

Navigating Mergers & Acquisitions Accounting



TODAY'S PRESENTER

Cole Schulte, Director

 Cole Schulte leads the firm's fair value business line, which includes mergers and acquisitions, goodwill impairment testing, and fair value advice related to footnote disclosures. In addition, he helps lead the company's CECL product line and is responsible for model enhancements. In his role as Director, Cole manages a team working on these engagements. He joined Wilary Winn in 2016. Cole has a bachelor's degree in finance from the Carlson School of Management at the University of Minnesota.





MERGERS & ACQUISITIONS

About Wilary Winn

- Founded in 2003, Wilary Winn provides expert, unbiased, fee-based, actionable advice to banks and credit unions. We have more than 650 financial institution clients in 49 states, including 42 of the top 100 credit unions and 66 publicly traded banks.
- Our mission is to strengthen community financial institutions because we believe they are key to healthy communities.
- Our sole focus on financial institutions for over two decades means you can have confidence in us.
 We are recognized as experts in the field by our colleagues, the major accounting firms, and regulators.



MERGERS & ACQUISITIONS

Wilary Winn Services

- Our primary services include fairness valuations and opinions of credit union mergers, bank acquisitions, mutual-to-mutual bank mergers, credit union purchases of banks, and branch acquisitions
- We offer two valuations a preliminary and a final valuation of the institution acquired
- Additional services include:
 - Qualitative goodwill impairment testing
 - Quantitative goodwill impairment testing



MERGERS & ACQUISITIONS

Our Approach

- Purchase accounting requires that the merged-in institution's balance sheet be recorded at fair value. We determine this by estimating the fair value of:
 - Assets acquired, including loans and investments
 - Liabilities assumed, including the core deposit intangible arising from the non-maturing deposits
 - Fair value of equity and the resulting amount of goodwill or bargain purchase gain
- Our preliminary valuation:
 - Is designed to help our clients better understand the accounting, combined balance sheet risk, and regulatory capital implications from a contemplated merger
 - Used to support the application seeking regulatory approval
- Our final valuation is performed as of the legal closing date, is used to record the day one journal entries, and provides the basis for the ongoing accounting



AGENDA

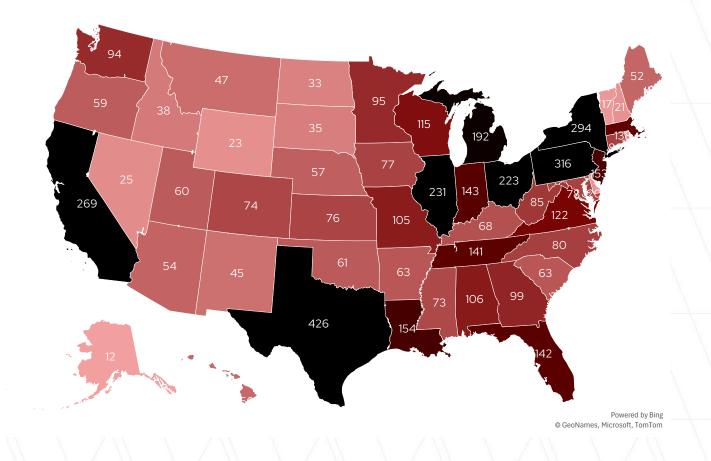
Topics Covered Today

- Trends & Economics
- Accounting Basics
- Implications
- Updates
- Credit Unions Buying Banks



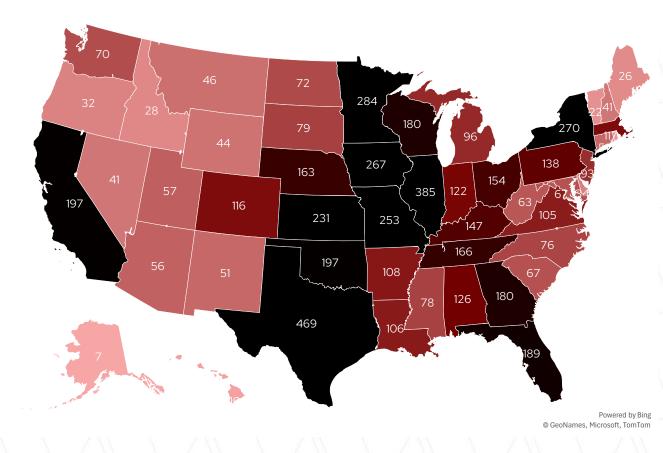


Distribution of Credit Unions





Distribution of Banks





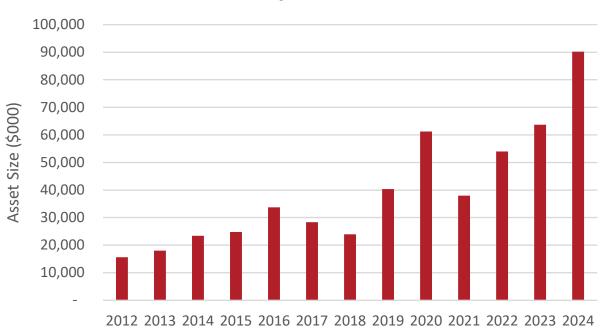
Credit Union Mergers



Credit Union Mergers by Year Announced



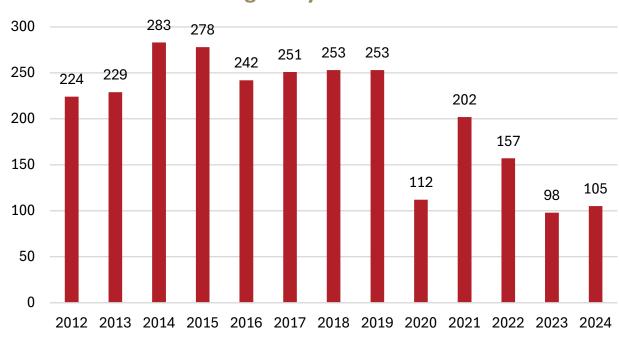
Size of Credit Union Mergers



Asset Size of Aquired Credit Union



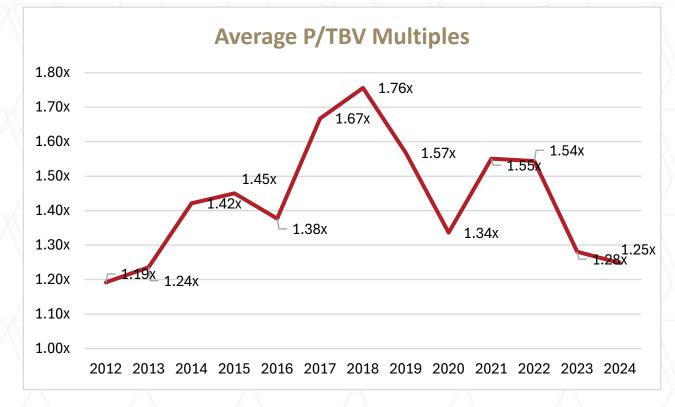
Bank Mergers



Bank Mergers by Year Announced

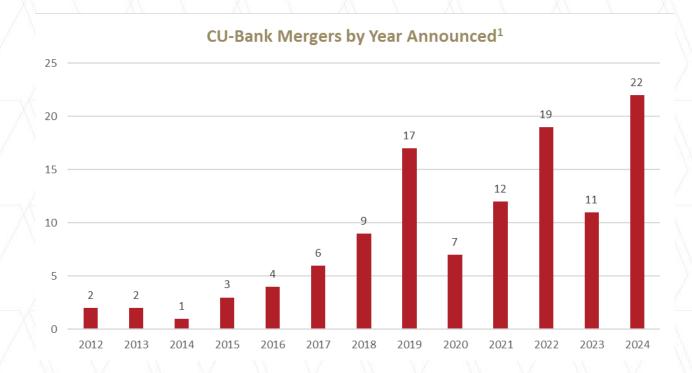


Premiums Paid in the Market





Credit Union Acquisitions of Banks







Topic 805, Business Combinations (ASC 805)

- Prior to 2009, financial institutions accounted for mergers using pooling of interest method
- Beginning in 2009, FASB required financial institution mergers and acquisitions to be recorded at fair value



Application of Business Combination Accounting Rules

- Determine whether a financial institution has acquired a business or has consummated an asset purchase.
- Business combination A transaction or other event in which an acquirer obtains control of one or more businesses.
 - Goodwill is recognized in a business combination, but not in an asset acquisition.
 - Acquisition costs are generally expensed as incurred by the buyer in a business combination, while the same costs are considered part of the acquisition cost in an asset acquisition.
 - Assets acquired and liabilities assumed in a business combination are measured at fair value, while assets acquired and liabilities assumed in an asset acquisition are measured by allocating the total cost of the net assets based on the fair values of the individual assets acquired and liabilities assumed.



Valuation Steps

- Fair value of consideration transferred
- Fair value of the acquired institution's financial assets and liabilities
- Fair value of the acquired institution's non-financial assets and liabilities
- Fair value of any intangible assets the most common being the core deposit intangible and mortgage servicing rights
- Fair value of the Tradename
- Fair value of the equity and amount of goodwill/bargain purchase gain



Fair Value of Consideration Transferred

- Discounted Cash Flow
 - Estimates future earnings by developing pro-forma balance sheets and income statements
 - Determine dividendable income to maintain capital adequacy
 - Develop estimate for lifetime earnings
 - Discount resulting estimated cashflows to valuation date at discount rate

Xyz Credit Union Projected Statement of Income and Expense											
	1	Δ				/ \	Δ	/ \	Ζ.		
For the Period Ending	12/31/2025	12/31/2026	12/31/2027	12/31/2028	12/31/2029	12/31/2030	12/31/2031	12/31/2032	12/31/2033	12/31/2034	
Net Income (Loss)	4,600,276	4,649,190	4,388,964	3,704,741	4,382,073	5,351,309	5,544,308	5,806,474	6,126,564	6,456,483	
Retained Earnings Adjustment to Maintain Equity	4,600,276	381,345	869,326	1,367,585	1,442,805	1,539,499	1,596,248	1,658,192	1,718,815	1,113,044	Year 10 Earnings Cap
Dividendable Income	- <u></u>	4,267,846	3,519,638	2,337,155	2,939,268	3,811,810	3,948,061	4,148,282	4,407,750	5,343,439	64,085,111



Fair Value of Consideration Transferred

- Guideline Transaction
 - Obtain transaction information, including price-to-tangible book value, for recent acquisitions of banks with similar business operations, profitability, and size located in similar geographic area to acquirer
 - Resulting median deal value/tangible book ratio is multiplied by credit union's capital, less any excess capital

			Tangible Equity /				LTM	Deal Value /
	Announcement		Tangible	Loans /	NPA /	LTM	Efficiency	Tangible
Buyer Name / Target Name	Date	Assets	Assets	Deposits	Assets	ROAA*	Ratio*	Book
Bancorp 34, Inc./CBOA Financial, Inc.	4/27/2023	412,185	7.38%	98.45%	0.33%	0.80	74.07	97.44
Byline Bancorp, Inc./First Security Bancorp, Inc.	9/30/2024	354,561	8.52%	62.36%	0.18%	1.24	57.71	145.72
CCFNB Bancorp, Inc./Muncy Bank Financial, Inc.	4/18/2023	650,870	7.53%	90.05%	0.00%	0.90	67.25	121.88
Equity Bancshares, Inc./Rockhold Bancorp	12/6/2023	405,681	12.56%	35.56%	0.47%	0.76	54.86	127.00
First Commonwealth Financial Corporation/CenterGroup Financial, Inc.	12/18/2024	348,397	10.26%	102.47%	0.10%	0.77	68.77	160.18
United Community Banks, Inc./ANB Holdings, Inc.	12/3/2024	438,765	12.98%	86.78%	0.11%	0.97	57.16	149.88
Median	X X X	408,933	9.39%	88.42%	0.15%	0.85	62.48	136.36
Xyz Credit Union								
Xyz CU Financial Ratios		515,379	11.38%	116.64%	0.42%	0.81	70.12	



Fair Value of Consideration Transferred

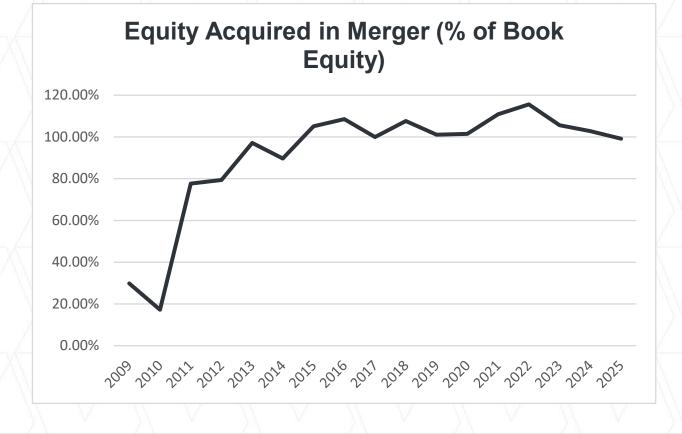
- Guideline Public Company
 - Obtain financial information on the publicly traded banks with similar business operations, profitability, and size located in similar geographic areas to acquirer
 - Resulting median price/tangible book value is adjusted by market control premium and multiplied by credit union's capital, less any excess capital

					December	31, 2024	September	30, 202
		Tangible Equity /	5 Yr	5 Yr	P/E Ratio -		P/E Ratio -	
State	Total Assets (in thousands)	Tangible Assets	Average ROAA*	Average Growth	Trailing 4 Quarters	Price to TBV	Trailing 4 Quarters	Price to TBV
GA	267,301	10.69%	1.22	8.11	6.17	0.96	5.75	0.87
PA	435,719	20.39%	1.09	3.46	12.94	0.81	NA	NA
LA	607,763	8.26%	0.85	5.89	11.51	0.79	11.56	0.79
NY	685,504	13.11%	0.78	2.22	15.62	0.88	18.48	0.86
PA	596,687	9.37%	0.87	5.18	10.37	0.83	10.40	0.83
NC	663,682	9.49%	1.00	6.80	10.05	0.90	9.38	0.83
MD	306,191	10.87%	0.88	7.48	11.86	1.19	NA	NA
CA	528,261	9.57%	1.07	7.55	7.90	0.82	7.70	0.84
CA	602,574	8.55%	0.97	7.05	17.34	1.42	16.06	1.29
CA	293,424	16.21%	1.09	3.89	11.36	1.09	10.54	1.07
PA	587,573	5.68%	0.81	3.78	15.61	1.09	14.08	0.85
VA	352,041	9.66%	0.99	7.97	9.06	0.72	9.11	0.69
N	557,917	9.62%	0.98	6.34	11.44	0.89	10.47	0.85
	GA PA LA NY PA NC MD CA CA CA CA PA	State (in thousands) GA 267,301 PA 435,719 LA 607,763 NY 685,504 PA 596,687 NC 663,682 MD 306,191 CA 528,261 CA 602,574 CA 293,424 PA 587,573 VA 352,041	Equity / Total Assets Tangible State (in thousands) Assets GA 267,301 10.69% PA 435,719 20.39% LA 607,763 8.26% NY 685,504 13.11% PA 596,687 9.37% NC 663,682 9.49% MD 306,191 10.87% CA 528,261 9.57% CA 602,574 8.55% CA 293,424 16.21% PA 587,573 5.68% VA 352,041 9.66%	Equity / 5 Yr Total Assets Tangible Average State (in thousands) Assets ROAA* GA 267,301 10.69% 1.22 PA 435,719 20.39% 1.09 LA 607,763 8.26% 0.85 NY 685,504 13.11% 0.78 PA 596,687 9.37% 0.87 NC 663,682 9.49% 1.00 MD 306,191 10.87% 0.88 CA 528,261 9.57% 1.07 CA 602,574 8.55% 0.97 CA 293,424 16.21% 1.09 PA 587,573 5.68% 0.81 VA 352,041 9.66% 0.99	Equity / 5 Yr 5 Yr Total Assets Tangible Average Average State (in thousands) Assets ROAA* Growth GA 267,301 10.69% 1.22 8.11 PA 435,719 20.39% 1.09 3.46 LA 607,763 8.26% 0.85 5.89 NY 685,504 13.11% 0.78 2.22 PA 596,687 9.37% 0.87 5.18 NC 663,682 9.49% 1.00 6.80 MD 306,191 10.87% 0.88 7.48 CA 528,261 9.57% 1.07 7.55 CA 602,574 8.55% 0.97 7.05 CA 293,424 16.21% 1.09 3.89 PA 587,573 5.68% 0.81 3.78 VA 352,041 9.66% 0.99 7.97	Tangible Equity / 5 Yr 5 Yr P/E Ratio Total Assets Tangible Assets Average ROAA* Growth Growth Quarters GA 267,301 10.69% 1.22 8.11 6.17 PA 435,719 20.39% 1.09 3.46 12.94 LA 607,763 8.26% 0.85 5.89 11.51 NY 685,504 13.11% 0.78 2.22 15.62 PA 596,687 9.37% 0.87 5.18 10.37 NC 663,682 9.49% 1.00 6.80 10.05 MD 306,191 10.87% 0.88 7.48 11.86 CA 528,261 9.57% 1.07 7.55 7.90 CA 602,574 8.55% 0.97 7.05 17.34 CA 293,424 16.21% 1.09 3.89 11.36 PA 587,573 5.68% 0.81 3.78 15.61 VA 352,041	Equity / 5 Yr 5 Yr P/E Ratio - Total Assets Tangible Average Average Average Trailing 4 Price to State (in thousands) Assets ROAA* Growth Quarters TBV GA 267,301 10.69% 1.22 8.11 6.17 0.96 PA 435,719 20.39% 1.09 3.46 12.94 0.81 LA 607,763 8.26% 0.85 5.89 11.51 0.79 NY 685,504 13.11% 0.78 2.22 15.62 0.88 PA 596,687 9.37% 0.87 5.18 10.37 0.83 NC 663,682 9.49% 1.00 6.80 10.05 0.90 MD 306,191 10.87% 0.88 7.48 11.86 1.19 CA 528,261 9.57% 1.07 7.55 7.90 0.82 CA 602,574 8.55% 0.97 7.05	Tangible Equity / 5 Yr 5 Yr P/E Ratio - Trailing 4 P/E Ratio - Quarters Trailing 4 Quarters GA 267,301 10.69% 1.22 8.11 6.17 0.96 5.75 PA 435,704 13.11% 0.78 2.22 15.62 0.88 18.48 PA 596,687 9.37% 0.87 5.18 10.05 0.90 9.38 MD 306,191 10.87%



Fair Value of Consideration Transferred

WWRM Valuation Results





Fair Value of Financial Assets and Liabilities

- Investments
 - Certificates of deposit discounted over expected life of asset using estimated market interest rate
 - Other securities priced using Bloomberg or other pricing service
- Accounts receivable and payable are typically valued at book value
- **Prepaid expenses** are valued by considering whether the prepaid item would have benefit to market participants
- Accrued liabilities are typically valued at book value
 - Costs of the acquisition should flow through the income statement of the acquiring institution
- Borrowings are discounted over expected life of liability using estimated market interest rate
- Deposits
 - Time deposits discounted over expected life of liability using estimated market interest rate
 - Non-maturing deposits are recorded at book value



Fair Value of Financial Assets and Liabilities

- Loans
 - Discount the contractual cash flows at an "all in" estimated market discount rate, which
 includes a credit spread OR develop a "best estimate of expected cash flows" and discount the
 amounts back to the valuation date at an appropriate discount rate net of the credit spread
 - Begin with contractual cash flows per loan agreement
 - Modify the cash flows based on estimates for prepayment, default, and loss severity
 - Discount the resulting expected cash flows back to the valuation date
 - The book value of the loans is adjusted for the purchase discount or premium
 - Determine if there are loans with "more than insignificant deterioration in credit quality since origination"
- Allowance for credit losses
 - Recorded at zero because the estimated discount or premium includes estimated credit losses



Fair Value of Financial Assets and Liabilities

WWRM Loan Valuation

										Xy	z Credit	Union											
Loan Valuation as of December 31, 2024																							
	A Z X.X.	X	$Z = \chi \Delta v$		1	TA C	N.	- A - N	(A.,	<u>N</u>	A = AA		. X	- N.V	A		X	3 NA		Z W	V A	77	$V = 2^{-2}$
																Risk-Free						Undiscounted	
	Principal	# of	Avg	Avg	60+		Lifetime			Avg					Future		Discount		Fair	Fair		Principal	Rate
	Balance	Loans	FICO	LTV*	DQ%	WAC	WAC	Age	WAM	Life	CPR %	CRR %	CDR %	Severity%	Loss %	Rate	Spread	Rate	Value %	Value \$	Difference	Losses	Difference
Fixed Rate Mortgage	40,223,664	152	770	51%	0.0%	3.3%	3.3%	52	266	6.4	9.3%	9.0%	0.3%	8.7%	0.17%	6.6%	0.0%	6.6%	84.3%	33,902,885	(6,320,779)	(68,894)	(6,251,885)
ARM	64,126,034	151	767	51%	0.9%	3.0%	3.7%	51	309	7.3	9.6%	8.9%	0.7%	6.8%	0.23%	4.5%	2.1%	6.6%	83.8%	53,767,927	(10,358,107)	(146,440)	(10,211,668)
Home Equity 2nd	63,968,019	674	741	66%	1.6%	6.6%	6.6%	37	122	3.5	19.1%	17.4%	1.7%	18.2%	0.82%	7.6%	0.3%	8.0%	95.5%	61,063,846	(2,904,173)	(524,094)	(2,380,079)
HELOC 2nd	214,225,648	1,864	729	64%	1.5%	8.5%	8.3%	20	325	5.0	18.7%	16.9%	1.8%	16.1%	1.13%	7.5%	0.9%	8.3%	98.5%	211,108,580	(3,117,068)	(2,424,968)	(692,100)
New Vehicle - Direct	4,372,894	170	761	n/a	0.0%	4.7%	4.7%	21	47	1.6	19.7%	19.0%	0.7%	38.6%	0.40%	5.4%	0.5%	5.9%	97.9%	4,282,956	(89,938)	(17,437)	(72,501)
Used Vehicle - Direct	13,664,690	749	750	n/a	0.0%	5.2%	5.2%	16	49	1.6	20.4%	19.1%	1.3%	35.4%	0.73%	5.7%	0.6%	6.3%	97.6%	13,342,380	(322,309)	(99,069)	(223,240)
Personal LOC	97,827	80	694	n/a	0.0%	15.6%	15.6%	n/a	58	1.6	24.9%	21.1%	3.9%	100.0%	6.98%	10.5%	2.2%	12.7%	98.2%	96,041	(1,786)	(6,825)	5,039
Signature	3,765,736	297	732	n/a	0.8%	11.3%	11.3%	14	42	1.4	24.9%	22.6%	2.3%	100.0%	3.04%	10.5%	1.2%	11.7%	96.9%	3,650,687	(115,049)	(114,298)	(751)
Share Secured	16,199	4	628	n/a	0.0%	4.7%	4.7%	50	25	0.7	29.7%	29.6%	0.1%	0.0%	0.00%	3.7%	0.0%	3.7%	100.5%	16,283	83	- 1/ A.	83
Credit Card	4,434,765	1,266	737	n/a	1.6%	14.1%	14.1%	n/a	74	2.0	28.7%	25.5%	3.2%	100.0%	5.78%	13.0%	1.1%	14.1%	95.2%	4,223,586	(211,180)	(256,158)	44,979
Total	408,895,476	5,407	742	61%	1.2%	6.8%	6.8%	30	268	5.0	16.6%	15.2%	1.5%	17.0%	0.89%	7.0%	0.9%	7.8%	94.3%	385,455,169	(23,440,307)	(3,658,184)	(19,782,123)

* The LTV shown here on loans in the second lien position is the combined loan to value.



Fair Value of Financial Assets and Liabilities

WWRM Valuation Results





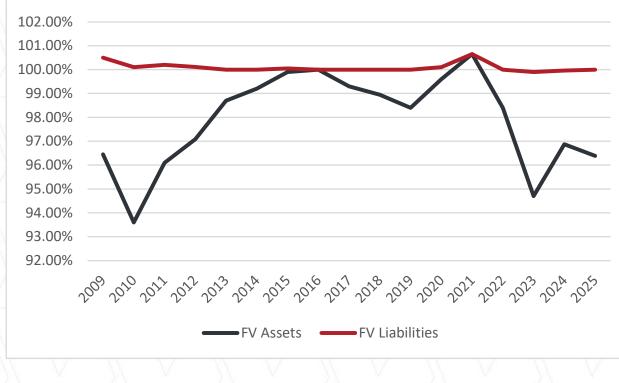
Fair Value of Non-Financial Assets and Liabilities

- Land and building Commercial real estate appraisals are generally completed if these assets are material
- Remaining fixed assets are typically brought over at book value
- Real estate **leases** are valued to determine if a lease asset/liability exists
 - \circ If the lease cost is less than market rate, then an asset should be recorded
 - $\circ~$ If the lease cost is greater than market rate, then a liability should be recorded



Fair Value of Assets and Liabilities

WWRM Valuation Results



Fair Value Assets and Liabilities



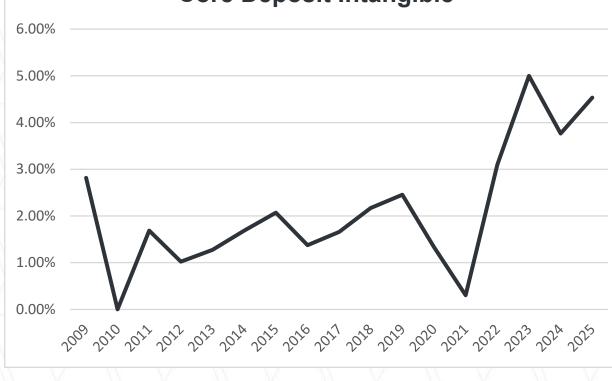
Fair Value of Intangible Assets

- Core Deposit Intangible
 - Premise is that a rational buyer would be willing to pay a premium to obtain a group of core deposit accounts that are less expensive than the buyer's marginal cost of funds
 - Estimate using discounted cashflow analysis
- Customer Relationships value of the customer relationships is typically embedded in the purchase price of the institution
- Trade Name
 - Can have value based on how widely it is recognized
- Mortgage Servicing Rights
 - Rights to service a loan that has been sold in the secondary market for a fee
 - Determined via discounted cash flow analysis given market for bulk services is quite limited



Fair Value of Intangible Assets

WWRM Valuation Results



Core Deposit Intangible



Amount of Goodwill/Bargain Purchase Gain

- Goodwill
 - Amount required to balance day one journal entry
 - Mergers generally result in goodwill
 - Goodwill is deducted from tier 1 capital for banks
 - Goodwill is deducted from risk-based capital for credit unions

Bargain Purchase

• GAAP requires institution to "double check" its work



Day One Accounting – Credit Union Merger

WWR	√ Example	Debit	Credit	Net Summary	Impact on Income	
	Investments					
	Available-for-Sale Debt Securities	/ \.	7,759,882		7,759,882 Increase in Interest Income	
	Available-for-Sale Debt Securities - Premium		752,401			
	Available-for-Sale Debt Securities - Discount	98,012	- AA - A			
	Unrealized Gain/Loss on Investment Securities	8,414,271	/ \\ · ·			
	Loans					
	Allowance for Credit Losses	- <u>M</u> V	1,793,527			
	Credit Adjustment		1,864,657		1.864.657 Increase in Interest Income	
	Discount Rate Adjustment	12 N	19,782,123		19,782,123 Increase in Interest Income	
	Total Loans and Leases - Loss Allowance	3,644,404	-	(19,795,903)		
	Other Assets					
	Land and Building		1,008,469			
	Core Deposit Intangible	9,907,931	· · · · ·		(9,907,931) Decrease in Non-Interest Income	
	All Other Assets	/ \-	336,737	8,562,725		
	Liabilities					
	Lease Liability	AL -1	67,647		67,647 Decrease in Lease Expense	
	Other Borrowings	448,525	/ \\ - /	380,878	(448,525) Increase in Interest Expense	
	Shares					
	Share Certificates	- 2X - M	366,073	(366,073)	366,073 Decrease in Interest Expense	
	Equity					
	Equity (removal of existing equity accounts)	58,650,914	X - X			
	Equity (record equity acquired in merger)	Z17 - 7	69,464,361			
	Goodwill	22,031,820	$\langle \cdot \rangle$	11,218,373		
		103,195,878	103,195,877	0	19,483,926 Net Future Income Impact	



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ACCOUNTING BASICS

Day One Accounting – Bank Acquisition

WWR	4 Example	Debit	Credit	Net Summary	Lifetime Impact on Income	
	Purchase Price (Consideration Given)	<u> </u>	5,653,607	(5,653,607)		
	Investments					
	Interest-bearing Deposits	- /X, - ^	57,462		57,462 Increase in Interest Income	
	Available-for-Sale Securities	\ /\\-	312,022		312,022 Increase in Interest Income	
	Available-for-Sale Securities - Premium		29,956			
	Available-for-Sale Securities - Discount	19,510	1.1.			
	Unrealized Gain / (Loss) on Available-for-Sale Securities	289,398	· V	(90,532)		
	Loans					
	Credit Adjustment	- X - X	169,857		169,857 Increase in Interest Income	
	Discount Rate Adjustment	A AL-	202,989		202,989 Increase in Interest Income	
	Loans and Leases - Loss Allowance	236,115	A 7- V	(136,731)		
	Other Assets					
	Bank Premises	583,236				
	Other Fixed Assets	39,044	- /			
	Core Deposit Intangible	1,786,382		2,408,661	(1,786,382) Decrease in non-interest incom	
	Deposits					
	Certificate of Deposit Accounts	Λ χ X.	33,529		33,529 Decrease in interest expense	
	IRA Certificates	15,775	\/ ·)	(17,754)	(15,775) Increase in interest expense	
	Equity					
	Equity (removal of existing equity accounts)	3,229,441	- /			
	Goodwill	260,522				
	Bargain Purchase	AV-	A A	3,489,963		
		6,459,423	6,459,422	0	(1,026,298) Net Future Income Impact	
		A 2 1 1 1 A				



Day Two Accounting

Investments

Premiums or discounts are amortized or accreted as a decrease or increase in interest income

Borrowings and Time Deposits

- Premiums or discounts are amortized or accreted as a decrease or increase in interest expense
- Core Deposit Intangible
 - Amortized on a level-yield over estimated lives of non-time deposits as a reduction to noninterest income
- Fixed Assets
 - Depreciated over estimated remaining lives



Day Two Accounting

- Loans
 - Purchased Credit Deteriorated loans (PCD) financial assets that have experienced a morethan-insignificant deterioration in credit quality since origination, as determined by an acquirer's assessment
 - Non-PCD loans acquiring institution expects to receive all contractually specified principal and interest payments



Day Two Accounting

- Non-PCD Loans
 - Premiums or discounts are amortized or accreted as a decrease or increase in interest income
 - Allowance for credit loss should be recorded through provision expense
- PCD Loans
 - Allowance for credit loss is recorded through adjustment to amortized cost basis of financial asset (balance sheet gross-up)
 - Favorable and unfavorable changes in expected credit-related cashflows will run through the allowance and credit loss expense
 - Non-credit premiums or discounts are amortized or accreted as a decrease or increase in interest income based on the effective yield after the gross-up





Accounting Implications

- PCD and CECL
- Capital Impact
- Goodwill
- Ongoing Earnings



PCD and CECL

WWRM Example

Non-PCD Loans		PCD Loans	
Total Loans	15,000,000	Total Loans	15,000,000
Less: Discount Rate		Less: Discount Rate	
Adjustment	(400,000)	Adjustment	(400,000)
Less: Credit Adjustment	(100,000)	Less: Credit Adjustment	(100,000)
		Plus: Allowance for Credit	
		Losses	100,000
Net Balance	14,500,000	Net Balance	14,600,000
ACL %	0.7%	ACL %	0.7%
Allowance for Credit Losses	(100,000)	Allowance for Credit Losses	(100,000)
Net Balance including ACL	14,400,000	Net Balance including ACL	14,500,000

Non-PCD loans result in double counting of the credit adjustment and a provision expense for CECL. PCD loans result in no double count and no day one provision expense.



Capital Impact

- GAAP equity
 - Equity acquired in merger used for GAAP equity
- Regulatory net worth
 - Adjustments to retained earnings through business combinations used for regulatory net worth
- Risk-based capital
 - Impact of intangible assets
- Acquisition of a bank is dilutive to capital

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IMPLICATIONS

Goodwill

- Goodwill for privately-held banks and credit unions accounted for in one of two ways:
 - Amortization irrevocable accounting election
 - Annual impairment testing
 - Qualitative
 - Quantitative
 - Publicly traded banks must use impairment assessment method
- Capital impact
 - Goodwill is deducted from tier 1 capital for banks
 - Goodwill is deducted from risk-based capital for credit unions



Ongoing Earnings

- Discounts on assets are accreted as additional income
- Premiums on assets are amortized as reductions to income
- Discounts on liabilities are amortized as additional expense
- Premiums on liabilities are accreted as reductions to expense

Accounting Implications

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- Fair Value Example 1: ABC CU
 - \$1.0B in assets
 - \$855M in loans
 - \$100M in investments
 - \$900M in shares
 - 95% loan to deposit ratio
 - Large concentration in fixed rate real estate lending

- Fair Value Example 2: XYZ CU
 - \$1.0B in assets
 - \$540M in loans
 - \$300M in investments
 - \$900M in shares
 - 60% loan to deposit ratio
 - Large concentration in consumer lending



Accounting Implications

- Fair Value Example 1: ABC CU
 - CECL impact: \$8.5M provision expense
 - Goodwill: \$10.0M
 - Ongoing earnings: \$12.0M

- Fair Value Example 2: XYZ CU
 - CECL impact: \$7.0M provision expense
 - Goodwill: \$2.0M
 - Ongoing earnings: \$(2.5M)

UPDATES





UPDATES

Pending Guidance from FASB

•The FASB decided to retain the current accounting for PCD assets, but revised the objective of the proposed ASU to be one that improves the accounting for PFAs that do not fall under the current PCD scope. All acquired loans except for credit cards would be subject to PFA standard.

•All loans, except for credit cards, would be considered seasoned and fall under the scope of the PFA standard if they are acquired through a business combination.

•The acquiring entity would record the initial amortized cost basis of the seasoned loans as the purchase price plus the initial ACL, which is the gross-up approach. Thereafter, the acquiring entity would use the interest method to recognize as interest income the noncredit discount or premium on the seasoned loans.

•FASB decided that the PFA standard should be applied prospectively for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. However, early adoption would be permitted for any annual or interim periods beginning in 2026.

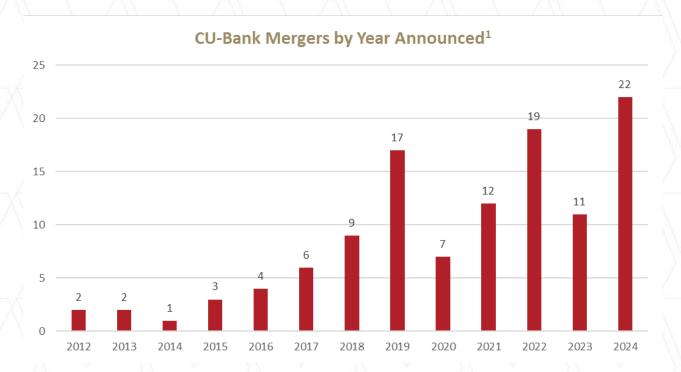
CREDIT UNIONS BUYING BANKS





CREDIT UNIONS BUYING BANKS

Number of Deals





CREDIT UNIONS BUYING BANKS

Challenges

- Purchase and Assumption
 - Most instances a credit union cannot legally buy bank stock
 - Cash offer
- Higher premiums
 - Complex legal process
 - More regulators
- Tax consequences
 - S-corporation vs C-Corporation
 - Taxable P&A deal
- https://wilwinn.com/resources/credit-unions-purchasing-community-banks/



CREDIT UNIONS BUYING BANKS

Implications

- PCD and CECL
 - Specified reserves on CRE can be designated PCD
- Capital Impact
 - Dilutive to GAAP equity and regulatory capital
 - Subordinated debt
 - Goodwill

.

Some transactions have resulted in substantial amounts of goodwill



Navigating Mergers & Acquisitions Accounting

Questions?



CONTACT US

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Bank Merger and Acquisition Activity [White Paper]

Providing an overall perspective of the banking merger and acquisition marketplace, this September 2024 white paper includes industry-wide data on bank mergers and acquisitions since 2000, with a focus on 2022-2024.

Credit Union Merger Results Through 2023 [White Paper]

This June 2024 white paper, an update to our 2021 version, provides readers with an overall perspective of the merger marketplace as well as valuation metrics from the work that Wilary Winn has performed.



ABOUT WILARY WINN

About Wilary Winn

- Founded in 2003, Wilary Winn provides expert, unbiased, fee-based, actionable advice to banks and credit unions. We have more than 600 financial institution clients in 49 states, including 41 of the top 100 credit unions and 73 publicly traded banks.
- Our mission is to strengthen community financial institutions because we believe they are key to healthy communities.
- Our sole focus on financial institutions for over two decades means you can have confidence in us.
 We are recognized as experts in the field by our colleagues, the major accounting firms, and regulators.

Thank You

