specific reserves allocated to loans which were classified as troubled debt restructurings. At December 31, 2016 the Company had allocated $510,000 of specific reserves to loans which are classified as troubled debt restructurings. Non-accrual loans which become troubled debt restructurings are generally returned to accrual status after six months of performance. In addition to the troubled debt restructurings included in non-accrual loans, the Company also has loans classified as troubled debt restructuring which are accruing at December 31, 2018, 2017 and 2016 which totaled $22.9 million, $33.3 million, and $27.0 million, respectively. Troubled debt restructurings are considered in the allowance for loan losses similar to other impaired loans.

The following table presents information about troubled debt restructurings which occurred during the years ended December 31, 2018 and 2017, and troubled debt restructurings modified within the previous year and which defaulted during the years ended December 31, 2018 and 2017 (dollars in thousands):

	Number of Loans	Pre-modification Recorded Investment	Post-modification Recorded Investment
For the year ended December 31, 2018			
Troubled Debt Restructurings:			
Commercial and industrial	2	$ 496	$ 502
Commercial real estate – owner occupied	1	49	50
Commercial real estate – investor	3	1,395	1,435
Residential real estate	5	558	598
		Number of Loans	Recorded Investment
Troubled Debt Restructurings Which Subsequently Defaulted:			
Consumer		1	$ 29

	Number of Loans	Pre-modification Recorded Investment	Post-modification Recorded Investment
For the year ended December 31, 2017			
Troubled Debt Restructurings:			
Commercial and industrial	1	$ 665	$ 665
Commercial real estate – owner occupied	7	6,977	6,977
Commercial real estate – investor	7	10,904	11,026
Residential real estate	8	1,637	1,600
		Number of Loans	Recorded Investment
Troubled Debt Restructurings Which Subsequently Defaulted:		None	None

As part of the Sun acquisition, PCI loans were acquired at a discount primarily due to deteriorated credit quality. PCI loans are accounted for at fair value, based upon the present value of expected future cash flows, with no related allowance for loan losses.

The following table presents 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 Sun at January 31, 2018 (in thousands):

	Sun January 31, 2018
Contractually required principal and interest	$ 22,556
Contractual cash flows not expected to be collected (non-accretable discount)	(6,115)
Expected cash flows to be collected at acquisition	16,441
Interest component of expected cash flows (accretable yield)	(3,535)
Fair value of acquired loans	$ 12,906

The following table summarizes the changes in accretable yield for PCI loans during the years ended December 31, 2018 and 2017 (in thousands):

	For the Year Ended December 31,

	2018	2017
Beginning balance	$161	$749
Acquisition	2,646	—
Accretion	(2,257)	(921)
Reclassification from non-accretable difference	3,080	333
Ending balance	$3,630	$161

Note 6: Interest and Dividends Receivable

Interest and dividends receivable at December 31, 2018 and 2017 are summarized as follows (in thousands):

	December 31, 2018	December 31, 2017
Loans	$15,905	$10,750
Investment securities and other	2,490	2,430
Mortgage-backed securities	1,294	1,074
	$19,689	$14,254

Note 7: Premises and Equipment, Net

Premises and equipment, net at December 31, 2018 and 2017 are summarized as follows (in thousands):

	December 31, 2018	December 31, 2017
Land	$25,415	$24,876
Buildings and improvements	101,211	97,463
Leasehold improvements	7,465	6,613
Furniture and equipment	22,373	30,545
Capital lease	8,630	—
Other	2,444	1,450
Total	167,538	160,947
Accumulated depreciation and amortization	(56,329)	(59,171)
	$111,209	$101,776

Depreciation and amortization expense for the years ended December 31, 2018, 2017, and 2016 amounted to $8.7 million, $6.3 million and $4.8 million, respectively.

Note 8: Deposits

Deposits, including accrued interest payable of $430,000 at December 31, 2018 and $22,000 at December 31, 2017, are summarized as follows (in thousands):

	December 31, 2018		2017	
	Amount	Weighted Average Cost	Amount	Weighted Average Cost
Non-interest-bearing accounts	$1,151,362	— %	$756,513	— %
Interest-bearing checking accounts	2,350,106	0.51	1,954,358	0.32
Money market deposit accounts	569,680	0.66	363,656	0.33
Savings accounts	877,177	0.12	661,167	0.04
Time deposits	866,244	1.50	607,104	1.18
Total deposits	$5,814,569	0.51 %	$4,342,798	0.34 %

Included in time deposits at December 31, 2018 and 2017, is $124.3 million and $84.9 million, respectively, in deposits of $250,000 and over.

Time deposits at December 31, 2018 mature as follows (in thousands):

For the Year Ended December 31,	Time Deposit Maturities
2019	$ 438,735
2020	170,575
2021	140,463
2022	79,619
2023	35,260
Thereafter	1,592
Total	$ 866,244

Interest expense on deposits for the years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
Interest-bearing checking accounts	$9,219	$4,533	$2,114
Money market deposit accounts	2,818	1,213	858
Savings accounts	990	345	191
Time deposits	9,551	6,245	4,354
Total interest expense on deposits	$22,578	$12,336	$7,517

Note 9: Borrowed Funds

Borrowed funds are summarized as follows (in thousands):

	December 31,			
	2018		2017	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
Federal Home Loan Bank advances	$449,383	2.15 %	$288,691	1.74 %
Securities sold under agreements to repurchase	61,760	0.30	79,668	0.21
Other borrowings	99,530	5.24	56,519	4.48
	$610,673	2.47 %	$424,878	1.82 %

Information concerning FHLB advances and securities sold under agreements to repurchase (“reverse repurchase agreements”) is summarized as follows (in thousands):

	FHLB Advances		Reverse Repurchase Agreements	
	2018	2017	2018	2017
Average balance	$382,464	$258,870	$66,340	$74,712
Maximum amount outstanding at any month end	675,802	291,615	82,463	80,945
Average interest rate for the year	2.06 %	1.73 %	0.25 %	0.16 %
Amortized cost of collateral:				
Mortgage-backed securities	$—	$—	$75,425	$58,020
Estimated fair value of collateral:				
Mortgage-backed securities	—	—	74,144	58,007

The securities collateralizing the reverse repurchase agreements are delivered to the lender with whom each transaction is executed or to a third-party custodian. The lender, who may sell, loan or otherwise dispose of such securities to other parties in the normal course of their operations, agrees to resell to the Company substantially the same securities at the maturity of the reverse repurchase agreements. (Refer to Note 4 Securities)

FHLB advances and reverse repurchase agreements have contractual maturities at December 31, 2018 as follows (in thousands):

	FHLB Advances	Reverse Repurchase Agreements
For the Year Ended December 31,		
2019	$280,077	$ 61,760
2020	89,770	—
2021	24,743	—
2022	54,793	—
2023	—	—
Total	$449,383	$ 61,760

The other borrowings at December 31, 2018 include the following (in thousands):

Type of Debt	Stated Value	Carrying Value	Interest Rate		Maturity
Subordinated debt	$35,000	$34,281	5.125	%(1)	September 30, 2026
Trust preferred	5,000	5,000	3 month LIBOR plus 165 basis points		August 1, 2036
Trust preferred	7,500	7,500	3 month LIBOR plus 166 basis points		November 1, 2036
Trust preferred	10,000	10,000	3 month LIBOR plus 175 basis points		September 1, 2037
Trust preferred	30,000	22,361	3 month LIBOR plus 135 basis points		March 15, 2036
Trust preferred	10,000	7,571	3 month LIBOR plus 153 basis points		June 30, 2037
Trust preferred	10,000	7,422	3 month LIBOR plus 139 basis points		October 1, 2037
Capital lease	3,263	3,263	7.990	%	August 30, 2025
Capital lease	2,132	2,132	5.625	%	June 30, 2029

(1) Adjusts to a floating rate of 392 basis points over 3 month LIBOR on September 30, 2021.

All of the trust preferred debt is currently callable.

Interest expense on borrowings for the years ended December 31, 2018, 2017, and 2016 is as follows (in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
Federal Home Loan Bank advances	$7,885	$4,486	$4,471
Securities sold under agreements to repurchase	168	121	102
Other borrowings	5,521	2,668	1,073
	$13,574	$7,275	$5,646

All FHLB advances are secured by the Bank’s mortgage loans and FHLB stock. As a member of the FHLB of New York, the Bank is required to maintain a minimum investment in the capital stock of the FHLB, at cost, in an amount equal to 0.20% of the Bank’s mortgage-related assets, plus 4.5% of the specified value of certain transactions between the Bank and the FHLB.

Note 10: Income Taxes

The provision (benefit) for income taxes for the years ended December 31, 2018, 2017 and 2016 consists of the following (in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
Current			
Federal	$18,030	$(12,754)	$6,259
State	108	169	96
Total current	18,138	(12,585)	6,355
Deferred			
Federal	(4,568)	35,440	5,798
State	—	—	—
Total deferred	(4,568)	35,440	5,798
	$13,570	$22,855	$12,153

Included in other comprehensive income is income tax expense attributable to the net accretion of unrealized losses on securities available-for-sale arising during the year in the amount of $1.1 million, $276,000, and $330,000 for the years ended December 31, 2018, 2017 and 2016, respectively. Effective January 1, 2017, the Company adopted ASU 2016-09 "Compensation - Stock Compensation," which decreased income tax expense by $1.8 million for the year ended December 31, 2017. Under the ASU, the tax benefits of exercised stock options and vested stock awards are recognized as a benefit to income tax expense in the reporting period which they occur. Prior to the adoption of the ASU, included in stockholders' equity is income tax benefit attributable to stock plans in the amount of and $62,000 for the year ended December 31, 2016.

A reconciliation between the provision for income taxes and the expected amount computed by multiplying income before the provision for income taxes times the applicable statutory Federal income tax rate for the years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

	For the Year Ended December 31,		
	2018	2017	2016
Income before provision for income taxes	$85,502	$65,325	$35,199
Applicable statutory Federal income tax rate	21.0 %	35.0 %	35.0 %
Computed "expected" Federal income tax expense	$17,955	$22,864	$12,320
(Decrease) increase in Federal income tax expense resulting from			
Tax exempt interest	(615)	(839)	(390)
ESOP fair market value adjustment	125	223	131
ESOP dividends	(136)	(230)	(223)
Earnings on BOLI	(1,072)	(1,155)	(781)
Merger related expenses	322	478	1,005
State income taxes net of Federal benefit	85	110	62
Stock compensation	(758)	(1,823)	—
Impact of Tax Cuts and Jobs Act ("Tax Reform")	(1,854)	3,643	—
Reclassification of certain tax effect from accumulated other comprehensive income	(586)	—	—
Other items, net	104	(416)	29
	$13,570	$22,855	$12,153

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2018 and 2017 are presented in the following table (in thousands):

	December 31,	
	2018	2017
Deferred tax assets:		
Allowance for loan losses	$3,501	$3,311
Reserve for repurchased loans	55	97
Reserve for uncollected interest	119	49
Incentive compensation	1,302	—
Deferred compensation	529	519
Other reserves	334	115
Stock plans	950	864
ESOP	142	126
Purchase accounting adjustments	59,110	3,436
Net operating loss carryforward related to acquisition	2,736	3,741
Other real estate owned	90	170
Unrealized loss on securities	1,225	1,898
Federal and state alternative minimum tax	1,410	2,451
Total gross deferred tax assets	71,503	16,777
Deferred tax liabilities:		
Incentive compensation	—	(127)
Excess servicing on sale of mortgage loans	(18)	(28)
Investments, discount accretion	(232)	(244)
Deferred loan and commitment costs, net	(1,478)	(1,119)
Premises and equipment, differences in depreciation	(4,350)	(373)
Undistributed REIT income	(1,730)	(12,322)
Other	(318)	(642)
Total gross deferred tax liabilities	(8,126)	(14,855)
Net deferred tax assets	$63,377	$1,922

The 2018 deferred tax expense does not equal the change in net deferred tax assets as a result of deferred taxes recorded in
connection with the Sun acquisition of $57.6 million.

The Company has Federal net operating losses from the acquisitions of Colonial American, Cape and Sun. At December 31, 2018 and 2017, the net operating losses from Colonial American were $5.3 million and $5.9 million, respectively. These net operating losses are subject to annual limitation under Code Section 382 of approximately $330,000, and will expire between 2029 and 2034. At December 31, 2018 and 2017, the net operating losses from Cape were $6.1 million and $10.5 million, respectively. These net operating losses are subject to annual limitation under Code Section 382 of approximately $4.5 million, and will expire between 2020-2023. At December 31, 2018 the net operating losses from Sun were $218.9 million. These net operating losses are subject to annual limitation under Code Section 382 of approximately $9.3 million, and will expire between 2029 and 2036.

As of December 31, 2018 and 2017, the Company had $1.8 million of New Jersey AMA Tax Credits. These credits do not expire. As of December 31, 2018 and 2017, the Company had $1.0 million of AMT Tax Credits that were part of the Cape acquisition. These credits are subject to the same Code Section 382 limitation as indicated above but do not expire.

At December 31, 2018, 2017 and 2016, the Company determined that it is not required to establish a valuation reserve for the remaining net deferred tax assets since it is “more likely than not” that the net deferred tax assets will be realized through future reversals of existing taxable temporary differences, future taxable income and tax planning strategies. The conclusion that it is “more likely than not” that the remaining net deferred tax assets will be realized is based on the history of earnings and the prospects for continued growth. Management will continue to review the tax criteria related to the recognition of deferred tax assets.

Retained earnings at December 31, 2018 includes approximately $10.8 million for which no provision for income tax has been made. This amount represents an allocation of income to bad debt deductions for tax purposes only. Events that would result in taxation of these reserves include failure to qualify as a bank for tax purposes, distributions in complete or partial liquidation, stock redemptions and excess distributions to stockholders. At December 31, 2018, the Company had an unrecognized deferred tax liability of $2.3 million with respect to this reserve.

There were no unrecognized tax benefits for the years ended December 31, 2018, 2017 and 2016. The tax years that remain subject to examination by the Federal government and the state of New York include the years ended December 31, 2015 and forward. The tax years that remain subject to examination by the state of New Jersey include the years ended December 31, 2014 and forward.

With the enactment of the Tax Reform on December 22, 2017, the federal corporate income tax rate was reduced from 35% to 21% effective January 1, 2018. Accounting guidance requires that the effect of income tax law changes on deferred taxes should be recognized as a component of income tax expense related to continuing operations, but also to items initially recognized in other comprehensive income. As a result of the reduction in the U.S. federal statutory income tax rate, the Company recognized additional income tax benefit of $1.9 million for the year ended December 31, 2018 and additional income tax expense of $3.6 million for the year ended December 31, 2017. Because accounting guidance requires the effect of income tax law changes on deferred taxes to be recognized as a component of income tax expense related to continuing operations, this additional income tax expense included $1.8 million related to items recognized in other comprehensive income. These amounts will continue to be reported as separate components of accumulated other comprehensive income until such time as the underlying transactions from which such amounts arose are settled through continuing operations. At such time, the reclassification from accumulated other comprehensive income will be recognized as a net tax benefit. The amount included in accumulated other comprehensive income at December 31, 2018, subject to reclassification, was $1.2 million.

Note 11: Employee Stock Ownership Plan

The Bank maintains an Employee Stock Ownership Plan (“ESOP”). All full-time employees are eligible to participate in the ESOP after they attain age 21 and complete one year of service during which they work at least 1000 hours. ESOP shares are allocated among participants on the basis of compensation earned during the year. Employees are fully vested in their ESOP account after the completion of five years of credited service or completely if service was terminated due to death, retirement, disability or change in control of the Company. ESOP participants are entitled to receive distributions from the ESOP account only upon termination of service, which includes retirement and death except that a participant may elect to have dividends distributed as a cash payment on a quarterly basis.

The ESOP originally borrowed $13.4 million from the Company to purchase 2,013,137 shares of common stock. On May 12, 1998, the initial loan agreement was amended to allow the ESOP to borrow an additional $8.2 million in order to fund the purchase of 633,750 shares of common stock. At the same time the term of the loan was extended from the initial twelve years to thirty years. On May 1, 2018, the loan agreement was amended to allow the ESOP to borrow an additional $8.4 million in order to fund the purchase of 292,592 shares of common stock. At the same time the fixed interest rate of the loan was reduced from 8.25% to 3.25%. The amended loan is to be repaid from contributions by the Bank to the ESOP trust. The Bank is required to make contributions to the ESOP in amounts at least equal to the principal and interest requirement of the debt.

The Bank’s obligation to make such contributions is reduced to the extent of any dividends paid by the Company on unallocated shares and any investment earnings realized on such dividends. As of December 31, 2018 and 2017, contributions to the ESOP, which were used to fund principal and interest payments on the ESOP debt, totaled $1.4 million and $505,000, respectively. During 2018 and 2017, $287,000 and $195,000, respectively, of dividends paid on unallocated ESOP shares were used for debt service. At December 31, 2018 and 2017, the loan had an outstanding balance of $10.4 million and $3.1 million, respectively, and the ESOP had unallocated shares of 525,241 and 293,860, respectively. At December 31, 2018, the unallocated shares had a fair value of $11.8 million. The unamortized balance of the ESOP is shown as unallocated common stock held by the ESOP and is reflected as a reduction of stockholders’ equity.

For the years ended December 31, 2018, 2017 and 2016, the Bank recorded compensation expense related to the ESOP of $1,618,000, $919,000, and $657,000, respectively, including $596,000, $637,000, and $373,000, respectively, representing additional compensation expense to reflect the increase in the average fair value of committed to be released and allocated shares in excess of the Bank’s cost. As of December 31, 2018, 2,353,027 shares had been allocated to participants and 59,105 shares were committed to be released.

Note 12: Incentive Plan

On April 20, 2006, the OceanFirst Financial Corp. 2006 Stock Incentive Plan, which authorizes the granting of stock options or awards of common stock, was approved by stockholders. On May 5, 2011, the OceanFirst Financial Corp. 2011 Stock Incentive Plan, which also authorizes the granting of stock options or awards of common stock, was approved by stockholders. This plan was subsequently amended on June 2, 2017. In January 2018, the Company implemented a performance-based stock plan for directors and select senior management executives. The purpose of these plans is to attract and retain qualified personnel in key positions, provide officers, employees and non-employee directors ("Outside Directors") with a proprietary interest in the Company as an incentive to contribute to the success of the Company, align the interests of management with those of other stockholders and reward employees for outstanding performance. All officers, other employees and Outside Directors of the Company and its affiliates are eligible to receive awards under the plans.

Under the amended 2011 Stock Incentive Plan, the Company is authorized to issue up to an additional 4,000,000 shares subject to option or, in lieu of options, up to 1,600,000 shares in the form of stock awards. At December 31, 2018, 1,137,286 options or 454,914 awards remain to be issued. Under the 2006 Stock Incentive Plan, the Company was authorized to issue up to an additional 1,000,000 shares subject to options, or in lieu of options, up to 333,333 shares in the form of stock awards. At December 31, 2018, no options or awards remain to be issued.

As part of the Cape acquisition, 599,373 options were granted in 2016 for the conversion of outstanding Cape options. These options had a weighted average exercise price of $10.34 per option and were fully vested upon acquisition. As part of the Ocean Shore acquisition, 287,595 options were granted in 2016 for the conversion of outstanding Ocean Shore options. These options had a weighted average exercise price of $9.37 per option and were fully vested upon acquisition. As part of the Sun acquisition, 491,248 options were granted in 2018 for the conversion of outstanding Sun options. These options had a weighted average exercise price of $21.92 per option and were fully vested upon acquisition. The Company will not recognize compensation expense in the future on these options as they have been accounted for as part of the acquisition.

Stock awards generally vest at the rate of 20% per year. In 2018, the Company granted performance-based awards, which vest in equal amounts over a 3 year period when a specific performance metric has been attained or exceeded. Options expire 10 years from the date of grant and generally vest at the rate of 20% per year. The exercise price of each option equals the closing market price of the Company's stock on the date of grant. The Company typically issues Treasury shares or authorized but unissued shares to satisfy stock option exercises.

The Company recognizes the grant-date fair value of stock options and other stock-based compensation issued to employees in the income statement. The modified prospective transition method was adopted and, as a result, the income statement includes $1.0 million, $1.2 million, and $829,000, of expense for stock option grants and $2.0 million, $1.0 million, and $684,000, of expense for stock award grants, for the years ended December 31, 2018, 2017 and 2016, respectively. At December 31, 2018, the Company had $8.7 million in compensation cost related to non-vested options and stock awards not yet recognized. This cost will be recognized over the remaining vesting period of 3.25 years.

The fair value of stock options granted by the Company was estimated through the use of the Black-Scholes option pricing model applying the following assumptions:

	2018	2017	2016
Risk-free interest rate	2.65 %	2.31 %	1.69 %
Expected option life	7 years	7 years	7 years
Expected volatility	21 %	21 %	21 %
Expected dividend yield	2.19 %	2.07 %	3.01 %
Weighted average fair value of an option share granted during the year	$5.44	$5.62	$2.64
Intrinsic value of options exercised during the year (in thousands)	8,513	7,882	3,412

The risk-free interest rate is based on the U.S. Treasury rate with a term equal to the expected option life. The expected option life conforms to the Company's actual experience. Expected volatility is based on actual historical results. Compensation cost is recognized on a straight line basis over the vesting period.

A summary of option activity for the years ended December 31, 2018, 2017 and 2016 is as follows:

	2018		2017		2016	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of year	2,489,314	$ 16.91	2,758,833	$ 14.94	2,281,931	$ 17.62
Granted	135,107	27.39	335,150	29.01	317,460	17.27
Assumed in acquisition	491,248	21.92	—	—	886,968	10.30
Exercised	(765,624)	17.69	(567,153)	14.39	(375,576)	13.20
Forfeited	(9,203)	28.42	(35,099)	18.42	(11,625)	16.37
Expired	—	—	(2,417)	11.70	(340,325)	25.02
Outstanding at end of year	2,340,842	$ 18.25	2,489,314	$ 16.91	2,758,833	$ 14.94
Options exercisable	1,604,576		1,608,762		1,912,630	

The following table summarizes information about stock options outstanding at December 31, 2018:

	Options Outstanding			Options Exercisable		
Exercise Prices	Number of Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
$8.45 to 12.28	465,666	1.7 years	$ 9.82	465,666	1.7 years	$ 9.82
12.40 to 15.34	561,821	3.3	14.07	554,321	3.3	14.09
16.06 to 18.09	590,073	6.3	17.43	271,674	5.9	17.50
19.05 to 27.45	394,912	6.8	26.40	244,665	5.5	26.10
29.01 to 33.28	328,370	8.2	29.03	68,250	8.0	29.10
	2,340,842	5.0 years	$ 18.25	1,604,576	3.8 years	$ 15.90

The aggregate intrinsic value for stock options outstanding and stock options exercisable at December 31, 2018 is $13.7 million and $12.0 million, respectively.

A summary of the granted but unvested stock award activity for the years ended December 31, 2018, 2017 and 2016 are as follows:

	2018		2017		2016	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding at beginning of year:	169,703	$ 21.79	156,945	$ 17.25	126,960	$ 16.90
Granted	272,668	27.52	69,175	28.70	66,770	17.66
Vested	(58,754)	20.81	(47,379)	17.32	(33,651)	16.31
Forfeited	(53,019)	26.60	(9,038)	19.14	(3,134)	16.54
Outstanding at end of year	330,598	$ 25.92	169,703	$ 21.79	156,945	$ 17.25

Note 13: Commitments, Contingencies and Concentrations of Credit Risk

The Company, in the normal course of business, is party to financial instruments and commitments which involve, to varying degrees, elements of risk in excess of the amounts recognized in the consolidated financial statements. These financial instruments and commitments include unused consumer lines of credit and commitments to extend credit.

At December 31, 2018, the following commitments and contingent liabilities existed which are not reflected in the accompanying consolidated financial statements (in thousands):

	December 31, 2018
Unused consumer and construction loan lines of credit (primarily floating-rate)	$ 326,990
Unused commercial loan lines of credit (primarily floating-rate)	406,954
Other commitments to extend credit:	
Fixed-Rate	91,360
Adjustable-Rate	4,732
Floating-Rate	90,118

The Company's fixed-rate loan commitments expire within 90 days of issuance and carried interest rates ranging from 3.63% to 7.50% at December 31, 2018.

The Company's maximum exposure to credit losses in the event of nonperformance by the other party to these financial instruments and commitments is represented by the contractual amounts. The Company uses the same credit policies in granting commitments and conditional obligations as it does for financial instruments recorded in the consolidated statements of financial condition.

These commitments and obligations do not necessarily represent future cash flow requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's assessment of risk. Substantially all of the unused consumer and construction loan lines of credit are collateralized by mortgages on real estate.

At December 31, 2018, the Company is obligated under noncancelable operating leases for premises and equipment. Rental expense under these leases aggregated approximately $5.2 million, $3.2 million, and $3.1 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The projected minimum rental commitments as of December 31, 2018 are as follows (in thousands):

For the Year Ended December 31,	Rental Commitments
2019	$ 5,474
2020	5,225
2021	4,965
2022	4,792
2023	3,771
Thereafter	10,097
Total	$ 34,324

The Company grants one-to-four family and commercial first mortgage real estate loans to borrowers primarily located in central and southern New Jersey. The ability of borrowers to repay their obligations is dependent upon various factors including the borrowers' income and net worth, cash flows generated by the underlying collateral, value of the underlying collateral and priority of the Company's lien on the property. Such factors are dependent upon various economic conditions and individual circumstances beyond the Company's control; the Company is, therefore, subject to risk of loss. A decline in real estate values could cause some residential and commercial mortgage loans to become inadequately collateralized, which would expose the Bank to a greater risk of loss.

The Company believes its lending policies and procedures adequately minimize the potential exposure to such risks. Collateral and/or guarantees are required for all loans.

The Company is a defendant in certain claims and legal actions arising in the ordinary course of business. Management and its legal counsel are of the opinion that the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

Note 14: Earnings Per Share

The following reconciles average shares outstanding for basic and diluted earnings per share for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	December 31,		
	2018	2017	2016
Weighted average shares outstanding	47,266	32,490	23,481
Less: Unallocated ESOP shares	(435)	(311)	(344)
Unallocated incentive award shares and shares held by deferred compensation plan	(58)	(66)	(44)
Average basic shares outstanding	46,773	32,113	23,093
Add: Effect of dilutive securities:			
Incentive awards and shares held by deferred compensation plan	884	1,012	433
Average diluted shares outstanding	47,657	33,125	23,526

For the years ended December 31, 2018, 2017 and 2016, 504,000, 331,000, and 882,000, respectively, of antidilutive stock options were excluded from earnings per share calculations.

Note 15: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or the most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact, and (iv) willing to transact.

The Company uses valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability and developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability and developed based on the best information available in the circumstances. In that regard, a fair value hierarchy has been established for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Movements within the fair value hierarchy are recognized at the end of the applicable reporting period. There were no transfers between the levels of the fair value hierarchy for the years ended December 31, 2018, 2017 and 2016. 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 an entity's own assumptions that market participants would use in pricing the assets or liabilities.

Assets and Liabilities Measured at Fair Value

A description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis, that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

Debt Securities Available-for-Sale

Debt securities classified as available-for-sale are reported at fair value. Fair value for these debt securities is determined using a quoted price in an active market or exchange (Level 1) or estimated by using inputs other than quoted prices that are based on market observable information (Level 2). Level 2 debt securities are priced through third-party pricing services or security industry sources that actively participate in the buying and selling of securities. Prices obtained from these sources include market quotations and matrix pricing. Matrix pricing is a mathematical technique used principally to value certain debt securities without relying exclusively on quoted prices for the specific securities, but comparing the debt securities to benchmark or comparable debt securities.

Equity Investments

Equity investments are reported at fair value. Fair value for these investments is determined using a quoted price in an active market or exchange (Level 1).

Interest Rate Swaps

The Company's interest rate swaps are reported at fair value utilizing models provided by an independent, third-party and observable market data. When entering into an interest rate swap agreement, the Company is exposed to fair value changes due to interest rate movements, and also the potential nonperformance of our contract counterparty.

Other Real Estate Owned and Impaired Loans

Other real estate owned and loans measured for impairment based on the fair value of the underlying collateral are recorded at estimated fair value, less estimated selling costs. Fair value is based on independent appraisals.

The following table summarizes financial assets and financial liabilities measured at fair value as of December 31, 2018 and 2017, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value (in thousands):

		Fair Value Measurements at Reporting Date Using		
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
December 31, 2018				
Items measured on a recurring basis:				
Debt securities available-for-sale	$100,717	$ —	$ 100,717	$ —
Equity investments	9,655	9,655	—	—
Interest rate swap asset	1,722	—	1,722	—
Interest rate swap liability	(1,813)	—	(1,813)	—
Items measured on a non-recurring basis:				
Other real estate owned	1,381	—	—	1,381
Loans measured for impairment based on the fair value of the underlying collateral	11,639	—	—	11,639
December 31, 2017				
Items measured on a recurring basis:				
Debt securities available-for-sale	$81,581	$ —	$ 81,581	$ —
Equity investments	8,700	8,700	—	—
Items measured on a non-recurring basis:				
Other real estate owned	8,186	—	—	8,186
Loans measured for impairment based on the fair value of the underlying collateral	16,496	—	—	16,496

Assets and Liabilities Disclosed at Fair Value

A description of the valuation methodologies used for assets and liabilities disclosed at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Cash and Due from Banks

For cash and due from banks, the carrying amount approximates fair value.

Debt Securities Held-to-Maturity

Debt securities classified as held-to-maturity are carried at amortized cost, as the Company has the positive intent and ability to hold these debt securities to maturity. The Company determines the fair value of the debt securities utilizing Level 1, Level 2 and, infrequently, Level 3 inputs. In general, fair value is based upon quoted market prices, where available. Most of the Company's investment and mortgage-backed securities, however, are fixed income instruments that are not quoted on an exchange, but are bought and sold in active markets. Prices for these instruments are obtained through third-party pricing vendors or security industry sources that actively participate in the buying and selling of debt securities. Prices obtained from these sources include market quotations and matrix pricing. Matrix pricing is a mathematical technique used principally to value certain debt securities without relying exclusively on quoted prices for the specific debt securities, but comparing the debt securities to benchmark or comparable debt securities.

Management's policy is to obtain and review all available documentation from the third-party pricing service relating to their fair value determinations, including their methodology and summary of inputs. Management reviews this documentation, makes

inquiries of the third-party pricing service and decides as to the level of the valuation inputs. Based on the Company's review of the available documentation from the third-party pricing service, management concluded that Level 2 inputs were utilized for all securities except for certain state and municipal obligations known as bond anticipation notes ("BANs") where management utilized Level 3 inputs.

Restricted Equity Investments

The fair value for Federal Home Loan Bank of New York and Federal Reserve Bank stock is its carrying value since this is the amount for which it could be redeemed. There is no active market for this stock and the Company is required to maintain a minimum investment as stipulated by the respective agencies.

Loans

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as residential mortgage, consumer and commercial. Each loan category is further segmented into fixed and adjustable rate interest terms.

Fair value of performing and non-performing loans was estimated by discounting the future cash flows, net of estimated prepayments, at a rate for which similar loans would be originated to new borrowers with similar terms.

In accordance with the prospective adoption of ASU 2016-01, the fair value of loans was measured using the exit price notion as of December 31, 2018. The fair value of loans was measured using the entry price notion as of December 31, 2017.

Deposits Other than Time Deposits

The fair value of deposits with no stated maturity, such as non-interest-bearing demand deposits, savings, and interest-bearing checking accounts and money market accounts are, by definition, equal to the amount payable on demand. The related insensitivity of the majority of these deposits to interest rate changes creates a significant inherent value which is not reflected in the fair value reported.

Time Deposits

The fair value of time deposits are 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.

Securities Sold Under Agreements to Repurchase with Retail Customers

Fair value approximates the carrying amount as these borrowings are payable on demand and the interest rate adjusts monthly.

Borrowed Funds

Fair value estimates are based on discounting contractual cash flows using rates which approximate the rates offered for borrowings of similar remaining maturities.

The book value and estimated fair value of the Bank’s significant financial instruments not recorded at fair value as of December 31, 2018 and December 31, 2017 are presented in the following tables (in thousands):

		Fair Value Measurements at Reporting Date Using:		
	Book Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
December 31, 2018				
Financial Assets:				
Cash and due from banks	$ 120,792	$ 120,792	$ —	$ —
Debt securities held-to-maturity	846,810	—	830,999	1,816
Restricted equity investments	56,784	—	—	56,784
Loans receivable, net and loans held-for-sale	5,579,222	—	—	5,474,306
Financial Liabilities:				
Deposits other than time deposits	4,948,325	—	4,948,325	—
Time deposits	866,244	—	853,678	—
Federal Home Loan Bank advances and other borrowings	548,913	—	554,692	—
Securities sold under agreements to repurchase with retail customers	61,760	61,760	—	—
December 31, 2017				
Financial Assets:				
Cash and due from banks	$ 109,613	$ 109,613	$ —	$ —
Debt securities held-to-maturity	764,062	—	751,182	10,478
Restricted equity investments	19,724	—	—	19,724
Loans receivable, net and loans held-for-sale	3,966,014	—	—	3,962,689
Financial Liabilities:				
Deposits other than time deposits	3,735,694	—	3,735,694	—
Time deposits	607,104	—	599,677	—
Federal Home Loan Bank advances and other borrowings	345,210	—	341,820	—
Securities sold under agreements to repurchase with retail customers	79,668	79,668	—	—

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 a limited market exists for a significant portion of the Company’s financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other significant unobservable inputs. 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 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. Significant assets and liabilities that are not considered financial assets or liabilities include premises and equipment, Bank Owned Life Insurance, deferred tax assets and goodwill. 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.

Note 16. Derivatives, Hedging Activities and Other Financial Instruments

The Company enters into derivative financial instruments which involve, to varying degrees, interest rate, market and credit risk. The Company manages these risks as part of its asset and liability management process and through credit policies and procedures, seeking to minimize counterparty credit risk by establishing credit limits and collateral agreements. The Company utilizes certain derivative financial instruments to enhance its ability to manage interest rate risk that exists as part of its ongoing business operations. The derivative financial instruments entered into by the Company are an economic hedge of a derivative offering to Bank customers. The Company does not use derivative financial instruments for trading purposes.

Customer Derivatives – Interest Rate Swaps

The Company enters into interest rate swaps that allow commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to an interest rate swap agreement, which serves to effectively swap the customer's variable-rate loan into a fixed-rate loan. The Company then enters into a corresponding swap agreement with a third party in order to economically hedge its exposure through the customer agreement. The interest rate swaps with both the customers and third parties are not designated as hedges under FASB Accounting Standards Codification ("ASC") Topic 815, Derivatives and Hedging, and are marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by FASB ASC Topic 820, Fair Value Measurements. As of December 31, 2018, the Company recognized a loss of $87,000 in other income resulting from a fair value adjustment.

The table below presents the notional and fair value of derivatives not designated as hedging instruments as well as their location on the consolidated statements of financial condition as of December 31, 2018 (in thousands):

	December 31, 2018	
Balance Sheet Location	Notional	Fair Value
Other assets	$59,305	$1,722
Other liabilities	59,305	1,813

Credit risk-related Contingent Features

The Company is a party to an International Swaps and Derivatives Association agreement with a third party broker-dealer that requires a minimum dollar transfer amount upon a margin call. This requirement is dependent on certain specified credit measures. The amount of collateral posted with the third party at December 31, 2018 was $4.1 million. The amount of collateral posted with the third party is deemed to be sufficient to collateralize both the fair market value change as well as any additional amounts that may be required as a result of a change in the specified credit measures. The aggregate fair value of all derivative financial instruments in a liability position with credit measure contingencies and entered into with the third party was $1.8 million at December 31, 2018.

Note 17: Parent-Only Financial Information

The following condensed statements of financial condition at December 31, 2018 and 2017 and condensed statements of operations and cash flows for the years ended December 31, 2018, 2017 and 2016 for OceanFirst Financial Corp. (parent company only) reflects the Company's investment in its wholly-owned subsidiaries, the Bank and OceanFirst Risk Management, Inc., using the equity method of accounting.

Condensed Statement of Financial Condition

(in thousands)

	December 31,	
	2018	2017
Assets:		
Cash and due from banks	$3,930	$16
Advances to subsidiary Bank	14,026	33,749
Investment securities	1,000	1,000
ESOP loan receivable	10,431	3,051
Investment in subsidiaries	1,107,539	619,253
Other assets	234	1,956
Total assets	$1,137,160	$659,025
Liabilities and Stockholders' Equity:		
Borrowings	$94,134	$56,519
Other liabilities	3,668	565
Stockholders' equity	1,039,358	601,941
Total liabilities and stockholders' equity	$1,137,160	$659,025

Condensed Statements of Operations

(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Dividend income – subsidiary Bank	$32,000	$32,000	$4,000
Interest and dividend income – investment securities	63	63	62
Interest income – advances to subsidiary Bank	525	280	118
Interest income – ESOP loan receivable	321	321	322
Other income	15	—	—
Total income	32,924	32,664	4,502
Interest expense – borrowings	4,997	2,592	1,049
Operating expenses	2,397	1,788	1,697
Income before income taxes and undistributed earnings of subsidiary Bank	25,530	28,284	1,756
Benefit for income taxes	846	973	780
Income before undistributed earnings of subsidiary Bank	26,376	29,257	2,536
Undistributed earnings of subsidiary Bank	45,556	13,213	20,510
Net Income	$71,932	$42,470	$23,046

Condensed Statements of Cash Flows
(in thousands)

	For the Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	$71,932	$42,470	$23,046
Decrease (increase) in advances to subsidiary Bank	15,262	(23,371)	3,838
Undistributed earnings of subsidiary Bank	(45,556)	(13,213)	(20,510)
Amortization of deferred costs on borrowings	262	121	—
Net accretion of purchase accounting adjustments	395	—	—
Change in other assets and other liabilities	4,076	607	(1,619)
Net cash provided by operating activities	46,371	6,614	4,755
Cash flows from investing activities:			
Increase in ESOP loan receivable	(8,400)	—	—
Repayments on ESOP loan receivable	1,020	234	218
Cash consideration for acquisition, net of cash received	—	—	(19,274)
Net cash (used in) provided by investing activities	(7,380)	234	(19,056)
Cash flows from financing activities:			
Net proceeds from issuance of subordinated notes	—	—	33,899
Dividends paid	(29,564)	(19,286)	(12,616)
Purchase of treasury stock	(10,837)	—	(1,878)
Exercise of stock options	5,324	3,354	3,989
Net cash (used in) provided by financing activities	(35,077)	(15,932)	23,394
Net (decrease) increase in cash and due from banks	3,914	(9,084)	9,093
Cash and due from banks at beginning of year	16	9,100	7
Cash and due from banks at end of year	$3,930	$16	$9,100

Note 18: Subsequent Events

On October 25, 2018, the Company announced a definitive agreement and plan of merger with Capital Bank, headquartered in Vineland, New Jersey. The transaction closed on January 31, 2019 and based on the $24.01 per share closing price of the Company’s common stock, the total transaction value was $76.8 million. The total number of shares issued in the transaction was approximately 3,185,000. Capital operated 4 full-service banking offices and a loan production office. The acquisition added $498 million to assets, $311 million to loans, and $449 million to deposits.

SELECTED CONSOLIDATED QUARTERLY FINANCIAL DATA
(dollars in thousands, except per share data)
(Unaudited)

	For the Quarter Ended			
	December 31	September 30	June 30	March 31
2018				
Interest income	$72,358	$ 71,382	$70,078	$ 62,837
Interest expense	10,517	9,878	8,631	7,126
Net interest income	61,841	61,504	61,447	55,711
Provision for loans losses	506	907	706	1,371
Net interest income after provision for loan losses	61,335	60,597	60,741	54,340
Other income	8,748	8,285	8,883	8,910
Operating expenses (excluding merger related and branch consolidation expenses)	37,794	37,503	42,470	38,508
Merger related and branch consolidation expenses	1,288	2,030	8,434	18,310
Income before provision for income taxes	31,001	29,439	18,720	6,432
Provision for income taxes	4,269	5,278	3,018	1,005
Net income	$26,732	$ 24,071	$15,702	$ 5,427
Basic earnings per share	$0.56	$ 0.50	$0.33	$ 0.12
Diluted earnings per share	$0.55	$ 0.50	$0.32	$ 0.12
2017				
Interest income	$47,906	$ 48,030	$46,879	$ 46,014
Interest expense	5,401	4,974	4,705	4,531
Net interest income	42,505	43,056	42,174	41,483
Provision for loans losses	1,415	1,165	1,165	700
Net interest income after provision for loan losses	41,090	41,891	41,009	40,783
Other income	6,745	7,359	6,973	5,995
Operating expenses (excluding merger related expenses and branch consolidation expenses)	26,434	27,580	28,527	29,481
Merger related and branch consolidation expenses	1,259	3,153	8,606	1,480
Income before provision for income taxes	20,142	18,517	10,849	15,817
Provision for income taxes	10,186	5,700	3,170	3,799
Net income	$9,956	$ 12,817	$7,679	$ 12,018
Basic earnings per share	$0.31	$ 0.40	$0.24	$ 0.38
Diluted earnings per share	$0.30	$ 0.39	$0.23	$ 0.36

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company’s management, including the Company’s principal executive officer and principal financial officer, have evaluated the effectiveness of the Company’s “disclosure controls and procedures” as such term is defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures were not effective as of such date due to material weaknesses in internal control over financial reporting, described below. Disclosure controls and procedures are the controls and other procedures that are designed to ensure that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (1) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and (2) is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) Management Report on Internal Control Over Financial Reporting

Management of OceanFirst Financial Corp. and its subsidiaries are responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that: (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis.

Management, under the supervision and with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, and oversight of the Board of Directors, evaluated the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework (2013) (“COSO 2013 Framework”).

Based on this assessment, the following control deficiencies in internal control over financial reporting were identified:

The Company did not have effective information technology general controls (“ITGCs”) related to user access over the core banking IT system used for financial reporting. As a result of improper risk assessment in deploying control activities around access policy, access to the core banking IT system was granted by IT personnel to retail and back office personnel that was not commensurate with assigned job responsibilities, and therefore created segregation of duties conflicts.

The Company also did not have effective monitoring controls that were designed to address the completeness and accuracy of daily reports generated by the core banking IT system that included data fields subject to these access deficiencies.

As a result, certain of the Company’s manual process level controls related to the loan and deposit account balances that are dependent upon the completeness and accuracy of data derived from the core banking IT systems were ineffective because they could have been adversely impacted by the ineffective ITGCs and monitoring controls. Management did not identify any immaterial or material misstatements to any of the Company’s previously issued or preliminary consolidated financial statements related to these control deficiencies. However, these control deficiencies create a reasonable possibility that a material misstatement to the consolidated financial statements will not be prevented or detected on a timely basis, and therefore, management concluded that the deficiencies represent material weaknesses in internal control over financial reporting and internal control over financial reporting was not effective as of December 31, 2018.

The Company's independent registered public accounting firm, KPMG LLP, who audited the consolidated financial statements included in this annual report, has expressed an adverse opinion on the operating effectiveness of the Company's internal control over financial reporting. KPMG LLP's report appears on page 54 of this annual report on Form 10-K.

(c) Changes in Internal Control Over Financial Reporting

Other than the material weaknesses described in Item 9A(b), there were no changes in the Company's internal control over financial reporting for the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

(d) Remediation

Management is implementing measures designed to ensure that control deficiencies contributing to the material weakness are remediated, such that these controls are designed, implemented, and operating effectively. Planned remediation actions include: (i) improving policies and procedures regarding the granting and review of access to IT systems impacting financial reporting to ensure access is limited to functions required for the performance of an employee's role and responsibilities thereby reducing segregation of duties conflicts; and (ii) enhancing the compensating controls related to the monitoring and review of activities performed by employees serving in conflicting capacities with a specific focus on access to systems supporting financial reporting processes. Management believes that these actions will remediate the material weaknesses. The weaknesses will not be considered remediated, however, until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. Management expects the remediation of these material weaknesses will be completed during 2019.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information relating to directors, executive officers and corporate governance and the Registrant's compliance with Section 16(a) of the Exchange Act required by Part III is incorporated herein by reference from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 29, 2019 under the captions "Corporate Governance", "Proposal 1. Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance".

Item 11. Executive Compensation

The information relating to executive compensation required by Part III is incorporated herein by reference from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 29, 2019 under the captions "Compensation Discussion and Analysis," "Executive Compensation," "Director Compensation," "Compensation Committee Report," and "Compensation Committee Interlocks and Insider Participation."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information relating to security ownership of certain beneficial owners and management and related stockholder matters required by Part III is incorporated herein by reference from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 29, 2019 under the caption "Stock Ownership."

Information regarding the Company's equity compensation plans existing as of December 31, 2018 is as follows:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by stockholders	2,340,842	$ 18.25	1,137,286
Equity compensation plans not approved by stockholders	—	—	—
Total	2,340,842	$ 18.25	1,137,286

Item 13. Certain Relationships and Related Transactions and Director Independence

The information relating to certain relationships and related transactions and director independence required by Part III is incorporated herein by reference from the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held on May 29, 2019 under the caption "Transactions with Management."

Item 14. Principal Accountant Fees and Services

The information relating to the principal accounting fees and services is incorporated by reference to the Registrant's Proxy Statement for the Annual Meeting to be held on May 29, 2019 under the caption "Proposal 3. Ratification of Appointment of the Independent Registered Public Accounting Firm."

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

The following documents are filed as a part of this report:

(a)(2) Financial Statement Schedules

All schedules are omitted because they are not required or applicable, or the required information is shown in the consolidated financial statements or the notes thereto.

(a)(3) Exhibits

Exhibit No:	Exhibit Description	Reference
3.1	Certificate of Incorporation of OceanFirst Financial Corp.	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
3.1A	Certificate of Amendment to the Certificate of Incorporation of OceanFirst Financial Corp.	Incorporated herein by reference from Exhibit to Form 8-K filed on June 4, 2018
3.2	Bylaws of OceanFirst Financial Corp.	Incorporated herein by reference from Exhibit to Form 8-K filed on December 21, 2017.
4.0	Stock Certificate of OceanFirst Financial Corp.	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
10.1	Form of OceanFirst Bank Employee Stock Ownership Plan	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
10.1(a)	Amendment to OceanFirst Bank Employee Stock Ownership Plan	Incorporated herein by reference from the Exhibits to Form 10-K filed on March 25, 1997.
10.1(b)	Amended Employee Stock Ownership Plan	Incorporated by reference from Exhibit to Form 10-K filed on March 17, 2008.
10.3	OceanFirst Bank 1995 Supplemental Executive Retirement Plan	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
10.3(a)	OceanFirst Bank Executive Supplemental Retirement Income Agreement	Incorporated by reference from Exhibit to Form 8-K filed on September 23, 2008.
10.4	OceanFirst Bank Deferred Compensation Plan for Directors	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
10.4(a)	OceanFirst Bank New Executive Deferred Compensation Master Agreement	Incorporated by reference from Exhibit to Form 8-K filed on September 23, 2008.
10.5	OceanFirst Bank Deferred Compensation Plan for Officers	Incorporated herein by reference from the Exhibits to Form S-1, Registration Statement, effective May 13, 1996 as amended, Registration No. 33-80123.
10.5(a)	OceanFirst Bank New Director Deferred Compensation Master Agreement	Incorporated by reference from Exhibit to Form 8-K filed on September 23, 2008.
10.15	Amendment of the OceanFirst Financial Corp. 2000 Stock Option Plan	Incorporated herein by reference from the Schedule 14-A Definitive Proxy Statement filed on March 21, 2003.
10.16	Form of OceanFirst Financial Corp. 2000 Stock Option Plan Non-Statutory Option Award Agreement	Incorporated by reference from Exhibit to Form 10-K filed on March 15, 2005.
10.18	Amendment and form of OceanFirst Bank Employee Severance Compensation Plan	Incorporated herein by reference from Exhibits to Form 10-Q filed on August 9, 2005.
10.19	Form of OceanFirst Financial Corp. Deferred Incentive Compensation Award Program	Incorporated herein by reference from Exhibits to Form 10-K filed on March 14, 2006.
10.20	2006 Stock Incentive Plan	Incorporated herein by reference from Schedule 14-A Definitive Proxy Statement filed on March 15, 2006.

Exhibit No:	Exhibit Description	Reference
10.23	Form of Change in Control Agreement between OceanFirst Financial Corp. and Angela K. Ho	Incorporated herein by reference from Exhibit to Form 8-K filed on March 7, 2017.
10.24	Form of Change in Control Agreement between OceanFirst Bank and Angela K. Ho	Incorporated herein by reference from Exhibit to Form 8-K filed on March 7, 2017.
10.25	Form of OceanFirst Financial Corp. 2011 Stock Incentive Plan Award Agreement for Stock Options	Incorporated by reference from Exhibit to Form 8-K filed May 10, 2011.
10.27	Form of OceanFirst Financial Corp. 2011 Cash Incentive Compensation Plan Award Agreement	Incorporated by reference from Exhibit to Form 8-K filed May 10, 2011.
10.28	2011 Stock Incentive Plan	Incorporated herein by reference from Schedule 14-A Revised Definitive Proxy Statement filed on March 31, 2011.
10.28A	Amendment No. 1 to 2011 Stock Incentive Plan	Incorporated herein by reference from Schedule 14-A Definitive Proxy Statement filed on April 26, 2017.
10.29	2011 Cash Incentive Compensation Plan	Incorporated herein by reference from Schedule 14-A Revised Definitive Proxy Statement filed on March 31, 2011.
10.30	Form of Employment Agreement between OceanFirst Financial Corp. and certain executive officers, including Christopher D. Maher, Michael J. Fitzpatrick, and Steven J. Tsimbinos	Incorporated herein by reference from Exhibit to Form 8-K filed on April 10, 2017.
10.32	Supplemental Executive Retirement Account Agreement between Christopher D. Maher and OceanFirst Bank dated June 18, 2013	Incorporated herein by reference from Exhibit to Form 8-K filed June 20, 2013.
10.34	Form of OceanFirst Financial Corp 2011 Stock Incentive Plan Award Agreement for Stock Awards	Incorporated herein by reference from Exhibit to Form 8-K filed January 17, 2014.
10.35	Form of Employment Agreement between OceanFirst Financial Corp. and certain executive officers, including Joseph R. Iantosca and Joseph J. Lebel	Incorporated herein by reference from Exhibit to Form 8-K filed on April 10, 2017.
10.35A	Form of First Amendment to Confidentiality and Executive Restriction Agreement Employment between OceanFirst Financial Corp. and certain executive officers, including Christopher D. Maher, Michael J. Fitzpatrick, Joseph R. Iantosca, Joseph J. Lebel III, and Steven J. Tsimbinos	Incorporated herein by reference from Exhibit to Form 8-K filed on June 27, 2017.
14.0	OceanFirst Financial Corp. Code of Ethics and Standards of Personal Conduct	Incorporated herein by reference from the Exhibits to Form 10-K filed on March 15, 2004.
21.0	Subsidiary information is incorporated herein by reference to “Part I – Subsidiary Activities”	Filed herewith
23.0	Consent of KPMG LLP	Filed herewith
31.1		Filed herewith

	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certifications pursuant to 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes Oxley Act of 2002	Filed herewith

Exhibit No:	Exhibit Description	Reference
101.0	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2018, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements.	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document	Filed herewith

Item 16. Form 10-K Summary

Not applicable.

CONFORMED
SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

OCEANFIRST FINANCIAL CORP.

By: /s/ Christopher D. Maher
Christopher D. Maher
Chairman of the Board
President and Chief Executive Officer

Date: March 15, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

Name	Date
/s/ Christopher D. Maher Christopher D. Maher Chairman of the Board, President, and Chief Executive Officer (principal executive officer)	March 15, 2019
/s/ Michael J. Fitzpatrick Michael J. Fitzpatrick Executive Vice President and Chief Financial Officer (principal financial officer)	March 15, 2019
/s/ Angela K. Ho Angela K. Ho (principal accounting officer)	March 15, 2019
/s/ Steven E. Brady Steven E. Brady Director	March 15, 2019
/s/ Angelo Catania Angelo Catania Director	March 15, 2019
/s/ Anthony R. Coscia Anthony R. Coscia Director	March 15, 2019
/s/ Michael D. Devlin Michael D. Devlin Director	March 15, 2019

Name	Date
/s/ Jack M. Farris Jack M. Farris Director	March 15, 2019
/s/ Kimberly A. Guadagno Kimberly A. Guadagno Director	March 15, 2019
/s/ Nicos Katsoulis Nicos Katsoulis Director	March 15, 2019
/s/ John K. Lloyd John K. Lloyd Director	March 15, 2019
/s/ Diane F. Rhine Diane F. Rhine Director	March 15, 2019
/s/ Mark G. Solow Mark G. Solow Director	March 15, 2019
/s/ Grace C. Torres Grace C. Torres Director	March 15, 2019
/s/ Grace M. Vallacchi Grace M. Vallacchi Director	March 15, 2019
/s/ John E. Walsh John E. Walsh Director	March 15, 2019
/s/ Samuel R. Young Samuel R. Young Director	March 15, 2019