Cheviot Financial Corp. Form 10-Q May 07, 2015

Large accelerated filer

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D. C. 20549 FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

OR

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

OF 1934	TV 13 GR 13(u) GT THE GEOGRAPHS EFFERINGEFIEL
For the transition period from to	
Commission File No. 001-35399	
CHEVIOT FINANCIAL CORP. (Exact name of registrant as specified in its charter)	
Maryland	90-0789920
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification Number)
3723 Glenmore Avenue, Cincinnati, Ohio 45211 (Address of principal executive office)	
Registrant's telephone number, including area code: (513)	661-0457
Indicate by check mark whether the registrant (1) has filed the Securities Exchange Act of 1934 during the preceding required to file such reports) and (2) has been subject to su	12 months (or for such shorter period that the registrant was
Yes No	
	eccelerated filer, an accelerated filer, a non-accelerated filer, arge accelerated filer," "accelerated filer" and "smaller reporting e.)

Non-accelerated filer

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

As of May 7, 2015, the latest practicable date, 6,795,454 shares of the registrant's common stock, \$.01 par value, were issued and outstanding.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

March 31, 2015 and December 31, 2014 (In thousands, except share data)

	March 31, 2015 (Unaudited)	December 31, 2014
ASSETS		
Cash and due from banks Federal funds sold Interest-earning deposits in other financial institutions Cash and cash equivalents	\$9,882 16,570 6,101 32,553	\$22,757 14,941 4,741 42,439
Investment securities available for sale – at fair value Mortgage-backed securities available for sale - at fair value Loans receivable - net Loans held for sale - at lower of cost or market Real estate acquired through foreclosure - net Office premises and equipment - at depreciated cost Federal Home Loan Bank stock - at cost Accrued interest receivable on loans Accrued interest receivable on mortgage-backed securities Accrued interest receivable on investments and interest-earning deposits Goodwill Core deposit intangible Prepaid expenses and other assets Bank-owned life insurance Prepaid federal income taxes Deferred federal income taxes	138,735 8,933 336,387 1,648 1,642 11,327 8,651 1,031 32 426 10,309 357 4,214 16,070 13 374	126,999 9,400 335,763 1,332 1,815 11,428 8,651 1,031 35 735 10,309 391 3,915 15,960 12 1,022
Total assets	\$572,702	\$571,237
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits Advances from the Federal Home Loan Bank Advances by borrowers for taxes and insurance Accrued interest payable Accounts payable and other liabilities Total liabilities	\$455,523 13,857 1,661 56 4,718 475,815	\$451,784 14,851 2,651 58 5,711 475,055

Shareholders' equity Preferred stock - auth

Shareholders' equity				
Preferred stock - authorized 5,000,000 shares, \$.01 par value; none issued Common				
stock - authorized 30,000,000 shares, \$.01 par value; 6,753,145 and 6,718,795 shares				
issued at March 31, 2015 and December 31, 2014	221		220	
Additional paid-in capital	55,921		55,827	
Shares acquired by stock benefit plans	(1,470)	(1,470)
Retained earnings - restricted	42,544		43,151	
Accumulated comprehensive loss, unrealized losses on securities available for sale, net				
of related tax benefit	(329)	(1,546)
Total shareholders' equity	96,887		96,182	
Total liabilities and shareholders' equity	\$572,702		\$571,237	

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

For the three months ended March 31, 2015 and 2014 (In thousands, except per share data)

	2015	2014
Interest income	A. 604	***
Loans	\$3,631	\$3,754
Mortgage-backed securities	40	59
Investment securities	688	751
Interest-earning deposits and other	93	89
Total interest income	4,452	4,653
Interest expense		
Deposits	779	771
Borrowings	112	149
Total interest expense	891	920
Net interest income	3,561	3,733
Provision for losses on loans	143	200
Net interest income after provision for losses on loans	3,418	3,533
Other income		
Rental	28	25
Gain (loss) on sale of real estate acquired through foreclosure	(9) 25
Gain on sale of loans	205	67
Gain on sale of investment securities designated as available for sale	-	440
Earnings on bank-owned life insurance	110	116
Service fee income	345	370
Other operating	2	1
Total other income	681	1,044
General, administrative and other expense		
Employee compensation and benefits	2,271	1,474
Occupancy and equipment	320	378
Property, payroll and other taxes	317	293
Data processing	200	160
Legal and professional	213	231
Advertising	81	75
FDIC expense	81	117
ATM processing expense	95	88
Real estate owned impairment	108	196
Core deposit intangible amortization	34	47

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Other operating Total general, administrative and other expense	356 4,076	357 3,416
Earnings before federal income taxes	23	1,161
Federal income taxes		
Current	-	-
Deferred	22	346
Total federal income taxes	22	346
NET EARNINGS	\$1	\$815
EARNINGS PER SHARE		
Basic	\$.00	\$.12
Diluted	\$.00	\$.12
Dividends declared per share	\$.09	\$.09

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

For the three months ended March 31, 2015 and 2014 (In thousands)

	2015	2014	
Net earnings for the period	\$1	\$815	
Other comprehensive loss, net of related tax expense: Unrealized holding gains on securities during the period, net of tax expense of \$627 and \$1,023 for the periods ended March 31, 2015 and 2014, respectively	1,217	1,985	
Comprehensive income	\$1,218	\$2,800	
Accumulated comprehensive loss	\$(329) \$(5,244)

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the three months ended March 31, 2015 and 2014 (In thousands)

	2015		2014	
Cash flows from operating activities:				
Net earnings for the period	\$1		\$815	
Adjustments to reconcile net earnings to net cash provided by (used in) operating				
activities:				
Amortization of premiums and discounts on investment and mortgage-backed securities,				
net	(3)	(3)
Depreciation	157		184	
Amortization of deferred loan origination costs - net	49		14	
Proceeds from sale of loans in the secondary market	9,348		3,886	
Loans originated for sale in the secondary market	(9,569)	(4,002)
Gain on sale of loans	(205)	(67)
Gain on sale of investments designated as available for sale	_		(440)
Amortization of expense related to stock benefit plans	15		4	
Provision for losses on loans	143		200	
Amortization of fair value adjustments	(93)	(82)
(Gain) loss on real estate acquired through foreclosure	9		(21)
Impairment on real estate acquired through foreclosure	108		196	
Net increase in cash surrender value of bank-owned life insurance	(110)	(116)
Increase (decrease) in cash, due to changes in:				
Accrued interest receivable on loans	-		55	
Accrued interest receivable on mortgage-backed securities	3		1	
Accrued interest receivable on investments and interest-earning deposits	309		266	
Prepaid expenses and other assets	(299)	(98)
Accrued interest payable	(2)	(4)
Accounts payable and other liabilities	(980)	397	
Federal income taxes				
Current	1		346	
Deferred	22		346	
Net cash flows provided by (used in) operating activities	(1,096)	1,877	
Cash flows provided by (used in) investing activities:				
Principal repayments on loans	14,152		15,539	
Loan disbursements	(14,794)	(11,215)
Purchase of investment securities – available for sale	(24,996)	-	
Proceeds from maturity of investment securities – available for sale	15,000		15,000	
Proceeds from the sale of corporate securities	-		1,603	
Principal repayments on mortgage-backed securities – available for sale	574		319	
Principal repayments on mortgage-backed securities – held to maturity	-		121	
Proceeds from the sale of real estate acquired through foreclosure	81		405	

Purchase of office premises and equipment	(56)	(9)
Net cash flows provided by (used in) investing activities	(10,039)	21,763	
Cash flows provided by (used in) financing activities:				
Net increase (decrease) in deposits	3,739		(2,655)
Repayments on Federal Home Loan Bank advances	(972)	(1,439)
Advances by borrowers for taxes and insurance	(990)	(806))
Stock option expense, net	35		4	
Common stock issued	45		-	
Common stock repurchased	-		(428)
Dividends paid on common stock	(608)	(612)
Net cash flows provided by (used in) financing activities	1,249		(5,936)
Net increase in cash and cash equivalents	(9,886)	17,704	
Cash and cash equivalents at beginning of period	42,439		22,112	
Cash and cash equivalents at end of period	\$32,553		\$39,816	

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (CONTINUED)

For the three months ended March 31, 2015 and 2014 (In thousands)

	2015	2014
Supplemental disclosure of cash flow information: Cash paid during the period for:		
Federal income taxes	\$-	\$-
Interest on deposits and borrowings	\$893	\$923
Supplemental disclosure of non-cash investing activities: Transfer from loans to real estate acquired through foreclosure	\$27	\$280
Recognition of mortgage servicing rights	\$69	\$26
Deferred gain on real estate acquired through foreclosure	\$-	\$4

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2015 and 2014

1. Basis of Presentation

Cheviot Financial Corp. ("Cheviot Financial" or the "Corporation") is a savings and loan holding company, the principal asset of which consists of its ownership of Cheviot Savings Bank (the "Savings Bank"). The Savings Bank conducts a general banking business in southwestern Ohio which consists of attracting deposits and applying those funds primarily to the origination of real estate loans. The Savings Bank's profitability is significantly dependent on net interest income, which is the difference between interest income from interest-earning assets and the interest expense paid on interest-bearing liabilities. Net interest income is affected by the relative amount of interest-earning assets and interest-bearing liabilities and the interest received or paid on these balances.

On January 18, 2012, we completed our second step reorganization and sale of common stock. Prior to the completion of the second step conversion, Cheviot Financial was a federal corporation and mid-tier holding company. Following the reorganization Cheviot Financial is the Maryland incorporated holding company of the Savings Bank.

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include information or footnotes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. Accordingly, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto of Cheviot Financial included in the Annual Report on Form 10-K for the year ended December 31, 2014. However, in the opinion of management, all adjustments (consisting of only normal recurring accruals) which are necessary for a fair presentation of the consolidated financial statements have been included. The results of operations for the three month period ended March 31, 2015 are not necessarily indicative of the results which may be expected for the entire year.

Cheviot Financial evaluates subsequent events through the date of filing with the Securities and Exchange Commission.

2. Principles of Consolidation

The accompanying consolidated financial statements as of and for the three months ended March 31, 2015 and 2014 include the accounts of the Corporation and its wholly-owned subsidiary, the Savings Bank. All significant intercompany items have been eliminated.

3. Liquidity and Capital Resources

Liquidity describes our ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of our customers and to fund current and planned expenditures. Our primary sources of funds are deposits, scheduled amortization and prepayments of loan principal and mortgage-backed securities, maturities and calls of securities and funds provided by our operations. In addition, we may borrow from the Federal Home Loan Bank of Cincinnati. At March 31, 2015 and

December 31, 2014, we had \$13.9 million and \$14.9 million, respectively, in outstanding borrowings from the Federal Home Loan Bank of Cincinnati and had the capacity to increase such borrowings at those dates by approximately \$156.3 million and \$132.1 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended March 31, 2015 and 2014

3. Liquidity and Capital Resources (continued)

Loan repayments and maturing securities are a relatively predictable source of funds. However, deposit flows, calls of securities and prepayments of loans and mortgage-backed securities are strongly influenced by interest rates, general and local economic conditions and competition in the marketplace. These factors reduce the predictability of these sources of funds.

Our primary investing activities are the origination of one- to four-family real estate loans, commercial real estate, construction and consumer loans, and the purchase of securities. For the three months ended March 31, 2015, loan originations totaled \$24.4 million, compared to \$15.2 million for the three months ended March 31, 2014.

Total deposits increased \$3.7 million during the three months ended March 31, 2015, total deposits decreased \$2.7 million during the three months ended March 31, 2014, respectively. Deposit flows are affected by the level of interest rates, the interest rates and products offered by competitors and other factors.

The following table sets forth information regarding the Corporation's obligations and commitments to make future payments under contracts as of March 31, 2015.

		Payments du	ue by period	y period			
	Less	More than	More than	More			
	than	1-3	3-5	than			
	1 year	years	years	5 years	Total		
	(In thousar	nds)					
Contractual obligations:							
Advances from the Federal Home Loan Bank	\$384	\$10,802	\$2,671	\$-	\$13,857		
Certificates of deposit	108,277	65,114	33,519	-	206,910		
Lease obligations	121	167	119	129	536		
Amount of loan commitments and expiration							
per period:							
Commitments to originate one- to four-family							
loans	2,505	-	-	-	2,505		
Home equity lines of credit	26,390	-	-	-	26,390		
Commercial lines of credit	1,123	-	-	-	1,123		
Undisbursed loans in process	3,357	-	-	-	3,357		
Total contractual obligations	\$142,157	\$76,083	\$36,309	\$129	\$254,678		

We are committed to maintaining a strong liquidity position and we monitor our liquidity position on a daily basis. We anticipate that we will have sufficient funds to meet our current funding commitments. Based on our

deposit retention experience and current pricing strategy, we anticipate that a significant portion of maturing time deposits will be retained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended March 31, 2015 and 2014

3. Liquidity and Capital Resources (continued)

The following sets forth our regulatory capital position, compared to requirements to be considered "well-capitalized" as of March 31, 2015 under new regulatory capital requirements, and prior requirements as of December 31, 2014.

As of March 31, 2015 (Dollars in Thousands)

	Required		Actual	Actual	
	Ratio		Amount	Ratio	
Tier 1 Leverage	5.00	%	\$ 78,195	14.0	%
Common Equity Tier 1 Capital	6.50	%	\$ 78,195	23.9	%
Tier 1 Risk-Based Capital	8.00	%	\$ 78,195	23.9	%
Total Capital	10.00	%	\$ 80,518	24.6	%

As of December 31, 2014 (Dollars in Thousands)

	Required	Actual	Actual	
	Ratio	Amount	Ratio	
Tier 1 Leverage	5.00 %	\$77,752	13.9 %	
Tier 1 Risk-Based Capital	6.00 %	\$77,752	24.5 %	
Total Capital	10.00 %	\$79,988	25.2 %	

4. Earnings Per Share

Basic earnings per share is computed based upon the weighted-average common shares outstanding during the period, less shares in the ESOP that are unallocated and not committed to be released plus shares in the ESOP that have been allocated. Weighted-average common shares deemed outstanding gives effect to 158,950 and 168,300 unallocated shares held by the ESOP for the three months ended March 31, 2015 and 2014, respectively.

	For the three months ended March 31,		
	2015	2014	
Weighted-average common shares outstanding (basic)	6,573,652	6,653,983	
Dilutive effect of assumed exercise of stock options	90,132	4,508	

Weighted-average common shares outstanding (diluted)

6,663,784

6,658,491

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended March 31, 2015 and 2014

5. Stock Option Plan

The Corporation established a Stock Incentive Plan that provides for grants of up to 891,517 stock options. During 2014, 400,000 stock options were granted in accordance with the 2013 Equity Incentive Plan subject to a five year vesting period in which the options granted will vest ratably annually beginning one year from the date of grant. The shares in the plan and shares granted prior to the second step conversion have been adjusted to reflect the exchange ratio of 0.857 for the second step conversion that occurred in 2012.

On April 23, 2013, shareholders of the Corporation approved the 2013 Equity Incentive Plan. The Plan provides for grants of up to 467,500 stock options. As of March 31, 2015, 400,000 option awards have been granted under the 2013 Equity Incentive Plan with 72,000 option awards forfeited.

The Corporation follows FASB Accounting Standard Codification Topic 718 (ASC 718), "Compensation – Stock Compensation," for its stock option plans, and accordingly, the Corporation recognizes the expense of these grants as required. Stock-based employee compensation costs pertaining to stock options is reflected as a net increase in equity, for both any new grants, as well as for all unvested options outstanding, in both cases using the fair values established by usage of the Black-Scholes option pricing model, expensed over the vesting period of the underlying option.

The compensation cost recorded for unvested equity-based awards is based on their grant-date fair value. For the three months ended March 31, 2015, the Corporation recorded \$35,000 compensation cost for equity-based awards that vested during the three months ended March 31, 2015. The Corporation has \$435,000 unrecognized compensation cost related to non-vested equity-based awards granted under its stock incentive plan as of March 31, 2015, which is expected to be recognized over a weighted-average vesting period of approximately 3.4 years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended March 31, 2015 and 2014

5. Stock Option Plan (continued)

A summary of the status of the Corporation's stock option plan as of March 31, 2015, and changes during the period then ended is presented below:

	Three month March 31, 20	Weighted- average exercise	Year ended December	31, 2014 Weighted- average exercise	
	Shares	price	Shares	price	
Outstanding at beginning of period Granted Exercised Forfeited	758,947 - (261,728) (72,000)	\$12.67 - 13.01 12.48	369,939 400,000 (10,992	\$12.80 12.48) 9.94	
Outstanding at end of period	425,219	\$12.50	758,947	\$12.67	
Options exercisable at period-end	91,081	\$12.79	363,791	\$12.86	
Options expected to be exercisable at year-end					
Fair value of options granted		NA		1.56	
The following information applies to options outstanding at March 31, 2015:					
Number outstanding Exercise price Weighted-average exercise price Weighted-average remaining contractual life				425,219 \$8.30 - \$15.90 \$12.79 I.7 years	

The expected term of options is based on evaluations of historical and expected future employee exercise behavior. The risk free interest rate is based upon the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at the grant date. Volatility is based upon the historical volatility of the Corporation's stock.

The fair value of each option granted is estimated on the date of grant using the modified Black-Scholes options-pricing model with the following weighted-average assumptions used for the 2014 grant, dividend yield of 2.88%; expected volatility of 14.25%; risk-free interest rates of 2.55%; and expected lives of 10 years. There were no

grants during the three months ended March 31, 2015.

The effects of expensing stock options are reported in "cash provided by financing activities" in the Consolidated Statements of Cash Flows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended March 31, 2015 and 2014

6. Investment and Mortgage-backed Securities

The amortized cost, gross unrealized gains, gross unrealized losses and estimated fair values of investment securities at March 31, 2015 and December 31, 2014 are shown below.

		March 31, 2015		
	Amortized cost	Gross unrealized gains (In thousands	Gross unrealized losses	Estimated fair value
Available for Sale:				
U.S. Government agency securities Municipal obligations	\$137,614 1,691	\$130	\$787	\$136,957