



Report of Independent Auditors
and Consolidated Financial Statements for

**Bethpage Federal Credit Union
and Subsidiaries**

December 31, 2016 and 2015

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

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REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Supervisory Committee
Bethpage Federal Credit Union and Subsidiaries

Report on Financial Statements

We have audited the accompanying consolidated financial statements of Bethpage Federal Credit Union and Subsidiaries (the "Credit Union"), which comprise the consolidated statements of financial condition as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, changes in members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

REPORT OF INDEPENDENT AUDITORS (continued)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bethpage Federal Credit Union and Subsidiaries as of December 31, 2016 and 2015, and the results of their operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Moss Adams LLP

Portland, Oregon
March 31, 2017

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(dollars in thousands)

ASSETS	December 31,	
	2016	2015
Cash and cash equivalents	\$ 60,186	\$ 42,516
Investments:		
Available-for-sale	1,663,661	2,004,210
Other	19,562	13,353
Loans held for sale	57,021	30,746
Loans receivable, net	4,873,262	4,007,176
Accrued interest receivable	20,278	18,775
Mortgage servicing rights, net	24,162	21,246
Property and equipment, net	37,410	27,958
Goodwill	56,788	-
Other intangibles	18,951	-
National Credit Union Share Insurance Fund deposit	55,098	48,691
Real estate acquired through foreclosure	1,392	6,459
Other assets	30,879	26,622
	<u>\$ 6,918,650</u>	<u>\$ 6,247,752</u>
LIABILITIES AND MEMBERS' EQUITY		
LIABILITIES		
Members' shares	\$ 6,099,533	\$ 5,576,510
Borrowed funds	100,000	26,500
Accrued expenses and other liabilities	143,707	121,991
	<u>6,343,240</u>	<u>5,725,001</u>
COMMITMENTS AND CONTINGENT LIABILITIES (NOTE 10)		
MEMBERS' EQUITY		
Retained earnings	591,994	531,257
Accumulated other comprehensive loss	(16,584)	(8,506)
	<u>575,410</u>	<u>522,751</u>
	<u>\$ 6,918,650</u>	<u>\$ 6,247,752</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands)

	Years ended December 31,	
	2016	2015
INTEREST INCOME		
Interest and fees on loans receivable	\$ 153,219	\$ 125,109
Interest on investments and cash equivalents	41,248	45,852
Total interest income	194,467	170,961
INTEREST EXPENSE		
Dividends on members' shares	43,056	40,105
Interest on borrowed funds	772	414
Total interest expense	43,828	40,519
Net interest income	150,639	130,442
PROVISION FOR LOAN LOSSES		
Net interest income after provision for loan losses	142,447	122,849
NON-INTEREST INCOME		
Members' shares service charges and other fees	20,222	17,844
Gain on sale of mortgage loans	15,669	10,137
Mortgage servicing and loan fees	12,633	9,964
Investment services and insurance fees - commissions	9,130	9,704
Other non-interest income	590	2,198
Total non-interest income	58,244	49,847
NON-INTEREST EXPENSES		
Salaries and benefits	59,747	53,921
Operations	33,475	34,773
Data processing	23,514	20,206
Occupancy	9,890	9,722
Education and promotional	7,906	8,339
Professional services	5,422	5,292
Total non-interest expenses	139,954	132,253
NET INCOME	\$ 60,737	\$ 40,443

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in thousands)

	Years ended December 31,	
	2016	2015
NET INCOME	\$ 60,737	\$ 40,443
OTHER COMPREHENSIVE (LOSS) INCOME		
Unrealized gains/losses on securities:		
Net unrealized (losses) gains on securities available-for-sale arising during the period	(3,996)	(6,653)
Reclassification adjustment for realized gains from sales included in other non-interest income	(1,442)	(2,579)
Defined benefit pension plans:		
Net (loss) gain arising during the period	(4,456)	(512)
Reclassification adjustment for amortization of prior service cost and net losses included in salaries and benefits	1,816	1,831
Total other comprehensive (loss) income	(8,078)	(7,913)
COMPREHENSIVE INCOME	\$ 52,659	\$ 32,530

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY
(dollars in thousands)

	Retained Earnings		Total Retained Earnings	Accumulated Other Comprehensive Loss
	Regular Reserve	Undivided Earnings		
Balance, December 31, 2014	\$ 21,384	\$ 469,430	\$ 490,814	\$ (593)
Net income	-	40,443	40,443	-
Other comprehensive loss	-	-	-	(7,913)
Balance, December 31, 2015	21,384	509,873	531,257	(8,506)
Net income	-	60,737	60,737	-
Other comprehensive loss	-	-	-	(8,078)
Balance, December 31, 2016	<u>\$ 21,384</u>	<u>\$ 570,610</u>	<u>\$ 591,994</u>	<u>\$ (16,584)</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)

	Years ended December 31,	
	2016	2015
CASH FLOWS FROM OPERATING STATEMENTS		
Net income	\$ 60,737	\$ 40,443
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of mortgage servicing rights	3,999	3,449
Amortization of net premium on investments	43,521	45,880
Provision for loan losses	8,192	7,593
Gain on sale of available-for-sale investments	(1,442)	(2,579)
Gain on sale of mortgage loans	(15,669)	(10,137)
Mortgage loans originated for sale	(769,720)	(725,505)
Proceeds from sale of mortgage loans	751,320	723,287
Depreciation and amortization	5,943	4,971
Write down of real estate acquired through foreclosure	1,014	411
(Gain) loss on sale of real estate acquired through foreclosure	(33)	233
Increase in accrued interest receivable	(1,503)	(58)
Increase in other assets	852	(1,465)
Increase in accrued expenses and other liabilities	10,438	13,030
Net cash provided by operating activities	<u>97,649</u>	<u>99,553</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of available-for-sale investments	(201,900)	(186,411)
Proceeds from maturities of available-for-sale investments	328,924	365,077
Proceeds from sale of available-for-sale investments	166,008	112,701
Proceeds from sale of other real estate owned	5,105	1,244
Net increase decrease in other investments	(5,809)	(697)
Net increase in loans receivable	(804,790)	(752,255)
Increase in the National Credit Union Share Insurance Fund deposit	(4,866)	(2,302)
Purchases of property and equipment	(10,695)	(5,277)
Net cash received in acquisition	11,695	-
Net cash used in investing activities	<u>(516,328)</u>	<u>(467,920)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in borrowed funds	73,500	-
Repayment of borrowed funds	-	(7,100)
Net increase in members' shares	362,849	377,220
Net cash provided by financing activities	<u>436,349</u>	<u>370,120</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	17,670	1,753
Cash and cash equivalents at beginning of year	<u>42,516</u>	<u>40,763</u>
Cash and cash equivalents at end of year	<u>\$ 60,186</u>	<u>\$ 42,516</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)

	Years ended December 31,	
	2016	2015
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid during the year for:		
Dividends on members' shares	\$ 43,056	\$ 40,105
Interest on borrowed funds	\$ 778	\$ 407
Schedule of noncash investment activities:		
Transfer from loans receivable to real estate acquired through foreclosure	\$ 1,019	\$ 4,337
Acquisition:		
Assets acquired and recognized	\$ 166,739	\$ -
Liabilities assumed	\$ 166,739	\$ -
Equity acquired in merger	\$ -	\$ -

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies

Organization

Bethpage Federal Credit Union (the “Credit Union”) is a cooperative association holding an open charter under the provisions of the Federal Credit Union Act. The National Credit Union Administration (NCUA), the regulatory agency that ensures the powers and privileges conferred on the Credit Union are used properly.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Credit Union and its wholly-owned subsidiary, Bethpage Management Services, LLC (“BMS”). BMS owns 100% of Bethpage Risk Management, LLC and Bethpage Commercial, LLC, and 51% each of Land Bound Services, LLC, and CU Settlements Services, LLC. All material intercompany balances and transactions have been eliminated in consolidation. Amounts included in the consolidated financial statements and related footnote disclosures are presented in thousands.

Acquisition Accounting

Credit Union acquisitions are accounted for using the acquisition method of accounting pursuant to ASC 805. Under the acquisition method of accounting, assets acquired, including identifiable intangibles, and liabilities assumed are recorded at estimated fair value at the date of acquisition. Any difference in purchase consideration over the fair value of assets acquired and liabilities assumed results in the recognition of goodwill should purchase consideration exceed net estimated fair values. If estimated net fair values exceed purchase consideration a bargain purchase gain is recognized. Expenses incurred in connection with an acquisition are expensed as incurred.

Equity Method Investments

The Credit Union has certain investments which are accounted for under the equity method of accounting, whereby the Credit Union’s net investment is increased or decreased by allocated profits and losses, respectively. Additional investments increase the Credit Union’s investment while distributions decrease the Credit Union’s net investment. See Note 14.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

The principal estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, fair value of impaired loans, other than temporary impairment of investment securities, mortgage servicing rights, net realizable value of other real estate owned, fair value of derivatives and other financial instruments, impairment of goodwill and other intangibles and projected benefit obligations of defined benefit plans.

Cash, Cash Equivalents, and Cash Flows

Cash and cash equivalents consist of cash on hand, demand deposits with other financial institutions, and overnight investments. Cash and cash equivalents generally have a maturity of 90 days or less at the time of purchase. For purposes of reporting cash flows, loans receivable, other investments, and members' shares are reported net. Amounts due from financial institutions may exceed federally insured limits. At December 31, 2016 and 2015, there were approximately \$2,518 and \$2,898, respectively, in credit union and bank deposits with individual balances in excess of the insured limit.

Investments

Investments that the Credit Union intends to hold for an indefinite period of time, but not necessarily to maturity, are classified as available-for-sale and are carried at fair value. Unrealized gains and losses on investments classified as available-for-sale have been accounted for as accumulated other comprehensive income (loss). Realized gains and losses on sale of available-for-sale securities are determined using the specific identification method. Amortization of premiums and discounts, including fair value adjustments from business combinations, are recognized in interest income over the period to maturity.

Declines in the fair value of individual available-for-sale securities below their respective carrying value that are other than temporary will result in write-downs of the individual securities to their fair value. Factors affecting the determination of whether an other-than-temporary impairment has occurred include a downgrading of the security by a rating agency, a significant deterioration in the financial condition of the issuer, or that management would not have the ability to hold a security for a period of time sufficient to allow for any anticipated recovery in fair value. Other investments are classified separately and are stated at cost.

The Credit Union periodically evaluates each individual investment for impairment. Based upon the impairment testing completed as of December 31, 2016, the Credit Union determined that there were no investments that were other than temporarily impaired.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Federal Home Loan Bank Stock

The Credit Union is a member of Federal Home Loan Bank of New York (“FHLBNY”). As a member of the FHLBNY, the Credit Union is required to acquire and hold shares of its capital stock. At December 31, 2016 and 2015, the Credit Union held FHLBNY stock with par value of \$18,916 and \$13,353, respectively.

No ready market exists for the FHLBNY stock, and it has no quoted market value. Therefore, the Credit Union’s investment in FHLBNY stock is carried at cost and tested for impairment. At December 31, 2016 and 2015, management did not believe the stock was impaired.

Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. Mortgage loans held for sale are generally sold with the mortgage servicing rights retained by the Credit Union.

Acquired Loans and Leases

Loans purchased or acquired in a business combination are referred to as acquired loans. Acquired loans are valued as of the acquisition date in accordance with Financial Accounting Standards Board (“FASB”), Accounting Standards Codification (“ASC”) Topic 805, Business Combinations. Loans acquired with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are referred to as purchased credit impaired (PCI) loans. PCI loans are accounted for under FASB ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. Under FASB ASC Topic 805 and FASB ASC Topic 310-30, all acquired loans are recorded at fair value at acquisition date, factoring in credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for loan losses is not carried over or recorded as of the acquisition date. Fair value is defined as the present value of the future estimated principal and interest payments of the loan, with the discount rate used in the present value calculation representing the estimated effective yield of the loan. Default rates, loss severity, prepayment speed and other relevant assumptions are periodically reassessed and the estimate of future payments is adjusted accordingly.

In the case of PCI loans, the difference between expected cash flows and the contractual cash flows from principal and interest is considered credit deterioration and is not accreted into income (nonaccretable difference). The difference between the expected cash flows from each loan and the recorded fair value is accreted into interest income over the life of each loan (accretable yield). Interest income recognition is discontinued on a loan if management determines sufficient uncertainty exists about the timing and amount of expected future cash flows. In such instances, all cash flows received are applied against the carrying value of the loan on a cost-recovery basis. Periodically, management reassesses the expected future cash flows for all PCI loans.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Increases in cash flows will cause increases in interest income over the remaining life of a loan. Cash flow declines will typically result in recognition of impairment of a loan through establishment of an allowance for loan losses and charge to the provision for loan losses.

Acquired loans that are not PCI loans are referred to as purchased non-credit impaired (PNCI) loans. PNCI loans are accounted for under FASB ASC Topic 310-20, Receivables – Nonrefundable Fees and Other Costs, in which interest income is accrued on a level-yield basis for performing loans. For income recognition purposes, this method assumes that the fair value of loans acquired and all contractual cash flows will be collected, and no allowance for loan losses is established at the time of acquisition. Post-acquisition date, an allowance for loan losses may need to be established for acquired loans through a provision charged to earnings for credit losses incurred subsequent to acquisition. Under ASC 310-20, the loss would be measured based on the probable shortfall in relation to the contractual note requirements, consistent with the allowance for loan loss methodology for similar loans.

Originated Loans Receivable, Net of Allowance for Loan Losses and Deferred Net Loan Origination Fees and Costs

Loans are stated at the amount of unpaid principal, reduced by an allowance for loan losses and adjusted by deferred net loan origination costs. Interest on loans receivable is recognized over the term of the loans and is calculated using the effective interest method on principal amounts outstanding. Loan fees and certain direct loan origination costs are deferred, and the net fee or cost is recognized as an adjustment to interest income.

The Credit Union determines a loan to be delinquent when payments have not been made according to contractual terms, typically evidenced by nonpayment of a monthly installment by the due date.

The Credit Union maintains its allowance for loan losses in accordance with FASB ASC Topic 450, Contingencies, and FASB ASC 310, Receivables. Both statements require the Credit Union to evaluate the collectability of interest and principal loan payments. The accrual of a loss is required when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Impaired loans are measured based upon the present value of expected future cash flows discounted at the loan's effective interest rate or, as an alternative, at the loan's observable market price or fair value of the collateral.

A loan is defined under FASB ASC 310 as impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. In applying the impairment provisions of FASB ASC 310, the Credit Union considers its investment in consumer loans to be homogeneous and therefore they are excluded from individual identification for evaluation of impairment. These homogeneous loan groups are evaluated for impairment on a collective basis under FASB ASC 450.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

With respect to the Credit Union's investment in residential, commercial and other loans, and its evaluation of impairment thereof, management believes such loans are collateral dependent and, as a result, impaired loans are carried as a practical expedient at the lower of cost or fair value of the collateral.

A troubled debt restructuring occurs when, due to a member's financial difficulty, the Credit Union grants a more than insignificant concession that it would not otherwise consider. The concession can take the form of an interest rate or principal reduction or an extension of payments of principal or interest, or a combination of concessions. As a result of these concessions, restructured loans are impaired as the Credit Union will not collect all amounts due, both principal and interest, in accordance with the original loan agreement. Impairment reserves on non-collateral dependent restructured loans are measured by comparing the present value of expected future cash flows on the restructured loans discounted at the interest rate of the original loan agreement to the loan's carrying value. The estimated value of the concession for these loans is included in the allowance for loan loss estimate. Restructured loans performing in accordance with their new terms are not included in nonaccrual loans unless there is uncertainty as to the ultimate collection of principal or interest.

It is the Credit Union's policy to charge-off unsecured loans that are more than 150 days delinquent. Similarly, non-homogeneous collateral-dependent loans which are more than ninety days delinquent are considered to constitute more than a minimum delay in repayment and are individually evaluated for impairment under FASB ASC 310 at that time.

The allowance for loan losses is adjusted by a provision for loan losses recorded as an expense and decreased by charge-offs (net of recoveries). Loans are charged against the allowance for loan losses when management believes that collectability of the principal is unlikely. The allowance is an amount management believes will be adequate to absorb estimated incurred losses on existing loans. Management's periodic evaluation of the adequacy of the allowance is based on the Credit Union'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. While management uses the best information available to make its evaluations, further adjustments to the allowance may be necessary if there are significant changes in economic conditions. Additionally, state and federal regulations, upon examination, may require the Credit Union to make additional provisions or adjustments to its allowance.

Accrued Interest on Loans

Interest is accrued as earned unless the collectability of the loan is in doubt. Accrual of interest on loans is discontinued when management believes that, after considering economics, business conditions, and collection efforts, the borrower's financial condition is such that collection of principal and interest is doubtful. The Credit Union's policy is to stop accruing interest when the loan becomes 90 days delinquent or if the collection of principal or interest is considered doubtful.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

All interest accrued but not collected for loans that are placed on nonaccrual status or subsequently charged off is reversed against interest income. Income is subsequently recognized on the cash basis until, in management's judgment, the borrower's ability to make periodic interest and principal payments has returned to normal and future payments are reasonably assured, in which case the loan is returned to accrual status.

The Credit Union's policy is that loans placed on nonaccrual will typically remain on nonaccrual status until all principal and interest payments are brought current and the prospect for future payment in accordance with the loan agreement appear relatively certain. The Credit Union's policy generally refers to six months of payment performance as sufficient to warrant a return to accrual status.

Transfers and Servicing of Financial Assets

FASB ASC 860, Transfers and Servicing, requires the Credit Union to recognize as a separate asset the right to service mortgage loans for others. An institution that acquires mortgage servicing rights through either the purchase or the origination of mortgage loans and sells those loans with servicing rights retained must allocate a portion of the cost of the loans to the mortgage servicing rights. Under FASB ASC 860, the Credit Union could elect to either amortize the mortgage servicing rights over the life of the loan or carry the mortgage servicing rights at fair value. Under both methodologies, the mortgage servicing rights would be tested for impairment. Management has elected to amortize the mortgage servicing rights in proportion to and over the period of estimated net servicing income.

Mortgage servicing rights are periodically evaluated for impairment based on the fair value of those rights. Fair values are estimated using discounted cash flows based on current market rates of interest and current expected future prepayment rates. For purposes of measuring impairment, the rights are stratified by one or more predominant risk characteristics of the underlying loans. The amount of impairment recognized is the amount, if any, by which the amortized cost of the rights for each stratum exceed their fair value.

The mortgage servicing rights recorded by the Credit Union were segregated into pools for valuation purposes, using as pooling criteria the loan type, loan term, investor, interest rate, maturity date, origination date, and coupon rate. Once pooled, each grouping of loans was evaluated on a discounted earnings basis to determine the present value of future earnings that a purchaser could expect to realize from each portfolio. Earnings were projected from a variety of sources including loan servicing fees, interest earned on float, net interest earned on escrows, miscellaneous income, and costs to service the loans. The present value of future earnings is the economic value of the pool, *i.e.*, the net realizable present value to a potential acquirer of the servicing rights.

The valuation of mortgage servicing rights is influenced by market factors, including servicing volumes and market prices, as well as management's assumptions regarding mortgage prepayment speeds, interest rates and servicing costs. Management also utilizes periodic third-party valuations by market professionals to evaluate the fair value of its capitalized mortgage servicing rights asset.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Property and Equipment

Land is carried at cost. Buildings, furniture and equipment, data processing and leasehold improvements are carried at cost, less accumulated depreciation and amortization. Buildings, furniture and equipment and data processing are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives used to compute depreciation and amortization are as follows:

Buildings	10 – 40 years
Furniture and equipment	3 – 15 years
Data processing	2 – 5 years

The cost of leasehold improvements is amortized using the straight-line method over the shorter of the terms of related leases or the useful lives of the improvements.

Goodwill

Goodwill represents the excess of the acquisition price over the fair value of the net liabilities assumed in the Montauk Credit Union acquisition (see Note 2). Goodwill is not amortized and periodically assessed for impairment, in accordance with FASB ASC 350-20.

The Credit Union performs a goodwill impairment analysis on an annual basis as of December 31st. Additionally, the Credit Union performs a goodwill impairment evaluation on an interim basis when events or circumstances indicate impairment potentially exists. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others, a significant decline in the Credit Union's expected future cash flows; a significant adverse change in legal factors or in the business climate; adverse action or assessment by a regulator; and unanticipated competition.

When assessing goodwill for impairment, the Credit Union assesses qualitative factors to determine whether it is necessary to perform a quantitative impairment test. The quantitative impairment test involves a two-step process. The first step compares the fair value of a reporting unit to its carrying value. If the reporting unit's fair value is less than its carrying value, the Credit Union would be required to proceed to the second step. In the second step the Credit Union calculates the implied fair value of the reporting unit's goodwill. The implied fair value of goodwill is determined in the same manner as goodwill recognized in a business combination. The estimated fair value of the reporting unit is allocated to all of the reporting unit's assets and liabilities, including any unrecognized identifiable intangible assets, as if the reporting unit had been acquired in a business combination and the estimated fair value of the reporting unit is the price paid to acquire it. The allocation process is performed only for purposes of determining the amount of goodwill impairment.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

No assets or liabilities are written up or down, nor are any additional unrecognized identifiable intangible assets recorded as a part of this process. Any excess of the estimated purchase price over the fair value of the reporting unit's net assets represents the implied fair value of goodwill. If the carrying amount of the goodwill is greater than the implied fair value of that goodwill, an impairment loss would be recognized as a charge to earnings in an amount equal to that excess.

Other Intangibles

Other Intangibles is comprised of the credit union charter acquired in the Montauk Credit Union business combination (see Note 2), which is an indefinite life intangible asset. Intangible assets with indefinite useful lives are not amortized and are reviewed for impairment at least annually, similar to goodwill impairment or, more frequently if impairment indicators arise (FASB ASC 350-20).

National Credit Union Share Insurance Fund Deposit

The deposit in the National Credit Union Share Insurance Fund (“NCUSIF”) is in accordance with National Credit Union Administration (“NCUA”) regulations, which require the maintenance of a deposit by each federally insured Credit Union in an amount equal to 1% of its insured members’ shares. The deposit would be refunded to the Credit Union if its insurance coverage is terminated, if it converts its insurance coverage to another source, or if management of the fund is transferred from the NCUA board.

Real Estate Acquired Through Foreclosure

Real estate acquired through foreclosure is carried at fair value on the date of acquisition plus certain capitalized costs, net of estimated disposal costs. Carrying costs such as maintenance, interest and taxes are charged to expense as incurred. Subsequent impairments are recognized in non-interest expense. Because of changing market conditions, there are inherent uncertainties in the assumptions with respect to the estimated fair value of other real estate owned. Because of these inherent uncertainties, the amount ultimately realized on other real estate owned may differ from the amounts reflected in the consolidated financial statements.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Derivative Financial Instruments

Mortgage Loan Commitments

Mortgage loan commitments are considered derivative loan commitments if the loan that will result from exercise of the commitment will be held for sale upon funding. The Credit Union enters into commitments to fund residential mortgage loans at specified times in the future, with the intention that these loans will subsequently be sold in the secondary market. A mortgage loan commitment binds the Credit Union to lend funds to a potential borrower at a specified interest rate and within a specified period of time, generally up to 60 days after inception of the rate lock.

Outstanding derivative loan commitments expose the Credit Union to the risk that the price of the loans arising from exercise of the loan commitment might decline from inception of the rate lock to funding of the loan due to increases in mortgage interest rates. If interest rates increase, generally the value of these loan commitments decreases. Conversely, if interest rates decrease, generally the value of these loan commitments increases. Loan commitments that are derivatives are recognized at fair value on the consolidated statements of financial condition in other assets or other liabilities with changes in fair values recorded in gain on sale of mortgage loans.

The Credit Union records no value for a loan commitment at inception (at the time the commitment is issued to a borrower) and does not recognize the value of the expected normal servicing rights until the underlying loan is sold. Subsequent to inception, changes in the fair value of loan commitments are recognized based on changes in the fair value of the underlying mortgage loan due to interest rate changes, changes in the probability the derivative loan commitment will be exercised and the passage of time. In estimating fair value, the Credit Union assigns a probability to a loan commitment based on an expectation that it will be exercised and the loan will be funded.

Forward Loan Sale Commitments

The Credit Union utilizes forward loan sale commitments to mitigate the risk of potential decreases in the values of loans that might result from the exercise of the derivative loan commitments. With a forward loan sale contract, the Credit Union commits to deliver an individual mortgage loan of a specified principal amount and quality to an investor if the loan to the underlying borrower closes. Generally, the price the investor will pay the seller for an individual loan is specified prior to the loan being funded.

The Credit Union's forward sale contracts generally meet the definition of derivative instruments. Accordingly, forward loan sale commitments are recognized at fair value on the consolidated statements of financial condition in other assets or other liabilities with changes in their fair values recorded in gain on sale of mortgage loans. The Credit Union estimates the fair value of its forward loan sales commitments using a methodology similar to that used for derivative loan commitments.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Members' Shares

Members' shares are the deposit accounts of the owners of the Credit Union. Share ownership entitles the members to vote in the annual elections of the Board of Directors and on other corporate matters. Irrespective of the amount of shares owned, no member has more than one vote. Members' shares are subordinated to all other liabilities of the Credit Union upon liquidation. Dividends on members' shares are based on available earnings at the end of a dividend period and are not guaranteed by the Credit Union. Dividend rates are set by the Credit Union's management.

Income Taxes

The Credit Union is federally chartered under the Federal Credit Union Act; therefore, no income tax returns are required to be filed. The Credit Union's wholly-owned subsidiaries are disregarded entities for tax purposes and, therefore, operations of the subsidiaries resulted in no income taxes for the years ended December 31, 2016 and 2015.

The Credit Union recognizes interest accrued and penalties related to unrecognized tax benefits as an administrative expense. During the years ended December 31, 2016 and 2015, the Credit Union recognized no interest or penalties. Additionally, The Credit Union had no unrecognized tax benefits as of December 31, 2016 and 2015.

Employee Pension Plan Benefits

The Credit Union has a qualified, noncontributory defined benefit pension plan covering employees hired before March 1, 2012. The Credit Union's policy is to fund an amount in excess of the minimum amount required under the Employee Retirement Income Security Act ("ERISA"). The Credit Union accounts for the pension plan in accordance with FASB ASC 715, Compensation.

FASB ASC 715 requires an employer to (a) recognize in its balance sheet the overfunded or underfunded status of a defined benefit postretirement plan measured as the difference between the fair value of plan assets and the benefit obligation; (b) measure a plan's assets and its obligations that determine its funded status as of the date of its year-end statement of financial condition; and (c) recognize as a component of other comprehensive income (loss) the actuarial gains and losses and the prior service costs and credits that arise during the period. FASB ASC 715 does not change how an employer determines the amount of net periodic benefit cost.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Certain changes in assets and liabilities, such as unrealized or realized gains and losses on available-for-sale securities and pension liability adjustments, are reported as a separate component of the members' equity section of the consolidated statement of financial condition under the caption "Accumulated other comprehensive loss," and in the consolidated statements of comprehensive income.

The following are changes in accumulated other comprehensive income (loss) by component for the years ending December 31, 2016 and 2015:

	Unrealized Gains on Available-for- Sale Securities	Defined Benefit Pension Items	Total
<u>December 31, 2015</u>			
Beginning balance	\$ 27,854	\$ (28,447)	\$ (593)
Other comprehensive loss before reclassification	(6,653)	(512)	(7,165)
Amounts reclassified from accumulated other comprehensive (loss) income	<u>(2,579)</u>	<u>1,831</u>	<u>(748)</u>
Net current period other comprehensive (loss) income	<u>(9,232)</u>	<u>1,319</u>	<u>(7,913)</u>
Ending balance	<u>\$ 18,622</u>	<u>\$ (27,128)</u>	<u>\$ (8,506)</u>
<u>December 31, 2016</u>			
Beginning balance	\$ 18,622	\$ (27,128)	\$ (8,506)
Other comprehensive loss before reclassification	(3,996)	(4,456)	(8,452)
Amounts reclassified from accumulated other comprehensive (loss) income	<u>(1,442)</u>	<u>1,816</u>	<u>374</u>
Net current period other comprehensive (loss) income	<u>(5,438)</u>	<u>(2,640)</u>	<u>(8,078)</u>
Ending balance	<u>\$ 13,184</u>	<u>\$ (29,768)</u>	<u>\$ (16,584)</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Fair Value of Financial Instruments

The Credit Union generally holds its earning assets, other than securities available-for-sale and loans held for sale, to maturity and settles its liabilities at maturity. However, fair value estimates are made at a specific point in time and are based on relevant market information. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Credit Union's entire holdings of a particular instrument. Accordingly, as assumptions change, such as interest rates and prepayments, fair value estimates change and these amounts may not necessarily be realized in an immediate sale.

Disclosure of fair value does not require fair value information for items that do not meet the definition of a financial instrument or certain other financial instruments specifically excluded from its requirements. These items include property and equipment, leases, and equity. Further, fair value disclosure does not attempt to value future income or business. These items may be material and, accordingly, the fair value information presented does not purport to represent, nor should it be construed to represent, the underlying "market" or franchise value of the Credit Union.

The Credit Union accounts for and discloses fair value using the guidance of FASB ASC 820, Fair Value Measurement and Disclosures. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosure about fair value. FASB ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy includes three levels of inputs that may be used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Credit Union has the ability to access at the measurement date.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices in markets that are not active for identical or similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and significant to the fair value of the assets or liabilities that are developed using the reporting entities' estimates and assumptions, which reflect those that market participants would use.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

A description of the valuation methodologies used for financial instruments measured at fair value on a recurring basis, as well as the classification of the instruments pursuant to the valuation hierarchy, are as follows:

Securities classified as available-for-sale are reported using Level 1, Level 2 and Level 3 inputs. Level 1 securities generally include equity securities valued based on quoted market prices in active markets. Level 2 instruments include agency issued securities, municipal bonds, mortgage-backed securities, collateralized mortgage obligations and certain auction rate securities. For these securities, the Credit Union obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bonds' terms and conditions, among other things.

Level 3 securities available-for-sale consist of instruments that are not readily marketable and may only be redeemed with the issuer at par such as Federal Home Loan Bank ("FHLB") stock and certain auction rate securities. The FHLB stock is stated at par value, which is deemed to approximate fair value.

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of the recorded investment in the loan or market value. The loans identified as impaired are collateral dependent secured by real estate. Market value is determined using the value of the collateral securing the loans and is therefore classified as Level 3. The value of the real estate is determined by independent licensed appraisers contracted by the Credit Union to perform the assessment. The appraised value is then discounted based upon management's experience, which includes estimated disposal costs, understanding of the member and the member's business as well as economic conditions.

Impaired loans are reviewed and evaluated on a quarterly basis for additional impairment and adjusted accordingly, based upon the pertinent conditions.

Real estate acquired through foreclosure ("other real estate owned" or "OREO") is carried at the lower of fair value at acquisition date or current estimated fair value, less estimated cost to sell when the real estate is acquired. Estimated fair value of OREO is based on appraisals or evaluations. OREO is classified within Level 3 of the fair value hierarchy. Appraisals of OREO are obtained when the real estate is acquired and subsequently as deemed necessary by management.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1 – Organization and Summary of Significant Accounting Policies (continued)

Subsequent Events

Subsequent events are events or transactions that occur after the date of the consolidated statements of financial condition but before consolidated financial statements are issued. The Credit Union recognizes in the consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the consolidated statements of financial condition, including the estimates inherent in the process of preparing the consolidated financial statements.

The Credit Union has evaluated subsequent events through March 31, 2017, which is the date the consolidated financial statements became available for issuance.

Reclassifications

Certain account reclassifications have been made to the consolidated financial statement of the prior year in order to conform to the current year presentation. These reclassifications have no effect on previously reported net income.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 2 – Business Combination

Effective March 31, 2016, the Credit Union acquired Montauk Credit Union (Montauk) headquartered in New York, New York. The transaction was accounted for as business combination. The acquisition allowed the Credit Union to expand its footprint into key strategic markets, and added approximately 2,830 members and one branch. No consideration was paid for the acquisition. The Credit Union acquired and assumed all of the assets and liabilities, respectively, of Montauk, and recognized a liability for Montauk loan participant losses of \$5,000. The fair values of assets acquired, goodwill and intangibles recognized, and liabilities assumed as of the acquisition date were as follows:

Assets acquired and recognized:	
Cash and cash equivalents	\$ 11,695
Loans receivable	70,507
Premises and equipment	4,700
NCUSIF capitalization deposit	1,541
Goodwill	56,788
Other intangibles	18,951
Other assets	<u>2,557</u>
 Total assets acquired and recognized	 <u><u>\$ 166,739</u></u>
Liabilities assumed:	
Members' shares	\$ 160,174
Other liabilities	<u>6,565</u>
 Total liabilities assumed	 <u><u>\$ 166,739</u></u>

The results of operations of Montauk are included in the Credit Union's consolidated financial statements from the date of the acquisition through December 31, 2016. Acquisition-related expenses of \$229 were incurred during the year ended December 31, 2016, in connection with this acquisition, and are recognized in the consolidated statements of income within the line item "Professional services."

As of March 31, 2016, the unpaid principal balance on PNCI loans was \$36,379. The fair value of the PNCI loans was \$30,771 resulting in a discount of \$5,608 recorded on these loans. The principal cash flows not expected to be collected on these loans was estimated at \$1,754. This discount is being accreted into income over the life of the loans on an effective yield basis.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 2 – Business Combination (continued)

The following table presents the purchased credit impaired loans as of the acquisition date:

Undiscounted contractual cash flows	\$ 121,819
Undiscounted contractual cash flows not expected to be collected (non-accretable difference)	<u>(75,350)</u>
Undiscounted contractual cash flows expected to be collected	46,469
Accretable yield at acquisition	<u>(6,733)</u>
Estimated fair value of purchased credit impaired loans	<u><u>\$ 39,736</u></u>

Note 3 – Investments

Investments classified as available-for-sale consist of the following:

<u>December 31, 2016</u>	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Agency issued securities	\$ 507,305	\$ 4,713	\$ (977)	\$ 511,041
Agency issued MBS/CMOs*	999,343	11,736	(2,000)	1,009,079
Municipal bonds	<u>143,829</u>	<u>858</u>	<u>(1,146)</u>	<u>143,541</u>
	<u>\$ 1,650,477</u>	<u>\$ 17,307</u>	<u>\$ (4,123)</u>	<u>\$ 1,663,661</u>
<u>December 31, 2015</u>	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Agency issued securities	\$ 641,480	\$ 7,002	\$ (1,653)	\$ 646,829
Agency issued MBS/CMOs*	1,188,054	14,586	(2,249)	1,200,391
Municipal bonds	<u>156,054</u>	<u>1,243</u>	<u>(307)</u>	<u>156,990</u>
	<u>\$ 1,985,588</u>	<u>\$ 22,831</u>	<u>\$ (4,209)</u>	<u>\$ 2,004,210</u>

*MBS and CMO represent Mortgage Backed Securities and Collateralized Mortgage Obligations, respectively.

Gross gains of \$1,442 and \$2,579 resulting from sales of available-for-sale securities were realized for 2016 and 2015, respectively. No losses were realized in 2016 and 2015.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 3 - Investments (continued)

Gross unrealized losses and fair value by length of time that the individual available-for-sale securities have been in a continuous unrealized loss position at December 31, 2016 and 2015 are as follows:

	<u>Less than 12 months</u>		<u>More than 12 months</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
<u>December 31, 2016</u>						
Agency issued securities	\$ 61,312	\$ (154)	\$ 109,054	\$ (823)	\$ 170,366	\$ (977)
Agency issued MBS/CMOs	88,063	(1,434)	79,145	(566)	167,208	(2,000)
Municipal bonds	54,808	(971)	23,204	(175)	78,012	(1,146)
	<u>\$ 204,183</u>	<u>\$ (2,559)</u>	<u>\$ 211,403</u>	<u>\$ (1,564)</u>	<u>\$ 415,586</u>	<u>\$ (4,123)</u>
	<u>Less than 12 months</u>		<u>More than 12 months</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
<u>December 31, 2015</u>						
Agency issued securities	\$ 48,001	\$ (511)	\$ 152,346	\$ (1,142)	\$ 200,347	\$ (1,653)
Agency issued MBS/CMOs	134,853	(1,274)	131,324	(975)	266,177	(2,249)
Municipal bonds	39,585	(264)	14,912	(43)	54,497	(307)
	<u>\$ 222,439</u>	<u>\$ (2,049)</u>	<u>\$ 298,582</u>	<u>\$ (2,160)</u>	<u>\$ 521,021</u>	<u>\$ (4,209)</u>

There were a total of 82 available-for-sale investment securities in an unrealized loss position less than 12 months and a total of 69 available-for-sale investment securities in an unrealized loss position greater than 12 months at December 31, 2016. There were a total of 86 available-for-sale investment securities in an unrealized loss position less than 12 months and a total of 72 available-for-sale investment securities in an unrealized loss position greater than 12 months at December 31, 2015.

The unrealized losses associated with these investments are considered temporary as the Credit Union does not have the intention to sell nor does it expect to be required to sell the investments prior to recovery or maturity. Management believes that the temporary unrealized loss is due to the interest rate and liquidity environment. Such determination was based upon an evaluation of the creditworthiness of the issuers and/or guarantors, the underlying collateral, if applicable, as well as the continuing performance of the securities. Management also evaluates other facts and circumstances that may be indicative of an other-than-temporary impairment condition. These include, but are not limited to, an evaluation of the type of security and length of time and extent to which the fair value has been less than cost, as well as certain collateral related characteristics.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 3 - Investments (continued)

Other investments consist of the following:

	December 31,	
	2016	2015
Certificates of deposit in banks and savings institutions	\$ 246	\$ -
Federal Home Loan Bank NY stock	18,916	13,353
Member capital account in Corporate Credit Union	400	-
	<u>\$ 19,562</u>	<u>\$ 13,353</u>

Certificates of deposit are generally nonnegotiable and nontransferable, and may incur substantial penalties for withdrawal prior to maturity.

The member capital account is an uninsured equity capital account with a Corporate Credit Union. No ready market exists for the equity capital, and there is no quoted market value. The Credit Union's investment in the Corporate Credit Union is carried at cost and tested for impairment.

Investments by maturity as of December 31, 2016, are summarized as follows:

	Available-for-Sale		
	Amortized Cost	Fair Value	Other Investments
No contractual maturity – FHLBNY stock and member capital in Corporate Credit Union	\$ -	\$ -	\$ 19,316
Less than 1 year maturity	505,825	509,274	-
1–5 years maturity	102,174	102,832	246
5–10 years maturity	43,135	42,475	-
Mortgage-backed securities	999,343	1,009,080	-
	<u>\$ 1,650,477</u>	<u>\$ 1,663,661</u>	<u>\$ 19,562</u>

Expected maturities of mortgage-backed securities may differ from contractual maturities because borrowers may have the right to prepay the obligations and are, therefore, classified separately with no specific maturity date.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 3 – Investments (continued)

Collateral pledged for potential borrowings are summarized below:

	December 31,	
	2016	2015
Available-for-sale securities	\$ 782,591	\$ 278,632
Federal Home Loan Bank stock	18,916	13,353

Note 4 – Loans Receivable and Credit Quality

Loans receivable consist of the following at December 31:

	Past Due				Current	Purchased Credit Impaired Loans	2016 Total
	1 Month	2 Months	3 Months or More	Total			
Real estate loans							
Fixed rate mortgages	\$ 1,612	\$ 580	\$ 9,027	\$ 11,219	\$ 487,565	\$ 11	\$ 498,795
Hybrid/balloon mortgages	254	251	5,539	6,044	1,356,795	-	1,362,839
Home equity line of credit, variable rate	8,168	661	5,175	14,004	1,321,199	-	1,335,203
Home equity loans	4,948	1,154	9,317	15,419	260,349	-	275,768
Commercial real estate	-	-	-	-	745,487	17	745,504
Commercial participation loans	-	-	-	-	9,974	-	9,974
Vehicle loans	2,915	761	675	4,351	371,829	-	376,180
Consumer loans	806	370	424	1,600	60,784	16	62,400
Commercial loans	13,351	28	59	13,438	45,645	39,038	98,121
Consumer credit cards	622	502	807	1,931	102,215	-	104,146
	<u>\$ 32,676</u>	<u>\$ 4,307</u>	<u>\$ 31,023</u>	<u>\$ 68,006</u>	<u>\$ 4,761,842</u>	<u>\$ 39,082</u>	4,868,930
Allowance for loan loss							(29,004)
Net deferred origination costs							33,336
Total							<u>\$ 4,873,262</u>

	Past Due				Current	Purchased Credit Impaired Loans	2015 Total
	1 Month	2 Months	3 Months or More	Total			
Real estate loans							
Fixed rate mortgages	\$ 782	\$ 546	\$ 7,725	\$ 9,053	\$ 514,096	\$ -	\$ 523,149
Hybrid/balloon mortgages	415	-	6,577	6,992	866,176	-	873,168
Home equity line of credit, variable rate	5,055	1,641	4,388	11,084	1,128,858	-	1,139,942
Home equity loans	3,528	921	6,307	10,756	251,838	-	262,594
Commercial real estate	-	-	-	-	675,364	-	675,364
Commercial participation loans	-	-	3,787	3,787	10,489	-	14,276
Vehicle loans	1,580	500	884	2,964	340,587	-	343,551
Vehicle participation loans	-	-	-	-	13	-	13
Consumer loans	387	144	411	942	58,842	-	59,784
Commercial loans	50	99	-	149	28,924	-	29,073
Consumer credit cards	352	242	512	1,106	86,320	-	87,426
	<u>\$ 12,149</u>	<u>\$ 4,093</u>	<u>\$ 30,591</u>	<u>\$ 46,833</u>	<u>\$ 3,961,507</u>	<u>\$ -</u>	4,008,340
Allowance for loan loss							(27,492)
Net deferred origination costs							26,328
Total							<u>\$ 4,007,176</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The Credit Union has purchased commercial loan participations originated by various other credit unions. All of these loan participations were purchased without recourse and are collateralized by real property.

The Credit Union offers nontraditional hybrid/balloon mortgage loans to its members. Hybrid/balloon loans consist of loans that are fixed for an initial period of three, five, seven, or ten years. After this period, the mortgages are converted to variable rate using the fully indexed rate capped at an annual increase of two percent, which can result in significant payment increase to the borrower.

The Credit Union categorizes loans into risk categories based on numerous factors. Some of those factors include, but are not limited to, financial strength, industry/economic trends, and credit history. Each loan is assessed individually and grouped into a sub-category such as commercial, commercial real estate, commercial loan participations - real estate, residential, and home equity and home equity lines of credit. An analysis of loans categorized and rated for risk is performed at least semi-annually. The ratings listed below are used when each loan is analyzed:

Special Mention - A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Credit Union's credit position at some future date. Special mention assets are not adversely classified and do not expose the Credit Union to sufficient risk to warrant adverse classification.

Substandard - A substandard loan is inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. Assets so classified must have a well-defined weakness, or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Credit Union will sustain some loss if the deficiencies are not corrected.

Doubtful - A doubtful loan has all the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable on the basis of currently known facts, conditions, and values.

Loss - A loss loan is considered uncollectible and of such little value that their continuance as bankable assets is not warranted.

All loans that are deemed to not fall within these risk ratings are given a "Pass" risk rating.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The following is a summary of the credit risk profile of the commercial and real estate loans (principal balance only) and includes PCI loans:

Grade	December 31, 2016				
	Commercial	Commercial Real Estate	Commercial Participation Loans	Residential	Home Equity Loans and Home Equity Lines of Credit
Pass	\$ 15,530	\$ 735,589	\$ 4,914	\$ 1,819,165	\$ 1,578,435
Special Mention	18,186	8,113	-	18,447	13,682
Substandard	35,592	1,802	3,253	8,187	6,655
Doubtful	28,813	-	1,807	15,835	12,199
Total	<u>\$ 98,121</u>	<u>\$ 745,504</u>	<u>\$ 9,974</u>	<u>\$ 1,861,634</u>	<u>\$ 1,610,971</u>
Grade	December 31, 2015				
	Commercial	Commercial Real Estate	Commercial Participation Loans	Residential	Home Equity Loans and Home Equity Lines of Credit
Pass	\$ 15,327	\$ 666,668	\$ 4,720	\$ 1,350,999	\$ 1,372,850
Special Mention	-	3,816	-	18,777	11,770
Substandard	1,005	4,880	5,769	8,047	5,191
Doubtful	12,741	-	3,787	18,494	12,725
Total	<u>\$ 29,073</u>	<u>\$ 675,364</u>	<u>\$ 14,276</u>	<u>\$ 1,396,317</u>	<u>\$ 1,402,536</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

For consumer loans, the Credit Union evaluates credit quality based on payment activity. Those loans that are 90 days or more past due are considered non-performing, while all remaining loans are evaluated as performing. The following is a summary of the credit risk profile of loans (principal balance only) by payment activity:

	December 31, 2016		
	Consumer Credit Card	Consumer Other	Vehicle Loans
Performing	\$ 103,339	\$ 61,961	\$ 375,410
Non-performing	807	439	770
Total	<u>\$ 104,146</u>	<u>\$ 62,400</u>	<u>\$ 376,180</u>
	December 31, 2015		
	Consumer Credit Card	Consumer Other	Vehicle Loans
Performing	\$ 86,914	\$ 59,353	\$ 342,680
Non-performing	512	431	884
Total	<u>\$ 87,426</u>	<u>\$ 59,784</u>	<u>\$ 343,564</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The following tables summarize loans that were individually evaluated for impairment at December 31:

	2016				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	\$ 11,655	\$ 13,530	\$ -	\$ 11,215	\$ 856
Residential	32,094	32,512	-	32,558	1,016
Home equity loans and home equity lines of credit	22,926	23,265	-	23,144	1,028
Consumer	10	10	-	14	1
Total	66,685	69,317	-	66,931	2,901
With an allowance recorded:					
Commercial	13,091	13,091	2,525	13,109	17
Commercial real estate including participations	14,925	14,958	2,404	15,115	696
Residential	15,292	15,555	2,926	15,404	506
Home equity loans and home equity lines of credit	13,258	13,312	5,375	13,290	291
Consumer	115	115	4	133	12
Total	56,681	57,031	13,234	57,051	1,522
Total impaired loans	<u>\$ 123,366</u>	<u>\$ 126,348</u>	<u>\$ 13,234</u>	<u>\$ 123,982</u>	<u>\$ 4,423</u>
	2015				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ 47	\$ -
Residential	20,961	21,154	-	22,723	685
Home equity loans and home equity lines of credit	12,969	13,036	-	13,438	630
Consumer	38	38	-	497	4
Total	33,968	34,228	-	36,705	1,319
With an allowance recorded:					
Commercial	12,741	12,741	647	12,741	627
Commercial real estate including participations	12,027	12,030	2,699	14,356	500
Residential	24,155	24,403	3,348	23,424	798
Home equity loans and home equity lines of credit	17,020	17,198	5,448	15,984	682
Consumer	351	352	35	275	35
Total	66,294	66,724	12,177	66,780	2,642
Total impaired loans	<u>\$ 100,262</u>	<u>\$ 100,952</u>	<u>\$ 12,177</u>	<u>\$ 103,485</u>	<u>\$ 3,961</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

Recorded investment as of December 31, 2016 and 2015 includes accrued interest and deferred net loan origination costs.

The allowance for loan losses is an estimate for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectability of all or part of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using, among other factors, past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, and economic conditions. Allocations to the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

As of December 31, 2016, and 2015 the Credit Union's investment in residential loans collateralized by residential real estate property in process of foreclosure was \$21,259 and \$17,103, respectively.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The following table presents data regarding the allowance for loan losses and loans evaluated for impairment by class of loan. Loan balances include deferred origination costs.

	Commercial	Commercial Real Estate Including Participations	Consumer	Residential	Home Equity Loans and Home Equity Lines of Credit	Total at December 31, 2016
Allowance for loan losses:						
Beginning balance	\$ 1,035	\$ 5,260	\$ 4,698	\$ 6,082	\$ 10,417	\$ 27,492
Charge-offs	(247)	(736)	(5,269)	(845)	(933)	(8,030)
Recoveries	201	10	951	43	145	1,350
Provision	1,773	739	5,440	(299)	539	8,192
Ending balance	<u>\$ 2,762</u>	<u>\$ 5,273</u>	<u>\$ 5,820</u>	<u>\$ 4,981</u>	<u>\$ 10,168</u>	<u>\$ 29,004</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 2,525</u>	<u>\$ 2,404</u>	<u>\$ 4</u>	<u>\$ 2,926</u>	<u>\$ 5,375</u>	<u>\$ 13,234</u>
Ending balance:						
Collectively evaluated for impairment	<u>\$ 237</u>	<u>\$ 2,869</u>	<u>\$ 5,816</u>	<u>\$ 2,055</u>	<u>\$ 4,793</u>	<u>\$ 15,770</u>
Loans receivable						
Ending balance	<u>\$ 97,735</u>	<u>\$ 753,261</u>	<u>\$ 543,741</u>	<u>\$ 1,868,303</u>	<u>\$ 1,639,226</u>	<u>\$ 4,902,266</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 24,746</u>	<u>\$ 14,925</u>	<u>\$ 125</u>	<u>\$ 47,386</u>	<u>\$ 36,184</u>	<u>\$ 123,366</u>
Ending balance:						
Collectively evaluated for impairment	<u>\$ 72,989</u>	<u>\$ 738,336</u>	<u>\$ 543,616</u>	<u>\$ 1,820,917</u>	<u>\$ 1,603,042</u>	<u>\$ 4,778,900</u>
	Commercial	Commercial Real Estate Including Participations	Consumer	Residential	Home Equity Loans and Home Equity Lines of Credit	Total at December 31, 2015
Allowance for loan losses:						
Beginning balance	\$ 191	\$ 5,493	\$ 3,898	\$ 5,858	\$ 11,128	\$ 26,568
Charge-offs	(399)	(749)	(4,457)	(1,003)	(1,412)	(8,020)
Recoveries	7	-	1,125	12	207	1,351
Provision	1,236	516	4,132	1,215	494	7,593
Ending balance	<u>\$ 1,035</u>	<u>\$ 5,260</u>	<u>\$ 4,698</u>	<u>\$ 6,082</u>	<u>\$ 10,417</u>	<u>\$ 27,492</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 647</u>	<u>\$ 2,699</u>	<u>\$ 35</u>	<u>\$ 3,348</u>	<u>\$ 5,448</u>	<u>\$ 12,177</u>
Ending balance:						
Collectively evaluated for impairment	<u>\$ 388</u>	<u>\$ 2,561</u>	<u>\$ 4,663</u>	<u>\$ 2,734</u>	<u>\$ 4,969</u>	<u>\$ 15,315</u>
Loans receivable						
Ending balance	<u>\$ 30,547</u>	<u>\$ 685,489</u>	<u>\$ 492,711</u>	<u>\$ 1,399,600</u>	<u>\$ 1,426,321</u>	<u>\$ 4,034,668</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 12,741</u>	<u>\$ 12,027</u>	<u>\$ 389</u>	<u>\$ 45,116</u>	<u>\$ 29,989</u>	<u>\$ 100,262</u>
Ending balance:						
Collectively evaluated for impairment	<u>\$ 17,806</u>	<u>\$ 673,462</u>	<u>\$ 492,322</u>	<u>\$ 1,354,484</u>	<u>\$ 1,396,332</u>	<u>\$ 3,934,406</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The following table presents troubled debt restructurings that occurred during the years ended December 31, 2016 and 2015. The post-modification outstanding recorded investment presented below reflects the balance at the end of the period.

	<u>Number of Contracts</u>	<u>Pre-Modification Outstanding Recorded Investment</u>	<u>Post-Modification Outstanding Recorded Investment</u>
<u>December 31, 2016</u>			
Residential	18	\$ 4,785	\$ 4,865
Home equity loans and home equity lines of credit	24	2,955	3,058
Commercial real estate including participations	2	2,359	2,282
Commercial	45	13,768	11,568
Consumer	1	25	25
<u>December 31, 2015</u>			
Residential	19	\$ 5,275	\$ 5,326
Home equity loans and home equity lines of credit	30	3,589	3,559
Commercial real estate including participations	2	3,042	3,020
Commercial	14	12,938	12,936
Consumer	2	22	18

The following table summarizes troubled debt restructured loans that defaulted during the period ended December 31, 2016 and 2015 and for which the default occurred within 12 months of the modification date. The recorded investment reflects the balance at the end of the period.

	<u>Number of Contracts</u>	<u>Recorded Investment</u>
<u>December 31, 2016</u>		
Residential	2	\$ 576
Home equity loans and home equity lines of credit	2	360
<u>December 31, 2015</u>		
Residential	2	\$ 755
Home equity loans and home equity lines of credit	4	558

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 4 - Loans Receivable and Credit Quality (continued)

The following table summarizes loan balances in non-accrual status:

	December 31,	
	2016	2015
Commercial	\$ 12,438	\$ 12,935
Commercial real estate including participations	474	6,673
Consumer		
Consumer - auto	770	884
Consumer - other	439	431
Consumer - credit cards	807	512
Residential	12,802	14,848
Home equity loans and home equity lines of credit	14,493	10,695
Total	<u>\$ 42,223</u>	<u>\$ 46,978</u>

Loan balances in non-accrual status include troubled debt restructurings of \$10,812 and \$12,808 as of December 31, 2016 and 2015, respectively.

The outstanding contractual unpaid balance of purchased impaired loans, excluding acquisition accounting adjustments, was \$119 million at December 31, 2016. The carrying balance of purchased impaired loans was \$39 million at December 31, 2016.

The following table presents the changes in the accretable yield for purchased credit impaired loans for the year ended December 31, 2016:

	December 31, 2016
Balance, beginning of year	\$ -
Additions resulting from acquisitions	6,733
Accretion to interest income	<u>(1,443)</u>
	<u>\$ 5,290</u>

As of December 31, 2016, the non-accretable difference between the required payments and the cash flow to be collected was \$75,258.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 5 - Loan Servicing

Mortgage loans serviced for others are not included in the accompanying consolidated statements of financial condition. The unpaid principal balances of these loans at December 31, 2016 and 2015 are summarized as follows:

	December 31,	
	<u>2016</u>	<u>2015</u>
Mortgage loans underlying pass-through securities		
Federal National Mortgage Association	\$ 3,296,855	\$ 3,042,008
Federal Home Loan Mortgage Corporation	398,519	395,817
Federal Home Loan Bank of New York	137,781	105,563
Government National Mortgage Association	77,828	69,547
Conventional (other)	6,256	7,062
Charlie Mac, LLC	1,480	1,828
	<u>\$ 3,918,719</u>	<u>\$ 3,621,825</u>

Custodial escrow balances maintained in connection with the foregoing loan servicing, and included in members' shares, were approximately \$26,414 and \$23,972 at December 31, 2016 and 2015, respectively.

The following table presents a summary of the changes in the balance of mortgage servicing rights:

	Years Ended December 31,	
	<u>2016</u>	<u>2015</u>
Balance, beginning of year	\$ 21,246	\$ 18,025
Servicing assets recognized during the year	6,915	6,670
Amortization of servicing assets	<u>(3,999)</u>	<u>(3,449)</u>
Balance, end of year	<u>\$ 24,162</u>	<u>\$ 21,246</u>
Fair value of mortgage servicing rights	<u>\$ 38,312</u>	<u>\$ 33,435</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 6 - Property and Equipment, Net

Property and equipment are summarized as follows:

	<u>Property and Equipment</u>	<u>Accumulated Depreciation and Amortization</u>	<u>Property and Equipment, net</u>
<u>December 31, 2016</u>			
Land and improvements	\$ 3,677	\$ (504)	\$ 3,173
Building	28,039	(12,068)	15,971
Furniture and equipment	16,649	(12,709)	3,940
Data processing	27,234	(23,147)	4,087
Automobile	64	(36)	28
Leasehold improvements	22,879	(12,668)	10,211
	<u>\$ 98,542</u>	<u>\$ (61,132)</u>	<u>\$ 37,410</u>
<u>December 31, 2015</u>			
Land and improvements	\$ 2,332	\$ (494)	\$ 1,838
Building	17,954	(11,249)	6,705
Furniture and equipment	14,844	(11,712)	3,132
Data processing	25,192	(20,750)	4,442
Automobile	64	(24)	40
Leasehold improvements	22,762	(10,961)	11,801
	<u>\$ 83,148</u>	<u>\$ (55,190)</u>	<u>\$ 27,958</u>

Depreciation expense was \$5,943 and \$4,971, respectively, for the years ended December 31, 2016 and 2015.

The Credit Union leases various offices. The operating leases contain renewal options and provisions requiring the Credit Union to pay property taxes and operating expenses over base period amounts. All rental payments are dependent only upon the lapse of time.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 6 - Property and Equipment, Net (continued)

Minimum rental payments under operating leases with initial or remaining terms of one year or more at December 31, 2016, are as follows:

	<u>Minimum Rental Payments</u>
Years Ending December 31, 2017	\$ 3,389
2018	3,091
2019	2,782
2020	2,553
2021	2,531
Subsequent Years	<u>12,517</u>
	<u>\$ 26,863</u>

Rental expense for the years ended December 31, 2016 and 2015 for all facilities leased under operating leases totaled \$4,725 and \$5,010, respectively.

Note 7 - Members' Shares

Members' shares are summarized as follows:

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Regular shares	\$ 1,140,931	\$ 973,182
Share draft accounts	959,167	818,229
Money market accounts	1,740,950	1,653,460
Individual retirement accounts - money market	119,939	117,435
Certificates	<u>2,138,546</u>	<u>2,014,204</u>
	<u>\$ 6,099,533</u>	<u>\$ 5,576,510</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 7 – Members’ Shares (continued)

Certificates by maturity as of December 31, 2016 are summarized as follows:

0-1 year maturity	\$ 819,701
1-2 years maturity	639,926
2-3 years maturity	214,969
3-4 years maturity	148,948
4-7 years maturity	<u>315,002</u>
	<u><u>\$ 2,138,546</u></u>

The National Credit Union Share Insurance Fund insures members’ shares up to \$250. The aggregate amount of certificates in denominations of \$250 or more at December 31, 2016 and 2015 was approximately \$227,757 and \$209,595, respectively.

At December 31, 2016 and 2015, overdraft demand shares reclassified as loans totaled \$362 and \$499, respectively.

Note 8 – Borrowed Funds

The Credit Union has lines of credits with various financial institutions. The terms of the agreements call for pledging assets as security for any and all obligations taken by the Credit Union. The agreements provide for a total borrowing capacity of \$1,488,744, subject to certain collateral requirements, with interest charged at a rate determined by the lenders on a periodic basis. At December 31, 2016, the Credit Union had outstanding borrowings of \$100,000 at a rate of 0.72% from the FHLBNY with a maturity date of January 2, 2018.

At December 31, 2015, the Credit Union had outstanding borrowings of \$26,500 at a rate of 0.52% from the FHLBNY with a maturity date of January 2, 2016. Additionally, there were no draws outstanding on these lines of credit for any material length of time in 2016 or 2015. The agreements are reviewed for continuation by the lenders and the Credit Union annually.

Note 9 – Concentrations of Credit Risk

The Credit Union has an open federal charter and there are no geographic or group affiliation field of membership restrictions. The open charter was approved during 2016 by the NCUA. The majority of current members are in New York’s Nassau and Suffolk Counties. Although the Credit Union has a diversified loan portfolio, borrowers’ ability to repay loans may be affected by the economic climate of the overall geographic region in which borrowers reside.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 10 - Commitments and Contingent Liabilities

The Credit Union is a party to various legal actions normally associated with collection of loans and other business activities of financial institutions, the aggregate effect of which, in management's opinion, would not have a material adverse effect on the financial condition or results of operations of the Credit Union.

Outstanding loan commitments are summarized as follows:

	Years Ended December 31,	
	2016	2015
Home equity	\$ 999,732	\$ 806,958
Consumer - credit card	332,853	254,628
Consumer - other	162,434	153,668
Commercial	6,379	7,565
Commercial - real estate	4,417	8,347
	<u>\$ 1,505,815</u>	<u>\$ 1,231,166</u>

Commitments may expire without being drawn upon. Therefore, the total commitment amount does not necessarily represent future cash requirements of the Credit Union. These commitments are not reflected in the consolidated financial statements.

The Credit Union has approximately \$175,837 and \$159,768 in outstanding commitments to sell loans at December 31, 2016 and 2015, respectively. Outstanding mortgage loan commitments at December 31, 2016 and 2015 total approximately \$313,022 and \$299,140, respectively.

In the ordinary course of business, the Credit Union is exposed to potential claims and/or litigation under representations and warranties made to purchasers and insurers of mortgage loans as well as the purchasers of servicing rights. Under certain circumstances, the Credit Union may be required to repurchase mortgage loans or indemnify the purchasers of loans or servicing rights for losses if there has been a breach of representations or warranties. Any resulting liabilities would be recorded at the date the loss is probable and could be reasonably estimated. There were no repurchase or indemnification liabilities at December 31, 2016 and 2015.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 11 – Derivative Financial Instruments

Certain derivative instruments do not meet the requirements to be accounted for as hedging instruments. These undesignated derivative instruments are recognized in other assets and other liabilities on the consolidated statements of financial condition at fair value, with changes in fair value recorded in gain on sale of mortgage loans.

Derivatives outstanding at the end of each year, and gains (losses) recognized during the year are summarized as follows:

	December 31, 2016			
	Notional Amount	Fair Value - Asset	Fair Value - (Liability)	Gain (Loss) Recognized
Forward loan sale commitments	\$ 142,500	\$ 1,993	\$ -	\$ 1,821
Mortgage loan commitments	175,837	-	(312)	(586)
	December 31, 2015			
	Notional Amount	Fair Value - Asset	Fair Value - (Liability)	Gain (Loss) Recognized
Forward loan sale commitments	\$ 111,914	\$ 172	\$ -	\$ 946
Mortgage loan commitments	159,768	273	-	(874)

Note 12 – Employee Benefits

The Credit Union sponsors a funded, noncontributory defined benefit pension plan. The Credit Union also sponsors an unfunded, noncontributory, nonqualified defined benefit supplemental executive retirement plan. The plans call for benefits to be paid to eligible employees at retirement based primarily upon years of service with the Credit Union and compensation levels at retirement. Contributions to the plan reflect benefits attributed to employees' services to date, as well as services expected to be earned in the future. Plan assets consist primarily of equity securities.

The Credit Union also sponsors a postretirement benefit plan to provide health care benefits to retirees of the Credit Union from retirement until Medicare benefits become available. The postretirement benefits take into account actuarial assumptions that consider employee's age, years to retirement, and years to Medicare benefits. Other assumptions include that the plan will pay a portion of the health care premium for the retirees, and a factor of the health care cost trend rate.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 12 - Employee Benefits (continued)

The accrued pension benefits and net periodic pension costs for the years ended December 31, 2016 and 2015 are as follows:

	Pension Plans		Postretirement Benefit	
	2016	2015	2016	2015
Change in benefit obligation				
Projected benefit obligation at beginning of year	\$ 70,843	\$ 70,674	\$ 9,065	\$ 8,822
Service cost	2,538	2,504	400	456
Interest cost	3,123	2,808	391	367
Plan amendments	82	1,167	(104)	-
Benefits paid	(1,913)	(1,672)	(194)	(142)
Actuarial (gain) loss	3,651	(4,638)	3	(438)
	78,324	70,843	9,561	9,065
Projected benefit obligation at end of year				
Change in plan assets				
Fair value of plan assets at beginning of year	50,513	50,245	-	-
Actual return (loss) on plan assets	3,309	(412)	-	-
Employer contributions	6,242	2,352	194	142
Benefits paid	(1,795)	(1,672)	(194)	(142)
	58,269	50,513	-	-
Fair value of plan assets at end of year				
Unfunded projected status at end of year	\$ (20,055)	\$ (20,330)	\$ (9,561)	\$ (9,065)
Accumulated benefit obligation	\$ 68,274	\$ 62,537	\$ -	\$ -

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 12 – Employee Benefits (continued)

	Pension Plans		Postretirement Benefit	
	2016	2015	2016	2015
Amounts recognized in the consolidated statements of financial condition consist of:				
Accrued benefit liability	\$ (20,055)	\$ (20,330)	\$ (9,561)	\$ (9,065)
Accumulated other comprehensive gain (loss)	\$ (29,460)	\$ (27,228)	\$ (308)	\$ 100
Amounts recognized in accumulated other comprehensive income (loss) consist of:				
Net actuarial loss	\$ (28,360)	\$ (26,017)	\$ (3,003)	\$ (3,195)
Prior service credit (cost)	(1,100)	(1,211)	2,695	3,295
Total	\$ (29,460)	\$ (27,228)	\$ (308)	\$ 100
Weighted-average assumptions used to determine net periodic pension cost as of December 31:				
Discount rate	4.20%	4.02%	4.14%	4.35%
Rate of compensation increase	3.50%	3.50%	N/A	N/A
Weighted-average assumptions used to determine net periodic pension cost as of December 31:				
Discount rate	4.42%	4.02%	4.35%	4.01%
Expected return on plan assets	8.00%	8.00%	N/A	N/A
Rate of compensation increase	3.50%	3.50%	N/A	N/A
Inflation	3.00%	3.00%	N/A	N/A
Health care inflation:				
Medical trend rates			4.50% - 7.00%	4.50% - 7.25%
Year of ultimate achievement			2020	2020
Dental trend rates			5.0%	5.0%
Year of ultimate achievement			N/A	N/A

Assumed health care cost trend rates may have a significant effect on the amounts reported for the health care plan. A one-percent point change in assumed health care trend rates would have the following effects on for the year ended December, 31, 2016:

	1% Point Increase	1% Point Decrease
Effect on total service and interest cost components	\$ 160	\$ (124)
Effect on postretirement benefit obligation	1,629	(1,283)

The funded, noncontributory defined benefit pension plan's expected long-term rate of return assumption is based on a building block approach, determining risk-free asset return assumptions, and applying a weighted average methodology to the proportion of plan assets in each applicable asset class.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 12 – Employee Benefits (continued)

The Credit Union’s pension plan approximate weighted-average asset allocations by asset category are as follows:

	Pension Plans	
	2016	2015
Equity securities (Level 1)	74%	73%
Debt securities (Level 2)	24%	25%
Other (Level 1)	2%	2%
	<u>100%</u>	<u>100%</u>

The Credit Union’s pension investment strategies are targeted to produce a total return that, when combined with the Credit Union’s contributions to the plan, will maintain the fund’s ability to meet all required benefit obligations. Risk is controlled through diversification of asset types and investments in domestic and international equities, fixed income securities and cash.

The minimum contribution requirement is approximately \$2,268 for the pension plan and approximately \$277 to the postretirement benefit plan in 2017.

The following pension and postretirement benefit payments for the next ten years, which reflect expected future service, as appropriate, are expected to be paid as follows:

	Pension/ Postretirement Benefit Payments
Years Ending December 31, 2017	\$ 2,502
2018	2,655
2019	2,895
2020	3,307
2021	3,433
2022–2026	<u>21,272</u>
	<u>\$ 36,064</u>

The noncontributory defined benefit pension plan was amended as of June 1, 2012. The plan is closed to new hires on or after March 1, 2012.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 12 – Employee Benefits (continued)

The Credit Union also has a defined contribution 401(k) plan that allows employees to defer a portion of their salary into the 401(k) plan. The Credit Union matches a portion of employees' wage contributions. Plan costs are accrued and funded on a current basis. The Credit Union contributed approximately \$1,894 and \$1,604, respectively, to the plan for the years ended December 31, 2016 and 2015.

Note 13 – Members' Equity

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

Quantitative measures established by regulation to ensure capital adequacy require the Credit Union to maintain minimum amounts and ratios (set forth in the table below) of net worth to total assets. Further, Credit Unions over \$50,000 in assets are also required to calculate a risk-based net worth ("RBNW") requirement which establishes whether or not the Credit Union will be considered "complex" under the regulatory framework. The Credit Union's RBNW requirements as of December 31, 2016 and 2015 were 5.84% and 5.93%, respectively. The minimum requirement to be considered "complex" under the regulatory framework is 6%. Management believes, as of December 31, 2016 and 2015, the Credit Union meets all capital adequacy requirements to which it is subject.

As of December 31, 2016, the most recent call reporting period, and 2015, the NCUA categorized the Credit Union as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," the Credit Union must maintain a minimum net worth ratio of 7% of assets. There are no conditions or events since that notification that management believes have changed the institution's category.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 13 - Members' Equity (continued)

The Credit Union's actual capital amounts and ratios are presented in the following table:

	December 31, 2016		December 31, 2015	
	Amount	Ratio/ Requirement	Amount	Ratio/ Requirement
Amount needed to be classified as "adequately capitalized"	\$ 415,119	6.0%	\$ 374,865	6.0%
Amount needed to be classified as "well capitalized"	484,306	7.0%	437,343	7.0%
Actual net worth	591,994	8.7%	531,257	8.7%

Because the RBNW requirement is less than the net worth ratio, the Credit Union retains its original category. Further, in performing its calculation of total assets, the Credit Union used the quarter-end balance option, as permitted by regulation.

Note 14 - Related Party Transactions

In the normal course of business, the Credit Union extends credit to directors, supervisory committee members and executive officers. The aggregate loans to related parties at December 31, 2016 and 2015 were \$3,966 and \$4,088, respectively. Deposits from related parties at December 31, 2016 and 2015 amounted to \$3,770 and \$3,887, respectively.

The Credit Union holds equity method investments in certain credit union service organizations ("CUSOs"). These CUSOs provide back-office and other operational services to the Credit Union.

The Credit Union owns a one third interest in S3 Shared Service Solutions, LLC ("S3") which provides various administrative services to the Credit Union. Two other credit unions ("CUs") also each own one third interests in S3. The investment is included in other assets on the consolidated statements of financial condition and totaled \$3,804 at December 31, 2016 and 2015. Net expenses for services provided by S3 were \$13,820 and \$13,249 during the years ended December 31, 2016 and 2015, respectively, and are included in operations expenses on the consolidated statements of income. The investment in S3 is recorded using the equity method of accounting.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 14 - Related Party Transactions (continued)

On May 31, 2013, the Credit Union entered into a Contracted Employees and Cost Sharing Agreement with S3 in which the Credit Union leases employees and office space from S3 to perform administrative services for the CUs. The agreement may be unilaterally terminated by either party after a notice period of up to one year. In addition, the Credit Union and the CUs entered into a correspondent service agreement (CSA) on May 31, 2013 which establishes that the Credit Union will be paid directly by the CUs on a monthly basis for costs of services provided. These payments amounted to \$21,859 and \$19,982 for the years ended December 31, 2016 and 2015, respectively. These payments are netted in the consolidated financial statements and had no effect on net income.

The Credit Union owns a one third interest in Open Technology Solutions, LLC ("OTS") which provides data support services to the Credit Union. The investment, included in other assets on the consolidated statements of financial condition, totaled \$942 at December 31, 2016 and 2015. Expenses for services provided by OTS were \$7,346 and \$6,298 for the years ended December 31, 2016 and 2015, respectively, and are included in operations expenses on the consolidated statements of income. The investment in OTS is recorded using the equity method of accounting. In addition, Bethpage and the CUs extended a loan to OTS during 2014 which had an interest rate of 3.25% and maturity date of December 31, 2018. The portion recorded as a receivable to Bethpage was \$1,800 and \$1,500 as of December 31, 2016 and 2015, respectively, and is included in other assets in the consolidated statement of financial condition.

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 15 - Fair Value of Financial Instruments

Assets measured at fair value on a non-recurring basis are summarized below:

	Fair Value Measurement at December 31, 2016 Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance December 31, 2016
Impaired loans	\$ -	\$ -	\$ 110,132	\$ 110,132
Real estate acquired through foreclosure	-	-	1,392	1,392
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 111,524</u>	<u>\$ 111,524</u>

	Fair Value Measurement at December 31, 2015 Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance December 31, 2015
Impaired loans	\$ -	\$ -	\$ 88,085	\$ 88,085
Real estate acquired through foreclosure	-	-	6,459	6,459
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 94,544</u>	<u>\$ 94,544</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands)

Note 15 - Fair Value of Financial Instruments (continued)

Assets and liabilities measured at fair value on a recurring basis are summarized below:

	Fair Value Measurement at December 31, 2016 Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance December 31, 2016
Investment securities available-for-sale				
Agency issued securities	\$ -	\$ 511,041	\$ -	\$ 511,041
Agency issued MBS/CMOs	-	1,009,079	-	1,009,079
Municipal bonds	-	143,541	-	143,541
Forward loan sales commitment	-	1,993	-	1,993
Total assets	<u>\$ -</u>	<u>\$ 1,665,654</u>	<u>\$ -</u>	<u>\$ 1,665,654</u>
Mortgage loan commitments		\$ (312)		\$ (312)
Total liabilities	<u>\$ -</u>	<u>\$ (312)</u>	<u>\$ -</u>	<u>\$ (312)</u>
	Fair Value Measurement at December 31, 2015 Using			
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance December 31, 2015
Investment securities available-for-sale				
Agency issued securities	\$ -	\$ 646,829	\$ -	\$ 646,829
Agency issued MBS/CMOs	-	1,200,391	-	1,200,391
Municipal bonds	-	156,990	-	156,990
Forward loan sales commitment	-	172	-	172
Mortgage loan commitments	-	273	-	273
Total assets	<u>\$ -</u>	<u>\$ 2,004,655</u>	<u>\$ -</u>	<u>\$ 2,004,655</u>

BETHPAGE FEDERAL CREDIT UNION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Note 15 - Fair Value of Financial Instruments (continued)

The following table provides a description of valuation technique, significant unobservable inputs and qualitative information about the unobservable inputs for the Credit Union's assets and liabilities classified as level 3 and measured at fair value on a recurring and nonrecurring basis at December 31:

Financial Instruments	Valuation Technique	Unobservable Inputs	Discount Range	
			2016	2015
Impaired loans	Market comparable	Adjustments to appraised values	0 - 15%	0 - 15%
Real estate acquired through foreclosure	Market comparable	Adjustments to appraised values	10 - 20%	10 - 20%

The estimated fair value amounts have been determined by the Credit Union using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Credit Union could realize in a market exchange. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Note 16 - Securitizations

The Credit Union securitizes loans as a source of funding. In a securitization, debt securities are issued and are generally collateralized by a single class of transferred assets, such as residential mortgages. The Credit Union had \$79,818 and \$70,030 outstanding as of December 31, 2016 and 2015, respectively, of GNMA guaranteed Residential Mortgage Backed Security securities (RMBS) while retaining the rights to servicing.

Under the provisions of the RMBS program, the Credit Union, as the issuer and servicer, in specific instances is obligated to collect certain "defaulted" mortgages that are subject to a specific collection process under FHA and HUD guidelines. Management has determined that under certain circumstances it is possible that the Credit Union might, in some instances, collect amounts that are less than the HUD guaranteed amount. Additionally, if a borrower prepays a loan at any time during any month other than at the end of the month the Credit Union cannot charge a prepayment penalty and must pay the bond holders interest as if the loan were outstanding all month.

As part of the securitization process, the Credit Union enters into forward delivery contracts. At December 31, 2016 outstanding forward delivery contracts were \$4,894. These agreements are matched to the dollar amount of each securitization trade.