



**2016**

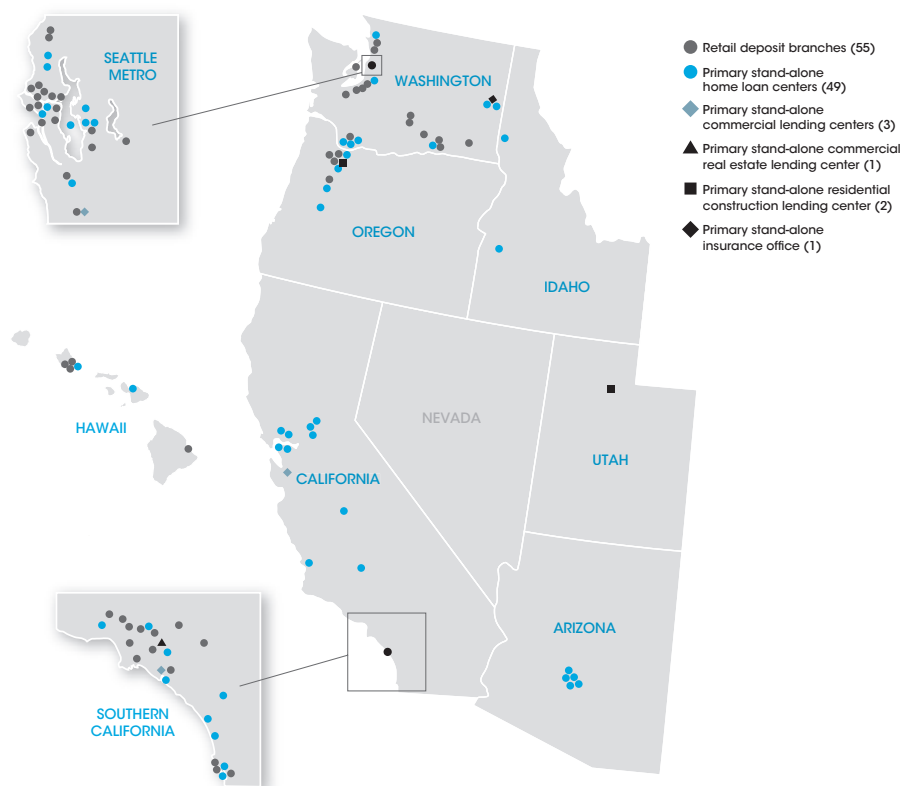
**Annual Report to Shareholders**

# [HomeStreet]<sup>®</sup>

HomeStreet, Inc. (Nasdaq:HMST) is a diversified financial services company headquartered in Seattle, Washington, serving consumers and businesses in the Western United States and Hawaii through its various operating subsidiaries. The Company is principally engaged in real estate lending, including mortgage banking activities, and commercial and consumer banking. Its principal subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation.

HomeStreet Bank is a Washington state-chartered commercial bank that provides consumer, mortgage and commercial loans, deposit products and services, non-deposit investment products, private banking and cash management services. Our loan products include consumer loans, single family residential mortgages, loans secured by commercial real estate, construction loans for residential and commercial real estate projects, commercial business loans and agricultural loans. Doing business as HomeStreet Insurance Agency, we provide insurance products and services for consumers and businesses. We also offer single family home loans through our partial ownership of WMS Series LLC, an affiliated business arrangement with various owners of Windermere Real Estate Company franchises whose home loan businesses are known as Penrith Home Loans (formerly known as Windermere Mortgage Services).

HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program (“DUS<sup>®</sup>”) in conjunction with HomeStreet Bank.



The number of offices listed above does not include satellite offices with a limited number of staff who report to a manager located in a separate primary office.



To our Shareholders,

In 2016, we made significant progress in growing and diversifying our Company, with the goal of becoming a significant West Coast regional bank dedicated to serving the needs of consumers and businesses. We expanded our commercial and consumer banking segment, both organically and through acquisitions, and continued to build our mortgage banking market share in new and existing markets.

We continue to execute on our strategies:

- Growing and diversifying earnings by expanding our Commercial and Consumer Banking business;
- Supplementing our strong organic growth with strategic acquisitions;
- Investing in profitable growth by managing expense increases below revenue growth levels;
- Focusing growth in major western metropolitan markets; and
- Maintaining strong credit quality by adhering to strict underwriting guidelines and actively monitoring a wide range of leading economic indicators in all of our markets.

During 2016, we made strategic acquisitions to expand our Commercial and Consumer Banking business, especially in Southern California. In February we completed the acquisition of Orange County Business Bank, acquiring one retail bank branch and approximately \$190 million in assets in this important growth market. We also acquired two retail bank branches, approximately \$40 million in assets, all deposits, and certain liabilities from The Bank of Oswego, located in an affluent suburb of Portland, Oregon in August. Lastly, we acquired two retail bank branches and approximately \$100 million of deposits from Boston Private Bank & Trust, located in Granada Hills and Burbank in Southern California in November.

We have also made significant investments in the organic growth of our California commercial banking business. In 2016, we hired a California market president, and subsequent to year-end we announced the hiring of market presidents for our key California markets, Silicon Valley and San Diego and Orange Counties. Additionally, during the first quarter of 2017 we opened our first Northern California commercial banking office in San Jose, with plans to hire additional credit and lending personnel to support this large and growing market. We expect to open our first Northern California retail deposit branch in San Jose during the second half of 2017.

During 2016, we opened six de-novo retail deposit branches in Washington, California, and Hawaii. We opened new retail bank branches in existing markets to increase customer convenience and core deposit market share and to leverage our growing brand awareness. We also opened new branches in high-growth target markets where we have a strong single family mortgage lending presence. In addition, we opened three single family lending offices in Arizona and California, one commercial lending office focused on originating small business loans in Southern California, and one insurance agency office in Spokane, Washington.

To support our growth initiatives, we diversified and strengthened our capital base. In May 2016, we issued senior notes for net proceeds of \$63.2 million, and in December 2016, we issued approximately 2 million shares of common stock in an At-the-Market offering, netting proceeds of \$58.6 million.

Highlights from the past year include:

- Total assets grew \$1.3 billion in 2016 from \$4.9 billion in 2015 to \$6.2 billion. The acquisitions of Orange County Business Bank and the assets of The Bank of Oswego contributed approximately \$230 million of this growth.
- Net income for the year, excluding merger related items, increased 41.6% from \$44.3 million in 2015 to \$62.8 million in 2016. Diluted earnings per share, excluding merger related items, increased 19.9% from \$2.11 in 2015 to \$2.53 in 2016.
- Return on tangible equity, excluding merger related items, increased from 10.5% in 2015 to 11.7% in 2016. Our tangible book value per share increased from \$20.16 at the end of 2015 to \$22.33 at the end of last year.
- Our Commercial and Consumer Banking segment produced a significant proportion of Company earnings. Net income for the segment, excluding merger related items, was 56.4% of our core net income (excluding merger related items) for 2016. Total revenue for the segment increased 27.0% from 2015 to 2016.
- Credit performance remained strong; nonperforming assets as a percentage of total assets fell from 0.5% to 0.4%. The markets in which we operate are among the strongest and most diverse in the United States, with favorable trends in employment, housing, wages, construction, and population growth. We remain vigilant, however, monitoring a wide range of economic indicators in all of our markets in order to react quickly to any changes that might negatively impact the quality of our assets.
- We closed and sold over \$8.7 billion of single family mortgage loans during 2016, up 25.4% from 2015 and grew our portfolio of single family loans serviced for others to \$19.5 billion from \$15.3 billion.
- Lastly, reflecting our commitment to be a contributing member of our local communities, we are proud to have established the HomeStreet Foundation. The HomeStreet Foundation will continue HomeStreet's focus on supporting organizations that help meet the basic needs of our communities, in particular housing and shelter. We are also proud of our employees' community involvement. During 2016, HomeStreet employees provided over 18,000 volunteer service hours and over 200 employees hold leadership roles in local nonprofit organizations.

We look forward to enhancing shareholder value by growing our business both organically and through acquisitions, by maintaining strong underwriting standards, and by leveraging our investments in improving operating efficiencies. We are excited about the outlook and opportunities in 2017 and beyond. We would like to recognize and thank our exceptional employees, and welcome those from Orange County Business Bank, The Bank of Oswego, and Boston Private Bank & Trust to HomeStreet.

Finally, I want to thank you, our shareholders, for your continued support and confidence in our company.

A handwritten signature in black ink, consisting of a stylized 'M' followed by a cursive 'K' and a horizontal line extending to the right.

Mark K. Mason, Chairman, President, & Chief Executive Officer  
HomeStreet, Inc.



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-35424

**HOMESTREET, INC.**

(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction of  
incorporation or organization)

91-0186600  
(I.R.S. Employer  
Identification Number)

601 Union Street, Ste. 2000  
Seattle, WA 98101

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (206) 623-3050

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

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--|
| Common Stock, no par value | Nasdaq Stock Market LLC                          |

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

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

|  |   |
|--|---|
| Large accelerated filer <input type="checkbox"/>   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

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

As of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of common stock held by non-affiliates was approximately \$413.1 million, based on a closing price of \$19.92 per share of common stock on the Nasdaq Global Select Market on such date. Shares of common stock held by each executive officer and director and by each person known to the Company who beneficially owns more than 5% of the outstanding common stock have been excluded in that such persons may under certain circumstances be deemed to be affiliates. This determination of executive officer or affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the registrant's common stock as of March 7, 2017 was 26,836,773.6.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information that will be contained in the definitive proxy statement for the registrant's annual meeting to be held in May 2017 is incorporated by reference into Part III of this Form 10-K.

|                            |  |     |
|----------------------------|--|-----|
| PART 1                     |  | 3   |
| FORWARD-LOOKING STATEMENTS |  | 3   |
| ITEM 1                     | BUSINESS   | 4   |
| ITEM 1A                    | RISK FACTORS   | 19  |
| ITEM 1B                    | UNRESOLVED STAFF COMMENTS  | 36  |
| ITEM 2                     | PROPERTIES   | 36  |
| ITEM 3                     | LEGAL PROCEEDINGS  | 36  |
| ITEM 4                     | MINE SAFETY DISCLOSURES  | 36  |
| PART II                    |  | 37  |
| ITEM 5                     | MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES | 37  |
| ITEM 6                     | SELECTED FINANCIAL DATA  | 40  |
| ITEM 7                     | MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS                        | 43  |
| ITEM 7A                    | QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK   | 93  |
| ITEM 8                     | FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  | 97  |
| ITEM 9                     | CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE                         | 177 |
| ITEM 9A                    | CONTROLS AND PROCEDURES  | 177 |
| ITEM 9B                    | OTHER INFORMATION  | 180 |
| PART III                   |  | 180 |
| ITEM 10                    | DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE   | 180 |
| ITEM 11                    | EXECUTIVE COMPENSATION   | 180 |
| ITEM 12                    | SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS               | 180 |
| ITEM 13                    | CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE                                     | 180 |
| ITEM 14                    | PRINCIPAL ACCOUNTANT FEES AND SERVICES   | 180 |
| PART IV                    |  | 181 |
| ITEM 15                    | EXHIBITS AND FINANCIAL STATEMENT SCHEDULES   | 181 |
| SIGNATURES                 |  | 185 |
| CERTIFICATIONS             |  |     |
| EXHIBIT 21                 |  |     |
| EXHIBIT 31.1               |  |     |
| EXHIBIT 31.2               |  |     |
| EXHIBIT 32                 |  |     |

Unless we state otherwise or the content otherwise requires, references in this Form 10-K to “HomeStreet,” “we,” “our,” “us” or the “Company” refer collectively to HomeStreet, Inc., a Washington corporation, HomeStreet Bank (“Bank”), HomeStreet Capital Corporation (“HomeStreet Capital”) and other direct and indirect subsidiaries of HomeStreet, Inc.



## PART I

### FORWARD-LOOKING STATEMENTS

This Form 10-K and the documents incorporated by reference contain, in addition to historical information, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements relate to our future plans, objectives, expectations, intentions and financial performance, and assumptions that underlie these statements. All statements other than statements of historical fact are "forward-looking statements" for the purpose of these provisions. When used in this Form 10-K, terms such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should,” or “will” or the negative of those terms or other comparable terms are intended to identify such forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause us to fall short of our expectations or may cause us to deviate from our current plans, as expressed or implied by these statements. The known risks that could cause our results to differ, or may cause us to take actions that are not currently planned or expected, are described in Item 1A, Risk Factors.

Unless required by law, we do not intend to update any of the forward-looking statements after the date of this Form 10-K to conform these statements to actual results or changes in our expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Form 10-K.

Except as otherwise noted, references to “we,” “our,” “us” or “the Company” refer to HomeStreet, Inc. and its subsidiaries that are consolidated for financial reporting purposes.

## ITEM 1 BUSINESS

### General

HomeStreet, Inc. is a diversified financial services company founded in 1921 headquartered in Seattle, Washington and serving customers primarily in the western United States, including Hawaii. We are principally engaged in commercial lending, commercial and consumer retail banking and real estate lending. Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation. HomeStreet Bank is a Washington state-chartered commercial bank that provides consumer, mortgage and commercial loans, deposit products and services, non-deposit investment products, private banking and cash management services. Our loan products include consumer loans, single family residential mortgages, loans secured by commercial real estate, construction loans for residential and commercial real estate projects, commercial business loans and agricultural loans. HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program (“DUS”<sup>®</sup>)<sup>1</sup> in conjunction with HomeStreet Bank. Doing business as HomeStreet Insurance Agency, we provide insurance products and services for consumers and businesses. We also offer single family home loans through our partial ownership of WMS Series LLC, an affiliated business arrangement with various owners of Windermere Real Estate Company franchises whose home loan businesses are known as Penrith Home Loans (some of which were formerly known as Windermere Mortgage Services).

Shares of our common stock are traded on the Nasdaq Global Select Market under the symbol “HMST.” We also have outstanding \$65 million in aggregate principal amount of 6.5% senior notes due 2026, of which \$64.8 million in aggregate principal amount is registered pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended.

At December 31, 2016, we had total assets of \$6.24 billion, net loans held for investment of \$3.82 billion, deposits of \$4.43 billion and shareholders’ equity of \$629.3 million.

We generate revenue by earning net interest income and noninterest income. Net interest income is primarily the difference between interest income earned on loans and investment securities less the interest we pay on deposits and other borrowings. We earn noninterest income from the origination, sale and servicing of loans and from fees earned on deposit services and investment and insurance sales.

At December 31, 2016, we had a network of 55 retail deposit branches located in Washington State, Southern California, the Portland, Oregon area and the State of Hawaii, as well as 48 primary stand-alone home loan centers and five primary commercial lending centers. These offices are located within our retail deposit branch footprint as well as in Phoenix, Arizona; Northern California (including the San Francisco Bay Area); Eugene, Salem and Bend, Oregon; Eastern Washington; Boise and northern Idaho; and Salt Lake City, Utah. WMS Series LLC, doing business as Penrith Home Loans provides point-of-sale loan origination services at certain Windermere Real Estate offices in Washington and Oregon. We also have one stand-alone insurance agency office located in Spokane, Washington. The number of offices listed above does not include satellite offices with a limited number of staff who report to a manager located in a separate primary office.

**Commercial and Consumer Banking.** We provide diversified financial products and services to our commercial and consumer customers through retail deposit branches and commercial lending centers, ATMs, and online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural loans for our portfolio; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for the Company's portfolio, primarily on single family residences, and on office, retail, industrial and multifamily properties. We also have a commercial lending team specializing in U.S. Small Business Administration (“SBA”) lending. We intend to pool a portion of our permanent commercial real estate loans, primarily up to \$10 million in principal amount, to sell into the secondary market. We also originate multifamily real estate loans for Fannie Mae under the DUS Program, whereby loans are sold to or securitized by Fannie Mae, while we generally retain the servicing rights. This segment is also responsible for managing our investment securities portfolio.

**Mortgage Banking.** We originate single family residential mortgage loans for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We are a rated originator and servicer of jumbo nonconforming mortgage loans, allowing us to sell the loans we originate to other entities for inclusion in securities. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders or sold on a servicing-released basis to correspondent lenders. On occasion, we may sell a portion of our mortgage servicing rights (“MSR”) portfolio. We hedge the loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights using a combination of risk management tools.

<sup>1</sup> DUS<sup>®</sup> is a registered trademark of Fannie Mae

## **Expansion Activities**

Since 2013, we have been supplementing the organic growth of our operations, expertise and geographic footprint with strategic acquisitions. In 2013, we simultaneously acquired Fortune Bank ("Fortune") and Yakima National Bank ("YNB"). We also acquired two branches and certain related assets in the Seattle metropolitan area from another commercial bank. The Fortune merger increased our commercial business loan portfolio and added experienced commercial lending officers and managers, while the YNB merger and branch acquisitions grew our presence in Eastern Washington.

On March 1, 2015, we entered the retail banking market in Southern California with our acquisition by merger of Simplicity Bancorp, Inc. ("Simplicity") and its subsidiary, Simplicity Bank, acquiring seven retail deposit branches in the Los Angeles area. This provided our Southern California operations with a significant retail deposit customer base, reducing our reliance on time deposits and increasing our portfolios of commercial real estate and single family mortgage loans.

In early 2015, we further expanded into Orange County, California with the launch of our commercial real estate lending group HomeStreet Commercial Capital and a team specializing in SBA lending. Through HomeStreet Commercial Capital, we provide permanent financing for a range of commercial real estate property types including multifamily, industrial, retail, office, mobile home parks and self-storage facilities, generally with balances of less than \$10 million.

On December 11, 2015, we acquired a retail deposit branch and certain related assets in Dayton, Washington. This acquisition increased HomeStreet's network of retail deposit branches in Eastern Washington to six.

We continued to grow through acquisition in 2016. On February 1, 2016, we acquired Orange County Business Bank ("OCBB"), a California banking corporation in Irvine, California to complement our expansion of commercial and consumer banking activities into Southern California.

On August 12, 2016, we acquired substantially all of the bank's assets and liabilities and two branches from The Bank of Oswego. This acquisition expanded our presence in the Portland, Oregon area, increasing the number of retail branches in the metropolitan area to five. On November 10, 2016, we acquired two branches in Southern California, one in Granada Hills and one in Burbank, along with certain related deposits from another commercial bank, increasing our presence in Southern California to 14 retail locations as of December 31, 2016.

## **Financing Activities**

In order to fund our continued growth and maintain adequate capital resources to support future loan growth, we completed two securities offerings in 2016, raising aggregate gross proceeds of \$125 million. The proceeds from both offerings are intended to be used for general corporate purposes, including acquisitions and investment in the growth of HomeStreet Bank.

### *6.5% Senior Notes due 2026*

In May 2016, we sold \$65 million in principal amount of our 6.5% senior notes due 2026 (the "Senior Notes") in an unregistered offering under Rule 144A to certain qualified institutional buyers and a concurrent offering under Regulation S to certain foreign purchasers. In August 2016, we exchanged all of the notes sold under Rule 144A for senior notes with substantially identical terms. Our net proceeds from this offering were approximately \$63.2 million.

### *At-the-Market Equity Offering*

In December 2016, we offered and sold approximately \$60 million of our common stock from our shelf registration statement on Form S-3. The offering commenced on December 6, 2016 and was completed on December 8, 2016, raising a total of approximately \$58.7 million in net proceeds for HomeStreet.

## **Recent Developments**

### *SEC Settlement Agreement*

On January 19, 2017, the Securities and Exchange Commission (the “SEC”) issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-And-Desist Order (the “Settlement Agreement”) for HomeStreet, Inc. on terms proposed by HomeStreet to the SEC on January 6, 2017 in an Offer of Settlement. The settlement relates primarily to certain allegations related to errors in HomeStreet’s fair value hedge accounting for certain commercial real estate loans, which was previously disclosed in our Quarterly Reports on Form 10-Q in the third quarter of 2014 as well as our Annual Report on Form 10-K for the year ended December 31, 2015. The Settlement Agreement relates to certain allegations that HomeStreet did not comply with Exchange Act requirements that all issuers make and keep books, records, and accounts in reasonable detail which accurately and fairly reflect the transactions and dispositions of the assets of the issuer, and further that HomeStreet had not complied with a separate requirement under the Exchange Act that issuers devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP.

The Settlement Agreement also covers allegations by the SEC that HomeStreet violated Rule 21F-17(a) of the Exchange Act, which prohibits any person from taking an action to impede an individual from communicating directly with the Commission staff about a possible securities law violation, based on language in certain severance agreements (which has since been revised), and on certain alleged efforts to determine the identity of whistleblowers. The SEC stated in the Settlement Agreement that it was unaware of any instances where a current or former employee did not communicate with the Commission about potential securities law violations, however, pursuant to our undertaking in the Settlement Agreement, we have made certain changes to language in our severance agreements and have provided notice to certain former employees that nothing in those severance agreements is intended to violate Rule 21F-17. Additionally, the Company has not identified any instance of a current or former employee not communicating directly with the Commission about the hedge accounting errors as a consequence of the language in the settlement agreements.

In connection with the Settlement Agreement, HomeStreet paid the SEC a penalty of \$500,000 and agreed to cease and desist from committing any violations of those sections to which the allegations pertained, namely Section 13(b)(2)(A) and (B) of the Exchange Act, and Exchange Act Rule 21F-17, and to undertake the remediation noted above with respect to certain severance agreements.

HomeStreet neither admitted nor was required to admit to the allegations set forth in the Settlement Agreement, and the SEC did not allege any fraud in the Settlement Agreement, nor did it allege that HomeStreet acted with an intent to deceive investors, or that the violations had a material impact on HomeStreet’s financial statements.

## **Business Strategy**

During 2016, we made progress on our business strategy toward becoming a significant west coast regional bank serving consumers and businesses by expanding our Commercial and Consumer Banking segment and continuing to build Mortgage Banking market share in new and existing markets. In the Commercial and Consumer Banking segment, we expanded our operations through the addition of 11 retail deposit branches, including six de novo branches opened in new and existing markets and five branches obtained through acquisitions in our existing geographic footprint, increasing the density of commercial and retail deposits in connection with that expansion. In our Mortgage Banking segment, we continued to build on our heritage as a leading single family mortgage lender, expanding opportunistically both within our existing market and into other parts of the western United States, including opening three new primary stand-alone home loan centers in new and existing markets and investing in the implementation of a new loan origination system expected to be fully installed during 2017.

We are pursuing the following strategies in our business segments:

**Commercial and Consumer Banking.** We believe there is a significant opportunity for a well-capitalized, community-focused bank that emphasizes responsive and personalized service to provide a full range of financial services to small- and middle-market commercial and consumer customers in markets that are not well served by existing community banks focused on that demographic, including Southern California. Our Commercial and Consumer Banking strategy involves organic growth and strategic acquisitions along with improvements in operations and productivity intended to drive cost efficiencies. On the consumer banking side, our acquisitions since our initial public offering in 2012 have added a total of 15 retail branches in Washington State, Oregon and Southern California to complement the 16 de novo openings we have had in the same time period. We have also expanded our commercial lending presence, acquired experienced commercial lending personnel and grew our commercial loan portfolio in part through acquisitions such as Fortune and OCBB. In addition to that acquisitive growth, on the commercial side, we have added two Orange County based commercial lending teams, HomeStreet Commercial Capital and our SBA lending team. We expect to continue to grow our commercial lending (including SBA lending), commercial real estate and residential construction lending in Southern California.

We are also in the process of growing our commercial and consumer banking business in the Portland, Oregon metropolitan area, and in 2016 we acquired substantially all of the banking operations, including two retail deposit branches from The Bank of Oswego in Lake Oswego, Oregon. We intend to continue to add de novo retail deposit branches in new and existing markets.

We plan to expand our commercial real estate business with a focus on multifamily mortgage origination, including through our Fannie Mae DUS origination and servicing relationships. We expect to continue to benefit from being one of only 25 companies nationally that is an approved Fannie Mae DUS seller and servicer. We plan to continue supporting our DUS program by providing new construction and short-term bridge loans to experienced borrowers who intend to build or purchase apartment buildings for renovation, which we then seek to replace with permanent financing upon completion of the projects. We also originate commercial real estate construction loans, bridge loans and permanent loans for our portfolio, primarily on office, retail, industrial and multifamily property types located within our geographic footprint and may in the future sell those types of loans to other investors, such as life insurance companies.

We seek to meet the financial needs of our consumer and small business customers through our retail deposit branches by providing targeted banking products and services, investment services and products, and insurance products through our bank branches and through dedicated investment advisors, insurance agents and business banking officers. We intend to grow our network of retail deposit branches and in turn grow our core deposits and increase business deposits from new cash management and business lending customers, primarily focusing on high-growth areas of Puget Sound, Portland, Oregon, the Bay Area and Southern California, building loyalty with our customers and growing market share.

**Mortgage Banking.** We have leveraged our reputation for high quality service and reliable loan closing to increase our single family mortgage market share significantly over the last five years. In addition, we plan to continue to grow our business in the western U.S. through expanding in high growth markets and the targeted hiring of loan originators with successful track records and an emphasis on purchase mortgage transactions. We intend to continue to focus on conventional conforming and government insured or guaranteed single family mortgage origination. We also offer home equity and other portfolio loan products to complement secondary market lending, particularly for well-qualified borrowers with loan sizes greater than the conventional conforming limits.

Our single family mortgage origination and servicing business is highly dependent upon compliance with underwriting and servicing guidelines of Fannie Mae, Freddie Mac, FHA, VA and Ginnie Mae as well as a myriad of federal and state consumer compliance regulations. However, our demonstrated expertise in these activities, together with our significant volume of lending in low- and moderate-income areas and direct community investment, contribute to our uninterrupted record of "Outstanding" Community Reinvestment Act ("CRA") ratings since 1986. We believe our historically strong compliance culture represents a significant competitive advantage in today's market, especially in the face of increasing regulatory compliance requirements.

For a discussion of operating results of these lines of business, see "*Business Segments*" within Management's Discussion and Analysis of this Form 10-K.



## **Market and Competition**

We view our market as the major metropolitan areas in the western United States, including Hawaii. These metropolitan areas share a number of key demographic factors that are characteristic of growth markets, such as large and growing populations with above average household incomes, a significant number of mid-sized companies, and diverse economies. These markets all share large populations that we believe are underserved due to the rapid consolidation of community banks since the most recent financial crisis. We believe this dislocation has left a void for a strong regional bank serving consumers and businesses with significant long-term opportunities to grow organically and through acquisitions.

We currently operate full service bank branches in the Puget Sound and eastern regions of Washington, the Portland, Oregon metropolitan area, the Hawaiian Islands, and Southern California. We also have primary stand-alone commercial and residential lending centers in the metropolitan areas of San Francisco, California; Phoenix, Arizona; and Salt Lake City, Utah. Over time, we expect to efficiently expand our full service bank branches, on a prudent and opportunistic basis, to areas currently being served only by stand-alone lending centers, and to further expand our geographic footprint into other large metropolitan areas in the western United States that share the same or substantially similar characteristics to our current markets.

The financial services industry is highly competitive. We compete with other banks, savings and loan associations, credit unions, mortgage banking companies, insurance companies, finance companies, and investment and mutual fund companies. In particular, we compete with many financial institutions with greater resources, including the capacity to make larger loans, fund extensive advertising campaigns and offer a broader array of products and services. The number of competitors for middle-market business customers has, however, decreased in recent years primarily due to consolidations. At the same time, national banks have been focused on larger customers to achieve economies of scale in lending and depository relationships and have also consolidated business banking operations and support and reduced service levels in many of our markets. We have taken advantage of industry consolidation by recruiting well-qualified employees and attracting new customers who seek long-term stability, local decision-making, quality products and outstanding expertise and customer service.

We believe we are well positioned to take advantage of changes in the single family mortgage origination and servicing industry that have helped to reduce the number of competitors. The mortgage industry is compliance-intensive and requires significant expertise and internal control systems to ensure mortgage loan origination and servicing providers meet all origination, processing, underwriting, servicing and disclosure requirements. We believe our compliance-centered culture affords us a competitive advantage even as a growing complexity of the regulatory landscape poses a barrier to entry for many of our would-be competitors. For example, the Truth in Lending Act-Real Estate Settlement Procedures Act "TILA-RESPA" Integrated Disclosure (commonly known as "TRID") requirements have substantially increased documentation requirements and responsibilities for the mortgage industry, further complicating work flow and increasing training costs, thereby increasing barriers to entry and costs of operations across the mortgage industry. These rules have added to the work involved in originating mortgage loans and added to processing costs for all mortgage originators. In some cases, these rules have lengthened the time needed to close loans. Increased costs and additional compliance burdens are causing some competitors to exit the industry. Mortgage lenders must make significant investments in experienced personnel and specialized systems to manage the compliance process, which creates a significant barrier to entry. In addition, lending in conventional and government guaranteed or insured mortgage products, including Federal Housing Administration ("FHA") and Department of Veterans' Affairs ("VA") loans, requires significantly higher capitalization than had previously been required for mortgage brokers and non-bank mortgage companies.

## **Employees**

As of December 31, 2016 we employed 2,552 full-time equivalent employees, compared to 2,139 full-time equivalent employees at December 31, 2015.

## **Where You Can Obtain Additional Information**

We file annual, quarterly, current and other reports with the Securities and Exchange Commission (the "SEC"). We make available free of charge on or through our website <http://www.homestreet.com> all of these reports (and all amendments thereto), as soon as reasonably practicable after we file these materials with the SEC. Please note that the contents of our website do not constitute a part of our reports, and those contents are not incorporated by reference into this report or any of our other securities filings. You may review a copy of our reports, including exhibits and schedules filed therewith, and obtain copies of such materials at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants, such as HomeStreet, that file electronically with the SEC.

## REGULATION AND SUPERVISION

*The following is a brief description of certain laws and regulations that are applicable to us. The description of these laws and regulations, as well as descriptions of laws and regulations contained elsewhere in this annual report on Form 10-K, does not purport to be complete and is qualified in its entirety by reference to the applicable laws and regulations.*

*The bank regulatory framework to which we are subject is intended primarily for the protection of bank depositors and the Deposit Insurance Fund and not for the protection of shareholders or other security holders.*

### **General**

The Company is a bank holding company which has made an election to be a financial holding company. It is regulated by the Board of Governors of the Federal Reserve System (the "Federal Reserve") and the Washington State Department of Financial Institutions, Division of Banks (the "WDFI"). The Company is required to register and file reports with, and otherwise comply with, the rules and regulations of the Federal Reserve and the WDFI.

The Bank is a Washington state-chartered commercial bank. The Bank is subject to regulation, examination and supervision by the WDFI and the Federal Deposit Insurance Corporation (the "FDIC").

New statutes, regulations and guidance are considered regularly that could contain wide-ranging potential changes to the competitive landscape for financial institutions operating in our markets and in the United States generally. We cannot predict whether or in what form any proposed statute, regulation or other guidance will be adopted or promulgated, or the extent to which our business may be affected. Any change in policies, legislation or regulation, whether by the Federal Reserve, the WDFI, the FDIC, the Washington legislature, the United States Congress or any other federal, state or local government branch or agency with authority over us, could have a material adverse impact on us and our operations and shareholders. In addition, the Federal Reserve, the WDFI and the FDIC have significant discretion in connection with their supervisory and enforcement activities and examination policies, including, among other things, policies with respect to the Bank's capital levels, the classification of assets and establishment of adequate loan loss reserves for regulatory purposes.

Our operations and earnings will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. In addition to its role as the regulator of bank holding companies, the Federal Reserve has, and is likely to continue to have, an important impact on the operating results of financial institutions through its power to implement national monetary and fiscal policy including, among other things, actions taken in order to curb inflation or combat a recession. The Federal Reserve affects the levels of bank loans, investments and deposits in various ways, including through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which banks are subject. In December 2015 and again in December 2016, the Federal Reserve increased short-term interest rates. We cannot predict the ultimate impact of these rate changes on the economy or our institution, or the nature or impact of future changes in monetary and fiscal policies of the Federal Reserve.

### **Regulation of the Company**

#### ***General***

As a bank holding company, the Company is subject to Federal Reserve regulations, examinations, supervision and reporting requirements relating to bank holding companies. Among other things, the Federal Reserve is authorized to restrict or prohibit activities that are determined to be a serious risk to the financial safety, soundness or stability of a subsidiary bank. Since the Bank is chartered under Washington law, the WDFI has authority to regulate the Company generally relating to its conduct affecting the Bank.

#### ***Capital / Source of Strength***

During 2015, the Company was a savings and loan holding company and as such became subject to capital requirements under the Dodd-Frank Act, beginning in 2015. Following its conversion to a bank holding company, the Company continues to be subject to capital requirements. See "Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements.*"

Regulations and historical practice of the Federal Reserve have required bank holding companies to serve as a "source of strength" for their subsidiary banks. The Dodd-Frank Act codifies this requirement and extends it to all companies that control an insured depository institution. Accordingly, the Company is required to act as a source of strength for the Bank.

### ***Restrictions Applicable to Bank Holding Companies***

Federal law prohibits a bank holding company, including the Company, directly or indirectly (or through one or more subsidiaries), from acquiring:

- control of another depository institution (or a holding company parent) without prior approval of the Federal Reserve (as “control” is defined under the Bank Holding Company Act);
- another depository institution (or a holding company thereof), through merger, consolidation or purchase of all or substantially all of the assets of such institution (or holding company) without prior approval from the Federal Reserve or FDIC;
- more than 5.0% of the voting shares of a non-subsidiary depository institution or a holding company subject to certain exceptions; or
- control of any depository institution not insured by the FDIC (except through a merger with and into the holding company's bank subsidiary that is approved by the FDIC).

In evaluating applications by holding companies to acquire depository institutions or holding companies, the Federal Reserve must consider the financial and managerial resources and future prospects of the company and the institutions involved, the effect of the acquisition on the risk to the insurance funds, the convenience and needs of the community and competitive factors.

### ***Acquisition of Control***

Under the federal Change in Bank Control Act, a notice must be submitted to the Federal Reserve if any person (including a company), or group acting in concert, seeks to acquire “control” of a bank holding company. An acquisition of control can occur upon the acquisition of 10.0% or more of the voting stock of a bank holding company or as otherwise defined by the Federal Reserve. Under the Change in Bank Control Act, the Federal Reserve has 60 days from the filing of a complete notice to act (the 60-day period may be extended), taking into consideration certain factors, including the financial and managerial resources of the acquirer and the antitrust effects of the acquisition. Control can also exist if an individual or company has, or exercises, directly or indirectly or by acting in concert with others, a controlling influence over the Bank. Washington law also imposes certain limitations on the ability of persons and entities to acquire control of banking institutions and their parent companies.

### ***Dividend Policy***

Under Washington law, the Company is generally permitted to make a distribution, including payments of dividends, only if, after giving effect to the distribution, in the judgment of the board of directors, (1) the Company would be able to pay its debts as they become due in the ordinary course of business and (2) the Company's total assets would at least equal the sum of its total liabilities plus the amount that would be needed if the Company were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution. In addition, it is the policy of the Federal Reserve that bank holding companies generally should pay dividends only out of net income generated over the past year and only if the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition. The policy also provides that bank holding companies should not maintain a level of cash dividends that places undue pressure on the capital of its subsidiary bank or that may undermine its ability to serve as a source of strength.

The Company's ability to pay dividends to shareholders is significantly dependent on the Bank's ability to pay dividends to the Company. Capital rules as well as regulatory policy impose additional requirements on the ability of the Company and the Bank to pay dividends. See “Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements.*”

### ***Compensation Policies***

Compensation policies and practices at the Company and the Bank are subject to regulation by their respective banking regulators and the SEC.

*Guidance on Sound Incentive Compensation Policies.* Effective on June 25, 2010, federal banking regulators adopted Sound Incentive Compensation Policies Final Guidance (the “Final Guidance”) designed to help ensure that incentive compensation policies at banking organizations do not encourage imprudent risk-taking and are consistent with the safety and soundness of the organization. The Final Guidance applies to senior executives and others who are responsible for oversight of HomeStreet's



company-wide activities and material business lines, as well as other employees who, either individually or as a part of a group, have the ability to expose the Bank to material amounts of risk.

*Dodd-Frank Act.* In addition to the Final Guidance, the Dodd-Frank Act contains a number of provisions relating to compensation applying to public companies such as the Company. The Dodd-Frank Act added a new Section 14A(a) to the Exchange Act that requires companies to include a separate non-binding resolution subject to shareholder vote in their proxy materials approving the executive compensation disclosed in the materials. In addition, a new Section 14A(b) to the Exchange Act requires any proxy or consent solicitation materials for a meeting seeking shareholder approval of an acquisition, merger, consolidation or disposition of all or substantially all of the company's assets to include a separate non-binding shareholder resolution approving certain “golden parachute” payments made in connection with the transaction. A new Section 10D to the Exchange Act requires the SEC to direct the national securities exchanges to require companies to implement a policy to “claw back” certain executive payments that were made based on improper financial statements.

In addition, Section 956 of the Dodd-Frank Act requires certain regulators (including the FDIC, SEC and Federal Reserve) to adopt regulations or guidelines prohibiting excessive compensation or compensation that could lead to material loss as well as rules relating to disclosure of compensation. On April 14, 2011, these regulators published a joint proposed rulemaking to implement Section 956 of Dodd-Frank for depository institutions, their holding companies and various other financial institutions with \$1 billion or more in assets. On June 10, 2016, these regulators published a modified proposed rule. Under the new proposed rule, the requirements and prohibitions will vary depending on the size and complexity of the covered institution. Generally, for covered institutions with less than \$50 billion in consolidated assets (such as the Company), the new proposed rule would (1) prohibit incentive-based compensation arrangements for covered persons that would encourage inappropriate risks by providing excessive compensation or by providing compensation that could lead to a material financial loss, (2) require oversight of an institution's incentive-based compensation arrangements by the institution's board of directors or a committee and approval by the board or committee of certain payments and awards and (3) require the creation on an annual basis and maintenance for at least seven years of records that (a) document the institution's incentive compensation arrangements, (b) demonstrate compliance with the regulation and (c) are disclosed to the institution's appropriate federal regulator upon request.

*FDIC Regulations.* We are further restricted in our ability to make certain “golden parachute” and “indemnification” payments under Part 359 of the FDIC regulations, and the FDIC also regulates payments to executives under Part 364 of its regulations relating to excessive executive compensation.

### **Emerging Growth Company**

We are an “Emerging Growth Company,” as defined in the Jumpstart Our Business Startups Act (the “JOBS Act”), and are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not Emerging Growth Companies. These include, but are not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from certain requirements under the Dodd-Frank Act, including the requirement to hold a non-binding advisory vote on executive compensation and the requirement to obtain shareholder approval of any golden parachute payments not previously approved. We currently take advantage of some or all of these reporting exemptions and intend to continue to do so until we no longer qualify as an Emerging Growth Company.

We will remain an Emerging Growth Company for up to five years from the end of the year of our initial public offering, or until (1) we have total annual gross revenues of at least \$1 billion, (2) we qualify as a large accelerated filer, or (3) we issue more than \$1 billion in nonconvertible debt in a three-year period. Based on these requirements, we expect to lose our status as an Emerging Growth Company no later than January 1, 2018.

### **Regulation and Supervision of HomeStreet Bank**

#### ***General***

As a commercial bank chartered under the laws of the State of Washington, HomeStreet Bank is subject to applicable provisions of Washington law and regulations of the WDFI. As a state-chartered commercial bank that is not a member of the Federal Reserve System, the Bank's primary federal regulator is the FDIC. It is subject to regulation and examination by the WDFI and the FDIC, as well as enforcement actions initiated by the WDFI and the FDIC, and its deposits are insured by the FDIC.

## ***Washington Banking Regulation***

As a Washington bank, the Bank's operations and activities are substantially regulated by Washington law and regulations, which govern, among other things, the Bank's ability to take deposits and pay interest, make loans on or invest in residential and other real estate, make consumer and commercial loans, invest in securities, offer various banking services to its customers and establish branch offices. Under state law, commercial banks in Washington also generally have, subject to certain limitations or approvals, all of the powers that Washington chartered savings banks have under Washington law and that federal savings banks and national banks have under federal laws and regulations.

Washington law also governs numerous corporate activities relating to the Bank, including the Bank's ability to pay dividends, to engage in merger activities and to amend its articles of incorporation, as well as limitations on change of control of the Bank. Under Washington law, the board of directors of the Bank generally may not declare a cash dividend on its capital stock if payment of such dividend would cause its net worth to be reduced below the net worth requirements, if any, imposed by the WDFI and dividends may not be paid in an amount greater than its retained earnings without the approval of the WDFI. These restrictions are in addition to restrictions imposed by federal law. Mergers involving the Bank and sales or acquisitions of its branches are generally subject to the approval of the WDFI. No person or entity may acquire control of the Bank until 30 days after filing an application with the WDFI, which has the authority to disapprove the application. Washington law defines "control" of an entity to mean directly or indirectly, alone or in concert with others, to own, control or hold the power to vote 25.0% or more of the outstanding stock or voting power of the entity. Any amendment to the Bank's articles of incorporation requires the approval of the WDFI.

The Bank is subject to periodic examination by and reporting requirements of the WDFI, as well as enforcement actions initiated by the WDFI. The WDFI's enforcement powers include the issuance of orders compelling or restricting conduct by the Bank and the authority to bring actions to remove the Bank's directors, officers and employees. The WDFI has authority to place the Bank under supervisory direction or to take possession of the Bank and to appoint the FDIC as receiver.

## ***Insurance of Deposit Accounts and Regulation by the FDIC***

The FDIC is the Bank's principal federal bank regulator. As such, the FDIC is authorized to conduct examinations of and to require reporting by the Bank. The FDIC may prohibit the Bank from engaging in any activity determined by law, regulation or order to pose a serious risk to the institution, and may take a variety of enforcement actions in the event the Bank violates a law, regulation or order or engages in an unsafe or unsound practice or under certain other circumstances. The FDIC also has the authority to appoint itself as receiver of the Bank or to terminate the Bank's deposit insurance if it were to determine that the Bank has engaged in unsafe or unsound practices or is in an unsafe or unsound condition.

The Bank is a member of the Deposit Insurance Fund ("DIF") administered by the FDIC, which insures customer deposit accounts. Under the Dodd-Frank Act, the amount of federal deposit insurance coverage was permanently increased from \$100,000 to \$250,000, per depositor, for each account ownership category at each depository institution. This change made permanent the coverage increases that had been in effect since October 2008.

In order to maintain the DIF, member institutions, such as the Bank, are assessed insurance premiums. The Dodd-Frank Act required the FDIC to make numerous changes to the DIF and the manner in which assessments are calculated. The minimum ratio of assets in the DIF to the total of estimated insured deposits was increased from 1.15% to 1.35%, and the FDIC is given until September 30, 2020 to meet the reserve ratio. In December 2010, the FDIC adopted a final rule setting the reserve ratio of the DIF at 2.0%. As required by the Dodd-Frank Act, assessments are now based on an insured institution's average consolidated assets less tangible equity capital.

Each institution is provided an assessment rate, which is generally based on the risk that the institution presents to the DIF. Institutions with less than \$10 billion in assets generally have an assessment rate that can range from 1.5 to 30 basis points. However, the FDIC does have flexibility to adopt assessment rates without additional rule-making provided that the total base assessment rate increase or decrease does not exceed 2 basis points. The current rates were lowered effective July 1, 2016, since the reserve ratio reached 1.15% as of June 30, 2016. In the future, if the reserve ratio reaches certain levels, these assessment rates will generally be further lowered. As of December 31, 2016, the Bank's assessment rate was 6 basis points on average assets less average tangible equity capital.

In addition, all FDIC-insured institutions are required to pay a pro rata portion of the interest due on obligations issued by the Financing Corporation to fund the closing and disposal of failed thrift institutions by the Resolution Trust Corporation. The Financing Corporation rate is adjusted quarterly to reflect changes in assessment bases of the DIF. These assessments will continue until the Financing Corporation bonds mature in 2019. The annual rate for the first quarter of 2017 is 0.54 basis points.

## ***Capital and Prompt Corrective Action Requirements***

### ***Capital Requirements***

In July 2013, federal banking regulators (including the FDIC and the FRB) adopted new capital rules (the “Rules”). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as “Basel III”) as well as requirements contemplated by the Dodd-Frank Act. The Rules applied to both the Company and the Bank beginning in 2015.

The Rules recognize three components, or tiers, of capital: common equity Tier 1 capital, additional Tier 1 capital and Tier 2 capital. Common equity Tier 1 capital generally consists of retained earnings and common stock instruments (subject to certain adjustments), as well as accumulated other comprehensive income (“AOCI”) except to the extent that the Company and the Bank exercise a one-time irrevocable option to exclude certain components of AOCI. Both the Company and the Bank made this election in 2015. Additional Tier 1 capital generally includes non-cumulative preferred stock and related surplus subject to certain adjustments and limitations. Tier 2 capital generally includes certain capital instruments (such as subordinated debt) and portions of the amounts of the allowance for loan and lease losses, subject to certain requirements and deductions. The term “Tier 1 capital” means common equity Tier 1 capital plus additional Tier 1 capital, and the term “total capital” means Tier 1 capital plus Tier 2 capital.

The Rules generally measure an institution’s capital using four capital measures or ratios. The common equity Tier 1 capital ratio is the ratio of the institution’s common equity Tier 1 capital to its Tier 1 risk-weighted assets. The Tier 1 capital ratio is the ratio of the institution’s Tier 1 capital to its total risk-weighted assets. The total capital ratio is the ratio of the institution’s total capital to its total risk-weighted assets. The leverage ratio is the ratio of the institution’s Tier 1 capital to its average total consolidated assets. To determine risk-weighted assets, assets of an institution are generally placed into a risk category and given a percentage weight based on the relative risk of that category. The percentage weights range from 0% to 1,250%. An asset’s risk-weighted value will generally be its percentage weight multiplied by the asset’s value as determined under generally accepted accounting principles. In addition, certain off-balance-sheet items are converted to balance-sheet credit equivalent amounts, and each amount is then assigned to one of the risk categories. An institution’s federal regulator may require the institution to hold more capital than would otherwise be required under the Rules if the regulator determines that the institution’s capital requirements under the Rules are not commensurate with the institution’s credit, market, operational or other risks.

Both the Company and the Bank are required to have a common equity Tier 1 capital ratio of at least 4.5% or more, a Tier 1 leverage ratio of 4.0% or more, a Tier 1 risk-based ratio of 6.0% or more and a total risk-based ratio of 8.0% or more. In addition to the preceding requirements, all financial institutions subject to the Rules, including both the Company and the Bank, are required to establish a “conservation buffer,” consisting of common equity Tier 1 capital, which is at least 2.5% above each of the preceding common equity Tier 1 capital ratio, the Tier 1 risk-based ratio and the total risk-based ratio. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers.

The Rules set forth the manner in which certain capital elements are determined, including but not limited to, requiring certain deductions related to mortgage servicing rights and deferred tax assets. When the federal banking regulators initially proposed new capital rules in 2012, the rules would have phased out trust preferred securities as a component of Tier 1 capital. As finally adopted, however, the Rules permit holding companies with less than \$15 billion in total assets as of December 31, 2009 (which includes the Company) to continue to include trust preferred securities issued prior to May 19, 2010 in Tier 1 capital, generally up to 25% of other Tier 1 capital.

The Rules made changes in the methods of calculating certain risk-based assets, which in turn affects the calculation of risk-based ratios. Higher or more sensitive risk weights are assigned to various categories of assets, among which are commercial real estate, credit facilities that finance the acquisition, development or construction of real property, certain exposures or credits that are 90 days past due or are nonaccrual, foreign exposures, certain corporate exposures, securitization exposures, equity exposures and in certain cases mortgage servicing rights and deferred tax assets.

Both the Company and the Bank were generally required to begin compliance with the Rules on January 1, 2015. The conservation buffer began being phased in beginning in 2016 and will take full effect on January 1, 2019. Certain calculations under the Rules will also have phase-in periods. We believe that the current capital levels of the Company and the Bank are in compliance with the standards under the Rules including the conservation buffer.

### *Prompt Corrective Action Regulations*

Section 38 of the Federal Deposit Insurance Act establishes a framework of supervisory actions for insured depository institutions that are not adequately capitalized, also known as “prompt corrective action” regulations. All of the federal banking agencies have promulgated substantially similar regulations to implement a system of prompt corrective action. These regulations apply to the Bank but not the Company. As modified by the Rules, the framework establishes five capital categories; under the Rules, a bank is:

- “well capitalized” if it has a total risk-based capital ratio of 10.0% or more, a Tier 1 risk-based capital ratio of 8.0% or more, a common equity Tier 1 risk-based ratio of 6.5% or more, and a leverage capital ratio of 5.0% or more, and is not subject to any written agreement, order or capital directive to meet and maintain a specific capital level for any capital measure;
- “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or more, a Tier 1 risk-based capital ratio of 6.0% or more, a common equity Tier 1 risk-based ratio of 4.5% or more, and a leverage capital ratio of 4.0% or more;
- “undercapitalized” if it has a total risk-based capital ratio less than 8.0%, a Tier 1 risk-based capital ratio less than 6.0%, a common equity risk-based ratio less than 4.5% or a leverage capital ratio less than 4.0%;
- “significantly undercapitalized” if it has a total risk-based capital ratio less than 6.0%, a Tier 1 risk-based capital ratio less than 4.0%, a common equity risk-based ratio less than 3.0% or a leverage capital ratio less than 3.0%; and
- “critically undercapitalized” if it has a ratio of tangible equity to total assets that is equal to or less than 2.0%.

A bank that, based upon its capital levels, is classified as “well capitalized,” “adequately capitalized” or “undercapitalized” may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for a hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

At each successive lower capital category, an insured bank is subject to increasingly severe supervisory actions. These actions include, but are not limited to, restrictions on asset growth, interest rates paid on deposits, branching, allowable transactions with affiliates, ability to pay bonuses and raises to senior executives and pursuing new lines of business. Additionally, all “undercapitalized” banks are required to implement capital restoration plans to restore capital to at least the “adequately capitalized” level, and the FDIC is generally required to close “critically undercapitalized” banks within a 90-day period.

### ***Limitations on Transactions with Affiliates***

Transactions between the Bank and any affiliate are governed by Sections 23A and 23B of the Federal Reserve Act. An affiliate of the Bank is any company or entity which controls, is controlled by or is under common control with the Bank but which is not a subsidiary of the Bank. The Company and its non-bank subsidiaries are affiliates of the Bank. Generally, Section 23A limits the extent to which the Bank or its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10.0% of the Bank's capital stock and surplus, and imposes an aggregate limit on all such transactions with all affiliates in an amount equal to 20.0% of such capital stock and surplus. Section 23B applies to “covered transactions” as well as certain other transactions and requires that all transactions be on terms substantially the same, or at least as favorable to the Bank, as those provided to a non-affiliate. The term “covered transaction” includes the making of loans to an affiliate, the purchase of or investment in the securities issued by an affiliate, the purchase of assets from an affiliate, the acceptance of securities issued by an affiliate as collateral security for a loan or extension of credit to any person or company, the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate, or certain transactions with an affiliate that involves the borrowing or lending of securities and certain derivative transactions with an affiliate.

In addition, Sections 22(g) and (h) of the Federal Reserve Act place restrictions on loans, derivatives, repurchase agreements and securities lending to executive officers, directors and principal shareholders of the Bank and its affiliates.

### ***Standards for Safety and Soundness***

The federal banking regulatory agencies have prescribed, by regulation, a set of guidelines for all insured depository institutions prescribing safety and soundness standards. These guidelines establish general standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings standards, compensation, fees and benefits. In general, the guidelines require appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines before capital becomes impaired. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when

the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director, or principal shareholder.

Each insured depository institution must implement a comprehensive written information security program that includes administrative, technical and physical safeguards appropriate to the institution's size and complexity and the nature and scope of its activities. The information security program also must be designed to ensure the security and confidentiality of customer information, protect against any unanticipated threats or hazards to the security or integrity of such information, protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer and ensure the proper disposal of customer and consumer information. Each insured depository institution must also develop and implement a risk-based response program to address incidents of unauthorized access to customer information in customer information systems. If the FDIC determines that the Bank fails to meet any standard prescribed by the guidelines, it may require the Bank to submit an acceptable plan to achieve compliance with the standard. The Bank maintains a program to meet the information security requirements.

### ***Real Estate Lending Standards***

FDIC regulations require the Bank to adopt and maintain written policies that establish appropriate limits and standards for real estate loans. These standards, which must be consistent with safe and sound banking practices, must establish loan portfolio diversification standards, prudent underwriting standards (including loan-to-value ratio limits) that are clear and measurable, loan administration procedures and documentation, approval and reporting requirements. The Bank is obligated to monitor conditions in its real estate markets to ensure that its standards continue to be appropriate for current market conditions. The Bank's board of directors is required to review and approve the Bank's standards at least annually.

The FDIC has published guidelines for compliance with these regulations, including supervisory limitations on loan-to-value ratios for different categories of real estate loans. Under the guidelines, the aggregate amount of all loans in excess of the supervisory loan-to-value ratios should not exceed 100.0% of total capital, and the total of all loans for commercial, agricultural, multifamily or other non-one-to-four family residential properties in excess of such ratios should not exceed 30.0% of total capital. Loans in excess of the supervisory loan-to-value ratio limitations must be identified in the Bank's records and reported at least quarterly to the Bank's board of directors.

The FDIC and the federal banking agencies have also issued guidance on sound risk management practices for concentrations in commercial real estate lending. The particular focus is on exposure to commercial real estate loans that are dependent on the cash flow from the real estate held as collateral and that are likely to be sensitive to conditions in the commercial real estate market (as opposed to real estate collateral held as a secondary source of repayment or as an abundance of caution). The purpose of the guidance is not to limit a bank's commercial real estate lending but to guide banks in developing risk management practices and capital levels commensurate with the level and nature of real estate concentrations.

### ***Risk Retention***

The Dodd-Frank Act requires that, subject to certain exemptions, securitizers of mortgage and other asset-backed securities retain not less than five percent of the credit risk of the mortgages or other assets and that the securitizer not hedge or otherwise transfer the risk it is required to retain. In December 2014, the federal banking regulators, together with the SEC, the Federal Housing Finance Agency and the Department of Housing and Urban Development, published a final rule implementing this requirement. Generally, the final rule provides various ways in which the retention of risk requirement can be satisfied and also describes exemptions from the retention requirements for various types of assets, including mortgages. Compliance with the final rule with respect to residential mortgage securitizations was required beginning in December 2015 and was required beginning in December 2016 for all other securitizations.



## ***Volcker Rule***

In December 2013, the FDIC, the FRB and various other federal agencies issued final rules to implement certain provisions of the Dodd-Frank Act commonly known as the “Volcker Rule.” Subject to certain exceptions, the final rules generally prohibit banks and affiliated companies from engaging in short-term proprietary trading of certain securities, derivatives, commodity futures and options on those instruments, for their own account. The final rules also impose restrictions on banks and their affiliates from acquiring or retaining an ownership interest in, sponsoring or having certain other relationships with hedge funds or private equity funds.

## ***Activities and Investments of Insured State-Chartered Financial Institutions***

Federal law generally prohibits FDIC-insured state banks from engaging as a principal in activities, and from making equity investments, other than those that are permissible for national banks. An insured state bank is not prohibited from, among other things, (1) acquiring or retaining a majority interest in certain subsidiaries, (2) investing as a limited partner in a partnership the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation or new construction of a qualified housing project, provided that such limited partnership investments may not exceed 2.0% of the bank's total assets, (3) acquiring up to 10.0% of the voting stock of a company that solely provides or reinsures directors', trustees' and officers' liability insurance coverage or bankers' blanket bond group insurance coverage for insured depository institutions and (4) acquiring or retaining the voting shares of a depository institution if certain requirements are met.

Washington State has enacted a law regarding financial institution parity. The law generally provides that Washington-chartered commercial banks may exercise any of the powers of Washington-chartered savings banks, national banks or federally-chartered savings banks, subject to the approval of the Director of the WDFI in certain situations.

## ***Environmental Issues Associated With Real Estate Lending***

The Comprehensive Environmental Response, Compensation and Liability Act, or the CERCLA, is a federal statute that generally imposes strict liability on all prior and present “owners and operators” of sites containing hazardous waste. However, Congress has acted to protect secured creditors by providing that the term “owner and operator” excludes a person whose ownership is limited to protecting its security interest in the site. Since the enactment of the CERCLA, this “secured creditor” exemption has been the subject of judicial interpretations which have left open the possibility that lenders could be liable for cleanup costs on contaminated property that they hold as collateral for a loan. To the extent that legal uncertainty exists in this area, all creditors, including the Bank, that have made loans secured by properties with potential hazardous waste contamination (such as petroleum contamination) could be subject to liability for cleanup costs, which costs often substantially exceed the value of the collateral property.

## ***Reserve Requirements***

The Bank is subject to Federal Reserve regulations pursuant to which depository institutions may be required to maintain non-interest-earning reserves against their deposit accounts and certain other liabilities. Currently, reserves must be maintained against transaction accounts (primarily negotiable order of withdrawal and regular checking accounts). The regulations generally required in 2016 that reserves be maintained as follows:

- Net transaction accounts up to \$15.2 million were exempt from reserve requirements.
- A reserve of 3.0% of the aggregate is required for transaction accounts over \$15.2 million up to \$110.2 million.
- A reserve of 10% is required for any transaction accounts over \$110.2 million.

In 2017, the regulations generally require that reserves be maintained as follows:

- Net transaction accounts up to \$15.5 million were exempt from reserve requirements.
- A reserve of 3.0% of the aggregate is required for transaction accounts over \$15.5 million up to \$115.1 million.
- A reserve of 10% is required for any transaction accounts over \$115.1 million.

## ***Federal Home Loan Bank System***

The Federal Home Loan Bank system consists of 11 regional Federal Home Loan Banks. Among other benefits, each of these serves as a reserve or central bank for its members within its assigned region. Each of the Federal Home Loan Banks makes available loans or advances to its members in compliance with the policies and procedures established by its board of directors. The Bank is a member of the Federal Home Loan Bank of Des Moines (the “Des Moines FHLB”) and is a borrowing non-member financial institution with the Federal Home Loan Bank of San Francisco (“San Francisco FHLB”). As a member of the Des Moines FHLB, the Bank is required to own stock in the Des Moines FHLB. Separately, pursuant to a non-member lending agreement with the San Francisco FHLB that we entered into at the time of the Simplicity Acquisition, we are required to own stock of the San Francisco FHLB so long as we continue to be a borrower from the San Francisco FHLB. We currently own \$40.3 million of stock in the FHLB in the aggregate based on these obligations.

## ***Community Reinvestment Act of 1977***

Banks are subject to the provisions of the CRA of 1977, which requires the appropriate federal bank regulatory agency to assess a bank's record in meeting the credit needs of the assessment areas serviced by the bank, including low and moderate income neighborhoods. The regulatory agency's assessment of the bank's record is made available to the public. Further, these assessments are considered by regulators when evaluating mergers, acquisitions and applications to open or relocate a branch or facility. The Bank currently has a rating of “Outstanding” under the CRA.

## ***Dividends***

Dividends from the Bank constitute an important source of funds for dividends that may be paid by the Company to shareholders. The amount of dividends payable by the Bank to the Company depends upon the Bank's earnings and capital position and is limited by federal and state laws. Under Washington law, the Bank may not declare or pay a cash dividend on its capital stock if this would cause its net worth to be reduced below the net worth requirements, if any, imposed by the WDFI. In addition, dividends on the Bank's capital stock may not be paid in an amount greater than its retained earnings without the approval of the WDFI.

The amount of dividends actually paid during any one period will be strongly affected by the Bank's policy of maintaining a strong capital position. Federal law prohibits an insured depository institution from paying a cash dividend if this would cause the institution to be “undercapitalized,” as defined in the prompt corrective action regulations. Moreover, the federal bank regulatory agencies have the general authority to limit the dividends paid by insured banks if such payments are deemed to constitute an unsafe and unsound practice. Capital rules that went into effect in 2015 impose additional requirements on the Bank's ability to pay dividends. See “- *Capital and Prompt Corrective Action Requirements - Capital Requirements.*”

## ***Liquidity***

The Bank is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation. See “Management's Discussion and Analysis - *Liquidity Risk and Capital Resources.*”

## ***Compensation***

The Bank is subject to regulation of its compensation practices. See “Regulation and Supervision - *Regulation of the Company - Compensation Policies.*”

## ***Bank Secrecy Act and USA Patriot Act***

The Company and the Bank are subject to the Bank Secrecy Act, as amended by the USA PATRIOT Act, which gives the federal government powers to address money laundering and terrorist threats through enhanced domestic security measures, expanded surveillance powers and mandatory transaction reporting obligations. By way of example, the Bank Secrecy Act imposes an affirmative obligation on the Bank to report currency transactions that exceed certain thresholds and to report other transactions determined to be suspicious.

Like all United States companies and individuals, the Company and the Bank are prohibited from transacting business with certain individuals and entities named on the Office of Foreign Asset Control's list of Specially Designated Nationals and Blocked Persons. Failure to comply may result in fines and other penalties. The Office of Foreign Asset Control (“OFAC”) has issued guidance directed at financial institutions in which it asserted that it may, in its discretion, examine institutions determined to be high-risk or to be lacking in their efforts to comply with these prohibitions.

The Bank maintains a program to meet the requirements of the Bank Secrecy Act, USA PATRIOT Act and OFAC.

## ***Identity Theft***

Section 315 of the Fair and Accurate Credit Transactions Act ("FACT Act") requires each financial institution or creditor to develop and implement a written Identity Theft Prevention Program to detect, prevent and mitigate identity theft "red flags" in connection with the opening of certain accounts or certain existing accounts.

The Bank maintains a program to meet the requirements of Section 315 of the FACT Act.

## ***Consumer Protection Laws and Regulations***

The Bank and its affiliates are subject to a broad array of federal and state consumer protection laws and regulations that govern almost every aspect of its business relationships with consumers. While this list is not exhaustive, these include the Truth-in-Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Secure and Fair Enforcement in Mortgage Licensing Act, the Real Estate Settlement Procedures Act, the Home Mortgage Disclosure Act, the Fair Credit Reporting Act, the Fair Debt Collection Practices Act, the Service Members' Civil Relief Act, the Right to Financial Privacy Act, the Home Ownership and Equity Protection Act, the Consumer Leasing Act, the Fair Credit Billing Act, the Homeowners Protection Act, the Check Clearing for the 21st Century Act, laws governing flood insurance, laws governing consumer protections in connection with the sale of insurance, federal and state laws prohibiting unfair and deceptive business practices, foreclosure laws and various regulations that implement some or all of the foregoing. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans and providing other services. Failure to comply with these laws and regulations can subject the Bank to various penalties, including but not limited to, enforcement actions, injunctions, fines, civil liability, criminal penalties, punitive damages and the loss of certain contractual rights. The Bank has a compliance governance structure in place to help ensure its compliance with these requirements.

The Dodd-Frank Act established the Bureau of Consumer Financial Protection ("CFPB") as a new independent bureau that is responsible for regulating consumer financial products and services under federal consumer financial laws. The CFPB has broad rulemaking authority with respect to these laws and exclusive examination and primary enforcement authority with respect to banks with assets of more than \$10 billion.

The Dodd-Frank Act also contains a variety of provisions intended to reform consumer mortgage practices. The provisions include (1) a requirement that lenders make a determination that at the time a residential mortgage loan is consummated the consumer has a reasonable ability to repay the loan and related costs, (2) a ban on loan originator compensation based on the interest rate or other terms of the loan (other than the amount of the principal), (3) a ban on prepayment penalties for certain types of loans, (4) bans on arbitration provisions in mortgage loans and (5) requirements for enhanced disclosures in connection with the making of a loan. The Dodd-Frank Act also imposes a variety of requirements on entities that service mortgage loans.

The Dodd-Frank Act contains provisions further regulating payment card transactions. The Dodd-Frank Act required the Federal Reserve to adopt regulations limiting any interchange fee for a debit transaction to an amount which is "reasonable and proportional" to the costs incurred by the issuer. The Federal Reserve has adopted final regulations limiting the amount of debit interchange fees that large bank issuers may charge or receive on their debit card transactions. There is an exemption from the rules for issuers with assets of less than \$10 billion and the Federal Reserve has stated that it will monitor and report to Congress on the effectiveness of the exemption.

## ***Future Legislation or Regulation***

The Trump administration, Congress, the regulators and various states continue to focus attention on the financial services industry. Proposals that affect the industry will likely continue to be introduced. In particular, the Trump administration and various members of Congress have expressed a desire to modify or repeal parts of the Dodd-Frank Act. We cannot predict whether any of these proposals will be enacted or adopted or, if they are, the effect they would have on our business, our operations or our financial condition or on the financial services industry generally.



## ITEM 1A RISK FACTORS

*This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this report.*

### **Risks Related to Our Operations**

***We are growing rapidly, and we may fail to manage our growth properly.***

Since our initial public offering (“IPO”) in February 2012, we have pursued targeted and opportunistic growth which has included four whole-bank acquisitions along with seven branch acquisitions. These acquisitions represent both significant operational growth and a substantial geographic expansion of our commercial and consumer banking operations. Simultaneously with this growth of our banking operations through acquisition, we have also grown our mortgage origination operations opportunistically but quickly, opening new primary and satellite offices in Northern and Southern California starting in 2013, and further expanding our mortgage origination operations into Arizona beginning in the fourth quarter of 2014 and Central California in the second quarter of 2015, while also continuing to grow those operations in the Pacific Northwest. Beginning in 2015, we also started expanding our commercial lending activities, opening new primary offices in Salt Lake City, Utah and adding production personnel in Southern California focused on residential construction and SBA loans. At the time of our IPO, we had 20 retail branches and nine stand-alone lending centers. As of December 31, 2016 we have grown to a total of 55 retail branches, 53 primary stand-alone lending centers, including five primary commercial lending centers, and one stand-alone insurance office.

These activities reflect substantial growth in terms of total assets, total deposits, total loans and employees. We plan to continue both strategic and opportunistic growth, which can present substantial demands on management personnel, line employees, and other aspects of our operations, especially if growth occurs rapidly. We may face difficulties in managing that growth, and we may experience a variety of adverse consequences, including:

- Loss of or damage to key customer relationships;
- Distraction of management from ordinary course operations;
- Costs incurred in the process of vetting potential acquisition candidates which we may not recoup;
- Loss of key employees or significant numbers of employees;
- The potential of litigation from prior employers relating to the portability of their employees;
- Costs associated with opening new offices and systems expansion to accommodate our growth in employees;
- Increased costs related to hiring, training and providing initial compensation to new employees, which may not be recouped if those employees do not remain with us long enough to be profitable;
- Challenges in complying with legal and regulatory requirements in new jurisdictions;
- Inadequacies in our computer systems, accounting policies and procedures, and management personnel (some of which may be difficult to detect until other problems become manifest);
- Challenges integrating different systems, practices, and customer relationships;
- An inability to attract and retain personnel whose experience and (in certain circumstances) business relationships promote the achievement of our strategic goals; and
- Increasing volatility in our operating results as we progress through these initiatives.

Because our business strategy includes growth in total assets, total deposits, total loans and employees, including through opportunistic acquisitions, if we fail to manage our growth properly, our financial condition and results of operations could be negatively affected.

***Volatility in mortgage markets, changes in interest rates, operational costs and other factors beyond our control may adversely impact our ability to remain profitable.***

We have sustained significant losses in the past, and we cannot guarantee that we will remain profitable or be able to maintain the level of profit we are currently experiencing. For example, in the fourth quarter of 2016, unexpected sharp increases in interest rates related to the results of the U.S. presidential election as well as asymmetrical changes in the values of mortgage servicing rights and certain derivative hedging instruments created an unforeseen and material adverse impact on our earnings for that quarter. Many factors affect our profitability, and our ability to remain profitable is threatened by a myriad of issues, including:

- Increases in interest rates that may limit our ability to make loans, decrease our net interest income and noninterest income, increase the number of rate locks that become closed loans which may in turn increase our costs relative to our income, reduce demand for loans, diminish the value of our mortgage servicing rights, affect the value of our hedging instruments, increase the cost of deposits and otherwise negatively impact our financial situation;
- Volatility in mortgage markets, which is driven by factors outside of our control such as interest rate changes, housing inventory and general economic conditions, may negatively impact our ability to originate loans and change the fair value of our existing loans and servicing rights;
- Our hedging strategies to offset risks related to interest rate changes may not prove to be successful and may result in unanticipated losses for the Company;
- Changes in regulations or interpretation of regulation through enforcement actions may negatively impact the Company or the Bank and may limit our ability to offer certain products or services or may increase our costs of compliance;
- Increased costs from growth through acquisition could exceed the income growth anticipated from these opportunities, especially in the short term as these acquisitions are integrated into our business;
- Increased costs for controls over data confidentiality, integrity, and availability due to growth or to strengthen the security profile of our computer systems and computer networks;
- Changes in government-sponsored enterprises and their ability to insure or to buy our loans in the secondary market may result in significant changes in our ability to recognize income on sale of our loans to third parties;
- Competition in the mortgage market industry may drive down the interest rates we are able to offer on our mortgages, which will negatively impact our net interest income; and
- Changes in the cost structures and fees of government-sponsored enterprises to whom we sell many of these loans may compress our margins and reduce our net income and profitability.

These and other factors may limit our ability to generate revenue in excess of our costs, which in turn may result in a lower rate of profitability or even substantial losses for the Company.

***The integration of recent and future acquisitions could consume significant resources and may not be successful.***

We have completed four whole-bank acquisitions and acquired seven stand-alone branches in the past four years, all of which has required substantial resources and costs related to the acquisition process and subsequent integration. For example, we incurred \$4.6 million and \$10.7 million of acquisition related expenses, net of tax, in the fiscal years ended December 31, 2016 and 2015, respectively. We regularly evaluate merger and acquisition opportunities with other financial institutions and financial services companies. There are certain risks related to the integration of operations of acquired banks and branches, which we may continue to encounter if we acquire other banks or branches as part of our ongoing strategy to grow our business and our market share.

Any future acquisition we may undertake may involve numerous risks related to the investigation and consideration of the potential acquisition and the costs of undertaking such a transaction, as well as integrating acquired businesses into HomeStreet and HomeStreet Bank, including risks that arise after the transaction is completed. These risks include:

- Diversion of management's attention from normal daily operations of the business;
- Difficulties in integrating the operations, technologies, and personnel of the acquired companies;
- Difficulties in implementing, upgrading and maintaining our internal controls over financial reporting and our disclosure controls and procedures;
- Inability to maintain the key business relationships and the reputations of acquired businesses;
- Entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- Potential responsibility for the liabilities of acquired businesses;
- Inability to maintain our internal standards, procedures and policies at the acquired companies or businesses; and
- Potential loss of key employees of the acquired companies.

In addition, in certain cases our acquisition of a whole bank or a branch includes the acquisition of all or a substantial portion of the target bank or branch's assets and liabilities, including all or a substantial portion of its loan portfolio. There may be instances where we, under our normal operating procedures, may find after the acquisition that there may be additional losses or undisclosed liabilities with respect to the assets and liabilities of the target bank or branch, and, with respect to its loan portfolio, that the ability of a borrower to repay a loan may have become impaired, the quality of the value of the collateral securing a loan may fall below our standards, or the allowance for loan losses may not be adequate. One or more of these

factors might cause us to have additional losses or liabilities, additional loan charge-offs or increases in allowances for loan losses.

Difficulties in pursuing or integrating any new acquisitions, and potential discoveries of additional losses or undisclosed liabilities with respect to the assets and liabilities of acquired companies, may increase our costs and adversely impact our financial condition and results of operations. Further, even if we successfully address these factors and are successful in closing acquisitions and integrating our systems with the acquired systems, we may nonetheless experience customer losses, or we may fail to grow the acquired businesses as we intend or to operate the acquired businesses at a level that would avoid losses or justify our investments in those companies.

In addition, we may choose to issue additional common stock for future acquisitions, or we may instead choose to pay the consideration in cash or a combination of stock and cash. Any issuances of stock relating to an acquisition may have a dilutive effect on earnings per share, book value per share or the percentage ownership of current shareholders depending on the value of the assets or entity acquired. Alternatively, the use of cash as consideration in any such acquisitions could impact our capital position and may require us to raise additional capital.

***The significant concentration of real estate secured loans in our portfolio has had a negative impact on our asset quality and profitability in the past and there can be no assurance that it will not have such impact in the future.***

A substantial portion of our loans are secured by real property, a characteristic we expect to continue indefinitely. Our real estate secured lending is generally sensitive to national, regional and local economic conditions, making loss levels difficult to predict. Declines in real estate sales and prices, significant increases in interest rates, and a degeneration in prevailing economic conditions may result in higher than expected loan delinquencies, foreclosures, problem loans, OREO, net charge-offs and provisions for credit and OREO losses. Although real estate prices are stable in the markets in which we operate, if market values decline, the collateral for our loans may provide less security and our ability to recover the principal, interest and costs due on defaulted loans by selling the underlying real estate will be diminished, leaving us more likely to suffer additional losses on defaulted loans. Such declines may have a greater effect on our earnings and capital than on the earnings and capital of financial institutions whose loan portfolios are more diversified.

Worsening conditions in the real estate market and higher than normal delinquency and default rates on loans could cause other adverse consequences for us, including:

- Reduced cash flows and capital resources, as we are required to make cash advances to meet contractual obligations to investors, process foreclosures, and maintain, repair and market foreclosed properties;
- Declining mortgage servicing fee revenues because we recognize these revenues only upon collection;
- Increasing loan servicing costs;
- Declining fair value on our mortgage servicing rights; and
- Declining fair values and liquidity of securities held in our investment portfolio that are collateralized by mortgage obligations.

***We may incur significant losses as a result of ineffective hedging of interest rate risk related to our loans sold with retained servicing rights.***

Both the value of our single family mortgage servicing rights, or MSRs, and the value of our single family loans held for sale change with fluctuations in interest rates, among other things, reflecting the changing expectations of mortgage prepayment activity. To mitigate potential losses of fair value of single family loans held for sale and MSRs related to changes in interest rates, we actively hedge this risk with financial derivative instruments. Hedging is a complex process, requiring sophisticated models, experienced and skilled personnel and continual monitoring. Changes in the value of our hedging instruments may not correlate with changes in the value of our single family loans held for sale and MSRs, as occurred in the fourth quarter of 2016, and we could incur a net valuation loss as a result of our hedging activities. As we continue to expand our single family mortgage operations and add more single family mortgage origination personnel, the volume of our single family loans held for sale and MSRs has continued to increase. The increase in volume in turn increases our exposure to the risks associated with the impact of interest rate fluctuations on single family loans held for sale and MSRs. Further, in times of significant financial disruption, as in 2008, hedging counterparties have been known to default on their obligations. Any such events or conditions may harm our results of operations.

***Our business is geographically confined to certain metropolitan areas of the Western United States, and events and conditions that disproportionately affect those areas may pose a more pronounced risk for our business.***

Although we presently have operations in eight states, a substantial majority of our revenues are derived from operations in the Puget Sound region of Washington State, the Portland, Oregon metropolitan area and the Los Angeles and San Diego metropolitan areas in Southern California and all of our markets are located in the Western United States. Each of our primary markets is subject to various types of natural disasters, and each has experienced disproportionately significant economic declines in the past decade. Economic declines or natural disasters that affect these areas in particular, or economic events that particularly or more significantly affect the Western United States, the Puget Sound region or Southern California, may have an unusually pronounced impact on our business and, because our operations are not more geographically diversified, we may lack the ability to mitigate those impacts from operations in other regions of the United States.

***We have previously had deficiencies in our internal controls over financial reporting, and those deficiencies or others that we have not discovered may result in our inability to maintain control over our assets or to identify and accurately report our financial condition, results of operations, or cash flows.***

Our internal controls over financial reporting are intended to assure we maintain accurate records, promote the accurate and timely reporting of our financial information, maintain adequate control over our assets, and detect unauthorized acquisition, use or disposition of our assets. Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results may be harmed.

As part of our ongoing monitoring of internal control from time to time we have discovered deficiencies in our internal controls that have required remediation. These deficiencies have included “material weaknesses,” defined as a deficiency or combination of deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. For example, our management determined that we had experienced a material weakness in our internal controls over financial reporting as of September 30, 2014 related to errors in the analysis of hedge effectiveness related to fair value hedge accounting for certain commercial real estate loans and related swap or derivative instruments, and also concluded that our internal controls over financial reporting were not effective as of December 31, 2014 because of a material weakness in our internal controls related to certain new back office systems, primarily relating to accounts payable processing and payroll processing. We also have discovered “significant deficiencies,” defined as a deficiency or combination of deficiencies in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the Company's financial reporting.

Management has in place a process to document and analyze all identified internal control deficiencies and implement remedial measures sufficient to resolve those deficiencies. To support our growth initiatives and to create operating efficiencies we have implemented, and will continue to implement, new systems and processes. If our project management processes are not sound and adequate resources are not deployed to these implementations, we may experience additional internal control lapses that could expose the company to operating losses. However, any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls in the future could harm operating results or cause us to fail to meet our reporting obligations.

If our internal controls over financial reporting are subject to additional defects we have not identified, we may be unable to maintain adequate control over our assets, or we may experience material errors in recording our assets, liabilities and results of operations. Repeated or continuing deficiencies may cause investors to question the reliability of our internal controls or our financial statements, and may result in an erosion of confidence in our management or result in penalties or other potential enforcement action by the Securities and Exchange Commission (the “SEC”). On January 19, 2017, we finalized a settlement agreement with the SEC and paid a fine of \$500,000 related to the previously disclosed SEC investigation into our fair value hedge accounting for certain commercial real estate loans and swaps. While the fair value hedge accounting error at issue in the settlement was disclosed by HomeStreet in November 2014 and neither the errors nor the amount of the settlement was ultimately material to our financial statements in any period, inquiries by the SEC took the time and attention of management for significant periods of time and may have had an adverse impact on investor confidence in us in the near term which may have had a negative impact on the value of our securities.

***Our allowance for loan losses may prove inadequate or we may be negatively affected by credit risk exposures. Future additions to our allowance for loan losses, as well as charge-offs in excess of reserves, will reduce our earnings.***

Our business depends on the creditworthiness of our customers. As with most financial institutions, we maintain an allowance for loan losses to reflect potential defaults and nonperformance, which represents management's best estimate of probable



incurred losses inherent in the loan portfolio. Management's estimate is based on our continuing evaluation of specific credit risks and loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions, industry concentrations and other factors that may indicate future loan losses. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and judgment and requires us to make estimates of current credit risks and future trends, all of which may undergo material changes. Generally, our nonperforming loans and OREO reflect operating difficulties of individual borrowers and weaknesses in the economies of the markets we serve. This allowance may not be adequate to cover actual losses, and future provisions for losses could materially and adversely affect our financial condition, results of operations and cash flows.

In addition, as we have acquired new operations, we have added the loans previously held by the acquired companies or related to the acquired branches to our books. We expect that future acquisition we may make may bring additional loans originated by other institutions onto our books. Although we review loan quality as part of our due diligence in considering any acquisition involving loans, the addition of such loans may increase our credit risk exposure, require an increase in our allowance for loan losses, adversely affect our financial condition, results of operations and cash flows stemming from losses on those additional loans.

***Our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and we use estimates in determining the fair value of certain of our assets, which estimates may prove to be imprecise and result in significant changes in valuation.***

A portion of our assets are carried on the balance sheet at fair value, including investment securities available for sale, mortgage servicing rights related to single family loans and single family loans held for sale. Generally, for assets that are reported at fair value, we use quoted market prices or internal valuation models that use observable market data inputs to estimate their fair value. In certain cases, observable market prices and data may not be readily available or their availability may be diminished due to market conditions. We use financial models to value certain of these assets. These models are complex and use asset-specific collateral data and market inputs for interest rates. Although we have processes and procedures in place governing internal valuation models and their testing and calibration, such assumptions are complex as we must make judgments about the effect of matters that are inherently uncertain. Different assumptions could result in significant changes in valuation, which in turn could affect earnings or result in significant changes in the dollar amount of assets reported on the balance sheet. As we grow the expectation for the sophistication of our models will increase and we may need to hire additional personnel with sufficient expertise.

***Our funding sources may prove insufficient to replace deposits and support our future growth.***

We must maintain sufficient funds to respond to the needs of depositors and borrowers. As a part of our liquidity management, we use a number of funding sources in addition to core deposit growth and repayments and maturities of loans and investments. As we continue to grow, we are likely to become more dependent on these sources, which may include Federal Home Loan Bank advances, proceeds from the sale of loans, federal funds purchased and brokered certificates of deposit. Adverse operating results or changes in industry conditions could lead to difficulty or an inability to access these additional funding sources and could make our existing funds more volatile. Our financial flexibility may be materially constrained if we are unable to maintain our access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. If we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In that case, our operating margins and profitability would be adversely affected. Further, the volatility inherent in some of these funding sources, particularly including brokered deposits, may increase our exposure to liquidity risk.

***Our management of capital could adversely affect profitability measures and the market price of our common stock and could dilute the holders of our outstanding common stock.***

Our capital ratios are higher than regulatory minimums. We may choose to have a lower capital ratio in the future in order to take advantage of growth opportunities, including acquisition and organic loan growth, or in order to take advantage of a favorable investment opportunity. On the other hand, we may again in the future elect to raise capital through a sale of our debt or equity securities in order to have additional resources to pursue our growth, including by acquisition, fund our business needs and meet our commitments, or as a response to changes in economic conditions that make capital raising a prudent choice. In the event the quality of our assets or our economic position were to deteriorate significantly, as a result of market forces or otherwise, we may also need to raise additional capital in order to remain compliant with capital standards.

We may not be able to raise such additional capital at the time when we need it, or on terms that are acceptable to us. Our ability to raise additional capital will depend in part on conditions in the capital markets at the time, which are outside our

control, and in part on our financial performance. Further, if we need to raise capital in the future, especially if it is in response to changing market conditions, we may need to do so when many other financial institutions are also seeking to raise capital, which would create competition for investors. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, any capital raising alternatives could dilute the holders of our outstanding common stock and may adversely affect the market price of our common stock.

***If we breach any of the representations or warranties we make to a purchaser or securitizer of our mortgage loans or MSRs, we may be liable to the purchaser or securitizer for certain costs and damages.***

When we sell or securitize mortgage loans in the ordinary course of business, we are required to make certain representations and warranties to the purchaser about the mortgage loans and the manner in which they were originated. Our agreements require us to repurchase mortgage loans if we have breached any of these representations or warranties, in which case we may be required to repurchase such loan and record a loss upon repurchase and/or bear any subsequent loss on the loan. We may not have any remedies available to us against a third party for such losses, or the remedies available to us may not be as broad as the remedies available to the purchaser of the mortgage loan against us. In addition, if there are remedies against a third party available to us, we face further risk that such third party may not have the financial capacity to perform remedies that otherwise may be available to us. Therefore, if a purchaser enforces remedies against us, we may not be able to recover our losses from a third party and may be required to bear the full amount of the related loss.

If repurchase and indemnity demands increase on loans or MSRs that we sell from our portfolios, our liquidity, results of operations and financial condition will be adversely affected.

***If we breach any representations or warranties or fail to follow guidelines when originating an FHA/HUD-insured loan or a VA-guaranteed loan, we may lose the insurance or guarantee on the loan and suffer losses, pay penalties, and/or be subjected to litigation from the federal government.***

We originate and purchase, sell and thereafter service single family loans, some of which are insured by FHA/HUD or guaranteed by the VA. We certify to the FHA/HUD and the VA that the loans meet their requirements and guidelines. The FHA/ HUD and VA audit loans that are insured or guaranteed under their programs, including audits of our processes and procedures as well as individual loan documentation. Violations of guidelines can result in monetary penalties or require us to provide indemnifications against loss or loans declared ineligible for their programs. In the past, monetary penalties and losses from indemnifications have not created material losses to the Bank. As a result of the housing crisis, the FHA/HUD has stepped up enforcement initiatives. In addition to regular FHA/HUD audits, HUD's Inspector General has become active in enforcing FHA regulations with respect to individual loans and has partnered with the Department of Justice ("DOJ") in filing lawsuits against lenders for systemic violations. The penalties resulting from such lawsuits can be much more severe, since systemic violations can be applied to groups of loans and penalties may be subject to treble damages. The DOJ has used the Federal False Claims Act and other federal laws and regulations in prosecuting these lawsuits. Because of our significant origination of FHA/HUD insured and VA guaranteed loans, if the DOJ were to find potential violations by the Bank, we could be subject to material monetary penalties and/or losses, and may even be subject to lawsuits alleging systemic violations which could result in treble damages.

***We may face risk of loss if we purchase loans from a seller that fails to satisfy its indemnification obligations.***

We generally receive representations and warranties from the originators and sellers from whom we purchase loans and servicing rights such that if a loan defaults and there has been a breach of such representations and warranties, we may be able to pursue a remedy against the seller of the loan for the unpaid principal and interest on the defaulted loan. However, if the originator and/or seller breaches such representations and warranties and does not have the financial capacity to pay the related damages, we may be subject to the risk of loss for such loan as the originator or seller may not be able to pay such damages or repurchase loans when called upon by us to do so. Currently, we only purchase loans from WMS Series LLC, an affiliated business arrangement with certain Windermere real estate brokerage franchise owners.

***Changes in fee structures by third party loan purchasers and mortgage insurers may decrease our loan production volume and the margin we can recognize on conforming home loans, and may adversely impact our results of operations.***

Changes in the fee structures by Fannie Mae, Freddie Mac or other third party loan purchasers, such as an increase in guarantee fees and other required fees and payments, may increase the costs of doing business with them and, in turn, increase the cost of mortgages to consumers and the cost of selling conforming loans to third party loan purchasers. Increases in those costs could in turn decrease our margin and negatively impact our profitability. Additionally, increased costs for premiums from mortgage

insurers, extensions of the period for which private mortgage insurance is required on a loan purchased by third party purchasers and other changes to mortgage insurance requirements could also increase our costs of completing a mortgage and our margins for home loan origination. Were any of our third party loan purchasers to make such changes in the future, it may have a negative impact on our ability to originate loans to be sold because of the increased costs of such loans and may decrease our profitability with respect to loans held for sale. In addition, any significant adverse change in the level of activity in the secondary market or the underwriting criteria of these third party loan purchasers could negatively impact our results of business, operations and cash flows.

***We may incur additional costs in placing loans if our third party purchasers discontinue doing business with us for any reason.***

We rely on third party purchasers with whom we place loans as a source of funding for the loans we make to consumers. Occasionally, third party loan purchasers may go out of business, elect to exit the market or choose to cease doing business with us for a myriad of reasons, including but not limited to the increased burdens on purchasers related to compliance, adverse market conditions or other pressures on the industry. In the event that one or more third party purchasers goes out of business, exits the market or otherwise ceases to do business with us at a time when we have loans that have been placed with such purchaser but not yet sold, we may incur additional costs to sell those loans to other purchasers or may have to retain such loans, which could negatively impact our results of operations and our capital position.

***Our real estate lending also may expose us to environmental liabilities.***

In the course of our business, it is necessary to foreclose and take title to real estate, which could subject us to environmental liabilities with respect to these properties. Hazardous substances or waste, contaminants, pollutants or sources thereof may be discovered on properties during our ownership or after a sale to a third party. We could be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances or chemical releases at such properties. The costs associated with investigation or remediation activities could be substantial and could substantially exceed the value of the real property. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. We may be unable to recover costs from any third party. These occurrences may materially reduce the value of the affected property, and we may find it difficult or impossible to use or sell the property prior to or following any environmental remediation. If we ever become subject to significant environmental liabilities, our business, financial condition and results of operations could be materially and adversely affected.

## **Market-Related Risks**

***Fluctuations in interest rates could adversely affect the value of our assets and reduce our net interest income and noninterest income, thereby adversely affecting our earnings and profitability.***

Interest rates may be affected by many factors beyond our control, including general and economic conditions and the monetary and fiscal policies of various governmental and regulatory authorities. For example, unexpected increases in interest rates such as those in the fourth quarter of 2016 relating to the reaction to the U.S. presidential election resulted in an increased percentage of rate lock customer closing loans, which in turn increased our costs relative to income. Related and concomitant asymmetrical changes in the values of MSR's and certain derivative instruments used in related hedging transactions also adversely impacted our MSR-related risk management results in that period. Even expected increases in interest rates, such as those implemented in early 2014, may reduce our mortgage revenues by reducing the market for refinancings, which may negatively impact our noninterest income and, to a lesser extent, our net interest income, as well as demand for our residential loan products and the revenue realized on the sale of loans. Market volatility in interest rates can be difficult to predict, as unexpected interest rate changes may result in a sudden impact while anticipated changes in interest rates generally impact the mortgage rate market prior to the actual rate change.

Our earnings are also dependent on the difference between the interest earned on loans and investments and the interest paid on deposits and borrowings. Changes in market interest rates impact the rates earned on loans and investment securities and the rates paid on deposits and borrowings and may negatively impact our ability to attract deposits, make loans and achieve satisfactory interest rate spreads, which could adversely affect our financial condition or results of operations. In addition, changes to market interest rates may impact the level of loans, deposits and investments and the credit quality of existing loans.

In addition, our securities portfolio includes securities that are insured or guaranteed by U.S. government agencies or government-sponsored enterprises and other securities that are sensitive to interest rate fluctuations. The unrealized gains or

losses in our available-for-sale portfolio are reported as a separate component of shareholders' equity until realized upon sale. Interest rate fluctuations may impact the value of these securities and as a result, shareholders' equity, and may cause material fluctuations from quarter to quarter. Failure to hold our securities until maturity or until market conditions are favorable for a sale could adversely affect our financial condition.

A significant portion of our noninterest income is derived from originating residential mortgage loans and selling them into the secondary market. That business has benefited from a long period of historically low interest rates. To the extent interest rates rise, particularly if they rise substantially, we may experience a reduction in mortgage financing of new home purchases and refinancing. These factors have negatively affected our mortgage loan origination volume and our noninterest income in the past and may do so again in the future.

***Our mortgage operations are impacted by changes in the housing market, including factors that impact housing affordability and availability.***

Housing affordability is directly affected by both the level of mortgage interest rates and the inventory of houses available for sale. The housing market recovery has been aided by a protracted period of historically low mortgage interest rates that has made it easier for consumers to qualify for a mortgage and purchase a home, however, mortgage rates have now begun to rise again. Should mortgage rates substantially increase over current levels, it would become more difficult for many consumers to qualify for mortgage credit. This could have a dampening effect on home sales and on home values.

In addition, constraints on the number of houses available for sale in some of our largest markets are driving up home prices, which may also make it harder for our customer to qualify for a mortgage, adversely impact our ability to originate mortgages and, as a consequence, our results of operations. Any return to a recessionary economy could also result in financial stress on our borrowers that may result in volatility in home prices, increased foreclosures and significant write-downs of asset values, all of which would adversely affect our financial condition and results of operations.

***The stock price of our common stock is subject to volatility.***

The price of our common stock has fluctuated in the past and may face additional and potentially substantial fluctuations in the future. Among the factors that may impact our stock price are the following:

- Variances in our operating results;
- Disparity between our operating results and the operating results of our competitors;
- Changes in analyst's estimates of our earnings results and future performance, or variances between our actual performance and that forecast by analysts;
- News releases or other announcements of material events relating to the Company, including but not limited to mergers, acquisitions, expansion plans or other strategic developments;
- Future securities offerings by us of debt or equity securities
- Addition or departure of key personnel;
- Market-wide events that may be seen by the market as impacting the Company;
- The presence or absence of short-selling of our common stock;
- General financial conditions of the country or the regions in which we operate;
- Trends in real estate in our primary markets; or
- Trends relating to the economic markets generally.

The stock markets in general experience substantial price and trading fluctuations, and such changes may create volatility in the market as a whole or in the stock prices of securities related to particular industries or companies that is unrelated or disproportionate to changes in operating performance of the Company. Such volatility may have an adverse effect on the trading price of our common stock.

***Current economic conditions continue to pose significant challenges for us and could adversely affect our financial condition and results of operations.***

We generate revenue from the interest and fees we charge on the loans and other products and services we sell, and a substantial amount of our revenue and earnings comes from the net interest and noninterest income that we earn from our mortgage banking and commercial lending businesses. Our operations have been, and will continue to be, materially affected by the state of the U.S. economy, particularly unemployment levels and home prices. A prolonged period of slow growth or a pronounced decline in the U.S. economy, or any deterioration in general economic conditions and/or the financial markets resulting from these factors, or any other events or factors that may disrupt or dampen the economic recovery, could dampen



consumer confidence, adversely impact the models we use to assess creditworthiness, and materially adversely affect our financial results and condition. If the economy worsens and unemployment rises, which also would likely result in a decrease in consumer and business confidence and spending, the demand for our credit products, including our mortgages, may fall, reducing our net interest and noninterest income and our earnings. Significant and unexpected market developments may also make it more challenging for us to properly forecast our expected financial results.

***A change in federal monetary policy could adversely impact our mortgage banking revenues.***

The Federal Reserve is responsible for regulating the supply of money in the United States, and as a result its monetary policies strongly influence our costs of funds for lending and investing as well as the rate of return we are able to earn on those loans and investments, both of which impact our net interest income and net interest margin. The Federal Reserve Board's interest rate policies can also materially affect the value of financial instruments we hold, including debt securities, mortgage servicing rights, or MSRs and derivative instruments used to hedge against changes in the value of our MSRs. These monetary policies can also negatively impact our borrowers, which in turn may increase the risk that they will be unable to pay their loans according to the terms or be unable to pay their loans at all. We have no control over the Federal Reserve Board's policies and cannot predict when changes are expected or what the magnitude of such changes may be.

The Federal Reserve Board's monetary policies during the recession and subsequent economic recovery may have had the effect of supporting higher revenues than might otherwise be available. For instance, during a period beginning in November 2008 through October 2014, the Federal Reserve Board purchased certain mortgage-backed securities and United States Treasury securities under its quantitative easing programs in an effort to meet specific economic targets and bolster the U.S. economy. If the rebound in employment and real wages is not adequate to offset the termination of that program, or if the Federal Reserve begins selling off the securities it has accumulated, we may see a reduction in mortgage originations throughout the United States, and may see a corresponding rise in interest rates, which could reduce our mortgage origination revenues and in turn have a material adverse impact upon our business.

***A substantial portion of our revenue is derived from residential mortgage lending which is a market sector that experiences significant volatility.***

A substantial portion of our consolidated net revenues (net interest income plus noninterest income) are derived from originating and selling residential mortgages. Residential mortgage lending in general has experienced substantial volatility in recent periods. An increase in interest rates in the second quarter of 2013 resulted in a significant adverse impact on our business and financial results due primarily to a related decrease in volume of loan originations, especially refinancings. The Federal Reserve increased interest rates in December 2015 and again in December 2016. Interest rate changes in the fourth quarter of 2016 resulted in lower rate locks and higher closed loan volume. We book revenue at the time we enter into rate lock agreements after adjusting for the estimated percentage of loans that are not expected to actually close, which we refer to as "fallout". When interest rates rise, the level of fallout as a percentage of rate locks declines, which results in higher costs relative to income for that period, which may adversely impact our earnings and results of operations. In addition, an increase in interest rates may materially and adversely affect our future loan origination volume, margins, and the value of the collateral securing our outstanding loans, may increase rates of borrower default, and may otherwise adversely affect our business.

***We may incur losses due to changes in prepayment rates.***

Our mortgage servicing rights carry interest rate risk because the total amount of servicing fees earned, as well as changes in fair-market value, fluctuate based on expected loan prepayments (affecting the expected average life of a portfolio of residential mortgage servicing rights). The rate of prepayment of residential mortgage loans may be influenced by changing national and regional economic trends, such as recessions or depressed real estate markets, as well as the difference between interest rates on existing residential mortgage loans relative to prevailing residential mortgage rates. Changes in prepayment rates are therefore difficult for us to predict. An increase in the general level of interest rates may adversely affect the ability of some borrowers to pay the interest and principal of their obligations. During periods of declining interest rates, many residential borrowers refinance their mortgage loans. The loan administration fee income (related to the residential mortgage loan servicing rights corresponding to a mortgage loan) decreases as mortgage loans are prepaid. Consequently, the fair value of portfolios of residential mortgage loan servicing rights tend to decrease during periods of declining interest rates, because greater prepayments can be expected and, as a result, the amount of loan administration income received also decreases.

## **Regulatory-Related Risks**

***We are subject to extensive regulation that may restrict our activities, including declaring cash dividends or capital distributions, and imposes financial requirements or limitations on the conduct of our business.***

Our operations are subject to extensive regulation by federal, state and local governmental authorities, including the FDIC, the Washington Department of Financial Institutions and the Federal Reserve, and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of our operations. Our business is highly regulated, and the laws, rules and regulations to which we are subject have been evolving and changing frequently following the economic recession that began in 2008. Recent political shifts in the United States may result in additional significant changes in legislation and regulations that impact us, however, the direction and impact of those changes is not immediately known and some uncertainty may arise as a result. Changing conditions in the real estate and financial markets and the sometimes arduous and uncertain regulatory climate in which they operate also impact our business. Changes to the laws, rules and regulations that affect us are also sometimes retroactively applied. For instance, the Dodd-Frank Act significantly changed the laws as they apply to financial institutions and revised and expanded the rulemaking, supervisory and enforcement authority of federal banking regulators. Some of these changes were effective immediately, others are still being phased in gradually, and some still require additional regulatory rulemaking. As a result, a few of the regulations called for by the Dodd-Frank Act have not yet been completed or are not yet in effect, so not all of the precise contours of that law and its effects on us can be fully understood. In addition, the Trump administration and Republicans controlling Congress have announced that they intend to repeal or revise significant portions of Dodd-Frank and other regulation impacting financial institutions, however, the nature and extent of such repeals or revisions are not presently known. These circumstances lead to additional uncertainty regarding our regulatory environment and the cost and requirements for compliance. We are unable to predict whether U.S. federal, state or local authorities, or other pertinent bodies, will enact legislation, laws, rules, regulations, handbooks, guidelines or similar provisions that will affect our business or require changes in our practices in the future, and any such changes could adversely affect our cost of doing business and profitability.

Changes in regulatory scrutiny of the industry could lead to new regulation of our industry that could in turn create higher costs of compliance, limit our ability to pursue business opportunities and increase our exposure to the judicial system and the plaintiff's bar. Examination findings by the regulatory agencies may also result in adverse consequences to the Company or the Bank. We have, in the past, been subject to specific regulatory orders that constrained our business and required us to take measures that investors may have deemed undesirable, and we may again in the future be subject to such orders if banking regulators were to determine that our operations require such restrictions. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the authority to restrict our operations, including acquisition activity, adversely reclassify our assets, determine the level of deposit premiums assessed, require us to increase our allowance for loan losses, require customer restitution and impose fines or other penalties.

***Interpretation of federal and state legislation, case law or regulatory action may negatively impact our business.***

Regulatory and judicial interpretation of existing and future federal and state legislation, case law, judicial orders and regulations could also require us to revise our operations and change certain business practices, impose additional costs, reduce our revenue and earnings and otherwise adversely impact our business, financial condition and results of operations. For instance, judges interpreting legislation and judicial decisions made during the financial crisis could allow modification of the terms of residential mortgages in bankruptcy proceedings which could hinder our ability to foreclose promptly on defaulted mortgage loans or expand assignee liability for certain violations in the mortgage loan origination process, any or all of which could adversely affect our business or result in our being held responsible for violations in the mortgage loan origination process. In addition, the exercise by regulators of revised and at times expanded powers under existing or future regulations could materially and negatively impact the profitability of our business, the value of assets we hold or the collateral available for our loans, require changes to business practices or force us to discontinue businesses and expose us to additional costs, taxes, liabilities, enforcement actions and reputational risk.

Such judicial decisions or regulatory interpretations may affect the manner in which we do business and the products and services that we provide, restrict our ability to grow through acquisition, restrict our ability to compete in our current business or expand into any new business, and impose additional fees, assessments or taxes on us or increase our regulatory oversight. For instance, we may be limited in our ability to take actions that may be essential to preserve the value of the mortgage loans we service or hold for investment. Any restriction on our ability to foreclose on a loan, any requirement that we forego a portion of the amount otherwise due on a loan or any requirement that we modify any original loan terms may require us to advance principal, interest, tax and insurance payments, which would negatively impact our business, financial condition, liquidity and results of operations. Given the relatively high percentage of our business that derives from originating residential

mortgages, any such actions are likely to have a significant impact on our business, and the effects we experience will likely be disproportionately high in comparison to financial institutions whose residential mortgage lending is more attenuated.

***Federal, state and local consumer protection laws may restrict our ability to offer and/ or increase our risk of liability with respect to certain products and services and could increase our cost of doing business.***

Federal, state and local laws have been adopted that are intended to eliminate certain practices considered “predatory” or “unfair and deceptive”. These laws prohibit practices such as steering borrowers away from more affordable products, failing to disclose key features, limitations, or costs related to products and services, failing to provide advertised benefits, selling unnecessary insurance to borrowers, repeatedly refinancing loans, imposing excessive fees for overdrafts, and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans or engage in deceptive practices, but these laws and regulations create the potential for liability with respect to our lending, servicing, loan investment, deposit taking and other financial activities. As a company with a significant mortgage banking operation, we also, inherently, have a significant amount of risk of noncompliance with fair lending laws and regulations. These laws and regulations are complex and require vigilance to ensure that policies and practices do not create disparate impact on our customers or that our employees do not engage in overt discriminatory practices. Noncompliance can result in significant regulatory actions including, but not limited to, sanctions, fines or referrals to the Department of Justice and restrictions on our ability to execute our growth and expansion plans. These risks are enhanced because of our growth activities as we integrate operations from our acquisitions and expand our geographic markets. As we offer products and services to customers in additional states, we may become subject to additional state and local laws designed to protect consumers. The additional laws and regulations may increase our cost of doing business, and ultimately may prevent us from making certain loans, offering certain products, and may cause us to reduce the average percentage rate or the points and fees on loans and other products and services that we do provide.

***Policies and regulations enacted by CFPB may negatively impact our residential mortgage loan business and compliance risk.***

Our consumer business, including our mortgage, credit card, and other consumer lending and non-lending businesses, may be adversely affected by the policies enacted or regulations adopted by the Consumer Financial Protection Bureau (CFPB) which under the Dodd-Frank Act has broad rulemaking authority over consumer financial products and services. For example, in January 2014 new federal regulations promulgated by the CFPB took effect which impact how we originate and service residential mortgage loans. Those regulations, among other things, require mortgage lenders to assess and document a borrower’s ability to repay their mortgage loan while providing borrowers the ability to challenge foreclosures and sue for damages based on allegations that the lender failed to meet the standard for determining the borrower’s ability to repay their loan. While the regulations include presumptions in favor of the lender based on certain loan underwriting criteria, they have not yet been challenged widely in courts and it is uncertain how these presumptions will be construed and applied by courts in the event of litigation. The ultimate impact of these regulations on the lender’s enforcement of its loan documents in the event of a loan default, and the cost and expense of doing so, is uncertain, but may be significant. In addition, the secondary market demand for loans that do not fall within the presumptively safest category of a “qualified mortgage” as defined by the CFPB is uncertain. The 2014 regulations also require changes to certain loan servicing procedures and practices, which has resulted in increased foreclosure costs and longer foreclosure timelines in the event of loan default, and failure to comply with the new servicing rules may result in additional litigation and compliance risk.

On October 3, 2015, the CFPB’s Final Integrated Disclosure Rule, commonly known as TRID, became effective. Among other things, TRID requires lenders to combine the initial Good Faith Estimate and Initial Truth in Lending (“TIL”) disclosures into a single new Loan Estimate disclosure and the HUD-1 and Final TIL disclosures into a single new Closing Disclosure. The definition of an application and timing requirements has changed, and a new Closing Disclosure waiting period has been added. These changes, along with other changes required by TRID, require significant systems modifications, process and procedures changes and training and we have incurred and will continue to incur additional personnel costs in the near future related to compliance with TRID. Failure to comply with these new requirements may result in regulatory penalties for disclosure violations under the Real Estate Settlement Procedures Act (“RESPA”) and the Truth In Lending Act (“TILA”), and private right of action under TILA, and may impact our ability to sell or the price we receive for certain loans.

In addition, the CFPB recently adopted additional rules under the Home Mortgage Disclosure Act (“HMDA”) that are intended to improve information reported about the residential mortgage market and increase disclosure about consumer access to mortgage credit. The updates to the HMDA increase the types of dwelling-secured loans that will be subject to the disclosure requirements of the rule and expand the categories of information that financial institutions such as the Bank will be required to report with respect to such loans and such borrowers, including potentially sensitive customer information. Most of the rule’s provisions are expected to become effective January 1, 2018. These changes may increase our compliance costs due to the

anticipated need for additional resources to meet the enhanced disclosure requirements, including additional personnel and training costs as well as informational systems to allow the Bank to properly capture and report the additional mandated information. The volume of new data that will be required to be reported under the updated rules will also cause the Bank to face an increased risk of errors in the information. More importantly, because of the sensitive nature of some of the additional customer information to be included in such reports, the Bank may face a higher potential for a security breach resulting in the disclosure of sensitive customer information in the event the HMDA reporting files were obtained by an unauthorized party.

While the full impact of CFPB's activities on our business is still unknown, and there is a potential for repeal or significant revision of new and proposed CFPB regulations under the Trump administration, any additional rule changes under the HMDA and other CFPB actions that may follow could increase our compliance costs and require changes in our business practices as a result of new regulations and requirements and could limit the products and services we are able to provide to customers.

***Changes to regulatory requirements relating to customer information may increase our cost of doing business and create additional compliance risk.***

In May 2016, the Financial Crimes Enforcement Network of the Department of Justice announced that beginning in May 2018, financial institutions would be required to identify the ultimate beneficial owners of all entity clients as part of their customer due diligence compliance. Meeting this new requirement will increase our overall compliance burden and require us to expend additional resources in the review of customers who are entities. In addition, there may be unforeseen challenges in obtaining beneficial ownership information about all of our entity customers, which increases the risk that we will not be in compliance with this new requirement.

***We are subject to more stringent capital requirements under Basel III.***

As of January 1, 2015, we became subject to new rules relating to capital standards requirements, including requirements contemplated by Section 171 of the Dodd-Frank Act as well as certain standards initially adopted by the Basel Committee on Banking Supervision, which standards are commonly referred to as Basel III. Many of these rules apply to both the Company and the Bank, including increased common equity Tier 1 capital ratios, Tier 1 leverage ratios, Tier 1 risk-based ratios and total risk-based ratios. In addition, beginning in 2016, all institutions subject to Basel III, including the Company and the Bank are required to establish a “conservation buffer” that is being phased in and will take full effect on January 1, 2019. This conservation buffer consists of common equity Tier 1 capital and will ultimately be required to be 2.0% above existing capital ratio requirements, which means that once the conservation buffer is fully phased in, in order to prevent certain regulatory restrictions, the common equity Tier 1 capital ratio requirement will be 7.0%, the Tier 1 risk-based ratio requirement will be 8.5% and the total risk-based capital ratio requirement will be 10.5%. Any institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers.

Additional prompt corrective action rules implemented in 2015 also apply to the Bank, including higher and new ratio requirements for the Bank to be considered well-capitalized. The new rules also modify the manner for determining when certain capital elements are included in the ratio calculations, including but not limited to, requiring certain deductions related to mortgage servicing rights and deferred tax assets. For more on these regulatory requirements and how they apply to the Company and the Bank, see “Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements*” in this Annual Report on Form 10-K. The application of more stringent capital requirements could, among other things, result in lower returns on invested capital and result in regulatory actions if we were to be unable to comply with such requirements. In addition, if we need to raise additional equity capital in order to meet these more stringent requirements, our shareholders may be diluted.

***Any restructuring or replacement of Fannie Mae and Freddie Mac and changes in existing government-sponsored and federal mortgage programs could adversely affect our business.***

We originate and purchase, sell and thereafter service single family and multifamily mortgages under the Fannie Mae, and to a lesser extent, the Freddie Mac single family purchase programs and the Fannie Mae multifamily DUS program. In 2008, Fannie Mae and Freddie Mac were placed into conservatorship, and since then Congress, various executive branch agencies and certain large private investors in Fannie Mae and Freddie Mac have offered a wide range of proposals aimed at restructuring these agencies.

We cannot be certain whether or how Fannie Mae and Freddie Mac ultimately will be restructured or replaced, if or when additional reform of the housing finance market will be implemented or what the future role of the U.S. government will be in the mortgage market, and, accordingly, we will not be able to determine the impact that any such reform may have on us until a



definitive reform plan is adopted. However, any restructuring or replacement of Fannie Mae and Freddie Mac that restricts the current loan purchase programs of those entities may have a material adverse effect on our business and results of operations. Moreover, we have recorded on our balance sheet an intangible asset (mortgage servicing rights, or MSRs) relating to our right to service single and multifamily loans sold to Fannie Mae and Freddie Mac. We valued our MSRs at \$226.1 million at December 31, 2016. Changes in the policies and operations of Fannie Mae and Freddie Mac or any replacement for or successor to those entities that adversely affect our single family residential loan and DUS mortgage servicing assets may require us to record impairment charges to the value of these assets, and significant impairment charges could be material and adversely affect our business.

In addition, our ability to generate income through mortgage sales to institutional investors depends in part on programs sponsored by Fannie Mae, Freddie Mac and Ginnie Mae, which facilitate the issuance of mortgage-backed securities in the secondary market. Any significant revision or reduction in the operation of those programs could have a material adverse effect on our loan origination and mortgage sales as well as our results of operations. Also, any significant adverse change in the level of activity in the secondary market or the underwriting criteria of these entities could negatively impact our results of business, operations and cash flows.

***Changes in accounting standards may require us to increase our Allowance for Loan Losses and could materially impact our financial statements.***

From time to time, the Financial Accounting Standards Board (the “FASB”) and the SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can materially impact how we record and report our financial condition and results of operations. For example, in June 2016, the FASB issued *ASU 2016-13, Financial Instruments - Credit Losses (Topic 326)* which changes, among other things, the way companies must record expected credit losses on financial instruments that are not accounted for at fair value through net income, including loans held for investment, available for sale and held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date, and require that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis and eliminate the probable initial recognition in current GAAP and reflect the current estimate of all expected credit losses based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets.

For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, an allowance for expected credit losses will be recorded as an adjustment to the cost basis of the asset. Subsequent changes in estimated cash flows would be recorded as an adjustment to the allowance and through the statement of income. Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security's cost basis. The amendments in this ASU will be effective for us beginning on January 1, 2020. For most debt securities, the transition approach requires a cumulative-effect adjustment to the statement of financial position as of the beginning of the first reporting period the guidance is effective. For other-than-temporarily impaired debt securities and PCD assets, the guidance will be applied prospectively. We are currently evaluating the provisions of this ASU to determine the impact and developing appropriate systems to prepare for compliance with this new standard, however, we expect the new standard could have a material impact on the Company's consolidated financial statements.

***HomeStreet, Inc. primarily relies on dividends from the Bank, which may be limited by applicable laws and regulations.***

HomeStreet, Inc. is a separate legal entity from the Bank, and although we may receive some dividends from HomeStreet Capital Corporation, the primary source of our funds from which we service our debt, pay any dividends that we may declare to our shareholders and otherwise satisfy our obligations is dividends from the Bank. The availability of dividends from the Bank is limited by various statutes and regulations, as well as by our policy of retaining a significant portion of our earnings to support the Bank's operations. New capital rules impose more stringent capital requirements to maintain “well capitalized” status which may additionally impact the Bank's ability to pay dividends to the Company. See “Management's Discussion and Analysis of Financial Condition and Results of Operations - *Capital Management*” as well as “Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements*” in Item 1 of this Annual Report on Form 10-K. If the Bank cannot pay dividends to us, we may be limited in our ability to service our debts, fund the Company's operations and acquisition plans and pay dividends to the Company's shareholders. While the Company has paid special dividends in some prior quarters, we have not adopted a dividend policy and our board of directors has elected to retain capital for growth rather than to declare a dividend in each of the last eight quarters. As such, our dividends are not regular and are subject to restriction due to cash flow limitations, capital requirements, capital and strategic needs and other factors.

***The financial services industry is highly competitive.***

We face pricing competition for loans and deposits. We also face competition with respect to customer convenience, product lines, accessibility of service and service capabilities. Our most direct competition comes from other banks, credit unions, mortgage companies and savings institutions, but more recently has also come from financial technology (or "fintech") companies that rely on technology to provide financial services. The significant competition in attracting and retaining deposits and making loans as well as in providing other financial services throughout our market area may impact future earnings and growth. Our success depends, in part, on the ability to adapt products and services to evolving industry standards and provide consistent customer service while keeping costs in line. There is increasing pressure to provide products and services at lower prices, which can reduce net interest income and non-interest income from fee-based products and services. New technology-driven products and services are often introduced and adopted, including innovative ways that customers can make payments, access products and manage accounts. We could be required to make substantial capital expenditures to modify or adapt existing products and services or develop new products and services. We may not be successful in introducing new products and services or those new products may not achieve market acceptance. We could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject to cost increases if we do not effectively develop and implement new technology. In addition, advances in technology such as telephone, text, and on-line banking; e-commerce; and self-service automatic teller machines and other equipment, as well as changing customer preferences to access our products and services through digital channels, could decrease the value of our branch network and other assets. As a result of these competitive pressures, our business, financial condition or results of operations may be adversely affected.

***We will be subject to heightened regulatory requirements if we exceed \$10 billion in assets.***

We anticipate that our total assets could exceed \$10 billion in the next several years, based on our historic organic and acquisition growth rates. The Dodd-Frank Act and its implementing regulations impose various additional requirements on bank holding companies with \$10 billion or more in total assets, including compliance with portions of the Federal Reserve's enhanced prudential oversight requirements and annual stress testing requirements. In addition, banks with \$10 billion or more in total assets are primarily examined by the CFPB with respect to various federal consumer financial protection laws and regulations. Currently, our bank is subject to regulations adopted by the CFPB, but the FDIC is primarily responsible for examining our bank's compliance with consumer protection laws and those CFPB regulations. As a relatively new agency with evolving regulations and practices, there is uncertainty as to how the CFPB's examination and regulatory authority might impact our business.

Compliance with these requirements may necessitate that we hire additional compliance or other personnel, design and implement additional internal controls, or incur other significant expenses, any of which could have a material adverse effect on our business, financial condition or results of operations. Compliance with the annual stress testing requirements, part of which must be publicly disclosed, may also be misinterpreted by the market generally or our customers and, as a result, may adversely affect our stock price or our ability to retain our customers or effectively compete for new business opportunities. To ensure compliance with these heightened requirements when effective, our regulators may require us to fully comply with these requirements or take actions to prepare for compliance even before our or the Bank's total assets equal or exceed \$10 billion. As a result, we may incur compliance-related costs before we might otherwise be required, including if we do not continue to grow at the rate we expect or at all. Our regulators may also consider our preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval we may make, even requests for approvals on unrelated matters.

## **Risks Related to Information Systems and Security**

***A failure in or breach of our security systems or infrastructure, including breaches resulting from cyber-attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses.***

Information security risks for financial institutions have increased in recent years in part because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. Those parties also may attempt to fraudulently induce employees, customers, or other users of our systems to disclose confidential information in order to gain access to our data or that of our customers. Our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks, either managed directly by us or through our data processing vendors. In addition, to access our products and services, our customers may use personal computers, smartphones, tablet PCs, and other mobile devices that are beyond our control systems. Although we believe we have robust information security procedures and controls, we are heavily reliant on our third party vendors, technologies, systems, networks and our customers' devices all of which may become the target of cyber-attacks, computer viruses, malicious code, unauthorized access, hackers or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, theft or destruction of our confidential, proprietary and other information or that of our customers, or disrupt our operations or those of our customers or third parties.

To date we are not aware of any material losses relating to cyber-attacks or other information security breaches, but there can be no assurance that we will not suffer such attacks, breaches and losses in the future. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, our plans to continue to implement our Internet banking and mobile banking channel, our expanding operations and the outsourcing of a significant portion of our business operations. As a result, the continued development and enhancement of our information security controls, processes and practices designed to protect customer information, our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for our management. As cyber threats continue to evolve, we may be required to expend significant additional resources to insure, modify or enhance our protective measures or to investigate and remediate important information security vulnerabilities or exposures; however, our measures may be insufficient to prevent physical and electronic break-ins, denial of service and other cyber-attacks or security breaches.

We maintain insurance coverage related to business interruptions and breaches of our security systems. However, disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of the networks, systems or devices that our customers use to access our products and services could result in customer attrition, uninsured financial losses, the inability of our customers to transact business with us, violations of applicable privacy and other laws, regulatory fines, penalties or intervention, additional regulatory scrutiny, reputational damage, litigation, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially and adversely affect our results of operations or financial condition.

***We rely on third party vendors and other service providers for certain critical business activities, which creates additional operational and information security risks for us.***

Third parties with which we do business or that facilitate our business activities, including exchanges, clearing houses, financial intermediaries or vendors that provide services or security solutions for our operations, could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints. Specifically, we receive core systems processing, essential web hosting and other Internet systems and deposit and other processing services from third-party service providers. Such third parties may also be target of cyber-attacks, computer viruses, malicious code, unauthorized access, hackers or information security breaches that could compromise the confidential or proprietary information of HomeStreet and our customers. To date none of our third party vendors or service providers has notified us of any security breach in their systems.

In addition, if any third-party service providers experience difficulties or terminate their services and we are unable to replace them with other service providers, our operations could be interrupted and our operating expenses may be materially increased. If an interruption were to continue for a significant period of time, our business financial condition and results of operations could be materially adversely affected.

Some of our primary third party service providers are subject to examination by banking regulators and may be subject to enhanced regulatory scrutiny due to regulatory findings during examinations of such service providers conducted by federal regulators. While we subject such vendors to higher scrutiny and monitor any corrective measures that the vendors are taking or

would undertake, we cannot fully anticipate and mitigate all risks that could result from a breach or other operational failure of a vendor's system.

Others provide technology that we use in our own regulatory compliance, including our mortgage loan origination technology. If those providers fail to update their systems or services in a timely manner to reflect new or changing regulations, or if our personnel operate these systems in a non-compliant manner, our ability to meet regulatory requirements may be impacted and may expose us to heightened regulatory scrutiny and the potential for payment of monetary penalties.

In addition, in order to safeguard our online financial transactions, we must provide secure transmission of confidential information over public networks. Our Internet banking system relies on third party encryption and authentication technologies necessary to provide secure transmission of confidential information. Advances in computer capabilities, new discoveries in the field of cryptology or other developments could result in a compromise or breach of the algorithms our third-party service providers use to protect customer data. If any such compromise of security were to occur, it could have a material adverse effect on our business, financial condition and results of operations.

***The failure to protect our customers' confidential information and privacy could adversely affect our business.***

We are subject to federal and state privacy regulations and confidentiality obligations that, among other things restrict the use and dissemination of, and access to, certain information that we produce, store or maintain in the course of our business. We also have contractual obligations to protect certain confidential information we obtain from our existing vendors and customers. These obligations generally include protecting such confidential information in the same manner and to the same extent as we protect our own confidential information, and in some instances may impose indemnity obligations on us relating to unlawful or unauthorized disclosure of any such information.

If we do not properly comply with privacy regulations and contractual obligations that require us to protect confidential information, or if we experience a security breach or network compromise, we could experience adverse consequences, including regulatory sanctions, penalties or fines, increased compliance costs, remedial costs such as providing credit monitoring or other services to affected customers, litigation and damage to our reputation, which in turn could result in decreased revenues and loss of customers, all of which would have a material adverse effect on our business, financial condition and results of operations.

***The network and computer systems on which we depend could fail for reasons not related to security breaches.***

Our computer systems could be vulnerable to unforeseen problems other than a cyber-attack or other security breach. Because we conduct a part of our business over the Internet and outsource several critical functions to third parties, operations will depend on our ability, as well as the ability of third-party service providers, to protect computer systems and network infrastructure against damage from fire, power loss, telecommunications failure, physical break-ins or similar catastrophic events. Any damage or failure that causes interruptions in operations may compromise our ability to perform critical functions in a timely manner (or may give rise to perceptions of such compromise) and could have a material adverse effect on our business, financial condition and results of operations as well as our reputation and customer or vendor relationships.

***We continually encounter technological change, and we may have fewer resources than many of our competitors to invest in technological improvements.***

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success will depend, in part, upon our ability to address the needs of our clients by using technology to provide products and services that will satisfy client demands for convenience, as well as to create additional efficiencies in our operations. Many national vendors provide turn-key services to community banks, such as Internet banking and remote deposit capture that allow smaller banks to compete with institutions that have substantially greater resources to invest in technological improvements. We may not be able, however, to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.



## **Anti-Takeover Risk**

*Some provisions of our articles of incorporation and bylaws and certain provisions of Washington law may deter takeover attempts, which may limit the opportunity of our shareholders to sell their shares at a favorable price.*

Some provisions of our articles of incorporation and bylaws may have the effect of deterring or delaying attempts by our shareholders to remove or replace management, to commence proxy contests, or to effect changes in control. These provisions include:

- A classified board of directors so that only approximately one third of our board of directors is elected each year;
- Elimination of cumulative voting in the election of directors;
- Procedures for advance notification of shareholder nominations and proposals;
- The ability of our board of directors to amend our bylaws without shareholder approval; and
- The ability of our board of directors to issue shares of preferred stock without shareholder approval upon the terms and conditions and with the rights, privileges and preferences as the board of directors may determine.

In addition, as a Washington corporation, we are subject to Washington law which imposes restrictions on business combinations and similar transactions between a corporation and certain significant shareholders. These provisions, alone or together, could have the effect of deterring or delaying changes in incumbent management, proxy contests or changes in control. These restrictions may limit a shareholder's ability to benefit from a change-in-control transaction that might otherwise result in a premium unless such a transaction is favored by our board of directors.

**ITEM 1B UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2 PROPERTIES**

We lease principal offices, which are located in downtown Seattle at 601 Union Street, Suite 2000, Seattle, WA 98101. This lease provides sufficient space to conduct the management of our business. The Company conducts Mortgage Lending as well as Commercial and Consumer Banking activities in leased and owned locations in Washington, California, Oregon, Hawaii, Idaho, Arizona, Colorado and Utah. We currently lease space for 146 primary and satellite office locations. Of these, we lease 73 Mortgage Banking locations, 55 Commercial and Consumer Banking locations, 10 combined-use Mortgage Banking and Commercial and Consumer Banking location and three combined-use Mortgage Banking and loan fulfillment center locations. We also operate four leased facilities for the purpose of administrative and other functions in addition to the principal offices: a loan fulfillment center and a call center and operations support facility, both located in Federal Way, Washington; and loan fulfillment centers in Pleasanton, California and Vancouver, Washington. We own several properties where our Commercial and Consumer Banking retail deposit branches are or will be located, including properties in Selah, Washington; Edmonds, Washington; Kennewick, Washington; Dayton, Washington; Tacoma, Washington, Granada Hills, California, and an owned building on ground lease in Issaquah, Washington. Furthermore, in January of 2017, we purchased under a separately formed, wholly owned entity the above referenced operations center in Federal Way. The Federal Way lease mentioned above will remain in place. All facilities are in a good state of repair and appropriately designed for use as banking or administrative office facilities.

**ITEM 3 LEGAL PROCEEDINGS**

Because the nature of our business involves the collection of numerous accounts, the validity of liens and compliance with various state and federal lending laws, we are subject to various legal proceedings in the ordinary course of our business related to foreclosures, bankruptcies, condemnation and quiet title actions and alleged statutory and regulatory violations. We are also subject to legal proceedings in the ordinary course of business related to employment matters. We do not expect that these proceedings, taken as a whole, will have a material adverse effect on our business, financial position or our results of operations. There are currently no matters that, in the opinion of management, would have a material adverse effect on our consolidated financial position, results of operation or liquidity, or for which there would be a reasonable possibility of such a loss based on information known at this time.

**ITEM 4 MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market under the symbol "HMST." The following table sets forth, for the periods indicated, the high and low reported sales prices per share of the common stock as reported on the NASDAQ Global Select Market, our principal trading market.

|   | High     | Low      | Special Cash<br>Dividends Declared |
|---|----------|----------|------------------------------------|
| <b>For the Year Ended December 31, 2016</b> |          |          |                                    |
| First quarter ended March 31                | \$ 22.79 | \$ 18.58 | \$ —                               |
| Second quarter ended June 30                | 22.97    | 18.74    | —                                  |
| Third quarter ended September 30            | 27.21    | 19.07    | —                                  |
| Fourth quarter ended December 31            | 33.70    | 24.03    | —                                  |
| <b>For the Year Ended December 31, 2015</b> |          |          |                                    |
| First quarter ended March 31                | \$ 18.81 | \$ 16.70 | \$ —                               |
| Second quarter ended June 30                | 24.43    | 18.24    | —                                  |
| Third quarter ended September 30            | 24.36    | 20.39    | —                                  |
| Fourth quarter ended December 31            | 23.56    | 20.05    | —                                  |

As of March 7, 2017, there were 2,547 shareholders of record of our common stock.

#### Dividend Policy

We have not adopted a formal dividend policy and did not pay any dividends in 2016 or 2015. The amount and timing of any future dividends have not been determined. The payment of dividends will depend upon a number of factors, including regulatory capital requirements, the Company's and the Bank's liquidity, financial condition and results of operations, strategic growth plans, tax considerations, statutory and regulatory limitations and general economic conditions. Our ability to pay dividends to shareholders is significantly dependent on the Bank's ability to pay dividends to the Company, which is limited to the extent necessary for the Bank to meet the regulatory requirements of a "well-capitalized" bank or other formal or informal guidance communicated by our principal regulators. New capital rules implemented on January 1, 2015 have imposed more stringent requirements on the ability of the Bank to maintain "well-capitalized" status and to pay dividends to the Company. See "Regulation and Supervision of HomeStreet Bank - *Capital and Prompt Corrective Action Requirements - Capital Requirements.*"

For the foregoing reasons, there can be no assurance that we will pay any further special dividends in any future period.

#### Sales of Unregistered Securities

There were no sales of unregistered securities in the fourth quarter of 2016.

#### Stock Repurchases in the Fourth Quarter

Not applicable.

#### Equity Compensation Plan Information

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of December 31, 2016 under the HomeStreet, Inc. 2014 Equity Incentive Plan (the "2014 Plan").

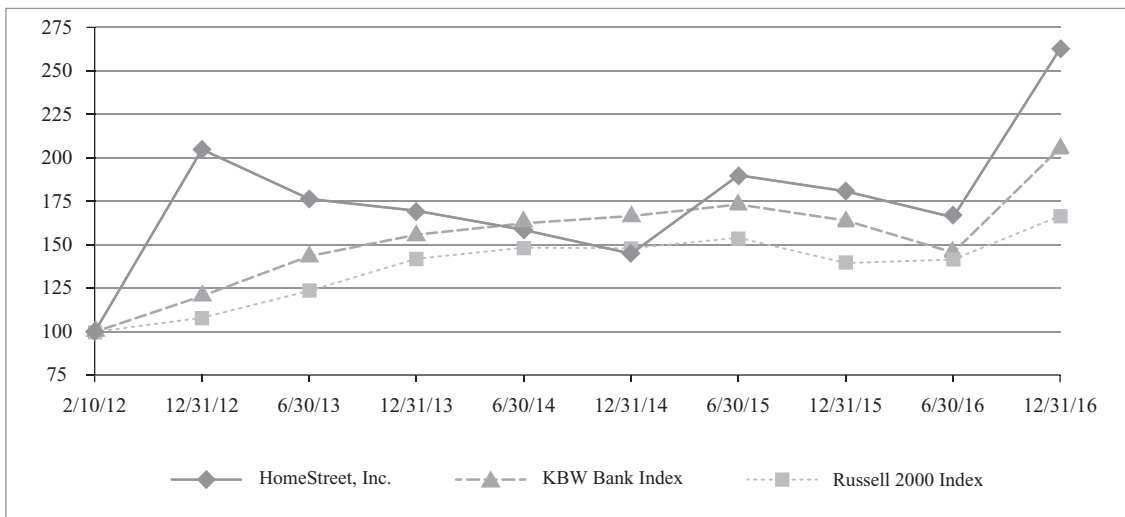
| <u>Plan Category</u>                              | <u>(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u> | <u>(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights</u> | <u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u> |
|---|--|---|--|
| Plans approved by shareholders                    | 570,041  | (1) \$ 12.46  | (2) 505,648 (3)  |
| Plans not approved by shareholders <sup>(4)</sup> | 10,800   | (4) \$ 1.07   | N/A  |
| Total   | <u>580,841</u>   | <u>\$ 12.00</u>   | <u>(2) 505,648</u>   |

- (1) Consists of 257,747 shares subject to option grants awarded pursuant to the HomeStreet, Inc. 2010 Equity Incentive Plan (the "2010 Plan"), 116,043 shares subject to Restricted Stock Units awarded under the 2014 Plan and 196,251 shares issuable under Performance Share Units awarded under the 2014 Plan, assuming maximum performance goals are met under such awards, resulting in the issuance of the maximum number of shares allowed under those awards.
- (2) Shares issued on vesting of Restricted Stock Units and Performance Share Units under the 2014 Plan are done without payment by the participant of any additional consideration and therefore have been excluded from this calculation. The weighted average exercise price reflects only the exercise price of the options issued under the 2010 Plan that are still outstanding as of the date of this table.
- (3) Consists of shares remaining available for issuance under the 2014 Plan. The 2010 Plan was terminated when the 2014 Plan was approved by our shareholders on May 29, 2014. While the terms of the 2010 Plan remain in effect for any awards issued under that plan that are still outstanding, new awards may not be granted under the 2010 Plan.
- (4) Consists of retention equity awards granted in 2010 outside of the 2010 Plan but subject to its terms and conditions.

## Stock Performance Graph

*This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of HomeStreet, Inc. under the Securities Act of 1933, as amended, or the Exchange Act.*

The following graph shows a comparison from February 10, 2012 (the date our common stock commenced trading on the NASDAQ Global Select Market) through December 31, 2016 of the cumulative total return for our common stock, the KBW Bank Index (BKX) and the Russell 2000 Index (RUT). The graph assumes that \$100 was invested at the market close on February 10, 2012 in the common stock of HomeStreet, Inc., the KBW Bank Index and the Russell 2000 Index and data for HomeStreet, Inc., the KBW Bank Index and the Russell 2000 Index assumes reinvestments of dividends. The stock price performance of the following graph is not necessarily indicative of future stock price performance.





## ITEM 6 SELECTED FINANCIAL DATA

The data set forth below should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Consolidated Financial Condition and Results of Operations,” and the Consolidated Financial Statements and Notes thereto appearing at Item 8 of this report.

The following table sets forth selected historical consolidated financial and other data for us at and for each of the periods ended as described below. The selected historical consolidated financial data as of December 31, 2016 and 2015 and for each of the years ended December 31, 2016, 2015 and 2014 have been derived from, and should be read together with, our audited consolidated financial statements and related notes included elsewhere in this Form 10-K. The selected historical consolidated financial data as of December 31, 2014, 2013 and 2012 and for each of the years ended December 31, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements for those years, which are not included in this Form 10-K. You should read the summary selected historical consolidated financial and other data presented below in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our financial statements and the notes thereto, which are included elsewhere in this Form 10-K. We have prepared our unaudited information on the same basis as our audited consolidated financial statements and have included, in our opinion, all adjustments that we consider necessary for a fair presentation of the financial information set forth in that information.

| (dollars in thousands, except share data)                                  | At or for the Years Ended December 31, |                  |                  |                  |                  |
|--|--|------------------|------------------|------------------|------------------|
|  | 2016                                   | 2015             | 2014             | 2013             | 2012             |
| Income statement data (for the period ended):                              |  |                  |                  |                  |                  |
| Net interest income  | \$ 180,049                             | \$ 148,338       | \$ 98,669        | \$ 74,444        | \$ 60,743        |
| Provision (reversal of provision) for credit losses                        | 4,100                                  | 6,100            | (1,000)          | 900              | 11,500           |
| Noninterest income   | 359,150                                | 281,237          | 185,657          | 190,745          | 238,020          |
| Noninterest expense  | 444,322                                | 366,568          | 252,011          | 229,495          | 183,591          |
| Income before income taxes   | 90,777                                 | 56,907           | 33,315           | 34,794           | 103,672          |
| Income tax expense   | 32,626                                 | 15,588           | 11,056           | 10,985           | 21,546           |
| Net income   | <u>\$ 58,151</u>                       | <u>\$ 41,319</u> | <u>\$ 22,259</u> | <u>\$ 23,809</u> | <u>\$ 82,126</u> |
| Basic income per share <sup>(1)</sup>                                      | \$ 2.36                                | \$ 1.98          | \$ 1.50          | \$ 1.65          | \$ 6.17          |
| Diluted income per share <sup>(1)</sup>                                    | \$ 2.34                                | \$ 1.96          | \$ 1.49          | \$ 1.61          | \$ 5.98          |
| Common shares outstanding <sup>(1)</sup>                                   | 26,800,183                             | 22,076,534       | 14,856,611       | 14,799,991       | 14,382,638       |
| Weighted average number of shares outstanding:                             |  |                  |                  |                  |                  |
| Basic <sup>(1)</sup>   | 24,615,990                             | 20,818,045       | 14,800,689       | 14,412,059       | 13,312,939       |
| Diluted <sup>(1)</sup>   | 24,843,683                             | 21,059,201       | 14,961,081       | 14,798,168       | 13,739,398       |
| Book value per share <sup>(1)</sup>  | \$ 23.48                               | \$ 21.08         | \$ 20.34         | \$ 17.97         | \$ 18.34         |
| Dividends per share  | \$ —                                   | \$ —             | \$ 0.11          | \$ 0.33          | \$ —             |
| Financial position (at year end):  |  |                  |                  |                  |                  |
| Cash and cash equivalents  | \$ 53,932                              | \$ 32,684        | \$ 30,502        | \$ 33,908        | \$ 25,285        |
| Investment securities  | 1,043,851                              | 572,164          | 455,332          | 498,816          | 416,517          |
| Loans held for sale  | 714,559                                | 650,163          | 621,235          | 279,941          | 620,799          |
| Loans held for investment, net   | 3,819,027                              | 3,192,720        | 2,099,129        | 1,871,813        | 1,308,974        |
| Mortgage servicing rights  | 245,860                                | 171,255          | 123,324          | 162,463          | 95,493           |
| Other real estate owned  | 5,243                                  | 7,531            | 9,448            | 12,911           | 23,941           |
| Total assets   | 6,243,700                              | 4,894,495        | 3,535,090        | 3,066,054        | 2,631,230        |
| Deposits   | 4,429,701                              | 3,231,953        | 2,445,430        | 2,210,821        | 1,976,835        |
| Federal Home Loan Bank advances  | 868,379                                | 1,018,159        | 597,590          | 446,590          | 259,090          |
| Federal funds purchased and securities sold under agreements to repurchase | —                                      | —                | 50,000           | —                | —                |
| Total shareholders' equity   | \$ 629,284                             | \$ 465,275       | \$ 302,238       | \$ 265,926       | \$ 263,762       |

Summary Financial Data (continued)

| (dollars in thousands, except share data)                                     | At or for the Years Ended December 31, |            |            |                      |            |
|---|--|------------|------------|----------------------|------------|
|   | 2016                                   | 2015       | 2014       | 2013                 | 2012       |
| <b>Financial position (averages):</b>   |  |            |            |                      |            |
| Investment securities   | \$ 834,671                             | \$ 523,756 | \$ 459,060 | \$ 515,000           | \$ 410,819 |
| Loans held for investment   | 3,668,263                              | 2,834,511  | 1,890,537  | 1,496,146            | 1,303,010  |
| Total interest-earning assets   | 5,307,118                              | 4,150,089  | 2,869,414  | 2,422,136            | 2,167,363  |
| Total interest-bearing deposits   | 3,145,137                              | 2,499,538  | 1,883,622  | 1,661,568            | 1,644,859  |
| Federal Home Loan Bank advances   | 942,593                                | 795,368    | 431,623    | 293,871              | 93,325     |
| Total interest-bearing liabilities  | 4,189,582                              | 3,368,160  | 2,386,537  | 2,020,613            | 1,817,847  |
| Shareholders' equity  | 566,148                                | 442,105    | 289,420    | 249,081              | 211,329    |
| <b>Financial performance:</b>   |  |            |            |                      |            |
| Return on average shareholders' equity <sup>(2)</sup>                         | 10.27%                                 | 9.35%      | 7.69%      | 9.56%                | 38.86%     |
| Return on average total assets  | 1.01%                                  | 0.91%      | 0.69%      | 0.88%                | 3.42%      |
| Net interest margin <sup>(3)</sup>  | 3.45%                                  | 3.63%      | 3.51%      | 3.17% <sup>(4)</sup> | 2.89%      |
| Efficiency ratio <sup>(5)</sup>   | 82.40%                                 | 85.33%     | 88.63%     | 86.54%               | 61.45%     |
| <b>Asset quality:</b>   |  |            |            |                      |            |
| Allowance for credit losses   | \$ 35,264                              | \$ 30,659  | \$ 22,524  | \$ 24,089            | \$ 27,751  |
| Allowance for loan losses/total loans <sup>(6)</sup>                          | 0.88%                                  | 0.91%      | 1.04%      | 1.26%                | 2.06%      |
| Allowance for loan losses/nonaccrual loans                                    | 165.52%                                | 170.54%    | 137.51%    | 93.00%               | 92.20%     |
| Total nonaccrual loans <sup>(7)(8)</sup>                                      | \$ 20,542                              | \$ 17,168  | \$ 16,014  | \$ 25,707            | \$ 29,892  |
| Nonaccrual loans/total loans  | 0.53%                                  | 0.53%      | 0.75%      | 1.36%                | 2.24%      |
| Other real estate owned   | \$ 5,243                               | \$ 7,531   | \$ 9,448   | \$ 12,911            | \$ 23,941  |
| Total nonperforming assets  | \$ 25,785                              | \$ 24,699  | \$ 25,462  | \$ 38,618            | \$ 53,833  |
| Nonperforming assets/total assets   | 0.41%                                  | 0.50%      | 0.72%      | 1.26%                | 2.05%      |
| Net (recoveries) charge-offs  | \$ (505)                               | \$ (2,035) | \$ 565     | \$ 4,562             | \$ 26,549  |
| <b>Regulatory capital ratios for the Bank:</b>                                |  |            |            |                      |            |
| Basel III - Tier 1 leverage capital (to average assets)                       | 10.26%                                 | 9.46%      | NA         | NA                   | NA         |
| Basel III - Tier 1 common equity risk-based capital (to risk-weighted assets) | 13.92%                                 | 13.04%     | NA         | NA                   | NA         |
| Basel III - Tier 1 risk-based capital (to risk-weighted assets)               | 13.92%                                 | 13.04%     | NA         | NA                   | NA         |
| Basel III - Total risk-based capital (to risk-weighted assets)                | 14.69%                                 | 13.92%     | NA         | NA                   | NA         |
| Basel I - Tier 1 leverage capital (to average assets)                         | NA                                     | NA         | 9.38%      | 9.96%                | 11.78%     |
| Basel I - Tier 1 risk-based capital (to risk-weighted assets)                 | NA                                     | NA         | 13.10%     | 14.12%               | 18.05%     |
| Basel I - Total risk-based capital (to risk-weighted assets)                  | NA                                     | NA         | 14.03%     | 15.28%               | 19.31%     |
| <b>Regulatory capital ratios for the Company:</b>                             |  |            |            |                      |            |
| Basel III - Tier 1 leverage capital (to average assets)                       | 9.78%                                  | 9.95%      | NA         | NA                   | NA         |
| Basel III - Tier 1 common equity risk-based capital (to risk-weighted assets) | 10.54%                                 | 10.52%     | NA         | NA                   | NA         |
| Basel III - Tier 1 risk-based capital (to risk-weighted assets)               | 11.66%                                 | 11.94%     | NA         | NA                   | NA         |
| Basel III - Total risk-based capital (to risk-weighted assets)                | 12.34%                                 | 12.70%     | NA         | NA                   | NA         |

## At or for the Years Ended December 31,

| (in thousands)                  | 2016                 | 2015                 | 2014                 | 2013                 | 2012                |
|---------------------------------|----------------------|----------------------|----------------------|----------------------|---------------------|
| <b>SUPPLEMENTAL DATA:</b>       |                      |                      |                      |                      |                     |
| Loans serviced for others       |                      |                      |                      |                      |                     |
| Single family                   | \$ 19,488,456        | \$ 15,347,811        | \$ 11,216,208        | \$ 11,795,621        | \$ 8,870,688        |
| Multifamily                     | 1,108,040            | 924,367              | 752,640              | 720,429              | 727,118             |
| Other                           | 69,323               | 79,513               | 82,354               | 95,673               | 53,235              |
| Total loans serviced for others | <u>\$ 20,665,819</u> | <u>\$ 16,351,691</u> | <u>\$ 12,051,202</u> | <u>\$ 12,611,723</u> | <u>\$ 9,651,041</u> |
| Loan origination activity       |                      |                      |                      |                      |                     |
| Single family                   | \$ 9,214,463         | \$ 7,440,612         | \$ 4,697,767         | \$ 4,852,879         | \$ 4,901,073        |
| Other                           | 2,560,549            | 1,540,455            | 967,500              | 603,271              | 255,435             |
| Total loan origination activity | <u>\$ 11,775,012</u> | <u>\$ 8,981,067</u>  | <u>\$ 5,665,267</u>  | <u>\$ 5,456,150</u>  | <u>\$ 5,156,508</u> |

- (1) Share and per share data shown after giving effect to the 2-for-1 forward stock splits effective March 6, 2012 and November 5, 2012.
- (2) Net earnings available to common shareholders divided by average shareholders' equity.
- (3) Net interest income divided by total average interest-earning assets on a tax equivalent basis.
- (4) Net interest margin for the year ended December 31, 2013 included \$1.4 million in interest expense related to the correction of the cumulative effect of an error in prior years, resulting from the under accrual of interest due on the trust preferred securities for which the Company had deferred the payment of interest. Excluding the impact of the prior period interest expense correction, the net interest margin was 3.23% for the year ended December 31, 2013.
- (5) Noninterest expense divided by total revenue (net interest income and noninterest income).
- (6) Includes loans acquired with bank acquisitions. Excluding acquired loans, allowance for loan losses /total loans was 1.00%, 1.10% and 1.10% at December 31, 2016, 2015 and 2014, respectively.
- (7) Generally, loans are placed on nonaccrual status when they are 90 or more days past due, unless payment is insured by the FHA or guaranteed by the VA.
- (8) Includes \$1.9 million and \$1.2 million of nonperforming loans at December 31, 2016 and 2015, respectively, which are guaranteed by the Small Business Administration ("SBA").

## ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### NOTICE REGARDING FORWARD LOOKING STATEMENTS

The following discussion contains certain forward-looking statements, which are statements of expectations and not statements of historical fact. Many forward-looking statements can be identified as using the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will" and "would" and similar expressions (or the negative of these terms). Such statements involve inherent risks and uncertainties, many of which are difficult to predict and are generally beyond the control of the Company and are subject to risks and uncertainties, including, but not limited to, those discussed below and elsewhere in this Form 10-K, particularly in Item 1A "Risk Factors," that could cause actual results to differ significantly from those projected. Although we believe that expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We do not intend to update any of the forward-looking statements after the date of this Form 10-K to conform these statements to actual results or changes in our expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Form 10-K.

*Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with "Selected Consolidated Financial Data" and the Consolidated Financial Statements and Notes included in Items 6 and 8 of this annual report on Form 10-K.*

### Executive Summary

HomeStreet is a diversified financial services company founded in 1921 headquartered in Seattle, Washington and serving customers primarily in the western United States, including Hawaii. HomeStreet, Inc. is a bank holding company that has elected to be treated as a financial holding company whose operating subsidiaries are principally engaged in commercial and consumer banking, real estate lending, including mortgage origination and servicing. Our primary subsidiaries are HomeStreet Bank and HomeStreet Capital Corporation.

HomeStreet Bank is a Washington state-chartered commercial bank that provides consumer, mortgage and commercial loans, deposit products and services, non-deposit investment products, private banking and cash management services. Our primary loan products include commercial business loans and agricultural loans, consumer loans, single family residential mortgages, loans secured by commercial real estate, construction loans for residential and commercial real estate projects.

HomeStreet Capital Corporation, a Washington corporation, originates, sells and services multifamily mortgage loans under the Fannie Mae Delegated Underwriting and Servicing Program ("DUS"<sup>®</sup>)<sup>1</sup> in conjunction with HomeStreet Bank. HomeStreet Inc. does business as HomeStreet Insurance, providing insurance products and services for consumers and businesses. We also have a partial ownership in an affiliated business arrangement with WMS Series LLC, doing business as Penrith Home Loans formerly known as Windermere Mortgage Services).

We generate revenue by earning net interest income and noninterest income. Net interest income is primarily the difference between interest income earned on loans and investment securities less the interest we pay on deposits and other borrowings. We also earn noninterest income from the origination, sale and servicing of loans and from fees earned on deposit services and investment and insurance sales.

In 2016, we continued to execute our strategy of diversifying earnings by expanding the commercial and consumer banking business; growing our mortgage banking market share in existing and new markets; growing and improving the quality of our deposits; and bolstering our processing, compliance and risk management capabilities. We continue to expand our retail deposit branch network, primarily focusing on high-growth areas of Puget Sound and Southern California, in order to build convenience and market share. We are continuing to expand into markets that are relatively new to us, including opening three de novo branches in the San Diego area, and adding four new branches in Los Angeles and Orange County, two de novo and two acquired from Boston Private Bank & Trust ("Boston Private") in Southern California. As of December 31, 2016 we had 14 retail branches in Southern California. We have also increased stand-alone lending centers in both our existing retail deposit markets as well as Northern California; Salt Lake City, Utah; Phoenix, Arizona; Boise, Idaho; and Denver, Colorado.

As part of our organic growth in commercial real estate lending, in 2015 we launched a new division of the Bank called HomeStreet Commercial Capital, which originates permanent commercial real estate loans, primarily up to \$10 million in size, a

<sup>1</sup> DUS<sup>®</sup> is a registered trademark of Fannie Mae

portion of which we intend to sell into the secondary market. At the same time, we added another team specializing in originating U.S. Small Business Administration ("SBA") loans. Both of these groups are located in Orange County, California.

In addition to the two branches acquired from Boston Private Bank & Trust, our acquisitions in 2016 have included Orange County Business Bank ("OCBB"), which we merged into HomeStreet Bank, and two retail bank branches and all related deposits and loans from The Bank of Oswego in Lake Oswego, Oregon which expanded our presence in the Portland metropolitan area.

### Management's Overview of 2016 Financial Performance

At December 31, 2016, we had total assets of \$6.24 billion, net loans held for investment of \$3.82 billion, deposits of \$4.43 billion and shareholders' equity of \$629.3 million. Through the OCBB merger and the four branch acquisitions completed in 2016, we added \$234.1 million of assets, \$166.1 million of loans and \$279.1 million of deposits.

In 2016, we also used security offerings at the holding company to augment capital at the Bank and support strategic growth through issuing \$65.0 million in principal amount of 6.50% senior unsecured notes in May for net proceeds of \$63.2 million and issuing approximately 2.0 million shares of our common stock in a separate equity offering in December with net proceeds of \$58.6 million.

Results for 2016 reflect the continued expansion of our commercial and consumer business and growth of our mortgage banking business. During 2016, we have increased our lending capacity by adding loan origination and operations personnel in all of our lending lines of business. We added four primary lending centers and 11 retail deposit branches to bring our total home loan centers to 48, our total commercial lending centers to five and our total retail deposit branches to 55. We also have one stand-alone insurance office.

### Consolidated Financial Performance

| (in thousands, except per share data and ratios)    | At or for the Years Ended December 31, |                  |                  |
|---|--|------------------|------------------|
|   | 2016                                   | 2015             | 2014             |
| Selected statement of operations data               |  |                  |                  |
| Total net revenue <sup>(1)</sup>                    | \$ 539,199                             | \$ 429,575       | \$ 284,326       |
| Total noninterest expense                           | 444,322                                | 366,568          | 252,011          |
| Provision (reversal of provision) for credit losses | 4,100                                  | 6,100            | (1,000)          |
| Income tax expense                                  | 32,626                                 | 15,588           | 11,056           |
| Net income  | <u>\$ 58,151</u>                       | <u>\$ 41,319</u> | <u>\$ 22,259</u> |
| Financial performance                               |  |                  |                  |
| Diluted income per share                            | \$ 2.34                                | \$ 1.96          | \$ 1.49          |
| Return on average common shareholders' equity       | 10.27%                                 | 9.35%            | 7.69%            |
| Return on average assets                            | 1.01%                                  | 0.91%            | 0.69%            |
| Net interest margin                                 | 3.45%                                  | 3.63%            | 3.51%            |

(1) Total net revenue is net interest income and noninterest income.

### Commercial and Consumer Banking Segment Results

Commercial and Consumer Banking segment net income increased 70.9% to \$30.8 million for the year ended December 31, 2016 from \$18.0 million in 2015, primarily due to higher net interest income from higher average balances of interest-earning assets, partially offset by higher noninterest expense, which were the combined result of merger and acquisition activities and organic growth. Included in net income for the years ended December 31, 2016 and 2015 were acquisition related expenses, net of tax of \$4.6 million and \$10.7 million, respectively. For the year ended December 31, 2015, acquisition related expenses were partially offset by a bargain purchase gain of \$7.7 million.



Commercial and Consumer Banking segment net interest income was \$154.0 million for the year ended December 31, 2016, an increase of \$34.0 million, or 28.3%, from \$120.0 million for the year ended December 31, 2015, reflecting higher average balances of loans held for investment as a result of organic growth and acquisitions.

The Company recorded a \$4.1 million of provision for credit losses for the year ended December 31, 2016 compared to a \$6.1 million provision for credit losses for the year ended December 31, 2015. The reduction in credit loss provision in the year was due in part to a continuing decline in historical loss rates as a result of net recoveries for the past two years and continued improvements in portfolio performance which was reflected in the qualitative reserves. In 2015, one-time model adjustments contributed to an increase in provision expense.

Net recoveries were \$505 thousand in 2016 compared to net recoveries of \$2.0 million in 2015. Overall, the allowance for loan losses (which excludes the allowance for unfunded commitments) represented 0.88% of loans held for investment at December 31, 2016 compared to 0.91% at December 31, 2015, which primarily reflected the improved credit quality of the Company's loan portfolio. Excluding acquired loans, the allowance for loan losses was 1.00% of loans held for investment at December 31, 2016 compared to 1.10% at December 31, 2015. Nonperforming assets were \$25.8 million, or 0.41% of total assets at December 31, 2016, compared to \$24.7 million, or 0.50% of total assets at December 31, 2015.

Commercial and Consumer Banking segment noninterest expense of \$138.4 million for the year ended December 31, 2016 increased \$15.8 million, or 12.9%, from \$122.6 million for the year ended December 31, 2015, primarily due to the continued organic growth of our commercial real estate and commercial business lending units and the expansion of our branch banking network and merger and acquisition costs. We added 11 retail deposit branches, six de novo and five from acquisitions, and increased the segment's headcount by 20.5% during the year. During the year ended December 31, 2016, the commercial and consumer banking segment further expanded its network into California through the acquisition of Orange County Business Bank and the acquisition of two branches from Boston Private.

#### *Mortgage Banking Segment Results*

Mortgage Banking segment net income was \$27.4 million for the year ended December 31, 2016, compared to net income of \$23.3 million for the year ended December 31, 2015. The 17.4% increase in net income is primarily due to a higher gain on single family mortgage loan origination and sale activities due to higher interest rate lock commitments, partially offset by higher noninterest expense resulting from higher closed loan volume, continued growth and expansion of our mortgage banking segment and increased costs from new regulatory disclosure requirements for the mortgage industry and lower risk management results.

Mortgage Banking noninterest income of \$323.5 million for the year ended December 31, 2016 increased \$71.6 million, or 28.43%, from \$251.9 million for the year ended December 31, 2015, primarily due to a 24.4% increase in single family mortgage interest rate lock commitments. Increased interest rate lock commitments reflected growth in the overall segment loan origination capacity through the addition of mortgage production personnel, expansion of our network of mortgage loan centers and higher refinance volumes. We increased our mortgage production personnel by 12.7% at December 31, 2016 compared to December 31, 2015.

Mortgage Banking noninterest expense of \$305.9 million for the year ended December 31, 2016 increased \$62.0 million, or 25.40%, from \$244.0 million for the year ended December 31, 2015, primarily due to increased commissions, salary, insurance, and benefit costs on higher closed loan volume, the continued expansion of personnel and offices, and increased costs resulting from new regulatory disclosure requirements for the mortgage industry. We added 13 home loan centers and increased the segment's headcount by 18.5% during 2016.

#### *Regulatory Matters*

On January 1, 2015, the Company and the Bank became subject to new capital standards commonly referred to as "Basel III" which raised our minimum capital requirements. The Company and the Bank remain above current "well-capitalized" regulatory minimums. Under the Basel III standards, the Bank's Tier 1 leverage and total risk-based capital ratios at December 31, 2016 were 10.26% and 14.69% and at December 31, 2015 were 9.46% and 13.92%, respectively. The Company's Tier 1 leverage and total risk-based capital ratios were 9.78% and 12.34% at December 31, 2016, and 9.95% and 12.70% at December 31, 2015, respectively.

For more on the Basel III requirements as they apply to us, please see "*Capital Management*" within the Liquidity and Capital Resources section and "Business - Regulation and Supervision" of this Form 10-K.

## *Recent Developments*

For details of recent developments, please see "2016 Expansion Growth", "Capital Raising Activities" and "Recent Developments" within Part 1, Item I Business section of this Form 10-K.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expense in the financial statements. Various elements of our accounting policies, by their nature, involve the application of highly sensitive and judgmental estimates and assumptions. Some of these policies and estimates relate to matters that are highly complex and contain inherent uncertainties. It is possible that, in some instances, different estimates and assumptions could reasonably have been made and used by management, instead of those we applied, which might have produced different results that could have had a material effect on the financial statements.

We have identified the following accounting policies and estimates that, due to the inherent judgments and assumptions and the potential sensitivity of the financial statements to those judgments and assumptions, are critical to an understanding of our financial statements. We believe that the judgments, estimates and assumptions used in the preparation of the Company's financial statements are appropriate. For a further description of our accounting policies, see Note 1—*Summary of Significant Accounting Policies* in the financial statements included in this Form 10-K.

#### ***Allowance for Loan Losses***

The allowance for loan losses represents management's estimate of incurred credit losses inherent within our loan portfolio. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan losses in those future periods.

We employ a disciplined process and methodology to establish our allowance for loan losses that has two basic components: first, an asset-specific component involving the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a formula-based component for estimating probable principal losses for all other loans.

Based upon this methodology, management establishes an asset-specific allowance for impaired loans based on the amount of impairment calculated on those loans and charging off amounts determined to be uncollectible. A loan is considered impaired when it is probable that all contractual principal and interest payments due will not be collected substantially in accordance with the terms of the loan agreement. Factors we consider in determining whether a loan is impaired include payment status, collateral value, borrower financial condition, guarantor support and the probability of collecting scheduled principal and interest payments when due.

When a loan is identified as impaired, we measure impairment as the difference between the recorded investment in the loan and the present value of expected future cash flows discounted at the loan's effective interest rate or based on the loan's observable market price. For impaired collateral-dependent loans, impairment is measured as the difference between the recorded investment in the loan and the fair value of the underlying collateral. The fair value of the collateral is adjusted for the estimated cost to sell if repayment or satisfaction of a loan is dependent on the sale (rather than only on the operation) of the collateral. In accordance with our appraisal policy, the fair value of impaired collateral-dependent loans is based upon independent third-party appraisals or on collateral valuations prepared by in-house appraisers, which generally are updated every twelve months. We require an independent third-party appraisal at least annually for substandard loans and other real estate owned ("OREO"). Once a third-party appraisal is six months old, or if our chief appraiser determines that market conditions, changes to the property, changes in intended use of the property or other factors indicate that an appraisal is no longer reliable, we perform an internal collateral valuation to assess whether a change in collateral value requires an additional adjustment to carrying value. A collateral valuation is a restricted-use report prepared by our internal appraisal staff in accordance with our appraisal policy. When we receive an updated appraisal or collateral valuation, management reassesses the need for adjustments to loan impairment measurements and, where appropriate, records an adjustment. If the calculated impairment is determined to be permanent, fixed or nonrecoverable, the impairment will be charged off. See "*Credit Risk Management – Asset Quality and Nonperforming Assets*" discussions within Management's Discussion and Analysis of this Form 10-K.

In estimating the formula-based component of the allowance for loan losses, loans are segregated into loan classes. Loans are designated into loan classes based on loans pooled by product types and similar risk characteristics or areas of risk concentration. Credit loss assumptions are estimated using a model that categorizes loan pools based on loan type and asset quality rating ("AQR") or delinquency bucket. This model calculates an expected loss percentage for each loan category by considering the probability of default, based on the migration of loans from performing to loss by AQR or delinquency buckets using two-year analysis periods for commercial segments and one-year analysis periods for consumer segments, and the potential severity of loss, based on the aggregate net lifetime losses incurred per loan class.

The formula-based component of the allowance for loan losses also considers qualitative factors for each loan class, including changes in:

- lending policies and procedures;
- international, national, regional and local economic business conditions and developments that affect the collectability of the portfolio, including the condition of various markets;
- the nature of the loan portfolio, including the terms of the loans;
- the experience, ability and depth of the lending management and other relevant staff;
- the volume and severity of past due and adversely classified or graded loans and the volume of nonaccrual loans;
- the quality of our loan review and process;
- the value of underlying collateral for collateral-dependent loans;
- the existence and effect of any concentrations of credit and changes in the level of such concentrations; and
- the effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio.

Qualitative factors are expressed in basis points and are adjusted downward or upward based on statistical analysis of economic drivers and management's judgment as to the potential loss impact of each qualitative factor to a particular loan pool at the date of the analysis.

The provision for loan losses recorded through earnings is based on management's assessment of the amount necessary to maintain the allowance for loan losses at a level appropriate to cover probable incurred losses inherent within the loans held for investment portfolio. The amount of provision and the corresponding level of allowance for loan losses are based on our evaluation of the collectability of the loan portfolio based on historical loss experience and other significant qualitative factors.

The allowance for loan losses, as reported in our consolidated statements of financial condition, is adjusted by a provision for loan losses, which is recognized in earnings, and reduced by the charge-off of loan amounts, net of recoveries. For further information on the allowance for loan losses, see Note 5—*Loans and Credit Quality* in the notes to the financial statements of this Form 10-K.

### ***Fair Value of Financial Instruments, Single Family MSRs and OREO***

A portion of our assets are carried at fair value, including single family mortgage servicing rights ("MSRs"), single family loans held for sale, interest rate lock commitments, investment securities available for sale and derivatives used in our hedging programs. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value is based on quoted market prices, when available. If a quoted price for an asset or liability is not available, the Company uses valuation models to estimate its fair value. These models incorporate inputs such as forward yield curves, loan prepayment assumptions, expected loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where readily available. We believe our valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount realized in an actual sale or transfer of the asset or liability in a current market exchange.

A three-level valuation hierarchy has been established under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 for disclosure of fair value measurements. The valuation hierarchy is based on the observability of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's

categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The levels are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs for the asset or liability. These inputs reflect the Company's assumptions of what market participants would use in pricing the asset or liability.

Significant judgment is required to determine whether certain assets and liabilities measured at fair value are included in Level 2 or Level 3. When making this judgment, we consider all available information, including observable market data, indications of market liquidity and orderliness, and our understanding of the valuation techniques and significant inputs used. The classification of Level 2 or Level 3 is based upon the specific facts and circumstances of each instrument or instrument category and judgments are made regarding the significance of the Level 3 inputs to an instrument's fair value measurement in its entirety. If Level 3 inputs are considered significant, the instrument is classified as Level 3.

As of December 31, 2016, our Level 3 recurring fair value measurements consisted of single family MSRs, single family loans held for investment where fair value option was elected, certain single family loans held for sale and interest rate lock and purchase loan commitments.

On a quarterly basis, our Asset/Liability Management Committee ("ALCO") and the Finance Committee of the Board review significant modeling variables used to measure the fair value of the Company's financial instruments, including the significant inputs used in the valuation of single family MSRs. Additionally, ALCO periodically obtains an independent review of the MSR valuation process and procedures, including a review of the model architecture and the valuation assumptions. We obtain an MSR valuation from an independent valuation firm monthly to assist with the validation of our fair value estimate and the reasonableness of the assumptions used in measuring fair value.

In addition to the recurring fair value measurements, from time to time the Company may have certain nonrecurring fair value measurements. These fair value measurements usually result from the application of lower of cost or fair value accounting or impairment of individual assets. As of December 31, 2016 and 2015, the Company's Level 3 nonrecurring fair value measurements were based on the appraised value of collateral used as the basis for the valuation of collateral dependent loans held for investment and OREO.

Real estate valuations are overseen by our appraisal department, which is independent of our lending and credit administration functions. The appraisal department maintains the appraisal policy and recommends changes to the policy subject to approval by the Credit Committee of the Company's Board of Directors and Company's Loan Committee (the "Loan Committee"), established by the Credit Committee of the Company's Board of Directors and comprised of certain of the Company's management. Appraisals are prepared by independent third-party appraisers and our internal appraisers. Appraisals are reviewed either by our in-house appraisal staff or by independent and qualified third-party appraisers.

For further information on the fair value of financial instruments, single family MSRs and OREO, see Note 1–*Summary of Significant Accounting Policies*, Note 12–*Mortgage Banking Operations* and Note 17–*Fair Value Measurements* in the notes to the financial statements of this Form 10-K.

### ***Income Taxes***

In establishing an income tax provision, we must make judgments and interpretations about the application of inherently complex tax laws. We must also make estimates about when in the future certain items will affect taxable income. Our interpretations may be subject to review during examination by taxing authorities and disputes may arise over the respective tax positions. We monitor tax authorities and revise our estimates of accrued income taxes due to changes in income tax laws and their interpretation by the courts and regulatory authorities on a quarterly basis. Revisions of our estimate of accrued income taxes also may result from our own income tax planning and strategies and from the resolution of income tax controversies. Such revisions in our estimates may be material to our operating results for any given reporting period.

Income taxes are accounted for using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, a deferred tax asset or liability is determined based on the differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent it is believed that these assets will more likely than not be realized. In making such determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. After reviewing and weighing all of the positive and negative evidence, if the positive evidence outweighs the negative evidence, then management does not record a valuation allowance for deferred tax assets. If the negative evidence outweighs the positive evidence, then a valuation allowance for all or a portion of the deferred tax assets is recorded.

The Company recognizes potential interest and penalties related to unrecognized tax benefits as income tax expense in the consolidated statements of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated statements of financial condition. For further information regarding income taxes, see Note 14—*Income Taxes* to the financial statements of this Form 10-K.

### ***Business Combinations***

The Simplicity and Orange County Business Bank acquisitions, as well as the branch acquisitions were accounted for under the acquisition method of accounting pursuant to ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of acquisition date. Management made significant estimates and exercised significant judgment in estimating the fair values and accounting for such acquired assets and assumed liabilities, and in certain instances received "bargain purchase gains" or "goodwill" in these transactions. The valuation of acquired loans, mortgage servicing rights, premises and equipment, core deposit intangibles, deferred taxes, deposits, Federal Home Loan Bank advances and any contingent liabilities that arise as a result of the transaction are considered preliminary and such fair value estimates are subject to adjustment when additional information relative to the closing date fair values becomes available and such information is considered final or up to one year after the acquisition date or, whichever is earlier.

Management used valuation models to estimate the fair value for certain assets and liabilities. These models incorporate inputs such as forward yield curves, loan prepayment expectations, expected credit loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where available. We believe our valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount that could be realized in an actual sale or transfer of the asset or liability in a current market exchange.

### **Results of Operations**

#### ***Average Balances and Rates***

Average balances, together with the total dollar amounts of interest income and expense, on a tax equivalent basis related to such balances and the weighted average rates, were as follows.



| (in thousands)   | Years Ended December 31, |                   |                     |                    |                   |                     |                    |                   |                     |
|--|--------------------------|-------------------|---------------------|--------------------|-------------------|---------------------|--------------------|-------------------|---------------------|
|  | 2016                     |                   |                     | 2015               |                   |                     | 2014               |                   |                     |
|  | Average Balance          | Interest          | Average Yield/ Cost | Average Balance    | Interest          | Average Yield/ Cost | Average Balance    | Interest          | Average Yield/ Cost |
| Assets:  |                          |                   |                     |                    |                   |                     |                    |                   |                     |
| Interest-earning assets: <sup>(1)</sup>                                    |                          |                   |                     |                    |                   |                     |                    |                   |                     |
| Cash and cash equivalents  | \$ 39,962                | \$ 254            | 0.63%               | \$ 36,134          | \$ 67             | 0.18%               | \$ 31,137          | \$ 58             | 0.18%               |
| Investment securities  | 834,671                  | 21,611            | 2.57                | 523,756            | 14,270            | 2.72                | 459,060            | 12,945            | 2.82                |
| Loans held for sale  | 764,222                  | 28,581            | 3.76                | 755,688            | 29,165            | 3.86                | 488,680            | 18,569            | 3.80                |
| Loans held for investment  | 3,668,263                | 162,219           | 4.40                | 2,834,511          | 123,680           | 4.36                | 1,890,537          | 81,659            | 4.32                |
| Total interest-earning assets  | 5,307,118                | 212,665           | 4.00                | 4,150,089          | 167,182           | 4.03                | 2,869,414          | 113,231           | 3.95                |
| Noninterest-earning assets <sup>(2)</sup>                                  | 470,021                  |                   |                     | 410,404            |                   |                     | 335,037            |                   |                     |
| Total assets   | <u>\$5,777,139</u>       |                   |                     | <u>\$4,560,493</u> |                   |                     | <u>\$3,204,451</u> |                   |                     |
| Liabilities and shareholders' equity:                                      |                          |                   |                     |                    |                   |                     |                    |                   |                     |
| Deposits:  |                          |                   |                     |                    |                   |                     |                    |                   |                     |
| Interest-bearing demand accounts   | \$ 450,838               | 1,950             | 0.43%               | \$ 317,510         | \$ 1,492          | 0.46%               | \$ 270,634         | \$ 939            | 0.35%               |
| Savings accounts   | 299,502                  | 1,029             | 0.34                | 284,309            | 1,053             | 0.38                | 173,678            | 937               | 0.54                |
| Money market accounts  | 1,370,256                | 7,344             | 0.53                | 1,122,321          | 4,930             | 0.44                | 980,045            | 4,361             | 0.45                |
| Certificate accounts   | 1,024,541                | 9,086             | 0.88                | 775,398            | 4,501             | 0.58                | 459,265            | 3,244             | 0.71                |
| Total interest-bearing deposits  | 3,145,137                | 19,409            | 0.61                | 2,499,538          | 11,976            | 0.48                | 1,883,622          | 9,481             | 0.50                |
| Federal Home Loan Bank advances  | 942,593                  | 6,030             | 0.64                | 795,368            | 3,669             | 0.46                | 431,623            | 1,990             | 0.46                |
| Federal funds purchased and securities sold under agreements to repurchase | 803                      | 6                 | 0.40                | 11,397             | 29                | 0.31                | 8,977              | 22                | 0.25                |
| Long-term debt   | 101,049                  | 4,043             | 3.73                | 61,857             | 1,104             | 1.78                | 62,315             | 1,121             | 1.80                |
| Total interest-bearing liabilities   | 4,189,582                | 29,488            | 0.70                | 3,368,160          | 16,778            | 0.50                | 2,386,537          | 12,614            | 0.53                |
| Noninterest-bearing liabilities  | 1,021,409                |                   |                     | 750,228            |                   |                     | 528,494            |                   |                     |
| Total liabilities  | 5,210,991                |                   |                     | 4,118,388          |                   |                     | 2,915,031          |                   |                     |
| Shareholders' equity   | 566,148                  |                   |                     | 442,105            |                   |                     | 289,420            |                   |                     |
| Total liabilities and shareholders' equity                                 | <u>\$5,777,139</u>       |                   |                     | <u>\$4,560,493</u> |                   |                     | <u>\$3,204,451</u> |                   |                     |
| Net interest income <sup>(3)</sup>   |                          | <u>\$ 183,177</u> |                     |                    | <u>\$ 150,404</u> |                     |                    | <u>\$ 100,617</u> |                     |
| Net interest spread  |                          |                   | 3.30%               |                    |                   | 3.53%               |                    |                   | 3.42%               |
| Impact of noninterest-bearing sources                                      |                          |                   | 0.15%               |                    |                   | 0.10%               |                    |                   | 0.09%               |
| Net interest margin  |                          |                   | 3.45%               |                    |                   | 3.63%               |                    |                   | 3.51%               |

(1) The average balances of nonaccrual assets and related income, if any, are included in their respective categories.

(2) Includes former loan balances that have been foreclosed and are now reclassified to OREO.

(3) Includes taxable-equivalent adjustments primarily related to tax-exempt income on certain loans and securities of \$3.1 million, \$2.1 million and \$1.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. The estimated federal statutory tax rate was 35% for the periods presented.

### Interest on Nonaccrual Loans

We do not include interest collected on nonaccrual loans in interest income. When we place a loan on nonaccrual status, we reverse the accrued but unpaid interest, reducing interest income and we stop amortizing any net deferred fees. Additionally, if interest is received on nonaccrual loans, the interest collected on the loan is recognized as an adjustment to the cost basis of the loan. The net decrease to interest income due to adjustments made for nonaccrual loans, including the effect of additional interest income that would have been recorded during the period if the loans had been accruing, was \$1.8 million, \$2.5 million and \$2.8 million for the years ended December 31, 2016, 2015 and 2014, respectively.

## Rate and Volume Analysis

The following table presents the extent to which changes in interest rates and changes in the volume of our interest-earning assets and interest-bearing liabilities have affected our interest income and interest expense, excluding interest income from nonaccrual loans. Information is provided in each category with respect to: (1) changes attributable to changes in volume (changes in volume multiplied by prior rate), (2) changes attributable to changes in rate (changes in rate multiplied by prior volume), (3) changes attributable to changes in rate and volume (change in rate multiplied by change in volume), which were allocated in proportion to the percentage change in average volume and average rate and included in the relevant column and (4) the net change.

| (in thousands)                                 | Years Ended December 31,      |                  |                  |                               |                  |                  |
|--|-------------------------------|------------------|------------------|-------------------------------|------------------|------------------|
|  | 2016 vs. 2015                 |                  |                  | 2015 vs. 2014                 |                  |                  |
|  | Increase (Decrease)<br>Due to |                  | Total<br>Change  | Increase (Decrease)<br>Due to |                  | Total<br>Change  |
|  | Rate                          | Volume           |                  | Rate                          | Volume           |                  |
| <b>Assets:</b>                                 |                               |                  |                  |                               |                  |                  |
| <b>Interest-earning assets</b>                 |                               |                  |                  |                               |                  |                  |
| Cash and cash equivalents                      | \$ 180                        | \$ 7             | \$ 187           | \$ —                          | \$ 9             | \$ 9             |
| Investment securities                          | (1,128)                       | 8,469            | 7,341            | (499)                         | 1,824            | 1,325            |
| Loans held for sale                            | (914)                         | 329              | (585)            | 451                           | 10,146           | 10,597           |
| Loans held for investment                      | 2,191                         | 36,348           | 38,539           | 1,247                         | 40,774           | 42,021           |
| Total interest-earning assets                  | 329                           | 45,153           | 45,482           | 1,199                         | 52,753           | 53,952           |
| <b>Liabilities:</b>                            |                               |                  |                  |                               |                  |                  |
| <b>Deposits</b>                                |                               |                  |                  |                               |                  |                  |
| Interest-bearing demand accounts               | (161)                         | 619              | 458              | 391                           | 163              | 554              |
| Savings accounts                               | (81)                          | 57               | (24)             | (481)                         | 597              | 116              |
| Money market accounts                          | 1,325                         | 1,089            | 2,414            | (64)                          | 633              | 569              |
| Certificate accounts                           | 3,130                         | 1,454            | 4,584            | (942)                         | 2,199            | 1,257            |
| Total interest-bearing deposits                | 4,213                         | 3,219            | 7,432            | (1,096)                       | 3,592            | 2,496            |
| Federal Home Loan Bank advances                | 1,682                         | 679              | 2,361            | 2                             | 1,677            | 1,679            |
| Securities sold under agreements to repurchase | 10                            | (32)             | (22)             | 1                             | 6                | 7                |
| Long-term debt                                 | 2,242                         | 697              | 2,939            | (9)                           | (8)              | (17)             |
| Total interest-bearing liabilities             | 8,147                         | 4,563            | 12,710           | (1,102)                       | 5,267            | 4,165            |
| Total changes in net interest income           | <u>\$ (7,818)</u>             | <u>\$ 40,590</u> | <u>\$ 32,772</u> | <u>\$ 2,301</u>               | <u>\$ 47,486</u> | <u>\$ 49,787</u> |

## Net Income

### *Comparison of 2016 to 2015*

For the year ended December 31, 2016, net income was \$58.2 million, an increase of \$16.8 million, or 40.7%, from \$41.3 million for the year ended December 31, 2015. Included in net income for the year ended December 31, 2016 were merger-related costs (net of tax) of \$4.6 million. Such merger-related costs (net of tax) relating to prior acquisitions totaled \$10.7 million which were offset by bargain purchase gains of \$7.7 million during 2015.

### *Comparison of 2015 to 2014*

For the year ended December 31, 2015, net income was \$41.3 million, an increase of \$19.1 million, or 85.6%, compared to net income of \$22.3 million in 2014. Included in net income for the year ended December 31, 2015 were merger-related costs (net of tax) of \$10.7 million offset by bargain purchase gains of \$7.7 million. Such merger-related costs (net of tax) relating to prior acquisitions totaled \$2.0 million during 2014.

## Net Interest Income

### *Comparison of 2016 to 2015*

Our profitability depends significantly on net interest income, which is the difference between income earned on our interest-earning assets, primarily loans and investment securities, and interest paid on interest-bearing liabilities. Our interest-bearing liabilities consist primarily of deposits and borrowed funds, including our outstanding trust preferred securities, senior unsecured notes and advances from the Federal Home Loan Bank of Des Moines and the Federal Home Loan Bank of San Francisco ("FHLB").

Net interest income on a tax equivalent basis for the year ended December 31, 2016 increased \$32.8 million, or 21.8%, from December 31, 2015 as a result of growth in average interest earning assets, partially offset by a lower net interest margin. The net interest margin decreased to 3.45% for the year ended December 31, 2016 from 3.63% for the year ended December 31, 2015. The decrease in the net interest margin from the year ended December 31, 2015 was due primarily to shifts in asset mix from growth in lower yielding investment securities and loans held for sale and to higher costs of funds primarily related to our long-term debt issuance in 2016, money market products and FHLB borrowings.

Total average interest-earning assets increased by \$1.16 billion, or 28% in 2016 compared to 2015 primarily as a result of growth in average loans held for investment, both organically and through acquisition activity. Additionally, our average balance of investment securities grew from prior periods as part of the strategic growth of the Company.

Total interest income on a tax equivalent basis in 2016 increased \$45.5 million, or 27.2%, from 2015 resulting from higher average balances of loans held for investment, which increased \$833.8 million, or 29.4%, from 2015.

Total interest expense in 2016 increased \$12.7 million, or 75.8%, from 2015 primarily resulting from higher average balances of interest-bearing deposits and FHLB advances and interest paid on our \$65.0 million in senior debt issued in May 2016.

### *Comparison of 2015 to 2014*

Net interest income on a tax equivalent basis for the year ended December 31, 2015 increased \$49.8 million, or 49.5%, from December 31, 2014. The net interest margin improved to 3.63% for the year ended December 31, 2015 from 3.51% for the year ended December 31, 2014. The increase in the net interest margin from the year ended December 31, 2014 primarily resulted from higher average balances of higher yielding assets, coupled with a lower cost of interest-bearing funds.

Total average interest-earning assets increased by \$1.28 billion, or 44.63% in 2015 compared to 2014 primarily as a result of growth in average loans held for investment, both from originations and from the March 2015 merger with Simplicity. Additionally, the growth in our average loans held for investment resulted from increased commercial portfolio lending as we continued to grow our Commercial and Consumer Banking segment. Total average interest-bearing deposit balances increased from 2014 primarily due to growth in certificates of deposit accounts, mostly from the Simplicity merger.

Total interest income on a tax equivalent basis in 2015 increased \$54.0 million, or 47.6%, from 2014 resulting from higher average balances of loans held for investment, which increased \$944.0 million, or 49.9%, from 2014.

Total interest expense in 2015 increased \$4.2 million, or 33.0%, from 2014 primarily resulting from higher average balances of interest-bearing deposits and FHLB advances, partially offset by a 3 basis point reduction in the cost of such funds.

### **Provision for Credit Losses**

Management believes that our allowance for loan losses is at a level appropriate to cover estimated incurred losses inherent within the loans held for investment portfolio. Our credit risk profile has improved since December 31, 2015 as illustrated by the credit trends below.

#### *Comparison of 2016 to 2015*

The Company recorded a \$4.1 million provision for credit losses of for the year ended December 31, 2016 compared to a \$6.1 million provision for credit losses for the year ended December 31, 2015. The reduction in credit loss provision in the year was due in part to a continuing decline in historical loss rates as a result of net recoveries for the past two years and continued improvements in portfolio performance which was reflected in the qualitative reserves. In 2015, one-time model adjustments contributed to an increase in provision expense.

Nonaccrual loans were \$20.5 million at December 31, 2016, an increase of \$3.4 million, or 19.7%, from \$17.2 million at December 31, 2015. Nonaccrual loans as a percentage of total loans remained steady at 0.53% at both December 31, 2016 and December 31, 2015. Net loan loss recoveries were \$505 thousand in 2016 compared to net loan loss recoveries of \$2.0 million in 2015. Overall, the allowance for credit losses, which includes the reserve for unfunded commitments, was \$35.3 million, or 0.92% of loans held for investment at December 31, 2016, compared to \$30.7 million, or 0.95% of loans held for investment at December 31, 2015.

#### *Comparison of 2015 to 2014*

The Company recorded a \$6.1 million provision for credit losses for the year ended December 31, 2015 compared to a \$1.0 million reversal of provision for credit losses for the year ended December 31, 2014. The additional credit loss provision in the year was due in part to overall growth in loans held for investment, and in part to an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans. These factors were partially offset by the favorable impact of net loan loss recoveries during the year.

Nonaccrual loans were \$17.2 million at December 31, 2015, an increase of \$1.2 million, or 7.2%, from \$16.0 million at December 31, 2014. Nonaccrual loans as a percentage of total loans decreased to 0.53% at December 31, 2015 from 0.75% at December 31, 2014. Net recoveries were \$2.0 million in 2015 compared to net charge-offs of \$565 thousand in 2014. Overall, the allowance for credit losses, which includes the reserve for unfunded commitments, was \$30.7 million, or 0.95% of loans held for investment at December 31, 2015, compared to \$22.5 million, or 1.06% of loans held for investment at December 31, 2014.

For a more detailed discussion on our allowance for loan losses and related provision for loan losses, see "*Credit Risk Management - Asset Quality and Nonperforming Assets*" in this Form 10-K.

## Noninterest Income

Noninterest income consisted of the following.

| (in thousands)   | Years Ended December 31, |                  |                |                   |                  |                |                           |
|--|--------------------------|------------------|----------------|-------------------|------------------|----------------|---------------------------|
|  | 2016                     | Dollar Change    | Percent Change | 2015              | Dollar Change    | Percent Change | 2014                      |
| Noninterest income   |                          |                  |                |                   |                  |                |                           |
| Gain on mortgage loan origination and sale activities <sup>(1)</sup> | \$ 307,313               | \$ 70,925        | 30%            | \$ 236,388        | \$ 92,266        | 64%            | \$ 144,122 <sup>(2)</sup> |
| Mortgage servicing income  | 35,940                   | 11,509           | 47             | 24,431            | (9,661)          | (28)           | 34,092 <sup>(3)</sup>     |
| Income from WMS Series LLC   | 2,333                    | 709              | 44             | 1,624             | 1,523            | 1,508          | 101                       |
| Loss on debt extinguishment  | —                        | —                | NM             | —                 | 573              | NM             | (573)                     |
| Depositor and other retail banking fees                              | 6,790                    | 909              | 15             | 5,881             | 2,309            | 65             | 3,572                     |
| Insurance agency commissions   | 1,619                    | (63)             | (4)            | 1,682             | 529              | 46             | 1,153                     |
| Gain on sale of investment securities available for sale             | 2,539                    | 133              | 6              | 2,406             | 48               | 2              | 2,358                     |
| Bargain purchase gain  | —                        | (7,726)          | NM             | 7,726             | 7,726            | NM             | —                         |
| Other  | 2,616                    | 1,517            | 138            | 1,099             | 267              | 32             | 832                       |
| Total noninterest income   | <u>\$ 359,150</u>        | <u>\$ 77,913</u> | <u>28%</u>     | <u>\$ 281,237</u> | <u>\$ 95,580</u> | <u>51%</u>     | <u>\$ 185,657</u>         |

NM = not meaningful

(1) Single family and multifamily mortgage banking activities.

(2) Includes \$4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment during 2014.

(3) Includes pre-tax income of \$4.7 million, net of transaction costs, resulting from the sale of single family MSR during 2014.

### Comparison of 2016 to 2015

Our noninterest income is heavily dependent upon our single family mortgage banking activities, which are comprised of mortgage origination and sale as well as mortgage servicing activities. The level of our mortgage banking activity fluctuates and is highly sensitive to changes in mortgage interest rates, as well as to general economic conditions such as employment trends and housing supply and affordability. The increase in noninterest income in 2016 compared to 2015 was primarily the result of higher gain on mortgage loan origination and sale activities mostly due to increased single family mortgage interest rate lock commitments and higher mortgage servicing income. Included in noninterest income for 2015 was a bargain purchase gain of \$7.7 million from the Simplicity merger and our acquisition of a branch in Dayton, Washington. No similar bargain purchase gains occurred in 2016.

### Comparison of 2015 to 2014

The increase in noninterest income in 2015 compared to 2014 was primarily the result of higher gain on mortgage loan origination and sale activities mostly due to increased single family mortgage interest rate lock commitments. As noted above, noninterest income for 2015 includes a bargain purchase gain of \$7.7 million from the Simplicity merger and the Dayton branch acquisition. Included in noninterest income for 2014 were a \$4.7 million pre-tax net increase in mortgage servicing income resulting from the sale of MSR and a \$4.6 million pre-tax gain on single family mortgage origination and sale activities from the sale of loans that were originally held for investment.



The significant components of our noninterest income are described in greater detail, as follows.

*Gain on mortgage loan origination and sale activities* consisted of the following.

| (in thousands)  | Years Ended December 31, |                  |                |                   |                  |                |                      |
|---|--------------------------|------------------|----------------|-------------------|------------------|----------------|----------------------|
|   | 2016                     | Dollar Change    | Percent Change | 2015              | Dollar Change    | Percent Change | 2014                 |
| Single family held for sale:                              |                          |                  |                |                   |                  |                |                      |
| Servicing value and secondary market gains <sup>(1)</sup> | \$ 260,477               | \$ 54,964        | 27%            | \$ 205,513        | \$ 96,450        | 88%            | \$ 109,063           |
| Loan origination and administrative fees                  | 29,966                   | 7,745            | 35             | 22,221            | (3,351)          | (13)           | 25,572               |
| Total single family held for sale                         | 290,443                  | 62,709           | 28             | 227,734           | 93,099           | 69             | 134,635              |
| Multifamily DUS   | 11,397                   | 4,272            | 60             | 7,125             | 2,402            | 51             | 4,723                |
| Other <sup>(3)</sup>                                      | 5,473                    | 3,944            | 258            | 1,529             | (3,235)          | (68)           | 4,764 <sup>(2)</sup> |
| Gain on mortgage loan origination and sale activities     | <u>\$ 307,313</u>        | <u>\$ 70,925</u> | <u>30%</u>     | <u>\$ 236,388</u> | <u>\$ 92,266</u> | <u>64%</u>     | <u>\$ 144,122</u>    |

NM = not meaningful

- (1) Comprised of gains and losses on interest rate lock commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and changes in the Company's repurchase liability for loans that have been sold.
- (2) Includes \$4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment.
- (3) Includes multifamily loans from sources other than DUS.

*Single family production volumes* related to loans designated for sale consisted of the following.

| (in thousands)   | For The Years Ended December 31, |               |                |              |               |                |              |
|--|----------------------------------|---------------|----------------|--------------|---------------|----------------|--------------|
|  | 2016                             | Dollar Change | Percent Change | 2015         | Dollar Change | Percent Change | 2014         |
| Single family mortgage closed loan volume <sup>(1)</sup>             | \$ 8,997,347                     | \$ 1,784,912  | 25%            | \$ 7,212,435 | \$ 2,811,818  | 64%            | \$ 4,400,617 |
| Single family mortgage interest rate lock commitments <sup>(1)</sup> | \$ 8,620,976                     | \$ 1,689,868  | 24%            | \$ 6,931,108 | \$ 2,586,860  | 60%            | \$ 4,344,248 |

- (1) Includes loans originated by WMS Series LLC and purchased by HomeStreet Bank.

#### *Comparison of 2016 to 2015*

The increase in gain on mortgage loan origination and sale activities in 2016 compared to 2015 predominantly reflected higher single family mortgage interest rate lock commitments as a result of the expansion of our mortgage lending network, higher loan production per loan producer and higher refinance volumes. Mortgage production personnel grew by 12.7% at December 31, 2016 compared to December 31, 2015.

#### *Comparison of 2015 to 2014*

The increase in gain on mortgage loan origination and sale activities in 2015 compared to 2014 predominantly reflected higher single family mortgage interest rate lock commitments as a result of the expansion of our mortgage lending network, higher loan production per loan producer and higher refinance volumes. Mortgage production personnel grew by 14.6% during 2015 compared to 2014.

Management records a liability for estimated mortgage repurchase losses, which has the effect of reducing gain on mortgage loan origination and sale activities. The following table presents the effect of changes in our mortgage repurchase liability within the respective line of gain on mortgage loan origination and sale activities. For further information on the Company's mortgage repurchase liability, see Note 13, *Commitments, Guarantees and Contingencies* to the financial statements in this Form 10-K.

| (in thousands)  | Years Ended December 31, |                   |                   |
|---|--------------------------|-------------------|-------------------|
|   | 2016                     | 2015              | 2014              |
| Effect of changes to the mortgage repurchase liability recorded in gain on mortgage loan origination and sale activities: |                          |                   |                   |
| New loan sales <sup>(1)</sup>   | \$ (3,574)               | \$ (2,764)        | \$ (1,570)        |
| Other changes in estimated repurchase losses <sup>(2)</sup>   | 2,032                    | —                 | 140               |
|   | <u>\$ (1,542)</u>        | <u>\$ (2,764)</u> | <u>\$ (1,430)</u> |

(1) Represents the estimated fair value of the repurchase or indemnity obligation recognized as a reduction of proceeds on new loan sales.

(2) Represents changes in estimated probable future repurchase losses on previously sold loans.

**Mortgage servicing income** consisted of the following.

| (in thousands)   | Years Ended December 31, |                  |                |                  |                   |                |                         |
|--|--------------------------|------------------|----------------|------------------|-------------------|----------------|-------------------------|
|  | 2016                     | Dollar Change    | Percent Change | 2015             | Dollar Change     | Percent Change | 2014                    |
| Servicing income, net:   |                          |                  |                |                  |                   |                |                         |
| Servicing fees and other   | \$ 56,535                | \$ 14,338        | 34%            | \$ 42,197        | \$ 4,379          | 12 %           | \$ 37,818               |
| Changes in fair value of MSR's due to modeled amortization <sup>(1)</sup>                          | (33,305)                 | 733              | (2)            | (34,038)         | (7,926)           | 30             | (26,112)                |
| Amortization of multifamily MSR's  | (2,635)                  | (643)            | 32             | (1,992)          | (280)             | 16             | (1,712)                 |
|  | 20,595                   | 14,428           | 234            | 6,167            | (3,827)           | (38)           | 9,994                   |
| Risk management:   |                          |                  |                |                  |                   |                |                         |
| Changes in fair value of MSR's due to changes in market inputs and/or model updates <sup>(2)</sup> | 20,025                   | 13,470           | 205            | 6,555            | 22,184            | (142)          | (15,629) <sup>(3)</sup> |
| Net (loss) gain from derivatives economically hedging MSR's  | (4,680)                  | (16,389)         | (140)          | 11,709           | (28,018)          | (71)           | 39,727                  |
|  | 15,345                   | (2,919)          | (16)           | 18,264           | (5,834)           | (24)           | 24,098                  |
| Mortgage servicing income  | <u>\$ 35,940</u>         | <u>\$ 11,509</u> | <u>47%</u>     | <u>\$ 24,431</u> | <u>\$ (9,661)</u> | <u>(28)%</u>   | <u>\$ 34,092</u>        |

NM = not meaningful

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in market inputs, which include current market interest rates and prepayment model updates, both of which affect future prepayment speed and cash flow projections.

(3) Includes pre-tax income of \$4.7 million, net of brokerage fees and prepayment reserves, resulting from the sale of single family MSR's during 2014.

### Comparison of 2016 to 2015

The increase in mortgage servicing income in 2016 compared to 2015 was primarily due to higher servicing income, net, offset by lower risk management results. The higher servicing income was primarily attributed to higher servicing fees on higher average balances of loans serviced for others and lower modeled amortization. Mortgage servicing fees collected in 2016 increased compared to 2015 primarily as a result of higher average balances of loans serviced for others during the year. Our loans serviced for others portfolio was \$20.67 billion at December 31, 2016 compared to \$16.35 billion at December 31, 2015.

MSR risk management results represent changes in the fair value of single family MSR's due to changes in model inputs and assumptions net of the gain/(loss) from derivatives economically hedging MSR's. The fair value of MSR's is sensitive to changes in interest rates, primarily due to the effect on prepayment speeds. MSR's typically decrease in value when interest

rates decline because declining interest rates tend to increase mortgage prepayment speeds and therefore reduce the expected life of the net servicing cash flows of the MSR asset. Certain other changes in MSR fair value relate to factors other than interest rate changes and are generally not within the scope of the Company's MSR economic hedging strategy. These factors may include but are not limited to the impact of changes to the housing price index, prepayment model assumptions, the level of home sales activity, changes to mortgage spreads, valuation discount rates, costs to service and policy changes by U.S. government agencies. The lower risk management results in 2016 were mainly due to adverse results during the fourth quarter driven by the unexpected and significant increases in long-term Treasury rates beginning in November 2016 following the U.S. presidential election, coinciding with an increase in short-term interest rates by the Federal Reserve in December 2016. The unexpected and sustained increase in interest rates during the quarter resulted in asymmetrical changes in valuation between hedging derivatives and servicing valuations. This market dislocation in the fourth quarter reduced the value of our hedging derivatives to a greater extent than value of our mortgage servicing rights increased, resulting in lower risk management results.

#### *Comparison of 2015 to 2014*

The decrease in mortgage servicing income in 2015 compared to 2014 was primarily due to MSR risk management results. The lower net gain from our MSR risk management activities for 2015 was primarily attributable to a pre-tax gain of \$4.7 million included in 2014, resulting from the sale of single family MSRs, as well as an increased benefit due to changes in model assumptions in 2014 than in 2015, to better align observed borrower prepayment behavior with modeled borrower prepayment behavior.

Mortgage servicing fees collected in 2015 increased compared to 2014 primarily as a result of higher average balances of loans serviced for others during the year. Our loans serviced for others portfolio was \$16.35 billion at December 31, 2015 compared to \$12.05 billion at December 31, 2014. The lower balance at December 31, 2014 was the result of the June 2014 sale of the rights to service \$2.96 billion of single family mortgage loans.

#### ***Income from WMS Series LLC***

#### *Comparison of 2016 to 2015*

Income from WMS Series LLC increased by \$709 thousand in 2016 to \$2.3 million compared to \$1.6 million in 2015 primarily due to a 15.1% increase in interest rate lock commitments and a 10.9% increase in closed loan volume, which were \$647.3 million and \$684.1 million, respectively, in 2016 compared to \$562.2 million and \$616.9 million, respectively, for the same period in 2015.

#### *Comparison of 2015 to 2014*

Income from WMS Series LLC increased by \$1.5 million in 2015 to \$1.6 million compared to \$101 thousand in 2014 primarily due to a 23.5% increase in interest rate lock commitments and a 25.6% increase in closed loan volume, which were \$562.2 million and \$616.9 million, respectively, in 2015 compared to \$455.2 million and \$491.3 million, respectively, for the same period in 2014.

***Depositor and other retail banking fees*** for 2016 increased from 2015 primarily due to an increase in the number of transaction accounts as we grew our retail deposit branch network both organically and through acquisition. The following table presents the composition of depositor and other retail banking fees for the periods indicated.

| (in thousands)                                | Years Ended December 31, |               |                |                 |                 |                |                 |
|---|--------------------------|---------------|----------------|-----------------|-----------------|----------------|-----------------|
|   | 2016                     | Dollar Change | Percent Change | 2015            | Dollar Change   | Percent Change | 2014            |
| Fees:   |                          |               |                |                 |                 |                |                 |
| Monthly maintenance and deposit-related fees  | \$ 2,952                 | \$ 295        | 11%            | \$ 2,657        | \$ 1,025        | 63%            | \$ 1,632        |
| Debit Card/ATM fees                           | 3,621                    | 476           | 15             | 3,145           | 1,247           | 66             | 1,898           |
| Other fees                                    | 217                      | 138           | 175            | 79              | 37              | 88             | 42              |
| Total depositor and other retail banking fees | <u>\$ 6,790</u>          | <u>\$ 909</u> | <u>15%</u>     | <u>\$ 5,881</u> | <u>\$ 2,309</u> | <u>65%</u>     | <u>\$ 3,572</u> |

## Noninterest Expense

Noninterest expense consisted of the following.

| (in thousands)  | Years Ended December 31, |                  |                |                   |                   |                |                   |
|---|--------------------------|------------------|----------------|-------------------|-------------------|----------------|-------------------|
|   | 2016                     | Dollar Change    | Percent Change | 2015              | Dollar Change     | Percent Change | 2014              |
| Noninterest expense                                       |                          |                  |                |                   |                   |                |                   |
| Salaries and related costs                                | \$ 303,354               | \$ 62,767        | 26%            | \$ 240,587        | \$ 77,200         | 47%            | \$ 163,387        |
| General and administrative                                | 63,206                   | 6,385            | 11             | 56,821            | 15,083            | 36             | 41,738            |
| Amortization of core deposit intangibles                  | 2,166                    | 242              | 13             | 1,924             | 829               | 76             | 1,095             |
| Legal   | 1,867                    | (940)            | (33)           | 2,807             | 736               | 36             | 2,071             |
| Consulting  | 4,958                    | (2,257)          | (31)           | 7,215             | 3,991             | 124            | 3,224             |
| Federal Deposit Insurance Corporation assessments         | 3,414                    | 841              | 33             | 2,573             | 257               | 11             | 2,316             |
| Occupancy   | 30,530                   | 5,603            | 22             | 24,927            | 6,329             | 34             | 18,598            |
| Information services                                      | 33,063                   | 4,009            | 14             | 29,054            | 9,002             | 45             | 20,052            |
| Net cost of operation and sale of other real estate owned | 1,764                    | 1,104            | 167            | 660               | 1,130             | (240)          | (470)             |
| Total noninterest expense                                 | <u>\$ 444,322</u>        | <u>\$ 77,754</u> | <u>21%</u>     | <u>\$ 366,568</u> | <u>\$ 114,557</u> | <u>45%</u>     | <u>\$ 252,011</u> |

The following table shows the acquisition-related expenses impacting the components of noninterest expense.

| (in thousands)             | Years Ended December 31, |                  |                 |
|----------------------------|--------------------------|------------------|-----------------|
|                            | 2016                     | 2015             | 2014            |
| Noninterest expense        |                          |                  |                 |
| Salaries and related costs | \$ 4,128                 | \$ 7,672         | \$ 482          |
| General and administrative | 633                      | 1,463            | 606             |
| Legal                      | 132                      | 830              | 493             |
| Consulting                 | 1,500                    | 5,703            | 1,179           |
| Occupancy                  | 180                      | 382              | 15              |
| Information services       | 563                      | 514              | 281             |
| Total noninterest expense  | <u>\$ 7,136</u>          | <u>\$ 16,564</u> | <u>\$ 3,056</u> |

### Comparison of 2016 to 2015

The increase in noninterest expense in 2016 compared to 2015 was primarily due to increased commissions on higher closed loan volume, as well as other costs related to the growth in offices and personnel in connection with our expansion of our commercial and consumer and mortgage banking businesses, both organically and through acquisition-related activities.

Included in noninterest expense in 2016 was \$7.1 million of acquisition-related costs compared to \$16.6 million in 2015 primarily related to the Simplicity merger.

**Salaries and related costs** increased primarily due to a 19.3% increase in full-time equivalent employees at December 31, 2016 compared to December 31, 2015 and higher commission and incentive expense, as single family mortgage closed loan volumes increased 24.7%, from 2015.

**General and administrative** and **Information services costs** increased primarily due to increased headcount and continued growth of our mortgage banking business and expansion of our commercial and consumer business.

### Comparison of 2015 to 2014

The increase in noninterest expense in 2015 compared to 2014 was primarily due to increased salaries and related costs, general

and administrative costs, and information services costs, primarily a result of the integration of the operations and personnel of Simplicity as well as organic growth in personnel in connection with our continued expansion of our commercial and consumer and mortgage banking businesses.

Included in noninterest expense in 2015 was \$16.6 million of acquisition-related costs primarily related to Simplicity. Such acquisition-related costs from prior acquisitions totaled \$3.1 million in 2014.

**Salaries and related costs** increased primarily due to a 32.8% increase in full-time equivalent employees at December 31, 2015 compared to December 31, 2014 and higher commission and incentive expense, as single family mortgage closed loan volumes increased 63.9%, from 2014.

**General and administrative** and **Information services costs** increased primarily due to increased headcount and continued growth of our mortgage banking business and expansion of our commercial and consumer business.

## **Income Tax Expense**

### *Comparison of 2016 to 2015*

For the year ended December 31, 2016, income tax expense was \$32.6 million with an effective tax rate of 35.9% (inclusive of discrete items) compared to income tax expense of \$15.6 million and an effective tax rate of 27.4% (inclusive of discrete items) for the year ended December 31, 2015.

The Company's effective income tax rate for the year ended December 31, 2016 differs from the Federal statutory tax rate of 35% primarily due to the impact of state income taxes, tax-exempt interest income and low income housing tax credit investments.

### *Comparison of 2015 to 2014*

The Company's income tax expense for 2015 was \$15.6 million, representing an effective tax rate of 27.4%. In 2014, the Company's tax expense was \$11.1 million, representing an effective tax rate of 33.2%. The Company's effective income tax rate for the year ended December 31, 2015 was significantly less than the Federal statutory tax rate of 35% primarily due to the impact of state income taxes, tax-exempt interest income, low income housing tax credit investments, the Simplicity transaction, 2014 tax return true-up adjustments, and a deferred tax consequence previously reflected in equity.

Our discrete items for the year ended December 31, 2015 resulted in a net reduction of approximately 7.0% to the effective tax rate, largely due to bargain purchase gain from the Simplicity acquisition and the recognition of a deferred tax consequence previously recorded in equity.

## **Capital Expenditures**

### *Comparison of 2016 to 2015*

During 2016, our net expenditures for property and equipment were \$24.5 million, compared to net expenditures of \$20.6 million during 2015, as we continued the expansion of our commercial and consumer and mortgage banking businesses.

### *Comparison of 2015 to 2014*

During 2015, our net expenditures for property and equipment were \$20.6 million, compared to net expenditures of \$19.9 million during 2014, as we continued the expansion of our commercial and consumer and mortgage banking businesses.

## **Review of Financial Condition – Comparison of December 31, 2016 to December 31, 2015**

Total assets were \$6.24 billion at December 31, 2016 and \$4.89 billion at December 31, 2015. The OCBB merger added \$189.2 million of acquired assets and \$8.4 million of goodwill to our balance sheet in 2016. Additionally, in 2016, through the acquisition of two branches from The Bank of Oswego and two branches from Boston Private, we added \$41.6 million and \$3.2 million of assets, respectively.

Cash and cash equivalents were \$53.9 million at December 31, 2016 compared to \$32.7 million at December 31, 2015, an increase of \$21.2 million, or 65.0%.

Investment securities were \$1.04 billion at December 31, 2016 compared to \$572.2 million at December 31, 2015, an increase of \$471.7 million, or 82.4%, primarily due to the temporary deployment of excess capital from the 2016 debt and equity issuances and from the execution of our strategic growth and diversification.

We primarily hold investment securities for liquidity purposes, while also creating a relatively stable source of interest income. We designated substantially all securities as available for sale. We held securities having a carrying value of \$49.9 million at December 31, 2016, which were designated as held to maturity.

The following table sets forth certain information regarding the amortized cost and fair values of our investment securities available for sale.

| (in thousands)                                 | At December 31,     |                   |                   |                   |
|--|---------------------|-------------------|-------------------|-------------------|
|  | 2016                |                   | 2015              |                   |
|  | Amortized Cost      | Fair Value        | Amortized Cost    | Fair Value        |
| Investment securities available for sale:      |                     |                   |                   |                   |
| Mortgage-backed securities:                    |                     |                   |                   |                   |
| Residential                                    | \$ 181,158          | \$ 177,074        | \$ 69,342         | \$ 68,101         |
| Commercial                                     | 25,896              | 25,536            | 18,142            | 17,851            |
| Municipal bonds                                | 473,153             | 467,673           | 168,722           | 171,869           |
| Collateralized mortgage obligations:           |                     |                   |                   |                   |
| Residential                                    | 194,982             | 191,201           | 86,167            | 84,497            |
| Commercial                                     | 71,870              | 70,764            | 80,190            | 79,133            |
| Corporate debt securities                      | 52,045              | 51,122            | 81,280            | 78,736            |
| U.S. Treasury securities                       | 10,882              | 10,620            | 41,047            | 40,964            |
| Total investment securities available for sale | <u>\$ 1,009,986</u> | <u>\$ 993,990</u> | <u>\$ 544,890</u> | <u>\$ 541,151</u> |

Mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMO") represent securities issued by government sponsored entities. Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Municipal bonds are comprised of general obligation bonds (i.e., backed by the general credit of the issuer) and revenue bonds (i.e., backed by either collateral or revenues from the specific project being financed) issued by various municipalities. As of December 31, 2016 and 2015, all securities held, including municipal bonds and corporate debt securities, were rated investment grade based upon external ratings where available and, where not available, based upon internal ratings which correspond to ratings as defined by Standard and Poor's Rating Services ("S&P") or Moody's Investors Services ("Moody's"). As of December 31, 2016 and 2015, substantially all securities held by the Company had ratings available by external ratings agencies.

For information regarding the fair value of investment securities available for sale by contractual maturity along with the associated contractual yield for the periods, see Note 4, *Investment Securities* to the financial statements of this Form 10-K.

Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Investments in these instruments involve a risk that actual prepayments will vary from the estimated prepayments over the life of the security. This may require adjustments to the amortization of premium or accretion of discount relating to such instruments, thereby changing the net yield on such securities. At December 31, 2016, the aggregate net premium associated with our MBS portfolio was \$10.1 million, or 4.5%, of the aggregate unpaid principal balance, compared with \$6.9 million or 6.3% at December 31, 2015. The aggregate net premium associated with our CMO portfolio as of December 31, 2016 was \$4.8 million, or 1.8%, of the aggregate unpaid principal balance, compared with \$4.6 million, or 2.8%, at December 31, 2015. There is also reinvestment risk associated with the cash flows from such securities and the market value of such securities may be adversely affected by changes in interest rates.

Management monitors the portfolio of securities classified as available for sale for impairment, which may result from credit deterioration of the issuer, changes in market interest rates relative to the rate of the instrument or changes in prepayment speeds. We evaluate each investment security on a quarterly basis to assess if impairment is considered other than temporary. In conducting this evaluation, management considers many factors, including but not limited to whether we expect to recover the entire amortized cost basis of the security in light of adverse changes in expected future cash flows, the length of time the



security has been impaired and the severity of the unrealized loss. We also consider whether we intend to sell the security (or whether we will be required to sell the security) prior to recovery of its amortized cost basis, which may be at maturity.

Based on this evaluation, management concluded that unrealized losses as of December 31, 2016 were the result of changes in interest rates. Management does not intend to sell such securities nor is it likely it will be required to sell such securities prior to recovery of the securities' amortized cost basis. Accordingly, none of the unrealized losses as of December 31, 2016 were considered other than temporary.

*Loans held for sale* were \$714.6 million at December 31, 2016 compared to \$650.2 million at December 31, 2015, an increase of \$64.4 million, or 9.9%. Loans held for sale include single family and multifamily residential loans, typically sold within 30 days of closing the loan.

*Loans held for investment, net* increased \$626.3 million, or 19.6%, from December 31, 2015. Our single family loan portfolio decreased \$119.4 million from 2015. Our multifamily loan portfolio increased \$247.7 million from 2015, primarily as a result of the growth of our commercial and consumer banking segment, both organically and through acquisitions. Our construction loans, including commercial construction and residential construction, increased \$53.2 million from 2015, primarily from new originations in our commercial real estate and residential construction lending business.

The following table details the composition of our loans held for investment portfolio by dollar amount and as a percentage of our total loan portfolio.

| (in thousands)                        | At December 31,             |               |                             |               |                     |               |                     |               |                     |               |
|---------------------------------------|-----------------------------|---------------|-----------------------------|---------------|---------------------|---------------|---------------------|---------------|---------------------|---------------|
|                                       | 2016                        |               | 2015                        |               | 2014                |               | 2013                |               | 2012                |               |
|                                       | Amount                      | Percent       | Amount                      | Percent       | Amount              | Percent       | Amount              | Percent       | Amount              | Percent       |
| <b>Consumer loans:</b>                |                             |               |                             |               |                     |               |                     |               |                     |               |
| Single family                         | \$ 1,083,822 <sup>(1)</sup> | 28.2%         | \$ 1,203,180 <sup>(1)</sup> | 37.3%         | \$ 896,665          | 42.2%         | \$ 904,913          | 47.7%         | \$ 673,865          | 50.3%         |
| Home equity and other                 | 359,874                     | 9.3           | 256,373                     | 8.0           | 135,598             | 6.4           | 135,650             | 7.1           | 136,746             | 10.2          |
|                                       | <u>1,443,696</u>            | <u>37.5</u>   | <u>1,459,553</u>            | <u>45.3</u>   | <u>1,032,263</u>    | <u>48.6</u>   | <u>1,040,563</u>    | <u>54.8</u>   | <u>810,611</u>      | <u>60.5</u>   |
| <b>Commercial loans:</b>              |                             |               |                             |               |                     |               |                     |               |                     |               |
| Commercial real estate <sup>(2)</sup> | 871,563                     | 22.7          | 600,703                     | 18.6          | 523,464             | 24.6          | 477,642             | 25.1          | 361,879             | 27.0          |
| Multifamily                           | 674,219                     | 17.5          | 426,557                     | 13.2          | 55,088              | 2.6           | 79,216              | 4.2           | 17,012              | 1.3           |
| Construction/land development         | 636,320                     | 16.5          | 583,160                     | 18.1          | 367,934             | 17.3          | 130,465             | 6.9           | 71,033              | 5.3           |
| Commercial business                   | 223,653                     | 5.8           | 154,262                     | 4.8           | 147,449             | 6.9           | 171,054             | 9.0           | 79,576              | 5.9           |
|                                       | <u>2,405,755</u>            | <u>62.5</u>   | <u>1,764,682</u>            | <u>54.7</u>   | <u>1,093,935</u>    | <u>51.4</u>   | <u>858,377</u>      | <u>45.2</u>   | <u>529,500</u>      | <u>39.5</u>   |
|                                       | <u>3,849,451</u>            | <u>100.0%</u> | <u>3,224,235</u>            | <u>100.0%</u> | <u>2,126,198</u>    | <u>100.0%</u> | <u>1,898,940</u>    | <u>100.0%</u> | <u>1,340,111</u>    | <u>100.0%</u> |
| Net deferred loan fees and costs      | 3,577                       |               | (2,237)                     |               | (5,048)             |               | (3,219)             |               | (3,576)             |               |
|                                       | <u>3,853,028</u>            |               | <u>3,221,998</u>            |               | <u>2,121,150</u>    |               | <u>1,895,721</u>    |               | <u>1,336,535</u>    |               |
| Allowance for loan losses             | (34,001)                    |               | (29,278)                    |               | (22,021)            |               | (23,908)            |               | (27,561)            |               |
|                                       | <u>\$ 3,819,027</u>         |               | <u>\$ 3,192,720</u>         |               | <u>\$ 2,099,129</u> |               | <u>\$ 1,871,813</u> |               | <u>\$ 1,308,974</u> |               |

(1) Includes \$18.0 million and \$21.5 million of loans at December 31, 2016 and 2015 respectively, where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

(2) December 31, 2016, 2015 and 2014 balances comprised of \$282.9 million, \$154.9 million and \$143.8 million of owner-occupied loans, respectively, and \$588.7 million, \$445.8 million and \$379.6 million of non-owner-occupied loans, respectively.

The following table shows the composition of the loan portfolio by fixed-rate and adjustable-rate loans.

| (in thousands)                                    | At December 31,     |               |                     |               |
|---|---------------------|---------------|---------------------|---------------|
|   | 2016                |               | 2015                |               |
|   | Amount              | Percent       | Amount              | Percent       |
| <b>Adjustable-rate loans:</b>                     |                     |               |                     |               |
| Single family                                     | \$ 657,837          | 17.1%         | \$ 686,927          | 21.3%         |
| Commercial  | 701,694             | 18.3          | 450,424             | 14.0          |
| Multifamily                                       | 655,271             | 17.0          | 417,217             | 12.9          |
| Construction/land development, net <sup>(1)</sup> | 355,111             | 9.2           | 334,235             | 10.4          |
| Commercial business                               | 143,960             | 3.7           | 87,970              | 2.7           |
| Home equity and other                             | 51,837              | 1.3           | 59,605              | 1.8           |
| Total adjustable-rate loans                       | <u>2,565,710</u>    | <u>66.6</u>   | <u>2,036,378</u>    | <u>63.2</u>   |
| <b>Fixed-rate loans:</b>                          |                     |               |                     |               |
| Single family                                     | 425,985             | 11.1          | 516,253             | 16.0          |
| Commercial  | 169,869             | 4.4           | 150,280             | 4.7           |
| Multifamily                                       | 18,949              | 0.5           | 9,339               | 0.3           |
| Construction/land development, net <sup>(1)</sup> | 281,209             | 7.3           | 248,925             | 7.7           |
| Commercial business                               | 79,693              | 2.1           | 66,292              | 2.1           |
| Home equity and other                             | 308,036             | 8.0           | 196,768             | 6.1           |
| Total fixed-rate loans                            | <u>1,283,741</u>    | <u>33.4</u>   | <u>1,187,857</u>    | <u>36.8</u>   |
| Total loans held for investment                   | <u>3,849,451</u>    | <u>100.0%</u> | <u>3,224,235</u>    | <u>100.0%</u> |
| <b>Less:</b>                                      |                     |               |                     |               |
| Net deferred loan fees and costs                  | 3,577               |               | (2,237)             |               |
| Allowance for loan losses                         | (34,001)            |               | (29,278)            |               |
| Loans held for investment, net                    | <u>\$ 3,819,027</u> |               | <u>\$ 3,192,720</u> |               |

(1) Construction/land development is presented net of the undisbursed portion of the loan commitment.

The following tables show the contractual maturity of our loan portfolio by loan type.

| (in thousands)                     | December 31, 2016  |  |                        |              | Loans due after one year<br>by rate characteristic |                     |
|------------------------------------|--------------------|--|------------------------|--------------|--|---------------------|
|                                    | Within one<br>year | After<br>one year<br>through<br>five years | After<br>five<br>years | Total        | Fixed-<br>rate                                     | Adjustable-<br>rate |
| Consumer:                          |                    |  |                        |              |  |                     |
| Single family                      | \$ 7,327           | \$ 4,878                                   | \$ 1,071,618           | \$ 1,083,823 | \$ 418,923   | \$ 657,573          |
| Home equity and other              | 7,156              | 27,879                                     | 324,838                | 359,873      | 304,328  | 48,390              |
| Total consumer                     | 14,483             | 32,757                                     | 1,396,456              | 1,443,696    | 723,251  | 705,963             |
| Commercial:                        |                    |  |                        |              |  |                     |
| Commercial real estate             | 48,119             | 107,567                                    | 715,877                | 871,563      | 147,968  | 675,476             |
| Multifamily                        | 1,658              | 51,766                                     | 620,796                | 674,220      | 17,664   | 654,897             |
| Construction/land development      | 483,211            | 151,785                                    | 1,324                  | 636,320      | 74,003   | 79,105              |
| Commercial business                | 55,820             | 72,985                                     | 94,847                 | 223,652      | 76,060   | 91,773              |
| Total commercial                   | 588,808            | 384,103                                    | 1,432,844              | 2,405,755    | 315,695  | 1,501,251           |
| Total loans held for<br>investment | \$ 603,291         | \$ 416,860                                 | \$ 2,829,300           | \$ 3,849,451 | \$ 1,038,946                                       | \$ 2,207,214        |

| (in thousands)                     | December 31, 2015  |  |                        |              | Loans due after one year<br>by rate characteristic |                     |
|------------------------------------|--------------------|--|------------------------|--------------|--|---------------------|
|                                    | Within one<br>year | After<br>one year<br>through<br>five years | After<br>five<br>years | Total        | Fixed-<br>rate                                     | Adjustable-<br>rate |
| Consumer:                          |                    |  |                        |              |  |                     |
| Single family                      | \$ 14              | \$ 15,446                                  | \$ 1,187,719           | \$ 1,203,179 | \$ 516,239   | \$ 686,926          |
| Home equity and other              | 4,530              | 38,869                                     | 212,975                | 256,374      | 193,337  | 58,507              |
| Total consumer                     | 4,544              | 54,315                                     | 1,400,694              | 1,459,553    | 709,576  | 745,433             |
| Commercial:                        |                    |  |                        |              |  |                     |
| Commercial real estate             | 29,093             | 135,132                                    | 436,478                | 600,703      | 139,984  | 431,626             |
| Multifamily                        | 3,073              | 7,896                                      | 415,587                | 426,556      | 8,079  | 415,404             |
| Construction/land development      | 379,940            | 183,480                                    | 19,740                 | 583,160      | 99,782   | 103,438             |
| Commercial business                | 65,651             | 52,990                                     | 35,622                 | 154,263      | 59,216   | 29,396              |
| Total commercial                   | 477,757            | 379,498                                    | 907,427                | 1,764,682    | 307,061  | 979,864             |
| Total loans held for<br>investment | \$ 482,301         | \$ 433,813                                 | \$ 2,308,121           | \$ 3,224,235 | \$ 1,016,637                                       | \$ 1,725,297        |

The following table presents loan origination and loan sale volumes.

| (in thousands)                | Years Ended December 31, |                     |                     |
|-------------------------------|--------------------------|---------------------|---------------------|
|                               | 2016                     | 2015                | 2014                |
| Loans originated              |                          |                     |                     |
| Real estate                   |                          |                     |                     |
| Single family                 |                          |                     |                     |
| Originated by HomeStreet      | \$ 8,637,631             | \$ 6,834,296        | \$ 4,208,736        |
| Originated by WMS Series LLC  | 576,832                  | 606,316             | 489,031             |
| Single family                 | 9,214,463                | 7,440,612           | 4,697,767           |
| Multifamily                   | 640,142                  | 322,637             | 152,280             |
| Commercial real estate        | 266,775                  | 133,618             | 57,025              |
| Construction/land development | 1,079,243                | 767,063             | 595,034             |
| Total real estate             | 11,200,623               | 8,663,930           | 5,502,106           |
| Commercial business           | 294,538                  | 140,707             | 142,602             |
| Home equity and other         | 279,851                  | 176,430             | 20,559              |
| Total loans originated        | <u>\$ 11,775,012</u>     | <u>\$ 8,981,067</u> | <u>\$ 5,665,267</u> |
| Loans sold                    |                          |                     |                     |
| Single family                 | \$ 8,785,412             | \$ 7,038,635        | \$ 3,979,398        |
| Multifamily                   | 301,442                  | 204,744             | 141,859             |
| Other                         | 168,211                  | 29,313              | —                   |
| Total loans sold              | <u>\$ 9,255,065</u>      | <u>\$ 7,272,692</u> | <u>\$ 4,121,257</u> |

*Mortgage servicing rights* were \$245.9 million at December 31, 2016 compared to \$171.3 million at December 31, 2015, an increase of \$74.6 million, or 43.6%, as a result of growth in the loans serviced for others portfolio and changes in market inputs, including current market interest rates and prepayment model updates.

*Federal Home Loan Bank stock* was \$40.3 million at December 31, 2016 compared to \$44.3 million at December 31, 2015, a decrease of \$4.0 million, or 9.0%. FHLB stock is carried at par value and can only be purchased or redeemed at par value in transactions between the FHLB and its member institutions. Both cash and stock dividends received on FHLB stock are reported in earnings.

*Other assets* were \$221.1 million at December 31, 2016, compared to \$148.4 million at December 31, 2015, an increase of \$72.7 million, or 49.0%, primarily attributable to overall company growth.

## Deposits

Deposit balances were as follows for the periods indicated:

| (in thousands)  | At December 31,     |                     |                     |
|---|---------------------|---------------------|---------------------|
|   | 2016                | 2015                | 2014                |
| Noninterest-bearing accounts - checking and savings     | \$ 537,651          | \$ 370,523          | \$ 240,679          |
| Interest-bearing transaction and savings deposits:      |                     |                     |                     |
| NOW accounts  | 468,812             | 408,477             | 272,390             |
| Statement savings accounts due on demand                | 301,361             | 292,092             | 200,638             |
| Money market accounts due on demand                     | 1,603,141           | 1,155,464           | 1,007,214           |
| Total interest-bearing transaction and savings deposits | <u>2,373,314</u>    | <u>1,856,033</u>    | <u>1,480,242</u>    |
| Total transaction and savings deposits                  | <u>2,910,965</u>    | <u>2,226,556</u>    | <u>1,720,921</u>    |
| Certificates of deposit                                 | 1,091,558           | 732,892             | 494,525             |
| Noninterest-bearing accounts - other                    | 427,178             | 272,505             | 229,984             |
| Total deposits  | <u>\$ 4,429,701</u> | <u>\$ 3,231,953</u> | <u>\$ 2,445,430</u> |

Deposits at December 31, 2016 increased \$1.20 billion, or 37.1%, from December 31, 2015, primarily due to the acquisition-related activities and growth of our deposit branch network. During 2016, the Company increased the balances of transaction and savings deposits by \$684.4 million, or 30.7%, reflecting the growth and expansion of our branch banking network. The \$358.7 million, or 48.9%, increase in certificates of deposit since December 31, 2015 was due in part to increases in business and personal CDs, institutional CDs and brokered deposits.

During 2015, the Company increased the balances of transaction and savings deposits by \$505.6 million, or 29.4%, reflecting the growth and expansion of our branch banking network. The \$238.4 million, or 48.2%, increase in certificates of deposit since December 31, 2014 was primarily due to the Simplicity merger.

## Borrowings

FHLB advances were \$868.4 million at December 31, 2016 compared to \$1.02 billion at December 31, 2015. FHLB advances may be collateralized by stock in the FHLB, cash, pledged mortgage-backed securities, real estate-secured commercial loans and unencumbered qualifying mortgage loans. As of December 31, 2016, 2015 and 2014, FHLB borrowings had weighted average interest rates of 0.91%, 0.64% and 0.41%, respectively. Of the total FHLB borrowings outstanding as of December 31, 2016, \$821.0 million mature prior to December 31, 2017. We had \$282.8 million and \$320.4 million of additional borrowing capacity with the FHLB as of December 31, 2016 and 2015, respectively. We use short term funding to lower the cost of funds and manage the sensitivity of our net portfolio value and net interest income which mitigated the impact of changes in interest rates.

We may also borrow, on a collateralized basis, from the Federal Reserve Bank of San Francisco ("FRBSF" or "Federal Reserve Bank"). At December 31, 2016 and 2015, we did not have any outstanding borrowings from the FRBSF. Based on the amount of qualifying collateral available, borrowing capacity from the FRBSF was \$292.1 million and \$382.1 million at December 31, 2016 and 2015, respectively. The FRBSF is not contractually bound to offer credit to us, and our access to this source for future borrowings may be discontinued at any time.

Long-term debt was \$125.1 million and \$61.9 million at December 31, 2016 and 2015, respectively. The balance at December 31, 2016 represents \$63.2 million of senior notes issued during 2016 and \$61.9 million of junior subordinated debentures issued in prior years. Such debentures were issued in connection with the sale of trust preferred securities by HomeStreet Statutory Trusts, subsidiaries of HomeStreet, Inc. Trust preferred securities allow investors to buy subordinated debt through a variable interest entity trust that issues preferred securities to third-party investors and uses the cash received to purchase subordinated debt from the issuer. That debt is the sole asset of the trust and the coupon rate on the debt mirrors the dividend rate on the preferred securities. These securities are nonvoting and are not convertible into capital stock, and the variable interest entity trust is not consolidated in our financial statements.

## Shareholders' Equity

Shareholders' equity was \$629.3 million at December 31, 2016 compared to \$465.3 million at December 31, 2015. This increase included additional paid-in capital from issuance of common stock of \$112.0 million primarily due to the equity offering of approximately 2.0 million shares and the issuance of HomeStreet common stock to OCBB shareholders, and net income of \$58.2 million, partially offset by other comprehensive loss of \$8.0 million recognized during the year ended December 31, 2016. Other comprehensive income (loss) represents unrealized gains and losses in the valuation of our available for sale investment securities portfolio at December 31, 2016.

Shareholders' equity, on a per share basis, was \$23.48 per share at December 31, 2016, compared to \$21.08 per share at December 31, 2015.

## Return on Equity and Assets

The following table presents certain information regarding our returns on average equity and average total assets.

|                                       | Years Ended December 31, |       |       |
|---------------------------------------|--------------------------|-------|-------|
|                                       | 2016                     | 2015  | 2014  |
| Return on assets <sup>(1)</sup>       | 1.01%                    | 0.91% | 0.69% |
| Return on equity <sup>(2)</sup>       | 10.27%                   | 9.35% | 7.69% |
| Equity to assets ratio <sup>(3)</sup> | 9.80%                    | 9.69% | 9.03% |

(1) Net income divided by average total assets.

(2) Net earnings available to common shareholders divided by average common shareholders' equity.

(3) Average equity divided by average total assets.

## Business Segments

Our business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is currently evaluated by management.

This process is dynamic and is based on management's current view of the Company's operations and is not necessarily comparable with similar information for other financial institutions. We define our business segments by product type and customer segment. If the management structure or the allocation process changes, allocations, transfers and assignments may change.

We use various management accounting methodologies to assign certain income statement items to the responsible operating segment, including:

- a funds transfer pricing system, which allocates interest income credits and funding charges between the segments, assigning to each segment a funding credit for its liabilities, such as deposits, and a charge to fund its assets;
- an allocation of charges for services rendered to the segments by centralized functions, such as corporate overhead, which are generally based on each segment's consumption patterns; and
- an allocation of the Company's consolidated income taxes which are based on the effective tax rate applied to the segment's pretax income or loss.



## Commercial and Consumer Banking Segment

Commercial and Consumer Banking provides diversified financial products and services to our commercial and consumer customers through bank branches and through ATMs, online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural portfolio loans; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for our portfolio primarily on single family residences, and on office, retail, industrial and multifamily property types. We originate multifamily real estate loans through our Fannie Mae DUS business, whereby loans are sold to or securitized by Fannie Mae, while the Company generally retains the servicing rights. During the first quarter of 2015, we launched HomeStreet Commercial Capital as a division of HomeStreet Bank, an Orange County, California-based commercial real estate lending group originating permanent loans primarily up to \$10 million in size, a portion of which we intend to pool and sell into the secondary market. During 2015, we also added a team specializing in U.S. Small Business Administration ("SBA") lending also located in Orange County, California. As of December 31, 2016, our retail deposit branch network consists of 55 branches in the Pacific Northwest, California and Hawaii. At December 31, 2016 and December 31, 2015, our transaction and savings deposits totaled \$2.91 billion and \$2.23 billion, respectively, and our loan portfolio totaled \$3.82 billion and \$3.19 billion, respectively. This segment also reflects the results for the management of the Company's portfolio of investment securities.

Commercial and Consumer Banking segment results are detailed below.

| (in thousands)   | Years Ended December 31, |                  |                |                  |                 |                |                       |
|--|--------------------------|------------------|----------------|------------------|-----------------|----------------|-----------------------|
|  | 2016                     | Dollar Change    | Percent Change | 2015             | Dollar Change   | Percent Change | 2014                  |
| Net interest income  | \$ 154,015               | \$ 33,995        | 28%            | \$ 120,020       | \$ 38,034       | 46 %           | \$ 81,986             |
| Provision for credit losses                                | 4,100                    | (2,000)          | (33)           | 6,100            | 7,100           | (710)          | (1,000)               |
| Noninterest income   | 35,682                   | 6,315            | 22             | 29,367           | 10,701          | 57             | 18,666 <sup>(2)</sup> |
| Noninterest expense  | 138,385                  | 15,787           | 13             | 122,598          | 42,786          | 54             | 79,812                |
| Income before income tax expense                           | 47,212                   | 26,523           | 128            | 20,689           | (1,151)         | (5)            | 21,840                |
| Income tax expense   | 16,412                   | 13,740           | 514            | 2,672            | (4,420)         | (62)           | 7,092                 |
| Net income   | <u>\$ 30,800</u>         | <u>\$ 12,783</u> | <u>71%</u>     | <u>\$ 18,017</u> | <u>\$ 3,269</u> | <u>22 %</u>    | <u>\$ 14,748</u>      |
| Total assets   | \$5,269,452              | \$1,223,402      | 30%            | \$ 4,046,050     | \$1,299,641     | 47 %           | \$2,746,409           |
| Efficiency ratio <sup>(1)</sup>                            | 72.95%                   |                  |                | 82.07%           |                 |                | 79.29%                |
| Full-time equivalent employees (ending)                    | 998                      |                  |                | 828              |                 |                | 608                   |
| Net gain on mortgage loan origination and sale activities: |                          |                  |                |                  |                 |                |                       |
| Multifamily DUS  | \$ 11,397                | \$ 4,272         | 60%            | \$ 7,125         | \$ 2,402        | 51 %           | \$ 4,723              |
| Other <sup>(3)</sup>                                       | 5,473                    | 3,944            | 258            | 1,529            | (3,235)         | (68)           | 4,764                 |
|  | <u>\$ 16,870</u>         | <u>\$ 8,216</u>  | <u>95%</u>     | <u>\$ 8,654</u>  | <u>\$ (833)</u> | <u>(9)%</u>    | <u>\$ 9,487</u>       |
| Production volumes for sale to the secondary market:       |                          |                  |                |                  |                 |                |                       |
| Loan originations  |                          |                  |                |                  |                 |                |                       |
| Multifamily DUS  | \$ 325,851               | \$ 121,013       | 59%            | \$ 204,838       | \$ 52,556       | 35 %           | \$ 152,282            |
| Other <sup>(3)</sup>                                       | \$ 13,730                | \$ 13,730        | NM             | \$ —             | \$ —            | — %            | \$ —                  |
| Loans sold   |                          |                  |                |                  |                 |                |                       |
| Multifamily DUS  | \$ 301,442               | \$ 96,698        | 47%            | \$ 204,744       | \$ 62,885       | 44 %           | \$ 141,859            |
| Other <sup>(3)</sup>                                       | \$ 168,211               | \$ 138,898       | 474%           | \$ 29,313        | \$ 29,313       | NM             | \$ —                  |

NM = not meaningful

(1) Noninterest expense divided by total net revenue (net interest income and noninterest income).

(2) Includes \$4.6 million in pre-tax gain resulting from the sale of loans that were originally held for investment during 2014.

(3) Includes multifamily loans from sources other than DUS.

### *Comparison of 2016 to 2015*

Commercial and Consumer Banking net income increased in 2016 primarily due to increased net interest income resulting from higher average balances of interest-earning assets and higher commercial net gain on loan origination and sale activities, partially offset by increased noninterest expense primarily resulting from the expansion of this segment.

The segment recorded a provision for credit losses of \$4.1 million for the year ended December 31, 2016 compared to a \$6.1 million provision for credit losses for the year ended December 31, 2015. The reduction in credit loss provision in the year was due in part to a continuing decline in historical loss rates as a result of net recoveries for the past two years and continued improvements in portfolio performance which was reflected in the qualitative reserves. In 2015, one-time model adjustments contributed to an increase in provision expense.

Resulting from the growth of this segment, noninterest income increased for the year ended December 31, 2016 due primarily to increases in net gain on loan origination and sale activities, mortgage servicing income and depositor and other retail banking fees. Included in noninterest income for the year ended December 31, 2015 was a bargain purchase gain of \$7.7 million from the merger with Simplicity and the Dayton, Washington branch acquisition. There were no similar bargain purchase gains in 2016.

Noninterest expense increased primarily due to the growth of our commercial real estate and commercial business lending units and the expansion of our retail deposit banking network. In 2016, we added 11 retail deposit branches, six de novo and five from acquisitions. Full-time equivalent employees increased by 170, or 20.5%, from 2015. Included in noninterest expense for 2016 was \$7.1 million of acquisition-related costs. In 2015, such acquisition-related expenses related to prior acquisitions were \$16.6 million.

### *Comparison of 2015 to 2014*

Commercial and Consumer Banking net income was \$18.0 million for the year ended December 31, 2015, an increase of \$3.3 million from \$14.7 million for the year ended December 31, 2014. The increase in 2015 was primarily due to increased net interest income resulting from higher average balances of interest-earning assets, partially offset by increased noninterest expense primarily resulting from the continued expansion of this segment.

The segment recorded a provision for credit losses of \$6.1 million for the year ended December 31, 2015 compared to a \$1.0 million reversal of provision for credit losses for the year ended December 31, 2014. The additional credit loss provision in the year was due in part to overall growth in loans held for investment, and in part to an extension in the modeled loan loss emergence period for commercial loans and higher qualitative reserves for construction loans. These factors were partially offset by the favorable impact of net loan loss recoveries during the year.

Included in noninterest income for 2015 was a bargain purchase gain of \$7.7 million from the merger with Simplicity and the Dayton, Washington branch acquisition. In 2014, noninterest income included a \$4.6 million pre-tax net gain on single family mortgage origination and sale activities from the sale of loans that were originally held for investment.

Noninterest expense increased primarily due to the first quarter 2015 merger with Simplicity and the continued organic growth of our commercial real estate and commercial business lending units and the expansion of our retail deposit banking network. During the first quarter of 2015, we also added commercial lending capabilities in California by launching HomeStreet Commercial Capital, a commercial real estate lending group, and adding a team specializing in U.S. SBA lending. Full-time equivalent employees increased by 220, or 36.2%, from 2014. Included in noninterest expense for 2015 was \$16.6 million of acquisition-related costs. In 2014, such acquisition-related expenses related to prior acquisitions were \$3.1 million.

Commercial and Consumer Banking segment servicing income consisted of the following.

| (in thousands)                       | Years Ended December 31, |                 |                |                 |               |                |                 |
|--------------------------------------|--------------------------|-----------------|----------------|-----------------|---------------|----------------|-----------------|
|                                      | 2016                     | Dollar Change   | Percent Change | 2015            | Dollar Change | Percent Change | 2014            |
| Servicing income, net:               |                          |                 |                |                 |               |                |                 |
| Servicing fees and other             | \$ 8,495                 | \$ 4,035        | 90%            | \$ 4,460        | \$ 294        | 7%             | \$ 4,166        |
| Amortization of multifamily MSRs     | (2,635)                  | (643)           | 32             | (1,992)         | (280)         | 16             | (1,712)         |
| Commercial mortgage servicing income | <u>\$ 5,860</u>          | <u>\$ 3,392</u> | <u>137%</u>    | <u>\$ 2,468</u> | <u>\$ 14</u>  | <u>1%</u>      | <u>\$ 2,454</u> |

Commercial and Consumer Banking segment loans serviced for others consisted of the following.

| (in thousands)                             | At December 31,     |                     |
|--|---------------------|---------------------|
|  | 2016                | 2015                |
| Commercial                                 |                     |                     |
| Multifamily DUS                            | \$ 1,108,040        | \$ 924,367          |
| Other                                      | 69,323              | 79,513              |
| Total commercial loans serviced for others | <u>\$ 1,177,363</u> | <u>\$ 1,003,880</u> |

## Mortgage Banking Segment

Mortgage Banking originates single family residential mortgage loans primarily for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We have become a rated originator and servicer of jumbo loans, allowing us to sell these loans to other securitizers. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement with that company. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders. On occasion, we may sell a portion of our MSR portfolio. We manage the loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights within this business segment.

Mortgage Banking segment results are detailed below.

| (in thousands)   | Years Ended December 31, |                 |                |                  |                  |                |                 |
|--|--------------------------|-----------------|----------------|------------------|------------------|----------------|-----------------|
|  | 2016                     | Dollar Change   | Percent Change | 2015             | Dollar Change    | Percent Change | 2014            |
| Net interest income  | \$ 26,034                | \$ (2,284)      | (8)%           | \$ 28,318        | \$ 11,635        | 70%            | \$ 16,683       |
| Noninterest income   | 323,468                  | 71,598          | 28             | 251,870          | 84,879           | 51             | 166,991         |
| Noninterest expense  | 305,937                  | 61,967          | 25             | 243,970          | 71,771           | 42             | 172,199         |
| Income before income tax expense                                     | 43,565                   | 7,347           | 20             | 36,218           | 24,743           | 216            | 11,475          |
| Income tax expense   | 16,214                   | 3,298           | 26             | 12,916           | 8,952            | 226            | 3,964           |
| Net income   | <u>\$ 27,351</u>         | <u>\$ 4,049</u> | <u>17 %</u>    | <u>\$ 23,302</u> | <u>\$ 15,791</u> | <u>210%</u>    | <u>\$ 7,511</u> |
| Total assets   | \$ 974,248               | \$ 125,803      | 15 %           | \$ 848,445       | \$ 59,764        | 8%             | \$ 788,681      |
| Efficiency ratio <sup>(1)</sup>                                      | 87.54%                   |                 |                | 87.07%           |                  |                | 93.75%          |
| Full-time equivalent employees (ending)                              | 1,554                    |                 |                | 1,311            |                  |                | 1,003           |
| Production volumes for sale to the secondary market:                 |                          |                 |                |                  |                  |                |                 |
| Single family mortgage closed loan volume <sup>(2)(3)</sup>          | \$ 8,997,347             | \$ 1,784,912    | 25 %           | \$ 7,212,435     | \$ 2,811,818     | 64%            | \$ 4,400,617    |
| Single family mortgage interest rate lock commitments <sup>(2)</sup> | 8,620,976                | 1,689,868       | 24             | 6,931,108        | 2,586,860        | 60             | 4,344,248       |
| Single family mortgage loans sold <sup>(2)</sup>                     | \$ 8,785,412             | \$ 1,778,075    | 25 %           | \$ 7,007,337     | \$ 3,027,939     | 76%            | \$ 3,979,398    |

(1) Noninterest expense divided by total net revenue (net interest income and noninterest income).

(2) Includes loans originated by WMS Series LLC and purchased by HomeStreet Bank.

(3) Represents single family mortgage production volume designated for sale to the secondary market during each respective period.

### Comparison of 2016 to 2015

The increase in Mortgage Banking net income for 2016 compared to 2015 was primarily due to the higher gain on single family mortgage loan origination and sale activities resulting from higher interest rate lock commitments and higher servicing income, partially offset by higher noninterest expense resulting from higher commission expense from increased closed loan volume, as well as continued growth and expansion of our mortgage banking segment, increased costs resulting from new regulatory disclosure requirements for the mortgage industry and lower risk management results.

### Comparison of 2015 to 2014

The increase in Mortgage Banking net income for 2015 compared to 2014 primarily reflected increased interest rate lock commitments resulting from expansion of our network of mortgage loan centers and a 14.6% increase in mortgage production personnel, partially offset by higher commission expense resulting from increased closed loan volume. Results for the year ended 2014 includes pre-tax Mortgage Banking servicing income of \$4.7 million, net of transaction costs, from the 2014 sale of single family MSRs.

Mortgage Banking gain on sale to the secondary market is detailed in the following table.

| (in thousands)  | Years Ended December 31, |                  |                |                  |                  |                |                  |
|---|--------------------------|------------------|----------------|------------------|------------------|----------------|------------------|
|   | 2016                     | Dollar Change    | Percent Change | 2015             | Dollar Change    | Percent Change | 2014             |
| Single family: <sup>(1)</sup>   |                          |                  |                |                  |                  |                |                  |
| Servicing value and secondary market gains <sup>(2)</sup>                                   | \$260,477                | \$ 54,964        | 27%            | \$205,513        | \$ 96,450        | 88%            | \$109,063        |
| Loan origination and funding fees   | 29,966                   | 7,745            | 35             | 22,221           | (3,351)          | (13)           | 25,572           |
| Total mortgage banking gain on mortgage loan origination and sale activities <sup>(1)</sup> | <u>\$290,443</u>         | <u>\$ 62,709</u> | <u>28%</u>     | <u>\$227,734</u> | <u>\$ 93,099</u> | <u>69%</u>     | <u>\$134,635</u> |

(1) Excludes inter-segment activities.

(2) Comprised of gains and losses on interest rate lock commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and the estimated fair value of the repurchase or indemnity obligation recognized on new loan sales.

#### Comparison of 2016 to 2015

The increase in gain on mortgage loan origination and sale activities in 2016 compared to 2015 is primarily the result of a 24.4% increase in interest rate lock commitments, which was mainly driven by the expansion of our mortgage production offices and personnel. During 2016, we have increased our lending footprint by adding 13 home loan centers to bring our total home loan centers to 77.

#### Comparison of 2015 to 2014

The increase in gain on mortgage loan origination and sale activities in 2015 compared to 2014 is primarily the result of a 59.5% increase in interest rate lock commitments, which were mainly driven by the expansion of our mortgage production offices and personnel. During 2015 we increased our lending footprint by adding nine home loan centers to bring our total home loan centers to 65 at that time.

Mortgage Banking servicing income consisted of the following.

| (in thousands)   | Years Ended December 31, |                 |                |                  |                   |                |                         |
|--|--------------------------|-----------------|----------------|------------------|-------------------|----------------|-------------------------|
|  | 2016                     | Dollar Change   | Percent Change | 2015             | Dollar Change     | Percent Change | 2014                    |
| Servicing income, net:   |                          |                 |                |                  |                   |                |                         |
| Servicing fees and other   | \$ 48,040                | \$ 10,303       | 27%            | \$ 37,737        | \$ 4,085          | 12 %           | \$ 33,652               |
| Changes in fair value of MSR's due to modeled amortization <sup>(1)</sup>                          | (33,305)                 | 733             | (2)            | (34,038)         | (7,926)           | 30             | (26,112)                |
|  | <u>14,735</u>            | <u>11,036</u>   | <u>298</u>     | <u>3,699</u>     | <u>(3,841)</u>    | <u>(51)</u>    | <u>7,540</u>            |
| Risk management:   |                          |                 |                |                  |                   |                |                         |
| Changes in fair value of MSR's due to changes in market inputs and/or model updates <sup>(2)</sup> | 20,025                   | 13,470          | 205            | 6,555            | 22,184            | (142)          | (15,629) <sup>(3)</sup> |
| Net (loss) gain from derivatives economically hedging MSR's  | (4,680)                  | (16,389)        | (140)          | 11,709           | (28,018)          | (71)           | 39,727                  |
|  | <u>15,345</u>            | <u>(2,919)</u>  | <u>(16)</u>    | <u>18,264</u>    | <u>(5,834)</u>    | <u>(24)</u>    | <u>24,098</u>           |
| Mortgage Banking servicing income  | <u>\$ 30,080</u>         | <u>\$ 8,117</u> | <u>37%</u>     | <u>\$ 21,963</u> | <u>\$ (9,675)</u> | <u>(31)%</u>   | <u>\$ 31,638</u>        |

NM = not meaningful

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in model assumptions, including prepayment speed assumptions, which are primarily affected by changes in mortgage interest rates.

(3) Includes pre-tax income of \$4.7 million, net of transaction costs, resulting from the sale of single family MSR's in 2014.

### Comparison of 2016 to 2015

The increase in Mortgage Banking servicing income in 2016 compared to 2015 was primarily due to higher servicing income, partially offset by lower risk management results. The higher servicing income was primarily attributed to higher servicing fees on higher average balances of loans serviced for others and lower modeled amortization. Mortgage servicing fees collected in the year ended December 31, 2016 increased compared to the year ended December 31, 2015 primarily as a result of higher average balances of loans serviced for others during the year. Our loans serviced for others portfolio was \$20.67 billion at December 31, 2016 compared to \$16.35 billion at December 31, 2015.

MSR risk management results represent changes in the fair value of single family MSRs due to changes in model inputs and assumptions net of the gain/(loss) from derivatives economically hedging MSRs. The fair value of MSRs is sensitive to changes in interest rates, primarily due to the effect on prepayment speeds. MSRs typically decrease in value when interest rates decline because declining interest rates tend to increase mortgage prepayment speeds and therefore reduce the expected life of the net servicing cash flows of the MSR asset. Certain other changes in MSR fair value relate to factors other than interest rate changes and are generally not within the scope of the Company's MSR economic hedging strategy. These factors may include but are not limited to the impact of changes to the housing price index, prepayment model assumptions, the level of home sales activity, changes to mortgage spreads, valuation discount rates, costs to service and policy changes by U.S. government agencies.

The lower risk management results in 2016 were mainly due to adverse results during the fourth quarter driven by the unexpected and significant increases in long-term Treasury rates beginning in November 2016 following the U.S. presidential election, coinciding with an increase in short-term interest rates by the Federal Reserve in December 2016. The unexpected and sustained increase in interest rates during the quarter resulted in asymmetrical changes in valuation between hedging derivatives and servicing valuations. This market dislocation in the fourth quarter reduced the value of our hedging derivatives to a greater extent than value of our mortgage servicing rights increased, resulting in lower risk management results.

### Comparison of 2015 to 2014

The decrease in Mortgage Banking servicing income in 2015 compared to 2014 was primarily attributable to lower risk management results. The decrease in risk management results was primarily attributable to a pre-tax gain of \$4.7 million included in 2014, resulting from the sale of single family MSRs as well as lower results in 2015 than in 2014 related to changes in model assumptions.

Model assumptions are regularly updated to better align observed borrower prepayment behavior with modeled borrower prepayment behavior.

Single family mortgage servicing fees collected in 2016 increased primarily due to higher average balances in our loans serviced for others portfolio.

*Single family loans serviced for others* consisted of the following.

| (in thousands)                                | At December 31,      |                      |
|---|----------------------|----------------------|
|   | 2016                 | 2015                 |
| Single family                                 |                      |                      |
| U.S. government and agency                    | \$ 18,931,835        | \$ 14,628,596        |
| Other   | 556,621              | 719,215              |
| Total single family loans serviced for others | <u>\$ 19,488,456</u> | <u>\$ 15,347,811</u> |

Mortgage Banking noninterest expense in 2016 increased from 2015 primarily due to the continued expansion of offices in new markets and increases of our mortgage production and support staff along with related salary, insurance, and benefit costs as well as increased costs resulting from new regulatory disclosure requirements for the mortgage industry. In 2016, we have increased our lending footprint by adding 13 home loan centers to bring our total home loan centers to 77.

Mortgage Banking noninterest expense in 2015 increased from 2014 primarily as a result of higher commission and incentive expense, as closed loan volumes increased 63.9% from 2014, as well as increased salaries and related costs, occupancy expenses and information services expenses as we grew our single family mortgage lending network.



## Off-Balance Sheet Arrangements

In the normal course of business, we are a party to financial instruments with off-balance sheet risk. These financial instruments (which include commitments to originate loans and commitments to purchase loans) include potential credit risk in excess of the amount recognized in the accompanying consolidated financial statements. These transactions are designed to (1) meet the financial needs of our customers, (2) manage our credit, market or liquidity risks, (3) diversify our funding sources and/or (4) optimize capital.

For more information on off-balance sheet arrangements, see Note 13, *Commitments, Guarantees and Contingencies* to the financial statements of this Form 10-K.

## *Commitments, Guarantees and Contingencies*

We may incur liabilities under certain contractual agreements contingent upon the occurrence of certain events. Our known contingent liabilities include:

- *Unfunded loan commitments.* We make certain unfunded loan commitments as part of our lending activities that have not been recognized in the Company's financial statements. These include commitments to extend credit made as part of our lending activities on loans we intend to hold in our loans held for investment portfolio. The aggregate amount of these unrecognized unfunded loan commitments existing at December 31, 2016 and 2015 was \$42.6 million and \$52.9 million, respectively.
- *Credit agreements.* We extend secured and unsecured open-end loans to meet the financing needs of our customers. These commitments, which primarily related to unused home equity and commercial real estate lines of credit and business banking funding lines, totaled \$289.3 million and \$216.5 million at December 31, 2016 and 2015, respectively. Undistributed construction loan proceeds, where the Company has an obligation to advance funds for construction progress payments, was \$603.8 million and \$456.4 million at December 31, 2016 and 2015, respectively. The total amounts of unused commitments do not necessarily represent future credit exposure or cash requirements in that commitments may expire without being drawn upon.
- *Interest rate lock commitments.* The Company writes options in the form of interest rate lock commitments on single family mortgage loans that are exercisable at the option of the borrower. We are exposed to market risk on interest rate lock commitments. The fair value of interest rate lock commitments existing at December 31, 2016 and 2015, was \$19.2 million and \$17.7 million, respectively. We mitigate the risk of future changes in the fair value of interest rate lock commitments primarily through the use of forward sale commitments.
- *Credit loss sharing.* We originate, sell and service multifamily loans through the Fannie Mae DUS program. Multifamily loans are sold to Fannie Mae subject to a loss sharing arrangement. HomeStreet Capital services the loans for Fannie Mae and shares in the risk of loss with Fannie Mae under the terms of the DUS contracts. Under the DUS program, in general the DUS lender is contractually responsible for all losses on the first 5% of the unpaid principal balance of the loan (determined as of the day prior to valuation of the asset for loss purposes) and then shares in the remainder of losses with Fannie Mae with the lender being responsible for 25% of any losses that exceed 5% of the unpaid principal balance up to 20% of the unpaid principal balance and 10% of any losses that exceed 20% of the unpaid principal balance. The maximum lender loss on most DUS program loans is 20% of the original principal balance. The total principal balance of loans outstanding under the DUS program as of December 31, 2016 and 2015 was \$1.11 billion and \$924.4 million, respectively, and our loss reserve was \$1.8 million and \$3.0 million as of December 31, 2016 and 2015, respectively.
- *Mortgage repurchase liability.* In our single family lending business, we sell residential mortgage loans to government sponsored and other entities. In addition, the Company pools Federal Housing Administration ("FHA")-insured and Department of Veterans' Affairs ("VA")-guaranteed mortgage loans into Ginnie Mae, Fannie Mae and Freddie Mac guaranteed mortgage-backed securities. We have made representations and warranties that the loans sold meet certain requirements. We may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud.

These obligations expose us to mark-to-market and credit losses on the repurchased mortgage loans after accounting for any mortgage insurance that we may receive. Generally, the maximum amount of future payments we would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses.

We do not typically receive repurchase requests from the FHA or VA. As an originator of FHA-insured or VA-guaranteed loans, we are responsible for obtaining the insurance with FHA or the guarantee with the VA. If we are not able to meet the requirements of FHA to get the loan insured by FHA or guaranteed by VA, we may be unable to sell the loan or be required to repurchase the loan. Loans that are found not to meet the requirements of FHA or VA, through required internal quality control reviews or through agency audits, we may be required to indemnify FHA or VA against loss. The loans remain in Ginnie Mae pools unless and until they qualify for voluntary repurchase by the Company. In general, once an FHA or VA loan becomes 90 days past due, we repurchase the FHA or VA loan to minimize the cost of interest advances on the loan. If the loan is cured through borrower efforts or through loss mitigation activities, the loan may be resold into a Ginnie Mae pool. The Company's liability for mortgage loan repurchase losses incorporates probable losses associated with such indemnification.

As of December 31, 2016 and 2015, the total principal balance of loans sold on a servicing-retained basis that were subject to the terms and conditions of these representations and warranties totaled \$19.56 billion and \$15.43 billion, respectively. The recorded mortgage repurchase liability for loans sold on a servicing-retained and a servicing-released basis was \$3.4 million and \$2.9 million at December 31, 2016 and 2015, respectively. The Company's mortgage repurchase liability reflects management's estimate of losses for loans sold on a servicing-retained and servicing-released basis for which we could have a repurchase obligation. Actual repurchase losses of \$1.1 million, \$1.8 million and \$734 thousand were incurred for the years ended December 31, 2016, 2015 and 2014, respectively.

- *Leases.* The Company is obligated under non-cancelable leases for office space. The office leases also contain renewal and space options. Rental expense under non-cancelable operating leases totaled \$22.7 million, \$20.1 million and \$15.3 million for the years ended December 31, 2016, 2015 and 2014, respectively.
- *Small business investment company ("SBIC") investment funds.* In 2016 the Company entered into an agreement with Caltius Capital Management to invest \$5.0 million over time in qualifying small businesses and small enterprises. At December 31, 2016, we had invested \$1.0 million, leaving a remaining \$4.0 million future commitment. We had no similar commitments in 2015.

### ***Derivative Counterparty Credit Risk***

Derivative financial instruments expose us to credit risk in the event of nonperformance by counterparties to such agreements. This risk consists primarily of the termination value of agreements where we are in a favorable position. Credit risk related to derivative financial instruments is considered within the fair value measurement of the instrument. We manage the credit risk associated with our various derivative agreements through counterparty credit review, counterparty exposure limits and monitoring procedures. From time to time, we may provide collateral to certain counterparties for amounts in excess of exposure limits as outlined by the counterparty credit policies of the parties. We have entered into agreements with derivative counterparties that include netting arrangements whereby the counterparties are entitled to settle certain positions on a net basis. At December 31, 2016 and 2015, our net exposure to the credit risk of derivative counterparties was \$69.4 million and \$37.1 million, respectively.

### ***Contractual Obligations***

The following table summarizes our significant fixed and determinable contractual obligations, within the categories described below, by payment date or contractual maturity as of December 31, 2016. The payment amounts for financial instruments shown below represent principal amounts contractually due to the recipient and do not include any unamortized premiums or discounts, or other similar carrying value adjustments.

| (in thousands)                            | Within<br>one year  | After one but<br>within three<br>years | After three but<br>within five | More than<br>five years | Total               |
|---|---------------------|--|--------------------------------|-------------------------|---------------------|
| Deposits <sup>(1)</sup>                   | \$ 4,096,275        | \$ 305,985                             | \$ 27,276                      | \$ 165                  | \$ 4,429,701        |
| FHLB advances                             | 821,002             | 41,787                                 | —                              | 5,590                   | 868,379             |
| Long term debt                            | —                   | —                                      | —                              | 65,000                  | 65,000              |
| Trust preferred securities <sup>(2)</sup> | —                   | —                                      | —                              | 61,857                  | 61,857              |
| Interest <sup>(3)</sup>                   | 14,118              | 16,374                                 | 12,490                         | 42,370                  | 85,352              |
| Operating leases                          | 22,408              | 39,952                                 | 28,615                         | 53,601                  | 144,576             |
| Purchase obligations <sup>(4)</sup>       | 9,332               | 7,384                                  | 1,685                          | —                       | 18,401              |
| <b>Total</b>                              | <b>\$ 4,963,135</b> | <b>\$ 411,482</b>                      | <b>\$ 70,066</b>               | <b>\$ 228,583</b>       | <b>\$ 5,673,266</b> |

- (1) Deposits with indeterminate maturities, such as demand, savings and money market accounts, are reflected as obligations due less than one year.
- (2) Trust preferred securities are included in long-term debt on the consolidated statements of financial condition.
- (3) Represents the future interest obligations related to interest-bearing time deposits and long-term debt in the normal course of business. These interest obligations assume no early debt redemption. We estimated variable interest rate payments using December 31, 2016 rates, which we held constant until maturity.
- (4) Represents agreements to purchase goods or services.

## Enterprise Risk Management

All financial institutions manage and control a variety of business and financial risks that can significantly affect their financial performance. Among these risks are credit risk; market risk, which includes interest rate risk and price risk; liquidity risk; and operational risk. We are also subject to risks associated with compliance/legal, strategic and reputational matters.

Our Board of Directors (the "Board") and executive management have overall and ultimate responsibility for management of these risks. The Board, its committees and senior managers oversee the management of various risks. We review and assess these risks on an enterprise-wide basis periodically and as part of the annual strategic planning process. We use internal audits, quality control and loan review functions to assess the strength of and adherence to risk management policies, internal controls and regulatory requirements. Similarly, external reviews, examinations and audits are conducted by regulators and others. In addition, our compliance, appraisal, corporate security and information security personnel provide additional risk management services in their areas of expertise. The Chief Risk and Credit Officer reports directly to the Chief Executive Officer and is responsible for oversight of enterprise risk management, appraisal and environmental functions, and the loan review department.

The Board and its committees work closely with senior management in overseeing risk. Management recommends the appropriate level of risk in our strategic and business plans and in our board-approved credit and operating policies and has responsibility for measuring, managing, controlling and reporting on risks. The Board and its committees oversee the monitoring and controlling of significant risk exposures, including the policies governing risk management. The Board authorizes its committees to take any action on its behalf as described in their respective charter or as otherwise delegated by the Board, except as otherwise specifically reserved by law, regulation, other committees' charters or the Company's charter documents for action solely by the full board or another board committee. These committees include:

- *Audit Committee.* The Audit Committee oversees the policies and management activities relating to our financial reporting, internal and external audit, regulatory, legal and compliance risks.
- *Finance Committee.* The Finance Committee oversees the consolidated companies' activities related to balance sheet management, major financial risks including market, interest rate, liquidity and funding risks and counterparty risk management, including trading limits.
- *Credit Committee.* The Credit Committee oversees the annual Loan Review Plan, lending policies, credit performance and trends, the allowance for credit loss policy and loan loss reserves, large borrower exposure and concentrations, and approval of broker/dealer relationships.
- *Human Resources and Corporate Governance Committee.* The Human Resources and Corporate Governance Committee (the "HRCG") of HomeStreet, Inc. reviews all matters concerning our human resources, compensation, benefits, and corporate governance. HRCG's policy objectives are to ensure that HomeStreet and

its operating subsidiaries meet their corporate objectives of attracting and retaining a well-qualified workforce, to oversee our human resource strategies and policies and to ensure processes are in place to assure compliance with employment laws and regulations.

- *Enterprise Risk Management Committee.* The Enterprise Risk Management Committee (the "ERMC") oversees the Company's enterprise-wide risk management framework, including evaluating management's identification and assessment of the significant risks and the related infrastructure to address such risks and monitors the Company's compliance with its risk appetite and risk limit structures and effective remediation of non-compliance on an ongoing, enterprise-wide, and individual entity basis. The ERMC does not duplicate the risk oversight of the Board's other committees, but rather helps ensure end-to-end understanding and oversight of all risk issues in one Board committee and enhances the Board's and management's understanding of the Company's aggregate enterprise-wide risk profile.

The following is a discussion of our risk management practices. The risks related to credit, liquidity, interest rate and price warrant in-depth discussion due to the significance of these risks and the impact they may have on our business.

## **Credit Risk Management**

Credit risk is defined as the risk to current or anticipated earnings or capital arising from an obligor's failure to meet the terms of any contract with the Company, including those in the lending, securities and derivative portfolios, or otherwise perform as agreed. Factors relating to the degree of credit risk include the size of the asset or transaction, the contractual terms of the related documents, the credit characteristics of the borrower, the channel through which assets are acquired, the features of loan products or derivatives, the existence and strength of guarantor support, the availability, quality and adequacy of any underlying collateral and the economic environment after the loan is originated or the asset is acquired. Our overall portfolio credit risk is also impacted by asset concentrations within the portfolio.

Our credit risk management process is primarily centrally governed. Our overall credit process includes comprehensive credit policies, judgmental or statistical credit underwriting, frequent and detailed risk measurement and modeling and loan review, quality control and audit processes. In addition, we have an independent loan review function that reports directly to the Credit Committee of the Board, and internal auditors and regulatory examiners review and perform detailed tests of our credit underwriting, loan administration and allowance processes.

The Chief Risk and Credit Officer's primary responsibilities include directing the activities of the credit risk management function as it relates to the loan portfolio, overseeing loan portfolio performance, ensuring compliance with regulatory requirements and the Company's established credit policies, standards and limits, determining the reasonableness of our allowance for loan losses, reviewing and approving large credit exposures and delegating credit approval authorities. Senior credit administrators who oversee the lines of business have both transaction approval authority and governance authority for the approval of procedures within established policies, standards and limits. The Chief Risk and Credit Officer's role also includes administrative liaison for enterprise risk management and direct oversight of appraisal and environmental functions. The Chief Risk and Credit Officer reports directly to the Chief Executive Officer.

The Loan Committee provides direction and oversight within our risk management framework. The committee seeks to ensure effective portfolio risk analysis and policy review and to support sound implementation of defined business and risk strategies. Additionally, the Loan Committee periodically approves credits larger than the Chief Risk and Credit Officer's or Chief Executive Officer's individual approval authorities allow. The members of the Loan Committee are the Chief Executive Officer, Chief Risk and Credit Officer and the Commercial Banking Director.

The loan review department's primary responsibility includes the review of our loan portfolios to provide an independent assessment of credit quality, portfolio oversight and credit management, including accuracy of loan grading. Loan review also conducts targeted credit-related reviews and credit process reviews at the request of the Board and management and reviews a sample of newly originated loans for compliance with closing conditions and accuracy of loan grades. Loan review reports directly to the Credit Committee and administratively to the Chief Risk and Credit Officer.

Credit limits for capital markets counterparties, including derivative counterparties, are defined in the Company's Counterparty Risk policy, which is reviewed annually by the Bank Loan Committee, with final approval by the Board Credit Committee. The treasury function is responsible for directing the activities related to securities and derivative portfolios, including overseeing derivative portfolio performance and ensuring compliance with established credit policies, standards and limits. The Chief Investment Officer and Treasurer reports directly to the Chief Financial Officer.

## ***Appraisal Policy***

An integral part of our credit risk management process is the valuation of the collateral supporting the loan portfolio, which is primarily comprised of loans secured by real estate. We maintain a Board-approved appraisal policy for real estate appraisals that conforms to the Uniform Standards of Professional Appraisal Practice and FDIC regulatory requirements. Our Chief Appraiser, who is independent of the business unit and credit administration departments, is responsible for maintaining the appraisal policy and recommending changes to the policy subject to Loan Committee and Credit Committee approval.

### ***Real Estate***

Our appraisal policy requires that market value appraisals or evaluations be prepared prior to new loan origination, subsequent loan transactions and for loan monitoring purposes. Our appraisals are prepared by independent third-party appraisers and our staff appraisers. Evaluations are prepared by independent and qualified third-party providers. We use state certified and licensed appraisers with appropriate expertise as it relates to the subject property type and location. All appraisals contain an “as is” market value estimate based upon the definition of market value as set forth in the FDIC appraisal regulations. For applicable property types, we may also obtain “upon completion” and “upon stabilization” values. The appraisal standard for non-tract development properties (four units or less) is the retail market value of individual units. For tract development properties with five or more units, the appraisal standard is the bulk market value of the tract as a whole.

We review all appraisals and evaluations prior to the closing of a loan transaction. Commercial and single family real estate appraisals and evaluations are reviewed by either our in-house appraisal staff or by independent and qualified third-party appraisers.

For loan monitoring and problem loan management purposes our appraisal practices are as follows:

- We generally do not perform valuation monitoring for pass-graded credits because we believe they carry minimal credit risk.
- For commercial loans secured by real estate that are graded special mention, an appraisal is performed at the time of loan downgrade, and an appraisal or evaluation is performed at least every two years thereafter, depending upon property complexity, market area, market conditions, intended use and other considerations.
- For commercial loans secured by real estate that are graded substandard or doubtful and for all OREO properties, we require an independent third-party appraisal at the time of downgrade or transfer to OREO and at least every twelve months thereafter until disposition or loan upgrade. For loans where foreclosure is probable, an appraisal or evaluation is prepared at the intervening six-month period prior to foreclosure.
- For performing consumer segment loans secured by real estate that are graded special mention or substandard, property values are determined semi-annually from automated valuation model services employed by the Bank.
- In addition, if we determine that market conditions, changes to the property, changes in the intended use of the property or other factors indicate an appraisal is no longer reliable, we will also obtain an updated appraisal or evaluation and assess whether a change in collateral value requires an additional adjustment to carrying value.

### ***Other***

Our appraisal requirements for loans not secured by real estate, such as business loans secured by equipment, include valuation methods ranging from evidence of sales price or verification with a recognized guide for new equipment to a valuation opinion by a professional appraiser for multiple pieces of used equipment.

## ***Loan Modifications***

We have modified loans for various reasons for borrowers not experiencing financial difficulties. Those modifications generally are short-term extensions granted to allow time for receipt of appraisals and other financial reporting information to facilitate underwriting of loan extensions and renewals.

Our policy allows modifications for borrowers with financial difficulty when there is a well-conceived and prudent workout plan that supports the ultimate collection of principal and interest. We may enter into a loan modification to help maximize the likelihood of success for a given workout strategy. In each case we also assess whether it is in the best interests of the Company to foreclose or modify the terms. We have made concessions such as interest-only payment terms, interest rate reductions,



principal and interest forgiveness and payment restructures. For single family mortgage borrowers, we have generally provided for granting interest rate reductions for periods of three years or less to reduce payments and provide the borrower time to resolve their financial difficulties. In each case, we carefully analyze the borrower's current financial condition to assure that they can make the modified payment.

### ***Asset Quality and Nonperforming Assets***

Nonperforming assets ("NPAs") were \$25.8 million, or 0.41% of total assets at December 31, 2016, compared to \$24.7 million, or 0.50% of total assets at December 31, 2015. Nonaccrual loans of \$20.5 million, or 0.53% of total loans at December 31, 2016, increased \$3.4 million, or 19.7%, from \$17.2 million, or 0.53% of total loans at December 31, 2015. Net recoveries in 2016 were \$0.5 million compared with net recoveries of \$2.0 million in 2015 and net charge-offs of \$565 thousand in 2014.

At December 31, 2016, our loans held for investment portfolio, net of the allowance for loan losses, was \$3.82 billion, an increase of \$626.3 million from December 31, 2015. In 2016, we added \$125.8 million of loans to the portfolio from our merger with OCBB and \$40.3 million in loans from the acquisition of two branches and related assets from The Bank of Oswego. Our acquisition of two branches in Southern California from Boston Private did not include the acquisition of any loans. The allowance for loan losses was \$34.0 million, or 0.88% of loans held for investment, compared to \$29.3 million, or 0.91% of loans held for investment at December 31, 2015.

The Company recorded a provision for credit losses of \$4.1 million for the year ended December 31, 2016 compared to a \$6.1 million of provision for credit losses for the year ended December 31, 2015 and a reversal of provision for credit losses of \$1.0 million for the year ended December 31, 2014. Management considers the current level of the allowance for loan losses to be appropriate to cover estimated incurred losses inherent within our loans held for investment portfolio.

For information regarding the activity on our allowance for credit losses, which includes the reserves for unfunded commitments, and the amounts that were collectively and individually evaluated for impairment, see Note 5, *Loans and Credit Quality* to the financial statements of this Form 10-K.

The allowance for credit losses represents management's estimate of the incurred credit losses inherent within our loan portfolio. For further discussion related to credit policies and estimates see "*Critical Accounting Policies and Estimates — Allowance for Loan Losses*" within Management's Discussion and Analysis of this Form 10-K.

The following tables present the recorded investment, unpaid principal balance and related allowance for impaired loans, broken down by those with and those without a specific reserve.



At December 31, 2016

| (in thousands)                           | Recorded Investment             | Unpaid Principal Balance <sup>(2)</sup> | Related Allowance |
|--|---------------------------------|---|-------------------|
| Impaired loans:                          |                                 |   |                   |
| Loans with no related allowance recorded | \$ 86,723                       | \$ 92,431                               | \$ —              |
| Loans with an allowance recorded         | 3,785                           | 3,875                                   | 379               |
| Total                                    | <u>\$ 90,508 <sup>(1)</sup></u> | <u>\$ 96,306</u>                        | <u>\$ 379</u>     |

At December 31, 2015

| (in thousands)                           | Recorded Investment             | Unpaid Principal Balance <sup>(2)</sup> | Related Allowance |
|--|---------------------------------|---|-------------------|
| Impaired loans:                          |                                 |   |                   |
| Loans with no related allowance recorded | \$ 90,547                       | \$ 94,058                               | \$ —              |
| Loans with an allowance recorded         | 3,126                           | 3,293                                   | 567               |
| Total                                    | <u>\$ 93,673 <sup>(1)</sup></u> | <u>\$ 97,351</u>                        | <u>\$ 567</u>     |

At December 31, 2014

| (in thousands)                           | Recorded Investment              | Unpaid Principal Balance <sup>(2)</sup> | Related Allowance |
|--|----------------------------------|---|-------------------|
| Impaired loans:                          |                                  |   |                   |
| Loans with no related allowance recorded | \$ 82,725                        | \$ 98,664                               | \$ —              |
| Loans with an allowance recorded         | 36,499                           | 37,078                                  | 1,706             |
| Total                                    | <u>\$ 119,224 <sup>(1)</sup></u> | <u>\$ 135,742</u>                       | <u>\$ 1,706</u>   |

(1) Includes \$73.1 million, \$74.7 million and \$73.6 million in single family performing troubled debt restructurings ("TDRs") at December 31, 2016, 2015 and 2014, respectively.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

The Company had 282 impaired loan relationships totaling \$90.5 million at December 31, 2016 and 271 impaired loan relationships totaling \$93.7 million at December 31, 2015. Included in the total impaired loan relationship amounts were 239 single family TDR loan relationships totaling \$76.0 million at December 31, 2016 and 224 single family TDR relationships totaling \$77.1 million at December 31, 2015. The increase in the number of impaired loan relationships at December 31, 2016 from 2015 was primarily due to an increase in the number of single family impaired loans. At December 31, 2016, there were 229 single family impaired relationships totaling \$73.1 million that were performing per their current contractual terms. Additionally, the impaired loan balance included \$35.1 million of loans insured by the FHA or guaranteed by the VA. The average recorded investment in these loans for the year ended December 31, 2016 was \$94.4 million, compared to \$108.2 million for the year ended December 31, 2015. Impaired loans of \$3.8 million and \$3.1 million had a valuation allowance of \$379 thousand and \$567 thousand at December 31, 2016 and 2015, respectively.

The following table presents the allowance for credit losses, including reserves for unfunded commitments, by loan class.

| (in thousands)                    | At December 31,  |   |  |                  |   |  |                  |   |  |
|-----------------------------------|------------------|---|--|------------------|---|--|------------------|---|--|
|                                   | 2016             |   |  | 2015             |   |  | 2014             |   |  |
|                                   | Amount           | Percent of Allowance to Total Allowance | Loan Category as a % of Total Loans <sup>(1)</sup> | Amount           | Percent of Allowance to Total Allowance | Loan Category as a % of Total Loans <sup>(1)</sup> | Amount           | Percent of Allowance to Total Allowance | Loan Category as a % of Total Loans <sup>(1)</sup> |
| <b>Consumer loans</b>             |                  |   |  |                  |   |  |                  |   |  |
| Single family                     | \$ 8,196         | 23.2%                                   | 27.8%  | \$ 8,942         | 29.2%                                   | 36.9%  | \$ 9,447         | 41.9%                                   | 42.2%  |
| Home equity and other             | 6,153            | 17.4                                    | 9.4  | 4,620            | 15.1                                    | 8.0  | 3,322            | 14.8                                    | 6.4  |
|                                   | <u>14,349</u>    | <u>40.6</u>                             | <u>37.2</u>  | <u>13,562</u>    | <u>44.3</u>                             | <u>44.9</u>  | <u>12,769</u>    | <u>56.7</u>                             | <u>48.6</u>  |
| <b>Commercial loans</b>           |                  |   |  |                  |   |  |                  |   |  |
| Commercial real estate            | 6,680            | 18.9                                    | 22.7   | 4,847            | 15.8                                    | 18.8   | 3,846            | 17.0                                    | 24.6   |
| Multifamily                       | 3,086            | 8.8                                     | 17.6   | 1,194            | 3.9                                     | 13.3   | 673              | 3.0                                     | 2.6  |
| Construction/land development     | 8,553            | 24.3                                    | 16.6   | 9,271            | 30.2                                    | 18.2   | 3,818            | 17.0                                    | 17.3   |
| Commercial business               | 2,596            | 7.4                                     | 5.9  | 1,785            | 5.8                                     | 4.8  | 1,418            | 6.3                                     | 6.9  |
|                                   | <u>20,915</u>    | <u>59.4</u>                             | <u>62.8</u>  | <u>17,097</u>    | <u>55.7</u>                             | <u>55.1</u>  | <u>9,755</u>     | <u>43.3</u>                             | <u>51.4</u>  |
| Total allowance for credit losses | <u>\$ 35,264</u> | <u>100.0%</u>                           | <u>100.0%</u>                                      | <u>\$ 30,659</u> | <u>100.0%</u>                           | <u>100.0%</u>                                      | <u>\$ 22,524</u> | <u>100.0%</u>                           | <u>100.0%</u>                                      |

(1) Excludes loans held for investment balances that are carried at fair value.

The following table presents the composition of TDRs by accrual and nonaccrual status.

| (in thousands)                | At December 31, 2016 |                                 |                 |                                    |                  |                               |
|-------------------------------|----------------------|---------------------------------|-----------------|------------------------------------|------------------|-------------------------------|
|                               | Accrual              | Number of accrual relationships | Nonaccrual      | Number of nonaccrual relationships | Total            | Total number of relationships |
| <b>Consumer</b>               |                      |                                 |                 |                                    |                  |                               |
| Single family <sup>(1)</sup>  | \$ 73,147            | 229                             | \$ 2,885        | 10                                 | \$ 76,032        | 239                           |
| Home equity and other         | 1,247                | 18                              | 216             | 3                                  | 1,463            | 21                            |
|                               | <u>74,394</u>        | <u>247</u>                      | <u>3,101</u>    | <u>13</u>                          | <u>77,495</u>    | <u>260</u>                    |
| <b>Commercial</b>             |                      |                                 |                 |                                    |                  |                               |
| Commercial real estate        | —                    | —                               | 933             | 1                                  | 933              | 1                             |
| Multifamily                   | 508                  | 1                               | —               | —                                  | 508              | 1                             |
| Construction/land development | 1,186                | 1                               | 707             | 1                                  | 1,893            | 2                             |
| Commercial business           | 493                  | 4                               | 133             | 1                                  | 626              | 5                             |
|                               | <u>2,187</u>         | <u>6</u>                        | <u>1,773</u>    | <u>3</u>                           | <u>3,960</u>     | <u>9</u>                      |
|                               | <u>\$ 76,581</u>     | <u>253</u>                      | <u>\$ 4,874</u> | <u>16</u>                          | <u>\$ 81,455</u> | <u>269</u>                    |

(1) Includes loan balances insured by the FHA or guaranteed by the VA of \$35.1 million at December 31, 2016.

| At December 31, 2015             |                  |                                       |                 |  |                  |                                  |
|----------------------------------|------------------|---------------------------------------|-----------------|--|------------------|----------------------------------|
| (in thousands)                   | Accrual          | Number of<br>accrual<br>relationships | Nonaccrual      | Number of<br>nonaccrual<br>relationships | Total            | Total number of<br>relationships |
| <b>Consumer</b>                  |                  |                                       |                 |  |                  |                                  |
| Single family <sup>(1)</sup>     | \$ 74,685        | 213                                   | \$ 2,452        | 11                                       | \$ 77,137        | 224                              |
| Home equity and other            | 1,340            | 20                                    | 271             | 4  | 1,611            | 24                               |
|                                  | <u>76,025</u>    | <u>233</u>                            | <u>2,723</u>    | <u>15</u>                                | <u>78,748</u>    | <u>248</u>                       |
| <b>Commercial</b>                |                  |                                       |                 |  |                  |                                  |
| Commercial real estate           | —                | —                                     | 1,023           | 1  | 1,023            | 1                                |
| Multifamily                      | 3,014            | 2                                     | —               | —  | 3,014            | 2                                |
| Construction/land<br>development | 3,714            | 3                                     | —               | —  | 3,714            | 3                                |
| Commercial business              | 1,658            | 4                                     | 185             | 1  | 1,843            | 5                                |
|                                  | <u>8,386</u>     | <u>9</u>                              | <u>1,208</u>    | <u>2</u>                                 | <u>9,594</u>     | <u>11</u>                        |
|                                  | <u>\$ 84,411</u> | <u>242</u>                            | <u>\$ 3,931</u> | <u>17</u>                                | <u>\$ 88,342</u> | <u>259</u>                       |

(1) Includes loan balances insured by the FHA or guaranteed by the VA of \$29.6 million at December 31, 2015.

| At December 31, 2014             |                   |                                       |                 |  |                   |                                  |
|----------------------------------|-------------------|---------------------------------------|-----------------|--|-------------------|----------------------------------|
| (in thousands)                   | Accrual           | Number of<br>accrual<br>relationships | Nonaccrual      | Number of<br>nonaccrual<br>relationships | Total             | Total number of<br>relationships |
| <b>Consumer</b>                  |                   |                                       |                 |  |                   |                                  |
| Single family <sup>(1)</sup>     | \$ 73,585         | 193                                   | \$ 2,482        | 10                                       | \$ 76,067         | 203                              |
| Home equity and other            | 2,430             | 23                                    | 231             | 3  | 2,661             | 26                               |
|                                  | <u>76,015</u>     | <u>216</u>                            | <u>2,713</u>    | <u>13</u>                                | <u>78,728</u>     | <u>229</u>                       |
| <b>Commercial</b>                |                   |                                       |                 |  |                   |                                  |
| Commercial real estate           | 21,703            | 4                                     | 1,148           | 1  | 22,851            | 5                                |
| Multifamily                      | 3,077             | 2                                     | —               | —  | 3,077             | 2                                |
| Construction/land<br>development | 5,447             | 3                                     | —               | —  | 5,447             | 3                                |
| Commercial business              | 1,573             | 3                                     | 249             | 2  | 1,822             | 5                                |
|                                  | <u>31,800</u>     | <u>12</u>                             | <u>1,397</u>    | <u>3</u>                                 | <u>33,197</u>     | <u>15</u>                        |
|                                  | <u>\$ 107,815</u> | <u>228</u>                            | <u>\$ 4,110</u> | <u>16</u>                                | <u>\$ 111,925</u> | <u>244</u>                       |

(1) Includes loan balances insured by the FHA or guaranteed by the VA of \$26.8 million at December 31, 2014.

The increase in the number of TDR loan relationships at December 31, 2016 from 2015 and 2014 was primarily due to an increase in the number of single family loan TDRs. TDR loans within the loans held for investment portfolio and the related reserves are included in the impaired loan tables above. At December 31, 2016 and 2015 and 2014, the Company had \$0, \$0 and \$151 thousand, respectively, of unfunded commitments related to TDR loans.

| (in thousands)   | At December 31,  |                  |                   |                   |                   |
|--|------------------|------------------|-------------------|-------------------|-------------------|
|  | 2016             | 2015             | 2014              | 2013              | 2012              |
| Loans accounted for on a nonaccrual basis: <sup>(1)</sup>  |                  |                  |                   |                   |                   |
| Consumer   |                  |                  |                   |                   |                   |
| Single family  | \$ 12,717        | \$ 12,119        | \$ 8,368          | \$ 8,861          | \$ 13,304         |
| Home equity and other                                      | 1,571            | 1,576            | 1,526             | 1,846             | 2,970             |
|  | <u>14,288</u>    | <u>13,695</u>    | <u>9,894</u>      | <u>10,707</u>     | <u>16,274</u>     |
| Commercial   |                  |                  |                   |                   |                   |
| Commercial real estate                                     | 2,127            | 2,341            | 4,843             | 12,257            | 6,403             |
| Multifamily residential                                    | 337              | 119              | —                 | —                 | —                 |
| Construction/land development                              | 1,376            | 339              | —                 | —                 | 5,042             |
| Commercial business  | 2,414            | 674              | 1,277             | 2,743             | 2,173             |
|  | <u>6,254</u>     | <u>3,473</u>     | <u>6,120</u>      | <u>15,000</u>     | <u>13,618</u>     |
| Total loans on nonaccrual                                  | <u>20,542</u>    | <u>17,168</u>    | <u>16,014</u>     | <u>25,707</u>     | <u>29,892</u>     |
| Other real estate owned                                    | 5,243            | 7,531            | 9,448             | 12,911            | 23,941            |
| Total nonperforming assets                                 | <u>\$ 25,785</u> | <u>\$ 24,699</u> | <u>\$ 25,462</u>  | <u>\$ 38,618</u>  | <u>\$ 53,833</u>  |
| Loans 90 days or more past due and accruing <sup>(2)</sup> | <u>\$ 40,846</u> | <u>\$ 36,612</u> | <u>\$ 34,987</u>  | <u>\$ 46,811</u>  | <u>\$ 40,658</u>  |
| Accruing TDR loans   | \$ 76,581        | \$ 84,411        | \$ 107,815        | \$ 101,905        | \$ 100,575        |
| Nonaccrual TDR loans                                       | 4,874            | 3,931            | 4,110             | 4,731             | 10,208            |
| Total TDR loans  | <u>\$ 81,455</u> | <u>\$ 88,342</u> | <u>\$ 111,925</u> | <u>\$ 106,636</u> | <u>\$ 110,783</u> |
| Allowance for loan losses as a percent of nonaccrual loans | 165.52%          | 170.54%          | 137.51%           | 93.00%            | 92.20%            |
| Nonaccrual loans as a percentage of total loans            | 0.53%            | 0.53%            | 0.75%             | 1.36%             | 2.24%             |
| Nonperforming assets as a percentage of total assets       | 0.41%            | 0.50%            | 0.72%             | 1.26%             | 2.05%             |

(1) If interest on nonaccrual loans under the original terms had been recognized, such income is estimated to have been \$1.8 million, \$2.5 million and \$2.8 million for the years ended December 31, 2016, 2015 and 2014.

(2) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on an accrual status if they have been determined to have little or no risk of loss.

Delinquent loans and other real estate owned by loan type consisted of the following.

| At December 31, 2016             |                        |                        |                  |   |                            |                               |
|----------------------------------|------------------------|------------------------|------------------|---|----------------------------|-------------------------------|
| (in thousands)                   | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | Nonaccrual       | 90 Days or<br>More Past Due<br>and Accruing | Total<br>Past Due<br>Loans | Other<br>Real Estate<br>Owned |
| <b>Consumer loans</b>            |                        |                        |                  |   |                            |                               |
| Single family                    | \$ 4,310               | \$ 5,459               | \$ 12,717        | \$ 40,846 <sup>(1)</sup>                    | \$ 63,332                  | \$ 2,133                      |
| Home equity and other            | 251                    | 442                    | 1,571            | —   | 2,264                      | —                             |
|                                  | <u>4,561</u>           | <u>5,901</u>           | <u>14,288</u>    | <u>40,846</u>                               | <u>65,596</u>              | <u>2,133</u>                  |
| <b>Commercial loans</b>          |                        |                        |                  |   |                            |                               |
| Commercial real estate           | 71                     | 205                    | 2,127            | —   | 2,403                      | 398                           |
| Multifamily                      | —                      | —                      | 337              | —   | 337                        | —                             |
| Construction/land<br>development | —                      | —                      | 1,376            | —   | 1,376                      | 2,712                         |
| Commercial business              | 202                    | —                      | 2,414            | —   | 2,616                      | —                             |
|                                  | <u>273</u>             | <u>205</u>             | <u>6,254</u>     | <u>—</u>                                    | <u>6,732</u>               | <u>3,110</u>                  |
| <b>Total</b>                     | <b>\$ 4,834</b>        | <b>\$ 6,106</b>        | <b>\$ 20,542</b> | <b>\$ 40,846</b>                            | <b>\$ 72,328</b>           | <b>\$ 5,243</b>               |

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status if they are determined to have little to no risk of loss. At December 31, 2016, these past due loans totaled \$40.8 million.

| At December 31, 2015             |                        |                        |                  |   |                            |                               |
|----------------------------------|------------------------|------------------------|------------------|---|----------------------------|-------------------------------|
| (in thousands)                   | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | Nonaccrual       | 90 Days or<br>More Past Due<br>and Accruing | Total<br>Past Due<br>Loans | Other<br>Real Estate<br>Owned |
| <b>Consumer loans</b>            |                        |                        |                  |   |                            |                               |
| Single family                    | \$ 7,098               | \$ 3,537               | \$ 12,119        | \$ 36,595 <sup>(1)</sup>                    | \$ 59,349                  | \$ 301                        |
| Home equity and other            | 1,095                  | 398                    | 1,576            | —   | 3,069                      | —                             |
|                                  | <u>8,193</u>           | <u>3,935</u>           | <u>13,695</u>    | <u>36,595</u>                               | <u>62,418</u>              | <u>301</u>                    |
| <b>Commercial loans</b>          |                        |                        |                  |   |                            |                               |
| Commercial real estate           | 233                    | —                      | 2,341            | —   | 2,574                      | 4,071                         |
| Multifamily                      | —                      | —                      | 119              | —   | 119                        | —                             |
| Construction/land<br>development | 77                     | —                      | 339              | —   | 416                        | 3,159                         |
| Commercial business              | —                      | —                      | 675              | 17  | 692                        | —                             |
|                                  | <u>310</u>             | <u>—</u>               | <u>3,474</u>     | <u>17</u>                                   | <u>3,801</u>               | <u>7,230</u>                  |
| <b>Total</b>                     | <b>\$ 8,503</b>        | <b>\$ 3,935</b>        | <b>\$ 17,169</b> | <b>\$ 36,612</b>                            | <b>\$ 66,219</b>           | <b>\$ 7,531</b>               |

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status as they have little to no risk of loss. At December 31, 2015, these past due loans totaled \$36.6 million.

| At December 31, 2014             |                        |                        |                  |   |                            |                               |
|----------------------------------|------------------------|------------------------|------------------|---|----------------------------|-------------------------------|
| (in thousands)                   | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | Nonaccrual       | 90 Days or<br>More Past Due<br>and Accruing | Total<br>Past Due<br>Loans | Other<br>Real Estate<br>Owned |
| <b>Consumer loans</b>            |                        |                        |                  |   |                            |                               |
| Single family                    | \$ 7,832               | \$ 2,452               | \$ 8,368         | \$ 34,737 <sup>(1)</sup>                    | \$ 53,389                  | \$ 1,613                      |
| Home equity and other            | 371                    | 81                     | 1,526            | —   | 1,978                      | —                             |
|                                  | <u>8,203</u>           | <u>2,533</u>           | <u>9,894</u>     | <u>34,737</u>                               | <u>55,367</u>              | <u>1,613</u>                  |
| <b>Commercial loans</b>          |                        |                        |                  |   |                            |                               |
| Commercial real estate           | —                      | —                      | 4,843            | —   | 4,843                      | 1,996                         |
| Multifamily                      | —                      | —                      | —                | —   | —                          | —                             |
| Construction/land<br>development | —                      | 1,261                  | —                | —   | 1,261                      | 5,839                         |
| Commercial business              | 611                    | 3                      | 1,277            | 250   | 2,141                      | —                             |
|                                  | <u>611</u>             | <u>1,264</u>           | <u>6,120</u>     | <u>250</u>                                  | <u>8,245</u>               | <u>7,835</u>                  |
| <b>Total</b>                     | <u>\$ 8,814</u>        | <u>\$ 3,797</u>        | <u>\$ 16,014</u> | <u>\$ 34,987</u>                            | <u>\$ 63,612</u>           | <u>\$ 9,448</u>               |

(1) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status as they have little to no risk of loss. At December 31, 2014, these past due loans totaled \$35.0 million.

The following tables present the single family loan held for investment portfolio by original FICO score.

| At December 31, 2016 |                       |               |
|----------------------|-----------------------|---------------|
| Greater Than         | Less Than or Equal To | Percentage    |
| N/A <sup>(2)</sup>   | N/A <sup>(2)</sup>    | 2.5%          |
| <                    | 500                   | —%            |
| 500                  | 549                   | 0.1%          |
| 550                  | 599                   | 0.7%          |
| 600                  | 649                   | 4.8%          |
| 650                  | 699                   | 16.0%         |
| 700                  | 749                   | 28.6%         |
| 750                  | >                     | 47.2%         |
|                      | <b>TOTAL</b>          | <u>100.0%</u> |

(1) Percentages based on aggregate loan amounts.

(2) Information is not available.



At December 31, 2015

| Greater Than | Less Than or Equal To | Percentage |
|--------------|-----------------------|------------|
| N/A (2)      | N/A (2)               | 2.6%       |
| <            | 500                   | —%         |
| 500          | 549                   | 0.1%       |
| 550          | 599                   | 0.6%       |
| 600          | 649                   | 4.0%       |
| 650          | 699                   | 16.1%      |
| 700          | 749                   | 27.2%      |
| 750          | >                     | 49.4%      |
|              | TOTAL                 | 100.0%     |

(1) Percentages based on aggregate loan amounts.

(2) Information is not available.

### ***Loan Underwriting Standards***

Our underwriting standards for single family and home equity loans require evaluating and understanding a borrower's credit, collateral and ability to repay the loan. Credit is determined based on how well a borrower manages their current and prior debts, documented by a credit report that provides credit scores and the borrower's current and past information about their credit history. Collateral is based on the type and use of property, occupancy and market value, largely determined by property appraisals. A borrower's ability to repay the loan is based on several factors, including employment, income, current debt, assets and level of equity in the property. We also consider loan-to-property value and debt-to-income ratios, loan amount and lien position in assessing whether to originate a loan. Single family and home equity borrowers are particularly susceptible to downturns in economic trends that negatively affect housing prices and demand and levels of unemployment.

For commercial, multifamily and construction loans, we consider the same factors with regard to the borrower and the guarantors. In addition, we evaluate liquidity, net worth, leverage, other outstanding indebtedness of the borrower, an analysis of cash expected to flow through the borrower (including the outflow to other lenders) and prior experience with the borrower. We use this information to assess financial capacity, profitability and experience. Ultimate repayment of these loans is sensitive to interest rate changes, general economic conditions, liquidity and availability of long-term financing.

#### *Additional considerations for commercial permanent loans secured by real estate:*

Our underwriting standards for commercial permanent loans generally require that the loan-to-value ratio for these loans not exceed 75% of appraised value or discounted cash flow value, as appropriate, and that commercial properties attain debt coverage ratios (net operating income divided by annual debt servicing) of 1.25 or better.

Our underwriting standards for multifamily residential permanent loans generally require that the loan-to-value ratio for these loans not exceed 80% of appraised value, cost, or discounted cash flow value, as appropriate, and that multifamily residential properties attain debt coverage ratios of 1.15 or better. However, underwriting standards can be influenced by competition and other factors. We endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

#### *Additional considerations for commercial construction loans secured by real estate:*

We originate a variety of real estate construction loans. Underwriting guidelines for these loans vary by loan type but include loan-to-value limits, term limits, loan advance limits and pre-leasing requirements, as applicable.

Our underwriting guidelines for commercial real estate construction loans generally require that the loan-to-value ratio not exceed 75% and stabilized debt coverage ratios of 1.25 or better.

Our underwriting guidelines for multifamily residential construction loans generally require that the loan-to-value ratio not exceed 80% and stabilized debt coverage ratios of 1.20 or better.

Our underwriting guidelines for single family residential construction loans to builders generally require that the loan-to-value ratio not exceed 85%.

As noted above, underwriting standards can be influenced by competition and other factors. However, we endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

## **Liquidity and Capital Resources**

Liquidity risk management is primarily intended to ensure we are able to maintain sources of cash to adequately fund operations and meet our obligations, including demands from depositors, draws on lines of credit and paying any creditors, on a timely and cost-effective basis, in various market conditions. Our liquidity profile is influenced by changes in market conditions, the composition of the balance sheet and risk tolerance levels. HomeStreet, Inc., HomeStreet Capital ("HSC") and the Bank have established liquidity guidelines and operating plans that detail the sources and uses of cash and liquidity.

HomeStreet, Inc., HomeStreet Capital and the Bank have different funding needs and sources of liquidity and separate regulatory capital requirements.

### ***HomeStreet, Inc.***

The main source of liquidity for HomeStreet, Inc. is proceeds from dividends from the Bank and HomeStreet Capital. HomeStreet Inc., has raised capital through the issuance of common stock, the senior debt and trust preferred securities. Additionally, we also have an available line of credit from which we can borrow up to \$20.0 million. Historically, the main cash outflows were distributions to shareholders, interest and principal payments to creditors and operating expenses. HomeStreet, Inc.'s ability to pay dividends to shareholders depends substantially on dividends received from the Bank.

### ***HomeStreet Capital***

HomeStreet Capital generates positive cash flow from its servicing fee income on the DUS portfolio, net of its costs to service the DUS portfolio. Additional uses are HomeStreet Capital's costs to purchase the servicing rights on new production from the Bank. Minimum liquidity and reporting requirements for DUS lenders such as HomeStreet Capital are set by Fannie Mae. HomeStreet Capital's liquidity management therefore consists of meeting Fannie Mae requirements and its own operational requirements.

### ***HomeStreet Bank***

The Bank's primary sources of funds include deposits, advances from the FHLB, repayments and prepayments of loans, proceeds from the sale of loans and investment securities, interest from our loans and investment securities and capital contributions from HomeStreet, Inc. We have also raised short-term funds through the sale of securities under agreements to repurchase and federal funds purchased. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit inflows and outflows and loan prepayments are greatly influenced by interest rates, economic conditions and competition. The Bank uses the primary liquidity ratio as a measure of liquidity. The primary liquidity ratio is defined as net cash, short-term investments and other marketable assets as a percent of net deposits and short-term borrowings. At December 31, 2016, our primary liquidity ratio was 31.2% compared with 25.4% at December 31, 2015 and 30.0% at December 31, 2014.

At December 31, 2016, 2015 and 2014, the Bank had available borrowing capacity of \$282.8 million, \$320.4 million and \$317.9 million, respectively, from the FHLB, and \$292.1 million, \$382.1 million and \$316.1 million, respectively, from the Federal Reserve Bank of San Francisco.

### ***Cash Flows***

For the years ended December 31, 2016, 2015 and 2014, cash and cash equivalents increased \$21.2 million, increased \$2.2 million and decreased \$3.4 million, respectively. The following discussion highlights the major activities and transactions that affected our cash flows during these periods.

#### ***Cash flows from operating activities***

The Company's operating assets and liabilities are used to support our lending activities, including the origination and sale of mortgage loans. For the year ended December 31, 2016, net cash of \$44.8 million was used in operating activities, as our net income was less than the net fair value adjustment and gain on sale of loans held for sale. We believe that cash flows from operations, available cash balances and our ability to generate cash through short-term debt are sufficient to fund our operating liquidity needs. For the year ended December 31, 2015, net cash of \$8.3 million was provided by operating activities, as our net income exceeded the net amount of cash used to fund loans held for sale production and proceeds from the sale of loans. For the year ended December 31, 2014, net cash of \$348.6 million was used in operating activities, as cash used to fund loans held

for sale production exceeded proceeds from the sale of loans held for sale. During 2014, the Company transferred a net \$217.8 million of loans from loans held for investment to loans held for sale.

#### *Cash flows from investing activities*

The Company's investing activities primarily include available-for-sale securities and loans originated as held for investment. For the year ended December 31, 2016, net cash of \$819.3 million was used in investing activities, primarily due to cash used for the origination of portfolio loans and principal repayments and purchases of investment securities, partially offset by \$153.5 million from proceeds from sale of loans originated as held for investment and \$112.2 million from principal repayments and maturities of investment securities. For the year ended December 31, 2015, net cash of \$418.3 million was used in investing activities, primarily due to cash used for the origination of portfolio loans and principal repayments and purchases of investment securities, partially offset by \$132.4 million of net cash received from acquisitions, primarily from the Simplicity merger. For the year ended December 31, 2014, net cash of \$84.2 million was used in investing activities. We used cash of \$443.5 million in net originations and principal repayments of loans held for investment during 2014, as a result of increased originations of mortgages that exceed conventional conforming loan limits. Offsetting this decrease to cash was net proceeds of \$271.4 million from the sale of loans originated as held for investment and \$39.0 million of proceeds from the sale of single family mortgage servicing rights. Net proceeds from our investment securities portfolio were \$35.6 million during 2014.

#### *Cash flows from financing activities*

The Company's financing activities are primarily related to customer deposits and net proceeds from the FHLB. For the year ended December 31, 2016, net cash of \$885.3 million was provided by financing activities, primarily resulting from a \$919.5 million growth in deposits, \$58.7 million net proceeds from our equity offering and \$63.2 million in net proceeds from our senior note offering, partially offset by \$164.0 million from net repayments of FHLB advances. For the year ended December 31, 2015, net cash of \$412.2 million was provided by financing activities, primarily resulting from net proceeds of \$355.0 million of FHLB advances and a \$111.9 million growth in deposits. For the year ended December 31, 2014, net cash of \$429.5 million was provided by financing activities, as we increased our lower cost short-term advances from the FHLB. For additional liquidity, the Company added \$50 million in federal funds purchased during the fourth quarter of 2014.

#### **Capital Management**

In July 2013, federal banking regulators (including the FDIC and the FRB) adopted new capital rules (as used in this section, the "Rules"). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as "Basel III") as well as requirements contemplated by the Dodd-Frank Act. Since 2015, the Rules have applied to both the Company and the Bank.

The Rules recognize three components, or tiers, of capital: common equity Tier 1 capital, additional Tier 1 capital and Tier 2 capital. Common equity Tier 1 capital generally consists of retained earnings and common stock instruments (subject to certain adjustments), as well as accumulated other comprehensive income ("AOCI") except to the extent that the Company and the Bank exercise a one-time irrevocable option to exclude certain components of AOCI. Both the Company and the Bank elected this one-time option in 2015 to exclude certain components of AOCI. Additional Tier 1 capital generally includes non-cumulative preferred stock and related surplus subject to certain adjustments and limitations. Tier 2 capital generally includes certain capital instruments (such as subordinated debt) and portions of the amounts of the allowance for loan and lease losses, subject to certain requirements and deductions. The term "Tier 1 capital" means common equity Tier 1 capital plus additional Tier 1 capital, and the term "total capital" means Tier 1 capital plus Tier 2 capital.

The Rules generally measure an institution's capital using four capital measures or ratios. The common equity Tier 1 capital ratio is the ratio of the institution's common equity Tier 1 capital to its total risk-weighted assets. The Tier 1 capital ratio is the ratio of the institution's total Tier 1 capital to its total risk-weighted assets. The total capital ratio is the ratio of the institution's total capital to its total risk-weighted assets. The leverage ratio is the ratio of the institution's Tier 1 capital to its average total consolidated assets. To determine risk-weighted assets, assets of an institution are generally placed into a risk category and given a percentage weight based on the relative risk of that category. The percentage weights range from 0% to 1,250%. An asset's risk-weighted value will generally be its percentage weight multiplied by the asset's value as determined under generally accepted accounting principles. In addition, certain off-balance-sheet items are converted to balance-sheet credit equivalent amounts, and each amount is then assigned to one of the risk categories. An institution's federal regulator may require the institution to hold more capital than would otherwise be required under the Rules if the regulator determines that the

institution's capital requirements under the Rules are not commensurate with the institution's credit, market, operational or other risks.

To be classified as "well capitalized," both the Company and the Bank are required to have a common equity Tier 1 capital ratio of at least 6.5%, a Tier 1 risk-based ratio of at least 8.0%, a total risk-based ratio of at least 10.0% and a Tier 1 leverage ratio of at least 5.0%. In addition to the preceding requirements, all financial institutions subject to the Rules, including both the Company and the Bank, are required to establish a "conservation buffer" of common equity Tier 1 capital subject to a three year phase-in period that began on January 1, 2016 and will be fully phased-in on January 1, 2019 at 2.5% above the required common equity Tier 1 capital ratio, the Tier 1 risk-based ratio and the total risk-based ratio. The required phase-in capital conservation buffer during 2016 was 0.625%.

A financial institution with a conservation buffer of less than the required amount is subject to limitations on capital distributions, including dividend payments and stock repurchases, and certain discretionary bonus payments to executive officers. At December 31, 2016, our capital conservation buffers for the Company and the Bank were 4.34% and 6.69%, respectively.

The Rules set forth the manner in which certain capital elements are determined, including but not limited to, requiring certain deductions related to mortgage servicing rights and deferred tax assets. Holding companies with less than \$15 billion in total assets as of December 31, 2009 (which includes the Company) are permitted under the rules to continue to include trust preferred securities issued prior to May 19, 2010 in Tier 1 capital, generally up to 25% of other Tier 1 capital. Because our trust preferred securities were issued prior to May 19, 2010, we include those in our Tier 1 capital calculations.

The Rules made changes in the methods of calculating certain risk-based assets, which in turn affects the calculation of risk-based ratios. Higher or more sensitive risk weights are assigned to various categories of assets, including commercial real estate, credit facilities that finance the acquisition, development or construction of real property, certain exposures or credits that are 90 days past due or are nonaccrual, foreign exposures, certain corporate exposures, securitization exposures, equity exposures and in certain cases mortgage servicing rights and deferred tax assets.

Certain calculations under the rules related to deductions from capital have phase-in periods through 2018. Specifically, the capital treatment of mortgage servicing rights is phased in through the transition periods. Under the prior rules, the Bank deducted 10% of the value of MSR (net of deferred tax) from Tier 1 capital ratios. However, under Basel III, the Bank and Company must deduct a much larger portion of the value of MSR from Tier 1 capital.

- MSR in excess of 10% of Tier 1 capital before threshold based deductions must be deducted from common equity. The disallowable portion of MSR will be phased in incrementally (40% in 2015; 60% in 2016; 80% in 2017) to 100% deduction in 2018.
- In addition, the combined balance of MSR and deferred tax assets is limited to approximately 15% of the Bank's and the Company's common equity Tier 1 capital. These combined assets must be deducted from common equity to the extent that they exceed the 15% threshold.
- Any portion of the Bank's and the Company's MSR that are not deducted from the calculation of common equity Tier 1 are subject to a 100% risk weight that will increase to 250% in 2018.

Both the Company and the Bank began compliance with the Rules on January 1, 2015. The phase-in of the conservation buffer began in 2016 and will take full effect on January 1, 2019. Certain calculations under the Rules will also have phase-in periods. We believe that the current capital levels of the Company and the Bank are in compliance with the standards under the Rules including the conservation buffer.

At December 31, 2016, the Bank's capital ratios continued to meet the regulatory capital category of "well capitalized" as defined by the FDIC's prompt corrective action rules.

The following tables present regulatory capital information for HomeStreet, Inc. and HomeStreet Bank. Information presented for December 31, 2016 and 2015 reflect the transition to Basel III capital requirements while information presented for 2014 reflects the regulatory capital adequacy guidelines applicable to the Bank under Basel I effective in 2014. The capital adequacy guidelines under Basel I were not applicable to HomeStreet, Inc.

|  |  | At December 31, 2016 |        |                                       |       |   |       |
|--|--|----------------------|--------|---------------------------------------|-------|---|-------|
|  |  | Actual               |        | For Minimum Capital Adequacy Purposes |       | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
| (in thousands)   |  | Amount               | Ratio  | Amount                                | Ratio | Amount  | Ratio |
| <b>HomeStreet Bank</b>                                     |  |                      |        |                                       |       |   |       |
| Tier 1 leverage capital (to average assets)                |  | \$ 635,988           | 10.26% | \$ 248,055                            | 4.0%  | \$ 310,069  | 5.0%  |
| Common equity risk-based capital (to risk-weighted assets) |  | 635,988              | 13.92  | 205,615                               | 4.5   | 297,000   | 6.5   |
| Tier 1 risk-based capital (to risk-weighted assets)        |  | 635,988              | 13.92  | 274,154                               | 6.0   | 365,538   | 8.0   |
| Total risk-based capital (to risk-weighted assets)         |  | 671,252              | 14.69  | 365,538                               | 8.0   | 456,923   | 10.0  |
|  |  | At December 31, 2016 |        |                                       |       |   |       |
|  |  | Actual               |        | For Minimum Capital Adequacy Purposes |       | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
| (in thousands)   |  | Amount               | Ratio  | Amount                                | Ratio | Amount  | Ratio |
| <b>HomeStreet, Inc.</b>                                    |  |                      |        |                                       |       |   |       |
| Tier 1 leverage capital (to average assets)                |  | \$ 608,988           | 9.78%  | \$ 249,121                            | 4.0%  | \$ 311,402  | 5.0%  |
| Common equity risk-based capital (to risk-weighted assets) |  | 550,510              | 10.54  | 234,965                               | 4.5   | 339,395   | 6.5   |
| Tier 1 risk-based capital (to risk-weighted assets)        |  | 608,988              | 11.66  | 313,287                               | 6.0   | 417,716   | 8.0   |
| Total risk-based capital (to risk-weighted assets)         |  | 644,252              | 12.34  | 417,716                               | 8.0   | 522,146   | 10.0  |
|  |  | At December 31, 2015 |        |                                       |       |   |       |
|  |  | Actual               |        | For Minimum Capital Adequacy Purposes |       | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
| (in thousands)   |  | Amount               | Ratio  | Amount                                | Ratio | Amount  | Ratio |
| <b>HomeStreet Bank</b>                                     |  |                      |        |                                       |       |   |       |
| Tier 1 leverage capital (to average assets)                |  | \$ 455,101           | 9.46%  | \$ 192,428                            | 4.0%  | \$ 240,536  | 5.0%  |
| Common equity risk-based capital (to risk-weighted assets) |  | 455,101              | 13.04  | 157,074                               | 4.5   | 226,885   | 6.5   |
| Tier 1 risk-based capital (to risk-weighted assets)        |  | 455,101              | 13.04  | 209,432                               | 6.0   | 279,243   | 8.0   |
| Total risk-based capital (to risk-weighted assets)         |  | 485,761              | 13.92  | 279,243                               | 8.0   | 349,054   | 10.0  |



| <b>HomeStreet, Inc.</b><br>(in thousands)                  | At December 31, 2015 |       |                                       |       |   |       |
|--|----------------------|-------|---------------------------------------|-------|---|-------|
|  | Actual               |       | For Minimum Capital Adequacy Purposes |       | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
|  | Amount               | Ratio | Amount                                | Ratio | Amount  | Ratio |
| Tier 1 leverage capital (to average assets)                | \$ 480,038           | 9.95% | \$ 193,025                            | 4.0%  | \$ 241,281  | 5.0%  |
| Common equity risk-based capital (to risk-weighted assets) | 423,005              | 10.52 | 180,912                               | 4.5   | 261,317   | 6.5   |
| Tier 1 risk-based capital (to risk-weighted assets)        | 480,038              | 11.94 | 241,216                               | 6.0   | 321,621   | 8.0   |
| Total risk-based capital (to risk-weighted assets)         | 510,697              | 12.70 | 321,621                               | 8.0   | 402,026   | 10.0  |

| <b>HomeStreet Bank</b><br>(in thousands)            | At December 31, 2014 |       |                                       |       |   |       |
|---|----------------------|-------|---------------------------------------|-------|---|-------|
|   | Actual               |       | For Minimum Capital Adequacy Purposes |       | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
|   | Amount               | Ratio | Amount                                | Ratio | Amount  | Ratio |
| Tier 1 leverage capital (to average assets)         | \$ 319,010           | 9.38% | \$ 136,058                            | 4.0%  | \$ 170,072  | 5.0%  |
| Tier 1 risk-based capital (to risk-weighted assets) | 319,010              | 13.10 | 97,404                                | 4.0   | 146,106   | 6.0   |
| Total risk-based capital (to risk-weighted assets)  | 341,534              | 14.03 | 194,808                               | 8.0   | 243,511   | 10.0  |

## Impact of Inflation

The consolidated financial statements presented in this Form 10-K have been prepared in accordance with U.S. GAAP, which requires the measurement of financial position and operating results in terms of historical dollar amounts or market value without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the cost of our operations as incurred. Unlike industrial companies, nearly all of our assets and liabilities are monetary in nature. As a result, interest rates have a greater impact on our performance than do the effects of general levels of inflation.

## Operational Risk Management

Operational risk is defined as the risk to current or anticipated earnings or capital arising from inadequate or failed internal processes or systems, misconduct or errors, and adverse external events.

Each line of business has primary responsibility for identifying, monitoring and controlling its operational risks. In addition, centralized departments such as our credit administration, enterprise risk management, compliance and regulatory affairs, quality control, legal, corporate security, finance and human resources provide support to the business lines as they develop and implement risk management practices specific to their needs. Our internal audit department provides independent feedback on the strength of operational risk controls and compliance with Company policies and procedures. Additionally, we maintain mature change management, business resumption and data and customer information security processes. We also maintain a code of conduct with periodic training, setting a "tone from the top" that articulates a strong focus on compliance and ethical standards and a zero tolerance approach to unethical or fraudulent behavior.

## **Compliance/Regulatory Risk Management**

Compliance risk is the risk to current or anticipated earnings or capital arising from violations of, or nonconformance with, laws, rules, regulations, prescribed practices, internal policy and procedures or ethical standards.

As a regulated financial institution with a significant mortgage banking operation, we have significant compliance and regulatory risk. Historically, we have maintained a strong compliance culture and compliance management processes as evidenced by minimal compliance issues. Each line of business has primary responsibility for identifying, monitoring, controlling and reporting on its compliance risks to our centralized compliance area, which monitors and reports to management and the Board on the status of compliance. Additionally, management has established tracking processes for monitoring the status of pending regulations and for implementing the regulatory requirements as they are published and become effective.

## **Strategic Risk Management**

Strategic risk is the risk to current or anticipated earnings, capital or enterprise value arising from adverse business decisions, improper implementation of decisions or lack of responsiveness to industry changes.

Strategic risk is managed by the Board and senior management through development of strategic plans, successful implementation of business initiatives and reporting to the Board and its committees.

## **Reputation Risk Management**

Reputation risk is defined as the risk to current or anticipated earnings, capital or enterprise value arising from negative public opinion.

We believe that we have an excellent reputation in the community primarily due to our longevity and significant outreach to the communities we serve. The Bank has earned “Outstanding” ratings on every one of its Bank Community Reinvestment Act (CRA) examinations since 1986.

## **Accounting Developments**

See Financial Statements and Supplementary Data—Note 1, *Summary of Significant Accounting Policies*, for a discussion of accounting developments.

## ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Risk Management

Market risk is defined as the sensitivity of income, fair value measurements and capital to changes in interest rates, foreign currency exchange rates, commodity prices and other relevant market rates or prices. The primary market risks that we are exposed to are price and interest rate risks. Price risk is defined as the risk to current or anticipated earnings or capital arising from changes in the value of either assets or liabilities that are entered into as part of distributing or managing risk. Interest rate risk is defined as risk to current or anticipated earnings or capital arising from movements in interest rates.

For the Company, price and interest rate risks arise from the financial instruments and positions we hold. This includes loans, mortgage servicing rights, investment securities, deposits, borrowings, long-term debt and derivative financial instruments. Due to the nature of our current operations, we are not subject to foreign currency exchange or commodity price risk. Our real estate loan portfolio is subject to risks associated with the local economies of our various markets and, in particular, the regional economy of the western United States, including Hawaii.

Our price and interest rate risks are managed by the Bank's Asset/Liability Management Committee ("ALCO"), a management committee that identifies and manages the sensitivity of earnings or capital to changing interest rates to achieve our overall financial objectives. ALCO is a management-level committee whose members include the Chief Investment Officer, acting as the chair, the Chief Executive Officer and other members of management. The committee meets monthly and is responsible for:

- understanding the nature and level of the Company's interest rate risk and interest rate sensitivity;
- assessing how that risk fits within our overall business strategies;
- ensuring an appropriate level of rigor and sophistication in the risk management process for the overall level of risk;
- complying with and reviewing the asset/liability management policy; and
- formulating and implementing strategies to improve balance sheet mix and earnings.

The Finance Committee of the Bank's Board provides oversight of the asset/liability management process, reviews the results of interest rate risk analysis and approves submission of the relevant policies to the board.

The spread between the yield on interest-earning assets and the cost of interest-bearing liabilities and the relative dollar amounts of these assets and liabilities are the principal items affecting net interest income. Changes in net interest rates (interest rate risk) are influenced to a significant degree by the repricing characteristics of assets and liabilities (timing risk), the relationship between various rates (basis risk), customer options (option risk) and changes in the shape of the yield curve (time-sensitive risk). We manage the available-for-sale investment securities portfolio while maintaining a balance between risk and return. The Company's funding strategy is to grow core deposits while we efficiently supplement using wholesale borrowings.

We estimate the sensitivity of our net interest income to changes in market interest rates using an interest rate simulation model that includes assumptions related to the level of balance sheet growth, deposit repricing characteristics and the rate of prepayments for multiple interest rate change scenarios. Interest rate sensitivity depends on certain repricing characteristics in our interest-earning assets and interest-bearing liabilities, including the maturity structure of assets and liabilities and their repricing characteristics during the periods of changes in market interest rates. Effective interest rate risk management seeks to ensure both assets and liabilities respond to changes in interest rates within an acceptable timeframe, minimizing the impact of interest rate changes on net interest income and capital. Interest rate sensitivity is measured as the difference between the volume of assets and liabilities, at a point in time, that are subject to repricing at various time horizons, known as interest rate sensitivity gaps.

The following table presents sensitivity gaps for these different intervals.

| (dollars in thousands)  | December 31, 2016 |                            |                             |                             |                            |                  |                    | Total        |
|---|-------------------|----------------------------|-----------------------------|-----------------------------|----------------------------|------------------|--------------------|--------------|
|   | 3 Mos. or Less    | More Than 3 Mos. to 6 Mos. | More Than 6 Mos. to 12 Mos. | More Than 12 Mos. to 3 Yrs. | More Than 3 Yrs. to 5 Yrs. | More Than 5 Yrs. | Non-Rate-Sensitive |              |
| <b>Interest-earning assets:</b>   |                   |                            |                             |                             |                            |                  |                    |              |
| Cash & cash equivalents   | \$ 53,932         | \$ —                       | \$ —                        | \$ —                        | \$ —                       | \$ —             | \$ —               | \$ 53,932    |
| FHLB Stock  | —                 | —                          | —                           | —                           | —                          | 40,347           | —                  | 40,347       |
| Investment securities <sup>(1)</sup>  | 145,093           | 44,568                     | 48,126                      | 171,293                     | 166,169                    | 468,602          | —                  | 1,043,851    |
| Mortgage loans held for sale  | 714,559           | —                          | —                           | —                           | —                          | —                | —                  | 714,559      |
| Loans held for investment <sup>(1)</sup>  | 1,130,413         | 271,562                    | 485,511                     | 844,851                     | 520,141                    | 566,549          | —                  | 3,819,027    |
| Total interest-earning assets   | 2,043,997         | 316,130                    | 533,637                     | 1,016,144                   | 686,310                    | 1,075,498        | —                  | 5,671,716    |
| Non-interest-earning assets   | —                 | —                          | —                           | —                           | —                          | —                | 571,984            | 571,984      |
| Total assets  | \$ 2,043,997      | \$ 316,130                 | \$ 533,637                  | \$ 1,016,144                | \$ 686,310                 | \$ 1,075,498     | \$ 571,984         | \$ 6,243,700 |
| <b>Interest-bearing liabilities:</b>  |                   |                            |                             |                             |                            |                  |                    |              |
| NOW accounts <sup>(2)</sup>   | \$ 468,812        | \$ —                       | \$ —                        | \$ —                        | \$ —                       | \$ —             | \$ —               | \$ 468,812   |
| Statement savings accounts <sup>(2)</sup>   | 301,361           | —                          | —                           | —                           | —                          | —                | —                  | 301,361      |
| Money market accounts <sup>(2)</sup>  | 1,603,141         | —                          | —                           | —                           | —                          | —                | —                  | 1,603,141    |
| Certificates of deposit   | 273,704           | 210,324                    | 283,412                     | 299,857                     | 24,250                     | 11               | —                  | 1,091,558    |
| FHLB advances   | 552,039           | 256,750                    | 12,500                      | 41,500                      | —                          | 5,590            | —                  | 868,379      |
| Long-term debt <sup>(3)</sup>   | 60,147            | —                          | —                           | —                           | —                          | 65,000           | —                  | 125,147      |
| Total interest-bearing liabilities  | 3,259,204         | 467,074                    | 295,912                     | 341,357                     | 24,250                     | 70,601           | —                  | 4,458,398    |
| Non-interest bearing liabilities  | —                 | —                          | —                           | —                           | —                          | —                | 1,156,018          | 1,156,018    |
| Equity  | —                 | —                          | —                           | —                           | —                          | —                | 629,284            | 629,284      |
| Total liabilities and shareholders' equity  | \$ 3,259,204      | \$ 467,074                 | \$ 295,912                  | \$ 341,357                  | \$ 24,250                  | \$ 70,601        | \$ 1,785,302       | \$ 6,243,700 |
| Interest sensitivity gap  | \$ (1,215,207)    | \$ (150,944)               | \$ 237,725                  | \$ 674,787                  | \$ 662,060                 | \$ 1,004,897     |                    |              |
| Cumulative interest sensitivity gap   | \$ (1,215,207)    | \$ (1,366,151)             | \$ (1,128,426)              | \$ (453,639)                | \$ 208,421                 | \$ 1,213,318     |                    |              |
| Cumulative interest sensitivity gap as a percentage of total assets                           | (19)%             | (22)%                      | (18)%                       | (7)%                        | 3%                         | 19%              |                    |              |
| Cumulative interest-earning assets as a percentage of cumulative interest-bearing liabilities | 63 %              | 63 %                       | 72 %                        | 90 %                        | 105%                       | 127%             |                    |              |

(1) Based on contractual maturities, repricing dates and forecasted principal payments assuming normal amortization and, where applicable, prepayments.

(2) Assumes 100% of interest-bearing non-maturity deposits are subject to repricing in three months or less.

(3) Based on contractual maturity.

As of December 31, 2016, the Bank's total interest-earning assets were greater than total interest-bearing liabilities, resulting in a cumulative asset-sensitive position. Therefore, net interest income would be expected to rise in the long term if interest rates were to rise without changing the slope of the yield curve. The Bank is liability-sensitive in the "three months or less" period which generally indicates that net interest income would be expected to fall in the short term if interest rates were to rise, though deposit interest rate increases generally lag market rate increases.

Changes in the mix of interest-earning assets or interest-bearing liabilities can either increase or decrease the net interest margin, without affecting interest rate sensitivity. In addition, the interest rate spread between an earning asset and its funding liability can vary significantly, while the timing of repricing for both the asset and the liability remains the same, thereby impacting net interest income. This characteristic is referred to as basis risk. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities that are not reflected in the interest rate sensitivity analysis. These prepayments may have a significant impact on our net interest margin. Because of these factors, an interest sensitivity gap analysis may not provide an accurate assessment of our actual exposure to changes in interest rates.

The estimated impact on our net interest income over a time horizon of one year and the change in net portfolio value as of December 31, 2016 and 2015 are provided in the table below. For the scenarios shown, the interest rate simulation assumes an instantaneous and sustained shift in market interest rates and no change in the composition or size of the balance sheet.

| Change in Interest Rates<br>(basis points) <sup>(1)</sup> | December 31, 2016                  |                                    | December 31, 2015                  |                                    |
|---|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
|   | Percentage Change                  |                                    | Percentage Change                  |                                    |
|   | Net Interest Income <sup>(2)</sup> | Net Portfolio Value <sup>(3)</sup> | Net Interest Income <sup>(2)</sup> | Net Portfolio Value <sup>(3)</sup> |
| +200  | 2.8 %                              | (6.2)%                             | (5.1)%                             | (10.0)%                            |
| +100  | 1.4                                | (3.1)                              | (2.6)                              | (2.4)                              |
| -100  | 1.1                                | (3.5)                              | 0.1                                | (8.3)                              |
| -200  | (2.8)%                             | (5.6)%                             | (4.4)%                             | (19.4)%                            |

- (1) For purposes of our model, we assume interest rates will not go below zero. This "floor" limits the effect of a potential negative interest rate shock in a low rate environment like the one we are currently experiencing.
- (2) This percentage change represents the impact to net interest income for a one-year period, assuming there is no change in the structure of the balance sheet.
- (3) This percentage change represents the impact to the net present value of equity, assuming there is no change in the structure of the balance sheet.

At December 31, 2016, we believe our net interest income sensitivity did not exhibit a strong bias to either an increase in interest rates or a decline in interest rates. Since December 31, 2015, the interest rate sensitivity of the Company's assets has decreased while the interest rate sensitivity of its liabilities has increased. The changes in sensitivity reflect the impact of both higher market interest rates and changes to overall balance sheet composition. In 2016, the Company also completed an update to our deposits attrition models and mortgage prepayment models with the latest market data. Within the new model, it is expected that, as interest rates rise, net interest income will be positively impacted due to faster loan prepayment and replacement more than offsetting the increase in interest expense due to deposits attrition in comparison to the prior model. Some of the assumptions made in the simulation model may not materialize and unanticipated events and circumstances will occur. Modeling results in extreme interest rate decline scenarios may encounter negative rate assumptions which may cause the results to be inherently unreliable. In addition, the simulation model does not take into account any future actions that we could undertake to mitigate an adverse impact due to changes in interest rates from those expected, in the actual level of market interest rates or competitive influences on our deposits.

### ***Risk Management Instruments***

We originate fixed-rate residential home mortgages primarily for sale into the secondary market. These loans are hedged against interest rate fluctuations from the time of the loan commitment until the loans are sold.

We have been able to manage interest rate risk by matching both on- and off-balance sheet assets and liabilities, within reasonable limits, through a range of potential rate and repricing characteristics. Where appropriate, we also use hedging techniques including the use of forward sale commitments, option contracts and interest rate swaps.

In order to protect the economic value of our mortgage servicing rights, we employ hedging strategies utilizing derivative financial instruments including interest rate swaps, forward interest rate swaps, options on interest rate swap contracts and commitments to purchase mortgage backed securities. We utilize these instruments as economic hedges and changes in the fair value of these instruments are recognized in current income as a component of mortgage servicing income. Our mortgage servicing rights hedging policy requires management to hedge the impact on the value of our mortgage servicing rights for a low-probability, extreme and sudden increase in interest rates.

The following table presents the financial instruments classified as derivatives.

| (in thousands)                 | At December 31, 2016 |                      |                          |
|--------------------------------|----------------------|----------------------|--------------------------|
|                                | Notional amount      | Fair value           |                          |
|                                |                      | Asset<br>derivatives | Liability<br>derivatives |
| Forward sale commitments       | \$ 3,596,677         | \$ 24,623            | \$ (15,203)              |
| Interest rate swaptions        | 20,000               | 1                    | —                        |
| Interest rate lock commitments | 746,102              | 19,586               | (367)                    |
| Interest rate swaps            | 1,689,850            | 15,016               | (26,829)                 |
|                                | <u>\$ 6,052,629</u>  | <u>\$ 59,226</u>     | <u>\$ (42,399)</u>       |

(1) Economic fair value hedge.

We may implement other hedge transactions using forward loan sales, futures, option contracts and interest rate swaps, interest rate floors, financial futures, forward rate agreements and U.S. Treasury options on futures or bonds. Prior to considering any hedging activities, we analyze the costs and benefits of the hedge in comparison to other viable alternative strategies.



**ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
HomeStreet, Inc.  
Seattle, Washington

We have audited the accompanying consolidated statements of financial condition of HomeStreet, Inc. and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of HomeStreet, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 9, 2017, expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Seattle, Washington  
March 9, 2017

**HOMESTREET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**

|   | At December 31, |              |
|---|-----------------|--------------|
|   | 2016            | 2015         |
| (in thousands, except share data)   |                 |              |
| <u>ASSETS</u>   |                 |              |
| Cash and cash equivalents (including interest-earning instruments of \$34,615 and \$2,079)  | \$ 53,932       | \$ 32,684    |
| Investment securities (includes \$993,990 and \$541,151 carried at fair value)  | 1,043,851       | 572,164      |
| Loans held for sale (includes \$656,334 and \$632,273 carried at fair value)  | 714,559         | 650,163      |
| Loans held for investment (net of allowance for loan losses of \$34,001 and \$29,278; includes \$17,988 and \$21,544 carried at fair value) | 3,819,027       | 3,192,720    |
| Mortgage servicing rights (includes \$226,113 and \$156,604 carried at fair value)  | 245,860         | 171,255      |
| Other real estate owned   | 5,243           | 7,531        |
| Federal Home Loan Bank stock, at cost   | 40,347          | 44,342       |
| Premises and equipment, net   | 77,636          | 63,738       |
| Goodwill  | 22,175          | 11,521       |
| Other assets  | 221,070         | 148,377      |
| Total assets  | \$ 6,243,700    | \$ 4,894,495 |
| <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>   |                 |              |
| Liabilities:  |                 |              |
| Deposits  | \$ 4,429,701    | \$ 3,231,953 |
| Federal Home Loan Bank advances   | 868,379         | 1,018,159    |
| Accounts payable and other liabilities  | 191,189         | 117,251      |
| Long-term debt  | 125,147         | 61,857       |
| Total liabilities   | 5,614,416       | 4,429,220    |
| Commitments and contingencies (Note 13)   |                 |              |
| Shareholders' equity:   |                 |              |
| Preferred stock, no par value, authorized 10,000 shares, issued and outstanding, 0 shares and 0 shares                                      | —               | —            |
| Common stock, no par value, authorized 160,000,000 shares, issued and outstanding, 26,800,183 shares and 22,076,534 shares                  | 511             | 511          |
| Additional paid-in capital  | 336,149         | 222,328      |
| Retained earnings   | 303,036         | 244,885      |
| Accumulated other comprehensive loss  | (10,412)        | (2,449)      |
| Total shareholders' equity  | 629,284         | 465,275      |
| Total liabilities and shareholders' equity  | \$ 6,243,700    | \$ 4,894,495 |

See accompanying notes to consolidated financial statements.

**HOMESTREET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

| (in thousands, except share data)  | Years Ended December 31, |                  |                  |
|--|--------------------------|------------------|------------------|
|  | 2016                     | 2015             | 2014             |
| Interest income:   |                          |                  |                  |
| Loans  | \$ 190,667               | \$ 152,621       | \$ 100,107       |
| Investment securities  | 18,394                   | 11,590           | 10,565           |
| Other  | 476                      | 903              | 621              |
|  | <u>209,537</u>           | <u>165,114</u>   | <u>111,293</u>   |
| Interest expense:  |                          |                  |                  |
| Deposits   | 19,009                   | 11,801           | 9,431            |
| Federal Home Loan Bank advances  | 6,030                    | 3,668            | 1,980            |
| Federal funds purchased and securities sold under agreements to repurchase | 4                        | 8                | 22               |
| Long-term debt   | 4,043                    | 1,104            | 1,120            |
| Other  | 402                      | 195              | 71               |
|  | <u>29,488</u>            | <u>16,776</u>    | <u>12,624</u>    |
| Net interest income  | 180,049                  | 148,338          | 98,669           |
| Provision (reversal of provision) for credit losses                        | 4,100                    | 6,100            | (1,000)          |
| Net interest income after provision for credit losses                      | <u>175,949</u>           | <u>142,238</u>   | <u>99,669</u>    |
| Noninterest income:  |                          |                  |                  |
| Net gain on mortgage loan origination and sale activities                  | 307,313                  | 236,388          | 144,122          |
| Mortgage servicing income  | 35,940                   | 24,431           | 34,092           |
| Income from WMS Series LLC   | 2,333                    | 1,624            | 101              |
| Loss on debt extinguishment  | —                        | —                | (573)            |
| Depositor and other retail banking fees                                    | 6,790                    | 5,881            | 3,572            |
| Insurance agency commissions   | 1,619                    | 1,682            | 1,153            |
| Gain on sale of investment securities available for sale                   | 2,539                    | 2,406            | 2,358            |
| Bargain purchase gain  | —                        | 7,726            | —                |
| Other  | 2,616                    | 1,099            | 832              |
|  | <u>359,150</u>           | <u>281,237</u>   | <u>185,657</u>   |
| Noninterest expense:   |                          |                  |                  |
| Salaries and related costs   | 303,354                  | 240,587          | 163,387          |
| General and administrative   | 63,206                   | 56,821           | 41,738           |
| Amortization of core deposit intangibles                                   | 2,166                    | 1,924            | 1,095            |
| Legal  | 1,867                    | 2,807            | 2,071            |
| Consulting   | 4,958                    | 7,215            | 3,224            |
| Federal Deposit Insurance Corporation assessments                          | 3,414                    | 2,573            | 2,316            |
| Occupancy  | 30,530                   | 24,927           | 18,598           |
| Information services   | 33,063                   | 29,054           | 20,052           |
| Net cost (income) from operation and sale of other real estate owned       | 1,764                    | 660              | (470)            |
|  | <u>444,322</u>           | <u>366,568</u>   | <u>252,011</u>   |
| Income before income taxes   | 90,777                   | 56,907           | 33,315           |
| Income tax expense   | 32,626                   | 15,588           | 11,056           |
| NET INCOME   | <u>\$ 58,151</u>         | <u>\$ 41,319</u> | <u>\$ 22,259</u> |
| Basic income per share   | \$ 2.36                  | \$ 1.98          | \$ 1.50          |
| Diluted income per share   | \$ 2.34                  | \$ 1.96          | \$ 1.49          |
| Dividends paid on common stock per share                                   | \$ —                     | \$ —             | \$ 0.11          |
| Basic weighted average number of shares outstanding                        | 24,615,990               | 20,818,045       | 14,800,689       |
| Diluted weighted average number of shares outstanding                      | 24,843,683               | 21,059,201       | 14,961,081       |

See accompanying notes to consolidated financial statements.

**HOMESTREET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| (in thousands)   | Years Ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2016                     | 2015      | 2014      |
| Net income   | \$ 58,151                | \$ 41,319 | \$ 22,259 |
| Other comprehensive income (loss), net of tax:   |                          |           |           |
| Unrealized gain (loss) on investment securities available for sale:  |                          |           |           |
| Unrealized holding (loss) gain arising during the year, net of tax (benefit) expense of \$(3,400), \$(713) and \$8,116     | (6,313)                  | (1,325)   | 15,072    |
| Reclassification adjustment for net gains included in net income, net of tax expense (benefit) of \$889, (\$264) and \$826 | (1,650)                  | (2,670)   | (1,532)   |
| Other comprehensive (loss) income  | (7,963)                  | (3,995)   | 13,540    |
| Comprehensive income   | \$ 50,188                | \$ 37,324 | \$ 35,799 |

See accompanying notes to consolidated financial statements.

**HOMESTREET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

| (in thousands, except share data) | Number<br>of shares | Common<br>stock | Additional<br>paid-in<br>capital | Retained<br>earnings | Accumulated<br>other<br>comprehensive<br>income (loss) | Total      |
|-----------------------------------|---------------------|-----------------|----------------------------------|----------------------|--|------------|
| Balance, December 31, 2013        | 14,799,991          | \$ 511          | \$ 94,474                        | \$ 182,935           | \$ (11,994)  | \$ 265,926 |
| Net income                        | —                   | —               | —                                | 22,259               | —  | 22,259     |
| Dividends (\$0.11 per share)      | —                   | —               | —                                | (1,628)              | —  | (1,628)    |
| Share-based compensation expense  | —                   | —               | 1,767                            | —                    | —  | 1,767      |
| Common stock issued               | 56,620              | —               | 374                              | —                    | —  | 374        |
| Other comprehensive income        | —                   | —               | —                                | —                    | 13,540   | 13,540     |
| Balance, December 31, 2014        | 14,856,611          | 511             | 96,615                           | 203,566              | 1,546  | 302,238    |
| Net income                        | —                   | —               | —                                | 41,319               | —  | 41,319     |
| Share-based compensation expense  | —                   | —               | 1,267                            | —                    | —  | 1,267      |
| Common stock issued               | 7,219,923           | —               | 124,446                          | —                    | —  | 124,446    |
| Other comprehensive loss          | —                   | —               | —                                | —                    | (3,995)  | (3,995)    |
| Balance, December 31, 2015        | 22,076,534          | 511             | 222,328                          | 244,885              | (2,449)  | 465,275    |
| Net income                        | —                   | —               | —                                | 58,151               | —  | 58,151     |
| Share-based compensation expense  | —                   | —               | 1,788                            | —                    | —  | 1,788      |
| Common stock issued               | 4,723,649           | —               | 112,033                          | —                    | —  | 112,033    |
| Other comprehensive loss          | —                   | —               | —                                | —                    | (7,963)  | (7,963)    |
| Balance, December 31, 2016        | 26,800,183          | \$ 511          | \$ 336,149                       | \$ 303,036           | \$ (10,412)  | \$ 629,284 |

See accompanying notes to consolidated financial statements.

**HOMESTREET, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| (in thousands)  | Years Ended December 31, |             |             |
|---|--------------------------|-------------|-------------|
|   | 2016                     | 2015        | 2014        |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |                          |             |             |
| Net income  | \$ 58,151                | \$ 41,319   | \$ 22,259   |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                          |             |             |
| Depreciation, amortization and accretion  | 15,667                   | 14,877      | 17,503      |
| Provision (reversal of provision) for credit losses   | 4,100                    | 6,100       | (1,000)     |
| Net fair value adjustment and gain on sale of loans held for sale                           | (268,104)                | 9,632       | (15,350)    |
| Fair value adjustment of loans held for investment  | (354)                    | 2,000       | —           |
| Origination of mortgage servicing rights  | (90,520)                 | (76,417)    | (46,492)    |
| Change in fair value of mortgage servicing rights   | 13,280                   | 27,483      | 40,691      |
| Net gain on sale of investment securities   | (2,539)                  | (2,406)     | (2,358)     |
| Net gain on sale of loans originated as held for investment                                 | (2,607)                  | (456)       | (4,586)     |
| Net fair value adjustment, gain on sale and provision for losses on other real estate owned | 1,767                    | 176         | (872)       |
| Loss on early retirement of long-term debt  | —                        | —           | 573         |
| Loss on disposal of fixed assets  | 253                      | 61          | —           |
| Net deferred income tax expense (benefit)   | 31,490                   | 16,389      | (13,664)    |
| Share-based compensation expense  | 2,062                    | 1,060       | 1,516       |
| Bargain purchase gain   | —                        | (7,726)     | —           |
| Origination of loans held for sale  | (9,169,488)              | (7,265,622) | (3,795,111) |
| Proceeds from sale of loans originated as held for sale                                     | 9,379,720                | 7,243,990   | 3,420,142   |
| Cash used by changes in operating assets and liabilities:                                   |                          |             |             |
| (Increase) decrease in accounts receivable and other assets                                 | (60,946)                 | (12,151)    | 25,420      |
| Increase in accounts payable and other liabilities  | 43,255                   | 10,002      | 2,693       |
| Net cash (used in) provided by operating activities   | (44,813)                 | 8,311       | (348,636)   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |                          |             |             |
| Purchase of investment securities   | (743,861)                | (247,713)   | (60,548)    |
| Proceeds from sale of investment securities   | 164,429                  | 112,259     | 96,154      |
| Principal repayments and maturities of investment securities                                | 112,245                  | 36,798      | 24,013      |
| Proceeds from sale of other real estate owned   | 5,672                    | 6,110       | 9,138       |
| Proceeds from sale of loans originated as held for investment                               | 153,518                  | 34,111      | 271,409     |
| Proceeds from sale of mortgage servicing rights   | —                        | 4,325       | 39,004      |
| Mortgage servicing rights purchased from others   | —                        | (9)         | (19)        |
| Capital expenditures related to other real estate owned                                     | (720)                    | —           | —           |
| Origination of loans held for investment and principal repayments, net                      | (609,981)                | (476,062)   | (443,492)   |
| Proceeds from sale of property and equipment  | 1,148                    | —           | —           |
| Purchase of property and equipment  | (24,482)                 | (20,560)    | (19,898)    |
| Net cash acquired from acquisitions   | 122,760                  | 132,407     | —           |
| Net cash used in investing activities   | (819,272)                | (418,334)   | (84,239)    |



| (in thousands)   | Years Ended December 31, |              |                |
|--|--------------------------|--------------|----------------|
|  | 2016                     | 2015         | 2014           |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                          |              |                |
| Increase in deposits, net  | \$ 919,497               | \$ 111,906   | \$ 231,871     |
| Proceeds from Federal Home Loan Bank advances  | 14,734,636               | 10,618,900   | 6,704,054      |
| Repayment of Federal Home Loan Bank advances   | (14,898,636)             | (10,263,900) | (6,553,054)    |
| Proceeds from federal funds purchased and securities sold under agreements to repurchase | 64,804                   | 82,204       | 108,308        |
| Repayment of federal funds purchased and securities sold under agreements to repurchase  | (64,804)                 | (132,204)    | (58,308)       |
| Proceeds from Federal Home Loan Bank stock repurchase                                    | 284,662                  | 153,657      | 1,373          |
| Purchase of Federal Home Loan Bank stock   | (279,436)                | (158,565)    | —              |
| Repayment of long-term debt  | —                        | —            | (3,527)        |
| Dividends paid   | —                        | —            | (1,628)        |
| Proceeds from debt issuance, net   | 63,184                   | —            | —              |
| Proceeds from equity raise   | 58,713                   | —            | —              |
| Proceeds from stock issuance, net  | 2,713                    | 178          | 130            |
| Excess tax benefit related to the exercise of stock options                              | —                        | 29           | 250            |
| Net cash provided by financing activities  | 885,333                  | 412,205      | 429,469        |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                              | <b>21,248</b>            | <b>2,182</b> | <b>(3,406)</b> |
| <b>CASH AND CASH EQUIVALENTS:</b>  |                          |              |                |
| Beginning of year  | 32,684                   | 30,502       | 33,908         |
| End of period  | \$ 53,932                | \$ 32,684    | \$ 30,502      |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>                                |                          |              |                |
| Cash paid during the period for:   |                          |              |                |
| Interest paid  | \$ 28,672                | \$ 16,647    | \$ 14,271      |
| Federal and state income taxes paid, net   | 14,441                   | 11,328       | 6,626          |
| Non-cash activities:   |                          |              |                |
| Loans held for investment foreclosed and transferred to other real estate owned          | 2,056                    | 4,396        | 5,556          |
| Loans transferred from held for investment to held for sale                              | 169,745                  | 76,178       | 310,455        |
| Loans transferred from held for sale to held for investment                              | 12,311                   | 25,668       | 92,668         |
| Ginnie Mae loans recognized with the right to repurchase, net                            | 6,775                    | 7,857        | 6,840          |
| Receivable from sale of mortgage servicing rights  | —                        | —            | 4,244          |
| Simplicity acquisition:  |                          |              |                |
| Assets acquired, excluding cash acquired   | —                        | 738,279      | —              |
| Liabilities assumed  | —                        | 718,916      | —              |
| Bargain purchase gain  | —                        | 7,345        | —              |
| Common stock issued  | —                        | 124,214      | —              |
| Orange County Business Bank acquisition:   |                          |              |                |
| Assets acquired, excluding cash acquired   | 165,786                  | —            | —              |
| Liabilities assumed  | 141,267                  | —            | —              |
| Goodwill   | 8,360                    | —            | —              |
| Common stock issued  | \$ 50,373                | \$ —         | \$ —           |

See accompanying notes to consolidated financial statements.

**HomeStreet, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

HomeStreet, Inc. and its wholly owned subsidiaries (the “Company”) is a diversified financial services company serving customers primarily in the western United States, including Hawaii. The Company is principally engaged in real estate lending, including mortgage banking activities, and commercial and consumer banking. The consolidated financial statements include the accounts of HomeStreet, Inc. and its wholly owned subsidiaries, HomeStreet Capital Corporation and HomeStreet Bank (the “Bank”), and the Bank’s subsidiaries, HomeStreet/WMS, Inc., HomeStreet Reinsurance, Ltd., Continental Escrow Company, HS Properties, Inc., HS Evergreen Corporate Center LLC, and Union Street Holdings LLC. HomeStreet Bank was formed in 1986 and is a state-chartered commercial bank.

The Company’s accounting and financial reporting policies conform to accounting principles generally accepted in the United States of America (U.S. GAAP). Inter-company balances and transactions have been eliminated in consolidation. In preparing the consolidated financial statements, the Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and revenues and expenses during the reporting periods and related disclosures. These estimates that require application of management's most difficult, subjective or complex judgments often result in the need to make estimates about the effect of matters that are inherently uncertain and may change in future periods. Management has made significant estimates in several areas, including the fair value of assets acquired and liabilities assumed in business combinations (Note 2, *Business Combinations*), allowance for credit losses (Note 5, *Loans and Credit Quality*), valuation of residential mortgage servicing rights and loans held for sale (Note 12, *Mortgage Banking Operations*), valuation of certain loans held for investment (Note 5, *Loans and Credit Quality*), valuation of investment securities (Note 4, *Investment Securities*), valuation of derivatives (Note 11, *Derivatives and Hedging Activities*), other real estate owned (Note 6, *Other Real Estate Owned*), and taxes (Note 14, *Income Taxes*). Actual results could differ materially from those estimates. Certain amounts in the financial statements from prior periods have been reclassified to conform to the current financial statement presentation.

Cash and Cash Equivalents

Cash and cash equivalents include cash, interest-earning overnight deposits at other financial institutions, and other investments with original maturities equal to three months or less. For the consolidated statements of cash flows, the Company considered cash equivalents to be investments that are readily convertible to known amounts, so near to their maturity that they present an insignificant risk of a change in fair value due to change in interest rates, and purchased in conjunction with cash management activities. Restricted cash of \$2.4 million at December 31, 2016 and 2015 is included in accounts receivable and other assets for reinsurance-related reserves.

Investment Securities

We classify investment securities as trading, held to maturity ("HTM"), or available for sale ("AFS") at the date of acquisition. Purchases and sales of securities are generally recorded on a trade-date basis. We include and record certain certificates of deposit that meet the definition of a security as HTM investments.

Investment securities that we might not hold until maturity are classified as AFS and are reported at fair value in the statement of financial condition. Fair value measurement is based upon quoted market prices in active markets, if available. If quoted prices in active markets are not available, fair value is measured using pricing models or other model-based valuation techniques such as the present value of future cash flows, which consider prepayment assumptions and other factors such as credit losses and market liquidity. Unrealized gains and losses are excluded from earnings and reported, net of tax, in other comprehensive income (“OCI”). Purchase premiums and discounts are recognized in interest income using the effective interest method over the life of the securities. Purchase premiums or discounts related to mortgage-backed securities are amortized or accreted using projected prepayment speeds. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

AFS investment securities in unrealized loss positions are evaluated for other-than-temporary impairment (“OTTI”) at least quarterly. For AFS debt securities, a decline in fair value is considered to be other-than-temporary if the Company does not expect to recover the entire amortized cost basis of the security. For AFS equity securities, the Company considers a decline in fair value to be other-than-temporary if it is probable that the Company will not recover its cost basis.

Debt securities are classified as HTM if the Company has both the intent and ability to hold those securities to maturity regardless of changes in market conditions, liquidity needs or changes in general economic conditions. These securities are carried at cost adjusted for amortization of purchase premiums and accretion of purchase discounts.

Transfers of securities from available for sale to held to maturity are accounted for at fair value as of the date of the transfer. The difference between the fair value and the par value at the date of transfer is considered a premium or discount and is accounted for accordingly. Any unrealized gain or loss at the date of the transfer is reported in OCI, and is amortized over the remaining life of the security as an adjustment of yield in a manner consistent with the amortization of any premium or discount, and will offset or mitigate the effect on interest income of the amortization of the premium or discount for that held to maturity security.

Impairment may result from credit deterioration of the issuer or collateral underlying the security. In performing an assessment of recoverability, all relevant information is considered, including the length of time and extent to which fair value has been less than the amortized cost basis, the cause of the price decline, credit performance of the issuer and underlying collateral, and recoveries or further declines in fair value subsequent to the balance sheet date.

For debt securities, the Company measures and recognizes OTTI losses through earnings if (1) the Company has the intent to sell the security or (2) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. In these circumstances, the impairment loss is equal to the full difference between the amortized cost basis and the fair value of the security. For securities that are considered other-than-temporarily-impaired that the Company has the intent and ability to hold in an unrealized loss position, the OTTI write-down is separated into an amount representing the credit loss, which is recognized in earnings, and the amount related to other factors, which is recognized as a component of OCI.

For equity securities, the Company recognizes OTTI losses through earnings if the Company intends to sell the security. The Company also considers other relevant factors, including its intent and ability to retain the security for a period of time sufficient to allow for any anticipated recovery in market value, and whether evidence exists to support a realizable value equal to or greater than the carrying value. Any impairment loss on an equity security is equal to the full difference between the amortized cost basis and the fair value of the security.

#### Federal Home Loan Bank Stock

As a borrower from the Federal Home Loan Bank of Des Moines and the Federal Home Loan Bank of San Francisco ("FHLB"), the Company is required to purchase an amount of FHLB stock based on our outstanding borrowings with the FHLB. This stock is used as collateral to secure the borrowings from the FHLB and is accounted for as a cost-method investment. FHLB stock is reviewed at least quarterly for possible OTTI, which includes an analysis of the FHLB's cash flows, capital needs and long-term viability.

#### Loans Held for Sale

Loans originated for sale in the secondary market, which is our principal market, or as whole loan sales are classified as loans held for sale. Management has elected the fair value option for all single family loans held for sale (originated with the intent to be held for sale) and records these loans at fair value. The fair value of loans held for sale is generally based on observable market prices from other loans in the secondary market that have similar collateral, credit, and interest rate characteristics. If quoted market prices are not readily available, the Company may consider other observable market data such as dealer quotes for similar loans or forward sale commitments. In certain cases, the fair value may be based on a discounted cash flow model. Gains and losses from changes in fair value on loans held for sale are recognized in net gain on mortgage loan origination and sale activities within noninterest income. Direct loan origination costs and fees for single family loans originated as held for sale are recognized in earnings. The change in fair value of loans held for sale is primarily driven by changes in interest rates subsequent to loan funding and changes in the fair value of related servicing asset, resulting in revaluation adjustments to the recorded fair value. The use of the fair value option allows the change in the fair value of loans to more effectively offset the change in the fair value of derivative instruments that are used as economic hedges to loans held for sale.

Multifamily loans held for sale are accounted for at the lower of amortized cost or fair value. Related gains and losses are recognized in net gain on mortgage loan origination and sale activities. Direct loan origination costs and fees for multifamily loans classified as held for sale are deferred at origination and recognized in earnings at the time of sale.

## Loans Held for Investment

Loans held for investment are reported at the principal amount outstanding, net of cumulative charge-offs, interest applied to principal (for loans accounted for using the cost recovery method), unamortized net deferred loan origination fees and costs and unamortized premiums or discounts on purchased loans. Deferred fees and costs and premiums and discounts are amortized over the contractual terms of the underlying loans using the constant effective yield (the interest method). Interest on loans is accrued and recognized as interest income at the contractual rate of interest. A determination is made as of the loan commitment date as to whether a loan will be held for sale or held for investment. This determination is based primarily on the type of loan or loan program and its related profitability characteristics.

When a loan is designated as held for investment, the intent is to hold these loans for the foreseeable future or until maturity or pay-off. If subsequent changes occur, the Company may change its intent to hold these loans. Once a determination has been made to sell such loans, they are immediately transferred to loans held for sale and carried at the lower of cost or fair value.

From time to time, the Company will originate loans to facilitate the sale of other real estate owned without a sufficient down payment from the borrower. Such loans are accounted for using the installment method and any gain on sale is deferred.

### *Nonaccrual Loans*

Loans are placed on nonaccrual status when the full and timely collection of principal and interest is doubtful, generally when the loan becomes 90 days or more past due for principal or interest payment or if part of the principal balance has been charged off.

All payments received on nonaccrual loans are accounted for using the cost recovery method. Under the cost recovery method, all cash collected is applied to first reduce the principal balance. A loan may be returned to accrual status if all delinquent principal and interest payments are brought current and the collectability of the remaining principal and interest payments in accordance with the loan agreement is reasonably assured. Loans that are well-secured and in the process of collection are maintained on accrual status, even if they are 90 days or more past due. Loans whose repayments are insured by the Federal Housing Administration ("FHA") or guaranteed by the Department of Veterans' Affairs ("VA") are maintained on accrual status even if 90 days or more past due.

### *Impaired Loans*

A loan is considered impaired when it is probable that all contractual principal and interest payments due will not be collected in accordance with the terms of the loan agreement. Factors considered by management in determining whether a loan is impaired include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due.

### *Troubled Debt Restructurings*

A loan is accounted for and reported as a troubled debt restructuring ("TDR") when, for economic or legal reasons, we grant a concession to a borrower experiencing financial difficulty that we would not otherwise consider. A restructuring that results in only an insignificant delay in payment is not considered a concession. A delay may be considered insignificant if the payments subject to the delay are insignificant relative to the unpaid principal or collateral value and the contractual amount due, or the delay in timing of the restructured payment period is insignificant relative to the frequency of payments, the debt's original contractual maturity or original expected duration.

TDRs are designated as impaired because interest and principal payments will not be received in accordance with original contract terms. TDRs that are performing and on accrual status as of the date of the modification remain on accrual status. TDRs that are nonperforming as of the date of modification generally remain as nonaccrual until the prospect of future payments in accordance with the modified loan agreement is reasonably assured, generally demonstrated when the borrower maintains compliance with the restructured terms for a predetermined period, normally at least six months. TDRs with temporary below-market concessions remain designated as a TDR and impaired regardless of the accrual or performance status until the loan is paid off. However, if the TDR loan has been modified in a subsequent restructure with market terms and the borrower is not currently experiencing financial difficulty, then the loan may be de-designated as a TDR.

## Allowance for Credit Losses

Credit quality within the loans held for investment portfolio is continuously monitored by management and is reflected within the allowance for credit losses. The allowance for credit losses is maintained at a level that, in management's judgment, is appropriate to cover losses inherent within the Company's loans held for investment portfolio, including unfunded credit

commitments, as of the balance sheet date. The allowance for loan losses, as reported in our consolidated statements of financial condition, is adjusted by a provision for loan losses, which is recognized in earnings, and reduced by the charge-off of loan amounts, net of recoveries.

The loss estimation process involves procedures to appropriately consider the unique characteristics of its two loan portfolio segments, the consumer loan portfolio segment and the commercial loan portfolio segment. These two segments are further disaggregated into loan classes, the level at which credit risk is monitored. When computing allowance levels, credit loss assumptions are estimated using a model that categorizes loan pools based on loss history, delinquency status and other credit trends and risk characteristics. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the overall loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for credit losses in those future periods.

Credit quality is assessed and monitored by evaluating various attributes and utilizes such information in our evaluation of the adequacy of the allowance for credit losses. The following provides the credit quality indicators and risk elements that are most relevant and most carefully considered and monitored for each loan portfolio segment.

#### *Consumer Loan Portfolio Segment*

The consumer loan portfolio segment is comprised of the single family and home equity loan classes, which are underwritten after evaluating a borrower's capacity, credit, and collateral. Capacity refers to a borrower's ability to make payments on the loan. Several factors are considered when assessing a borrower's capacity, including the borrower's employment, income, current debt, assets, and level of equity in the property. Credit refers to how well a borrower manages their current and prior debts as documented by a credit report that provides credit scores and the borrower's current and past information about their credit history. Collateral refers to the type and use of property, occupancy, and market value. Property appraisals are obtained to assist in evaluating collateral. Loan-to-property value and debt-to-income ratios, loan amount, and lien position are also considered in assessing whether to originate a loan. These borrowers are particularly susceptible to downturns in economic trends such as conditions that negatively affect housing prices and demand and levels of unemployment.

#### *Commercial Loan Portfolio Segment*

The commercial loan portfolio segment is comprised of the commercial real estate, multifamily residential, construction/land development and commercial business loan classes, whose underwriting standards consider the factors described for single family and home equity loan classes as well as others when assessing the borrower's and associated guarantors or other related party's financial position. These other factors include assessing liquidity, the level and composition of net worth, leverage, considering all other lender amounts and position, an analysis of cash expected to flow through the obligors including the outflow to other lenders, and prior experience with the borrower. This information is used to assess adequate financial capacity, profitability, and experience. Ultimate repayment of these loans is sensitive to interest rate changes, general economic conditions, liquidity, and availability of long-term financing.

#### *Loan Loss Measurement*

Allowance levels are influenced by loan volumes, loan asset quality ratings ("AQR") migration or delinquency status, historic loss experience and other conditions influencing loss expectations, such as economic conditions. The methodology for evaluating the adequacy of the allowance for loan losses has two basic components: first, an asset-specific component involving the identification of impaired loans and the measurement of impairment for each individual loan identified; and second, a formula-based component for estimating probable loan principal losses for all other loans.

#### *Impaired Loans*

When a loan is identified as impaired, impairment is measured based on net realizable value, or the difference between the discounted value of the expected future cash flows, based on the original effective interest rate, and the recorded investment balance of the loan. For impaired loans, we recognize impairment if we determine that the net realizable value of the impaired loan is less than the recorded investment of the loan (net of previous charge-offs and deferred loan fees and costs), except when the sole remaining source of collection is the underlying collateral. In these cases impairment is measured as the difference between the recorded investment balance of the loan and the fair value of the collateral. The fair value of the collateral is adjusted for the estimated cost to sell if repayment or satisfaction of a loan is dependent on the sale (rather than only on the operation) of the collateral.



The starting point for determining the fair value of collateral is through obtaining external appraisals. Generally, collateral values for impaired loans are updated every twelve months, either from external third parties or in-house certified appraisers. A third party appraisal is required at least annually. Third party appraisals are obtained from a pre-approved list of independent, third party, local appraisal firms. Approval and addition to the list is based on experience, reputation, character, consistency and knowledge of the respective real estate market. Generally, appraisals are internally reviewed by the appraisal services group to ensure the quality of the appraisal and the expertise and independence of the appraiser. For performing consumer segment loans secured by real estate that are classified as collateral dependent, the Bank determines the fair value estimates semi-annually using automated valuation services. Once the impairment amount is determined an asset-specific allowance is provided for equal to the calculated impairment and included in the allowance for loan losses. If the calculated impairment is determined to be permanent or not recoverable, the impairment will be charged off. Factors considered by management in determining if impairment is permanent or not recoverable include whether management judges the loan to be uncollectible, repayment is deemed to be protracted beyond reasonable time frames or the loss becomes evident owing to the borrower's lack of assets or, for single family loans, the loan is 180 days or more past due unless both well-secured and in the process of collection.

#### *Estimate of Probable Loan Losses*

In estimating the formula-based component of the allowance for loan losses, loans are segregated into loan classes. Loans are designated into loan classes based on loans pooled by product types and similar risk characteristics or areas of risk concentration.

In determining the allowance for loan losses we derive an estimated credit loss assumption from a model that categorizes loan pools based on loan type and AQR or delinquency bucket. This model calculates an expected loss percentage for each loan category by considering the probability of default, based on the migration of loans from performing to loss by AQR or delinquency buckets using two-year analysis periods for commercial segments and one-year analysis periods for consumer segments, and the potential severity of loss, based on the aggregate net lifetime losses incurred per loan class.

The formula-based component of the allowance for loan losses also considers qualitative factors for each loan class, including changes in the following: (1) lending policies and procedures; (2) international, national, regional and local economic business conditions and developments that affect the collectability of the portfolio, including the condition of various markets; (3) the nature and volume of the loan portfolio including the terms of the loans; (4) the experience, ability, and depth of the lending management and other relevant staff; (5) the volume and severity of past due and adversely classified or graded loans and the volume of nonaccrual loans; (6) the quality of our loan review system; (7) the value of underlying collateral for collateral-dependent loans. Additional factors include (8) the existence and effect of any concentrations of credit, and changes in the level of such concentrations and (9) the effect of external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio. Qualitative factors are expressed in basis points and are adjusted downward or upward based on management's judgment as to the potential loss impact of each qualitative factor to a particular loan pool at the date of the analysis.

#### *Unfunded Loan Commitments*

The Company maintains a separate allowance for losses on unfunded loan commitments, which is included in accounts payable and other liabilities on the consolidated statements of financial condition. Management estimates the amount of probable losses by calculating a one-year commitment usage factor and applying the loss factors used in the allowance for loan loss methodology to the results of the usage calculation to estimate the liability for credit losses related to unfunded commitments for each loan type.

#### Other Real Estate Owned

Other real estate owned ("OREO") represents real estate acquired for debts previously contracted with the Company, generally through the foreclosure of loans. In certain cases, such as foreclosures on loans involving both the Company and other participating lenders, other real estate owned may be held in the form of an investment in an unconsolidated legal entity that is in-substance real estate. These properties are initially recorded at the net realizable value (fair value of collateral less estimated costs to sell). Upon transfer of a loan to other real estate owned, an appraisal is obtained and any excess of the loan balance over the net realizable value is charged against the allowance for loan losses. The Company allows up to 90 days after foreclosure to finalize determination of net realizable value. Subsequent declines in net realizable value identified from the ongoing analysis of such properties are recognized in current period earnings within noninterest expense as a provision for losses on other real estate owned. The net realizable value of these assets is reviewed and updated at least every six months depending on the type of property, or more frequently as circumstances warrant.



As part of our subsequent events analysis process, we review updated independent third-party appraisals received and internal collateral valuations received subsequent to the reporting period-end to determine whether the fair value of loan collateral or OREO has changed. Additionally, we review agreements to sell OREO properties executed prior to and subsequent to the reporting period-end to identify changes in the fair value of OREO properties. If we determine that current valuations have changed materially from the prior valuations, we record any additional loan impairments or adjustments to OREO carrying values as of the end of the prior reporting period.

From time to time the Company may elect to accelerate the disposition of certain OREO properties in a time frame faster than the expected marketing period assumed in the appraisal supporting our valuation of such properties. At the time a property is identified and the decision to accelerate its disposition is made, that property's underlying fair value is re-measured. Generally, to achieve an accelerated time frame in which to sell a property, the price that the Company is willing to accept for the disposition of the property decreases. Accordingly, the net realizable value of these properties is adjusted to reflect this change in valuation.

### Mortgage Servicing Rights

We initially record all mortgage servicing rights ("MSRs") at fair value. For subsequent measurement of MSRs, accounting standards permit the election of either fair value or the lower of amortized cost or fair value. Management has elected to account for single family MSRs at fair value during the life of the MSR, with changes in fair value recorded through current period earnings. Fair value adjustments encompass market-driven valuation changes as well as modeled amortization involving the run-off of value that occurs due to the passage of time as individual loans are paid by borrowers. We account for multifamily MSRs at the lower of amortized cost or fair value.

MSRs are recorded as separate assets on our consolidated statements of financial condition upon purchase of the rights or when we retain the right to service loans that we have sold. Net gains on mortgage loan origination and sale activities depend, in part, on the initial fair value of MSRs, which is based on a discounted cash flow model.

Mortgage servicing income includes the changes in fair value over the reporting period of both our single family MSRs and the derivatives used to economically hedge our single family MSRs. Subsequent fair value measurements of single family MSRs, which are not traded in an active market with readily observable market prices, are determined by considering the present value of estimated future net servicing cash flows. Changes in the fair value of single family MSRs result from changes in (1) model inputs and assumptions and (2) modeled amortization, representing the collection and realization of expected cash flows and curtailments over time. The significant model inputs used to measure the fair value of single family MSRs include assumptions regarding market interest rates, projected prepayment speeds, discount rates, estimated costs of servicing and other income and additional expenses associated with the collection of delinquent loans.

Market expectations about loan duration, and correspondingly the expected term of future servicing cash flows, may vary from time to time due to changes in expected prepayment activity, especially when interest rates rise or fall. Market expectations of increased loan prepayment speeds may negatively impact the fair value of the single family MSRs. Fair value is also dependent on the discount rate used in calculating present value, which is imputed from observable market activity and market participants. Management reviews and adjusts the discount rate on an ongoing basis. An increase in the discount rate would reduce the estimated fair value of the single family MSRs asset.

For further information on how the Company measures the fair value of its single family MSRs, including key economic assumptions and the sensitivity of fair value to changes in those assumptions, see Note 12, *Mortgage Banking Operations*.

### Investment in WMS Series LLC

HomeStreet/WMS, Inc. (Windermere Mortgage Services, Inc.), a wholly owned and consolidated subsidiary of the Bank, has an affiliated business arrangement with Windermere Real Estate, WMS Series Limited Liability Company ("WMS LLC"). The Company and Windermere Real Estate each have 50% joint control over the governance of WMS LLC. The operations of WMS LLC, which is subdivided into 31 individual operating series, are recorded using the equity method of accounting. The Company recognizes its proportionate share of the results of operations of WMS LLC as income from WMS Series LLC in noninterest income within the Company's consolidated statements of operations.

Equity method investment income from WMS LLC was \$2.7 million, \$2.5 million, and \$1.3 million for the years ended December 31, 2016, 2015 and 2014, respectively. The Company's investment in WMS LLC was \$2.7 million and \$2.9 million, which is included in accounts receivable and other assets at December 31, 2016 and 2015, respectively.

The Company provides contracted services to WMS LLC related to accounting, loan shipping, loan underwriting, quality control, secondary marketing, and information systems support performed by Company employees on behalf of WMS LLC. The Company recorded contracted services income/(loss) of \$370 thousand, \$(960) thousand, and \$(1.2) million for the years ended December 31, 2016, 2015 and 2014, respectively. Income related to WMS LLC, including equity method investment income and contracted services, is classified as income from WMS Series LLC in noninterest income within the consolidated statements of operations.

The Company purchased \$589.2 million, \$616.9 million and \$491.3 million of single family mortgage loans from WMS LLC for the years ended December 31, 2016, 2015 and 2014, respectively. The Company provides a \$25.0 million secured line of credit that allows WMS LLC to fund and close single family mortgage loans in the name of WMS LLC. The outstanding balance of the secured line of credit was \$6.9 million and \$8.6 million at December 31, 2016, and 2015, respectively. The highest outstanding balance of the secured line of credit was \$17.0 million and \$13.4 million during 2016 and 2015, respectively. The line of credit matures July 1, 2017.

#### Premises and Equipment

Furniture and equipment and leasehold improvements are stated at cost less accumulated depreciation or amortization and depreciated or amortized over the shorter of the useful life of the related asset or the term of the lease, generally 3 to 30 years, using the straight-line method. Management periodically evaluates furniture and equipment and leasehold improvements for impairment.

#### Goodwill

Goodwill is recorded upon completion of a business combination as the difference between the purchase price and the fair value of net identifiable assets acquired. Subsequent to initial recognition, the Company tests goodwill for impairment during the third quarter of each fiscal year, or more often if events or circumstances, such as adverse changes in the business climate, indicate there may be impairment. Goodwill was not impaired at December 31, 2016 or 2015, nor was any goodwill written off due to impairment during 2016, 2015 or 2014.

Changes in the carrying amount of goodwill is detailed in the following table:

|                                       | (in thousands)          |
|---------------------------------------|-------------------------|
| Goodwill balance at December 31, 2014 | \$ 11,945               |
| Other                                 | (424)                   |
| Goodwill balance at December 31, 2015 | <u>11,521</u>           |
| Acquisitions                          | 10,654                  |
| Goodwill balance at December 31, 2016 | <u><u>\$ 22,175</u></u> |

#### Trust Preferred Securities

Trust preferred securities allow investors the ability to invest in junior subordinated debentures of the Company, which provide the Company with long-term financing. The transaction begins with the formation of a Variable Interest Entity ("VIE") established as a trust by the Company. This trust issues two classes of securities: common securities, all of which are purchased and held by the Company and recorded in other assets on the consolidated statements of financial position, and trust preferred securities, which are sold to third-party investors. The trust holds subordinated debentures (debt) issued by the Company, which the Company records in long-term debt on the consolidated statement of financial position. The trust finances the purchase the subordinated debentures with the proceeds from the sale of its common and preferred securities.

The junior subordinated debentures are the sole assets of the trust, and the coupon rate on the debt mirrors the dividend payment on the preferred security. The Company also has the right to defer interest payments for up to five years and has the right to call the preferred securities. These preferred securities are non-voting and do not have the right to convert to shares of the issuer. The trust's common equity securities issued to the Company are not considered to be equity at risk because the equity securities were financed by the trust through the purchase of the debentures from the Company. As a consequence, the Company holds no variable interest in the trust, and therefore, is not the trust's primary beneficiary.

## Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

From time to time, the Company may enter into federal funds transactions involving purchasing reserve balances on a short-term basis, or sales of securities under agreements to repurchase the same securities (“repurchase agreements”). Repurchase agreements are accounted for as secured financing arrangements with the obligation to repurchase securities sold reflected as a liability in the consolidated statements of financial condition. The dollar amount of securities underlying the repurchase agreements remains in investment securities available for sale. For short-term instruments, including securities sold under agreements to repurchase and federal funds purchased, the carrying amount is a reasonable estimate of the fair value.

## Income Taxes

Our income tax expense, deferred tax assets and liabilities, and liabilities for unrecognized tax benefits reflect management’s best assessment of estimated current and future taxes to be paid. We are subject to federal income tax and also state income taxes in a number of different states. Significant judgments and estimates are required in determining the consolidated income tax expense.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. Changes in tax laws and rates may affect recorded deferred tax assets and liabilities and our effective tax rate in the future. Such changes are accounted for in the period of enactment, and are reflected as discrete tax items in the Company’s tax provision.

The Company records net deferred tax assets to the extent it is believed that these assets will more likely than not be realized. In making this determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and recent financial operations. After reviewing and weighing all of the positive and negative evidence, if the positive evidence outweighs the negative evidence, then the Company does not record a valuation allowance for deferred tax assets. If the negative evidence outweighs the positive evidence, then a valuation allowance for all or a portion of the deferred tax assets is recorded.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in different jurisdictions. Accounting Standards Codification (“ASC”) 740 states that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits.

We record unrecognized tax benefits as liabilities in accordance with ASC 740 (including any potential interest and penalties) and we adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the unrecognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available.

## Derivatives and Hedging Activities

In order to reduce the risk of significant interest rate fluctuations on the value of certain assets and liabilities, such as certain mortgage loans held for sale or mortgage servicing rights, the Company utilizes derivatives, such as forward sale commitments, interest rate futures, option contracts, interest rate swaps and swaptions as risk management instruments in its hedging strategy.

All free-standing derivatives are required to be recorded on the consolidated statements of financial condition at fair value. As permitted under U.S. GAAP, the Company nets derivative assets and liabilities, and related collateral, when a legally enforceable master netting agreement exists between the Company and the derivative counterparty. The accounting for changes in fair value of a derivative depends on whether or not the transaction has been designated and qualifies for hedge accounting. Derivatives that are not designated as hedges are reported and measured at fair value through earnings. The Company does not use derivatives for trading purposes.

Before initiating a position where hedge accounting treatment is desired, the Company formally documents the relationship between the hedging instrument(s) and the hedged item(s), as well as its risk management objective and strategy.

For derivative instruments qualifying for hedge accounting treatment, the instrument is designed as either: (1) a hedge of changes in fair value of a recognized asset or liability or of an unrecognized firm commitment (a fair value hedge), or (2) a hedge of the variability in expected future cash flows associated with an existing recognized asset or liability or a probable forecasted transaction (a cash flow hedge).

Derivatives where the Company has not attempted to achieve or attempted but did not achieve hedge accounting treatment are referred to as economic hedges. The changes in fair value of these instruments are recorded in our consolidated statements of operations in the period in which the change occurs.

In a fair value hedge, changes in the fair value of the derivative and, to the extent that it is effective, changes in the fair value of the hedged asset or liability attributable to the hedged risk are recorded through current period earnings in the same financial statement category as the hedged item.

In a cash flow hedge, the effective portion of the change in the fair value of the hedging derivative is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings during the same period in which the hedged item affects earnings. The ineffective portion is recognized immediately in noninterest income – other.

The Company discontinues hedge accounting when (1) it determines that the derivative is no longer expected to be highly effective in offsetting changes in fair value or cash flows of the designated item; (2) the derivative expires or is sold, terminated, or exercised; (3) the derivative is de-designated from the hedge relationship; or (4) it is no longer probable that a hedged forecasted transaction will occur by the end of the originally specified time period.

If the Company determines that the derivative no longer qualifies as a fair value or cash flow hedge and therefore hedge accounting is discontinued, the derivative (if retained) will continue to be recorded on the balance sheet at its fair value with changes in fair value included in current earnings. For a discontinued fair value hedge, the previously hedged item is no longer adjusted for changes in fair value.

When the Company discontinues hedge accounting because it is not probable that a forecasted transaction will occur, the derivative will continue to be recorded on the balance sheet at its fair value with changes in fair value included in current earnings, and the gains and losses in accumulated other comprehensive income will be recognized immediately in earnings. When the Company discontinues hedge accounting because the hedging instrument is sold, terminated, or de-designated as a hedge, the amount reported in accumulated other comprehensive income through the date of sale, termination, or de-designation will continue to be reported in accumulated other comprehensive income until the forecasted transaction affects earnings. For fair value hedges that are de-designated, the net gain or loss on the underlying transactions being hedged is amortized to other noninterest income over the remaining contractual life of the loans at the time of de-designation. Changes in the fair value of these derivative instruments after de-designation of fair value hedge accounting are recorded in noninterest income in the consolidated statements of operations. As of December 31, 2016, the Company had no derivatives that were designated as fair value hedges or cash flow hedges.

Interest rate lock commitments ("IRLCs") for single family mortgage loans that we intend to sell are considered free-standing derivatives. For determining the fair value measurement of IRLCs we consider several factors including the fair value in the secondary market of the underlying loan resulting from the exercise of the commitment, the expected net future cash flows related to the associated servicing of the loan and the probability that the loan will not fund according to the terms of the commitment (referred to as a fall-out factor). The value of the underlying loan is affected primarily by changes in interest rates. Management uses forward sales commitments to hedge the interest rate exposure from IRLCs. A forward loan sale commitment protects the Company from losses on sales of loans arising from the exercise of the loan commitments by securing the ultimate sales price and delivery date of the loan. The Company takes into account various factors and strategies in determining the portion of the mortgage pipeline it wants to hedge economically. Unrealized and realized gains and losses on derivative contracts utilized for economically hedging the mortgage pipeline are recognized as part of the net gain on mortgage loan origination and sale activities within noninterest income.

The Company is exposed to credit risk if derivative counterparties to derivative contracts do not perform as expected. This risk consists primarily of the termination value of agreements where the Company is in a favorable position. The Company minimizes counterparty credit risk through credit approvals, limits, monitoring procedures, and obtaining collateral, as appropriate.

### Share-Based Employee Compensation

The Company has share-based employee compensation plans as more fully discussed in Note 16, *Share-Based Compensation Plans*. Under the accounting guidance for stock compensation, compensation expense recognized includes the cost for share-based awards, such as nonqualified stock options and restricted stock grants, which are recognized as compensation expense over the requisite service period (generally the vesting period) on a straight line basis. For stock awards that vest upon the satisfaction of a market condition, the Company estimates the service period over which the award is expected to vest. If all conditions to the vesting of an award are satisfied prior to the end of the estimated vesting period, any unrecognized

compensation costs associated with the portion of the award that vested earlier than expected are immediately recognized in earnings.

### Fair Value Measurement

The term "fair value" is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The Company's approach is to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. The degree of management judgment involved in estimating the fair value of a financial instrument or other asset is dependent upon the availability of quoted market prices or observable market value inputs for internal valuation models, used for estimating fair value. For financial instruments that are actively traded in the marketplace or whose values are based on readily available market data, little judgment is necessary when estimating the instrument's fair value. When observable market prices and data are not readily available, significant management judgment often is necessary to estimate fair value. In those cases, different assumptions could result in significant changes in valuation. See Note 17, *Fair Value Measurement*.

### Commitments, Guarantees, and Contingencies

U.S. GAAP requires that a guarantor recognize, at the inception of a guarantee, a liability in an amount equal to the fair value of the obligation undertaken in issuing the guarantee. A guarantee is a contract that contingently requires the guarantor to pay a guaranteed party based upon: (a) changes in an underlying asset, liability or equity security of the guaranteed party; or (b) a third party's failure to perform under a specified agreement. The Company initially records guarantees at the inception date fair value of the obligation assumed and records the amount in other liabilities. For indemnifications provided in sales agreements, a portion of the sale proceeds is allocated to the guarantee, which adjusts the gain or loss that would otherwise result from the transaction. For these indemnifications, the initial liability is amortized to income as the Company's risk is reduced (i.e., over time as the Company's exposure is reduced or when the indemnification expires).

Contingent liabilities, including those that exist as a result of a guarantee or indemnification, are recognized when it becomes probable that a loss has been incurred and the amount of the loss is reasonably estimable. The contingent portion of a guarantee is not recognized if the estimated amount of loss is less than the carrying amount of the liability recognized at inception of the guarantee (as adjusted for any amortization).

The Company typically sells loans servicing retained in either a pooled loan securitization transaction with a government-sponsored enterprise ("GSE"), a whole loan sale to a GSE, or a whole loan sale to market participants such as other financial institutions, who purchase the loans for investment purposes or include them in a private label securitization transaction, or the loans are pooled and sold into a conforming loan securitization with a GSE, provided loan origination parameters conform to GSE guidelines. Substantially all of the Company's loan sales are pooled loan securitization transactions with GSEs. These conforming loan securitizations are guaranteed by GSEs, such as Fannie Mae, Ginnie Mae and Freddie Mac.

The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud. These obligations expose the Company to any credit loss on the repurchased mortgage loans after accounting for any mortgage insurance that it may receive. Generally, the maximum amount of future payments the Company would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses. See Note 13, *Commitments, Guarantees, and Contingencies*.

The Company sells multifamily loans through the Fannie Mae Delegated Underwriting and Servicing Program ("DUS"<sup>®</sup>) (DUS<sup>®</sup> is a registered trademark of Fannie Mae.) that are subject to a credit loss sharing arrangement. The Company may also from time to time sell loans with recourse. When loans are sold with recourse or subject to a loss sharing arrangement, a liability is recorded based on the estimated fair value of the obligation under the accounting guidance for guarantees. These liabilities are included within other liabilities. See Note 13, *Commitments, Guarantees, and Contingencies*.

### Earnings per Share

Basic earnings per share ("EPS") is computed by dividing net income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted average common shares outstanding, plus the effect of common stock equivalents (for example,



stock options and unvested restricted stock). Stock options issued under stock-based compensation plans that have an antidilutive effect and shares of restricted stock whose vesting is contingent upon conditions that have not been satisfied at the end of the period are excluded from the computation of diluted EPS. Weighted average common shares outstanding include shares held by the HomeStreet, Inc. 401(k) Savings Plan.

### Business Segments

The Company's business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is regularly reviewed by the Company's chief operating decision maker for the purpose of allocating resources and evaluating the performance of the Company's businesses. The results for these business segments are based on management's accounting process, which assigns income statement items and assets to each responsible operating segment. This process is dynamic and is based on management's view of the Company's operations. See Note 19, *Business Segments*.

### Advertising Expense

Advertising costs, which we consider to be media and marketing materials, are expensed as incurred. We incurred \$7.4 million, \$8.5 million and \$7.1 million in advertising expense during the years ended December 31, 2016, 2015 and 2014, respectively.

### Recent Accounting Developments

In January 2017, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, or ASU 2017-04, which eliminates Step 2 from the goodwill impairment test. ASU 2017-04 also eliminates the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. Adoption of ASU 2017-04 is required for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019 with early adoption being permitted for annual or interim goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not expect the adoption of ASU 2017-04 to have a material impact on its consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations Clarifying the Definition of a Business (Topic 805)*, for determining whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new standard is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017 with early adoption permitted for transactions that occurred before the issuance date or effective date of the standard if the transactions were not reported in financial statements that have been issued or made available for issuance. The standard must be applied prospectively. Upon adoption, the standard will impact how we assess acquisitions (or disposals) of assets or businesses. The Company does not expect the adoption of ASU 2017-01 to have a material impact on its consolidated financial statements.

On November 17, 2016, the FASB issued ASU No. 2016-18, "*Statement of Cash Flows (Topic 230): Restricted Cash: a Consensus of the FASB Emerging Issues Task Force*." This ASU requires a company's cash flow statement to explain the changes during a reporting period of the totals for cash, cash equivalents, restricted cash, and restricted cash equivalents. Additionally, amounts for restricted cash and restricted cash equivalents are to be included with cash and cash equivalents if the cash flow statement includes a reconciliation of the total cash balances for a reporting period. This ASU is effective for public business entities for annual periods, including interim periods within those annual periods, beginning after December 15, 2017, with early application permitted. The Company does not anticipate that this guidance will have a material impact on its consolidated financial statements.

On August 26, 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows, Classification of Certain Cash Receipts and Cash Payments (Topic 230)*. The amendments in this ASU were issued to reduce diversity in how certain cash receipts and payments are presented and classified in the statement of cash flows in eight specific areas. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and should be applied using a retrospective transition method to each period presented. Early application was permitted upon issuance of the ASU. The Company is currently evaluating the impact of this ASU and the Company does not expect this ASU to have a material impact on the Company's consolidated financial statements.

On June 16, 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326)*. The amendments in this ASU were issued to provide financial statement users with more decision-useful information about the current expected credit losses (CECL) on financial instruments that are not accounted for at fair value through net income, including loans held for investment, held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date. The amendments to this ASU require that financial assets



measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in this ASU eliminate the requirement that losses be recognized only when incurred, and instead require that an entity recognize its current estimate of all expected credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets.

For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense. Subsequent changes in the allowance for credit losses on PCD assets are recognized through the statement of income as a credit loss expense.

Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security.

The amendments to this ASU are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The amendments in this ASU should be applied on a modified-retrospective transition approach that would require a cumulative-effect adjustment to the opening retained earnings in the statement of financial condition as of the date of adoption. A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. The Company is currently evaluating the impact of this ASU and the Company expects this ASU to have a material impact on the Company’s consolidated financial statements.

On March 30, 2016, the FASB issued ASU 2016-09, *Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting*. The FASB issued this ASU as part of its initiative to reduce complexity in accounting standards. This new accounting standard simplifies several areas of accounting for share-based payment transactions, including tax provision, classification in the cash-flow statement, forfeitures, and statutory tax withholding requirements. The amendments in this ASU are effective for annual periods beginning after December 15, 2016, including interim periods within those annual periods. Early application was permitted upon issuance of the ASU. The Company determined to early adopt the provisions of ASU 2016-09 during the second quarter of 2016 and determined the new standard did not have a material impact on the Company’s Consolidated Financial Statements.

On February 25, 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The amendments in this ASU require lessees to recognize a lease liability, which is a lessee's obligation to make lease payments arising from a lease, and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. This ASU simplifies the accounting for sale and leaseback transactions. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application was permitted upon issuance of the ASU. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is currently evaluating the provisions of this guidance to determine the potential impact the new standard will have on the Company's consolidated financial statements.

On September 25, 2015, the FASB issued ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments (Topic 805)*. The ASU was issued to simplify the accounting for measurement period adjustments for business combinations. The amendments in the ASU require that the acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amount is determined. The acquirer is required to also record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. In addition, an entity is required to present separately on the face of the income statement or disclose in the notes to the financial statements the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the amendments in this ASU were effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The Company adopted this guidance during the first quarter of 2016 and applied it prospectively to adjustments to provisional amounts.

On April 7, 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The ASU was issued to simplify the presentation of debt issuance costs. This guidance requires that debt issuance costs related to a recognized debt liability be presented on the statement of financial condition as a direct deduction from the carrying amount of that debt liability, consistent with the presentation of debt discounts. This guidance became effective for the Company for the interim and annual periods beginning after December 15, 2015, and early adoption was permitted for financial statements that had not been previously issued. The guidance is required to be applied on a retrospective basis to each individual period presented on the statement of financial condition. The Company adopted this guidance during the first quarter of 2016 and determined there was no material impact on the Company’s consolidated financial statements.

On April 15, 2015, the FASB issued ASU 2015-05, *Customer's Accounting for Fees Paid in Cloud Computing Arrangement*. The ASU was issued to clarify a customer's accounting for fees paid in a cloud computing arrangement. The amendments provide guidance to customers in determining whether a cloud computing arrangement includes a software license that should be accounted for as internal-use software. If the arrangement does not contain a software license, it would be accounted for as a service contract. This guidance became effective for the Company for the interim and annual periods beginning after December 15, 2015; early adoption was permitted. The Company could elect to adopt the amendments either (1) prospectively to all arrangements entered into or materially modified after the effective date or (2) retrospectively. The Company adopted this guidance during the first quarter of 2016 and determined there was no material impact on the Company's consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, *Consolidation*. The ASU provides an additional requirement for a limited partnership or similar entity to qualify as a voting interest entity, amending the criteria for consolidating such an entity and eliminating the deferral provided under previous guidance for investment companies. In addition, the new guidance amends the criteria for evaluating fees paid to a decision maker or service provider as a variable interest and amends the criteria for evaluating the effect of fee arrangements and related parties on a VIE primary beneficiary determination. This guidance was effective for interim and annual reporting periods beginning after December 15, 2015. The Company adopted this guidance during the first quarter of 2016 and determined there was no material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This ASU clarifies the principles for recognizing revenue from contracts with customers. On August 12, 2015, the FASB issued ASU 2015-14 to defer the effective date of ASU 2014-09. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. On March 17, 2016, the FASB issued Accounting Standards Update 2016-08 to clarify the implementation guidance on principal versus agent considerations. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

## **NOTE 2—BUSINESS COMBINATIONS:**

### Recent Acquisition Activity

On November 10, 2016, the Company completed its acquisition of two branches and their related deposits in Southern California, from Boston Private Bank and Trust. The provisional application of the acquisition method of accounting resulted in goodwill of \$2.3 million. This acquisition increases HomeStreet's network of branches in Southern California to a total of 14 retail deposit branches at December 31, 2016.

On August 12, 2016, the Company completed its acquisition of certain assets and liabilities, including two branches in Lake Oswego, Oregon, from the Bank of Oswego. The provisional application of the acquisition method of accounting resulted in goodwill of \$19 thousand. This acquisition increases HomeStreet's network of branches in the Portland, Oregon metropolitan area to a total of five retail deposit branches.

On February 1, 2016, the Company completed its acquisition of Orange County Business Bank ("OCBB") located in Irvine, California. Also on February 1, 2016, OCBB was merged with and into HomeStreet Bank. The purchase price of this acquisition was \$55.9 million. OCBB shareholders as of the effective time received merger consideration equal to 0.5206 shares of HomeStreet common stock, and \$1.1641 in cash upon the surrender of their OCBB shares, which resulted in the issuance of 2,459,461 shares of HomeStreet common stock. The application of the acquisition method of accounting resulted in goodwill of \$8.4 million. The primary objective for this acquisition is to grow our Commercial and Consumer Banking segment.

On December 11, 2015, the Company acquired a former AmericanWest Bank retail deposit branch and certain related assets located in Dayton, Washington. This acquisition increases HomeStreet's network of branches in eastern Washington to a total of six retail deposit branches. The Company purchased the branch from Banner Bank, which had recently acquired AmericanWest Bank. The purchase resulted in a bargain purchase gain of \$381 thousand.

### Simplicity Acquisition

On March 1, 2015, the Company completed its acquisition of Simplicity Bancorp, Inc., a Maryland corporation ("Simplicity") and Simplicity's wholly owned subsidiary, Simplicity Bank. Simplicity's principal business activities prior to the merger were

attracting retail deposits from the general public, originating or purchasing loans, primarily loans secured by first mortgages on owner-occupied, one-to-four family residences and multi-family residences located in Southern California and, to a lesser extent, commercial real estate, automobile and other consumer loans; and the origination and sale of fixed-rate, conforming, one-to-four family residential real estate loans in the secondary market, usually with servicing retained. The primary objective for this acquisition is to grow our Commercial and Consumer Banking segment by expanding the business of the former Simplicity branches by offering additional banking and lending products to former Simplicity customers as well as new customers. The acquisition was accomplished by the merger of Simplicity with and into HomeStreet, Inc. with HomeStreet, Inc. as the surviving corporation, followed by the merger of Simplicity Bank with and into HomeStreet Bank with HomeStreet Bank as the surviving subsidiary. The results of operations of Simplicity are included in the consolidated results of operations from the date of acquisition.

At the closing, there were 7,180,005 shares of Simplicity common stock, par value \$0.01, outstanding, all of which were cancelled and exchanged for an equal number of shares of HomeStreet common stock, no par value, issued to Simplicity's stockholders. In connection with the merger, all outstanding options to purchase Simplicity common stock were cancelled in exchange for a cash payment equal to the difference between a calculated price of HomeStreet common stock and the exercise price of the option, provided, however, that any options that were out-of-the-money at the time of closing were cancelled for no consideration. The calculated price of \$17.53 was determined by averaging the closing price of HomeStreet common stock for the 10 trading days prior to but not including the 5th business day before the closing date. The aggregate consideration paid by us in the Simplicity acquisition was approximately \$471 thousand in cash and 7,180,005 shares of HomeStreet common stock with a fair value of approximately \$124.2 million as of the acquisition date. We used current liquidity sources to fund the cash consideration.

The acquisition was accounted for under the acquisition method of accounting pursuant to ASC 805, *Business Combinations*. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of acquisition date. The Company made significant estimates and exercised significant judgment in estimating the fair values and accounting for such acquired assets and assumed liabilities.

A summary of the consideration paid, the assets acquired and liabilities assumed in the merger are presented below:

| (in thousands)  | March 1, 2015 |         |
|---|---------------|---------|
| Fair value consideration paid to Simplicity shareholders:   |               |         |
| Cash paid (79,399 stock options, consideration based on intrinsic value at a calculated price of \$17.53) | \$            | 471     |
| Fair value of common shares issued (7,180,005 shares at \$17.30 per share)                                |               | 124,214 |
| Total purchase price  |               | 124,685 |
| Fair value of assets acquired:  |               |         |
| Cash and cash equivalents   | \$            | 112,667 |
| Investment securities   |               | 26,845  |
| Acquired loans  |               | 664,148 |
| Mortgage servicing rights   |               | 980     |
| Federal Home Loan Bank stock  |               | 5,520   |
| Premises and equipment  |               | 2,966   |
| Bank-owned life insurance   |               | 14,501  |
| Core deposit intangibles  |               | 7,450   |
| Accounts receivable and other assets  |               | 15,869  |
| Total assets acquired   |               | 850,946 |
| Fair value of liabilities assumed:  |               |         |
| Deposits  |               | 651,202 |
| Federal Home Loan Bank advances   |               | 65,855  |
| Accounts payable and accrued expenses   |               | 1,859   |
| Total liabilities assumed   |               | 718,916 |
| Net assets acquired   |               | 132,030 |
| Bargain purchase (gain)   | \$            | (7,345) |

The application of the acquisition method of accounting resulted in a bargain purchase gain of \$7.3 million which was reported as a component of noninterest income on our consolidated statements of operations. A substantial portion of the assets acquired from Simplicity were mortgage-related assets, which generally decrease in value as interest rates rise and increase in value as interest rates fall. The bargain purchase gain was driven largely by a substantial decline in long-term interest rates between the period shortly after our announcement of the Simplicity acquisition and its closing, which resulted in an increase in the fair value of the acquired mortgage assets and the overall net fair value of assets acquired. In addition, the Company believes it was able to acquire Simplicity for less than the fair value of its net assets due to Simplicity's stock trading below its book value for an extended period of time prior to the announcement of the acquisition. The Company negotiated a purchase price per share for Simplicity that was above the prevailing stock price thereby representing a premium to the shareholders. The stock consideration transferred was based on a 1:1 stock conversion ratio. The price of the Company's shares declined between the time the deal was announced and when it closed which also attributed to the bargain purchase gain. The acquisition of Simplicity by the Company was approved by Simplicity's shareholders. For tax purposes, the bargain purchase gain is a non-taxable event.

The operations of Simplicity are included in the Company's operating results as of the acquisition date of March 1, 2015 through the period ended December 31, 2016. Acquisition-related costs were expensed as incurred in noninterest expense as merger and integration costs.

The following table provides a breakout of Simplicity merger-related expense for the years ended December 31, 2015 and 2014:

| (in thousands)             | Years Ended December 31, |               |
|----------------------------|--------------------------|---------------|
|                            | 2015                     | 2014          |
| Noninterest expense        |                          |               |
| Salaries and related costs | \$ 7,669                 | \$ 23         |
| General and administrative | 1,256                    | 179           |
| Legal                      | 530                      | 245           |
| Consulting                 | 5,539                    | 388           |
| Occupancy                  | 335                      | 4             |
| Information services       | 481                      | 50            |
| Total noninterest expense  | <u>\$ 15,810</u>         | <u>\$ 889</u> |

The \$664.1 million estimated fair value of loans acquired from Simplicity was determined by utilizing a discounted cash flow methodology considering credit and interest rate risk. Cash flows were determined by estimating future credit losses and the rate of prepayments. Projected monthly cash flows were then discounted to present value based on the Company's weighted average cost of capital. The discount for acquired loans from Simplicity was \$16.6 million as of the acquisition date.

A core deposit intangible ("CDI") of \$7.5 million was recognized related to the core deposits acquired from Simplicity. A discounted cash flow method was used to estimate the fair value of the certificates of deposit. The CDI is amortized over its estimated useful life of approximately ten years using an accelerated method and will be reviewed for impairment quarterly.

The fair value of savings and transaction deposit accounts was assumed to approximate the carrying value as these accounts have no stated maturity and are payable on demand. A discounted cash flow method was used to estimate the fair value of the certificates of deposit. A premium, which will be amortized over the contractual life of the deposits, of \$4.0 million was recorded for certificates of deposit.

The fair value of Federal Home Loan Bank advances was estimated using a discounted cash flow method. A premium, which will be amortized over the contractual life of the advances, of \$855 thousand was recorded for the Federal Home Loan Bank advances.

The Company determined that the disclosure requirements related to the amounts of revenues and earnings of the acquiree included in the consolidated statements of operations since the acquisition date is impracticable. The financial activity and operating results of the acquiree were commingled with the Company's financial activity and operating results as of the acquisition date.

## Unaudited Pro Forma Results of Operations

The following table presents our unaudited pro forma results of operations for the periods presented as if the Simplicity acquisition had been completed on January 1, 2014. The unaudited pro forma results of operations include the historical accounts of Simplicity and pro forma adjustments as may be required, including the amortization of intangibles with definite lives and the amortization or accretion of any premiums or discounts arising from fair value adjustments for assets acquired and liabilities assumed. The unaudited pro forma information is intended for informational purposes only and is not necessarily indicative of our future operating results or operating results that would have occurred had the Simplicity acquisition been completed at the beginning of 2014. No assumptions have been applied to the pro forma results of operations regarding possible revenue enhancements, expense efficiencies or asset dispositions.

| (in thousands, except share data)                     | Years Ended December 31, |            |            |
|---|--------------------------|------------|------------|
|   | 2016                     | 2015       | 2014       |
| Net interest income                                   | \$ 180,049               | \$ 152,828 | \$ 129,975 |
| Provision for credit losses                           | 4,100                    | 6,100      | (2,150)    |
| Total noninterest income                              | 359,150                  | 274,652    | 198,489    |
| Total noninterest expense                             | 444,322                  | 358,931    | 293,399    |
| Net income  | \$ 58,151                | \$ 43,997  | \$ 27,621  |
| Basic income per share                                | \$ 2.36                  | \$ 2.00    | \$ 1.27    |
| Diluted income per share                              | \$ 2.34                  | \$ 1.98    | \$ 1.26    |
| Basic weighted average number of shares outstanding   | 24,615,990               | 22,038,157 | 21,714,874 |
| Diluted weighted average number of shares outstanding | 24,843,683               | 22,230,119 | 21,901,347 |

### NOTE 3—REGULATORY CAPITAL REQUIREMENTS:

In July 2013, federal banking regulators (including the Federal Deposit Insurance Corporation "FDIC" and the Federal Reserve Bank "FRB") adopted new capital rules (the "Rules"). The Rules apply to both depository institutions (such as the Bank) and their holding companies (such as the Company). The Rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as "Basel III") as well as requirements contemplated by the Dodd-Frank Act. The Rules applied to both the Company and the Bank beginning in 2015.

Failure to meet minimum capital requirements could initiate certain mandatory and possibly additional discretionary actions by the regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank and the Company must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. 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 Bank and the Company to maintain minimum amounts and ratios of Tier 1 leverage capital, common equity Tier 1 capital, Tier 1 risk-based capital and total risk-based capital (as defined in the regulations). The regulators also have the ability to impose elevated capital requirements in certain circumstances. At December 31, 2016 and 2015 the Bank's capital ratios meet the regulatory capital category of "well capitalized" as defined by the Rules.



The Bank's and the Company's capital amounts and ratios under Basel III are included in the following table:

| <b>HomeStreet Bank</b><br>(in thousands)                   |            | At December 31, 2016 |            |                                       |            |   |       |
|--|------------|----------------------|------------|---------------------------------------|------------|---|-------|
|  |            | Actual               |            | For Minimum Capital Adequacy Purposes |            | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
|  |            | Amount               | Ratio      | Amount                                | Ratio      | Amount  | Ratio |
| Tier 1 leverage capital (to average assets)                | \$ 635,988 | 10.26%               | \$ 248,055 | 4.0%                                  | \$ 310,069 | 5.0%  |       |
| Common equity risk-based capital (to risk-weighted assets) | 635,988    | 13.92                | 205,615    | 4.5                                   | 297,000    | 6.5   |       |
| Tier 1 risk-based capital (to risk-weighted assets)        | 635,988    | 13.92                | 274,154    | 6.0                                   | 365,538    | 8.0   |       |
| Total risk-based capital (to risk-weighted assets)         | 671,252    | 14.69                | 365,538    | 8.0                                   | 456,923    | 10.0  |       |

| <b>HomeStreet, Inc.</b><br>(in thousands)                  |            | At December 31, 2016 |            |                                       |            |   |       |
|--|------------|----------------------|------------|---------------------------------------|------------|---|-------|
|  |            | Actual               |            | For Minimum Capital Adequacy Purposes |            | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
|  |            | Amount               | Ratio      | Amount                                | Ratio      | Amount  | Ratio |
| Tier 1 leverage capital (to average assets)                | \$ 608,988 | 9.78%                | \$ 249,121 | 4.0%                                  | \$ 311,402 | 5.0%  |       |
| Common equity risk-based capital (to risk-weighted assets) | 550,510    | 10.54                | 234,965    | 4.5                                   | 339,395    | 6.5   |       |
| Tier 1 risk-based capital (to risk-weighted assets)        | 608,988    | 11.66                | 313,287    | 6.0                                   | 417,716    | 8.0   |       |
| Total risk-based capital (to risk-weighted assets)         | 644,252    | 12.34                | 417,716    | 8.0                                   | 522,146    | 10.0  |       |

| <b>HomeStreet Bank</b><br>(in thousands)                   |            | At December 31, 2015 |            |                                       |            |   |       |
|--|------------|----------------------|------------|---------------------------------------|------------|---|-------|
|  |            | Actual               |            | For Minimum Capital Adequacy Purposes |            | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |       |
|  |            | Amount               | Ratio      | Amount                                | Ratio      | Amount  | Ratio |
| Tier 1 leverage capital (to average assets)                | \$ 455,101 | 9.46%                | \$ 192,428 | 4.0%                                  | \$ 240,536 | 5.0%  |       |
| Common equity risk-based capital (to risk-weighted assets) | 455,101    | 13.04                | 157,074    | 4.5                                   | 226,885    | 6.5   |       |
| Tier 1 risk-based capital (to risk-weighted assets)        | 455,101    | 13.04                | 209,432    | 6.0                                   | 279,243    | 8.0   |       |
| Total risk-based capital (to risk-weighted assets)         | 485,761    | 13.92                | 279,243    | 8.0                                   | 349,054    | 10.0  |       |

At December 31, 2015

| HomeStreet, Inc.<br>(in thousands)                         | Actual                                      |            | For Minimum Capital Adequacy Purposes |            | To Be Categorized As "Well Capitalized" Under Prompt Corrective Action Provisions |            |
|--|---|------------|---------------------------------------|------------|---|------------|
|  | Amount                                      | Ratio      | Amount                                | Ratio      | Amount  | Ratio      |
|  | Tier 1 leverage capital (to average assets) | \$ 480,038 | 9.95%                                 | \$ 193,025 | 4.0%  | \$ 241,281 |
| Common equity risk-based capital (to risk-weighted assets) | 423,005                                     | 10.52      | 180,912                               | 4.5        | 261,317   | 6.5        |
| Tier 1 risk-based capital (to risk-weighted assets)        | 480,038                                     | 11.94      | 241,216                               | 6.0        | 321,621   | 8.0        |
| Total risk-based capital (to risk-weighted assets)         | 510,697                                     | 12.70      | 321,621                               | 8.0        | 402,026   | 10.0       |

At periodic intervals, the FDIC and the Washington State Department of Financial Institutions ("WDFI") routinely examine the Bank's financial statements as part of their legally prescribed oversight of the banking industry. Based on their examinations, these regulators can direct that the Bank's financial statements be adjusted in accordance with their findings.

#### NOTE 4—INVESTMENT SECURITIES:

The following table sets forth certain information regarding the amortized cost and fair values of our investment securities available for sale and held to maturity.

| (in thousands)                       | December 31, 2016   |                        |                         |                   |
|--------------------------------------|---------------------|------------------------|-------------------------|-------------------|
|                                      | Amortized cost      | Gross unrealized gains | Gross unrealized losses | Fair value        |
| <b>AVAILABLE FOR SALE</b>            |                     |                        |                         |                   |
| Mortgage-backed securities:          |                     |                        |                         |                   |
| Residential                          | \$ 181,158          | \$ 31                  | \$ (4,115)              | \$ 177,074        |
| Commercial                           | 25,896              | 13                     | (373)                   | 25,536            |
| Municipal bonds                      | 473,153             | 1,333                  | (6,813)                 | 467,673           |
| Collateralized mortgage obligations: |                     |                        |                         |                   |
| Residential                          | 194,982             | 32                     | (3,813)                 | 191,201           |
| Commercial                           | 71,870              | 29                     | (1,135)                 | 70,764            |
| Corporate debt securities            | 52,045              | 110                    | (1,033)                 | 51,122            |
| U.S. Treasury securities             | 10,882              | —                      | (262)                   | 10,620            |
|                                      | <u>\$ 1,009,986</u> | <u>\$ 1,548</u>        | <u>\$ (17,544)</u>      | <u>\$ 993,990</u> |
| <b>HELD TO MATURITY</b>              |                     |                        |                         |                   |
| Mortgage-backed securities:          |                     |                        |                         |                   |
| Residential                          | \$ 13,844           | \$ 71                  | \$ (90)                 | \$ 13,825         |
| Commercial                           | 16,303              | 70                     | (64)                    | 16,309            |
| Municipal bonds                      | 19,612              | 99                     | (459)                   | 19,252            |
| Corporate debt securities            | 102                 | —                      | —                       | 102               |
|                                      | <u>\$ 49,861</u>    | <u>\$ 240</u>          | <u>\$ (613)</u>         | <u>\$ 49,488</u>  |

At December 31, 2015

| (in thousands)                       | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair<br>value     |
|--------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
| <b>AVAILABLE FOR SALE</b>            |                   |                              |                               |                   |
| Mortgage-backed securities:          |                   |                              |                               |                   |
| Residential                          | \$ 69,342         | \$ 19                        | \$ (1,260)                    | \$ 68,101         |
| Commercial                           | 18,142            | 14                           | (305)                         | 17,851            |
| Municipal bonds                      | 168,722           | 3,460                        | (313)                         | 171,869           |
| Collateralized mortgage obligations: |                   |                              |                               |                   |
| Residential                          | 86,167            | 32                           | (1,702)                       | 84,497            |
| Commercial                           | 80,190            | 43                           | (1,100)                       | 79,133            |
| Corporate debt securities            | 81,280            | 125                          | (2,669)                       | 78,736            |
| U.S. Treasury securities             | 41,047            | —                            | (83)                          | 40,964            |
|                                      | <u>\$ 544,890</u> | <u>\$ 3,693</u>              | <u>\$ (7,432)</u>             | <u>\$ 541,151</u> |
| <b>HELD TO MATURITY</b>              |                   |                              |                               |                   |
| Mortgage-backed securities:          |                   |                              |                               |                   |
| Residential                          | \$ 15,500         | \$ 162                       | \$ (22)                       | \$ 15,640         |
| Commercial                           | 11,965            | 134                          | (63)                          | 12,036            |
| Municipal bonds                      | 3,440             | 170                          | —                             | 3,610             |
| Corporate debt securities            | 108               | —                            | —                             | 108               |
|                                      | <u>\$ 31,013</u>  | <u>\$ 466</u>                | <u>\$ (85)</u>                | <u>\$ 31,394</u>  |

Mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMO") represent securities issued by government sponsored enterprises ("GSEs"). Each of the MBS and CMO securities in our investment portfolio are guaranteed by Fannie Mae, Ginnie Mae or Freddie Mac. Municipal bonds are comprised of general obligation bonds (i.e., backed by the general credit of the issuer) and revenue bonds (i.e., backed by either collateral or revenues from the specific project being financed) issued by various municipal corporations. As of December 31, 2016 and 2015, all securities held, including municipal bonds and corporate debt securities, were rated investment grade based upon external ratings where available and, where not available, based upon internal ratings which correspond to ratings as defined by Standard and Poor's Rating Services ("S&P") or Moody's Investors Services ("Moody's"). As of December 31, 2016 and 2015, substantially all securities held had ratings available by external ratings agencies.

Investment securities available for sale and held to maturity that were in an unrealized loss position are presented in the following tables based on the length of time the individual securities have been in an unrealized loss position.

|                                      |    | December 31, 2016       |                   |                         |                  |                         |                   |
|--------------------------------------|----|-------------------------|-------------------|-------------------------|------------------|-------------------------|-------------------|
|                                      |    | Less than 12 months     |                   | 12 months or more       |                  | Total                   |                   |
| (in thousands)                       |    | Gross unrealized losses | Fair value        | Gross unrealized losses | Fair value       | Gross unrealized losses | Fair value        |
| <b>AVAILABLE FOR SALE</b>            |    |                         |                   |                         |                  |                         |                   |
| Mortgage-backed securities:          |    |                         |                   |                         |                  |                         |                   |
| Residential                          | \$ | (3,842)                 | \$ 144,240        | \$ (273)                | \$ 9,907         | \$ (4,115)              | \$ 154,147        |
| Commercial                           |    | (373)                   | 23,798            | —                       | —                | (373)                   | 23,798            |
| Municipal bonds                      |    | (6,813)                 | 283,531           | —                       | —                | (6,813)                 | 283,531           |
| Collateralized mortgage obligations: |    |                         |                   |                         |                  |                         |                   |
| Residential                          |    | (3,052)                 | 175,490           | (761)                   | 11,422           | (3,813)                 | 186,912           |
| Commercial                           |    | (1,005)                 | 60,926            | (130)                   | 5,349            | (1,135)                 | 66,275            |
| Corporate debt securities            |    | (472)                   | 24,447            | (561)                   | 11,677           | (1,033)                 | 36,124            |
| U.S. Treasury securities             |    | (262)                   | 10,620            | —                       | —                | (262)                   | 10,620            |
|                                      | \$ | <u>(15,819)</u>         | <u>\$ 723,052</u> | <u>\$ (1,725)</u>       | <u>\$ 38,355</u> | <u>\$ (17,544)</u>      | <u>\$ 761,407</u> |

|                             |    | At December 31, 2015    |                  |                         |             |                         |                  |
|-----------------------------|----|-------------------------|------------------|-------------------------|-------------|-------------------------|------------------|
|                             |    | Less than 12 months     |                  | 12 months or more       |             | Total                   |                  |
| (in thousands)              |    | Gross unrealized losses | Fair value       | Gross unrealized losses | Fair value  | Gross unrealized losses | Fair value       |
| <b>HELD TO MATURITY</b>     |    |                         |                  |                         |             |                         |                  |
| Mortgage-backed securities: |    |                         |                  |                         |             |                         |                  |
| Residential                 | \$ | (90)                    | \$ 5,481         | \$ —                    | \$ —        | \$ (90)                 | \$ 5,481         |
| Commercial                  |    | (64)                    | 13,156           | —                       | —           | (64)                    | 13,156           |
| Municipal bonds             |    | (459)                   | 11,717           | —                       | —           | (459)                   | 11,717           |
|                             | \$ | <u>(613)</u>            | <u>\$ 30,354</u> | <u>\$ —</u>             | <u>\$ —</u> | <u>\$ (613)</u>         | <u>\$ 30,354</u> |

|                                      |    | At December 31, 2015    |                   |                         |                  |                         |                   |
|--------------------------------------|----|-------------------------|-------------------|-------------------------|------------------|-------------------------|-------------------|
|                                      |    | Less than 12 months     |                   | 12 months or more       |                  | Total                   |                   |
| (in thousands)                       |    | Gross unrealized losses | Fair value        | Gross unrealized losses | Fair value       | Gross unrealized losses | Fair value        |
| <b>AVAILABLE FOR SALE</b>            |    |                         |                   |                         |                  |                         |                   |
| Mortgage-backed securities:          |    |                         |                   |                         |                  |                         |                   |
| Residential                          | \$ | (572)                   | \$ 36,477         | \$ (688)                | \$ 21,119        | \$ (1,260)              | \$ 57,596         |
| Commercial                           |    | (305)                   | 16,072            | —                       | —                | (305)                   | 16,072            |
| Municipal bonds                      |    | (211)                   | 21,302            | (101)                   | 5,839            | (312)                   | 27,141            |
| Collateralized mortgage obligations: |    |                         |                   |                         |                  |                         |                   |
| Residential                          |    | (673)                   | 50,490            | (1,029)                 | 26,028           | (1,702)                 | 76,518            |
| Commercial                           |    | (986)                   | 60,812            | (115)                   | 4,348            | (1,101)                 | 65,160            |
| Corporate debt securities            |    | (1,142)                 | 36,953            | (1,527)                 | 27,405           | (2,669)                 | 64,358            |
| U.S. Treasury securities             |    | (83)                    | 40,964            | —                       | —                | (83)                    | 40,964            |
|                                      | \$ | <u>(3,972)</u>          | <u>\$ 263,070</u> | <u>\$ (3,460)</u>       | <u>\$ 84,739</u> | <u>\$ (7,432)</u>       | <u>\$ 347,809</u> |

|                             |    | At December 31, 2015    |                  |                         |             |                         |                  |
|-----------------------------|----|-------------------------|------------------|-------------------------|-------------|-------------------------|------------------|
|                             |    | Less than 12 months     |                  | 12 months or more       |             | Total                   |                  |
| (in thousands)              |    | Gross unrealized losses | Fair value       | Gross unrealized losses | Fair value  | Gross unrealized losses | Fair value       |
| <b>HELD TO MATURITY</b>     |    |                         |                  |                         |             |                         |                  |
| Mortgage-backed securities: |    |                         |                  |                         |             |                         |                  |
| Residential                 | \$ | (22)                    | \$ 3,738         | \$ —                    | \$ —        | \$ (22)                 | \$ 3,738         |
| Commercial                  |    | (63)                    | 8,749            | —                       | —           | (63)                    | 8,749            |
|                             | \$ | <u>(85)</u>             | <u>\$ 12,487</u> | <u>\$ —</u>             | <u>\$ —</u> | <u>\$ (85)</u>          | <u>\$ 12,487</u> |

The Company has evaluated securities available for sale that are in an unrealized loss position and has determined that the decline in value is temporary and is related to the change in market interest rates since purchase. The decline in value is not related to any issuer- or industry-specific credit event. The Company has not identified any expected credit losses on its debt securities as of December 31, 2016 and 2015. In addition, as of December 31, 2016 and 2015, the Company had not made a

decision to sell any of its debt securities held, nor did the Company consider it more likely than not that it would be required to sell such securities before recovery of their amortized cost basis.

The following tables present the fair value of investment securities available for sale and held to maturity by contractual maturity along with the associated contractual yield for the periods indicated below. Contractual maturities for mortgage-backed securities and collateralized mortgage obligations as presented exclude the effect of expected prepayments. Expected maturities will differ from contractual maturities because borrowers may have the right to prepay obligations before the underlying mortgages mature. The weighted-average yield is computed using the contractual coupon of each security weighted based on the fair value of each security and does not include adjustments to a tax equivalent basis.

|                                      |    | December 31, 2016 |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
|--------------------------------------|----|-------------------|------------------------|-----------------------------------|------------------------|------------------------------------|------------------------|-----------------|------------------------|------------|------------------------|--------------|----|----------------|--------------|
|                                      |    | Within one year   |                        | After one year through five years |                        | After five years through ten years |                        | After ten years |                        | Total      |                        |              |    |                |              |
| (in thousands)                       |    | Fair Value        | Weighted Average Yield | Fair Value                        | Weighted Average Yield | Fair Value                         | Weighted Average Yield | Fair Value      | Weighted Average Yield | Fair Value | Weighted Average Yield |              |    |                |              |
| <b>AVAILABLE FOR SALE</b>            |    |                   |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
| Mortgage-backed securities:          |    |                   |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
| Residential                          | \$ | 1                 | 0.29%                  | \$                                | —                      | —%                                 | \$                     | 2,122           | 1.59%                  | \$         | 174,951                | 2.03%        | \$ | 177,074        | 2.02%        |
| Commercial                           |    | —                 | —                      |                                   | 20,951                 | 2.13                               |                        | 4,585           | 2.06                   |            | —                      | —            |    | 25,536         | 2.11         |
| Municipal bonds                      |    | 3,479             | 3.30                   |                                   | 20,939                 | 2.94                               |                        | 52,043          | 2.55                   |            | 391,212                | 3.08         |    | 467,673        | 3.02         |
| Collateralized mortgage obligations: |    |                   |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
| Residential                          |    | —                 | —                      |                                   | —                      | —                                  |                        | 1,639           | 1.32                   |            | 189,562                | 2.06         |    | 191,201        | 2.06         |
| Commercial                           |    | —                 | —                      |                                   | 10,860                 | 1.84                               |                        | 19,273          | 2.74                   |            | 40,631                 | 1.91         |    | 70,764         | 2.12         |
| Corporate debt securities            |    | —                 | —                      |                                   | 10,516                 | 2.67                               |                        | 21,493          | 3.74                   |            | 19,113                 | 3.54         |    | 51,122         | 3.45         |
| U.S. Treasury securities             |    | 999               | 0.64                   |                                   | —                      | —                                  |                        | 9,621           | 1.76                   |            | —                      | —            |    | 10,620         | 1.66         |
| Total available for sale             | \$ | <u>4,479</u>      | <u>2.70%</u>           | \$                                | <u>63,266</u>          | <u>2.43%</u>                       | \$                     | <u>110,776</u>  | <u>2.69%</u>           | \$         | <u>815,469</u>         | <u>2.57%</u> | \$ | <u>993,990</u> | <u>2.57%</u> |
| <b>HELD TO MATURITY</b>              |    |                   |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
| Mortgage-backed securities:          |    |                   |                        |                                   |                        |                                    |                        |                 |                        |            |                        |              |    |                |              |
| Residential                          | \$ | —                 | —%                     | \$                                | —                      | —%                                 | \$                     | —               | —%                     | \$         | 13,825                 | 3.11%        | \$ | 13,825         | 3.11%        |
| Commercial                           |    | —                 | —                      |                                   | 4,581                  | 2.06                               |                        | 11,728          | 2.71                   |            | —                      | —            |    | 16,309         | 2.53         |
| Municipal bonds                      |    | —                 | —                      |                                   | —                      | —                                  |                        | 6,450           | 2.73                   |            | 12,802                 | 3.31         |    | 19,252         | 3.11         |
| Corporate debt securities            |    | —                 | —                      |                                   | —                      | —                                  |                        | —               | —                      |            | 102                    | 6.00         |    | 102            | 6.00         |
| Total held to maturity               | \$ | <u>—</u>          | <u>—%</u>              | \$                                | <u>4,581</u>           | <u>2.06%</u>                       | \$                     | <u>18,178</u>   | <u>2.72%</u>           | \$         | <u>26,729</u>          | <u>3.22%</u> | \$ | <u>49,488</u>  | <u>2.93%</u> |

At December 31, 2015

| (in thousands)                       | Within one year  |                        | After one year through five years |                        | After five years through ten years |                        | After ten years  |                        | Total            |                        |
|--------------------------------------|------------------|------------------------|-----------------------------------|------------------------|------------------------------------|------------------------|------------------|------------------------|------------------|------------------------|
|                                      | Fair Value       | Weighted Average Yield | Fair Value                        | Weighted Average Yield | Fair Value                         | Weighted Average Yield | Fair Value       | Weighted Average Yield | Fair Value       | Weighted Average Yield |
| <b>AVAILABLE FOR SALE</b>            |                  |                        |                                   |                        |                                    |                        |                  |                        |                  |                        |
| Mortgage-backed securities:          |                  |                        |                                   |                        |                                    |                        |                  |                        |                  |                        |
| Residential                          | \$ —             | —%                     | \$ 4                              | 0.39%                  | \$ 3,176                           | 1.63%                  | \$ 64,921        | 1.88%                  | \$ 68,101        | 1.87%                  |
| Commercial                           | —                | —                      | —                                 | —                      | 17,851                             | 2.20                   | —                | —                      | 17,851           | 2.20                   |
| Municipal bonds                      | 510              | 2.09                   | 8,828                             | 3.33                   | 31,806                             | 3.16                   | 130,725          | 3.99                   | 171,869          | 3.79                   |
| Collateralized mortgage obligations: |                  |                        |                                   |                        |                                    |                        |                  |                        |                  |                        |
| Residential                          | —                | —                      | —                                 | —                      | 153                                | 0.92                   | 84,344           | 1.74                   | 84,497           | 1.74                   |
| Commercial                           | —                | —                      | 5,354                             | 1.87                   | 56,506                             | 2.29                   | 17,273           | 1.87                   | 79,133           | 2.17                   |
| Corporate debt securities            | —                | —                      | 10,413                            | 2.70                   | 38,291                             | 3.20                   | 30,032           | 3.64                   | 78,736           | 3.31                   |
| U.S. Treasury securities             | 39,971           | 0.39                   | 993                               | 0.63                   | —                                  | —                      | —                | —                      | 40,964           | 0.40                   |
| Total available for sale             | <u>\$ 40,481</u> | 0.41%                  | <u>\$ 25,592</u>                  | 2.65%                  | <u>\$147,783</u>                   | 2.69%                  | <u>\$327,295</u> | 2.83%                  | <u>\$541,151</u> | 2.60%                  |
| <b>HELD TO MATURITY</b>              |                  |                        |                                   |                        |                                    |                        |                  |                        |                  |                        |
| Mortgage-backed securities:          |                  |                        |                                   |                        |                                    |                        |                  |                        |                  |                        |
| Residential                          | \$ —             | —%                     | \$ —                              | —%                     | \$ —                               | —%                     | \$ 15,640        | 3.16%                  | \$ 15,640        | 3.16%                  |
| Commercial                           | —                | —                      | —                                 | —                      | 12,036                             | 2.69                   | —                | —                      | 12,036           | 2.69                   |
| Municipal bonds                      | —                | —                      | —                                 | —                      | 2,544                              | 3.69                   | 1,066            | 5.78                   | 3,610            | 4.31                   |
| Corporate debt securities            | —                | —                      | —                                 | —                      | —                                  | —                      | 108              | 6.00                   | 108              | 6.00                   |
| Total held to maturity               | <u>\$ —</u>      | —%                     | <u>\$ —</u>                       | —%                     | <u>\$ 14,580</u>                   | 2.86%                  | <u>\$ 16,814</u> | 3.33%                  | <u>\$ 31,394</u> | 3.11%                  |

Sales of investment securities available for sale were as follows.

| (in thousands) | Years Ended December 31, |            |           |
|----------------|--------------------------|------------|-----------|
|                | 2016                     | 2015       | 2014      |
| Proceeds       | \$ 164,430               | \$ 112,259 | \$ 96,154 |
| Gross gains    | 2,782                    | 2,571      | 2,560     |
| Gross losses   | (243)                    | (165)      | (201)     |



The following table summarizes the carrying value of securities pledged as collateral to secure public deposits, borrowings and other purposes as permitted or required by law.

| (in thousands)   | At December 31,<br>2016 | At December 31,<br>2015 |
|--|-------------------------|-------------------------|
| Federal Home Loan Bank to secure borrowings                      | \$ 103,171              | \$ 101,288              |
| Washington and California State to secure public deposits        | 30,364                  | 22,686                  |
| Securities pledged to secure derivatives in a liability position | 9,359                   | 21,385                  |
| Other securities pledged   | 8,123                   | 5,088                   |
| Total securities pledged as collateral                           | <u>\$ 151,017</u>       | <u>\$ 150,447</u>       |

The Company assesses the creditworthiness of the counterparties that hold the pledged collateral and has determined that these arrangements have little risk. There were no securities pledged under repurchase agreements at December 31, 2016 and 2015.

Tax-exempt interest income on securities available for sale totaling \$6.3 million, \$3.6 million and \$3.4 million for the years ended December 31, 2016, 2015 and 2014, respectively, was recorded in the Company's consolidated statements of operations.

#### NOTE 5—LOANS AND CREDIT QUALITY:

For a detailed discussion of loans and credit quality, including accounting policies and the methodology used to estimate the allowance for credit losses, see Note 1, *Summary of Significant Accounting Policies*.

The Company's portfolio of loans held for investment is divided into two portfolio segments, consumer loans and commercial loans, which are the same segments used to determine the allowance for loan losses. Within each portfolio segment, the Company monitors and assesses credit risk based on the risk characteristics of each of the following loan classes: single family and home equity and other loans within the consumer loan portfolio segment and commercial real estate, multifamily, construction/land development and commercial business loans within the commercial loan portfolio segment.

Loans held for investment consist of the following:

| (in thousands)                   | At December 31,     |                     |
|----------------------------------|---------------------|---------------------|
|                                  | 2016                | 2015                |
| Consumer loans                   |                     |                     |
| Single family <sup>(1)</sup>     | \$ 1,083,822        | \$ 1,203,180        |
| Home equity and other            | 359,874             | 256,373             |
|                                  | <u>1,443,696</u>    | <u>1,459,553</u>    |
| Commercial loans                 |                     |                     |
| Commercial real estate           | 871,563             | 600,703             |
| Multifamily                      | 674,219             | 426,557             |
| Construction/land development    | 636,320             | 583,160             |
| Commercial business              | 223,653             | 154,262             |
|                                  | <u>2,405,755</u>    | <u>1,764,682</u>    |
|                                  | 3,849,451           | 3,224,235           |
| Net deferred loan fees and costs | 3,577               | (2,237)             |
|                                  | <u>3,853,028</u>    | <u>3,221,998</u>    |
| Allowance for loan losses        | (34,001)            | (29,278)            |
|                                  | <u>\$ 3,819,027</u> | <u>\$ 3,192,720</u> |

- (1) Includes \$18.0 million and \$21.5 million at December 31, 2016 and December 31, 2015, respectively, of loans where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

Loans in the amount of \$1.59 billion and \$1.73 billion at December 31, 2016 and 2015, respectively, were pledged to secure borrowings from the FHLB as part of our liquidity management strategy. Additionally, loans totaling \$554.7 million and \$572.0 million at December 31, 2016 and 2015, respectively, were pledged to secure borrowings from the Federal Reserve Bank. The FHLB and Federal Reserve Bank do not have the right to sell or re-pledge these loans.

It is the Company's policy to make loans to officers, directors, and their associates in the ordinary course of business on substantially the same terms as those prevailing at the time for comparable transactions with other persons. The following is a summary of activity during the years ended December 31, 2016 and 2015 with respect to such aggregate loans to these related parties and their associates:

| (in thousands)                         | Years Ended December 31, |                 |
|--|--------------------------|-----------------|
|  | 2016                     | 2015            |
| Beginning balance, January 1           | \$ 4,511                 | \$ 5,500        |
| New loans                              | —                        | 181             |
| Principal repayments and advances, net | (132)                    | (1,170)         |
| Ending balance, December 31            | <u>\$ 4,379</u>          | <u>\$ 4,511</u> |

### Credit Risk Concentrations

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities in the same geographic region, or when they have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions.

Loans held for investment are primarily secured by real estate located in the Pacific Northwest, California and Hawaii. At December 31, 2016, we had concentrations representing 10% or more of the total portfolio by state and property type for the loan classes of single family and commercial real estate within the state of Washington, which represented 13.8% and 14.4% of the total portfolio, respectively. At December 31, 2015 we had concentrations representing 10% or more of the total portfolio by state and property type for the loan classes of single family, commercial real estate and construction/land development within the state of Washington, which represented 18.0% and 14.7% and 11.3% of the total portfolio, respectively. Additionally, we had a concentration representing 10% or more by state and property type for the single family loan class within the state of California, which represented 13.6% of the total portfolio.

### Credit Quality

Management considers the level of allowance for loan losses to be appropriate to cover credit losses inherent within the loans held for investment portfolio as of December 31, 2016. In addition to the allowance for loan losses, the Company maintains a separate allowance for losses related to unfunded loan commitments, and this amount is included in accounts payable and other liabilities on the consolidated statements of financial condition. Collectively, these allowances are referred to as the allowance for credit losses.

For further information on the policies that govern the determination of the allowance for loan losses levels, see Note 1, *Summary of Significant Accounting Policies*.

Activity in the allowance for credit losses was as follows.

| (in thousands)                                      | Years Ended December 31, |                  |                  |
|---|--------------------------|------------------|------------------|
|   | 2016                     | 2015             | 2014             |
| Allowance for credit losses (roll-forward):         |                          |                  |                  |
| Beginning balance                                   | \$ 30,659                | \$ 22,524        | \$ 24,089        |
| Provision (reversal of provision) for credit losses | 4,100                    | 6,100            | (1,000)          |
| Recoveries and (charge-offs), net                   | 505                      | 2,035            | (565)            |
| Ending balance                                      | <u>\$ 35,264</u>         | <u>\$ 30,659</u> | <u>\$ 22,524</u> |
| Components:   |                          |                  |                  |
| Allowance for loan losses                           | \$ 34,001                | \$ 29,278        | \$ 22,021        |
| Allowance for unfunded commitments                  | 1,263                    | 1,381            | 503              |
| Allowance for credit losses                         | <u>\$ 35,264</u>         | <u>\$ 30,659</u> | <u>\$ 22,524</u> |

Activity in the allowance for credit losses by loan portfolio and loan class was as follows.

| (in thousands)                    | Year Ended December 31, 2016 |                   |                 |                         |                  |
|-----------------------------------|------------------------------|-------------------|-----------------|-------------------------|------------------|
|                                   | Beginning balance            | Charge-offs       | Recoveries      | (Reversal of) Provision | Ending balance   |
| Consumer loans                    |                              |                   |                 |                         |                  |
| Single family                     | \$ 8,942                     | \$ (790)          | \$ 90           | \$ (46)                 | \$ 8,196         |
| Home equity and other             | 4,620                        | (839)             | 920             | 1,452                   | 6,153            |
|                                   | <u>13,562</u>                | <u>(1,629)</u>    | <u>1,010</u>    | <u>1,406</u>            | <u>14,349</u>    |
| Commercial loans                  |                              |                   |                 |                         |                  |
| Commercial real estate            | 4,847                        | —                 | —               | 1,833                   | 6,680            |
| Multifamily                       | 1,194                        | —                 | —               | 1,892                   | 3,086            |
| Construction/land development     | 9,271                        | (42)              | 1,143           | (1,819)                 | 8,553            |
| Commercial business               | 1,785                        | (27)              | 50              | 788                     | 2,596            |
|                                   | <u>17,097</u>                | <u>(69)</u>       | <u>1,193</u>    | <u>2,694</u>            | <u>20,915</u>    |
| Total allowance for credit losses | <u>\$ 30,659</u>             | <u>\$ (1,698)</u> | <u>\$ 2,203</u> | <u>\$ 4,100</u>         | <u>\$ 35,264</u> |

| (in thousands)                    | Year Ended December 31, 2015 |                   |                 |                         |                  |
|-----------------------------------|------------------------------|-------------------|-----------------|-------------------------|------------------|
|                                   | Beginning balance            | Charge-offs       | Recoveries      | (Reversal of) Provision | Ending balance   |
| Consumer loans                    |                              |                   |                 |                         |                  |
| Single family                     | \$ 9,447                     | \$ (284)          | \$ 623          | \$ (844)                | \$ 8,942         |
| Home equity and other             | 3,322                        | (601)             | 288             | 1,611                   | 4,620            |
|                                   | <u>12,769</u>                | <u>(885)</u>      | <u>911</u>      | <u>767</u>              | <u>13,562</u>    |
| Commercial loans                  |                              |                   |                 |                         |                  |
| Commercial real estate            | 3,846                        | (16)              | —               | 1,017                   | 4,847            |
| Multifamily                       | 673                          | (149)             | 149             | 521                     | 1,194            |
| Construction/land development     | 3,818                        | —                 | 2,193           | 3,260                   | 9,271            |
| Commercial business               | 1,418                        | (329)             | 161             | 535                     | 1,785            |
|                                   | <u>9,755</u>                 | <u>(494)</u>      | <u>2,503</u>    | <u>5,333</u>            | <u>17,097</u>    |
| Total allowance for credit losses | <u>\$ 22,524</u>             | <u>\$ (1,379)</u> | <u>\$ 3,414</u> | <u>\$ 6,100</u>         | <u>\$ 30,659</u> |

The following table disaggregates our allowance for credit losses and recorded investment in loans by impairment methodology.

| At December 31, 2016                            |   |   |                  |   |   |                       |
|---|---|---|------------------|---|---|-----------------------|
| (in thousands)                                  | Allowance:<br>collectively<br>evaluated for<br>impairment | Allowance:<br>individually<br>evaluated for<br>impairment | Total            | Loans:<br>collectively<br>evaluated for<br>impairment | Loans:<br>individually<br>evaluated for<br>impairment | Total                 |
| <b>Consumer loans</b>                           |   |   |                  |   |   |                       |
| Single family                                   | \$ 7,871  | \$ 325  | \$ 8,196         | \$ 985,219  | \$ 80,676   | \$ 1,065,895          |
| Home equity and other                           | 6,104   | 49  | 6,153            | 358,350   | 1,463   | 359,813               |
|   | <u>13,975</u>   | <u>374</u>  | <u>14,349</u>    | <u>1,343,569</u>                                      | <u>82,139</u>   | <u>1,425,708</u>      |
| <b>Commercial loans</b>                         |   |   |                  |   |   |                       |
| Commercial real estate                          | 6,680   | —   | 6,680            | 869,225   | 2,338   | 871,563               |
| Multifamily                                     | 3,086   | —   | 3,086            | 673,374   | 845   | 674,219               |
| Construction/land development                   | 8,553   | —   | 8,553            | 634,427   | 1,893   | 636,320               |
| Commercial business                             | 2,591   | 5   | 2,596            | 220,360   | 3,293   | 223,653               |
|   | <u>20,910</u>   | <u>5</u>  | <u>20,915</u>    | <u>2,397,386</u>                                      | <u>8,369</u>  | <u>2,405,755</u>      |
| Total loans evaluated for impairment            | <u>34,885</u>   | <u>379</u>  | <u>35,264</u>    | <u>3,740,955</u>                                      | <u>90,508</u>   | <u>3,831,463</u>      |
| Loans held for investment carried at fair value |   |   |                  |   |   | 17,988 <sup>(1)</sup> |
| Total loans held for investment                 | <u>\$ 34,885</u>  | <u>\$ 379</u>   | <u>\$ 35,264</u> | <u>\$ 3,740,955</u>                                   | <u>\$ 90,508</u>                                      | <u>\$ 3,849,451</u>   |

| At December 31, 2015                            |   |   |                  |   |   |                       |
|---|---|---|------------------|---|---|-----------------------|
| (in thousands)                                  | Allowance:<br>collectively<br>evaluated for<br>impairment | Allowance:<br>individually<br>evaluated for<br>impairment | Total            | Loans:<br>collectively<br>evaluated for<br>impairment | Loans:<br>individually<br>evaluated for<br>impairment | Total                 |
| <b>Consumer loans</b>                           |   |   |                  |   |   |                       |
| Single family                                   | \$ 8,723  | \$ 219  | \$ 8,942         | \$ 1,101,891  | \$ 79,745   | \$ 1,181,636          |
| Home equity and other                           | 4,545   | 75  | 4,620            | 254,762   | 1,611   | 256,373               |
|   | <u>13,268</u>   | <u>294</u>  | <u>13,562</u>    | <u>1,356,653</u>                                      | <u>81,356</u>   | <u>1,438,009</u>      |
| <b>Commercial loans</b>                         |   |   |                  |   |   |                       |
| Commercial real estate                          | 4,847   | —   | 4,847            | 597,571   | 3,132   | 600,703               |
| Multifamily                                     | 1,194   | —   | 1,194            | 423,424   | 3,133   | 426,557               |
| Construction/land development                   | 9,271   | —   | 9,271            | 579,446   | 3,714   | 583,160               |
| Commercial business                             | 1,512   | 273   | 1,785            | 151,924   | 2,338   | 154,262               |
|   | <u>16,824</u>   | <u>273</u>  | <u>17,097</u>    | <u>1,752,365</u>                                      | <u>12,317</u>   | <u>1,764,682</u>      |
| Total loans evaluated for impairment            | <u>30,092</u>   | <u>567</u>  | <u>30,659</u>    | <u>3,109,018</u>                                      | <u>93,673</u>   | <u>3,202,691</u>      |
| Loans held for investment carried at fair value |   |   |                  |   |   | 21,544 <sup>(1)</sup> |
| Total loans held for investment                 | <u>\$ 30,092</u>  | <u>\$ 567</u>   | <u>\$ 30,659</u> | <u>\$ 3,109,018</u>                                   | <u>\$ 93,673</u>                                      | <u>\$ 3,224,235</u>   |

(1) Comprised of single family loans where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

## Impaired Loans

The following tables present impaired loans by loan portfolio segment and loan class.

| (in thousands)                      | At December 31, 2016               |   |                   |
|-------------------------------------|------------------------------------|---|-------------------|
|                                     | Recorded investment <sup>(1)</sup> | Unpaid principal balance <sup>(2)</sup> | Related allowance |
| With no related allowance recorded: |                                    |   |                   |
| Consumer loans                      |                                    |   |                   |
| Single family                       | \$ 77,756                          | \$ 80,573                               | \$ —              |
| Home equity and other               | 946                                | 977                                     | —                 |
|                                     | <u>78,702</u>                      | <u>81,550</u>                           | <u>—</u>          |
| Commercial loans                    |                                    |   |                   |
| Commercial real estate              | 2,338                              | 2,846                                   | —                 |
| Multifamily                         | 845                                | 851                                     | —                 |
| Construction/land development       | 1,893                              | 2,819                                   | —                 |
| Commercial business                 | 2,945                              | 4,365                                   | —                 |
|                                     | <u>8,021</u>                       | <u>10,881</u>                           | <u>—</u>          |
|                                     | <u>\$ 86,723</u>                   | <u>\$ 92,431</u>                        | <u>\$ —</u>       |
| With an allowance recorded:         |                                    |   |                   |
| Consumer loans                      |                                    |   |                   |
| Single family                       | \$ 2,920                           | \$ 3,011                                | \$ 325            |
| Home equity and other               | 517                                | 517                                     | 49                |
|                                     | <u>3,437</u>                       | <u>3,528</u>                            | <u>374</u>        |
| Commercial loans                    |                                    |   |                   |
| Commercial business                 | 348                                | 347                                     | 5                 |
|                                     | <u>348</u>                         | <u>347</u>                              | <u>5</u>          |
|                                     | <u>\$ 3,785</u>                    | <u>\$ 3,875</u>                         | <u>\$ 379</u>     |
| Total:                              |                                    |   |                   |
| Consumer loans                      |                                    |   |                   |
| Single family <sup>(3)</sup>        | \$ 80,676                          | \$ 83,584                               | \$ 325            |
| Home equity and other               | 1,463                              | 1,494                                   | 49                |
|                                     | <u>82,139</u>                      | <u>85,078</u>                           | <u>374</u>        |
| Commercial loans                    |                                    |   |                   |
| Commercial real estate              | 2,338                              | 2,846                                   | —                 |
| Multifamily                         | 845                                | 851                                     | —                 |
| Construction/land development       | 1,893                              | 2,819                                   | —                 |
| Commercial business                 | 3,293                              | 4,712                                   | 5                 |
|                                     | <u>8,369</u>                       | <u>11,228</u>                           | <u>5</u>          |
| Total impaired loans                | <u>\$ 90,508</u>                   | <u>\$ 96,306</u>                        | <u>\$ 379</u>     |

(1) Includes partial charge-offs and nonaccrual interest paid and purchase discounts and premiums.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

(3) Includes \$73.1 million in single family performing TDRs.

At December 31, 2015

| (in thousands)                      | Recorded<br>investment <sup>(1)</sup> | Unpaid<br>principal<br>balance <sup>(2)</sup> | Related<br>allowance |
|-------------------------------------|---------------------------------------|---|----------------------|
| With no related allowance recorded: |                                       |   |                      |
| Consumer loans                      |                                       |   |                      |
| Single family                       | \$ 78,240                             | \$ 80,486                                     | \$ —                 |
| Home equity and other               | 955                                   | 1,033   | —                    |
|                                     | <u>79,195</u>                         | <u>81,519</u>                                 | <u>—</u>             |
| Commercial loans                    |                                       |   |                      |
| Commercial real estate              | 3,132                                 | 3,421   | —                    |
| Multifamily                         | 3,133                                 | 3,429   | —                    |
| Construction/land development       | 3,714                                 | 4,214   | —                    |
| Commercial business                 | 1,373                                 | 1,475   | —                    |
|                                     | <u>11,352</u>                         | <u>12,539</u>                                 | <u>—</u>             |
|                                     | <u>\$ 90,547</u>                      | <u>\$ 94,058</u>                              | <u>\$ —</u>          |
| With an allowance recorded:         |                                       |   |                      |
| Consumer loans                      |                                       |   |                      |
| Single family                       | \$ 1,505                              | \$ 1,618                                      | \$ 219               |
| Home equity and other               | 656                                   | 656   | 75                   |
|                                     | <u>2,161</u>                          | <u>2,274</u>                                  | <u>294</u>           |
| Commercial loans                    |                                       |   |                      |
| Commercial business                 | 965                                   | 1,019   | 273                  |
|                                     | <u>965</u>                            | <u>1,019</u>                                  | <u>273</u>           |
|                                     | <u>\$ 3,126</u>                       | <u>\$ 3,293</u>                               | <u>\$ 567</u>        |
| Total:                              |                                       |   |                      |
| Consumer loans                      |                                       |   |                      |
| Single family <sup>(3)</sup>        | \$ 79,745                             | \$ 82,104                                     | \$ 219               |
| Home equity and other               | 1,611                                 | 1,689   | 75                   |
|                                     | <u>81,356</u>                         | <u>83,793</u>                                 | <u>294</u>           |
| Commercial loans                    |                                       |   |                      |
| Commercial real estate              | 3,132                                 | 3,421   | —                    |
| Multifamily                         | 3,133                                 | 3,429   | —                    |
| Construction/land development       | 3,714                                 | 4,214   | —                    |
| Commercial business                 | 2,338                                 | 2,494   | 273                  |
|                                     | <u>12,317</u>                         | <u>13,558</u>                                 | <u>273</u>           |
| Total impaired loans                | <u>\$ 93,673</u>                      | <u>\$ 97,351</u>                              | <u>\$ 567</u>        |

(1) Includes partial charge-offs and nonaccrual interest paid and purchase discounts and premiums.

(2) Unpaid principal balance does not include partial charge-offs, purchase discounts and premiums or nonaccrual interest paid. Related allowance is calculated on net book balances not unpaid principal balances.

(3) Includes \$74.7 million in single family performing TDRs.



The following table provides the average recorded investment in impaired loans by portfolio segment and class.

| (in thousands)                | Years Ended December 31, |                   |
|-------------------------------|--------------------------|-------------------|
|                               | 2016                     | 2015              |
| Consumer loans                |                          |                   |
| Single family                 | \$ 82,745                | \$ 78,824         |
| Home equity and other         | 1,408                    | 1,922             |
|                               | <u>84,153</u>            | <u>80,746</u>     |
| Commercial loans              |                          |                   |
| Commercial real estate        | 3,083                    | 14,416            |
| Multifamily                   | 1,299                    | 4,035             |
| Construction/land development | 2,286                    | 4,535             |
| Commercial business           | 3,591                    | 4,431             |
|                               | <u>10,259</u>            | <u>27,417</u>     |
|                               | <u>\$ 94,412</u>         | <u>\$ 108,163</u> |

### Credit Quality Indicators

Management regularly reviews loans in the portfolio to assess credit quality indicators and to determine appropriate loan classification and grading in accordance with applicable bank regulations. The Company's risk rating methodology assigns risk ratings ranging from 1 to 10, where a higher rating represents higher risk. The Company differentiates its lending portfolios into homogeneous loans and non-homogeneous loans.

The 10 risk rating categories can be generally described by the following groupings for non-homogeneous loans:

*Pass.* We have five pass risk ratings which represent a level of credit quality that ranges from no well-defined deficiency or weakness to some noted weakness, however the risk of default on any loan classified as pass is expected to be remote. The five pass risk ratings are described below:

*Minimal Risk.* A minimal risk loan, risk rated 1-Exceptional, is to a borrower of the highest quality. The borrower has an unquestioned ability to produce consistent profits and service all obligations and can absorb severe market disturbances with little or no difficulty.

*Low Risk.* A low risk loan, risk rated 2-Superior, is similar in characteristics to a minimal risk loan. Balance sheet and operations are slightly more prone to fluctuations within the business cycle; however, debt capacity and debt service coverage remains strong. The borrower will have a strong demonstrated ability to produce profits and absorb market disturbances.

*Modest Risk.* A modest risk loan, risk rated 3-Excellent, is a desirable loan with excellent sources of repayment and no currently identifiable risk associated with collection. The borrower exhibits a very strong capacity to repay the loan in accordance with the repayment agreement. The borrower may be susceptible to economic cycles, but will have cash reserves to weather these cycles.

*Average Risk.* An average risk loan, risk rated 4-Good, is an attractive loan with sound sources of repayment and no material collection or repayment weakness evident. The borrower has an acceptable capacity to pay in accordance with the agreement. The borrower is susceptible to economic cycles and more efficient competition, but should have modest reserves sufficient to survive all but the most severe downturns or major setbacks.

*Acceptable Risk.* An acceptable risk loan, risk rated 5-Acceptable, is a loan with lower than average, but still acceptable credit risk. These borrowers may have higher leverage, less certain but viable repayment sources, have limited financial reserves and may possess weaknesses that can be adequately mitigated through collateral, structural or credit enhancement. The borrower is susceptible to economic cycles and is less resilient to negative market forces or financial events. Reserves may be insufficient to survive a modest downturn.

*Watch.* A watch loan, risk rated 6-Watch, is still pass-rated, but represents the lowest level of acceptable risk due to an emerging risk element or declining performance trend. Watch ratings are expected to be temporary, with issues resolved or manifested to the extent that a higher or lower rating would be appropriate. The borrower should have a plausible plan, with reasonable certainty of success, to correct the problems in a short period of time. Borrowers rated watch are characterized by elements of uncertainty, such as:

- The borrower may be experiencing declining operating trends, strained cash flows or less-than anticipated performance. Cash flow should still be adequate to cover debt service, and the negative trends should be identified as being of a short-term or temporary nature.
- The borrower may have experienced a minor, unexpected covenant violation.
- Companies who may be experiencing tight working capital or have a cash cushion deficiency.
- A loan may also be a watch if financial information is late, there is a documentation deficiency, the borrower has experienced unexpected management turnover, or if they face industry issues that, when combined with performance factors create uncertainty in their future ability to perform.
- Delinquent payments, increasing and material overdraft activity, request for bulge and/or out-of-formula advances may be an indicator of inadequate working capital and may suggest a lower rating.
- Failure of the intended repayment source to materialize as expected, or renewal of a loan (other than cash/marketable security secured or lines of credit) without reduction are possible indicators of a watch or worse risk rating.

*Special Mention.* A special mention loan, risk rated 7-Special Mention, 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 loans or the institutions credit position at some future date. They contain unfavorable characteristics and are generally undesirable. Loans in this category are currently protected but are potentially weak and constitute an undue and unwarranted credit risk, but not to the point of a substandard classification. A special mention loan has potential weaknesses, which if not checked or corrected, weaken the loan or inadequately protect the Company's position at some future date. Such weaknesses include:

- Performance is poor or significantly less than expected. There may be a temporary debt-servicing deficiency or inadequate working capital as evidenced by a cash cushion deficiency, but not to the extent that repayment is compromised. Material violation of financial covenants is common.
- Loans with unresolved material issues that significantly cloud the debt service outlook, even though a debt servicing deficiency does not currently exist.
- Modest underperformance or deviation from plan for real estate loans where absorption of rental/sales units is necessary to properly service the debt as structured. Depth of support for interest carry provided by owner/guarantors may mitigate and provide for improved rating.
- This rating may be assigned when a loan officer is unable to supervise the credit properly, an inadequate loan agreement, an inability to control collateral, failure to obtain proper documentation, or any other deviation from prudent lending practices.
- Unlike a substandard credit, there should be a reasonable expectation that these temporary issues will be corrected within the normal course of business, rather than liquidation of assets, and in a reasonable period of time.

*Substandard.* A substandard loan, risk rated 8-Substandard, is inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the loan. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual loans classified substandard. Loans are classified as substandard when they have unsatisfactory characteristics causing unacceptable levels of risk. A substandard loan normally has one or more well-defined weaknesses that could jeopardize repayment of the loan. The likely need to liquidate assets to correct the problem, rather than repayment from successful operations is the key distinction between special mention and substandard. The following are examples of well-defined weaknesses:

- Cash flow deficiencies or trends are of a magnitude to jeopardize current and future payments with no immediate relief. A loss is not presently expected, however the outlook is sufficiently uncertain to preclude ruling out the possibility.
- The borrower has been unable to adjust to prolonged and unfavorable industry or economic trends.

- Material underperformance or deviation from plan for real estate loans where absorption of rental/sales units is necessary to properly service the debt and risk is not mitigated by willingness and capacity of owner/guarantor to support interest payments.
- Management character or honesty has become suspect. This includes instances where the borrower has become uncooperative.
- Due to unprofitable or unsuccessful business operations, some form of restructuring of the business, including liquidation of assets, has become the primary source of loan repayment. Cash flow has deteriorated, or been diverted, to the point that sale of collateral is now the Company's primary source of repayment (unless this was the original source of repayment). If the collateral is under the Company's control and is cash or other liquid, highly marketable securities and properly margined, then a more appropriate rating might be special mention or watch.
- The borrower is involved in bankruptcy proceedings where collateral liquidation values are expected to fully protect the Company against loss.
- There is material, uncorrectable faulty documentation or materially suspect financial information.

*Doubtful.* Loans classified as doubtful, risk rated 9-Doubtful, have all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work towards strengthening of the loan, classification as a loss (and immediate charge-off) is deferred until more exact status may be determined. Pending factors include proposed merger, acquisition, liquidation procedures, capital injection, and perfection of liens on additional collateral and refinancing plans. In certain circumstances, a doubtful rating will be temporary, while the Company is awaiting an updated collateral valuation. In these cases, once the collateral is valued and appropriate margin applied, the remaining un-collateralized portion will be charged-off. The remaining balance, properly margined, may then be upgraded to substandard, however must remain on non-accrual.

*Loss.* Loans classified as loss, risk rated 10-Loss, are considered un-collectible and of such little value that the continuance as an active Company asset is not warranted. This rating does not mean that the loan has no recovery or salvage value, but rather that the loan should be charged-off now, even though partial or full recovery may be possible in the future.

*Impaired.* Loans are classified as impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due, in accordance with the terms of the original loan agreement, without unreasonable delay. This generally includes all loans classified as nonaccrual and troubled debt restructurings. Impaired loans are risk rated for internal and regulatory rating purposes, but presented separately for clarification.

Homogeneous loans maintain their original risk rating until they are greater than 30 days past due, and risk rating reclassification is based primarily on the past due status of the loan. The risk rating categories can be generally described by the following groupings for commercial and commercial real estate homogeneous loans:

*Watch.* A homogeneous watch loan, risk rated 6, is 30-59 days past due from the required payment date at month-end.

*Special Mention.* A homogeneous special mention loan, risk rated 7, is 60-89 days past due from the required payment date at month-end.

*Substandard.* A homogeneous substandard loan, risk rated 8, is 90-179 days past due from the required payment date at month-end.

*Loss.* A homogeneous loss loan, risk rated 10, is 180 days and more past due from the required payment date. These loans are generally charged-off in the month in which the 180 day time period elapses.

The risk rating categories can be generally described by the following groupings for residential and home equity and other homogeneous loans:

*Watch.* A homogeneous retail watch loan, risk rated 6, is 60-89 days past due from the required payment date at month-end.

*Substandard.* A homogeneous retail substandard loan, risk rated 8, is 90-180 days past due from the required payment date at month-end.

*Loss.* A homogeneous retail loss loan, risk rated 10, becomes past due 180 cumulative days from the contractual due date. These loans are generally charged-off in the month in which the 180 day period elapses.

Residential and home equity loans modified in a troubled debt restructure are not considered homogeneous. The risk rating classification for such loans are based on the non-homogeneous definitions noted above.

The following tables summarize designated loan grades by loan portfolio segment and loan class.

| (in thousands)                | At December 31, 2016        |                   |                  |                  |                     |
|-------------------------------|-----------------------------|-------------------|------------------|------------------|---------------------|
|                               | Pass                        | Watch             | Special mention  | Substandard      | Total               |
| <b>Consumer loans</b>         |                             |                   |                  |                  |                     |
| Single family                 | \$ 1,051,463 <sup>(1)</sup> | \$ 4,348          | \$ 15,172        | \$ 12,839        | \$ 1,083,822        |
| Home equity and other         | 357,191                     | 597               | 514              | 1,572            | 359,874             |
|                               | <u>1,408,654</u>            | <u>4,945</u>      | <u>15,686</u>    | <u>14,411</u>    | <u>1,443,696</u>    |
| <b>Commercial loans</b>       |                             |                   |                  |                  |                     |
| Commercial real estate        | 809,996                     | 52,519            | 7,165            | 1,883            | 871,563             |
| Multifamily                   | 660,234                     | 13,140            | 508              | 337              | 674,219             |
| Construction/land development | 615,675                     | 16,074            | 3,083            | 1,488            | 636,320             |
| Commercial business           | 171,883                     | 42,767            | 3,385            | 5,618            | 223,653             |
|                               | <u>2,257,788</u>            | <u>124,500</u>    | <u>14,141</u>    | <u>9,326</u>     | <u>2,405,755</u>    |
|                               | <u>\$ 3,666,442</u>         | <u>\$ 129,445</u> | <u>\$ 29,827</u> | <u>\$ 23,737</u> | <u>\$ 3,849,451</u> |

| (in thousands)                | At December 31, 2015        |                   |                  |                  |                     |
|-------------------------------|-----------------------------|-------------------|------------------|------------------|---------------------|
|                               | Pass                        | Watch             | Special mention  | Substandard      | Total               |
| <b>Consumer loans</b>         |                             |                   |                  |                  |                     |
| Single family                 | \$ 1,165,990 <sup>(1)</sup> | \$ 7,933          | \$ 16,439        | \$ 12,818        | \$ 1,203,180        |
| Home equity and other         | 253,912                     | 381               | 478              | 1,602            | 256,373             |
|                               | <u>1,419,902</u>            | <u>8,314</u>      | <u>16,917</u>    | <u>14,420</u>    | <u>1,459,553</u>    |
| <b>Commercial loans</b>       |                             |                   |                  |                  |                     |
| Commercial real estate        | 535,903                     | 55,058            | 7,067            | 2,675            | 600,703             |
| Multifamily                   | 403,604                     | 20,738            | 1,657            | 558              | 426,557             |
| Construction/land development | 552,819                     | 25,520            | 4,407            | 414              | 583,160             |
| Commercial business           | 120,969                     | 30,300            | 1,731            | 1,262            | 154,262             |
|                               | <u>1,613,295</u>            | <u>131,616</u>    | <u>14,862</u>    | <u>4,909</u>     | <u>1,764,682</u>    |
|                               | <u>\$ 3,033,197</u>         | <u>\$ 139,930</u> | <u>\$ 31,779</u> | <u>\$ 19,329</u> | <u>\$ 3,224,235</u> |

(1) Includes \$18.0 million and \$21.5 million of loans at December 31, 2016 and 2015, respectively, where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

As of December 31, 2016 and 2015, none of the Company's loans were rated Doubtful or Loss.

## Nonaccrual and Past Due Loans

Loans are placed on nonaccrual status when the full and timely collection of principal and interest is doubtful, generally when the loan becomes 90 days or more past due for principal or interest payment or if part of the principal balance has been charged off. Loans whose repayments are insured by the FHA or guaranteed by the VA are generally maintained on accrual status even if 90 days or more past due.

The following table presents an aging analysis of past due loans by loan portfolio segment and loan class.

|                               |                     | At December 31, 2016 |                          |                  |                             |                     |                                       |  |
|-------------------------------|---------------------|----------------------|--------------------------|------------------|-----------------------------|---------------------|---------------------------------------|--|
| (in thousands)                | 30-59 days past due | 60-89 days past due  | 90 days or more past due | Total past due   | Current                     | Total loans         | 90 days or more past due and accruing |  |
| <b>Consumer loans</b>         |                     |                      |                          |                  |                             |                     |                                       |  |
| Single family                 | \$ 4,310            | \$ 5,459             | \$ 53,563                | \$ 63,332        | \$ 1,020,490 <sup>(1)</sup> | \$ 1,083,822        | \$ 40,846 <sup>(2)</sup>              |  |
| Home equity and other         | 251                 | 442                  | 1,571                    | 2,264            | 357,610                     | 359,874             | —                                     |  |
|                               | <u>4,561</u>        | <u>5,901</u>         | <u>55,134</u>            | <u>65,596</u>    | <u>1,378,100</u>            | <u>1,443,696</u>    | <u>40,846</u>                         |  |
| <b>Commercial loans</b>       |                     |                      |                          |                  |                             |                     |                                       |  |
| Commercial real estate        | 71                  | 205                  | 2,127                    | 2,403            | 869,160                     | 871,563             | —                                     |  |
| Multifamily                   | —                   | —                    | 337                      | 337              | 673,882                     | 674,219             | —                                     |  |
| Construction/land development | —                   | —                    | 1,376                    | 1,376            | 634,944                     | 636,320             | —                                     |  |
| Commercial business           | 202                 | —                    | 2,414                    | 2,616            | 221,037                     | 223,653             | —                                     |  |
|                               | <u>273</u>          | <u>205</u>           | <u>6,254</u>             | <u>6,732</u>     | <u>2,399,023</u>            | <u>2,405,755</u>    | <u>—</u>                              |  |
|                               | <u>\$ 4,834</u>     | <u>\$ 6,106</u>      | <u>\$ 61,388</u>         | <u>\$ 72,328</u> | <u>\$ 3,777,123</u>         | <u>\$ 3,849,451</u> | <u>\$ 40,846</u>                      |  |
|                               |                     | At December 31, 2015 |                          |                  |                             |                     |                                       |  |
| (in thousands)                | 30-59 days past due | 60-89 days past due  | 90 days or more past due | Total past due   | Current                     | Total loans         | 90 days or more past due and accruing |  |
| <b>Consumer loans</b>         |                     |                      |                          |                  |                             |                     |                                       |  |
| Single family                 | \$ 7,098            | \$ 3,537             | \$ 48,714                | \$ 59,349        | \$ 1,143,831 <sup>(1)</sup> | \$ 1,203,180        | \$ 36,595 <sup>(2)</sup>              |  |
| Home equity and other         | 1,095               | 398                  | 1,576                    | 3,069            | 253,304                     | 256,373             | —                                     |  |
|                               | <u>8,193</u>        | <u>3,935</u>         | <u>50,290</u>            | <u>62,418</u>    | <u>1,397,135</u>            | <u>1,459,553</u>    | <u>36,595</u>                         |  |
| <b>Commercial loans</b>       |                     |                      |                          |                  |                             |                     |                                       |  |
| Commercial real estate        | 233                 | —                    | 2,341                    | 2,574            | 598,129                     | 600,703             | —                                     |  |
| Multifamily                   | —                   | —                    | 119                      | 119              | 426,438                     | 426,557             | —                                     |  |
| Construction/land development | 77                  | —                    | 339                      | 416              | 582,744                     | 583,160             | —                                     |  |
| Commercial business           | —                   | —                    | 692                      | 692              | 153,570                     | 154,262             | 17                                    |  |
|                               | <u>310</u>          | <u>—</u>             | <u>3,491</u>             | <u>3,801</u>     | <u>1,760,881</u>            | <u>1,764,682</u>    | <u>17</u>                             |  |
|                               | <u>\$ 8,503</u>     | <u>\$ 3,935</u>      | <u>\$ 53,781</u>         | <u>\$ 66,219</u> | <u>\$ 3,158,016</u>         | <u>\$ 3,224,235</u> | <u>\$ 36,612</u>                      |  |

(1) Includes \$18.0 million and \$21.5 million of loans at December 31, 2016 and 2015 respectively, where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.

(2) FHA-insured and VA-guaranteed single family loans that are 90 days or more past due are maintained on accrual status if they are determined to have little to no risk of loss.

The following tables present performing and nonperforming loan balances by loan portfolio segment and loan class.

| (in thousands)                | At December 31, 2016        |                  |                     |
|-------------------------------|-----------------------------|------------------|---------------------|
|                               | Accrual                     | Nonaccrual       | Total               |
| <b>Consumer loans</b>         |                             |                  |                     |
| Single family                 | \$ 1,071,105 <sup>(1)</sup> | \$ 12,717        | \$ 1,083,822        |
| Home equity and other         | 358,303                     | 1,571            | 359,874             |
|                               | <u>1,429,408</u>            | <u>14,288</u>    | <u>1,443,696</u>    |
| <b>Commercial loans</b>       |                             |                  |                     |
| Commercial real estate        | 869,436                     | 2,127            | 871,563             |
| Multifamily                   | 673,882                     | 337              | 674,219             |
| Construction/land development | 634,944                     | 1,376            | 636,320             |
| Commercial business           | 221,239                     | 2,414            | 223,653             |
|                               | <u>2,399,501</u>            | <u>6,254</u>     | <u>2,405,755</u>    |
|                               | <u>\$ 3,828,909</u>         | <u>\$ 20,542</u> | <u>\$ 3,849,451</u> |

| (in thousands)                | At December 31, 2015        |                  |                     |
|-------------------------------|-----------------------------|------------------|---------------------|
|                               | Accrual                     | Nonaccrual       | Total               |
| <b>Consumer loans</b>         |                             |                  |                     |
| Single family                 | \$ 1,191,061 <sup>(1)</sup> | \$ 12,119        | \$ 1,203,180        |
| Home equity and other         | 254,797                     | 1,576            | 256,373             |
|                               | <u>1,445,858</u>            | <u>13,695</u>    | <u>1,459,553</u>    |
| <b>Commercial loans</b>       |                             |                  |                     |
| Commercial real estate        | 598,362                     | 2,341            | 600,703             |
| Multifamily                   | 426,438                     | 119              | 426,557             |
| Construction/land development | 582,821                     | 339              | 583,160             |
| Commercial business           | 153,588                     | 674              | 154,262             |
|                               | <u>1,761,209</u>            | <u>3,473</u>     | <u>1,764,682</u>    |
|                               | <u>\$ 3,207,067</u>         | <u>\$ 17,168</u> | <u>\$ 3,224,235</u> |

- (1) Includes \$18.0 million and \$21.5 million of loans at December 31, 2016 and 2015, respectively, where a fair value option election was made at the time of origination and, therefore, are carried at fair value with changes recognized in the consolidated statements of operations.



The following tables present information about TDR activity during the periods presented.

|                        |                         | Year Ended December 31, 2016 |                     |                     |
|------------------------|-------------------------|------------------------------|---------------------|---------------------|
| (dollars in thousands) | Concession type         | Number of loan modifications | Recorded investment | Related charge-offs |
| Consumer loans         |                         |                              |                     |                     |
| Single family          |                         |                              |                     |                     |
|                        | Interest rate reduction | 36                           | \$ 7,453            | \$ —                |
|                        | Payment restructure     | 51                           | 10,578              | —                   |
| Home equity and other  |                         |                              |                     |                     |
|                        | Interest rate reduction | 2                            | 113                 | —                   |
|                        | Payment restructure     | 1                            | 192                 | —                   |
| Total consumer         |                         |                              |                     |                     |
|                        | Interest rate reduction | 38                           | 7,566               | —                   |
|                        | Payment restructure     | 52                           | 10,770              | —                   |
|                        |                         | 90                           | 18,336              | —                   |
| Commercial loans       |                         |                              |                     |                     |
| Commercial business    |                         |                              |                     |                     |
|                        | Payment restructure     | 1                            | 51                  | —                   |
| Total commercial       |                         |                              |                     |                     |
|                        |                         | 1                            | 51                  | —                   |
| Total loans            |                         |                              |                     |                     |
|                        | Interest rate reduction | 38                           | 7,566               | —                   |
|                        | Payment restructure     | 53                           | 10,821              | —                   |
|                        |                         | 91                           | \$ 18,387           | \$ —                |

|                        |                         | Year Ended December 31, 2015 |                     |                     |
|------------------------|-------------------------|------------------------------|---------------------|---------------------|
| (dollars in thousands) | Concession type         | Number of loan modifications | Recorded investment | Related charge-offs |
| Consumer loans         |                         |                              |                     |                     |
| Single family          |                         |                              |                     |                     |
|                        | Interest rate reduction | 47                           | \$ 10,167           | \$ —                |
| Home equity and other  |                         |                              |                     |                     |
|                        | Interest rate reduction | 2                            | 130                 | —                   |
| Total consumer         |                         |                              |                     |                     |
|                        | Interest rate reduction | 49                           | 10,297              | —                   |
|                        |                         | 49                           | 10,297              | —                   |
| Commercial loans       |                         |                              |                     |                     |
| Commercial business    |                         |                              |                     |                     |
|                        | Interest rate reduction | 2                            | 482                 | —                   |
| Total commercial       |                         |                              |                     |                     |
|                        |                         | 2                            | 482                 | —                   |
| Total loans            |                         |                              |                     |                     |
|                        | Interest rate reduction | 51                           | 10,779              | —                   |
|                        |                         | 51                           | \$ 10,779           | \$ —                |

|                        |                          | Year Ended December 31, 2014 |                     |                     |
|------------------------|--------------------------|------------------------------|---------------------|---------------------|
| (dollars in thousands) | Concession type          | Number of loan modifications | Recorded investment | Related charge-offs |
| Consumer loans         |                          |                              |                     |                     |
| Single family          |                          |                              |                     |                     |
|                        | Interest rate reduction  | 62                           | \$ 12,012           | \$ —                |
|                        | Payment restructure      | 10                           | 1,991               | —                   |
| Home equity and other  |                          |                              |                     |                     |
|                        | Interest rate reduction  | 3                            | 430                 | —                   |
|                        | Payment restructure      | 1                            | 58                  | —                   |
| Total consumer         |                          |                              |                     |                     |
|                        | Interest rate reduction  | 65                           | 12,442              | —                   |
|                        | Payment restructure      | 11                           | 2,049               | —                   |
|                        |                          | <u>76</u>                    | <u>14,491</u>       | <u>—</u>            |
| Commercial loans       |                          |                              |                     |                     |
| Commercial real estate |                          |                              |                     |                     |
|                        | Interest rate reduction  | 1                            | 1,181               | —                   |
|                        | Payment restructure      | 3                            | 4,248               | —                   |
| Commercial business    |                          |                              |                     |                     |
|                        | Interest rate reduction  | 2                            | 117                 | —                   |
|                        | Payment restructure      | 3                            | 1,270               | —                   |
|                        | Forgiveness of principal | 2                            | 599                 | 554                 |
| Total commercial       |                          |                              |                     |                     |
|                        | Interest rate reduction  | 3                            | 1,298               | —                   |
|                        | Payment restructure      | 6                            | 5,518               | —                   |
|                        | Forgiveness of principal | 2                            | 599                 | 554                 |
|                        |                          | <u>11</u>                    | <u>7,415</u>        | <u>554</u>          |
| Total loans            |                          |                              |                     |                     |
|                        | Interest rate reduction  | 68                           | 13,740              | —                   |
|                        | Payment restructure      | 17                           | 7,567               | —                   |
|                        | Forgiveness of principal | 2                            | 599                 | 554                 |
|                        |                          | <u>87</u>                    | <u>\$ 21,906</u>    | <u>\$ 554</u>       |

The following tables present loans that were modified as TDRs within the previous 12 months and subsequently re-defaulted during the years ended December 31, 2016 and 2015, respectively. A TDR loan is considered re-defaulted when it becomes doubtful that the objectives of the modifications will be met, generally when a consumer loan TDR becomes 60 days or more past due on principal or interest payments or when a commercial loan TDR becomes 90 days or more past due on principal or interest payments.

|                        |  | Years Ended December 31,                       |                     |  |                     |
|------------------------|--|--|---------------------|--|---------------------|
|                        |  | 2016   |                     | 2015   |                     |
| (dollars in thousands) |  | Number of loan relationships that re-defaulted | Recorded investment | Number of loan relationships that re-defaulted | Recorded investment |
| Consumer loans         |  |  |                     |  |                     |
| Single family          |  |  |                     |  |                     |
|                        |  | 19   | \$ 4,464            | 10   | \$ 2,270            |
| Home equity and other  |  |  |                     |  |                     |
|                        |  | 1  | 93                  | 1  | 68                  |
|                        |  | <u>20</u>                                      | <u>\$ 4,557</u>     | <u>11</u>                                      | <u>\$ 2,338</u>     |

**NOTE 6—OTHER REAL ESTATE OWNED:**

Other real estate owned consisted of the following.

| (in thousands)                | At December 31, |                 |
|-------------------------------|-----------------|-----------------|
|                               | 2016            | 2015            |
| Single family                 | \$ 2,133        | \$ 302          |
| Commercial real estate        | 552             | 4,332           |
| Construction/land development | 5,381           | 4,661           |
|                               | 8,066           | 9,295           |
| Valuation allowance           | (2,823)         | (1,764)         |
|                               | <u>\$ 5,243</u> | <u>\$ 7,531</u> |

Activity in other real estate owned was as follows.

| (in thousands)              | Years Ended December 31, |                 |
|-----------------------------|--------------------------|-----------------|
|                             | 2016                     | 2015            |
| Beginning balance           | \$ 7,531                 | \$ 9,448        |
| Additions                   | 5,417                    | 4,448           |
| Loss provisions             | (1,553)                  | (695)           |
| Reductions related to sales | (6,152)                  | (5,670)         |
| Ending balance              | <u>\$ 5,243</u>          | <u>\$ 7,531</u> |

Activity in the valuation allowance for other real estate owned was as follows.

| (in thousands)                   | Years Ended December 31, |                 |                 |
|----------------------------------|--------------------------|-----------------|-----------------|
|                                  | 2016                     | 2015            | 2014            |
| Beginning balance                | \$ 1,764                 | \$ 1,303        | \$ 1,697        |
| Loss provisions                  | 1,553                    | 695             | 69              |
| (Charge-offs), net of recoveries | (222)                    | (234)           | (463)           |
| Ending balance                   | <u>\$ 3,095</u>          | <u>\$ 1,764</u> | <u>\$ 1,303</u> |

The components of the net cost of operation and sale of other real estate owned are as follows.

| (in thousands)   | Years Ended December 31, |               |                 |
|--|--------------------------|---------------|-----------------|
|  | 2016                     | 2015          | 2014            |
| Maintenance costs  | \$ 469                   | \$ 453        | \$ 436          |
| Loss provisions  | 1,332                    | 695           | 69              |
| Net gain on sales  | (37)                     | (447)         | (890)           |
| Net operating income (loss)  | —                        | (41)          | (85)            |
| Net cost (income) from operation and sale of other real estate owned | <u>\$ 1,764</u>          | <u>\$ 660</u> | <u>\$ (470)</u> |

At December 31, 2016, we had concentrations within the state of Washington, primarily in Thurston County, representing 78.2% of the total balance of other real estate owned. At December 31, 2015, we had concentrations within the state of Washington, primarily in Pierce and Thurston County, representing 97.9% of the total balance of other real estate owned.

#### **NOTE 7—PREMISES AND EQUIPMENT, NET:**

Premises and equipment consisted of the following.

| (in thousands)                 | December 31,     |                  |
|--------------------------------|------------------|------------------|
|                                | 2016             | 2015             |
| Furniture and equipment        | \$ 65,089        | \$ 58,856        |
| Leasehold improvements         | 45,075           | 36,602           |
| Land and buildings             | 10,437           | 8,767            |
|                                | <u>120,601</u>   | <u>104,225</u>   |
| Less: accumulated depreciation | (42,965)         | (40,487)         |
|                                | <u>\$ 77,636</u> | <u>\$ 63,738</u> |

Depreciation expense for the years ended December 31, 2016, 2015, and 2014, was \$11.4 million, \$10.9 million, and \$7.4 million, respectively.

**NOTE 8—DEPOSITS:**

Deposit balances, including stated rates, were as follows.

| (in thousands)   | At December 31,     |                     |
|--|---------------------|---------------------|
|  | 2016                | 2015                |
| Noninterest-bearing accounts   | \$ 964,829          | \$ 643,028          |
| NOW accounts, 0.00% to 1.00% at December 31, 2016 and December 31, 2015  | 468,812             | 408,477             |
| Statement savings accounts, due on demand, 0.05% to 1.13% at December 31, 2016 and 0.00% to 1.00% at December 31, 2015 | 301,361             | 292,092             |
| Money market accounts, due on demand, 0.00% to 1.70% at December 31, 2016 and 0.00% to 1.45% at December 31, 2015      | 1,603,141           | 1,155,464           |
| Certificates of deposit, 0.05% to 3.80% at December 31, 2016 and December 31, 2015                                     | 1,091,558           | 732,892             |
|  | <u>\$ 4,429,701</u> | <u>\$ 3,231,953</u> |

There were \$21.8 million and \$11.3 million in public funds included in deposits at December 31, 2016 and 2015, respectively.

Interest expense on deposits was as follows.

| (in thousands)             | Years Ended December 31, |                  |                 |
|----------------------------|--------------------------|------------------|-----------------|
|                            | 2016                     | 2015             | 2014            |
| NOW accounts               | \$ 1,950                 | \$ 1,773         | \$ 1,122        |
| Statement savings accounts | 1,029                    | 1,032            | 929             |
| Money market accounts      | 7,398                    | 4,945            | 4,362           |
| Certificates of deposit    | 8,632                    | 4,051            | 3,018           |
|                            | <u>\$ 19,009</u>         | <u>\$ 11,801</u> | <u>\$ 9,431</u> |

The weighted-average interest rates on certificates of deposit at December 31, 2016, 2015 and 2014 were 0.96%, 0.96% and 0.60% respectively.

Certificates of deposit outstanding mature as follows.

| (in thousands)      | December 31, 2016   |
|---------------------|---------------------|
| Within one year     | \$ 758,132          |
| One to two years    | 271,462             |
| Two to three years  | 34,523              |
| Three to four years | 12,895              |
| Four to five years  | 14,381              |
| Thereafter          | 165                 |
|                     | <u>\$ 1,091,558</u> |

The aggregate amount of time deposits in denominations of \$100 thousand or more at December 31, 2016 and 2015 was \$508.6 million and \$290.1 million, respectively. The aggregate amount of time deposits in denominations of more than \$250 thousand at December 31, 2016 and 2015 was \$87.4 million and \$81.7 million, respectively. There were \$234.4 million and \$120.3 million of brokered deposits at December 31, 2016 and 2015, respectively.

## NOTE 9—FEDERAL HOME LOAN BANK AND OTHER BORROWINGS:

### Federal Home Loan Bank

The Company borrows funds through advances from the FHLB. FHLB advances totaled \$868.4 million and \$1.02 billion as of December 31, 2016, and 2015, respectively.

Weighted-average interest rates on the advances were 0.91%, 0.64%, and 0.41% at December 31, 2016, 2015 and 2014, respectively. The advances may be collateralized by stock in the FHLB, pledged securities, and unencumbered qualifying loans. The Company has an available line of credit with the FHLB equal to 35.0% of assets, subject to collateralization requirements. Based on the amount of qualifying collateral available, borrowing capacity from the FHLB was \$282.8 million as of December 31, 2016. The FHLB is not contractually bound to continue to offer credit to the Company, and the Company's access to credit from this agency for future borrowings may be discontinued at any time.

FHLB advances outstanding by contractual maturities were as follows.

| (in thousands)      | At December 31, 2016 |                                |
|---------------------|----------------------|--------------------------------|
|                     | Advances outstanding | Weighted-average interest rate |
| 2017                | \$ 821,001           | 0.79%                          |
| 2018                | 31,788               | 2.15                           |
| 2019                | 10,000               | 4.27                           |
| 2020                | —                    | —                              |
| 2021 and thereafter | 5,590                | 5.31                           |
|                     | <u>\$ 868,379</u>    | <u>0.91%</u>                   |

The Company, as a member of the FHLB, is required to own shares of FHLB stock. This requirement is based upon the amount of either the eligible collateral or advances outstanding from the FHLB. As of December 31, 2016 and 2015, the Company held \$40.3 million and \$44.3 million, respectively, of FHLB stock. FHLB stock is carried at par value and is restricted to transactions between the FHLB and its member institutions. FHLB stock can only be purchased or redeemed at par value. Both cash and dividends received on FHLB stock are reported in earnings.

Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of ultimate recoverability of par value rather than recognizing temporary declines in value. The determination of whether the decline affects the ultimate recoverability is influenced by criteria such as: (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted; (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB; (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB; and (4) the liquidity position of the FHLB. Based on this evaluation, the Company determined there is no other-than-temporary impairment of the FHLB stock investment as of December 31, 2016, or 2015.

### Federal Reserve Bank of San Francisco

The Company may also borrow on a collateralized basis from the Federal Reserve Bank of San Francisco ("FRBSF"). At December 31, 2016 and 2015, there were no outstanding borrowings from the FRBSF. Based on the amount of qualifying collateral available, borrowing capacity from the FRBSF was \$292.1 million at December 31, 2016. The FRBSF is not contractually bound to offer credit to the Company, and the Company's access to credit from this agency for future borrowings may be discontinued at any time.



## Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

Federal funds transactions involve lending reserve balances on a short-term basis. Securities borrowed or purchased under agreements to resell are collateralized lending transactions utilized to accommodate customer transactions, earn interest rate spreads, and obtain securities for settlement and for collateral. At December 31, 2016 and 2015, we had no balance of federal funds purchased and securities sold under agreements to repurchase.

### **NOTE 10—LONG-TERM DEBT:**

In 2016, the Company closed on \$65.0 million in aggregate principal amount of its 6.50% Senior Notes due 2026 (the “Senior Notes”) at an offering price of 100% plus accrued interest.

The Company raised capital by issuing trust preferred securities during the period from 2005 through 2007, resulting in a debt balance of \$61.9 million that remains outstanding at December 31, 2016. In connection with the issuance of trust preferred securities, HomeStreet, Inc. issued to HomeStreet Statutory Trust Junior Subordinated Deferrable Interest Debentures. The sole assets of the HomeStreet Statutory Trust are the Subordinated Debt Securities I, II, III, and IV.

The Subordinated Debt Securities are as follows:

| (in thousands)             | HomeStreet Statutory  |                       |                       |                       |
|----------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                            | I                     | II                    | III                   | IV                    |
| Date issued                | June 2005             | September 2005        | February 2006         | March 2007            |
| Amount                     | \$5,155               | \$20,619              | \$20,619              | \$15,464              |
| Interest rate              | 3 MO LIBOR +<br>1.70% | 3 MO LIBOR +<br>1.50% | 3 MO LIBOR +<br>1.37% | 3 MO LIBOR +<br>1.68% |
| Maturity date              | June 2035             | December 2035         | March 2036            | June 2037             |
| Call option <sup>(1)</sup> | 5 years               | 5 years               | 5 years               | 5 years               |

(1) Call options are exercisable at par.

### **NOTE 11—DERIVATIVES AND HEDGING ACTIVITIES:**

To reduce the risk of significant interest rate fluctuations on the value of certain assets and liabilities, such as certain mortgage loans held for sale or MSR, the Company utilizes derivatives, such as forward sale commitments, futures, option contracts, interest rate swaps and swaptions as risk management instruments in its hedging strategy. Derivative transactions are measured in terms of notional amount, which is not recorded in the consolidated statements of financial condition. The notional amount is generally not exchanged and is used as the basis for interest and other contractual payments.

The use of derivatives as interest rate risk management instruments helps minimize significant, unplanned fluctuations in earnings, fair value of assets and liabilities, and cash flows caused by interest rate volatility. This approach involves mitigating the repricing characteristics of certain assets or liabilities so that changes in interest rates do not have a significant adverse effect on net interest margin and cash flows. As a result of interest rate fluctuations, hedged assets and liabilities will gain or lose market value. In a fair value hedging strategy, the effect of this gain or loss will generally be offset by the gain or loss on the derivatives linked to hedged assets or liabilities. In a cash flow hedging strategy, management manages the variability of cash payments due to interest rate fluctuations by the effective use of derivatives linked to hedged assets and liabilities. We held no derivatives designated as a fair value, cash flow or foreign currency hedge instrument at December 31, 2016 or 2015. Derivatives are reported at their respective fair values in the other assets or accounts payable and other liabilities line items on the consolidated statements of financial condition, with changes in fair value reflected in current period earnings.

As permitted under U.S. GAAP, the Company nets derivative assets and liabilities when a legally enforceable master netting agreement exists between the Company and the derivative counterparty, which are documented under industry standard master agreements and credit support annexes. The Company's master netting agreements provide that following an uncured payment default or other event of default the non-defaulting party may promptly terminate all transactions between the parties and determine a net amount due to be paid to, or by, the defaulting party. An event of default may also occur under a credit support annex if a party fails to make a collateral delivery (which remains uncured following applicable notice and grace periods). The Company's right of offset requires that master netting agreements are legally enforceable and that the exercise of rights by the

non-defaulting party under these agreements will not be stayed, or avoided under applicable law upon an event of default including bankruptcy, insolvency or similar proceeding.

The collateral used under the Company's master netting agreements is typically cash, but securities may be used under agreements with certain counterparties. Receivables related to cash collateral that has been paid to counterparties is included in other assets on the Company's consolidated statements of financial condition. Any securities pledged to counterparties as collateral remain on the consolidated statement of financial condition. Refer to Note 4, *Investment Securities* for further information on securities collateral pledged. At December 31, 2016 and 2015, the Company did not hold any collateral received from counterparties under derivative transactions.

The Company's derivative activities are monitored by the asset/liability management committee. The treasury function, which includes asset/liability management, is responsible for hedging strategies developed through analysis of data from financial models and other internal and industry sources. The resulting hedging strategies are incorporated into the overall risk management strategies.

For further information on the policies that govern derivative and hedging activities, see Note 1, *Summary of Significant Accounting Policies*.

The notional amounts and fair values for derivatives consist of the following.

| (in thousands)   | At December 31, 2016 |                        |                   |
|--|----------------------|------------------------|-------------------|
|  | Notional amount      | Fair value derivatives |                   |
|  |                      | Asset                  | Liability         |
| Forward sale commitments   | \$ 3,596,677         | \$ 24,623              | \$ (15,203)       |
| Interest rate swaptions  | 20,000               | 1                      | —                 |
| Interest rate lock and purchase loan commitments                 | 746,102              | 19,586                 | (367)             |
| Interest rate swaps  | 1,689,850            | 15,016                 | (26,829)          |
| Total derivatives before netting                                 | <u>\$ 6,052,629</u>  | <u>59,226</u>          | <u>(42,399)</u>   |
| Netting adjustment/Cash collateral <sup>(1)</sup>                |                      | 10,174                 | 37,836            |
| Carrying value on consolidated statements of financial condition |                      | <u>\$ 69,400</u>       | <u>\$ (4,563)</u> |

| (in thousands)   | At December 31, 2015 |                        |                 |
|--|----------------------|------------------------|-----------------|
|  | Notional amount      | Fair value derivatives |                 |
|  |                      | Asset                  | Liability       |
| Forward sale commitments   | \$ 1,069,102         | \$ 1,885               | \$ (1,496)      |
| Interest rate lock and purchase loan commitments                 | 594,360              | 17,719                 | (8)             |
| Interest rate swaps  | 1,109,350            | 8,670                  | (4,007)         |
| Total derivatives before netting                                 | <u>\$ 2,772,812</u>  | <u>28,274</u>          | <u>(5,511)</u>  |
| Netting adjustment/Cash collateral <sup>(1)</sup>                |                      | 8,971                  | 5,411           |
| Carrying value on consolidated statements of financial condition |                      | <u>\$ 37,245</u>       | <u>\$ (100)</u> |

(1) Includes cash collateral of \$48.0 million and \$14.4 million at December 31, 2016 and 2015, respectively, as part of netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security.

The following tables present gross and net information about derivative instruments.

| At December 31, 2016   |                  |  |                |   |            |
|------------------------|------------------|--|----------------|---|------------|
| (in thousands)         | Gross fair value | Netting adjustments/<br>Cash collateral <sup>(1)</sup> | Carrying value | Securities not offset in consolidated balance sheet (disclosure-only netting) | Net amount |
| Derivative assets      | \$ 59,226        | \$ 10,174  | \$ 69,400      | \$ —  | \$ 69,400  |
| Derivative liabilities | \$ (42,399)      | \$ 37,836  | \$ (4,563)     | \$ 1,820  | \$ (2,743) |

| At December 31, 2015   |                  |  |                |   |            |
|------------------------|------------------|--|----------------|---|------------|
| (in thousands)         | Gross fair value | Netting adjustments/<br>Cash collateral <sup>(1)</sup> | Carrying value | Securities not offset in consolidated balance sheet (disclosure-only netting) | Net amount |
| Derivative assets      | \$ 28,274        | \$ 8,971   | \$ 37,245      | \$ —  | \$ 37,245  |
| Derivative liabilities | \$ (5,511)       | \$ 5,411   | \$ (100)       | \$ 5  | \$ (95)    |

(1) Includes cash collateral of \$48.0 million and \$14.4 million at December 31, 2016 and 2015, respectively, as part of netting adjustments which primarily consists of collateral transferred by the Company at the initiation of derivative transactions and held by the counterparty as security.

Free-standing derivatives are used for fair value interest rate risk management purposes and do not qualify for hedge accounting treatment, referred to as economic hedges. Economic hedges are used to hedge against adverse changes in fair value of single family mortgage servicing rights (“single family MSRs”), interest rate lock commitments (“IRLCs”) for single family mortgage loans that the Company intends to sell, and single family mortgage loans held for sale.

Free-standing derivatives used as economic hedges for single family MSRs typically include positions in interest rate futures, options on 10-year treasury contracts, forward sales commitments on mortgage-backed securities, and interest rate swap and swaption contracts. The single family MSRs and the free-standing derivatives are carried at fair value with changes in fair value included in mortgage servicing income.

The free-standing derivatives used as economic hedges for IRLCs and single family mortgage loans held for sale are forward sales commitments on mortgage-backed securities and option contracts. IRLCs, single family mortgage loans held for sale, and the free-standing derivatives (“economic hedges”) are carried at fair value with changes in fair value included in net gain on mortgage loan origination and sale activities.

The following table presents the net gain (loss) recognized on derivatives, including economic hedge derivatives, within the respective line items in the statement of operations for the periods indicated.

| (in thousands)  | Years Ended December 31, |                  |                  |
|---|--------------------------|------------------|------------------|
|   | 2016                     | 2015             | 2014             |
| Recognized in noninterest income:   |                          |                  |                  |
| Net gain (loss) on mortgage loan origination and sale activities <sup>(1)</sup> | \$ 12,443                | \$ 2,080         | \$ (17,258)      |
| Mortgage servicing income (loss) <sup>(2)</sup>                                 | (4,680)                  | 11,709           | 39,727           |
| Other <sup>(3)</sup>  | 735                      | —                | —                |
|   | <u>\$ 8,498</u>          | <u>\$ 13,789</u> | <u>\$ 22,469</u> |

- (1) Comprised of interest rate lock commitments ("IRLCs") and forward contracts used as an economic hedge of IRLCs and single family mortgage loans held for sale.
- (2) Comprised of interest rate swaps, interest rate swaptions and forward contracts used as an economic hedge of single family MSRs.
- (3) Comprised of interest rate swaps, interest rate swaptions and forward contracts used as an economic hedge of fair value option loans held for investment.

#### NOTE 12—MORTGAGE BANKING OPERATIONS:

Loans held for sale consisted of the following.

| (in thousands)                  | At December 31,   |                   |
|---------------------------------|-------------------|-------------------|
|                                 | 2016              | 2015              |
| Single family                   | \$ 656,334        | \$ 632,273        |
| Multifamily DUS <sup>®(1)</sup> | 35,506            | 11,076            |
| Other <sup>(2)</sup>            | 22,719            | 6,814             |
| Total loans held for sale       | <u>\$ 714,559</u> | <u>\$ 650,163</u> |

- (1) Fannie Mae Multifamily Delegated Underwriting and Servicing Program ("DUS"<sup>®</sup>) is a registered trademark of Fannie Mae.
- (2) Includes multifamily loans originated from sources other than DUS.

Loans sold consisted of the following.

| (in thousands)       | Years Ended December 31, |                     |                     |
|----------------------|--------------------------|---------------------|---------------------|
|                      | 2016                     | 2015                | 2014                |
| Single family        | \$ 8,785,412             | \$ 7,038,635        | \$ 3,979,398        |
| Multifamily DUS      | 301,442                  | 204,744             | 141,859             |
| Other <sup>(1)</sup> | 168,211 <sup>(2)</sup>   | 29,313              | —                   |
| Total loans sold     | <u>\$ 9,255,065</u>      | <u>\$ 7,272,692</u> | <u>\$ 4,121,257</u> |

- (1) Includes multifamily loans originated from sources other than DUS.
- (2) Included \$63.2 million in single family loans sold transferred to held for investment.

Gain on mortgage loan origination and sale activities, including the effects of derivative risk management instruments, consisted of the following.

| (in thousands)  | Years Ended December 31, |            |                      |
|---|--------------------------|------------|----------------------|
|   | 2016                     | 2015       | 2014                 |
| Single family:  |                          |            |                      |
| Servicing value and secondary market gains <sup>(1)</sup>   | \$ 260,477               | \$ 205,513 | \$ 109,063           |
| Loan origination and funding fees                           | 29,966                   | 22,221     | 25,572               |
| Total single family   | 290,443                  | 227,734    | 134,635              |
| Multifamily   | 11,397                   | 7,125      | 4,723                |
| Other <sup>(2)</sup>  | 5,473                    | 1,529      | 4,764 <sup>(3)</sup> |
| Total gain on mortgage loan origination and sale activities | \$ 307,313               | \$ 236,388 | \$ 144,122           |

- (1) Comprised of gains and losses on interest rate lock and purchase loan commitments (which considers the value of servicing), single family loans held for sale, forward sale commitments used to economically hedge secondary market activities, and changes in the Company's repurchase liability for loans that have been sold.
- (2) Includes multifamily loans originated from sources other than DUS.
- (3) Includes \$4.6 million in pre-tax gain during 2014 from the sale of loans that were originally held for investment.

The Company's portfolio of loans serviced for others is primarily comprised of loans held in U.S. government and agency MBS issued by Fannie Mae, Freddie Mac and Ginnie Mae. Loans serviced for others are not included in the consolidated statements of financial condition as they are not assets of the Company.

The composition of loans serviced for others is presented below at the unpaid principal balance.

| (in thousands)                  | At December 31, |               |
|---------------------------------|-----------------|---------------|
|                                 | 2016            | 2015          |
| Single family                   |                 |               |
| U.S. government and agency      | \$ 18,931,835   | \$ 14,628,596 |
| Other                           | 556,621         | 719,215       |
|                                 | 19,488,456      | 15,347,811    |
| Commercial                      |                 |               |
| Multifamily DUS                 | 1,108,040       | 924,367       |
| Other                           | 69,323          | 79,513        |
|                                 | 1,177,363       | 1,003,880     |
| Total loans serviced for others | \$ 20,665,819   | \$ 16,351,691 |

The Company has made representations and warranties that the loans sold meet certain requirements. The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, appraisal errors, early payment defaults and fraud. For further information on the Company's mortgage repurchase liability, see Note 13, *Commitments, Guarantees and Contingencies*.

The following is a summary of changes in the Company's liability for estimated mortgage repurchase losses.

| (in thousands)                               | Years Ended December 31, |          |
|--|--------------------------|----------|
|  | 2016                     | 2015     |
| Balance, beginning of period                 | \$ 2,922                 | \$ 1,956 |
| Additions, net of adjustments <sup>(1)</sup> | 1,542                    | 2,764    |
| Realized losses <sup>(2)</sup>               | (1,082)                  | (1,798)  |
| Balance, end of period                       | \$ 3,382                 | \$ 2,922 |

- (1) Includes additions for new loan sales and changes in estimated probable future repurchase losses on previously sold loans.

- (2) Includes principal losses and accrued interest on repurchased loans, “make-whole” settlements, settlements with claimants and certain related expense.

The Company has agreements with investors to advance scheduled principal and interest amounts on delinquent loans. Advances are also made to fund the foreclosure and collection costs of delinquent loans prior to the recovery of reimbursable amounts from investors or borrowers. Advances of \$7.5 million and \$9.6 million were recorded in other assets as of December 31, 2016 and 2015, respectively.

When the Company has the unilateral right to repurchase Ginnie Mae pool loans it has previously sold (generally loans that are more than 90 days past due), the Company then records the loan on its consolidated statement of financial condition. At December 31, 2016 and 2015, delinquent or defaulted mortgage loans currently in Ginnie Mae pools that the Company has recognized on its consolidated statements of financial condition totaled \$35.8 million and \$29.0 million, respectively, with a corresponding amount recorded within accounts payable and other liabilities on the consolidated statements of financial condition. The recognition of previously sold loans does not impact the accounting for the previously recognized MSR.

Revenue from mortgage servicing, including the effects of derivative risk management instruments, consisted of the following.

| (in thousands)   | Years Ended December 31, |                  |                  |
|--|--------------------------|------------------|------------------|
|  | 2016                     | 2015             | 2014             |
| Servicing income, net:   |                          |                  |                  |
| Servicing fees and other   | \$ 56,535                | \$ 42,197        | \$ 37,818        |
| Changes in fair value of single family MSR due to modeled amortization <sup>(1)</sup>            | (33,305)                 | (34,038)         | (26,112)         |
| Amortization of multifamily MSR  | (2,635)                  | (1,992)          | (1,712)          |
|  | <u>20,595</u>            | <u>6,167</u>     | <u>9,994</u>     |
| Risk management, single family MSR:  |                          |                  |                  |
| Changes in fair value of MSR due to changes in market inputs and/or model updates <sup>(2)</sup> | 20,025                   | 6,555            | (15,629)         |
| Net (loss) gain from derivatives economically hedging MSR  | (4,680)                  | 11,709           | 39,727           |
|  | <u>15,345</u>            | <u>18,264</u>    | <u>24,098</u>    |
| Mortgage servicing income  | <u>\$ 35,940</u>         | <u>\$ 24,431</u> | <u>\$ 34,092</u> |

- (1) Represents changes due to collection/realization of expected cash flows and curtailments.  
(2) Principally reflects changes in market inputs, which include current market interest rates and prepayment model updates, both of which affect future prepayment speed and cash flow projections.

All MSR are initially measured and recorded at fair value at the time loans are sold. Single family MSR are subsequently carried at fair value with changes in fair value reflected in earnings in the periods in which the changes occur, while multifamily MSR are subsequently carried at the lower of amortized cost or fair value.

The fair value of MSR is determined based on the price that would be received to sell the MSR in an orderly transaction between market participants at the measurement date. The Company determines fair value using a valuation model that calculates the net present value of estimated future cash flows. Estimates of future cash flows include contractual servicing fees, ancillary income and costs of servicing, the timing of which are impacted by assumptions, primarily expected prepayment speeds and discount rates, which relate to the underlying performance of the loans.

The initial fair value measurement of MSR is adjusted up or down depending on whether the underlying loan pool interest rate is at a premium, discount or par. Key economic assumptions used in measuring the initial fair value of capitalized single family MSR were as follows.

| (rates per annum) <sup>(1)</sup>                | Years Ended December 31, |        |        |
|---|--------------------------|--------|--------|
|   | 2016                     | 2015   | 2014   |
| Constant prepayment rate ("CPR") <sup>(2)</sup> | 13.93%                   | 14.95% | 13.30% |
| Discount rate <sup>(3)</sup>                    | 10.28%                   | 10.29% | 10.50% |

(1) Weighted average rates for sales during the period for sales of loans with similar characteristics.

(2) Represents the expected lifetime average.

(3) Discount rate is a rate based on market observations.

Key economic assumptions and the sensitivity of the current fair value for single family MSR to immediate adverse changes in those assumptions were as follows.

| (dollars in thousands)                                     | At December 31, 2016 |          |
|--|----------------------|----------|
| Fair value of single family MSR                            | \$                   | 226,113  |
| Expected weighted-average life (in years)                  |                      | 6.34     |
| Constant prepayment rate <sup>(1)</sup>                    |                      | 12.17%   |
| Impact on 25 basis points adverse change in interest rates | \$                   | (15,616) |
| Impact on 50 basis points adverse change in interest rates | \$                   | (32,413) |
| Discount rate  |                      | 10.40%   |
| Impact on fair value of 100 basis points increase          | \$                   | (8,071)  |
| Impact on fair value of 200 basis points increase          | \$                   | (15,593) |

(1) Represents the expected lifetime average.

These sensitivities are hypothetical and subject to key assumptions of the underlying valuation model. As the table above demonstrates, the Company's methodology for estimating the fair value of MSR is highly sensitive to changes in key assumptions. For example, actual prepayment experience may differ and any difference may have a material effect on MSR fair value. Changes in fair value resulting from changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the MSR is calculated without changing any other assumption; in reality, changes in one factor may be associated with changes in another (for example, decreases in market interest rates may provide an incentive to refinance; however, this may also indicate a slowing economy and an increase in the unemployment rate, which reduces the number of borrowers who qualify for refinancing), which may magnify or counteract the sensitivities. Thus, any measurement of MSR fair value is limited by the conditions existing and assumptions made as of a particular point in time. Those assumptions may not be appropriate if they are applied to a different point in time.

The changes in single family MSR measured at fair value are as follows.



| (in thousands)   | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2016                     | 2015       | 2014       |
| Beginning balance  | \$ 156,604               | \$ 112,439 | \$ 153,128 |
| Additions and amortization:  |                          |            |            |
| Originations   | 82,789                   | 70,659     | 43,231     |
| Purchases  | —                        | 989        | 19         |
| Sale of single family MSR  | —                        | —          | (43,248)   |
| Changes due to modeled amortization <sup>(1)</sup>   | (33,305)                 | (34,038)   | (26,112)   |
| Net additions and amortization   | 49,484                   | 37,610     | (26,110)   |
| Changes in fair value of MSR due to changes in market inputs and/or model updates <sup>(2)</sup> | 20,025                   | 6,555      | (14,579)   |
| Ending balance   | \$ 226,113               | \$ 156,604 | \$ 112,439 |

(1) Represents changes due to collection/realization of expected cash flows and curtailments.

(2) Principally reflects changes in market inputs, which include current market interest rates and prepayment model updates, both of which affect future prepayment speed and cash flow projections.

MSRs resulting from the sale of multifamily loans are recorded at fair value and subsequently carried at the lower of amortized cost or fair value. Multifamily MSR are amortized in proportion to, and over, the estimated period the net servicing income will be collected.

The changes in multifamily MSR measured at the lower of amortized cost or fair value were as follows.

| (in thousands)    | Years Ended December 31, |           |           |
|-------------------|--------------------------|-----------|-----------|
|                   | 2016                     | 2015      | 2014      |
| Beginning balance | \$ 14,651                | \$ 10,885 | \$ 9,335  |
| Origination       | 7,731                    | 5,758     | 3,260     |
| Amortization      | (2,635)                  | (1,992)   | (1,710)   |
| Ending balance    | \$ 19,747                | \$ 14,651 | \$ 10,885 |

At December 31, 2016, the expected weighted-average life of the Company's multifamily MSR was 10.11 years. Projected amortization expense for the gross carrying value of multifamily MSR is estimated as follows.

| (in thousands)                    | At December 31, 2016 |
|-----------------------------------|----------------------|
| 2017                              | \$ 2,776             |
| 2018                              | 2,649                |
| 2019                              | 2,538                |
| 2020                              | 2,453                |
| 2021                              | 2,233                |
| 2022 and thereafter               | 7,098                |
| Carrying value of multifamily MSR | \$ 19,747            |

The projected amortization expense of multifamily MSR is an estimate and subject to key assumptions of the underlying valuation model. The amortization expense for future periods was calculated by applying the same quantitative factors, such as actual MSR prepayment experience and discount rates, which were used to determine amortization expense. These factors are inherently subject to significant fluctuations, primarily due to the effect that changes in interest rates may have on expected loan prepayment experience. Accordingly, any projection of MSR amortization in future periods is limited by the conditions that existed at the time the calculations were performed and may not be indicative of actual amortization expense that will be recorded in future periods.

## NOTE 13—COMMITMENTS, GUARANTEES AND CONTINGENCIES:

### Commitments

Commitments to extend credit are agreements to lend to customers in accordance with predetermined contractual provisions. These commitments may be for specific periods or contain termination clauses and may require the payment of a fee by the borrower. The total amount of unused commitments do not necessarily represent future credit exposure or cash requirements in that commitments may expire without being drawn upon.

The Company makes certain unfunded loan commitments as part of its lending activities that have not been recognized in the Company's financial statements. These include commitments to extend credit made as part of the Company's lending activities on loans the Company intends to hold in its loans held for investment portfolio. The aggregate amount of these unrecognized unfunded loan commitments existing at December 31, 2016 and 2015 was \$42.6 million and \$52.9 million, respectively.

In the ordinary course of business, the Company extends secured and unsecured open-end loans to meet the financing needs of its customers. Undistributed construction loan commitments, where the Company has an obligation to advance funds for construction progress payments, were \$603.8 million and \$456.4 million at December 31, 2016 and 2015, respectively. Unused home equity and commercial banking funding lines totaled \$289.3 million and \$216.5 million at December 31, 2016 and 2015, respectively. The Company has recorded an allowance for credit losses on loan commitments, included in accounts payable and other liabilities on the consolidated statements of financial condition, of \$1.3 million and \$1.4 million at December 31, 2016 and 2015, respectively.

The Company is in certain agreements to invest in qualifying small businesses and small enterprises that have not been recognized in the Company's financial statements. At December 31, 2016, we had a \$4.0 million future commitment to invest in these enterprises. We had no similar commitments in 2015.

The Company is obligated under non-cancelable leases for office space. Generally, the office leases also contain five-year renewal and space options. Rental expense under non-cancelable operating leases totaled \$22.7 million, \$20.1 million, and \$15.3 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Minimum rental payments for all non-cancelable leases were as follows.

| (in thousands)         | <u>At December 31, 2016</u> |
|------------------------|-----------------------------|
| 2017                   | \$ 22,276                   |
| 2018                   | 21,517                      |
| 2019                   | 18,490                      |
| 2020                   | 15,851                      |
| 2021                   | 12,801                      |
| 2022 and thereafter    | 53,280                      |
| Total minimum payments | <u>\$ 144,215</u>           |

## Guarantees

In the ordinary course of business, the Company sells loans through the Fannie Mae Multifamily Delegated Underwriting and Servicing Program (“DUS”<sup>®</sup>) that are subject to a credit loss sharing arrangement. The Company services the loans for Fannie Mae and shares in the risk of loss with Fannie Mae under the terms of the DUS contracts. Under the program, the DUS lender is contractually responsible for the first 5% of losses and then shares in the remainder of losses with Fannie Mae with a maximum lender loss of 20% of the original principal balance of each DUS loan. For loans that have been sold through this program, a liability is recorded for this loss sharing arrangement under the accounting guidance for guarantees. As of December 31, 2016 and 2015, the total unpaid principal balance of loans sold under this program was \$1.11 billion and \$924.4 million, respectively. The Company’s reserve liability related to this arrangement totaled \$1.8 million and \$3.0 million at December 31, 2016 and 2015, respectively. There were no actual losses incurred under this arrangement during the years ended December 31, 2016, 2015 and 2014.

## Mortgage repurchase liability

In the ordinary course of business, the Company sells residential mortgage loans to GSEs and other entities. In addition, the Company pools FHA-insured and VA-guaranteed mortgage loans into Ginnie Mae, Fannie Mae and Freddie Mac guaranteed mortgage-backed securities. The Company has made representations and warranties that the loans sold meet certain requirements. The Company may be required to repurchase mortgage loans or indemnify loan purchasers due to defects in the origination process of the loan, such as documentation errors, underwriting errors and judgments, early payment defaults and fraud.

These obligations expose the Company to mark-to-market and credit losses on the repurchased mortgage loans after accounting for any mortgage insurance that we may receive. Generally, the maximum amount of future payments the Company would be required to make for breaches of these representations and warranties would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers plus, in certain circumstances, accrued and unpaid interest on such loans and certain expenses.

The Company does not typically receive repurchase requests from the FHA or VA. As an originator of FHA-insured or VA-guaranteed loans, the Company is responsible for obtaining the insurance with FHA or the guarantee with the VA. If loans are later found not to meet the requirements of FHA or VA, through required internal quality control reviews or through agency audits, the Company may be required to indemnify FHA or VA against losses. The loans remain in Ginnie Mae pools unless and until they are repurchased by the Company. In general, once an FHA or VA loan becomes 90 days past due, the Company repurchases the FHA or VA residential mortgage loan to minimize the cost of interest advances on the loan. If the loan is cured through borrower efforts or through loss mitigation activities, the loan may be resold into a Ginnie Mae pool. The Company's liability for mortgage loan repurchase losses incorporates probable losses associated with such indemnification.

The total unpaid principal balance of loans sold on a servicing-retained basis that were subject to the terms and conditions of these representations and warranties totaled \$19.56 billion and \$15.43 billion as of December 31, 2016 and 2015, respectively. At December 31, 2016 and 2015, the Company had recorded a mortgage repurchase liability for loans sold on a servicing-retained and servicing-released basis, included in accounts payable and other liabilities on the consolidated statements of financial condition, of \$3.4 million and \$2.9 million, respectively.

## Contingencies

In the normal course of business, the Company may have various legal claims and other similar contingent matters outstanding for which a loss may be realized. For these claims, the Company establishes a liability for contingent losses when it is probable that a loss has been incurred and the amount of loss can be reasonably estimated. For claims determined to be reasonably possible but not probable of resulting in a loss, there may be a range of possible losses in excess of the established liability. At December 31, 2016, we reviewed our legal claims and determined that there were no material claims that were considered to be probable or reasonably possible of resulting in a loss. As a result, the Company did not have any material amounts reserved for legal claims as of December 31, 2016.

**NOTE 14—INCOME TAXES:**

Income tax expense (benefit) consisted of following:

| (in thousands)                     | Years Ended December 31, |                  |                  |
|------------------------------------|--------------------------|------------------|------------------|
|                                    | 2016                     | 2015             | 2014             |
| Current (benefit) expense          |                          |                  |                  |
| Federal                            | \$ (1,154)               | \$ (1,469)       | \$ 24,169        |
| State and local                    | 1,595                    | 668              | 321              |
| Deferred expense (benefit)         |                          |                  |                  |
| Federal                            | 27,538                   | 15,301           | (14,363)         |
| State and local                    | 3,058                    | 602              | 116              |
| Tax credit investment amortization | 1,589                    | 486              | 813              |
| Total income tax expense           | <u>\$ 32,626</u>         | <u>\$ 15,588</u> | <u>\$ 11,056</u> |

Income tax expense differed from amounts computed at the federal income tax statutory rate as follows:

| (in thousands)  | Years Ended December 31, |                  |                  |
|---|--------------------------|------------------|------------------|
|   | 2016                     | 2015             | 2014             |
| Income taxes at statutory rate  | \$ 31,772                | \$ 19,917        | \$ 11,660        |
| State income tax expense net of federal tax benefit                         | 2,073                    | 715              | 221              |
| Tax-exempt interest   | (2,177)                  | (1,307)          | (1,265)          |
| Tax credits   | (1,389)                  | (903)            | (717)            |
| Amortization of and pass-through losses from low income housing investments | 1,018                    | 658              | 617              |
| Change in state rate  | 811                      | 722              | 248              |
| Bargain purchase gain   | —                        | (2,704)          | —                |
| Reversal of deferred tax consequences on historical AFS                     | —                        | (1,107)          | —                |
| Other, net  | 518                      | (403)            | 292              |
| Total income tax expense  | <u>\$ 32,626</u>         | <u>\$ 15,588</u> | <u>\$ 11,056</u> |

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and those amounts used for tax return purposes. The tax effect of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities consisted of the following:

| (in thousands)  | At December 31,    |                    |
|---|--------------------|--------------------|
|   | 2016               | 2015               |
| Deferred tax assets:  |                    |                    |
| Provision for loan losses                                   | \$ 18,123          | \$ 15,843          |
| Federal and state net operating loss carryforwards          | 7,073              | 4,979              |
| Other real estate owned                                     | 1,196              | 656                |
| Accrued liabilities   | 4,453              | 3,524              |
| Other investments   | 283                | 319                |
| Leases  | 3,121              | 1,976              |
| Unrealized loss on investment securities available for sale | 5,714              | 1,304              |
| Tax credits   | 1,369              | 1,178              |
| Stock options   | 1,164              | 999                |
| Loan valuation  | 4,547              | 5,752              |
| Other, net  | 2,163              | 2,753              |
|   | <u>49,206</u>      | <u>39,283</u>      |
| Deferred tax liabilities:                                   |                    |                    |
| Mortgage servicing rights                                   | (76,680)           | (48,540)           |
| FHLB dividends  | (522)              | (190)              |
| Deferred loan fees and costs                                | (3,653)            | (2,108)            |
| Premises and equipment                                      | (6,960)            | (5,282)            |
| Other intangibles - core deposit intangible                 | (2,813)            | (2,829)            |
| Other, net  | (107)              | (190)              |
|   | <u>(90,735)</u>    | <u>(59,139)</u>    |
| Net deferred tax liability                                  | <u>\$ (41,529)</u> | <u>\$ (19,856)</u> |

The Company currently has a net deferred tax liability. This net deferred tax liability is included in accounts payable and other liabilities on the consolidated statements of financial condition.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to utilize the existing deferred tax assets. As of December 31, 2016 management determined that sufficient evidence exists to support the future utilization of all of the Company's deferred tax assets.

Utilization of the federal and state net operating loss and tax credit carryforwards may be subject to an annual limitation due to the "change in ownership" provisions of the Internal Revenue Code of 1986, as amended. Specifically, the Company is subject to annual limitations on the amounts of net operating loss and credit carryover that the Company can use from its pre-IPO period, or from the pre-acquisition periods of the companies that it has acquired in prior years. At December 31, 2016 and 2015, the Company has federal net operating loss carryforwards totaling \$16.1 million and \$13.9 million, respectively, which expire between 2029 and 2036. In addition, as of December 31, 2016, the Company has an alternative minimum tax credit of \$1.3 million that may be carried forward indefinitely. The Company also has state net operating loss carryforwards as of December 31, 2016 and 2015 of \$14.0 million and \$1.7 million, respectively that expire between 2017 and 2036.

Retained earnings at December 31, 2016 and 2015 include approximately \$12.7 million in tax basis bad debt reserves for which no income tax liability has been recorded. This represents the balance of bad debt reserves created for tax purposes as of December 31, 1987. These amounts are subject to recapture (i.e., included in taxable income) in certain events, such as in the event HomeStreet Bank ceases to be a bank. In the event of recapture, the Company will incur a federal tax liability on this pre-1988 bad debt reserve balance at the then prevailing corporate tax rate. Such tax liability is estimated to be approximately \$4.4 million as of December 31, 2016.

The Company has recorded unrecognized tax benefits (including potential interest of \$19 thousand) of \$438 thousand as of December 31, 2016 and 2015. The future impact of the unrecognized tax benefit would, if recognized, affect the effective tax rate. We periodically evaluate our exposures associated with our filing positions. During 2016, no changes were made to the uncertain tax positions. Within the next 12 months, the Company expects that all open tax issues associated with its unrecognized tax benefits will be resolved.

A reconciliation of our unrecognized tax benefits, excluding accrued interest and penalties, for the years ended December 31, 2016, 2015 and 2014 is as follows:

| (in thousands)                                | Years Ended December 31, |        |      |
|---|--------------------------|--------|------|
|   | 2016                     | 2015   | 2014 |
| Balance, beginning of year                    | \$ 419                   | \$ —   | \$ — |
| Increases related to prior year tax positions | —                        | 419    | —    |
| Balance, end of year                          | \$ 419                   | \$ 419 | \$ — |

The Company files Federal income tax returns with the Internal Revenue Service and state income tax returns with various state tax authorities. The Company's federal and state income tax returns are open for examination for the tax years 2012 through 2016.

**NOTE 15—401(k) SAVINGS PLAN:**

The Company maintains a 401(k) Savings Plan for the benefit of its employees. Substantially all of the Company's employees are eligible to participate in the HomeStreet, Inc. 401(k) Savings Plan (the "Plan"). The Plan provides for payment of retirement benefits to employees pursuant to the provisions of the plan and in conformity with Section 401(k) of the Internal Revenue Code. Employees may elect to have a portion of their salary contributed to the Plan. New employees are automatically enrolled in the Plan at a 3.0% deferral rate unless they elect otherwise. Participants receive a vested employer matching contribution equal to 100% of the first 3.0% of eligible compensation deferred by the participant and 50% of the next 2.0% of eligible compensation deferred by the participant.

Salaries and related costs for the years ended December 31, 2016, 2015, and 2014, included employer contributions of \$7.7 million, \$6.1 million and \$4.5 million, respectively.

**NOTE 16—SHARE-BASED COMPENSATION PLANS:**

For the years ended December 31, 2016, 2015, and 2014, the Company recognized \$1.8 million, \$1.1 million, and \$1.5 million of compensation cost, respectively, for share-based compensation awards.

2014 Equity Incentive Plan

In May 2014, the shareholders approved the Company's 2014 Equity Incentive Plan (the "2014 EIP"). Under the 2014 EIP, all of the Company's officers, employees, directors and/or consultants are eligible to receive awards. Awards which may be granted under the 2014 EIP include incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, unrestricted stock, performance share awards and performance compensation awards. The maximum amount of HomeStreet, Inc. common stock available for grant under the 2014 EIP is 900,000 shares, which includes shares of common stock that were still available for issuance under the 2010 Plan and the 2011 Plan.

### Nonqualified Stock Options

The Company grants nonqualified options to key senior management personnel. A summary of changes in nonqualified stock options granted for the year ended December 31, 2016 is as follows:

|  | Number           | Weighted<br>Average<br>Exercise Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic Value <sup>(2)</sup><br>(in thousands) |
|--|------------------|---------------------------------------|---|---|
| Options outstanding at December 31, 2015                                   | 540,917          | \$ 11.65                              | 6.2 years   | \$ 5,443  |
| Exercised  | <u>(272,370)</u> | 11.30                                 | 0.0 years   | 2,783   |
| Options outstanding at December 31, 2016                                   | <u>268,547</u>   | 12.00                                 | 5.2 years   | 5,263   |
| Options that are exercisable and expected to be exercisable <sup>(1)</sup> | <u>268,547</u>   | 12.00                                 | 5.2 years   | 5,263   |
| Options exercisable  | 268,547          | \$ 12.00                              | 5.2 years   | \$ 5,263  |

(1) Adjusted for estimated forfeitures.

(2) Intrinsic value is the amount by which fair value of the underlying stock exceeds the exercise price.

Under this plan, 272,370 options have been exercised during the year ended December 31, 2016, resulting in cash received and related income tax benefits totaling \$4.1 million. As of December 31, 2016, there were no unrecognized compensation costs related to stock options. Compensation costs are recognized over the requisite service period, which typically is the vesting period.

As observable market prices are generally not available for estimating the fair value of stock options, an option-pricing model is utilized to estimate fair value. There were no options granted during the years ended December 31, 2016, 2015 and 2014.

### Restricted Shares

The Company grants restricted shares to key senior management personnel and directors. A summary of the status of restricted shares follows.

|  | Number          | Weighted<br>Average<br>Grant Date Fair<br>Value |
|--|-----------------|---|
| Restricted shares outstanding at December 31, 2015 | 159,209         | \$ 18.42  |
| Granted  | 147,747         | 20.16   |
| Cancelled or forfeited                             | (13,159)        | 18.64   |
| Vested   | <u>(37,343)</u> | 18.51   |
| Restricted shares outstanding at December 31, 2016 | <u>256,454</u>  | 19.34   |
| Nonvested at December 31, 2016                     | 256,454         | \$ 19.34  |

At December 31, 2016, there was \$2.7 million of total unrecognized compensation cost related to nonvested restricted shares. Unrecognized compensation cost is generally expected to be recognized over a weighted average period of 1.9 years. Restricted share awards granted to senior management vest based upon the achievement of certain market conditions. One-third vested when the 30-day rolling average share price exceeded 25% of the grant date fair value; one-third vested when the 30-day rolling average share price exceeded 40% of the grant date fair value; and one-third vested when the 30-day rolling average share price exceeded 50% of the grant date fair value. The Company accrues compensation expense based upon an estimate of the awards' expected vesting period. If a market condition is satisfied prior to the end of the estimated vesting period any unrecognized compensation costs associated with the portion of restricted shares that vested earlier than expected are immediately recognized in earnings.

Certain restricted stock awards granted to senior management during 2016 and 2015 contain both service conditions and performance conditions. Restricted stock units ("RSUs") are stock awards with a pro-rata three year vesting, and the fair market value of the awards are determined at the grant date. Performance share units ("PSUs") are stock awards where the number of shares ultimately received by the employee depends on the company's performance against specified targets and



vest over a three-year period. The fair value of each PSU is determined on the grant date, based on the company's stock price, and assumes that performance targets will be achieved. Over the performance period, the number of shares of stock that will be issued is adjusted upward or downward based upon the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final performance metrics to the specified targets. Compensation cost is recognized over the requisite three-year service period on a straight-line basis and adjusted for changes in the probability that the performance targets will be achieved.

#### **NOTE 17—FAIR VALUE MEASUREMENT:**

The term "fair value" is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The Company's approach is to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements.

##### Fair Value Hierarchy

A three-level valuation hierarchy has been established under ASC 820 for disclosure of fair value measurements. The valuation hierarchy is based on the observability of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. The levels are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs for the asset or liability. These inputs reflect the Company's assumptions of what market participants would use in pricing the asset or liability.

The Company's policy regarding transfers between levels of the fair value hierarchy is that all transfers are assumed to occur at the end of the reporting period.

##### Valuation Processes

The Company has various processes and controls in place to ensure that fair value measurements are reasonably estimated. The Finance Committee of the Board provides oversight and approves the Company's Asset/Liability Management Policy ("ALMP"). The Company's ALMP governs, among other things, the application and control of the valuation models used to measure fair value. On a quarterly basis, the Company's Asset/Liability Management Committee ("ALCO") and the Finance Committee of the Board review significant modeling variables used to measure the fair value of the Company's financial instruments, including the significant inputs used in the valuation of single family MSRs. Additionally, ALCO periodically obtains an independent review of the MSR valuation process and procedures, including a review of the model architecture and the valuation assumptions. The Company obtains an MSR valuation from an independent valuation firm monthly to assist with the validation of the fair value estimate and the reasonableness of the assumptions used in measuring fair value.

The Company's real estate valuations are overseen by the Company's appraisal department, which is independent of the Company's lending and credit administration functions. The appraisal department maintains the Company's appraisal policy and recommends changes to the policy subject to approval by the Company's Loan Committee and the Credit Committee of the Board. The Company's appraisals are prepared by independent third-party appraisers and the Company's internal appraisers. Single family appraisals are generally reviewed by the Company's single family loan underwriters. Single family appraisals with unusual, higher risk or complex characteristics, as well as commercial real estate appraisals, are reviewed by the Company's appraisal department.

We obtain pricing from third party service providers for determining the fair value of a substantial portion of our investment securities available for sale. We have processes in place to evaluate such third party pricing services to ensure information obtained and valuation techniques used are appropriate. For fair value measurements obtained from third party services, we monitor and review the results to ensure the values are reasonable and in line with market experience for similar classes of

securities. While the inputs used by the pricing vendor in determining fair value are not provided, and therefore unavailable for our review, we do perform certain procedures to validate the values received, including comparisons to other sources of valuation (if available), comparisons to other independent market data and a variance analysis of prices by Company personnel that are not responsible for the performance of the investment securities.

#### Estimation of Fair Value

Fair value is based on quoted market prices, when available. In cases where a quoted price for an asset or liability is not available, the Company uses valuation models to estimate fair value. These models incorporate inputs such as forward yield curves, loan prepayment assumptions, expected loss assumptions, market volatilities, and pricing spreads utilizing market-based inputs where readily available. The Company believes its valuation methods are appropriate and consistent with those that would be used by other market participants. However, imprecision in estimating unobservable inputs and other factors may result in these fair value measurements not reflecting the amount realized in an actual sale or transfer of the asset or liability in a current market exchange.

The following table summarizes the fair value measurement methodologies, including significant inputs and assumptions, and classification of the Company's assets and liabilities.

| <b>Asset/Liability class</b>  | <b>Valuation methodology, inputs and assumptions</b>  | <b>Classification</b>   |
|---|---|---|
| Cash and cash equivalents   | Carrying value is a reasonable estimate of fair value based on the short-term nature of the instruments.  | Estimated fair value classified as Level 1.   |
| Investment securities   |   |   |
| Investment securities available for sale                                  | <p>Observable market prices of identical or similar securities are used where available.</p> <p>If market prices are not readily available, value is based on discounted cash flows using the following significant inputs:</p> <ul style="list-style-type: none"> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul>   | Level 2 recurring fair value measurement  |
| Investment securities held to maturity                                    | <p>Observable market prices of identical or similar securities are used where available.</p> <p>If market prices are not readily available, value is based on discounted cash flows using the following significant inputs:</p> <ul style="list-style-type: none"> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul>   | <p>Carried at amortized cost.</p> <p>Estimated fair value classified as Level 2.</p>                        |
| Loans held for sale   |   |   |
| Single family loans, excluding loans transferred from held for investment | <p>Fair value is based on observable market data, including:</p> <ul style="list-style-type: none"> <li>• Quoted market prices, where available</li> <li>• Dealer quotes for similar loans</li> <li>• Forward sale commitments</li> </ul> <p>When not derived from observable market inputs, fair value is based on discounted cash flows, which considers the following inputs:</p> <ul style="list-style-type: none"> <li>• Current lending rates for new loans</li> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul> | <p>Level 2 recurring fair value measurement</p> <p>Estimated fair value classified as Level 3.</p>          |
| Loans originated as held for investment and transferred to held for sale  | <p>Fair value is based on discounted cash flows, which considers the following inputs:</p> <ul style="list-style-type: none"> <li>• Current lending rates for new loans</li> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul>   | <p>Carried at lower of amortized cost or fair value.</p> <p>Estimated fair value classified as Level 3.</p> |
| Multifamily loans (DUS) and other   | The sale price is set at the time the loan commitment is made, and as such subsequent changes in market conditions have a very limited effect, if any, on the value of these loans carried on the consolidated statements of financial condition, which are typically sold within 30 days of origination.   | <p>Carried at lower of amortized cost or fair value.</p> <p>Estimated fair value classified as Level 2.</p> |

| Asset/Liability class  | Valuation methodology, inputs and assumptions  | Classification  |
|--|--|---|
| Loans held for investment  |  |   |
| Loans held for investment, excluding collateral dependent loans and loans transferred from held for sale | <p>Fair value is based on discounted cash flows, which considers the following inputs:</p> <ul style="list-style-type: none"> <li>• Current lending rates for new loans</li> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul>  | <p>For the carrying value of loans see Note 1—Summary of Significant Accounting Policies.</p> <p>Estimated fair value classified as Level 3.</p>  |
| Loans held for investment, collateral dependent  | <p>Fair value is based on appraised value of collateral, which considers sales comparison and income approach methodologies. Adjustments are made for various factors, which may include:</p> <ul style="list-style-type: none"> <li>• Adjustments for variations in specific property qualities such as location, physical dissimilarities, market conditions at the time of sale, income producing characteristics and other factors</li> <li>• Adjustments to obtain “upon completion” and “upon stabilization” values (e.g., property hold discounts where the highest and best use would require development of a property over time)</li> <li>• Bulk discounts applied for sales costs, holding costs and profit for tract development and certain other properties</li> </ul> | <p>Carried at lower of amortized cost or fair value of collateral, less the estimated cost to sell.</p> <p>Classified as a Level 3 nonrecurring fair value measurement in periods where carrying value is adjusted to reflect the fair value of collateral.</p> |
| Loans held for investment transferred from loans held for sale   | <p>Fair value is based on discounted cash flows, which considers the following inputs:</p> <ul style="list-style-type: none"> <li>• Current lending rates for new loans</li> <li>• Expected prepayment speeds</li> <li>• Estimated credit losses</li> <li>• Market liquidity adjustments</li> </ul>  | Level 3 recurring fair value measurement  |
| Mortgage servicing rights  |  |   |
| Single family MSR  | For information on how the Company measures the fair value of its single family MSR, including key economic assumptions and the sensitivity of fair value to changes in those assumptions, see Note 12, <i>Mortgage Banking Operations</i> .   | Level 3 recurring fair value measurement  |
| Multifamily MSR and other  | Fair value is based on discounted estimated future servicing fees and other revenue, less estimated costs to service the loans.  | <p>Carried at lower of amortized cost or fair value</p> <p>Estimated fair value classified as Level 3.</p>  |
| Derivatives  |  |   |
| Interest rate swaps<br>Interest rate swaptions<br>Forward sale commitments                               | <p>Fair value is based on quoted prices for identical or similar instruments, when available.</p> <p>When quoted prices are not available, fair value is based on internally developed modeling techniques, which require the use of multiple observable market inputs including:</p> <ul style="list-style-type: none"> <li>• Forward interest rates</li> <li>• Interest rate volatilities</li> </ul>   | Level 2 recurring fair value measurement  |
| Interest rate lock and purchase loan commitments   | <p>The fair value considers several factors including:</p> <ul style="list-style-type: none"> <li>• Fair value of the underlying loan based on quoted prices in the secondary market, when available.</li> <li>• Value of servicing</li> <li>• Fall-out factor</li> </ul>  | Level 3 recurring fair value measurement  |

| <b>Asset/Liability class</b>           | <b>Valuation methodology, inputs and assumptions</b>  | <b>Classification</b>  |
|--|---|--|
| Other real estate owned ("OREO")       | Fair value is based on appraised value of collateral, less the estimated cost to sell. See discussion of "loans held for investment, collateral dependent" above for further information on appraisals. | Carried at lower of amortized cost or fair value of collateral (Level 3), less the estimated cost to sell. |
| Federal Home Loan Bank stock           | Carrying value approximates fair value as FHLB stock can only be purchased or redeemed at par value.  | Carried at par value.<br><br>Estimated fair value classified as Level 2.                                   |
| Deposits                               |   |  |
| Demand deposits                        | Fair value is estimated as the amount payable on demand at the reporting date.  | Carried at historical cost.<br><br>Estimated fair value classified as Level 2.                             |
| Fixed-maturity certificates of deposit | Fair value is estimated using discounted cash flows based on market rates currently offered for deposits of similar remaining time to maturity.   | Carried at historical cost.<br><br>Estimated fair value classified as Level 2.                             |
| Federal Home Loan Bank advances        | Fair value is estimated using discounted cash flows based on rates currently available for advances with similar terms and remaining time to maturity.  | Carried at historical cost.<br><br>Estimated fair value classified as Level 2.                             |
| Long-term debt                         | Fair value is estimated using discounted cash flows based on current lending rates for similar long-term debt instruments with similar terms and remaining time to maturity.                            | Carried at historical cost.<br><br>Estimated fair value classified as Level 2.                             |

The following table presents the levels of the fair value hierarchy for the Company's assets and liabilities measured at fair value on a recurring basis.

| (in thousands)                                   | Fair Value at<br>December 31, 2016 | Level 1     | Level 2             | Level 3           |
|--|------------------------------------|-------------|---------------------|-------------------|
| Assets:  |                                    |             |                     |                   |
| Investment securities available for sale         |                                    |             |                     |                   |
| Mortgage backed securities:                      |                                    |             |                     |                   |
| Residential                                      | \$ 177,074                         | \$ —        | \$ 177,074          | \$ —              |
| Commercial                                       | 25,536                             | —           | 25,536              | —                 |
| Municipal bonds                                  | 467,673                            | —           | 467,673             | —                 |
| Collateralized mortgage obligations:             |                                    |             |                     |                   |
| Residential                                      | 191,201                            | —           | 191,201             | —                 |
| Commercial                                       | 70,764                             | —           | 70,764              | —                 |
| Corporate debt securities                        | 51,122                             | —           | 51,122              | —                 |
| U.S. Treasury securities                         | 10,620                             | —           | 10,620              | —                 |
| Single family mortgage servicing rights          | 226,113                            | —           | —                   | 226,113           |
| Single family loans held for sale                | 656,334                            | —           | 614,524             | 41,810            |
| Single family loans held for investment          | 17,988                             | —           | —                   | 17,988            |
| Derivatives                                      |                                    |             |                     |                   |
| Forward sale commitments                         | 24,623                             | —           | 24,623              | —                 |
| Interest rate swaptions                          | 1                                  | —           | 1                   | —                 |
| Interest rate lock and purchase loan commitments | 19,586                             | —           | —                   | 19,586            |
| Interest rate swaps                              | 15,016                             | —           | 15,016              | —                 |
| Total assets                                     | <u>\$ 1,953,651</u>                | <u>\$ —</u> | <u>\$ 1,648,154</u> | <u>\$ 305,497</u> |
| Liabilities:                                     |                                    |             |                     |                   |
| Derivatives                                      |                                    |             |                     |                   |
| Forward sale commitments                         | \$ 15,203                          | \$ —        | \$ 15,203           | \$ —              |
| Interest rate lock and purchase loan commitments | 367                                | —           | —                   | 367               |
| Interest rate swaps                              | 26,829                             | —           | 26,829              | —                 |
| Total liabilities                                | <u>\$ 42,399</u>                   | <u>\$ —</u> | <u>\$ 42,032</u>    | <u>\$ 367</u>     |

| (in thousands)                                   | Fair Value at<br>December 31, 2015 | Level 1     | Level 2             | Level 3           |
|--|------------------------------------|-------------|---------------------|-------------------|
| Assets:  |                                    |             |                     |                   |
| Investment securities available for sale         |                                    |             |                     |                   |
| Mortgage backed securities:                      |                                    |             |                     |                   |
| Residential                                      | \$ 68,101                          | \$ —        | \$ 68,101           | \$ —              |
| Commercial                                       | 17,851                             | —           | 17,851              | —                 |
| Municipal bonds                                  | 171,869                            | —           | 171,869             | —                 |
| Collateralized mortgage obligations:             |                                    |             |                     |                   |
| Residential                                      | 84,497                             | —           | 84,497              | —                 |
| Commercial                                       | 79,133                             | —           | 79,133              | —                 |
| Corporate debt securities                        | 78,736                             | —           | 78,736              | —                 |
| U.S. Treasury securities                         | 40,964                             | —           | 40,964              | —                 |
| Single family mortgage servicing rights          | 156,604                            | —           | —                   | 156,604           |
| Single family loans held for sale                | 632,273                            | —           | 582,951             | 49,322            |
| Single family loans held for investment          | 21,544                             | —           | —                   | 21,544            |
| Derivatives                                      |                                    |             |                     |                   |
| Forward sale commitments                         | 1,884                              | —           | 1,884               | —                 |
| Interest rate lock and purchase loan commitments | 17,719                             | —           | —                   | 17,719            |
| Interest rate swaps                              | 8,670                              | —           | 8,670               | —                 |
| Total assets                                     | <u>\$ 1,379,845</u>                | <u>\$ —</u> | <u>\$ 1,134,656</u> | <u>\$ 245,189</u> |
| Liabilities:                                     |                                    |             |                     |                   |
| Derivatives                                      |                                    |             |                     |                   |
| Forward sale commitments                         | \$ 1,496                           | \$ —        | \$ 1,496            | \$ —              |
| Interest rate lock and purchase loan commitments | 8                                  | —           | —                   | 8                 |
| Interest rate swaps                              | 4,007                              | —           | 4,007               | —                 |
| Total liabilities                                | <u>\$ 5,511</u>                    | <u>\$ —</u> | <u>\$ 5,503</u>     | <u>\$ 8</u>       |

There were no transfers between levels of the fair value hierarchy during the years ended December 31, 2016 and 2015.

### Level 3 Recurring Fair Value Measurements

The Company's level 3 recurring fair value measurements consist of single family mortgage servicing rights, single family loans held for investment where fair value option was elected, certain single family loans held for sale, and interest rate lock and purchase loan commitments, which are accounted for as derivatives. For information regarding fair value changes and activity for single family MSR during the years ended December 31, 2016 and 2015, see Note 12, *Mortgage Banking Operations*.

The fair value of IRLCs considers several factors including the fair value in the secondary market of the underlying loan resulting from the exercise of the commitment, the expected net future cash flows related to the associated servicing of the loan (referred to as the value of servicing) and the probability that the commitment will not be converted into a funded loan (referred to as a fall-out factor). The fair value of IRLCs on loans held for sale, while based on interest rates observable in the market, is highly dependent on the ultimate closing of the loans. The significance of the fall-out factor to the fair value measurement of an individual IRLC is generally highest at the time that the rate lock is initiated and declines as closing procedures are performed and the underlying loan gets closer to funding. The fall-out factor applied is based on historical experience. The value of servicing is impacted by a variety of factors, including prepayment assumptions, discount rates, delinquency rates, contractually specified servicing fees, servicing costs, and underlying portfolio characteristics. Because these inputs are not observable in market trades, the fall-out factor and value of servicing are considered to be level 3 inputs. The fair value of IRLCs decreases in value upon an increase in the fall-out factor and increases in value upon an increase in the value of servicing. Changes in the fall-out factor and value of servicing do not increase or decrease based on movements in other significant unobservable inputs.

The Company recognizes unrealized gains and losses from the time that an IRLC is initiated until the gain or loss is realized at the time the loan closes, which generally occurs within 30-90 days. For IRLCs that fall out, any unrealized gain or loss is reversed, which generally occurs at the end of the commitment period. The gains and losses recognized on IRLC derivatives



generally correlates to volume of single family interest rate lock commitments made during the reporting period (after adjusting for estimated fallout) while the amount of unrealized gains and losses realized at settlement generally correlates to the volume of single family closed loans during the reporting period.

The Company uses the discounted cash flow model to estimate the fair value of certain loans that have been transferred from held for sale to held for investment and single family loans held for sale when the fair value of the loans is not derived using observable market inputs. The key assumption in the valuation model is the implied spread to benchmark interest rate curve. The implied spread is not directly observable in the market and is derived from third party pricing which is based on market information from comparable loan pools. The fair value estimate of these certain single family loans that have been transferred from held for sale to held for investment and these certain single family loans held for sale is sensitive to changes in the benchmark interest rate which might result in a significantly higher or lower fair value measurement.

The Company transferred certain loans from held for sale to held for investment. These loans were originated as held for sale loans where the Company had elected fair value option. The Company determined these loans to be level 3 recurring assets as the valuation technique included a significant unobservable input. The total amount of held for investment loans where fair value option election was made was \$18.0 million and \$21.5 million at December 31, 2016 and December 31, 2015, respectively.

The following information presents significant Level 3 unobservable inputs used to measure fair value of single family loans held for investment where fair value option was elected.

|  |            | At December 31, 2016 |   |       |       |                  |
|--|------------|----------------------|---|-------|-------|------------------|
| (dollars in thousands)                       | Fair Value | Valuation Technique  | Significant Unobservable Input                  | Low   | High  | Weighted Average |
| Loans held for investment, fair value option | \$ 17,988  | Income approach      | Implied spread to benchmark interest rate curve | 3.62% | 4.97% | 4.49%            |
|  |            | At December 31, 2015 |   |       |       |                  |
| (dollars in thousands)                       | Fair Value | Valuation Technique  | Significant Unobservable Input                  | Low   | High  | Weighted Average |
| Loans held for investment, fair value option | \$ 21,544  | Income approach      | Implied spread to benchmark interest rate curve | 3.26% | 4.35% | 4.01%            |

The following information presents significant Level 3 unobservable inputs used to measure fair value of certain single family loans held for sale where fair value option was elected.

|  |            | At December 31, 2016 |   |         |         |                  |
|--|------------|----------------------|---|---------|---------|------------------|
| (dollars in thousands)                 | Fair Value | Valuation Technique  | Significant Unobservable Input                  | Low     | High    | Weighted Average |
| Loans held for sale, fair value option | \$ 41,810  | Income approach      | Implied spread to benchmark interest rate curve | 3.46%   | 6.14%   | 4.23%            |
|  |            |                      | Market price movement from comparable bond      | (0.49)% | (0.11)% | (0.27)%          |
|  |            | At December 31, 2015 |   |         |         |                  |
| (dollars in thousands)                 | Fair Value | Valuation Technique  | Significant Unobservable Input                  | Low     | High    | Weighted Average |
| Loans held for sale, fair value option | \$ 49,322  | Income approach      | Implied spread to benchmark interest rate curve | 2.68%   | 7.62%   | 3.91%            |
|  |            |                      | Market price movement from comparable bond      | (0.43)% | (0.06)% | (0.27)%          |

The following table presents fair value changes and activity for Level 3 interest rate lock and purchase loan commitments.

| (in thousands)                  | Years Ended December 31, |                  |
|---------------------------------|--------------------------|------------------|
|                                 | 2016                     | 2015             |
| Beginning balance, net          | \$ 17,711                | \$ 11,933        |
| Total realized/unrealized gains | 146,462                  | 149,688          |
| Settlements                     | (144,954)                | (143,910)        |
| Ending balance, net             | <u>\$ 19,219</u>         | <u>\$ 17,711</u> |

The following information presents significant Level 3 unobservable inputs used to measure fair value of interest rate lock and purchase loan commitments.

| (dollars in thousands)                                | At December 31, 2016 |                     |                                |       |        |                  |
|---|----------------------|---------------------|--------------------------------|-------|--------|------------------|
|   | Fair Value           | Valuation Technique | Significant Unobservable Input | Low   | High   | Weighted Average |
| Interest rate lock and purchase loan commitments, net | \$ 19,219            | Income approach     | Fall out factor                | 0.50% | 60.34% | 11.95%           |
|   |                      |                     | Value of servicing             | 0.65% | 2.27%  | 1.08%            |
| (dollars in thousands)                                | At December 31, 2015 |                     |                                |       |        |                  |
|   | Fair Value           | Valuation Technique | Significant Unobservable Input | Low   | High   | Weighted Average |
| Interest rate lock and purchase loan commitments, net | \$ 17,711            | Income approach     | Fall out factor                | 0.60% | 61.16% | 15.80%           |
|   |                      |                     | Value of servicing             | 0.53% | 1.71%  | 0.80%            |

### Nonrecurring Fair Value Measurements

Certain assets held by the Company are not included in the tables above, but are measured at fair value on a nonrecurring basis. These assets include certain loans held for investment and other real estate owned that are carried at the lower of cost or fair value of the underlying collateral, less the estimated cost to sell. The estimated fair values of real estate collateral are generally based on internal evaluations and appraisals of such collateral, which use the market approach and income approach methodologies. All impaired loans are subject to an internal evaluation completed quarterly by management as part of the allowance process.

The fair value of commercial properties are generally based on third-party appraisals that consider recent sales of comparable properties, including their income-generating characteristics, adjusted (generally based on unobservable inputs) to reflect the general assumptions that a market participant would make when analyzing the property for purchase. The Company uses a fair value of collateral technique to apply adjustments to the appraisal value of certain commercial loans held for investment that are collateralized by real estate. During the years ended December 31, 2016 and 2015, the Company recorded no adjustments to the appraisal values of certain commercial loans held for investment that are collateralized by real estate.

The Company uses a fair value of collateral technique to apply adjustments to the stated value of certain commercial loans held for investment that are not collateralized by real estate and to the appraisal value of OREO. During the year ended December 31, 2016, the Company applied a range of stated value adjustments of 7.0% to 63.4% to the stated value of commercial loans held for investment, with a weighted average of 57.5%, and a range of 0.0% to 49.1% to the appraisal value of OREO, with a weighted average of 17.9%. During the year ended December 31, 2015, the Company applied a range of stated value adjustments of 0.0% to 100.0%, with a weighted average of 36.3% to the stated value of commercial loans held for investment. During the year ended December 31, 2015, the Company did not apply any adjustment to the appraisal value of OREO.

Residential properties are generally based on unadjusted third-party appraisals. Factors considered in determining the fair value include geographic sales trends, the value of comparable surrounding properties as well as the condition of the property.

These adjustments include management assumptions that are based on the type of collateral dependent loan and may increase or decrease an appraised value. Management adjustments vary significantly depending on the location, physical characteristics and income producing potential of each individual property. The quality and volume of market information available at the time of the appraisal can vary from period-to-period and cause significant changes to the nature and magnitude of the unobservable inputs used. Given these variations, changes in these unobservable inputs are generally not a reliable indicator for how fair value will increase or decrease from period to period.

The following tables present assets that had changes in their recorded fair value during the years ended December 31, 2016 and 2015 and what we still held at the end of the respective reporting period.

| (in thousands)                           | Year Ended December 31, 2016                   |         |         |           |                      |
|--|--|---------|---------|-----------|----------------------|
|  | Fair Value of Assets Held at December 31, 2016 | Level 1 | Level 2 | Level 3   | Total Gains (Losses) |
| Loans held for investment <sup>(1)</sup> | \$ 4,586                                       | \$ —    | \$ —    | \$ 4,586  | \$ (881)             |
| Other real estate owned <sup>(2)</sup>   | 5,933  | —       | —       | 5,933     | (1,332)              |
| Total                                    | \$ 10,519                                      | \$ —    | \$ —    | \$ 10,519 | \$ (2,213)           |

| (in thousands)                           | Year Ended December 31, 2015                   |         |         |           |                      |
|--|--|---------|---------|-----------|----------------------|
|  | Fair Value of Assets Held at December 31, 2015 | Level 1 | Level 2 | Level 3   | Total Gains (Losses) |
| Loans held for investment <sup>(1)</sup> | \$ 7,492                                       | \$ —    | \$ —    | \$ 7,492  | \$ 127               |
| Other real estate owned <sup>(2)</sup>   | 7,230  | —       | —       | 7,230     | (526)                |
| Total                                    | \$ 14,722                                      | \$ —    | \$ —    | \$ 14,722 | \$ (399)             |

(1) Represents the carrying value of loans for which adjustments are based on the fair value of the collateral.

(2) Represents other real estate owned where an updated fair value of collateral is used to adjust the carrying amount subsequent to the initial classification as other real estate owned.

#### Fair Value of Financial Instruments

The following presents the carrying value, estimated fair value and the levels of the fair value hierarchy for the Company's financial instruments other than assets and liabilities measured at fair value on a recurring basis.

| (in thousands)   | At December 31, 2016 |              |           |              |           |
|--|----------------------|--------------|-----------|--------------|-----------|
|  | Carrying Value       | Fair Value   | Level 1   | Level 2      | Level 3   |
| Assets:  |                      |              |           |              |           |
| Cash and cash equivalents                                  | \$ 53,932            | \$ 53,932    | \$ 53,932 | \$ —         | \$ —      |
| Investment securities held to maturity                     | 49,861               | 49,488       | —         | 49,488       | —         |
| Loans held for investment                                  | 3,801,039            | 3,840,990    | —         | —            | 3,840,990 |
| Loans held for sale - transferred from held for investment | 17,512               | 17,512       | —         | —            | 17,512    |
| Loans held for sale – multifamily and other                | 40,712               | 40,712       | —         | 40,712       | —         |
| Mortgage servicing rights – multifamily                    | 19,747               | 21,610       | —         | —            | 21,610    |
| Federal Home Loan Bank stock                               | 40,347               | 40,347       | —         | 40,347       | —         |
| Liabilities:   |                      |              |           |              |           |
| Deposits   | \$ 4,429,701         | \$ 4,410,213 | \$ —      | \$ 4,410,213 | \$ —      |
| Federal Home Loan Bank advances                            | 868,379              | 870,782      | —         | 870,782      | —         |
| Long-term debt   | 125,147              | 122,357      | —         | 122,357      | —         |

At December 31, 2015

| (in thousands)   | Carrying Value | Fair Value   | Level 1   | Level 2      | Level 3   |
|--|----------------|--------------|-----------|--------------|-----------|
| <b>Assets:</b>   |                |              |           |              |           |
| Cash and cash equivalents                                  | \$ 32,684      | \$ 32,684    | \$ 32,684 | \$ —         | \$ —      |
| Investment securities held to maturity                     | 31,013         | 31,394       | —         | 31,394       | —         |
| Loans held for investment                                  | 3,171,176      | 3,255,740    | —         | —            | 3,255,740 |
| Loans held for sale – transferred from held for investment | 6,814          | 6,814        | —         | —            | 6,814     |
| Loans held for sale – multifamily and other                | 11,076         | 11,076       | —         | 11,076       | —         |
| Mortgage servicing rights – multifamily                    | 14,651         | 16,412       | —         | —            | 16,412    |
| Federal Home Loan Bank stock                               | 44,342         | 44,342       | —         | 44,342       | —         |
| <b>Liabilities:</b>  |                |              |           |              |           |
| Deposits   | \$ 3,231,953   | \$ 3,229,670 | \$ —      | \$ 3,229,670 | \$ —      |
| Federal Home Loan Bank advances                            | 1,018,159      | 1,021,344    | —         | 1,021,344    | —         |
| Long-term debt   | 61,857         | 60,239       | —         | 60,239       | —         |

#### NOTE 18—EARNINGS PER SHARE:

The following table summarizes the calculation of earnings per share.

| (in thousands, except share and per share data)                        | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2016                     | 2015       | 2014       |
| Net income   | \$ 58,151                | \$ 41,319  | \$ 22,259  |
| <b>Weighted average shares:</b>  |                          |            |            |
| Basic weighted-average number of common shares outstanding             | 24,615,990               | 20,818,045 | 14,800,689 |
| Dilutive effect of outstanding common stock equivalents <sup>(1)</sup> | 227,693                  | 241,156    | 160,392    |
| Diluted weighted-average number of common stock outstanding            | 24,843,683               | 21,059,201 | 14,961,081 |
| <b>Earnings per share:</b>   |                          |            |            |
| Basic earnings per share   | \$ 2.36                  | \$ 1.98    | \$ 1.50    |
| Diluted earnings per share   | \$ 2.34                  | \$ 1.96    | \$ 1.49    |
| Dividends per share  | \$ —                     | \$ —       | \$ 0.11    |

- (1) Excluded from the computation of diluted earnings per share (due to their antidilutive effect) for the years ended December 31, 2016, 2015 and 2014 were certain stock options and unvested restricted stock issued to key senior management personnel and directors of the Company. The aggregate number of common stock equivalents related to such options and unvested restricted shares, which could potentially be dilutive in future periods, was zero, zero and 143,400 at December 31, 2016, 2015 and 2014, respectively.

## NOTE 19—BUSINESS SEGMENTS:

The Company's business segments are determined based on the products and services provided, as well as the nature of the related business activities, and they reflect the manner in which financial information is currently evaluated by management. The Company organizes the segments into two lines of business: Commercial and Consumer Banking segment and Mortgage Banking segment.

A description of the Company's business segments and the products and services that they provide is as follows.

**Commercial and Consumer Banking** provides diversified financial products and services to our commercial and consumer customers through bank branches and through ATMs, online, mobile and telephone banking. These products and services include deposit products; residential, consumer, business and agricultural portfolio loans; non-deposit investment products; insurance products and cash management services. We originate construction loans, bridge loans and permanent loans for our portfolio primarily on single family residences, and on office, retail, industrial and multifamily property types. We originate multifamily real estate loans through our Fannie Mae DUS business, whereby loans are sold to or securitized by Fannie Mae, while the Company generally retains the servicing rights. This segment also reflects the results for the management of the Company's portfolio of investment securities.

**Mortgage Banking** originates single family residential mortgage loans for sale in the secondary markets. The majority of our mortgage loans are sold to or securitized by Fannie Mae, Freddie Mac or Ginnie Mae, while we retain the right to service these loans. We have become a rated originator and servicer of jumbo loans, allowing us to sell these loans to other securitizers. Additionally, we purchase loans from WMS Series LLC through a correspondent arrangement with that company. We also sell loans on a servicing-released and servicing-retained basis to securitizers and correspondent lenders. A small percentage of our loans are brokered to other lenders or sold on a servicing-released basis to correspondent lenders. On occasion, we may sell a portion of our MSR portfolio. We reflect the results from the management of loan funding and the interest rate risk associated with the secondary market loan sales and the retained single family mortgage servicing rights within this business segment.

We use various management accounting methodologies to assign certain income statement items to the responsible operating segment, including:

- a funds transfer pricing (“FTP”) system, which allocates interest income credits and funding charges between the segments, assigning to each segment a funding credit for its liabilities, such as deposits, and a charge to fund its assets;
- an allocation of charges for services rendered to the segments by centralized functions, such as corporate overhead, which are generally based on each segment’s consumption patterns; and
- an allocation of the Company's consolidated income taxes which are based on the effective tax rate applied to the segment's pretax income or loss.

The FTP methodology is based on external market factors and aligns the expected weighted-average life of the financial asset or liability to external economic data, such as the U.S. Dollar LIBOR/Swap curve, and provides a consistent basis for determining the cost of funds to be allocated to each operating segment.

Financial highlights by operating segment were as follows.

| (in thousands)                     | Year Ended December 31, 2016 |                                 |                     |
|------------------------------------|------------------------------|---------------------------------|---------------------|
|                                    | Mortgage Banking             | Commercial and Consumer Banking | Total               |
| Condensed income statement:        |                              |                                 |                     |
| Net interest income <sup>(1)</sup> | \$ 26,034                    | \$ 154,015                      | \$ 180,049          |
| Provision for credit losses        | —                            | 4,100                           | 4,100               |
| Noninterest income                 | 323,468                      | 35,682                          | 359,150             |
| Noninterest expense                | 305,937                      | 138,385                         | 444,322             |
| Income before income taxes         | 43,565                       | 47,212                          | 90,777              |
| Income tax expense                 | 16,214                       | 16,412                          | 32,626              |
| Net income                         | <u>\$ 27,351</u>             | <u>\$ 30,800</u>                | <u>\$ 58,151</u>    |
| Total assets                       | <u>\$ 974,248</u>            | <u>\$ 5,269,452</u>             | <u>\$ 6,243,700</u> |
| Year Ended December 31, 2015       |                              |                                 |                     |
| (in thousands)                     | Mortgage Banking             | Commercial and Consumer Banking | Total               |
| Condensed income statement:        |                              |                                 |                     |
| Net interest income <sup>(1)</sup> | \$ 28,318                    | \$ 120,020                      | \$ 148,338          |
| Provision for credit losses        | —                            | 6,100                           | 6,100               |
| Noninterest income                 | 251,870                      | 29,367                          | 281,237             |
| Noninterest expense                | 243,970                      | 122,598                         | 366,568             |
| Income before income taxes         | 36,218                       | 20,689                          | 56,907              |
| Income tax expense                 | 12,916                       | 2,672                           | 15,588              |
| Net income                         | <u>\$ 23,302</u>             | <u>\$ 18,017</u>                | <u>\$ 41,319</u>    |
| Total assets                       | <u>\$ 848,445</u>            | <u>\$ 4,046,050</u>             | <u>\$ 4,894,495</u> |
| Year Ended December 31, 2014       |                              |                                 |                     |
| (in thousands)                     | Mortgage Banking             | Commercial and Consumer Banking | Total               |
| Condensed income statement:        |                              |                                 |                     |
| Net interest income <sup>(1)</sup> | \$ 16,683                    | \$ 81,986                       | \$ 98,669           |
| Provision for credit losses        | —                            | (1,000)                         | (1,000)             |
| Noninterest income                 | 166,991                      | 18,666                          | 185,657             |
| Noninterest expense                | 172,199                      | 79,812                          | 252,011             |
| Income before income taxes         | 11,475                       | 21,840                          | 33,315              |
| Income tax expense                 | 3,964                        | 7,092                           | 11,056              |
| Net income                         | <u>\$ 7,511</u>              | <u>\$ 14,748</u>                | <u>\$ 22,259</u>    |
| Total assets                       | <u>\$ 788,681</u>            | <u>\$ 2,746,409</u>             | <u>\$ 3,535,090</u> |

- (1) Net interest income is the difference between interest earned on assets and the cost of liabilities to fund those assets. Interest earned includes actual interest earned on segment assets and, if the segment has excess liabilities, interest credits for providing funding to the other segment. The cost of liabilities includes interest expense on segment liabilities and, if the segment does not have enough liabilities to fund its assets, a funding charge based on the cost of excess liabilities from another segment.



**NOTE 20—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):**

The following table shows changes in accumulated other comprehensive income (loss) from unrealized gain (loss) on available-for-sale securities, net of tax.

| (in thousands)  | Years Ended December 31, |            |             |
|---|--------------------------|------------|-------------|
|   | 2016                     | 2015       | 2014        |
| Beginning balance   | \$ (2,449)               | \$ 1,546   | \$ (11,994) |
| Other comprehensive (loss) income before reclassifications              | (6,313)                  | (1,325)    | 15,072      |
| Amounts reclassified from accumulated other comprehensive income (loss) | (1,650)                  | (2,670)    | (1,532)     |
| Net current-period other comprehensive (loss) income                    | (7,963)                  | (3,995)    | 13,540      |
| Ending balance  | \$ (10,412)              | \$ (2,449) | \$ 1,546    |

The following table shows the affected line items in the consolidated statements of operations from reclassifications of unrealized gain (loss) on available-for-sale securities from accumulated other comprehensive income (loss).

| Affected Line Item in the Consolidated Statements of Operations | Amount Reclassified from Accumulated Other Comprehensive Income |          |          |
|---|---|----------|----------|
|   | Years Ended December 31,  |          |          |
| (in thousands)  | 2016  | 2015     | 2014     |
| Gain on sale of investment securities available for sale        | \$ 2,539  | \$ 2,406 | \$ 2,358 |
| Income tax expense (benefit)                                    | 889   | (264)    | 826      |
| Total, net of tax   | \$ 1,650  | \$ 2,670 | \$ 1,532 |

**NOTE 21—PARENT COMPANY FINANCIAL STATEMENTS:**

Condensed financial information for HomeStreet, Inc. is as follows.

**Condensed Statements of Financial Condition**

(in thousands)

|   | At December 31,   |                   |
|---|-------------------|-------------------|
|   | 2016              | 2015              |
| Assets:   |                   |                   |
| Cash and cash equivalents                         | \$ 12,260         | \$ 7,777          |
| Other assets                                      | 9,700             | 13,419            |
| Investment in stock of subsidiaries               | 732,135           | 510,756           |
| <b>Total assets</b>                               | <b>\$ 754,095</b> | <b>\$ 531,952</b> |
| Liabilities:                                      |                   |                   |
| Other liabilities                                 | \$ 1,521          | \$ 4,820          |
| Long-term debt                                    | 123,290           | 61,857            |
| <b>Total liabilities</b>                          | <b>124,811</b>    | <b>66,677</b>     |
| Shareholders' Equity:                             |                   |                   |
| Preferred stock, no par value                     | —                 | —                 |
| Common stock, no par value                        | 511               | 511               |
| Additional paid-in capital                        | 336,149           | 222,328           |
| Retained earnings                                 | 303,036           | 244,885           |
| Accumulated other comprehensive loss              | (10,412)          | (2,449)           |
| <b>Total stockholder's equity</b>                 | <b>629,284</b>    | <b>465,275</b>    |
| <b>Total liabilities and stockholder's equity</b> | <b>\$ 754,095</b> | <b>\$ 531,952</b> |

**Condensed Statements of Operations**

(in thousands)

|  | Years Ended December 31, |                  |                  |
|--|--------------------------|------------------|------------------|
|  | 2016                     | 2015             | 2014             |
| Net interest expense   | \$ (2,680)               | \$ (1,036)       | \$ (1,059)       |
| Noninterest income   | 1,622                    | 1,686            | 561              |
| (Loss) income before income tax (benefit) expense and equity in income of subsidiaries | (1,058)                  | 650              | (498)            |
| Dividend from HomeStreet Capital to parent   | 4,697                    | 13,181           | 4,200            |
|  | 3,639                    | 13,831           | 3,702            |
| Noninterest expense  | 7,746                    | 7,239            | 4,664            |
| (Loss) income before income tax (benefit) expense                                      | (4,107)                  | 6,592            | (962)            |
| Income tax (benefit) expense   | (4,656)                  | (561)            | (1,827)          |
| Income from subsidiaries   | 57,602                   | 34,166           | 21,394           |
| <b>Net income</b>  | <b>\$ 58,151</b>         | <b>\$ 41,319</b> | <b>\$ 22,259</b> |
| Other comprehensive (loss) income  | (7,963)                  | (3,995)          | 13,540           |
| <b>Comprehensive income</b>  | <b>\$ 50,188</b>         | <b>\$ 37,324</b> | <b>\$ 35,799</b> |

**Condensed Statements of Cash Flows**

(in thousands)

|  | Years Ended December 31, |          |          |
|--|--------------------------|----------|----------|
|  | 2016                     | 2015     | 2014     |
| Net cash provided by operating activities                    | \$ 990                   | \$ 2,654 | \$ 5,693 |
| Cash flows from investing activities:                        |                          |          |          |
| Net purchases of and proceeds from investment securities     | (5,029)                  | 673      | 1,000    |
| Net payments for investments in and advances to subsidiaries | (116,090)                | (992)    | (732)    |
| Net cash (used in) provided by investing activities          | (121,119)                | (319)    | 268      |
| Cash flows from financing activities:                        |                          |          |          |
| Proceeds from issuance of common stock                       | 2,713                    | 177      | 130      |
| Proceeds from issuance of long-term debt                     | 63,184                   | —        | —        |
| Proceeds from equity raise                                   | 58,713                   | —        | —        |
| Dividends paid   | —                        | (5)      | (1,628)  |
| Proceeds from and repayment of advances from subsidiaries    | 2                        | —        | (3,527)  |
| Net cash provided by (used in) financing activities          | 124,612                  | 172      | (5,025)  |
| Increase in cash and cash equivalents                        | 4,483                    | 2,507    | 936      |
| Cash and cash equivalents at beginning of year               | 7,777                    | 5,270    | 4,334    |
| Cash and cash equivalents at end of year                     | \$ 12,260                | \$ 7,777 | \$ 5,270 |

**NOTE 22—UNAUDITED QUARTERLY FINANCIAL DATA:**

Our supplemental quarterly consolidated financial information is as follows.

| (in thousands, except share data)                     | Quarter Ended |                |               |               |               |                |               |               |
|---|---------------|----------------|---------------|---------------|---------------|----------------|---------------|---------------|
|   | Dec. 31, 2016 | Sept. 30, 2016 | June 30, 2016 | Mar. 31, 2016 | Dec. 31, 2015 | Sept. 30, 2015 | June 30, 2015 | Mar. 31, 2015 |
| Interest income                                       | \$ 56,862     | \$ 55,330      | \$ 51,291     | \$ 46,054     | \$ 44,438     | \$ 43,990      | \$ 42,440     | \$ 34,246     |
| Interest expense                                      | 8,788         | 8,528          | 6,809         | 5,363         | 4,698         | 4,356          | 4,210         | 3,512         |
| Net interest income                                   | 48,074        | 46,802         | 44,482        | 40,691        | 39,740        | 39,634         | 38,230        | 30,734        |
| Provision for credit losses                           | 350           | 1,250          | 1,100         | 1,400         | 1,900         | 700            | 500           | 3,000         |
| Net interest income after provision for credit losses | 47,724        | 45,552         | 43,382        | 39,291        | 37,840        | 38,934         | 37,730        | 27,734        |
| Noninterest income                                    | 73,221        | 111,745        | 102,476       | 71,708        | 65,409        | 67,468         | 72,987        | 75,373        |
| Noninterest expense                                   | 117,539       | 114,399        | 111,031       | 101,353       | 92,725        | 92,026         | 92,335        | 89,482        |
| Income before income tax expense                      | 3,406         | 42,898         | 34,827        | 9,646         | 10,524        | 14,376         | 18,382        | 13,625        |
| Income tax expense                                    | 1,112         | 15,197         | 13,078        | 3,239         | 1,846         | 4,415          | 6,006         | 3,321         |
| Net income  | \$ 2,294      | \$ 27,701      | \$ 21,749     | \$ 6,407      | \$ 8,678      | \$ 9,961       | \$ 12,376     | \$ 10,304     |
| Basic earnings per share                              | \$ 0.09       | \$ 1.12        | \$ 0.88       | \$ 0.27       | \$ 0.39       | \$ 0.45        | \$ 0.56       | \$ 0.60       |
| Diluted earnings per share                            | \$ 0.09       | \$ 1.11        | \$ 0.87       | \$ 0.27       | \$ 0.39       | \$ 0.45        | \$ 0.56       | \$ 0.59       |

**NOTE 23—SUBSEQUENT EVENTS:**

The Company has evaluated the effects of events that have occurred subsequent to the year ended December 31, 2016, and has included all material events that would require recognition in the 2016 consolidated financial statements or disclosure in the notes to the consolidated financial statements.

**ITEM 9            CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

No disclosure required pursuant to Item 304 of Regulation S-K.

**ITEM 9A          CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

The Company carried out an evaluation, with the participation of our management and under the supervision of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2016.

**Management's Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013). Our internal controls over financial reporting include those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

**Changes in Internal Control Over Financial Reporting**

As required by Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. There were no changes to our internal control over financial reporting that occurred during the quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
HomeStreet, Inc.  
Seattle, Washington

We have audited the internal control over financial reporting of HomeStreet, Inc. and subsidiaries (the “Company”) as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because management’s assessment and our audit were conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management’s assessment and our audit of the Company’s internal control over financial reporting included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Consolidated Reports of Condition and Income for Schedules RC, RI, and RI-A. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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

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

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2016, of the Company and our report dated March 9, 2017, expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP  
Seattle, Washington

March 9, 2017



**ITEM 9B OTHER INFORMATION**

None.

**PART III**

**ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item will be set forth in our definitive proxy statement with respect to our 2017 annual meeting of stockholders (the “2017 Proxy Statement”) to be filed with the SEC, which is expected to be filed not later than 120 days after the end of our fiscal year ended December 31, 2016, and is incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer and principal financial officer. The Code of Business Conduct and Ethics is posted on our website at <http://ir.homestreet.com>.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our corporate website, at the address and location specified above and, to the extent required by the listing standards of the Nasdaq Global Select Market, by filing a Current Report on Form 8-K with the SEC, disclosing such information.

**ITEM 11 EXECUTIVE COMPENSATION**

The information required by this item will be set forth in the 2017 Proxy Statement and is incorporated herein by reference.

**ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item will be set forth in the 2017 Proxy Statement and is incorporated herein by reference.

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by this item will be set forth in the 2017 Proxy Statement and is incorporated herein by reference.

**ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item will be set forth in the 2017 Proxy Statement and is incorporated herein by reference.

## PART IV

### ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Financial Statement Schedules

(i) Financial Statements

The following consolidated financial statements of the registrant and its subsidiaries are included in Part II Item 8:  
Report of Independent Registered Public Accounting Firm

Consolidated Statements of Financial Condition as of December 31, 2016 and 2015

Consolidated Statements of Operations for the three years ended December 31, 2016

Consolidated Statements of Comprehensive Income for the three years ended December 31, 2016

Consolidated Statements of Shareholders' Equity for the three years ended December 31, 2016

Consolidated Statements of Cash Flows for the three years ended December 31, 2016

Notes to Consolidated Financial Statements

(ii) Financial Statement Schedules

II—Valuation and Qualifying Accounts

All financial statement schedules for the Company have been included in the consolidated financial statements or the related footnotes, or are either inapplicable or not required.

(iii) Exhibits

### EXHIBIT INDEX

| Exhibit Number       | Description   |
|----------------------|---|
| 3.1 <sup>(1)</sup>   | Amended and Restated Bylaws of HomeStreet, Inc.   |
| 3.2 <sup>(2)</sup>   | Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.   |
| 3.3 <sup>(3)</sup>   | First Amendment to Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.  |
| 3.4 <sup>(4)</sup>   | Amendment to Second Amended and Restated Articles of Incorporation of HomeStreet, Inc.  |
| 4.1 <sup>(5)</sup>   | Form of Common Stock Certificate  |
| 4.2                  | Reference is made to Exhibit 3.1  |
| 4.3 <sup>(6)††</sup> | Indenture dated as of May 20, 2016 between HomeStreet, Inc. and Wells Fargo Bank, National Association, as Trustee  |
| 10.1 <sup>(7)</sup>  | HomeStreet, Inc. 2010 Equity Incentive Plan   |
| 10.2 <sup>(8)</sup>  | HomeStreet, Inc. 2014 Equity Incentive Plan   |
| 10.3 <sup>(8)</sup>  | Standard Form of Restricted Stock Unit Agreement under the 2014 Plan  |
| 10.4 <sup>(8)</sup>  | Standard Form of Performance Share Unit Agreement under the 2014 Plan   |
| 10.5 <sup>(9)</sup>  | Amended and Restated HomeStreet, Inc. 401(k) Savings Plan, as of January 1, 2015  |
| 10.6 <sup>(9)</sup>  | Amendment to the HomeStreet, Inc. 401(k) Savings Plan adopted as of January 1, 2016   |
| 10.7 <sup>(7)</sup>  | HomeStreet, Inc. Directors' Deferred Compensation Plan, effective February 1, 2004, as amended and restated December 19, 2008, executed by HomeStreet, Inc. and HomeStreet Bank |

- 10.8 <sup>(7)</sup> HomeStreet, Inc. Executive Deferred Compensation Plan, effective February 1, 2004, as amended and restated December 19, 2008, executed by HomeStreet, Inc., HomeStreet Bank and HomeStreet Capital Corporation
- 10.9 <sup>(10)</sup> Form of HomeStreet, Inc. Award Agreement for Nonqualified Stock Options and Standard Terms and Conditions for Nonqualified Stock Options, granted October 22, 2010 and November 29, 2010
- 10.10 <sup>(8)</sup> Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Mark Mason, dated March 11, 2015
- 10.11 <sup>(11)</sup> Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Godfrey Evans, dated March 26, 2015
- 10.12 <sup>(12)</sup> Employment Agreement between HomeStreet, Inc., HomeStreet Bank, and Melba Bartels, dated August 3, 2015
- 10.13 <sup>(7)</sup> Form of Officer Indemnification Agreement for HomeStreet, Inc.
- 10.14 <sup>(7)</sup> Form of Director Indemnification Agreement for HomeStreet, Inc.
- 10.15 <sup>(7)</sup> Form of 2011 Director and Officer Indemnification for HomeStreet, Inc.
- 10.16 <sup>(13)†</sup> Office Lease, dated March 5, 1992, between Continental, Inc. and One Union Square Venture ("Office Lease"), as amended by Supplemental Lease Agreement dated August 25, 1992, Second Amendment to Lease dated May 6, 1998, Third Amendment to Lease dated June 17, 1998, Fourth Amendment to Lease dated February 15, 2000, Fifth Amendment to Lease dated July 30, 2001, Sixth Amendment to Lease dated March 5, 2002, Seventh Amendment to Lease dated May 19, 2004, Eighth Amendment to Lease dated August 31, 2004, Ninth Amendment to Lease dated April 19, 2006, Tenth Amendment to Lease dated July 20, 2006, Eleventh Amendment to Lease dated December 27, 2006, Twelfth Amendment to Lease dated October 1, 2007, Thirteenth Amendment to Lease dated January 26, 2010, Fourteenth Amendment to Lease dated January 19, 2012, Fifteenth Amendment to Lease dated May 24, 2012, Sixteenth Amendment to Lease dated September 12, 2012, Seventeenth Amendment to Lease dated November 8, 2012, Eighteenth Amendment to Lease dated May 3, 2013, Nineteenth Amendment to Lease dated May 28, 2013 and Twentieth Amendment to Lease dated June 19, 2013.
- 10.17 <sup>(8)</sup> Twenty-First Amendment to Office Lease dated December 24, 2014.
- 10.18 <sup>(9)</sup> Advances, Security and Deposit Agreement, dated as of June 1, 2015, between HomeStreet Bank and the Federal Home Loan Bank of Des Moines
- 10.19 <sup>(12)</sup> Letter Agreement, dated January 15, 2013, by HomeStreet Bank to Federal Reserve Bank of San Francisco
- 10.20 <sup>(6)</sup> Master Custodial Agreement for Custody of Single Family MBS Pool Mortgage Loans, dated October 2009, between HomeStreet Bank, Federal National Mortgage Association, and U.S. Bank, N.A.
- 10.21 <sup>(8) †</sup> Master Agreement ML 02783 between HomeStreet Bank and Fannie Mae, dated March 15, 2010, amended by Letter Agreement dated March 15, 2011
- 10.22 <sup>(6)</sup> Master Agreement, dated as of June 17, 2010, between HomeStreet Bank and Freddie Mac
- 10.23 <sup>(8) †</sup> Cash Pledge Agreement, dated as of June 1, 2010, between HomeStreet Bank and Federal Home Loan Mortgage Corporation
- 10.24 <sup>(14)</sup> Amended and Restated Limited Liability Company Agreement of Windermere Mortgage Services Series LLC, dated May 1, 2005, including form of separate series designation
- 10.25 <sup>(6)</sup> Correspondent Purchase and Sale Agreement, effective September 1, 2010, between HomeStreet Bank and Windermere Mortgage Services Series LLC
- 10.26 <sup>(7)</sup> HomeStreet, Inc. 2014 Management/Support Performance-Based Annual Incentive Compensation Plan
- 10.27 <sup>(14)</sup> HomeStreet Bank 2015 Performance-Based Annual Incentive Compensation Plan
- 10.28 <sup>(8)</sup> Master Agreement between HomeStreet Bank and Government National Mortgage Association effective January 3, 2011
- 10.29 <sup>(15)</sup> Agreement and Plan of Merger dated as of September 25, 2015 between HomeStreet, Inc., HomeStreet Bank and Orange County Business Bank
- 10.30 <sup>(16)</sup> Registration Rights Agreement dated May 20, 2016

|                             |  |
|-----------------------------|--|
| 10.31 <sup>(17)</sup>       | At Market Issuance Agreement dated December 5, 2016 by and among HomeStreet, Inc., FBR Capital Markets & Co. and Keefe, Bruyette & Woods, Inc  |
| 12.1                        | Computation of Earnings to Fixed Charges   |
| 21                          | Subsidiaries of HomeStreet, Inc.   |
| 23.1                        | Consent of Deloitte & Touche LLP   |
| 24.1                        | Powers of Attorney. Contained in the signature page of this Annual Report on Form 10-K and incorporated herein by reference.   |
| 31.1                        | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.  |
| 31.2                        | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.  |
| 32 <sup>(18)</sup>          | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Furnished herewith. |
| 101.INS <sup>(19)(20)</sup> | XBRL Instance Document   |
| 101.SCH <sup>(19)</sup>     | XBRL Taxonomy Extension Schema Document  |
| 101.CAL <sup>(19)</sup>     | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF <sup>(19)</sup>     | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.LAB <sup>(19)</sup>     | XBRL Taxonomy Extension Presentation Linkbase Document   |
| 101.PRE <sup>(19)</sup>     | XBRL Taxonomy Extension Definitions Linkbase Document  |

- (1) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on August 2, 2016, and incorporated herein by reference.
- (2) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 4 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on July 26, 2011, and incorporated herein by reference.
- (3) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on February 29, 2012, and incorporated herein by reference.
- (4) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on October 25, 2012, and incorporated herein by reference.
- (5) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 5 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on August 9, 2011, and incorporated herein by reference.
- (6) Filed as an exhibit to HomeStreet, Inc.'s Current Report on Form 8-K (SEC File No. 001-35424) filed on May 20, 2016, and incorporated herein by reference.
- (7) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 1 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on May 19, 2011, and incorporated herein by reference.
- (8) Filed as an exhibit to HomeStreet, Inc.'s Annual Report on Form 10-K (SEC File No. 001-35424) filed on March 25, 2015, and incorporated herein by reference.
- (9) Filed as an exhibit to HomeStreet, Inc.'s Annual Report on Form 10-K (SEC File No. 001-35424) filed on March 11, 2016, and incorporated herein by reference.
- (10) Filed as an exhibit to HomeStreet, Inc.'s Amendment No. 2 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on June 21, 2011, and incorporated herein by reference.
- (11) Filed as an exhibit to HomeStreet, Inc.'s Quarterly Report on Form 10-Q (SEC File No. 001-35424) filed on May 11, 2015, and incorporated herein by reference.
- (12) Filed as an exhibit to HomeStreet Inc.'s Quarterly Report on Form 10-Q (SEC File No. 001-35424) filed on August 6, 2015, and incorporated herein by reference.

- (13) Filed as an exhibit to HomeStreet, Inc.’s Annual Report on Form 10-K (SEC File No. 001-35424) filed on March 17, 2014, and incorporated herein by reference.
- (14) Filed as an exhibit to HomeStreet, Inc.’s Amendment No. 3 to Registration Statement on Form S-1 (SEC File No. 333-173980) filed on July 8, 2011, and incorporated herein by reference.
- (15) Filed as an exhibit to HomeStreet Inc.’s Current Report on Form 8-K (SEC File No. 001-35424) filed on September 28, 2015, and incorporated herein by reference.
- (16) Filed as an exhibit to HomeStreet Inc.’s Current Report on Form 8-K (SEC File No. 001-35424) filed on December 6, 2016, and incorporated herein by reference.
- (17) Filed as an exhibit to HomeStreet Inc.’s Current Report on Form 8-K (SEC File No. 001-35424) filed on January 19, 2017, and incorporated herein by reference.
- (18) This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.
- (19) As provided in Rule 406T of Regulation S-T, this information shall not be deemed “filed” for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under those sections.

Pursuant to Rule 405 of Regulation S-T, includes the following financial information included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language) interactive data files: (i) the Consolidated Statements of Operations for the three years ended December 31, 2016, (ii) the Consolidated Statements of Financial Condition as of December 31, 2016 and December 31, 2015, (iii) the Consolidated Statements of Shareholders’ Equity and Comprehensive Income for the three years ended December 31, 2016, (iv) the Consolidated Statements of Cash Flows for the three years ended December 31, 2016, and (v) the Notes to Consolidated Financial Statements.

† Portions of this exhibit have been omitted pursuant to a confidential treatment order by the Securities and Exchange Commission.

†† Instruments with respect to any other long-term debt of HomeStreet, Inc. and its consolidated subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K since the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of HomeStreet, Inc. and its subsidiaries on a consolidated basis. HomeStreet, Inc. hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on March 9, 2017.

HomeStreet, Inc.

By: /s/ Mark K. Mason

\_\_\_\_\_  
Mark K. Mason

President and Chief Executive Officer

HomeStreet, Inc.

By: /s/ Melba A. Bartels

\_\_\_\_\_  
Melba A. Bartels

Senior Executive Vice President and  
Chief Financial Officer

## POWERS OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark K. Mason and Melba A. Bartels, and each of them his "or her" attorney-in-fact, with the power of substitution, for him "or her" in any and all capacities, to sign any amendment to this Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his "or her" substitute or substitutes, may do or cause to be done by virtue hereof.

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

| <u>Signature</u>   | <u>Title</u>   | <u>Date</u>   |
|--|--|---------------|
| <u>/s/ Mark K. Mason</u><br>Mark K. Mason, Chairman              | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | March 9, 2017 |
| <u>/s/ David A. Ederer</u><br>David A. Ederer, Chairman Emeritus | Chairman Emeritus of the Board   | March 9, 2017 |
| <u>/s/ Melba A. Bartels</u><br>Melba A. Bartels                  | Senior Executive Vice President and Chief Financial Officer                                | March 9, 2017 |
| <u>/s/ Scott M. Boggs</u><br>Scott M. Boggs                      | Director   | March 9, 2017 |
| <u>/s/ Timothy R. Chrisman</u><br>Timothy R. Chrisman            | Director   | March 9, 2017 |
| <u>/s/ Victor H. Indiek</u><br>Victor H. Indiek                  | Director   | March 9, 2017 |
| <u>/s/ Thomas E. King</u><br>Thomas E. King                      | Director   | March 9, 2017 |
| <u>/s/ George W. Kirk</u><br>George Kirk                         | Director   | March 9, 2017 |
| <u>/s/ Douglas I. Smith</u><br>Douglas I. Smith                  | Director   | March 9, 2017 |
| <u>/s/ Donald R. Voss</u><br>Donald R. Voss                      | Director   | March 9, 2017 |



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## Board of Directors<sup>1</sup>

Mark K. Mason, Chairman  
Scott M. Boggs, Lead Director  
Timothy R. Chrisman  
David A. Ederer, Chairman Emeritus  
Victor H. Indiek

Thomas E. King  
George “Judd” Kirk  
Douglas I. Smith  
Donald R. Voss

## Executive Officers

Mark K. Mason  
Chairman, President  
and Chief Executive Officer<sup>2, 3</sup>

Mark R. Ruh  
Interim Chief Financial Officer, Senior Vice President,  
Corporate Development & Strategic Investments<sup>2, 3, 5</sup>

David Straus  
Senior Executive Vice President,  
Commercial Banking Director<sup>3</sup>

William D. Endresen  
Executive Vice President,  
Commercial Real Estate and Commercial Capital President<sup>3</sup>

Jay C. Iseman  
Executive Vice President,  
Chief Risk Officer & Chief Credit Officer<sup>2, 3</sup>

Pamela J. Taylor  
Executive Vice President,  
Human Resources Director<sup>2, 3</sup>

Melba A. Bartels  
Senior Executive Vice President,  
Chief Financial Officer<sup>2, 3, 4</sup>

Rose Marie David  
Senior Executive Vice President,  
Mortgage Lending Director<sup>3</sup>

Richard W. H. Bennion  
Executive Vice President,  
Residential Construction and Affiliated Businesses<sup>3</sup>

Godfrey B. Evans  
Executive Vice President, Chief Administrative Officer,  
General Counsel & Corporate Secretary<sup>2, 3</sup>

Paulette Lemon  
Executive Vice President,  
Retail Banking Director<sup>3</sup>

Darrell S. van Amen  
Executive Vice President, Chief Investment Officer  
and Treasurer<sup>2, 3</sup>

<sup>1</sup> Members of the Board of HomeStreet, Inc. are also members of the Board of HomeStreet Bank.

<sup>2</sup> HomeStreet, Inc.

<sup>3</sup> HomeStreet Bank

<sup>4</sup> Ms. Bartels announced her resignation from the company effective April 23, 2017.

<sup>5</sup> Mr. Ruh will serve as the interim Chief Financial Officer beginning on April 24, 2017.

## General Corporate and Shareholders' Information

### HOME OFFICE

601 Union Street, Suite 2000  
Seattle, Washington 98101-2326  
(206) 623-3050

### STOCK TRANSFER AGENT

Broadridge Financial Solutions, Inc.  
51 Mercedes Way  
Edgewood, NY 11717  
Shareholder services: (844) 878-6249 or  
(720) 414-6867  
E-mail: [shareholder@broadridge.com](mailto:shareholder@broadridge.com)  
Shareholder portal:  
<http://shareholder.broadridge.com/hmst>

### ANNUAL MEETING

The annual meeting of the shareholders will  
be held on May 25, 2017, at 10:00 AM,  
Pacific Daylight Time

Our Headquarters (downtown Seattle)  
601 Union St. Suite 2000  
Seattle, Washington 98101

### INDEPENDENT ACCOUNTANTS

Deloitte, LLP  
Seattle, Washington

*HomeStreet, Inc. trades on the Nasdaq Global Select Market under the symbol HMST.*

## HOME OFFICE

601 Union Street, Suite 2000  
Seattle, WA 98101

206 623 3050  
800 654 1075  
[ir.homestreet.com](http://ir.homestreet.com)

## INVESTOR RELATIONS

[ir@homestreet.com](mailto:ir@homestreet.com)  
206 389 6303