HERITAGE FINANCIAL CORP /WA/
Form 10-Q
May 03, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2016
OR
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 0-29480

HERITAGE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Washington	91-1857900
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
201 Fifth Avenue SW, Olympia, WA	98501
(Address of principal executive offices)	(Zip Code)

(360) 943-1500
(Registrant’s telephone number, including area code)

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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer¨ Accelerated filer x
Non-accelerated filer ¨ Smaller reporting company¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý
Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date:
As of April 27, 2016 there were 29,971,545 shares of the registrant's common stock, no par value per share, outstanding.

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FORWARD LOOKING STATEMENTS:

“Safe Harbor” statement under the Private Securities Litigation Reform Act of 1995: This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements that are subject to risks and uncertainties, including, but not limited to: our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we have acquired, including those from the Cowlitz Bank, Pierce Commercial Bank, Northwest Commercial Bank, Valley Community Bancshares, Inc. and Washington Banking Company transactions described in this Form 10-Q, or may in the future acquire, into our operations and our ability to realize related revenue synergies and cost savings within expected time frames or at all, and any goodwill charges related thereto and costs or difficulties relating to integration matters, including but not limited to customer and employee retention, which might be greater than expected; the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and changes in our allowance for loan losses and provision for loan losses that may be effected by deterioration in the housing and commercial real estate markets, which may lead to increased losses and non-performing assets in our loan portfolio, and may result in our allowance for loan losses no longer being adequate to cover actual losses, and require us to increase our allowance for loan losses; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, our net interest margin and funding sources; risks related to acquiring assets in or entering markets in which we have not previously operated and may not be familiar; fluctuations in the demand for loans, the number of unsold homes and other properties and fluctuations in real estate values in our market areas; results of examinations of us by the Board of Governors of the Federal Reserve System and of our bank subsidiary by the Federal Deposit Insurance Corporation ("FDIC"), the Washington State Department of Financial Institutions, Division of Banks or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, initiate an enforcement action against the Company or our bank subsidiary which could require us to increase our allowance for loan losses, write-down assets, change our regulatory capital position, affect our ability to borrow funds or maintain or increase deposits, or impose additional requirements on us, any of which could affect our ability to continue our growth through mergers, acquisitions or similar transactions and adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules including as a result of Basel III; our ability to control operating costs and expenses; the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the implementing regulations; further increases in premiums for deposit insurance; the use of estimates in determining fair value of certain of our assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risk associated with the loans on our Condensed Consolidated Statements of Financial Condition; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and potential associated charges; failure or security breach of computer systems on which we depend; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; our ability to implement our expansion strategy of pursuing acquisitions and de novo branching; increased competitive pressures among financial service companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board, including additional guidance and interpretation on accounting issues and details of the implementation of new accounting methods; and other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services and other risks detailed from time to time in our filings with the Securities and Exchange Commission including our Annual Report on Form 10-K for the year ended December 31, 2015.
The Company cautions readers not to place undue reliance on any forward-looking statements. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually

known to the Company. The Company does not undertake and specifically disclaims any obligation to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements. These risks could cause our actual results for future periods to differ materially from those expressed in any forward-looking statements by, or on behalf of, us, and could negatively affect the Company's operating results and stock price performance.

As used throughout this report, the terms "we", "our", "us", or the "Company" refer to Heritage Financial Corporation and its consolidated subsidiaries, unless the context otherwise requires.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

	March 31, 2016	December 31, 2015
	(Dollars in thousands)	
ASSETS		
Cash on hand and in banks	$61,508	$63,816
Interest earning deposits	32,511	62,824
Cash and cash equivalents	94,019	126,640
Other interest earning deposits	5,461	6,719
Investment securities available for sale, at fair value	822,171	811,869
Loans held for sale	7,036	7,682
Loans receivable, net	2,459,148	2,402,042
Allowance for loan losses	(29,667)	(29,746)
Total loans receivable, net	2,429,481	2,372,296
Other real estate owned	1,826	2,019
Premises and equipment, net	61,182	61,891
Federal Home Loan Bank stock, at cost	4,380	4,148
Bank owned life insurance	61,238	60,876
Accrued interest receivable	11,003	10,469
Prepaid expenses and other assets	52,752	58,365
Other intangible assets, net	8,454	8,789
Goodwill	119,029	119,029
Total assets	$3,678,032	$3,650,792
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits	$3,130,929	$3,108,287
Junior subordinated debentures	19,497	19,424
Securities sold under agreement to repurchase	20,342	23,214
Accrued expenses and other liabilities	27,083	29,897
Total liabilities	3,197,851	3,180,822
Stockholders' equity:		
Preferred stock, no par value, 2,500,000 shares authorized; no shares issued and outstanding at March 31, 2016 and December 31, 2015	—	—
Common stock, no par value, 50,000,000 shares authorized; 29,972,066 and 29,975,439 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	358,158	359,451
Retained earnings	113,753	107,960
Accumulated other comprehensive income, net	8,270	2,559
Total stockholders' equity	480,181	469,970
Total liabilities and stockholders' equity	$3,678,032	$3,650,792

See accompanying Notes to Condensed Consolidated Financial Statements.

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HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands, except per share amounts)	
INTEREST INCOME		
Interest and fees on loans	$30,177	$30,481
Taxable interest on investment securities	2,796	2,684
Nontaxable interest on investment securities	1,171	1,033
Interest and dividends on other interest earning assets	91	51
Total interest income	34,235	34,249
INTEREST EXPENSE		
Deposits	1,254	1,318
Junior subordinated debentures	210	239
Other borrowings	11	18
Total interest expense	1,475	1,575
Net interest income	32,760	32,674
Provision for loan losses	1,139	1,208
Net interest income after provision for loan losses	31,621	31,466
NONINTEREST INCOME		
Service charges and other fees	3,356	3,295
Gain on sale of investment securities, net	560	544
Gain on sale of loans, net	729	1,135
Gain on sale of Merchant Visa portfolio	—	1,650
Other income	2,345	1,721
Total noninterest income	6,990	8,345
NONINTEREST EXPENSE		
Compensation and employee benefits	15,121	14,225
Occupancy and equipment	3,836	3,691
Data processing	1,792	1,627
Marketing	728	633
Professional services	845	805
State and local taxes	607	620
Federal deposit insurance premium	492	516
Other real estate owned, net	411	658
Amortization of intangible assets	335	527
Other expense	2,202	2,736
Total noninterest expense	26,369	26,038
Income before income taxes	12,242	13,773
Income tax expense	3,151	3,994
Net income	$9,091	$9,779
Basic earnings per common share	$0.30	$0.32
Diluted earnings per common share	$0.30	$0.32

Dividends declared per common share	$0.11	$0.10

See accompanying Notes to Condensed Consolidated Financial Statements.

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HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Net income	$9,091	$9,779
Change in fair value of investment securities available for sale, net of tax of $3,285 and $1,705, respectively	6,075	3,152
Reclassification adjustment for net gain from sale of investment securities available for sale included in income, net of tax of $(196) and $(190), respectively	(364)	(354)
Accretion of other-than-temporary impairment on investment securities, net of tax of $0 and $4, respectively	—	8
Other comprehensive income	5,711	2,806
Comprehensive income	$14,802	$12,585

See accompanying Notes to Condensed Consolidated Financial Statements.

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HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Number of common shares	Common stock	Retained earnings	Accumulated other comprehensive income, net	Total stock-holders' equity
	(In thousands, except per share amounts)				
Balance at December 31, 2014	30,260	$364,741	$86,387	$ 3,378	$454,506
Restricted and unrestricted stock awards issued, net of forfeitures	89	—	—	—	—
Exercise of stock options (including excess tax benefits from nonqualified stock options)	37	461	—	—	461
Restricted stock compensation expense	—	348	—	—	348
Net excess tax benefits from vesting of restricted stock	—	26	—	—	26
Common stock repurchased	(147)	(2,374)	—	—	(2,374)
Net income	—	—	9,779	—	9,779
Other comprehensive income, net of tax	—	—	—	2,806	2,806
Cash dividends declared on common stock ($0.10 per share)	—	—	(3,026)	—	(3,026)
Balance at March 31, 2015	30,239	$363,202	$93,140	$ 6,184	$462,526
Balance at December 31, 2015	29,975	$359,451	$107,960	$ 2,559	$469,970
Restricted and unrestricted stock awards issued, net of forfeitures	98	—	—	—	—
Exercise of stock options (including excess tax benefits from nonqualified stock options)	10	142	—	—	142
Restricted stock compensation expense	—	445	—	—	445
Net excess tax benefits from vesting of restricted stock	—	23	—	—	23
Common stock repurchased	(111)	(1,903)	—	—	(1,903)
Net income	—	—	9,091	—	9,091
Other comprehensive income, net of tax	—	—	—	5,711	5,711
Cash dividends declared on common stock ($0.11 per share)	—	—	(3,298)	—	(3,298)
Balance at March 31, 2016	29,972	$358,158	$113,753	$ 8,270	$480,181

See accompanying Notes to Condensed Consolidated Financial Statements.

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HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Cash flows from operating activities:		
Net income	$9,091	$9,779
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,313	3,392
Changes in net deferred loan costs, net of amortization	(377)	(630)
Provision for loan losses	1,139	1,208
Net change in accrued interest receivable, FDIC indemnification asset, prepaid expenses and other assets, accrued expenses and other liabilities	(881)	(10,948)
Restricted stock compensation expense	445	348
Net excess tax benefit from exercise of stock options and vesting of restricted stock	(23)	(41)
Amortization of intangible assets	335	527
Gain on sale of investment securities, net	(560)	(544)
Origination of loans held for sale	(23,186)	(29,150)
Gain on sale of loans, net	(729)	(1,135)
Proceeds from sale of loans	24,561	27,125
Earnings on bank owned life insurance	(362)	(170)
Valuation adjustment on other real estate owned	312	330
(Gain) loss on sale of other real estate owned, net	(10)	70
Net cash provided by operating activities	13,068	161
Cash flows from investing activities:		
Loans originated, net of principal payments	(58,599)	(39,456)
Maturities of other interest earning deposits	1,248	747
Maturities, calls and payments of investment securities available for sale	23,047	28,899
Maturities, calls and payments of investment securities held to maturity	—	314
Purchase of investment securities available for sale	(76,580)	(55,728)
Purchase of premises and equipment	(290)	(545)
Proceeds from sales of other real estate owned	543	589
Proceeds from sales of investment securities available for sale	50,440	23,887
Proceeds from redemption of FHLB stock	—	166
Purchases of FHLB stock	(232)	—
Investment in low-income housing tax credit partnership	—	(236)
Net cash used in investing activities	(60,423)	(41,363)
Cash flows from financing activities:		
Net increase in deposits	22,642	6,127
Net increase in FHLB advances	—	7,420
Common stock cash dividends paid	(3,298)	(3,026)
Net decrease in securities sold under agreement to repurchase	(2,872)	(9,004)
Proceeds from exercise of stock options	142	446
Net excess tax benefit from exercise of stock options and vesting of restricted stock	23	41
Repurchase of common stock	(1,903)	(2,374)
Net cash provided by (used in) financing activities	14,734	(370)

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	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Net decrease in cash and cash equivalents	(32,621)	(41,572)
Cash and cash equivalents at beginning of period	126,640	121,636
Cash and cash equivalents at end of period	$94,019	$80,064
Supplemental disclosures of cash flow information:		
Cash paid for interest	$1,483	$1,720
Cash paid for income taxes	—	8,256
Supplemental non-cash disclosures of cash flow information:		
Transfers of loans receivable to other real estate owned	$652	$1,728

See accompanying Notes to Condensed Consolidated Financial Statements.

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HERITAGE FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Description of Business, Basis of Presentation, Significant Accounting Policies and Recently Issued Accounting Pronouncements

(a) Description of Business

Heritage Financial Corporation ("Heritage" or the "Company") is a bank holding company that was incorporated in the State of Washington in August 1997. The Company is primarily engaged in the business of planning, directing and coordinating the business activities of its wholly-owned subsidiary, Heritage Bank (the "Bank"). The Bank is a Washington-chartered commercial bank and its deposits are insured by the FDIC under the Deposit Insurance Fund. The Bank is headquartered in Olympia, Washington and conducts business from its 63 branch offices located throughout Washington State and the greater Portland, Oregon area. The Bank's business consists primarily of commercial lending and deposit relationships with small businesses and their owners in its market areas and attracting deposits from the general public. The Bank also makes real estate construction and land development loans and consumer loans and originates first mortgage loans on residential properties primarily located in its market area.

The Company has expanded its footprint through mergers and acquisitions. The largest of these transactions was the strategic merger with Washington Banking Company ("Washington Banking") and its wholly owned subsidiary bank, Whidbey Island Bank ("Whidbey"). Effective May 1, 2014, Washington Banking merged with and into Heritage and Whidbey merged with and into Heritage Bank and this transaction is referred to herein as the "Washington Banking Merger". In connection with the Washington Banking Merger, Heritage also acquired as a subsidiary the Washington Banking Master Trust, a Delaware statutory business trust. Pursuant to the merger agreement, Heritage assumed the performance and observance of the covenants to be performed by Washington Banking under an indenture relating to $25.0 million in trust preferred securities issued in 2007 and the due and punctual payment of the principal of and premium and interest on such trust preferred securities. For additional information, see Note (7) Junior Subordinated Debentures.

(b) Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in the United States ("GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. It is recommended that these unaudited Condensed Consolidated Financial Statements and accompanying Notes be read with the audited Consolidated Financial Statements and the accompanying Notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 ("2015 Annual Form 10-K"). In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. In preparing the unaudited Condensed Consolidated Financial Statements, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. Management believes that the judgments, estimates and assumptions used in the preparation of the financial statements are appropriate based on the facts and circumstances at the time. Actual results, however, could differ from those estimates.

Certain prior period amounts have been reclassified to conform to the current period's presentation. Reclassifications had no effect on prior periods' net income or stockholders' equity.

(c) Significant Accounting Policies

The significant accounting policies used in preparation of the Company's Condensed Consolidated Financial Statements are disclosed in the 2015 Annual Form 10-K. There have not been any material changes in the Company's significant accounting policies from those contained in the 2015 Annual Form 10-K.

(d) Recently Issued Accounting Pronouncements

Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU" or "Update") 2014-09, Revenue from Contracts with Customers, was issued in May 2014. Under this Update, FASB created a new Topic 606 which is in response to a joint initiative of FASB and the International Accounting Standards Board to clarify the principles for recognizing revenue and to develop a common revenue standard for U.S. GAAP and international financial reporting standards that would:

- Remove inconsistencies and weaknesses in revenue requirements.
- Provide a more robust framework for addressing revenue issues.

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- Improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets.
- Provide more useful information to users of financial statements through improved disclosure requirements.
- Simplify the preparation of financial statements by reducing the number of requirements to which an entity must refer.

The original effective date for this Update was deferred in FASB ASU 2015-14 below. The Company is currently evaluating the impact that the Update will have on its Condensed Consolidated Financial Statements.

FASB ASU 2015-14, Revenue from Contracts with Customers, was issued in August 2015 and defers the effective date of the above-mentioned FASB ASU 2014-09 for certain entities. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is now permitted, but only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is a public business entity and will not early adopt as permitted in this Update. The Company is currently evaluating the impact that the Update will have on its Condensed Consolidated Financial Statements upon adoption.

FASB ASU 2015-16, Business Combinations (Topic 805), was issued in September 2015. Topic 805 requires that an acquirer retrospectively adjust provisional amounts recognized in a business combination, during the measurement period. To simplify the accounting for adjustments made to provisional amounts, the Update requires 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. The Update did not have an impact on the Company's Condensed Consolidated Financial Statements as of March 31, 2016.

FASB ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10), was issued in January 2016, to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. This Update contains several provisions, including but not limited to 1) require equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income; 2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; 3) eliminated the requirement to disclose the method(s) and significant assumptions used to estimate fair value ; and 4) require separate presentation of financial assets and liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements. The Update is effective for public entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact that the Update will have on its Condensed Consolidated Financial Statements.

FASB ASU 2016-02, Leases (Topic 842), was issued in February 2016, to increase transparency and comparability of leases among organizations and to disclose key information about leasing arrangements. The Update sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. The Update requires lessees to apply a dual approach, classifying leases as either finance or operating lease. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of their classification. All cash payments will be classified within operating activities in the statement of cash flows. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Update is effective for public entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact that the Update will have on its Condensed Consolidated Financial Statements.

FASB ASU 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations, was issued in March 2016 which clarifies the implementation guidance of the above-mentioned FASB ASU 2014-09 as it relates to principal versus agent considerations. The Update addresses identifying the unit of account and nature of the goods or service as well as applying the control principle and interactions with the control principle. The amendments to the Update do not change the core principle of the guidance. The effective date and transition requirements for this

Update are the same as FASB ASU 2014-19. The Company is currently evaluating the impact that the Update will have on its Condensed Consolidated Financial Statements.

FASB ASU 2016-09, Stock Compensation (Topic 718), issued in March 2016, intends to simplify several aspects of the accounting for share-based payment award transactions. For public business entities, the guidance is effective for annual periods after December 15, 2016 and interim periods within those annual periods. Early adoption is permitted. Certain amendments will be applied using a modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. Other amendments will be applied retroactively (such as presentation of employee taxes paid on the statement of cash flows) or prospectively (such as recognition of excess tax benefits on the income statement). The Company is currently evaluating the impact that this Update will have on its Condensed Consolidated Financial Statements.

FASB ASU 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing, was issued in April 2016 which clarifies the implementation guidance of the above-mentioned FASB ASU 2014-09 as it relates to identifying performance obligations and licensing. The effective date and transition requirements for this Update are the same as FASB ASU 2014-19. The Company is currently evaluating the impact that this Update will have on its Condensed Consolidated Financial Statements.

(2) Investment Securities

The Company’s investment policy is designed primarily to provide and maintain liquidity, generate a favorable return on assets without incurring undue interest rate and credit risk, and complement the Bank’s lending activities. Securities are classified as either available for sale or held to maturity when acquired. During the year ended December 31, 2015, the Company transferred all of its investment securities previously classified as held to maturity to available for sale. As a result of the transfer and subsequent sales, the Company believes its held to maturity classification process has been compromised and careful evaluation and analysis will be required going forward in determining when circumstances are suitable for management to assert with a great degree of credibility that it has the intent and ability to hold investments to maturity.

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(a) Securities by Type and Maturity

The amortized cost, gross unrealized gains, gross unrealized losses and fair values of investment securities available for sale at the dates indicated were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
March 31, 2016				
U.S. Treasury and U.S. Government-sponsored agencies	$19,117	$ 119	$ (3)	$19,233
Municipal securities	228,162	6,457	(81)	234,538
Mortgage backed securities and collateralized mortgage obligations-residential:				
U.S. Government-sponsored agencies	552,879	7,051	(734)	559,196
Corporate obligations	9,220	4	(96)	9,128
Mutual funds and other equities	45	31	—	76
Total	$809,423	$ 13,662	$ (914)	$822,171
December 31, 2015				
U.S. Treasury and U.S. Government-sponsored agencies	$35,618	$ 145	$ (186)	$35,577
Municipal securities	216,352	4,826	(185)	220,993
Mortgage backed securities and collateralized mortgage obligations-residential:				
U.S. Government-sponsored agencies	546,654	2,092	(2,614)	546,132
Corporate obligations	9,252	—	(139)	9,113
Mutual funds and other equities	45	9	—	54
Total	$807,921	$ 7,072	$ (3,124)	$811,869

There were no securities classified as trading or held to maturity at March 31, 2016 or December 31, 2015.

The amortized cost and fair value of investment securities available for sale at March 31, 2016, by contractual maturity, are set forth below. Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
	(In thousands)	
Due in one year or less	$4,840	$4,869
Due after one year through three years	33,352	33,777
Due after three years through five years	68,444	69,441
Due after five years through ten years	236,417	240,952
Due after ten years	466,325	473,056
Investment securities with no stated maturities	45	76
Total	$809,423	$822,171

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(b) Unrealized Losses and Other-Than-Temporary Impairments

The following table shows the gross unrealized losses and fair value of the Company's investment securities available for sale that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that the individual securities have been in continuous unrealized loss positions as of March 31, 2016 and December 31, 2015 were as follows:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
March 31, 2016						
U.S. Treasury and U.S. Government-sponsored agencies	$3,997	$(3)	$—	$—	$3,997	$(3)
Municipal securities	10,774	(71)	2,095	(10)	12,869	(81)
Mortgage backed securities and collateralized mortgage obligations-residential:						
U.S. Government-sponsored agencies	66,299	(466)	34,856	(268)	101,155	(734)
Corporate obligations	4,942	(78)	990	(18)	5,932	(96)
Total	$86,012	$(618)	$37,941	$(296)	$123,953	$(914)
December 31, 2015						
U.S. Treasury and U.S. Government-sponsored agencies	$30,381	$(186)	$—	$—	$30,381	$(186)
Municipal securities	21,929	(174)	2,068	(11)	23,997	(185)
Mortgage backed securities and collateralized mortgage obligations-residential:						
U.S. Government-sponsored agencies	268,159	(2,141)	43,938	(473)	312,097	(2,614)
Corporate obligations	8,134	(110)	979	(29)	9,113	(139)
Total	$328,603	$(2,611)	$46,985	$(513)	$375,588	$(3,124)

The Company has evaluated these investment securities available for sale as of March 31, 2016 and has determined that the decline in their value is temporary. The unrealized losses are primarily due to increases in market interest rates. The fair value of these securities is expected to recover as the securities approach their maturity date. None of the underlying bonds of the municipal securities had credit ratings that were below investment grade levels at March 31, 2016 or December 31, 2015. The Company has the ability and intent to hold the investments until recovery of the securities' amortized cost which may be the maturity date of the securities.

As there were no private-residential collateralized mortgage obligations at March 31, 2016, the Company did not perform an other-than-temporary impairment analysis for the three months ended March 31, 2016 on these held to maturity securities. For the three months ended March 31, 2015, there were no investment securities held to maturity determined to be other-than-temporarily impaired and the Company recorded no unrealized losses for the three months ended March 31, 2015 in earnings or other comprehensive income. To analyze the unrealized losses, the Company estimated expected future cash flows of the investments by estimating the expected future cash flows of the underlying collateral and applying those collateral cash flows, together with any credit enhancements such as subordinated interests owned by third parties, to the security. The expected future cash flows of the underlying collateral were determined using the remaining contractual cash flows adjusted for future expected credit losses (which considers current delinquencies and nonperforming assets, future expected default rates and collateral value by vintage and geographic region) and prepayments. The expected cash flows of the security were then discounted at the interest rate used to recognize interest income on the security to arrive at a present value amount. The Company did not use any impairment assumptions as of March 31, 2015 as the unrealized losses were insignificant. The gross and

net life-

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to-date other-than-temporary impairments recorded by the Company as of December 31, 2015 was $2.6 million and $1.5 million, respectively.

(c) Pledged Securities

The following table summarizes the amortized cost and fair value of investment securities available for sale that are pledged as collateral for the following obligations at March 31, 2016 and December 31, 2015:

	March 31, 2016		December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Washington and Oregon state to secure public deposits	$203,568	$208,366	$212,325	$215,284
Federal Reserve Bank of San Francisco and Federal Home Loan Bank to secure borrowing arrangements	—	—	506	506
Repurchase agreements	29,919	30,242	28,500	28,503
Other securities pledged	2,114	2,151	2,125	2,160
Total	$235,601	$240,759	$243,456	$246,453

(3) Loans Receivable

The Company originates loans in the ordinary course of business and has also acquired loans through FDIC-assisted and open bank transactions. Disclosures related to the Company's recorded investment in loans receivable generally exclude accrued interest receivable and net deferred loan origination fees and costs because they are insignificant. Loans acquired in a business combination may be further classified as “purchased” loans. Loans purchased with evidence of credit deterioration since origination for which it is probable that not all contractually required payments will be collected are accounted for under FASB Accounting Standards Codification ("ASC") 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. These loans are identified as “purchased credit impaired” ("PCI") loans. Loans purchased that are not accounted for under FASB ASC 310-30 are accounted for under FASB ASC 310-20, Receivables—Nonrefundable Fees and Other Costs and are referred to as "non-PCI" loans.

(a) Loan Origination/Risk Management

The Company categorizes loans in one of the four segments of the total loan portfolio: commercial business, one-to-four family residential, real estate construction and land development and consumer. Within these segments are classes of loans for which management monitors and assesses credit risk in the loan portfolios. The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies, and nonperforming and potential problem loans. The Company also conducts internal loan reviews and validates the credit risk assessment on a periodic basis and presents the results of these reviews to management. The loan review process complements and reinforces the risk identification and assessment decisions made by loan officers and credit personnel, as well as the Company’s policies and procedures.

A discussion of the risk characteristics of each loan portfolio segment is as follows:

Commercial Business:

There are three significant classes of loans in the commercial portfolio segment: commercial and industrial loans, owner-occupied commercial real estate and non-owner occupied commercial real estate. The owner and non-owner occupied commercial real estate are both considered commercial real estate loans. As the commercial and industrial loans carry different risk characteristics than the commercial real estate loans, they are discussed separately below.

Commercial and industrial. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers,

however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and

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industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may include a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate. The Company originates commercial real estate loans within its primary market areas. These loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those of real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate involves more risk than other classes of loans in that the lending typically involves higher loan principal amounts, and payments on loans secured by real estate properties are dependent on successful operation and management of the properties. Repayment of these loans may be more adversely affected by conditions in the real estate market or the economy. Owner-occupied commercial real estate loans are generally of lower credit risk than non-owner occupied commercial real estate loans as the borrowers' businesses are likely dependent on the properties.

One-to-Four Family Residential:

The majority of the Company’s one-to-four family residential loans are secured by single-family residences located in its primary market areas. The Company’s underwriting standards require that single-family portfolio loans generally are owner-occupied and do not exceed 80% of the lower of appraised value at origination or cost of the underlying collateral. Terms of maturity typically range from 15 to 30 years. Historically, the Company sold most single-family loans in the secondary market and retained a smaller portion in its loan portfolio. From the second quarter of 2013 until May 1, 2014, the Company only originated single-family loans for its loan portfolio. As a result of the Washington Banking Merger, since May 1, 2014 the Company is originating and selling a majority of its single-family mortgages.

Real Estate Construction and Land Development:

The Company originates construction loans for one-to-four family residential and for five or more family residential and commercial properties. The one-to-four family residential construction loans generally include construction of custom homes whereby the home buyer is the borrower. The Company also provides financing to builders for the construction of pre-sold homes and, in selected cases, to builders for the construction of speculative residential property. Substantially all construction loans are short-term in nature and priced with variable rates of interest. Construction lending can involve a higher level of risk than other types of lending because funds are advanced partially based upon the value of the project, which is uncertain prior to the project’s completion. Because of the uncertainties inherent in estimating construction costs as well as the market value of a completed project and the effects of governmental regulation of real property, the Company’s estimates with regard to the total funds required to complete a project and the related loan-to-value ratio may vary from actual results. As a result, construction loans often involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property or refinance the indebtedness. If the Company’s estimate of the value of a project at completion proves to be overstated, it may have inadequate security for repayment of the loan and may incur a loss if the borrower does not repay the loan. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being dependent upon successful completion of the construction project, interest rate changes, government regulation of real property, general economic conditions and the availability of long-term financing.

Consumer:

The Company originates consumer loans and lines of credit that are both secured and unsecured. The underwriting process for these loans ensures a qualifying primary and secondary source of repayment. Underwriting standards for home equity loans are significantly influenced by statutory requirements, which include, but are not limited to, a maximum loan-to-value percentage of 80%, collection remedies, the number of such loans a borrower can have at one time and documentation requirements. To monitor and manage consumer loan risk, policies and procedures are

developed and modified, as needed. The majority of consumer loans are for relatively small amounts disbursed among many individual borrowers which reduces the credit risk for this type of loan. To further reduce the risk, trend reports are reviewed by management on a regular basis.

As a result of the Washington Banking Merger, the Company is originating indirect consumer loans. These loans are for new and used automobile and recreational vehicles that are originated indirectly by selected dealers located in the Company's market areas. The Company has limited its purchase of indirect loans primarily to dealerships that are established and well known in their market areas and to applicants that are not classified as sub-prime.

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Loans receivable at March 31, 2016 and December 31, 2015 consisted of the following portfolio segments and classes:

	March 31, 2016	December 31, 2015
	(In thousands)	
Commercial business:		
Commercial and industrial	$592,308	$596,726
Owner-occupied commercial real estate	630,486	629,207
Non-owner occupied commercial real estate	730,489	697,388
Total commercial business	1,953,283	1,923,321
One-to-four family residential	72,806	72,548
Real estate construction and land development:		
One-to-four family residential	47,296	51,752
Five or more family residential and commercial properties	71,998	55,325
Total real estate construction and land development	119,294	107,077
Consumer	312,459	298,167
Gross loans receivable	2,457,842	2,401,113
Net deferred loan costs	1,306	929
Loans receivable, net	2,459,148	2,402,042
Allowance for loan losses	(29,667)	(29,746)
Total loans receivable, net	$2,429,481	$2,372,296

(b) Concentrations of Credit

Most of the Company’s lending activity occurs within Washington State, and to a lesser extent Oregon. The Company’s primary market areas are concentrated along the I-5 corridor from Whatcom County to Clark County in Washington State and Multnomah County in Oregon, as well as other contiguous markets. The Washington Banking Merger expanded the Company's market area north of Seattle, Washington to the Canadian border. The majority of the Company’s loan portfolio consists of, in order of balances at March 31, 2016, non-owner occupied commercial real estate, owner-occupied commercial real estate and commercial and industrial. As of March 31, 2016 and December 31, 2015, there were no concentrations of loans related to any single industry in excess of 10% of the Company’s total loans.

(c) Credit Quality Indicators

As part of the on-going monitoring of the credit quality of the Company’s loan portfolio, management tracks certain credit quality indicators including trends related to (i) the risk grade of the loans, (ii) the level of classified loans, (iii) net charge-offs, (iv) nonperforming loans, and (v) the general economic conditions of the United States of America, and specifically the states of Washington and Oregon. The Company utilizes a risk grading matrix to assign a risk grade to each of its loans. Loans are graded on a scale of 0 to 10. A description of the general characteristics of the risk grades is as follows:

- Grades 0 to 5: These grades are considered “pass grade” and include loans with negligible to above average but acceptable risk. These borrowers generally have strong to acceptable capital levels and consistent earnings and debt service capacity. Loans with the higher grades within the “pass” category may include borrowers who are experiencing unusual operating difficulties, but have acceptable payment performance to date. Increased monitoring of financials and/or collateral may be appropriate. Loans with this grade show no immediate loss exposure.
- Grade 6: This grade includes "Watch" loans and is considered a “pass grade”. The grade is intended to be utilized on a temporary basis for pass grade borrowers where a potentially significant risk-modifying action is anticipated in the near term.
- Grade 7: This grade includes “Other Assets Especially Mentioned” (“OAEM”) loans in accordance with regulatory guidelines, and is intended to highlight loans with elevated risks. Loans with this grade show signs of deteriorating profits and capital, and the borrower might not be strong enough to sustain a major setback. The borrower is typically

higher than normally leveraged, and outside support might

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be modest and likely illiquid. The loan is at risk of further decline unless active measures are taken to correct the situation.

- Grade 8: This grade includes "Substandard" loans in accordance with regulatory guidelines, which the Company has determined have a high credit risk. These loans also have well-defined weaknesses which make payment default or principal exposure likely, but not yet certain. The borrower may have shown serious negative trends in financial ratios and performance. Such loans may be dependent upon collateral liquidation, a secondary source of repayment or an event outside of the normal course of business. Loans with this grade can be placed on accrual or nonaccrual status based on the Company's accrual policy.
- Grade 9: This grade includes "Doubtful" loans in accordance with regulatory guidelines, and the Company has determined these loans to have excessive credit risk. Such loans are placed on nonaccrual status and may be dependent upon collateral having a value that is difficult to determine or upon some near-term event which lacks certainty. Additionally, these loans generally have a specific valuation allowance or have been partially charged-off for the amount considered uncollectible.
- Grade 10: This grade includes "Loss" loans in accordance with regulatory guidelines, and the Company has determined these loans have the highest risk of loss. Such loans are charged-off or charged-down when payment is acknowledged to be uncertain or when the timing or value of payments cannot be determined. "Loss" is not intended to imply that the loan or some portion of it will never be paid, nor does it in any way imply that there has been a forgiveness of debt.

Numerical loan grades for loans are established at the origination of the loan. Loan grades are reviewed on a quarterly basis, or more frequently if necessary, by the credit department. The Bank follows the FDIC's Uniform Retail Credit Classification and Account Management Policy for subsequent classification in the event of payment delinquencies or default. Typically, an individual loan grade will not be changed from the prior period unless there is a specific indication of credit deterioration or improvement. Credit deterioration is evidenced by delinquency, direct communications with the borrower, or other borrower information that becomes known to management. Credit improvements are evidenced by known facts regarding the borrower or the collateral property.

The loan grades relate to the likelihood of losses in that the higher the grade, the greater the loss potential. Loans with a pass grade may have some estimated inherent losses, but to a lesser extent than the other loan grades. The OAEM loan grade is transitory in that the Company is waiting on additional information to determine the likelihood and extent of the potential loss. The likelihood of loss for OAEM graded loans, however, is greater than Watch graded loans because there has been measurable credit deterioration. Loans with a Substandard grade are generally loans for which the Company has individually analyzed for potential impairment. For Doubtful and Loss graded loans, the Company is almost certain of the losses, and the unpaid principal balances are generally charged-off to the realizable value.

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The following tables present the balance of the loans receivable by credit quality indicator as of March 31, 2016 and December 31, 2015.

	March 31, 2016				
	Pass	OAEM	Substandard	Doubtful	Total
	(In thousands)				
Commercial business:					
Commercial and industrial	$560,091	$10,031	$ 22,168	$ 18	$592,308
Owner-occupied commercial real estate	604,890	9,598	15,742	256	630,486
Non-owner occupied commercial real estate	683,831	16,945	29,713	—	730,489
Total commercial business	1,848,812	36,574	67,623	274	1,953,283
One-to-four family residential	71,724	—	1,082	—	72,806
Real estate construction and land development:					
One-to-four family residential	39,757	1,037	6,502	—	47,296
Five or more family residential and commercial properties	67,510	—	4,423	65	71,998
Total real estate construction and land development	107,267	1,037	10,925	65	119,294
Consumer	306,814	—	5,645	—	312,459
Gross loans receivable	$2,334,617	$37,611	$ 85,275	$ 339	$2,457,842

	December 31, 2015				
	Pass	OAEM	Substandard	Doubtful	Total
	(In thousands)				
Commercial business:					
Commercial and industrial	$563,002	$8,093	$ 25,333	$ 298	$596,726
Owner-occupied commercial real estate	600,514	11,662	16,773	258	629,207
Non-owner occupied commercial real estate	643,674	23,447	30,267	—	697,388
Total commercial business	1,807,190	43,202	72,373	556	1,923,321
One-to-four family residential	71,457	—	1,091	—	72,548
Real estate construction and land development:					
One-to-four family residential	44,069	896	6,787	—	51,752
Five or more family residential and commercial properties	50,678	—	4,647	—	55,325
Total real estate construction and land development	94,747	896	11,434	—	107,077
Consumer	291,892	—	6,275	—	298,167
Gross loans receivable	$2,265,286	$44,098	$ 91,173	$ 556	$2,401,113

Potential problem loans are loans classified as OAEM or worse that are currently accruing interest and are not considered impaired, but which management is monitoring because the financial information of the borrower causes concern as to their ability to meet their loan repayment terms. Potential problem loans may include PCI loans as these loans continue to accrete loan discounts established at acquisition based on the guidance of FASB ASC 310-30. Potential problem loans as of March 31, 2016 and December 31, 2015 were $94.8 million and $110.4 million, respectively. The balance of potential problem loans guaranteed by a governmental agency, which guarantee reduces the Company's credit exposure, was $809,000 and $1.2 million as of March 31, 2016 and December 31, 2015, respectively.

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(d) Nonaccrual Loans

Nonaccrual loans, segregated by segments and classes of loans, were as follows as of March 31, 2016 and December 31, 2015:

	March 31, 2016	December 31, 2015
	(In thousands)	
Commercial business:		
Commercial and industrial	$4,882	$ 5,095
Owner-occupied commercial real estate	2,978	2,027
Non-owner occupied commercial real estate	1,350	—
Total commercial business	9,210	7,122
One-to-four family residential	37	38
Real estate construction and land development:		
One-to-four family residential	2,207	2,414
Five or more family residential and commercial properties	65	—
Total real estate construction and land development	2,272	2,414
Consumer	835	94
Nonaccrual loans	$12,354	$ 9,668

The Company had $1.4 million and $1.1 million of nonaccrual loans guaranteed by governmental agencies at March 31, 2016 and December 31, 2015, respectively.

PCI loans are not included in the nonaccrual loan table above because these loans are accounted for under FASB ASC 310-30, which provides that accretable yield is calculated based on a loan's expected cash flow even if the loan is not performing under its contractual terms.

(e) Past due loans

The Company performs an aging analysis of past due loans using the categories of 30-89 days past due and 90 or more days past due. This policy is consistent with regulatory reporting requirements.

The balances of past due loans, segregated by segments and classes of loans, as of March 31, 2016 and December 31, 2015 were as follows:

	March 31, 2016				
	30-89 Days	90 Days or Greater	Total Past Due	Current	Total
	(In thousands)				
Commercial business:					
Commercial and industrial	$1,182	$ 972	$ 2,154	$590,154	$592,308
Owner-occupied commercial real estate	933	2,393	3,326	627,160	630,486
Non-owner occupied commercial real estate	6,765	185	6,950	723,539	730,489
Total commercial business	8,880	3,550	12,430	1,940,853	1,953,283
One-to-four family residential	794	—	794	72,012	72,806
Real estate construction and land development:					
One-to-four family residential	—	1,965	1,965	45,331	47,296
Five or more family residential and commercial properties	398	65	463	71,535	71,998
Total real estate construction and land development	398	2,030	2,428	116,866	119,294
Consumer	2,889	943	3,832	308,627	312,459
Gross loans receivable	$12,961	$ 6,523	$ 19,484	$2,438,358	$2,457,842

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	December 31, 2015				
	30-89 Days	90 Days or Greater	Total Past Due	Current	Total
	(In thousands)				
Commercial business:					
Commercial and industrial	$2,900	$ 2,679	$ 5,579	$591,147	$596,726
Owner-occupied commercial real estate	2,753	2,609	5,362	623,845	629,207
Non-owner occupied commercial real estate	1,664	184	1,848	695,540	697,388
Total commercial business	7,317	5,472	12,789	1,910,532	1,923,321
One-to-four family residential	490	—	490	72,058	72,548
Real estate construction and land development:					
One-to-four family residential	—	2,392	2,392	49,360	51,752
Five or more family residential and commercial properties	118	42	160	55,165	55,325
Total real estate construction and land development	118	2,434	2,552	104,525	107,077
Consumer	3,029	202	3,231	294,936	298,167
Gross loans receivable	$10,954	$ 8,108	$ 19,062	$2,382,051	$2,401,113

There were no loans 90 days or more past due that were still accruing interest as of March 31, 2016 or December 31, 2015, excluding PCI loans.

(f) Impaired loans

Impaired loans include nonaccrual loans and performing troubled debt restructured ("TDR") loans. The balances of impaired loans as of March 31, 2016 and December 31, 2015 are set forth in the following tables.

	March 31, 2016				
	Recorded Investment With No Specific Valuation Allowance	Recorded Investment With Specific Valuation Allowance	Total Recorded Investment	Unpaid Contractual Principal Balance	Related Specific Valuation Allowance
	(In thousands)				
Commercial business:					
Commercial and industrial	$1,126	$ 8,872	$ 9,998	$ 12,845	$ 1,081
Owner-occupied commercial real estate	1,158	4,069	5,227	5,356	677
Non-owner occupied commercial real estate	5,016	6,813	11,829	11,871	922
Total commercial business	7,300	19,754	27,054	30,072	2,680
One-to-four family residential	—	271	271	272	83
Real estate construction and land development:					
One-to-four family residential	2,367	1,038	3,405	4,158	31
Five or more family residential and commercial properties	65	1,935	2,000	2,054	213
Total real estate construction and land development	2,432	2,973	5,405	6,212	244
Consumer	791	161	952	995	29
Total	$10,523	$ 23,159	$ 33,682	$ 37,551	$ 3,036

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	December 31, 2015				
	Recorded Investment With No Specific Valuation Allowance	Recorded Investment With Specific Valuation Allowance	Total Recorded Investment	Unpaid Contractual Principal Balance	Related Specific Valuation Allowance
	(In thousands)				
Commercial business:					
Commercial and industrial	$872	$ 8,769	$ 9,641	$ 11,368	$ 1,173
Owner-occupied commercial real estate	—	4,295	4,295	4,342	809
Non-owner occupied commercial real estate	3,696	6,834	10,530	10,539	943
Total commercial business	4,568	19,898	24,466	26,249	2,925
One-to-four family residential	—	275	275	276	85
Real estate construction and land development:					
One-to-four family residential	1,403	2,065	3,468	4,089	66
Five or more family residential and commercial properties	—	1,960	1,960	1,960	203
Total real estate construction and land development	1,403	4,025	5,428	6,049	269
Consumer	48	145	193	200	29
Total	$6,019	$ 24,343	$ 30,362	$ 32,774	$ 3,308

The Company had governmental guarantees of $2.1 million and $1.5 million related to the impaired loan balances at March 31, 2016 and December 31, 2015, respectively.

The average recorded investment of impaired loans for the three months ended March 31, 2016 and 2015 are set forth in the following table.

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Commercial business:		
Commercial and industrial	$9,706	$7,562
Owner-occupied commercial real estate	4,761	2,502
Non-owner occupied commercial real estate	11,179	7,127
Total commercial business	25,646	17,191
One-to-four family residential	273	244
Real estate construction and land development:		
One-to-four family residential	3,550	3,254
Five or more family residential and commercial properties	1,980	2,044
Total real estate construction and land development	5,530	5,298
Consumer	573	131
Total	$32,022	$22,864

For the three months ended March 31, 2016 and 2015, no interest income was recognized subsequent to a loan’s classification as nonaccrual. For the three months ended March 31, 2016 and 2015, the Bank recorded $178,000 and $199,000, respectively, of interest income related to performing TDR loans.

(g) Troubled Debt Restructured Loans

A TDR loan is a restructuring in which the Bank, for economic or legal reasons related to a borrower’s financial difficulties, grants a concession to the borrower that it would not otherwise consider. TDRs are considered impaired

and are separately measured for impairment under FASB ASC 310-10-35, whether on accrual ("performing") or

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nonaccrual ("nonperforming") status. The Company has more stringent definitions of concessions and impairment measures for PCI loans which are not in a pool as these loans have known credit deterioration and are generally accreting income at a lower discounted rate as compared to the contractual note rate based on the guidance of FASB ASC 310-30.

The majority of the Bank's TDR loans are a result of granting extensions of maturity on troubled credits which have already been adversely classified. The Bank grants such extensions to reassess the borrower's financial status and to develop a plan for repayment. The second most prevalent concessions are certain modifications with extensions that also include interest rate reductions. Certain TDRs were additionally re-amortized over a longer period of time. The Bank additionally advanced funds to a troubled speculative home builder to complete established projects. These modifications would all be considered a concession for a borrower that could not obtain similar financing terms from another source other than from the Bank.

The financial effects of each modification will vary based on the specific restructure. For the majority of the Bank's TDRs, the loans were interest-only with a balloon payment at maturity. If the interest rate is not adjusted and the modified terms are consistent with other similar credits being offered, the Bank may not experience any loss associated with the restructure. If, however, the restructure involves forbearance agreements or interest rate modifications, the Bank may not collect all the principal and interest based on the original contractual terms. The Bank estimates the necessary allowance for loan losses on TDRs using the same guidance as used for other impaired loans.

The recorded investment balance and related allowance for loan losses of performing and nonaccrual TDR loans as of March 31, 2016 and December 31, 2015 were as follows:

	March 31, 2016		December 31, 2015	
	Performing TDRs	Nonaccrual TDRs	Performing TDRs	Nonaccrual TDRs
	(In thousands)			
TDR loans	$21,328	$ 6,905	$20,695	$ 6,301
Allowance for loan losses on TDR loans	2,140	726	2,069	679

The unfunded commitment to borrowers related to TDRs was $210,000 and $551,000 at March 31, 2016 and December 31, 2015, respectively.

Loans that were modified as TDRs during the three months ended March 31, 2016 and 2015 are set forth in the following tables:

	Three Months Ended March 31,			
	2016		2015	
	Number of Contracts (1)	Outstanding Principal Balance (1)(2)	Number of Contracts (1)	Outstanding Principal Balance (1)(2)
	(Dollars in thousands)			
Commercial business:				
Commercial and industrial	9	$ 1,918	7	$ 1,006
Owner-occupied commercial real estate	—	—	1	308
Non-owner occupied commercial real estate	1	1,118	—	—
Total commercial business	10	3,036	8	1,314
Real estate construction and land development:				
One-to-four family residential	5	2,390	3	2,399
Total real estate construction and land development	5	2,390	3	2,399
Consumer	3	41	1	39
Total TDR loans	18	$ 5,467	12	$ 3,752

(1) Number of contracts and outstanding principal balance represent loans which have balances as of period end as certain loans may have been paid-down or charged-off during the three months ended March 31, 2016 and 2015.

(2) Includes subsequent payments after modifications and reflects the balance as of period end. As the Bank did not forgive any principal or interest balance as part of the loan modification, the Bank's recorded investment in each loan at the date of

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modification (pre-modification) did not change as a result of the modification (post-modification), except when the modification was the initial advance on a one-to-four family residential real estate construction and land development loan under a master guidance line. There were no advances on these types of loans during the three months ended March 31, 2016 and 2015.

Of the 18 loans modified during the three months ended March 31, 2016, eight loans with a total outstanding principal balance of $1.5 million had no prior modifications. Of the 12 loans modified during the three months ended March 31, 2015, four loans with a total outstanding principal balance of $695,000 had no prior modifications. The remaining loans included in the tables above for the three months ended March 31, 2016 and 2015 were previously reported as TDRs. The Bank typically grants shorter extension periods to continually monitor the troubled credits despite the fact that the extended date might not be the date the Bank expects the cash flow. The Company does not consider these modifications a subsequent default of a TDR as new loan terms, specifically new maturity dates, were granted. The potential losses related to these loans would have been considered in the period the loan was first reported as a TDR and adjusted, as necessary, in the current periods based on more recent information. The related specific valuation allowance at March 31, 2016 for loans that were modified as TDRs during the three months ended March 31, 2016 was $376,000.

There were no loans which were modified during the previous twelve months ended March 31, 2016 that subsequently defaulted during the three months ended March 31, 2016. There was one commercial and industrial loan totaling $2.2 million at March 31, 2015 that was modified during the previous twelve months and subsequently defaulted during the three months ended March 31, 2015 because the borrower did not make specific curtailment, or additional, payments on the loan in prior periods. There were no other loans which were modified during the previous twelve months ended March 31, 2015 that subsequently defaulted during the three months ended March 31, 2015.

(h) Purchased Credit Impaired Loans
The Company acquired loans and designated them as PCI loans, which are accounted for under FASB ASC 310-30, in the Washington Banking Merger on May 1, 2014 and in previously completed acquisitions including the FDIC-assisted acquisitions of Cowlitz Bank ("Cowlitz") and Pierce Commercial Bank ("Pierce") on July 30, 2010 and November 8, 2010, respectively, and the acquisitions of Northwest Commercial Bank ("NCB") on January 9, 2013 and Valley Community Bancshares, Inc. ("Valley") on July 15, 2013.
The following table reflects the outstanding principal balance and recorded investment at March 31, 2016 and December 31, 2015 of the PCI loans:

	March 31, 2016		December 31, 2015	
	Outstanding Principal	Recorded Investment	Outstanding Principal	Recorded Investment
	(In thousands)			
Commercial business:				
Commercial and industrial	$16,508	$ 12,794	$20,110	$ 16,986
Owner-occupied commercial real estate	21,890	19,587	25,237	22,826
Non-owner occupied commercial real estate	28,936	26,654	30,178	27,261
Total commercial business	67,334	59,035	75,525	67,073
One-to-four family residential	5,259	4,983	5,707	5,392
Real estate construction and land development:				
One-to-four family residential	5,764	3,082	6,904	4,121
Five or more family residential and commercial properties	2,996	3,126	3,071	3,207
Total real estate construction and land development	8,760	6,208	9,975	7,328
Consumer	6,138	7,235	6,720	7,126
Gross PCI loans	$87,491	$ 77,461	$97,927	$ 86,919

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On the acquisition dates, the amount by which the undiscounted expected cash flows of the PCI loans exceeded the estimated fair value of the loan is the "accretable yield". The accretable yield is then measured at each financial reporting date and represents the difference between the remaining undiscounted expected cash flows and the current carrying value of the PCI loans.
The following table summarizes the accretable yield on the PCI loans for the three months ended March 31, 2016 and 2015.

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Balance at the beginning of the period	$17,592	$12,572
Accretion	(1,417)	(1,012)
Disposal and other	(1,609)	(284)
Change in accretable yield	1,710	2,739
Balance at the end of the period	$16,276	$14,015

(4) Allowance for Loan Losses
The allowance for loan losses is maintained at a level deemed appropriate by management to provide for probable incurred credit losses in the loan portfolio. The methodology for calculating the allowance for loan losses is completed on loans originated by the Bank and on loans purchased in mergers and acquisitions. The FDIC shared-loss agreements for loans purchased in mergers and acquisitions were terminated on August 4, 2015. Prior to their termination, when a credit deterioration occurred subsequent to the acquisition on loan that was covered by the FDIC shared-loss agreements, a provision for loan losses was charged to earnings for the full amount of the impairment, without regard to the coverage of the FDIC shared-loss agreements.
The following tables details the activity in the allowance for loan losses disaggregated by segment and class for the three months ended March 31, 2016:

	Balance at Beginning of Period	Charge-offs	Recoveries	Provision for Loan Losses	Balance at End of Period
	(In thousands)				
Three Months Ended March 31, 2016					
Commercial business:					
Commercial and industrial	$9,972	$ (1,178)	$ 274	$ 762	$9,830
Owner-occupied commercial real estate	4,568	(52)	—	(231)	4,285
Non-owner occupied commercial real estate	7,524	—	—	(160)	7,364
Total commercial business	22,064	(1,230)	274	371	21,479
One-to-four family residential	1,157	—	1	(71)	1,087
Real estate construction and land development:					
One-to-four family residential	1,058	(100)	83	(237)	804
Five or more family residential and commercial properties	813	(53)	—	307	1,067
Total real estate construction and land development	1,871	(153)	83	70	1,871
Consumer	4,309	(338)	145	640	4,756
Unallocated	345	—	—	129	474
Total	$29,746	$ (1,721)	$ 503	$ 1,139	$29,667

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The following table details the balance in the allowance for loan losses disaggregated on the basis of the Company's impairment method as of March 31, 2016.

	Loans individually evaluated for impairment	Loans collectively evaluated for impairment	PCI loans	Total Allowance for Loan Losses
	(In thousands)			
Commercial business:				
Commercial and industrial	$1,081	$ 6,601	$2,148	$ 9,830
Owner-occupied commercial real estate	677	1,978	1,630	4,285
Non-owner occupied commercial real estate	922	4,314	2,128	7,364
Total commercial business	2,680	12,893	5,906	21,479
One-to-four family residential	83	546	458	1,087
Real estate construction and land development:				
One-to-four family residential	31	454	319	804
Five or more family residential and commercial properties	213	706	148	1,067
Total real estate construction and land development	244	1,160	467	1,871
Consumer	29	3,535	1,192	4,756
Unallocated	—	474	—	474
Total	$3,036	$ 18,608	$8,023	$ 29,667

The following table details the recorded investment balance of the loan receivables disaggregated on the basis of the Company’s impairment method as of March 31, 2016:

	Loans individually evaluated for impairment	Loans collectively evaluated for impairment	PCI loans	Total Gross Loans Receivable
	(In thousands)			
Commercial business:				
Commercial and industrial	$9,998	$569,516	$12,794	$592,308
Owner-occupied commercial real estate	5,227	605,672	19,587	630,486
Non-owner occupied commercial real estate	11,829	692,006	26,654	730,489
Total commercial business	27,054	1,867,194	59,035	1,953,283
One-to-four family residential	271	67,552	4,983	72,806
Real estate construction and land development:				
One-to-four family residential	3,405	40,809	3,082	47,296
Five or more family residential and commercial properties	2,000	66,872	3,126	71,998
Total real estate construction and land development	5,405	107,681	6,208	119,294
Consumer	952	304,272	7,235	312,459
Total	$33,682	$2,346,699	$77,461	$2,457,842

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The following tables detail activity in the allowance for loan losses disaggregated by segment and class for the three months ended March 31, 2015.

	Balance at Beginning of Period	Charge-offs	Recoveries	Provision for Loan Losses	Balance at End of Period
	(In thousands)				
Three Months Ended March 31, 2015					
Commercial business:					
Commercial and industrial	$10,553	$ (660)	$ 201	$ (236)	$9,858
Owner-occupied commercial real estate	4,095	—	—	78	4,173
Non-owner occupied commercial real estate	5,538	(188)	—	679	6,029
Total commercial business	20,186	(848)	201	521	20,060
One-to-four family residential	1,200	—	1	41	1,242
Real estate construction and land development:					
One-to-four family residential	1,786	(106)	—	(115)	1,565
Five or more family residential and commercial properties	972	—	—	33	1,005
Total real estate construction and land development	2,758	(106)	—	(82)	2,570
Consumer	2,769	(481)	112	775	3,175
Unallocated	816	—	—	(47)	769
Total	$27,729	$ (1,435)	$ 314	$ 1,208	$27,816

The following table details the balance in the allowance for loan losses disaggregated on the basis of the Company's impairment method as of December 31, 2015.

	Loans individually evaluated for impairment	Loans collectively evaluated for impairment	PCI Loans	Total Allowance for Loan Losses
	(In thousands)			
Commercial business:				
Commercial and industrial	$1,173	$ 6,276	$2,523	$ 9,972
Owner-occupied commercial real estate	809	1,860	1,899	4,568
Non-owner occupied commercial real estate	943	4,138	2,443	7,524
Total commercial business	2,925	12,274	6,865	22,064
One-to-four family residential	85	546	526	1,157
Real estate construction and land development:				
One-to-four family residential	66	481	511	1,058
Five or more family residential and commercial properties	203	519	91	813
Total real estate construction and land development	269	1,000	602	1,871
Consumer	29	3,189	1,091	4,309
Unallocated	—	345	—	345
Total	$3,308	$ 17,354	$9,084	$ 29,746

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The following table details the recorded investment balance of the loan receivables disaggregated on the basis of the Company's impairment method as of December 31, 2015:

	Loans individually evaluated for impairment	Loans collectively evaluated for impairment	PCI loans	Total Gross Loans Receivable
	(In thousands)			
Commercial business:				
Commercial and industrial	$9,641	$570,099	$16,986	$596,726
Owner-occupied commercial real estate	4,295	602,086	22,826	629,207
Non-owner occupied commercial real estate	10,530	659,597	27,261	697,388
Total commercial business	24,466	1,831,782	67,073	1,923,321
One-to-four family residential	275	66,881	5,392	72,548
Real estate construction and land development:				
One-to-four family residential	3,468	44,163	4,121	51,752
Five or more family residential and commercial properties	1,960	50,158	3,207	55,325
Total real estate construction and land development	5,428	94,321	7,328	107,077
Consumer	193	290,848	7,126	298,167
Total	$30,362	$2,283,832	$86,919	$2,401,113

(5) Other Real Estate Owned

Changes in other real estate owned during the three months ended March 31, 2016 and 2015 were as follows:

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Balance at the beginning of the period	$2,019	$3,355
Additions	652	1,728
Proceeds from dispositions	(543)	(589)
Gain (loss) on sales, net	10	(70)
Valuation adjustment	(312)	(330)
Balance at the end of the period	$1,826	$4,094

(6) Goodwill and Other Intangible Assets

(a) Goodwill

The Company's goodwill represents the excess of the purchase price over the fair value of net assets acquired in the Washington Banking Merger on May 1, 2014, and the acquisitions of Valley on July 15, 2013, Western Washington Bancorp in 2006 and North Pacific Bank in 1998. The Company's goodwill is assigned to the Bank and is evaluated for impairment at the Bank level (reporting unit).

There were no additions to goodwill during the three months ended March 31, 2016 and 2015.

At March 31, 2016, the Company's step-one analysis concluded that the reporting unit's fair value was greater than its carrying value and therefore no goodwill impairment charges were required for the three months ended March 31, 2016. The Company did not record any goodwill impairment charges for the three months ended March 31, 2015. Even though there was no goodwill impairment at March 31, 2016, adverse events may impact the recoverability of goodwill and could result in a future impairment charge which could have a material impact on the Company's operating results.

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b) Other Intangible Assets

The other intangible assets represent the core deposit intangible ("CDI") acquired in business combinations. The useful life of the CDI related to the Washington Banking Merger, the acquisitions of Valley, NCB, Pierce, Cowlitz, and Western Washington Bancorp were estimated to be ten, ten, five, four, nine and eight years, respectively.

The following table presents the change in the other intangible assets for the periods indicated:

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Balance at the beginning of the period	$8,789	$10,889
Less: Amortization	335	527
Balance at the end of the period	$8,454	$10,362

(7) Junior Subordinated Debentures

As part of the Washington Banking Merger, the Company assumed trust preferred securities and junior subordinated debentures with a total fair value of $18.9 million at the May 1, 2014 merger date.

Washington Banking Master Trust ("Trust"), a Delaware statutory business trust, was a wholly-owned subsidiary of Washington Banking created for the exclusive purposes of issuing and selling capital securities and utilizing sale proceeds to acquire junior subordinated debt issued by Washington Banking. During 2007, the Trust issued $25.0 million of trust preferred securities with a 30-year maturity, callable after the fifth year by Washington Banking. The trust preferred securities have a quarterly adjustable rate based upon the three-month London Interbank Offered Rate (“LIBOR”) plus 1.56%. On the Washington Banking Merger date of May 1, 2014, the Company acquired the Trust, which retained the Washington Banking Master Trust name, and assumed the performance and observance of the covenants under the indenture related to the trust preferred securities.

The adjustable rate of the trust preferred securities at March 31, 2016 was 2.19%. The weighted average rate of the junior subordinated debentures was 4.34% and 5.06% for the three months ended March 31, 2016 and 2015. The weighted average rate includes the accretion of the discount established at the merger date which is amortized over the life of the trust preferred securities.

The junior subordinated debentures are the sole assets of the Trust, and payments under the junior subordinated debentures are the sole revenues of the Trust. At March 31, 2016 and December 31, 2015, the balance of the junior subordinated debentures, net of unaccreted discount, was $19.5 million and $19.4 million, respectively. All of the common securities of the Trust are owned by the Company. Heritage has fully and unconditionally guaranteed the capital securities along with all obligations of the Trust under the trust agreements.

(8) Repurchase Agreements

The Company utilizes repurchase agreements with one-day maturities as a supplement to funding sources. Repurchase agreements are secured by pledged investment securities available for sale. Under the repurchase agreements, the Company is required to maintain an aggregate market value of securities pledged greater than the balance of the repurchase agreements. The Company is required to pledge additional securities to cover any declines below the balance of the repurchase agreements. The class of collateral pledged for the Company's repurchase agreement obligations as of March 31, 2016 and December 31, 2015, totaling $20.3 million and $23.2 million, respectively, were mortgage backed securities and collateralized mortgage obligation - residential: U.S. Government-sponsored agencies. Additional information on the total value of securities pledged for repurchase agreements is found in Note (2) Investment Securities.

(9) Derivative Financial Instruments

The Company enters into non-hedge related derivative positions primarily to accommodate the business needs of its customers. Upon the origination of a derivative contract with a customer, the Company simultaneously enters into an offsetting derivative contract with a third party. The Company recognizes immediate income based upon the difference in the bid/ask spread of the underlying transactions with its customers and the third party. Because the Company acts only as an intermediary for its customer, subsequent changes in the fair value of the underlying derivative contracts offset each other and do not significantly impact the Company's results of operations.

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The notional amounts and estimated fair values of interest rate derivative contracts outstanding at March 31, 2016 are presented in the following table. The Company obtains dealer quotations to value its interest rate derivative contracts.

	March 31, 2016		December 31, 2015	
	Notional Amounts	Estimated Fair Value	Notional Amounts	Estimated Fair Value
	(In thousands)			
Non-hedging interest rate derivatives				
Commercial business loan interest rate swaps	$26,875	$ 1,602	$20,750	$ 543
Commercial business loan interest rate swaps	(26,875)	(1,602)	(20,750)	(543)

The weighted average rates paid and received for interest rate swaps outstanding at March 31, 2016 were as follows:

	March 31, 2016	
	Interest Rate Paid	Interest Rate Received
Non-hedging interest rate swaps	4.30%	2.57 %
Non-hedging interest rate swaps	2.57%	4.30 %

There were no interest rate derivative contracts as of March 31, 2015 for comparative weighted average rates paid and received.

(10) Stockholders' Equity

(a) Earnings Per Common Share

The following table illustrates the reconciliation of weighted average shares used for earnings per common share computations for the three months ended March 31, 2016 and 2015:

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands)	
Net income:		
Net income	$9,091	$ 9,779
Less: Dividends and undistributed earnings allocated to participating securities	(98)	(95)
Net income allocated to common shareholders	$8,993	$ 9,684
Basic:		
Weighted average common shares outstanding	29,965,250	30,290,200
Less: Restricted stock awards	(293,382)	(261,264)
Total basic weighted average common shares outstanding	29,671,868	30,028,936
Diluted:		
Basic weighted average common shares outstanding	29,671,868	30,028,936
Incremental shares from stock options	14,245	22,946
Total diluted weighted average common shares outstanding	29,686,113	30,051,882

Potential dilutive shares are excluded from the computation of earnings per share if their effect is anti-dilutive. For the three months ended March 31, 2016 and 2015, anti-dilutive shares outstanding related to options to acquire common stock totaled 1,747 and 7,037, respectively, as the assumed proceeds from exercise price, tax benefits and future compensation were in excess of the market value.

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(b) Dividends

The timing and amount of cash dividends paid on the Company's common stock depends on the Company's earnings, capital requirements, financial condition and other relevant factors. Dividends on common stock from the Company depend substantially upon receipt of dividends from the Bank, which is the Company's predominant source of income. The following table summarizes the dividend activity for the three months ended March 31, 2016 and calendar year 2015.

Declared	Cash Dividend per Share	Record Date	Paid Date
January 28, 2015	$0.10	February 10, 2015	February 24, 2015
April 22, 2015	$0.11	May 7, 2015	May 21, 2015
July 22, 2015	$0.11	August 6, 2015	August 20, 2015
October 21, 2015	$0.11	November 4, 2015	November 18, 2015
October 21, 2015	$0.10	November 4, 2015	November 18, 2015 *
January 27, 2016	$0.11	February 10, 2016	February 24, 2016

* Denotes a special dividend.

The FDIC and the Washington State Department of Financial Institutions, Division of Banks have the authority under their supervisory powers to prohibit the payment of dividends by the Bank to the Company. Additionally, current guidance from the Board of Governors of the Federal Reserve System ("Federal Reserve Board") provides, among other things, that dividends per share on the Company's common stock generally should not exceed earnings per share, measured over the previous four fiscal quarters. Current regulations allow the Company and the Bank to pay dividends on their common stock if the Company's or the Bank's regulatory capital would not be reduced below the statutory capital requirements set by the Federal Reserve Board and the FDIC.

(c) Stock Repurchase Program

The Company has had various stock repurchase programs since March 1999. On October 23, 2014, the Company's Board of Directors authorized the repurchase of up to 5% of the Company's outstanding common shares, or approximately 1,513,000 shares, under the eleventh stock repurchase plan. The number, timing and price of shares repurchased will depend on business and market conditions, and other factors, including opportunities to deploy the Company's capital.

The following table provides total repurchased shares and average share prices under the applicable plan for the periods indicated:

	Three Months Ended March 31,		
	2016	2015	Plan Total (1)
Eleventh Plan			
Repurchased shares	100,000	137,336	541,966
Stock repurchase average share price	$17.05	$ 16.10	$ 16.72

(1) Represents shares repurchased and average price per share paid during the duration of the plan.

In addition to the stock repurchases disclosed in the table above, the Company repurchased shares to pay withholding taxes on the vesting of restricted stock. During the three months ended March 31, 2016 and 2015, the Company repurchased 11,255 and 9,923 shares of common stock at an average price of $17.62 and $16.31, respectively, to pay withholding taxes on the vesting of restricted stock that vested during the respective periods.

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(11) Accumulated Other Comprehensive Income

The changes in accumulated other comprehensive income ("AOCI") by component, during the three months ended March 31, 2016 and 2015 are as follows:

	Three Months Ended March 31, 2016 [1]
	(In thousands)
Balance of AOCI at the beginning of period	$ 2,559
Other comprehensive income before reclassification	6,075
Amounts reclassified from AOCI for gain on sale of investment securities included in net income	(364)
Net current period other comprehensive income	5,711
Balance of AOCI at the end of period	$ 8,270

[1] All amounts are due to the changes in fair value of available for sale securities and are net of tax.

	Three Months Ended March 31, 2015		
	Changes in fair value of available for sale securities [1]	Accretion of other-than-temporary impairment on held to maturity securities [1]	Total [1]
	(In thousands)		
Balance of AOCI at the beginning of period	$3,567	$ (189)	$3,378
Other comprehensive income before reclassification	3,152	8	3,160
Amounts reclassified from AOCI for gain on sale of investment securities available for sale included in net income	(354)	—	(354)
Net current period other comprehensive income	2,798	8	2,806
Balance of AOCI at the end of period	$6,365	$ (181)	$6,184

[1] All amounts are net of tax.

(12) Stock-Based Compensation

Stock options generally vest ratably over three years and expire five years after they become exercisable or vest ratably over four years and expire ten years from date of grant. Restricted stock awards issued generally have a four-year cliff vesting or four-year ratable vesting schedule. The Company issues new shares of common stock to satisfy share option exercises and restricted stock awards.

On July 24, 2014, the Company's shareholders approved the Heritage Financial Corporation 2014 Omnibus Equity Plan (the "Plan") that provides for the issuance of 1,500,000 shares of the Company's common stock in the form of stock options, stock appreciation rights, stock awards (which includes restricted stock units, restricted stock, performance units, performance shares or bonus shares) and cash incentive awards.

As of March 31, 2016, 1,164,996 shares remain available for future issuance under the Company's stock-based compensation plans.

(a) Stock Option Awards

For the three months ended March 31, 2016 and 2015, the Company did not recognize any compensation expense or related tax benefit related to stock options as all of the compensation expense related to the outstanding stock options had been previously recognized. The intrinsic value and cash proceeds from options exercised during the three months ended March 31, 2016 was $38,000 and $142,000, respectively. The intrinsic value and cash proceeds from options exercised during the three months ended March 31, 2015 was $163,000 and $446,000, respectively.

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The following table summarizes the stock option activity for the three months ended March 31, 2016 and 2015:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2014	156,407	$ 13.59		
Granted	—	—		
Exercised	(37,437)	11.91		
Forfeited or expired	(7,441)			