



2020

A N N U A L
R E P O R T

 Lakeland Bancorp, Inc.

Technology is the highway
moving us from one point to another,
but it is the human connection
along the way that makes the journey
an optimum and unforgettable experience.



DEAR FELLOW SHAREHOLDERS:

When 2020 began, no one could have predicted that we would soon face a health crisis of global proportions. Since then, COVID-19 has threatened millions of lives and altered the most basic, everyday activities of families, businesses and communities. At Lakeland, as at so many other businesses, we took immediate action to protect our associates and customers, ensure the availability of our services as we shifted to working remotely, assist clients who faced economic hardship, and support the needs of our communities. While the problems caused by the pandemic have been daunting, we can take pride in being part of the solution.

We especially want to thank all of our Lakeland associates, who did their utmost to ensure the safety and well-being of their fellow associates and customers, while continuing to deliver the banking services that provided a financial lifeline for so many individuals and businesses. Although we have been through a year of enormous challenges, our associates rose to meet those challenges with selflessness, humanity, grit and determination.

2020: The Year of the Customer Relationship

Our response to the pandemic was guided by Lakeland's core values, particularly our belief in the importance of customer relationships and a commitment to helping them achieve their financial goals. As one obstacle after another arose, we continually asked ourselves: "What would our customers expect us to do?" Over the course of a turbulent year, that remained the standard by which we would judge the success of our efforts. By keeping customer relationships firmly at the heart of our actions, we strengthened Lakeland's role as the trusted steward of our customers' assets – and their partner in reaching their financial needs and goals.

Reflecting our customer-centric focus, Lakeland actively engaged in efforts to support people and businesses affected by COVID-19. We participated in the Small Business Administration (SBA) Paycheck Protection Program (PPP), granting over \$325 million in loans to approximately 2,000 small businesses and helping preserve about 20,000 jobs. Additionally, we offered relief programs for eligible borrowers, allowing businesses and consumers impacted by the pandemic to temporarily defer some loan payments.

To support our communities during the Coronavirus crisis, Lakeland made emergency grants and donations throughout the year. These funds provided much needed financial assistance to local organizations, supporting initiatives such as food pantries, emergency shelters, laptops for low income students learning from home, and economic relief for struggling families. We also continued our regular charitable activities, including our annual Share-A-Gift program, through which each Lakeland Bank branch partners with – and helps raise donations for – a selected local nonprofit organization. And, we hosted our Annual Scholarship Golf Outing raising funds which will be distributed to local students pursuing a higher education.

Sustaining Profitable Growth

Despite the challenges posed by COVID-19, 2020 was a year of profitable growth and progress on Lakeland's strategic initiatives. Net income for 2020 was \$57.5 million and earnings per diluted share were \$1.13, compared to net income of \$70.7 million and diluted EPS of \$1.38 for 2019. The 2020 results reflected a higher than usual provision for credit losses on loans. The provision increased from \$2.1 million in 2019 to \$27.2 million in 2020, primarily due to the negative effect of the pandemic on forecasted economic conditions and credit loss projections. Annualized return on average assets was 0.80%, annualized return on average common equity was 7.74%, and annualized return on average tangible common equity was 9.86%.

Total assets rose to a record \$7.66 billion at year-end 2020, increasing 14% or \$953.1 million. Significantly, total loans grew to \$6.02 billion, increasing 17% or

\$883.4 million. Asset quality remained strong, with non-performing assets at 0.56% of total assets at year-end 2020. Total deposits rose to \$6.46 billion, increasing 22% or \$1.16 billion. This includes a 34% increase in non-interest-bearing deposits, as many customers preferred to maintain higher balances as a “cushion” in difficult times.

Our strong performance again enabled us to deliver returns for our shareholders, as the Board of Directors maintained the quarterly cash dividend rate and declared dividends totaling \$0.50 per share during 2020.

LAKELAND'S PERFORMANCE AND PROGRESS IN A CHALLENGING YEAR DEMONSTRATED THE RESILIENCY OF OUR STRATEGIES AND THE ENDURING VALUE OF OUR BUSINESS MODEL.

Investing in Digital Banking, Human Capital

Lakeland continued to move forward with the digital transformation initiative launched in 2019. In the past year, we introduced eTreasury, an advanced, secure online treasury management platform for large businesses. We enhanced our customer relationship management platform with additional functionality that will allow us to engage more closely with customers and tailor solutions to their needs. Each of our Business Banking Officers now has an individual microsite that enables customers to connect directly with the person responsible for their banking needs. Our recent digital banking investments were critical to our ability to serve customers during the pandemic lockdown period, and we remain committed to making further progress toward our comprehensive technology and connectivity strategy.

We also continued to focus on attracting and developing talented individuals to sustain and build on Lakeland's culture of service and performance. Our Leader Engagement and Development (LEAD) Program was launched in 2019 to foster leadership abilities and cultivate effective management approaches; 51 associates have now participated in the first three rounds of this rigorous program. We are also proud that, in 2020, two of our associates were recipients of the New Jersey Bankers Association's Rising Star Award, which honors banking professionals under 40 who demonstrate leadership both on the job and in community activities.

Commitment to Diversity and Inclusion

Long-simmering issues related to racial justice and equality came to the forefront of American society in 2020. In response, Lakeland further strengthened our existing commitment to robust diversity and inclusion (D&I) efforts, including employee outreach and awareness, recruitment and hiring practices, and programs to support diverse employees in their career journeys. In this way, we are building on our early commitment to diversity that dates back to 1995, when we welcomed our first female member of our Board of Directors, who was later appointed Board Chair in 2011. Our second female Director joined the Board in 2004.

Early in the year, we appointed our first Chief Diversity Officer, with a mandate to focus on workforce diversity, vendor/supplier diversity, and cultivating more diverse leadership, among other vital issues. In response to the racial and social unrest in many U.S. communities, as well as concerns triggered by the pandemic, we sponsored Share Your Voice “listening” roundtables for associates, with the assistance of outside experts. A Diversity Task Force was created to give associates more opportunity for input into relevant issues. We provided associates with access to information and assistance on topics ranging from diversity to wellness, parenting and other personal issues and concerns. In addition, Tom Shara served as Chairman of the New Jersey Bankers Association for 2020-21, and made the expansion of the industry's D&I efforts a central focus of his leadership platform.

We know there is much more to do to ensure a diverse and representative range of backgrounds, experiences and perspectives across our organization, and we are committed to continuing that journey.

Awards and Recognition

We are honored that Lakeland's exceptional service, financial performance and community spirit were again recognized by several independent organizations.

- *Forbes* magazine and Statista named Lakeland Bank to their "America's Best-In-State Banks" list for the second consecutive year; only the top 2.6% of all U.S. banks achieved this distinction in 2020.
- Lakeland made the list of New Jersey's 50 Fastest Growing Companies, published by NJBIZ, for the fourth consecutive year. The "Fast50" list recognizes companies which progressively contribute to the success of the state's economic growth and stability.
- Lakeland was the only New Jersey bank included in the S&P Global Market Intelligence Annual Ranking of "Best Performing Community Banks" in the \$3 billion to \$10 billion category.
- Lakeland was included in the "Bank and Thrift Sm-All Stars: Class of 2020" list compiled by the Piper Sandler investment firm, a roster of the nation's top performing, publicly traded small-cap banks and thrifts.
- The Commerce and Industry Association of New Jersey (CIANJ) and *COMMERCE Magazine* honored Lakeland for the sixth consecutive year with its "Companies that Care Award" in recognition of their Annual Scholarship Golf Outing program.

Thomas J. Shara

President & CEO



Community-Based Values, Future Vision

A crisis such as COVID-19 reveals the true value of community-based financial institutions like Lakeland. With deep roots in our local markets, we are well-positioned to serve the needs of our customers and neighbors – whether we are providing critical financial solutions and charitable support, or simply meeting everyday financial needs. Compared to regional or national banking competitors, we can be agile, responsive and caring, which further strengthens our valued long-term relationships.

Lakeland's performance and progress in a challenging year demonstrated the resiliency of our strategies and the enduring value of our business model. Going forward, we will continue to be guided by the commitments we have made: to maintain and grow our community banking franchise, deliver outstanding customer service with enhanced technology, support our communities, attract and develop a diverse team of talented people, and perform for our shareholders.

More than ever, we are grateful for the wisdom and guidance of our Board of Directors, the dedication and hard work of our associates, and the trust placed in Lakeland by our customers and shareholders. We will strive to continue to merit your support and confidence.

Sincerely,

Mary Ann Deacon

Board Chair



FOR THE YEAR

(dollars and shares in thousands, except per-share data)

	2020	2019	2018	2017
Net Income	\$ 57,518	\$ 70,672	\$ 63,401	\$ 52,580
Return on Average Assets	0.80%	1.12%	1.15%	1.00%
Return on Average Stockholders' Equity	7.74%	10.14%	10.59%	9.25%
Net Interest Margin	3.09%	3.33%	3.36%	3.38%
Efficiency Ratio	54.54%	54.83%	56.09%	53.40%
Tangible Common Equity Ratio	8.05%	8.62%	8.57%	8.44%
Dividends Paid on Common Stock	\$ 25,457	\$ 24,919	\$ 21,307	\$ 18,853

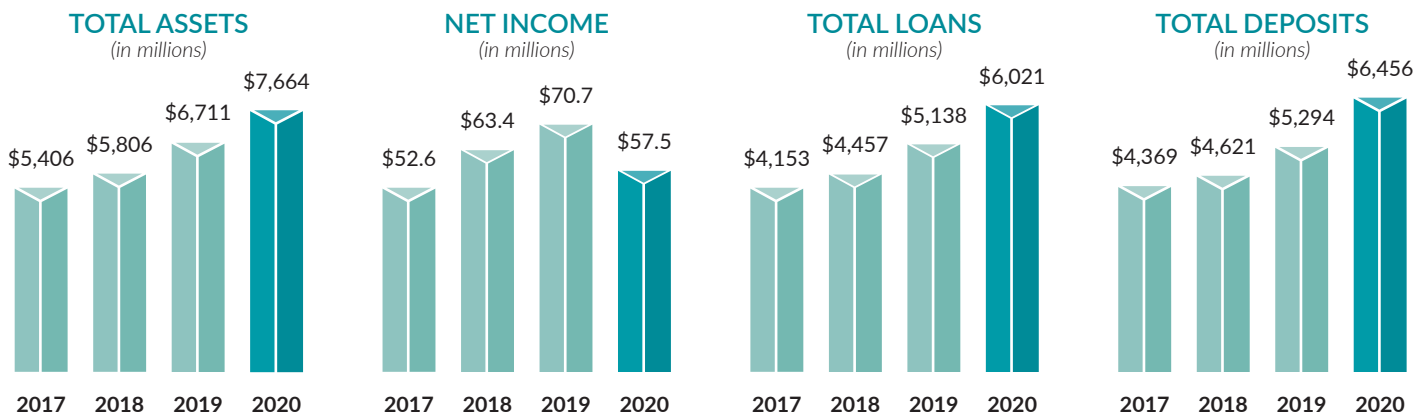
PER-SHARE DATA

Earnings Per Share:

– Basic	\$ 1.13	\$ 1.39	\$ 1.32	\$ 1.10
– Diluted	\$ 1.13	\$ 1.38	\$ 1.32	\$ 1.09
Cash Dividends Per Common Share	\$ 0.50	\$ 0.49	\$ 0.45	\$ 0.40
Book Value Per Common Share	\$ 15.13	\$ 14.36	\$ 13.14	\$ 12.31
Tangible Book Value Per Common Share	\$ 11.97	\$ 11.18	\$ 10.22	\$ 9.38
Weighted Average Shares Outstanding:				
– Basic	50,540	50,477	47,578	47,438
– Diluted	50,650	50,642	47,766	47,674

AT YEAR END

Loans, Net of Deferred Fees	\$ 6,021,232	\$ 5,137,823	\$ 4,456,733	\$ 4,152,720
Total Deposits	6,455,783	5,293,779	4,620,670	4,368,748
Total Assets	7,664,297	6,711,236	5,806,093	5,405,639
Stockholders' Equity	763,784	725,263	623,739	583,122
Loans to Deposits	93.27%	97.05%	96.45%	95.06%
Ratio of Net Charge-Offs to Average Loans Outstanding	0.03%	0.00%	0.05%	0.05%
Ratio of Non-Performing Assets to Total Assets	0.56%	0.32%	0.22%	0.27%
Tier 1 Leverage Ratio	8.37%	9.41%	9.39%	9.12%
Tier 1 Risk-Based Capital Ratio	10.22%	11.02%	11.27%	10.87%
Total Risk-Based Capital Ratio	12.84%	13.40%	13.71%	13.40%
CET1 Ratio	9.73%	10.46%	10.62%	10.18%





Mary Ann Deacon
Secretary and Treasurer,
Deacon Homes, Inc.



Thomas J. Shara
President and CEO,
Lakeland Bancorp, Inc.



Bruce D. Bohuny
President,
Brooks Builders



Brian M. Flynn
CPA and Partner,
PKF O'Connor Davies



Mark J. Fredericks
President,
*Keil Oil, Inc. and Fredericks
Fuel and Heating Service*



Brian Gagnolati
President and CEO,
Atlantic Health System



James E. Hanson II
President and CEO,
The Hampshire Companies



Janeth C. Hendershot
Former Senior Vice President,
Munich-American Risk Partners



Lawrence R. Inserra, Jr.
Chairman of the Board
and CEO,
Inserra Supermarkets, Inc.



Robert E. McCracken
Funeral Director/Manager,
*Smith-McCracken
Funeral Home*



Robert Nicholson III
President and CEO,
Northern Resources Corporation

CHAIRMEN EMERITUS

John W. Fredericks

Robert B. Nicholson

EXECUTIVE MANAGEMENT TEAM

Thomas J. Shara
President and
Chief Executive Officer

Ronald E. Schwarz
Sr. Executive Vice President
and Chief Operating Officer

Karen Garrera
Executive Vice President
and Chief Retail Officer

Paul Ho-Sing-Loy
Executive Vice President and
Chief Information Officer

Ellen Lalwani
Executive Vice President and
Chief Banking Officer

Timothy Matteson
Executive Vice President
/ Chief Administrative
Officer/General Counsel
and Corporate Secretary

James M. Nigro
Executive Vice President
and Chief Risk Officer

John F. Rath III
Executive Vice President and
Chief Lending Officer

Thomas F. Splaine, Jr.
Executive Vice President and
Chief Financial Officer

Jenifer Thoma
Executive Vice President and
Chief Human Resources Officer

FOCUS ON TALENT AND TECHNOLOGY

The financial services marketplace is constantly evolving. Factors such as changes in customer behavior, the accelerating transition to digital business, and the larger societal issues of racial justice and economic inequality have major implications for all banking institutions. In order to respond to the changes in our business environment, and serve the needs of all our stakeholders, Lakeland has continued to pursue efforts to attract and develop a talented and diverse team of associates, and to invest in technology and innovation.

Diversity and Inclusion

We recognize the importance of attracting and maintaining a workforce representing diverse backgrounds and perspectives. To accomplish this goal, we have continued to expand Lakeland's diversity and inclusion (D&I) initiatives, enhanced our leadership development programs, and created channels to listen to the voices of associates on a range of issues.

Reflecting Lakeland's commitment to create an environment of equality and inclusion, in 2020 we appointed Alethea Batts, Senior Vice President of Learning & Development, to a new position as our Chief Diversity Officer. She has been charged with leading and building upon our diversity and inclusion programs. Alethea joined Lakeland in 2017, after serving in management roles at several national banking organizations. A graduate of Princeton



Alethea Batts
Senior Vice President /
Learning and Development,
Chief Diversity Officer

University, Alethea earned a Senior Certified Professional Certificate from the Society for Human Resources Management. Recent initiatives have included the expansion of D&I training to all employees, the formation of a Diversity & Inclusion Task Force, and the creation of resource groups and "listening" roundtables. We also are working with representative organizations to enhance our efforts to recruit a diverse range of talent.

Digital Strategy Progress

Lakeland embarked on its digital strategy in late 2019, with a focus on providing a superior omni-channel customer experience, evolving our product and service delivery, and enhancing our operational functionality and cost-effectiveness. The past year was devoted to building a solid foundation for this strategy. We assembled a highly skilled team, strengthened our project management and technology capabilities, and made great strides in centralizing and leveraging data across business units. Investments were also made in customer relationship management and data analytics tools which will deepen our customer knowledge and provide our associates with a 360-degree view of our customers. In the coming year, among other objectives, we will begin to leverage these emerging capabilities to gain further insights into our customers and to better align our products and services with their needs.

The expertise to achieve our goals is embodied in our Technology Team. Paul Ho-Sing-Loy, Executive Vice President, Chief Information Officer, joined Lakeland in 2017. His industry experience spans more than 30 years and includes senior leadership roles at Bank of America and Wells

Fargo Bank, both in San Francisco as well as a Wisconsin regional bank with \$29 billion in assets. Paul is responsible for developing and leading the Bank's overall information technology strategy to position the Bank for future growth.

Trish Nuccio was appointed as First Senior Vice President, Director of Digital Strategy in 2020. For nearly 30 years, she has helped Fortune 500 companies achieve their strategic goals by leading large scale strategic and technology initiatives. Trish has been successful working across a broad range of industries including banking, insurance, management consulting and manufacturing. She has held leadership roles with Chase Bank, Prudential Financial, GAF and DeSola Group, where she spent 10 years consulting with leaders at major financial institutions. Trish is a strategic and transformative information technology leader with expertise and experience in project management and digital product delivery. She is responsible for leading digital transformation at Lakeland.

Gary Garris is Vice President of the Enterprise Project Management Office. He joined Lakeland in 2020 to strengthen and lead Lakeland's Project Management Office with a focus on improving project execution and delivery.



Paul Ho-Sing-Loy
Executive Vice President /
Chief Information Officer



Trich Nuccio
First Senior Vice President /
Director of Digital Strategy



Trupti Parikh
Vice President /
Digital Transformation



Aruna Vaddiraju
Vice President / User Experience
and Business Analysis Lead



Patham Muthu
Vice President/ Digital Transformation,
Data Governance, Engineering and
Technology Architecture



Bharat "BG" Naran
First Senior Vice President / Director
of the Technology Services Group



Carl Grau
Senior Vice President /
Enterprise Solutions

Gary has broad experience and accomplishments in the financial services sector having held leadership assignments working on transformation and operational excellence initiatives with companies like Prudential Financial, Ernst and Young, KPMG, Moody's and MetLife. He is responsible for the implementation of processes, tools and capabilities that support sound project management practices with a focus on continuous improvement and quality delivery.

Trupti Parikh is Vice President of Quality Assurance and User Acceptance Testing. She joined the Bank in early 2020 to strengthen and lead Lakeland's quality assurance strategy, practice, tools and team. Trupti brings a broad breadth of technology experience and accomplishments, having held leadership roles in both project management and quality assurance across global banking, insurance and financial services organizations. She has held leadership roles in companies including TIAA, AIG and Pearson Inc./ Financial Times. Trupti is responsible for ensuring the overall quality of Lakeland's digital technology solutions.

Aruna Vaddiraju is Vice President of User Experience and Business Analysis. She was hired in early 2021 to strengthen and lead Lakeland's user experience and business analysis strategy, practice, tools and team. Aruna has a deep background in business analysis and has successfully delivered technology solutions across the insurance, investment banking and financial services industries. She has contributed user experience and business analysis expertise through her roles with Prudential Insurance, First Data Corporation and Deutsche Bank. Aruna is responsible for ensuring that Lakeland's digital technology solutions exceed our customer's

expectations and deliver a seamless user experience.

Patham Muthu is Vice President, Digital Transformation, Data Governance, Engineering and Technology Architecture. He joined Lakeland in 2020 and brings decades of technology experience from a variety of leadership roles at JP Morgan Chase and Bear Stearns & Co. He comes with significant investment and retail banking technology experience. Patham and his team will focus on the enterprise solution architecture as it relates to business intelligence, data governance, and data management.

Bharat "BG" Naran was appointed First Senior Vice President, Director of the Technology Services Group in 2019. With more than 20 years of industry experience, he has served as the Head of IT and Security (CIO/ CISO) at MDC Partners in New York, N.Y. and also held the position of Deputy General Manager and Data Center Architect at CDS, a division of Omnicom Group. BG is responsible for managing all aspects of Lakeland's operational activities of the Information Technology Group including strategic planning and future designs.

Carl Grau, Senior Vice President, Enterprise Solutions, joined Lakeland in 1999 as a result of the Metropolitan State Bank acquisition. He has been instrumental in managing the development of the Bank's online banking systems as well as building and managing our core relational database and reporting system. Carl also developed the Bank's robotic process automation initiative which resulted in the creation of the Business Process Improvement department, which he led until 2021. As a member of the Technology Team, Carl will focus on key strategic enterprise solutions.

*Photo not available for Gary Garris

LAKELAND BANCORP AND LAKELAND BANK OFFICERS

LAKELAND BANCORP OFFICERS

Mary Ann Deacon
Board Chair

Thomas J. Shara
President and Chief Executive Officer

Ronald E. Schwarz
Sr. Executive Vice President and Chief Operating Officer

Paul Ho-Sing-Loy
Executive Vice President and Chief Information Officer

Ellen Lalwani
Executive Vice President and Chief Banking Officer

Timothy Matteson
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James M. Nigro
Executive Vice President and Chief Risk Officer

John F. Rath III
Executive Vice President and Chief Lending Officer

Thomas F. Splaine, Jr.
Executive Vice President and Chief Financial Officer

LAKELAND BANK OFFICERS

PRESIDENT/CHIEF EXECUTIVE OFFICER Thomas J. Shara

SENIOR EXECUTIVE VICE PRESIDENT/CHIEF OPERATING OFFICER Ronald E. Schwarz

EXECUTIVE VICE PRESIDENTS

Karen Garrera
Executive Vice President and Chief Retail Officer

Paul Ho-Sing-Loy
Executive Vice President and Chief Information Officer

Ellen Lalwani
Executive Vice President and Chief Banking Officer

Timothy Matteson
Executive Vice President/Chief Administrative Officer/General Counsel and Corporate Secretary

James M. Nigro
Executive Vice President and Chief Risk Officer

Stephen C. Novak
Executive Vice President / Senior Commercial Real Estate Officer & Group Leader

John F. Rath III
Executive Vice President and Chief Lending Officer

Thomas F. Splaine, Jr.
Executive Vice President and Chief Financial Officer

Thomas C. Stackhouse
Executive Vice President / Chief Credit Officer

Jenifer Thoma
Executive Vice President and Chief Human Resources Officer

David S. Yanagisawa
Executive Vice President/Senior Loan Officer/Commercial Lending

FIRST SENIOR VICE PRESIDENTS

Brendan Eccleston
First SVP/Deputy General Counsel

Mary T. Karakos
First SVP/Commercial Loan/Chief Loan Administrative Officer

Rita A. Myers
First SVP/Comptroller

Bharat G. Naran
First SVP/Technology Services Group Director

Mary Kaye Nardone
First SVP/Chief Information Security Officer

Patricia Nuccio
First SVP/Director of Digital Strategy

Elaine C. Petit
First SVP/Director of Enterprise Solutions

Leonard Van Dam
First SVP/Group Leader/Commercial Loans

Laurie A. Veith
First SVP/Director of Operations

SENIOR VICE PRESIDENTS

Alethea Batts
SVP/Learning and Development, Chief Diversity Officer

Kenneth Bostwick, Jr.
SVP/Director of Retail Sales

Bruce Bready
SVP/Small Business Lending Manager

Steven Breeman
SVP/Asset Based Lending Team Leader

Leonard Carlucci
SVP/Commercial Loan Team Leader (Waldwick)

Raymond Cordts
SVP/Business Development Officer

Robert Feldmann
SVP/Commercial Loan Team Leader (Denville and Totowa)

Pamela Frie
SVP/SBA Lending Team Officer

Tina George
SVP/Facilities and Purchasing Officer

Daniel S. Gonzalez
SVP/Commercial Loan Team Leader (Ocean County)

Carl Grau
SVP/Enterprise Solutions

Robert Ingram
SVP/Equipment Finance Director

Julie Koop
SVP/Human Resources

Ronald G. Krauskopf
SVP/Healthcare Lending Commercial Team Leader

Daniel Leary
SVP/Business Banking Manager

Nina E. Luongo
SVP/Government Banking and Cash Management Officer

Richard Machtinger
SVP/Credit Special Assets Officer

Maureen G. Martin
SVP/Director of Marketing

Timothy McNaught
SVP/Commercial Loan Team Leader (Teaneck)

Lisa Mills
SVP/Compliance Officer

Nancy Minette
SVP/Professional Services

Debra J. Morgan
SVP/Market Manager

Harry W. Neinstedt
SVP/Commercial Loan Team Leader (Montville)

M. Keith Niedergall
SVP/Regional Administrator (Northern Region)

Anthony Penta
SVP/Commercial Loan Team Leader (Middlesex/Monmouth)

Richard Reisenauer
SVP/Commercial Loan Team Leader (Hudson Valley)

Theresa Ruvo
SVP/Branch Administrator

Neill Schreyer
SVP/Asset Recovery Manager

Susan Scimone-Bellini
SVP/Senior Regional Administrator

Linda Smith
SVP/Construction Lending Administration Manager

Susan K. Smith
SVP/Credit Administration Manager

Mary Stine
SVP/Credit Officer/C&I

Marlena Taglieri
SVP/BSA-AML Officer

Drew TerWaarbeek
SVP/Regional Administrator (Southern Region)

Vickie Tomasello
SVP/Chief Audit Officer

Henrik Tvedt Jr.
SVP/Product and Delivery Channel Manager

Timothy Van Slooten
SVP/Financial Services Program Manager

David Ver Hage
SVP/Loan Operations Manager

Michael J. Vessa
SVP/Commercial Loan Officer (Bernardsville)

Margaret Volk
SVP/Director of Mortgage and Consumer Lending

Jeffrey Wichman
SVP/Credit Manager

Samuel R. Wilson
SVP/Commercial Loan Team Leader (Bernardsville)

CORPORATE ADVISORY COUNCIL

Jon F. Hanson II, Council Chairman
Chairman, The Hampshire Companies, LLC

Daniel J. Geltrude, CPA
Managing Member, Geltrude & Company, LLC

Jerrold Grossman, PhD
President, Genesis BPS

Jerome Lombardo
President, CJ Lombardo Company

Bruce M. Meisel
CEO, First Westwood Realty, LLC

Charles H. Shotmeyer
President, Shotmeyer Brothers

NEW JERSEY

BERGEN

Carlstadt
325 Garden Street

Englewood
42 North Dean Street

Hackensack-Main Street
25 Main Street

Hackensack-Polifly Road
9 Polifly Road

Park Ridge
165 Kinderkamack Road

Rochelle Park
1 East Passaic Street

Teaneck
417 Cedar Lane

Waldwick
64 Crescent Avenue

Westwood
21 Jefferson Avenue

Wyckoff
652 Wyckoff Avenue

ESSEX

Caldwell
49-53 Bloomfield Avenue

Nutley
356 Franklin Avenue

MORRIS

Boonton
321 West Main Street

Butler
1410 Route 23 North

Denville
55 Broadway

Madison
265 Main Street

Mendham
106 East Main Street, Suite A

Milton
5729 Berkshire Valley Road

Montville
166 Changebridge Road

Morristown
151 South Street

Pompton Plains-Cedar Crest Village
1 Cedar Crest Drive

Pompton Plains-Woodland Commons
1 Woodland Commons

Wharton
350 North Main Street

OCEAN

Jackson
2120 West County Line Road

Lakewood
500 River Avenue

Toms River
104 Route 37 East

PASSAIC

Bloomingtondale
28 Main Street

Clifton
11 Ackerman Avenue

Little Falls
86-88 Main Street

Newfoundland
2717 Route 23 South

Ringwood
45 Skyline Drive

Totowa
650 Union Blvd # 1

Wanaque
103 Ringwood Avenue

Wayne
231 Black Oak Ridge Road

West Milford
1527 Union Valley Road

SOMERSET

Bernardsville
155 Morristown Road

SUSSEX

An dover
615 Route 206 North

Branchville Downtown
3 Broad Street

Franklin
25 Route 23 South

Fredon
395 Route 94 North

Lafayette
37 Route 15 South

Newton-Hampton
11 Hampton House Road

Sparta
7 Town Center Drive

Stanhope
143 Route 183 North

Wantage
455 Route 23 North

Vernon
529 Route 515 South, Suite 101

UNION

Summit
510 Morris Avenue

NEW YORK

ORANGE

Highland Mills
556 State Route 32 North

REGIONAL LOAN OFFICES

Bernardsville
155 Morristown Road

Denville
4 Second Avenue, Suite 204

Highland Mills, NY
556 State Route 32 North

Jackson
2120 West County Line Road

Montville
166 Changebridge Road

Oak Ridge
250 Oak Ridge Road

Teaneck
417 Cedar Lane

Totowa
650 Union Blvd # 1

Corporate Headquarters

250 Oak Ridge Road
Oak Ridge, NJ 07438

Commercial Real Estate Office

64 Crescent Avenue
Waldwick, NJ 07463

Loan Production Office

485 Route 1 South
Iselin, NJ 08830

Milton Annex

5736 Berkshire Valley Road
Oak Ridge, NJ 07438

Milton Operations & Training Center

5716 Berkshire Valley Road
P.O. Box 326
Oak Ridge, NJ 07438



Lakeland Bank proudly funded the Desk 4 Homes initiative to help build desks for the children of Bergen Habitat for Humanity homeowners who found themselves attending school virtually.



Our associates, business partners and customers pulled together to raise \$160,000 for the Bank's Annual Scholarship Golf Outing.



We have a wonderful partnership with the Chilton Medical Center Foundation and have supported many of their programs over the years



Fulfill was one of the recipients of the Bank's Community Impact Grant last year.



Lakeland Bank in partnership with the FBI Newark Citizens Academy Alumni Association Inc. and other sponsors spent a day at Saint Peters Haven helping to prepare a couple hundred pounds of food for delivery to families struggling to meet their daily needs.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549
Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED December 31, 2020.

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____
Commission file number: 000-17820

LAKELAND BANCORP, INC.

(Exact name of registrant as specified in its charter)

New Jersey	22-2953275
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

250 Oak Ridge Road, Oak Ridge, New Jersey 07438
(Address of principal executive offices and zip code)

(973) 697-2000
(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, no par value	LBAI	The Nasdaq Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

As of June 30, 2020, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$553,577,000, based on the closing sale price as reported on the NASDAQ Global Select Market.

The number of shares outstanding of the registrant's common stock, as of February 26, 2021, was 50,501,019.

DOCUMENTS INCORPORATED BY REFERENCE:

Lakeland Bancorp, Inc. Proxy Statement for its 2021 Annual Meeting of Shareholders (Part III).

LAKELAND BANCORP, INC.

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PART I

ITEM 1 - Business.

GENERAL

Lakeland Bancorp, Inc. (the “Company” or “Lakeland Bancorp”) is a bank holding company headquartered in Oak Ridge, New Jersey. The Company was organized in March 1989 and commenced operations on May 19, 1989, upon the consummation of the acquisition of all of the outstanding stock of Lakeland Bank, formerly named Lakeland State Bank (“Lakeland” or the “Bank” or “Lakeland Bank”). Lakeland currently operates 48 branch offices located throughout Bergen, Essex, Morris, Ocean, Passaic, Somerset, Sussex, and Union counties in New Jersey and in Highland Mills, New York; six New Jersey regional commercial lending centers strategically located in our market area and one New York commercial lending center to serve the Hudson Valley region. Lakeland offers an extensive suite of financial products and services for businesses and consumers.

The Company has grown through a combination of organic growth and acquisitions. Since 1998, the Company has acquired eight community banks with an aggregate asset total of approximately \$2.28 billion, including its most recent acquisition of Highlands State Bank and its parent, Highlands Bancorp, Inc. ("Highlands Bancorp"), which was completed on January 4, 2019. All of the acquired banks have been merged into Lakeland and the acquired holding companies, if applicable, have been merged into the Company.

At December 31, 2020, Lakeland Bancorp had total consolidated assets of \$7.66 billion, total consolidated deposits of \$6.46 billion, total consolidated loans, net of the allowance for credit losses on loans, of \$5.95 billion and total consolidated stockholders' equity of \$763.8 million.

This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (“Forward-Looking Statements”). Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected in such Forward-Looking Statements. Certain factors which could materially affect such results and the future performance of the Company are described in Item 1A - Risk Factors of this Annual Report on Form 10-K.

Commercial Bank Services

Through Lakeland, the Company offers a broad range of lending, depository, and related financial services to individuals and small to medium sized businesses located primarily in northern and central New Jersey, the Hudson Valley region in New York and surrounding areas. In the lending area, these services include commercial real estate loans, commercial and industrial loans, short and medium term loans, lines of credit, letters of credit, inventory and accounts receivable financing, real estate construction loans, mortgage loans, Small Business Administration (“SBA”) loans and merchant credit card services. The Company participated in the SBA's Paycheck Protection Program (“PPP”) beginning in April 2020. Through Lakeland's equipment finance division, the Company provides a financing solution to small and medium-sized companies that prefer to lease equipment over other financial alternatives. Lakeland's asset-based loan department provides commercial borrowers with another lending alternative.

Depository products include demand deposits, as well as savings, money market and time accounts. Lakeland offers internet banking, mobile banking, wire transfer and night depository services to the business community and municipal relationships. In addition, Lakeland offers cash management services, such as remote capture of deposits and overnight sweep repurchase agreements.

Consumer Banking

Lakeland also offers a broad range of consumer banking services, including checking accounts, savings accounts, interest-bearing checking accounts, money market accounts, certificates of deposit, internet banking, secured and unsecured loans, consumer installment loans, mortgage loans, and safe deposit services.

Other Services

Investment advisory services for individuals and businesses are also available. Additionally, the Bank provides commercial title insurance services through Lakeland Title Group LLC and life insurance products through Lakeland Financial Services Agency, Inc.

Competition

Lakeland faces intense competition in its market areas for deposits and loans from other depository institutions. Many of Lakeland's depository institution competitors have substantially greater resources, broader geographic markets, and higher lending limits than Lakeland and are also able to provide more services and make greater use of media advertising. In recent years, intense market demands, economic pressures, increased customer awareness of products and services and the availability of electronic services have forced banking institutions to diversify their services and become more cost-effective.

Lakeland also competes with credit unions, brokerage firms, insurance companies, money market mutual funds, consumer finance companies, mortgage companies, fintechs and other financial companies, some of which are not subject to the same degree of regulation and restrictions as Lakeland in attracting deposits and making loans. Interest rates on deposit accounts, convenience of facilities, products and services, and marketing are all significant factors in the competition for deposits. Competition for loans comes from other commercial banks, savings institutions, insurance companies, consumer finance companies, credit unions, mortgage banking firms, financial technology and other institutional lenders. Lakeland primarily competes for loan originations through its structuring of loan transactions and the overall quality of service it provides. Competition is affected by the availability of lendable funds, general and local economic conditions, interest rates, and other factors that are not readily predictable. The Company expects that competition will continue or intensify in the future.

Concentration

The Company is not dependent on deposits or exposed by loan concentrations to a single customer or a few customers, the loss of any one or more of which would have a material adverse effect upon the financial condition of the Company.

Human Capital Resources

At December 31, 2020, the Company employed 711 associates, including 45 part-time associates, of which approximately 68% are women. At December 31, 2019, the company employed 716 associates, including 52 part-time associates. As a financial institution, approximately 53% of our associates are located at branch or loan production offices and the remainder are located at our administrative offices. The success of our business is highly dependent on our associates, who are dedicated to our mission to deliver superior customer service that exceeds customer expectations by understanding and anticipating their financial needs. We seek to hire well-qualified associates to sustain and build on our culture of service and performance. Our selection and promotion processes are without bias and include the active recruitment of minorities and women. None of our associates are covered by a collective bargaining agreement.

We encourage the growth and development of our associates and, whenever possible, seek to fill positions by promotion and transfer from within the Company. Continual learning and career development is advanced through annual performance and development conversations between associates and their managers, internally developed training programs, customized corporate training engagements and educational reimbursement programs. Our Leader Engagement and Development (LEAD) Program was launched in 2018 to foster leadership abilities and cultivate effective management approaches. To date, 36 associates have completed the program and 15 are currently participating in the program. Reimbursement is available to associates enrolled in pre-approved degree or certification programs at accredited institutions that teach skills or knowledge relevant to our business, in compliance with Section 127 of the Internal Revenue Code, and for seminars, conferences and other training events associates attend in connection with their job duties or professional certification requirements.

The safety, health and wellness of our associates is a top priority. The COVID-19 pandemic presented unique challenges with regard to maintaining associate safety while continuing successful operations. We instituted remote working plans in March 2020 and were able to transition, over a short period of time, 63% of our associates to effectively working from remote locations. We ensured a safely-distanced working environment for associates performing customer-facing activities at branches and operations centers, closing branch lobbies as necessary. All associates are prohibited from working on-site when they, or a close family member, experience symptoms of a possible COVID-19 illness and generally used their paid time off to cover compensation during such absences. On an ongoing basis, we further promote the health and wellness of our associates by strongly encouraging work-life balance, offering flexible work schedules, keeping the associate portion of health care premiums to a minimum and sponsoring various wellness programs, whereby associates are encouraged to incorporate healthy habits into their daily routines.

In April 2020, we appointed our first Chief Diversity Officer, with a mandate to focus on workforce diversity, vendor/supplier diversity and cultivating more diverse leadership, among other vital issues. We sponsored Share Your Voice “listening” roundtables for associates, with the assistance of outside experts. A Diversity Task Force was created to give associates more opportunity for input into relevant issues. We provided associates with access to information and assistance on topics ranging from diversity to wellness, parenting and other personal issues and concerns.

Associate retention helps us operate efficiently and achieve our business objectives. We provide competitive wages, annual bonuses, stock awards, a 401(k) Plan with an employer matching contribution in addition to a discretionary employer annual contribution, healthcare and insurance benefits, health savings, flexible spending accounts, paid time off, family leave and an employee assistance program. At December 31, 2020, approximately 30% of our current staff had been with us for 10 years or more.

SUPERVISION AND REGULATION

General

The Company is a registered bank holding company under the Federal Bank Holding Company Act of 1956, as amended (the "Holding Company Act"), and is required to file with the Federal Reserve Board an annual report and such additional information as the Federal Reserve Board may require pursuant to the Holding Company Act. The Company has also elected financial holding company status under the Modernization Act, as further discussed below. The Company is subject to examination by the Federal Reserve Board.

Lakeland is a state chartered commercial bank subject to supervision and examination by the Department of Banking and Insurance of the State of New Jersey (the "Department") and the Federal Deposit Insurance Corporation (the "FDIC"). The regulations of the State of New Jersey and FDIC govern most aspects of Lakeland's business, including reserves against deposits, loans, investments, mergers and acquisitions, borrowings, dividends, and location of branch offices. Lakeland is subject to certain restrictions imposed by law on, among other things, (i) the maximum amount of obligations of any one person or entity which may be outstanding at any one time, (ii) investments in stock or other securities of the Company or any subsidiary of the Company, and (iii) the taking of such stock or securities as collateral for loans to any borrower.

The Holding Company Act

The Holding Company Act limits the activities which may be engaged in by the Company and its subsidiaries to those of banking, the ownership and acquisition of assets and securities of banking organizations, and the management of banking organizations, and to certain non-banking activities which the Federal Reserve Board finds, by order or regulation, to be so closely related to banking or managing or controlling a bank as to be a proper incident thereto.

With respect to non-banking activities, the Federal Reserve Board has by regulation determined that several non-banking activities are closely related to banking within the meaning of the Holding Company Act and thus may be performed by bank holding companies. The Company has also elected "financial holding company" status, which allows it to engage in a broader array of financial activities than a standard bank holding company. Although the Company's management periodically reviews other avenues of business opportunities that are included in that regulation, the Company has no present plans to engage in any of these activities other than providing investment brokerage services.

With respect to the acquisition of banking organizations, the Company is required to obtain the prior approval of the Federal Reserve Board before it may, by merger, purchase or otherwise, directly or indirectly acquire all or substantially all of the assets of any bank or bank holding company, if, after such acquisition, it will own or control more than 5% of the voting shares of such bank or bank holding company.

Regulation of Bank Subsidiaries

There are various legal limitations, including Sections 23A and 23B of the Federal Reserve Act, which govern the extent to which a bank subsidiary may finance or otherwise supply funds to its holding company or its holding company's non-bank subsidiaries. Under federal law, no bank subsidiary may, subject to certain limited exceptions, make loans or extensions of credit to, or investments in the securities of, its parent or the non-bank subsidiaries of its parent (other than direct subsidiaries of such bank which are not financial subsidiaries) or take their securities as collateral for loans to any borrower. Each bank subsidiary is also subject to collateral security requirements for any loans or extensions of credit permitted by such exceptions.

Commitments to Affiliated Institutions

Federal law and Federal Reserve Board policy provides that a bank holding company is expected to act as a source of financial strength to its subsidiary banks and to commit resources to support such subsidiary banks in circumstances in which it might not do so absent such policy.

Interstate Banking

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 permits bank holding companies to acquire banks in states other than their home state, regardless of applicable state law. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") removes the restrictions on interstate branching contained in the Riegle-Neal Act, and allows national banks and state banks to establish branches in any state if, under the laws of the state in which the branch is to be located, a state bank chartered by that state would be permitted to establish the branch.

Gramm-Leach-Bliley Act of 1999

The Gramm-Leach-Bliley Financial Services Modernization Act of 1999 (the “Modernization Act”) became effective in early 2000. The Modernization Act:

- allows bank holding companies meeting management, capital, and Community Reinvestment Act standards to engage in a substantially broader range of non-banking activities than previously was permissible, including insurance underwriting and making merchant banking investments in commercial and financial companies; if a bank holding company elects to become a financial holding company, it files a certification, effective in 30 days, and thereafter may engage in certain financial activities without further approvals (Lakeland Bancorp is such a financial holding company);
- allows insurers and other financial services companies to acquire banks;
- removes various restrictions that previously applied to bank holding company ownership of securities firms and mutual fund advisory companies; and
- establishes the overall regulatory structure applicable to bank holding companies that also engage in insurance and securities operations.

The Modernization Act also modified other financial laws, including laws related to financial privacy and community reinvestment.

The USA PATRIOT Act

As part of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, Congress adopted the International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001 (collectively, the “USA PATRIOT Act”). By way of amendments to the Bank Secrecy Act, Title III of the USA PATRIOT Act encourages information sharing among bank regulatory agencies and law enforcement bodies. Further, certain provisions of Title III impose affirmative obligations on a broad range of financial institutions, including banks, thrifts, brokers, dealers, credit unions, money transfer agents and parties registered under the Commodity Exchange Act.

Among other requirements, Title III of the USA PATRIOT Act imposes the following requirements with respect to financial institutions:

- All financial institutions must establish anti-money laundering programs that include, at a minimum: (i) internal policies, procedures, and controls; (ii) specific designation of an anti-money laundering compliance officer; (iii) ongoing employee training programs; and (iv) an independent audit function to test the anti-money laundering program.
- The Secretary of the Department of the Treasury, in conjunction with other bank regulators, was authorized to issue regulations that provide for minimum standards with respect to customer identification at the time new accounts are opened.
- Financial institutions that establish, maintain, administer, or manage private banking accounts or correspondent accounts in the United States for non-United States persons or their representatives (including foreign individuals visiting the United States) are required to establish appropriate, specific and, where necessary, enhanced due diligence policies, procedures, and controls designed to detect and report money laundering.
- Financial institutions are prohibited from establishing, maintaining, administering or managing correspondent accounts for foreign shell banks (foreign banks that do not have a physical presence in any country), and will be subject to certain record keeping obligations with respect to correspondent accounts of foreign banks.
- Bank regulators are directed to consider a holding company’s effectiveness in combating money laundering when ruling on Federal Reserve Act and Bank Merger Act applications.

The United States Treasury Department has issued a number of implementing regulations which address various requirements of the USA PATRIOT Act and are applicable to financial institutions such as Lakeland. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Banking agencies have strictly enforced various anti-money laundering and suspicious activity reporting requirements using formal and informal enforcement tools to cause banks to comply with these provisions.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (the “SOA”) imposes a variety of corporate governance, accounting and corporate reporting obligations upon public companies, designed in general to promote corporate responsibility and to protect investors.

The SOA addresses, among other matters:

- audit committees for all reporting companies;
- certification of financial statements by the chief executive officer and the chief financial officer;
- the forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer’s securities by directors and senior officers in the twelve month period following initial publication of any financial statements that later require restatement;
- a prohibition on insider trading during pension plan blackout periods;
- disclosure of off-balance sheet transactions;
- a prohibition on personal loans to directors and officers (other than loans made by an insured depository institution (as defined in the Federal Deposit Insurance Act), if the loan is subject to the insider lending restrictions of Section 22(h) of the Federal Reserve Act);
- expedited filing requirements for Form 4’s;
- disclosure of a code of ethics and filing a Form 8-K for a change or waiver of such code;
- “real time” filing of periodic reports;
- the formation of a public accounting oversight board;
- auditor independence; and
- various increased criminal penalties for violations of the securities laws.

The Securities and Exchange Commission (the “SEC”) has enacted various rules to implement various provisions of the SOA with respect to, among other matters, disclosure in periodic filings pursuant to the Exchange Act. Each of the national stock exchanges, including the NASDAQ Stock Market where Lakeland Bancorp’s common stock is listed, have corporate governance listing standards, including rules strengthening director independence requirements for boards, and requiring the adoption of charters for the nominating and corporate governance, compensation and audit committees.

Regulation W

Transactions between a bank and its “affiliates” are quantitatively and qualitatively restricted under the Federal Reserve Act. The Federal Deposit Insurance Act applies Sections 23A and 23B to insured nonmember banks in the same manner and to the same extent as if they were members of the Federal Reserve System. The Federal Reserve Board has also issued Regulation W, which codifies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretative guidance with respect to affiliate transactions. Affiliates of a bank include, among other entities, the bank’s holding company and companies that are under common control with the bank. The Company is considered to be an affiliate of Lakeland. In general, subject to certain specified exemptions, a bank or its subsidiaries are limited in their ability to engage in “covered transactions” with affiliates:

- to an amount equal to 10% of the bank’s capital and surplus, in the case of covered transactions with any one affiliate; and
- to an amount equal to 20% of the bank’s capital and surplus, in the case of covered transactions with all affiliates.

In addition, a bank and its subsidiaries may engage in covered transactions and other specified transactions only on terms and under circumstances that are substantially the same, or at least as favorable to the bank or its subsidiary, as those prevailing at the time for comparable transactions with nonaffiliated companies. A “covered transaction” includes:

- a loan or extension of credit to an affiliate;
- a purchase of, or an investment in, securities issued by an affiliate;
- a purchase of assets from an affiliate, with some exceptions;
- the acceptance of securities issued by an affiliate as collateral for a loan or extension of credit to any party; and
- the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

In addition, under Regulation W:

- a bank and its subsidiaries may not purchase a low-quality asset from an affiliate;
- covered transactions and other specified transactions between a bank or its subsidiaries and an affiliate must be on terms and conditions that are consistent with safe and sound banking practices; and
- with some exceptions, each loan or extension of credit by a bank to an affiliate must be secured by certain types of collateral with a market value ranging from 100% to 130%, depending on the type of collateral, of the amount of the loan or extension of credit.

Regulation W generally excludes all non-bank and non-savings association subsidiaries of banks from treatment as affiliates, except to the extent that the Federal Reserve Board decides to treat these subsidiaries as affiliates or if the subsidiary is a "financial subsidiary" that engages in an activity that is not permitted for the bank directly.

Community Reinvestment Act

Under the Community Reinvestment Act ("CRA"), as implemented by FDIC regulations, a state bank has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. The CRA requires the FDIC, in connection with its examination of a state non-member bank, to assess the bank's record of meeting the credit needs of its community and to take that record into account in its evaluation of certain applications by the bank. Under the FDIC's CRA evaluation system, the FDIC focuses on three tests: (i) a lending test, to evaluate the institution's record of making loans in its service areas; (ii) an investment test, to evaluate the institution's record of investing in community development projects, affordable housing and programs benefiting low or moderate income individuals and businesses; and (iii) a service test, to evaluate the institution's delivery of services through its branches, ATMs and other offices. Receipt of a "Needs to Improve" or "Substantial Noncompliance" ratings can, among other things, obstruct regulatory approval for new branches and mergers. The CRA requires all institutions to make public disclosure of their CRA ratings. Lakeland Bank received an "Outstanding" CRA rating in its most recent examination.

Securities and Exchange Commission

The common stock of the Company is registered with the SEC under the Exchange Act. As a result, the Company and its officers, directors, and major stockholders are obligated to file certain reports with the SEC. The Company is subject to proxy and tender offer rules promulgated pursuant to the Exchange Act. The SEC maintains a website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, such as the Company.

The Company maintains a website at <http://www.lakelandbank.com>. The Company makes available on its website, free of charge, the proxy statements and reports on Forms 8-K, 10-K and 10-Q that it files with the SEC as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Additionally, the Company has adopted and posted on its website a Code of Ethics that applies to its principal executive officer, principal financial officer and principal accounting officer. The Company intends to disclose any amendments to or waivers of the Code of Ethics on its website.

Effect of Government Monetary Policies

The earnings of the Company are and will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The monetary policies of the Federal Reserve Board have had, and will likely continue to have, an important impact on the operating results of commercial banks through the Board's power to implement national monetary policy in order to, among other things, curb inflation or combat a recession. The Federal Reserve Board has a major effect upon the levels of bank loans, investments and deposits through its open market operations in United States government securities and through its regulation of, among other things, the discount rate of borrowings of banks and the reserve requirements against bank deposits. It is not possible to predict the nature and impact of future changes in monetary fiscal policies.

Dividend Restrictions

The Company is a legal entity separate and distinct from Lakeland. Virtually all of the revenue of the Company available for payment of dividends on its capital stock will result from amounts paid to the Company by Lakeland. All such dividends are subject to various limitations imposed by federal and state laws and by regulations and policies adopted by federal and state regulatory agencies. Under New Jersey state law, a bank may not pay dividends unless, following the dividend payment, the capital stock of the bank would be unimpaired and either (a) the bank will have a surplus of not less than 50% of its capital stock, or, if not, (b) the payment of the dividend will not reduce the surplus of the bank.

If, in the opinion of the FDIC, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which could include the payment of dividends), the FDIC may require that such bank cease and desist from such practice or, as a result of an unrelated practice, require the bank to limit dividends in the future. The Federal Reserve Board has similar authority with respect to bank holding companies. In addition, the Federal Reserve Board and the FDIC have issued policy statements which provide that insured banks and bank holding companies should generally only pay dividends out of current operating earnings. Regulatory pressures to reclassify and charge off loans and to establish additional loan loss reserves can have the effect of reducing current operating earnings and thus impacting an institution's ability to pay dividends. Further, as described herein, the regulatory authorities have established guidelines with respect to the maintenance of appropriate levels of capital by a bank or bank holding company under their jurisdiction. Compliance with the standards set forth in these policy statements and guidelines could limit the amount of dividends which the Company and Lakeland may pay. Banking institutions that fail to maintain the minimum capital ratios, or that maintain the requisite minimum capital ratios but do so at a level below the minimum capital ratios plus the applicable capital conservation buffer, will face constraints on their ability to pay dividends. See "Capital Requirements" below.

Capital Requirements

Pursuant to the Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA), each federal banking agency has promulgated regulations, specifying the levels at which a financial institution would be considered "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," or "critically undercapitalized," and to take certain mandatory and discretionary supervisory actions based on the capital level of the institution. To qualify to engage in activities as a financial holding company under the Gramm-Leach-Bliley Act, all depository institutions must be "well capitalized." The financial holding company of a bank will be put under directives to raise its capital levels or divest its activities if the depository institution falls from that level.

In July 2013, the Federal Reserve Board, the FDIC and the Comptroller of the Currency adopted final rules establishing a new comprehensive capital framework for U.S. banking organizations (the "Basel Rules"). The Basel Rules implemented the Basel Committee's December 2010 framework, commonly referred to as Basel III, for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act, as discussed below. The Basel Rules substantially revised the risk-based capital requirements applicable to bank holding companies and depository institutions, including the Company and Lakeland, compared to prior U.S. risk-based capital rules. The Basel Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the existing risk-weighting approach, which was derived from Basel I capital accords of the Basel Committee, with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee's 2004 Basel II capital accords. The Basel Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules.

The Basel Rules became effective for us on January 1, 2015 (subject to phase-in periods for certain components).

For bank holding companies and banks like the Company and Lakeland, January 1, 2015 was the start date for compliance with the revised minimum regulatory capital ratios and for determining risk-weighted assets under what the Basel Rules call a "standardized approach." As of January 1, 2015, the Company and Lakeland were required to maintain the following minimum capital ratios, expressed as a percentage of risk-weighted assets:

- Common Equity Tier 1 Capital Ratio of 4.5% (this is referred to as the "CET1");
- Tier 1 Capital Ratio (CET1 capital plus "Additional Tier 1 capital") of 6.0%; and
- Total Capital Ratio (Tier 1 capital plus Tier 2 capital) of 8.0%.

In addition, the Company and Lakeland are subject to a leverage ratio requirement of 4.0% (calculated as Tier 1 capital to average consolidated assets as reported on the consolidated financial statements).

The Basel Rules also require a "capital conservation buffer." As of the full phase-in on January 1, 2019, the Company and Lakeland were required to maintain a 2.5% capital conservation buffer, in addition to the minimum capital ratios described above, effectively resulting in the following minimum capital ratios on January 1, 2019:

- CET1 of 7.0%;
- Tier 1 Capital Ratio of 8.5%; and
- Total Capital Ratio of 10.5%.

The purpose of the capital conservation buffer is to ensure that banking organizations conserve capital when it is needed most, allowing them to weather periods of economic stress. Banking institutions with a CET1, Tier 1 Capital Ratio and Total Capital Ratio above the minimum capital ratios but below the minimum capital ratios plus the capital conservation buffer will face constraints on their ability to pay dividends, repurchase equity and pay discretionary bonuses to executive officers, based on the amount of the shortfall.

The Basel Rules provide for several deductions from and adjustments to CET1, which were phased in as of January 1, 2018. For example, mortgage servicing rights and deferred tax assets dependent upon future taxable income were required to be deducted from CET1 to the extent that any one of those categories exceeds 10% of CET1 or all such categories in the aggregate exceeded 15% of CET1. However, subsequent regulatory amendments raised the limit on mortgage servicing rights and deferred tax assets to 25% of CET1 and removed the aggregate limit.

Under prior capital standards, the effects of accumulated other comprehensive income items included in capital were excluded for the purposes of determining regulatory capital ratios. Under the Basel Rules, the effects of certain accumulated other comprehensive income items are not excluded; however, banking organizations such as the Company and Lakeland were permitted to make a one-time permanent election to continue to exclude these items effective as of January 1, 2015. Lakeland Bancorp and Lakeland Bank made such an election to continue to exclude these items.

While the Basel Rules generally require the phase-out of non-qualifying capital instruments such as trust preferred securities and cumulative perpetual preferred stock, holding companies with less than \$15 billion in total consolidated assets as of December 31, 2009, such as the Company, were permitted to permanently include non-qualifying instruments that were issued and included in Tier 1 or Tier 2 capital prior to May 19, 2010 in Additional Tier 1 or Tier 2 capital until they redeem such instruments or until the instruments mature.

The Basel Rules prescribe a standardized approach for calculating risk-weighted assets that expands the risk-weighting categories from the previous four categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. Government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. In addition, the Basel Rules provide more advantageous risk weights for derivatives and repurchase-style transactions cleared through a qualifying central counterparty and increase the scope of eligible guarantors and eligible collateral for purposes of credit risk mitigation.

Consistent with the Dodd-Frank Act, the Basel Rules adopt alternatives to credit ratings for calculating the risk-weighting for certain assets.

With respect to Lakeland, the Basel Rules revise the “prompt corrective action” regulations under Section 38 of the Federal Deposit Insurance Act by (i) introducing a CET1 ratio requirement at each capital quality level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status (a new standard); (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (increased from 6%); and (iii) requiring a leverage ratio of 5% to be well-capitalized (increased from the previously required leverage ratio of 3% or 4%). The Basel Rules do not change the total risk-based capital requirement for any “prompt corrective action” category.

Effective as of January 1, 2015, the FDIC’s regulations implementing these provisions of FDICIA provide that an institution will be classified as “well capitalized” if it (i) has a total risk-based capital ratio of at least 10.0 percent, (ii) has a Tier 1 risk-based capital ratio of at least 8.0 percent, (iii) has a CET1 ratio of at least 6.5 percent, (iv) has a Tier 1 leverage ratio of at least 5.0 percent, and (v) meets certain other requirements. An institution will be classified as “adequately capitalized” if it (i) has a total risk-based capital ratio of at least 8.0 percent, (ii) has a Tier 1 risk-based capital ratio of at least 6.0 percent, (iii) has a CET1 ratio of at least 4.5 percent, (iv) has a Tier 1 leverage ratio of at least 4.0 percent, and (v) does not meet the definition of “well capitalized.” An institution will be classified as “undercapitalized” if it (i) has a total risk-based capital ratio of less than 8.0 percent, (ii) has a Tier 1 risk-based capital ratio of less than 6.0 percent, (iii) has a CET1 ratio of less than 4.5 percent or (iv) has a Tier 1 leverage ratio of less than 4.0 percent. An institution will be classified as “significantly undercapitalized” if it (i) has a total risk-based capital ratio of less than 6.0 percent, (ii) has a Tier 1 risk-based capital ratio of less than 4.0 percent, (iii) has a CET1 ratio of less than 3.0 percent or (iv) has a Tier 1 leverage ratio of less than 3.0 percent. An institution will be classified as “critically undercapitalized” if it has a tangible equity to total assets ratio that is equal to or less than 2.0 percent. An insured depository institution may be deemed to be in a lower capitalization category if it receives an unsatisfactory examination rating.

As of December 31, 2020, the Company and Lakeland met all capital requirements under the Basel Rules as then in effect, including the fully phased-in capital conservation buffer requirement. The Bank was classified as "well capitalized" on that date.

The Economic Growth, Regulatory Relief, and Consumer Protection Act (“EGRRCPA”) was signed into law in May 2018. The EGRRCPA, among other matters, amended the Federal Deposit Insurance Act to require federal banking agencies to develop a specified Community Bank Leverage Ratio (the ratio of a bank's Tier 1 capital to its average total consolidated assets)

for banks with assets of less than \$10 billion. Qualifying participating banks that exceed this ratio shall be deemed to comply with all other capital and leverage requirements. In September 2019, the FDIC approved a final rule allowing community banks with a leverage capital ratio of at least 9% to be considered in compliance with Basel III capital requirements and exempt from the Basel Rules calculations. Under the final rule, banks with less than \$10 billion in assets may elect the Community Bank Leverage Ratio framework if they meet the 9% ratio and if they hold 25% or less of assets in off-balance sheet exposures, and 5% or less of assets in trading assets and liabilities. For institutions that fall below the 9% capital requirement but remain above 8%, the final rule establishes a two-quarter grace period to either meet the qualifying criteria again or comply with the generally applicable capital rule. An eligible financial institution that opts into this new framework and then fails to satisfy this new framework after expiration of the grace period will then be required to satisfy the generally applicable capital requirements. Management did not elect to use the Community Bank Leverage Ratio framework.

Federal Deposit Insurance and Premiums

Lakeland's deposits are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. As a result of the Dodd-Frank Act, the basic federal deposit insurance limit was permanently increased to \$250,000.

In November 2010, the FDIC approved a rule to change the assessment base from adjusted domestic deposits to average consolidated total assets minus average tangible equity, as required by the Dodd-Frank Act. The FDIC's rule also lowered the total base assessment rates, which are now established for banks of less than \$10 billion of assets at 1.5 to 16 basis points for banks with the strongest composite examination rating, and 11 to 30 basis points for banks in the highest risk category with the weakest examination rating.

Pursuant to the Dodd-Frank Act, the FDIC has established 2.0% as the designated reserve ratio ("DRR"), that is, the ratio of the DIF to insured deposits. The FDIC adopted a plan under which the DIF will meet the statutory minimum DRR of 1.35% by September 30, 2020, the deadline imposed by the Dodd-Frank Act. The Dodd-Frank Act required the FDIC to offset the effect on institutions with assets less than \$10 billion of the increase in the statutory minimum DRR to 1.35% from the former statutory minimum of 1.15%. In March 2016, the FDIC adopted a rule that imposes a surcharge on the quarterly assessments of insured depository institutions with total consolidated assets of \$10 billion or more. The surcharge equaled an annual rate of 4.5 basis points applied to the institution's assessment base, with certain adjustments. When the DIF Reserve Ratio is at or above 1.38% in a given quarter, credits were applied to banks' assessment payments. The Company began receiving the Small Bank Assessment credit in the third quarter of 2019 and, as a result, made no FDIC assessment payments in the third and fourth quarter of 2019. Full payments to the FDIC resumed in the second quarter of 2020. The Company paid \$2.1 million in total FDIC assessments in 2020 and \$431,000 in 2019.

CARES Act

The Coronavirus Aid, Relief and Economic Security Act ("CARES Act") was signed into law on March 27, 2020 and provided over \$2.0 trillion in emergency economic relief to individuals and businesses impacted by the COVID-19 pandemic. The CARES Act authorized the Small Business Administration ("SBA") to temporarily guarantee loans under a new 7(a) loan program called the Paycheck Protection Program ("PPP"). As a qualified SBA lender, we were automatically authorized to originate PPP loans. An eligible business could apply for a PPP loan up to the lesser of (1) 2.5 times its average monthly payroll costs or (2) \$10.0 million. PPP loans have (a) an interest rate of 1.00%, (b) a two-year loan term to maturity; and (c) principal and interest payments deferred for six months from the date of the disbursement. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower's PPP loan is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and 75% of the loan proceeds are used for payroll expenses, with the remaining 25% of the loan proceeds used for other qualifying expenses.

In June 2020, Congress passed the Paycheck Protection Program Flexibility Act ("PPP Flexibility") to ease provisions of PPP related to the time period permitted to use the proceeds of loans, the deferral period of principal and interest payments on loans not forgiven and an extension of the maturity date of loan and loan forgiveness on loans. Key changes include (a) extending from two to five years the minimum maturity of any remaining loan balance after an application for loan forgiveness (for those loans closed after the enactment of PPP Flexibility); (b) extending the "covered period" (i.e., when costs that are eligible for forgiveness must be paid or incurred) from eight weeks to 24 weeks (or December 31, 2020, whichever is earlier); (c) reducing from 75 percent to 60 percent the amount of loan proceeds that must be used for payroll costs although the remainder must continue to be allocated to interest on mortgages, rent, and utilities; (d) permitting an exemption from reductions in loan forgiveness amounts based on reductions in full-time equivalent employees if the borrower, in good faith, documents an inability to return to the same level of business activity due to standards for sanitation, social distancing, or other worker or customer safety requirements established by the Department of Health and Human Services ("HHS"), the Center for Disease Control ("CDC") or Occupational, Safety and Health Administration ("OSHA"); and (e) allowing deferral of payments until the amount of forgiveness is remitted by the SBA to the lender or, if the borrower has not applied for forgiveness, ten months after the expiration of the covered period. The provisions of PPP Flexibility became effective upon enactment and will apply to all loans made under the PPP. The SBA released guidance on PPP loan forgiveness, which presently includes three

different application methods depending primarily on the size of the PPP loan, reductions in staffing or salaries, or a business' inability to operate at pre-COVID levels due to compliance with certain federally imposed requirements related to COVID-19. To qualify for full forgiveness, businesses must document that at least 60% of the PPP loan amount was used towards payroll costs and that the remaining 40% was used for other eligible costs such as mortgage interest, rent payments and/or utilities. Forgiveness was originally intended to be reduced by any Economic Injury Disaster Loan ("EIDL") advance amount the business received.

Section 4013 of the CARES Act, as interpreted by the "Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working With Customers Affected by the Coronavirus (Revised)" (the "Revised Statement"), dated April 17, 2020, includes criteria that enable financial institutions to exclude from TDR status loans that are modified in connection with COVID-19. Under these provisions, TDR status is not required for the term of a loan modification if (i) the loan modification is made in connection with COVID-19, (ii) the loan was not past due more than 30 days as of December 31, 2019 and (iii) the loan modification is entered into during the period between March 1, 2020, and the earlier of (a) 60 days after COVID-19 is no longer characterized as a National Emergency or (b) December 31, 2020. Furthermore, pursuant to the Revised Statement, for loan modifications that do not meet these criteria but are made in connection with COVID-19, such loans may be presumed not to be TDR if they are current at a time the loan modification program was implemented and the modifications are short-term (e.g., six months). If the criteria are not met under either Section 4013 or the Revised Statement, banks are required to follow their existing accounting policies to determine whether COVID-related modifications should be accounted for as a TDR. The Company has elected to suspend the classification of loan modifications as TDR if they qualify under Section 4013 or the Revised Statement.

The CARES Act also provided financial institutions with the option to defer adoption of the Financial Accounting Standards Board's Accounting Standard Update ("ASU") 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments (Topic 326) ("ASU 2016-13") until the earlier of the end of the national emergency or December 31, 2020. The CARES Act also required the federal banking agencies to temporarily lower the Community Bank Leverage Ratio from 9% of average total consolidated assets to 8% for the remainder of 2020. The ratio rose to 8.5% for calendar year 2021 and will revert to 9% thereafter.

On December 27, 2020, the Consolidated Appropriations Act, 2021 (the "CAA") was signed into law. In addition to providing funding for normal government operations, this bill provides for additional COVID-19 relief. The CAA extends certain provisions of the CARES Act, provides additional funding for others and contains new relief provisions. CAA eliminates the reduction PPP forgiveness by EIDL received and extends loan modification deadline to the end of the National Emergency or December 31, 2021. CAA further extended the option to delay ASU 2016-13 implementation until January 1, 2022; however, the Company has adopted this standard as of December 31, 2020, and has applied it retroactively to January 1, 2020.

Change in Control Act

Under the Change in Bank Control Act, no person (including a company or other business entity) may acquire "control" of a bank or bank holding company, unless the appropriate federal agency has been given 60 days' prior written notice and has not issued a notice disapproving the proposed acquisition. The agency takes, into consideration certain factors, including the competence, experience, integrity and financial resources of the acquirer and the competitive effects of the acquisition. Control, as defined under federal law, means ownership, control of or holding irrevocable proxies representing more than 25% of any class of voting stock, control in any manner of the election of a majority of the institution's directors, or a determination by the regulator that the acquirer has the power, directly or indirectly, to exercise a controlling influence over the management or policies of the institution. There is a presumption of control upon the acquisition of 10% or more of a class of voting stock under certain circumstances, such as where the company involved has its shares registered under the Securities Exchange Act of 1934. Any "company", as defined in the Bank Holding Company Act of 1956, would be required to receive the prior approval of the Federal Reserve Board to acquire "control" of the company or Bank, as defined in that statute and Federal Reserve Board regulations, and would then be regulated as a bank holding company.

New Jersey law specifies similar prior approval requirements by the New Jersey Department of Banking and Insurance for acquisitions of New Jersey banks or holding companies.

Proposed Legislation

From time to time proposals are made in the United States Congress, the New Jersey Legislature, and before various bank regulatory authorities, which would alter the powers of, and place restrictions on, different types of banking organizations. It is impossible to predict the impact, if any, of potential legislative trends on the business of the Company and its subsidiaries.

In accordance with federal law providing for deregulation of interest on all deposits, banks and thrift organizations are now unrestricted by law or regulation from paying interest at any rate on most time deposits. It is not clear whether deregulation and other pending changes in certain aspects of the banking industry will result in further increases in the cost of funds in relation to prevailing lending rates.

ITEM 1A - Risk Factors.

Our business, financial condition, operating results and cash flows can be affected by a number of factors, including, but not limited to, those set forth below, any one of which could cause our actual results to vary materially from recent results or from our anticipated future results.

Credit Risks

Our allowance for credit losses on loans may not be adequate to cover actual losses.

Like all commercial banks, Lakeland Bank maintains an allowance for credit losses on loans to provide for loan defaults and non-performance. If our allowance for credit losses on loans is not adequate to cover actual loan losses, we may be required to significantly increase future provisions for credit losses on loans, which could materially and adversely affect our operating results. The Company adopted ASU 2016-13, pertaining to the measurement of credit losses on financial instruments ("CECL"), on December 31, 2020. This update requires the measurement of all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions, such as Lakeland, and other organizations will now use forward-looking information to better inform their credit loss estimates.

Our CECL methodology includes the following key factors and assumptions for all loan portfolio segments: a) the calculation of a baseline lifetime loss by applying a segment-specific historical average annual loss rate, calculated using an open pool method, applied over the remaining life of each instrument; b) a single set of economic forecast inputs for the reasonable and supportable period; c) a reasonable and supportable forecast period, which reflects management's expectations of losses based on forward-looking economic scenarios over that time; d) baseline lifetime loss rates adjusted for changes in macroeconomic conditions over the reasonable and supportable forecast period via a series of adjustment factors developed using a third-party developed and supported top-down statistical model suite that uses a set of relevant economic forecast inputs sourced from a leading global forecasting firm; e) a reversion period (after the reasonable and supportable forecast period) using a straight-line approach; f) a historical loss period which represents a full economic credit cycle (with the exception of equipment finance loans which uses a shorter time period due to circumstances unique to that segment); and g) expected prepayment rates estimated on more recent historical experience adjusted for refinance incentive, seasoning and burnout, as applicable. The amount of future losses is affected by changes in economic, operating and other conditions, including changes in interest rates, many of which are beyond our control. These losses may exceed our current estimates. The Company also considers five standard qualitative general reserve factors ("qualitative adjustments"): nature and volume of loans, lending management, policy and procedures, independent review and changes in environment. Qualitative adjustments are designed to address risks that are not captured in the quantitative reserves ("quantitative reserve"). Other qualitative adjustments or model overlays may also be recorded based on expert credit judgment in circumstances where, in the Company's view, the standard qualitative reserve factors do not capture all relevant risk factors. Federal regulatory agencies, as an integral part of their examination process, review our loans and the corresponding allowance for credit losses. While we believe that our allowance for credit losses on loans in relation to our current loan portfolio is adequate to cover current and expected losses, we cannot assure you that we will not need to increase our allowance for credit losses on loans or that the regulators will not require us to increase this allowance. Future increases in our allowance for credit losses on loans could materially and adversely affect our earnings and profitability.

Under the CECL model, we are required to present certain financial assets carried at amortized cost, such as loans held for investment and held-to-maturity debt securities, at the net amount expected to be collected. This differs significantly from the "incurred loss" model required under previous GAAP, which delays recognition until it is probable a loss has been incurred. Accordingly, the adoption of the CECL model significantly affects how we determine our allowance for credit losses on loans and may create more volatility in the level of our allowance for credit losses on loans.

Any future quarterly changes to our allowance will depend on the current state of the economy, forecasted macroeconomic conditions, the composition and performance of our loan portfolio at the time and other factors captured through qualitative adjustments, including idiosyncratic factors.

The concentration of our commercial real estate loan portfolio may subject us to increased regulatory analysis, or otherwise adversely affect our business and operating results.

The FDIC, the Federal Reserve and the OCC have promulgated joint guidance on sound risk management practices for financial institutions with concentrations in commercial real estate (CRE) lending. The 2006 interagency guidance did not establish specific CRE lending limits or caps; rather, the guidance set forth supervisory criteria to serve as levels of bank CRE concentration above which certain financial institutions may be identified for further supervisory analysis. According to the guidelines, institutions could be subject to further analysis if (i) their loans for construction, land, and land development (CLD) represent 100% or more of the institution's total risk-based capital, or (ii) their total non-owner occupied CRE loans (including

CLD loans), as defined, represent 300% or more of the institution's total risk-based capital, and further, that the institution's non-owner occupied CRE loan portfolio has increased by 50% or more during the previous 36 months.

The Bank's total reported CLD loans represented 36% of total risk-based capital at December 31, 2020. The Bank's total reported CRE loans to total capital was 463% at December 31, 2020, while the Bank's CRE portfolio has increased by 52% over the preceding 36 months. The growth rate of the preceding 36 months included the acquisition of Highlands State Bank.

The Bank's CRE portfolio is segmented and spread among various property types including retail, office, multi-family, mixed use, industrial, hospitality, healthcare, special use and residential and commercial construction. Management regularly reviews and evaluates its CRE portfolio, including concentrations within the various property types based on current market conditions and risk appetite as well as by utilizing stress testing on material exposures and believes its underwriting practices are sound.

There is no assurance that in the future we will not exceed the levels set forth in the guidelines. Furthermore, the concentration of our commercial real estate portfolio could materially and adversely affect our business and operating results, including our overall profitability, and/or adversely impact the growth of our business, including the growth and composition of our overall loan portfolio.

Our mortgage banking operations expose us to risks that are different than the risks associated with our retail banking operations.

The Bank's mortgage banking operations are dependent upon the level of demand for residential mortgages. During higher and rising interest rate environments, the level of refinancing activity tends to decline, which can lead to reduced volumes of business and lower revenues that may not exceed our fixed costs to run the business. In addition, mortgages sold to third-party investors are typically subject to certain repurchase provisions related to borrower refinancing, defaults, fraud or other reasons stipulated in the applicable third-party investor agreements. If the fair value of a loan when repurchased is less than the fair value when sold, a bank may be required to charge such shortfall to earnings.

In addition, the "ability to repay" and "Qualified Mortgage" rules promulgated as required by the Dodd-Frank Act (as amended or supplemented to date, including by the EGRRCPA (see "Item 1. Business - Supervision and Regulation - Capital Requirements" above), may expose the Company to greater losses, reduced volume and litigation related expenses and delays in taking title to collateral real estate, if these loans do not perform and borrowers challenge whether the rules were satisfied when originating the loans.

We are subject to various lending and other economic risks that could adversely affect our results of operations and financial condition.

Economic, political and market conditions, trends in industry and finance, legislative and regulatory changes, changes in governmental monetary and fiscal policies and inflation affect our business. These factors are beyond our control. A deterioration in economic conditions, particularly in the markets we lend in, could have the following consequences, any of which could materially adversely affect our business:

- loan delinquencies may increase;
- problem assets and foreclosures may increase;
- demand for our products and services may decrease; and
- collateral for loans made by us may decline in value, in turn reducing the borrowing ability of our customers.

Deterioration in the real estate market, particularly in New Jersey and the metropolitan New York area, could adversely affect our business. A decline in real estate values in New Jersey and the metropolitan New York area would reduce our ability to recover on defaulted loans by selling the underlying real estate, which would increase the possibility that we may suffer losses on defaulted loans.

We may suffer losses in our loan portfolio despite our underwriting practices.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Although we believe that our underwriting criteria are appropriate for the various kinds of loans that we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for credit losses on loans.

We are subject to litigation, regulatory enforcement and reputation risk due to our participation in PPP and we are subject to the risk that the SBA may not fund some or all PPP loan guarantees.

The CARES Act provided for the PPP as a loan program administered through the SBA. Under the PPP, small businesses and other entities and individuals can apply for loans from existing SBA lenders and other lenders, subject to detailed qualifications and eligibility criteria. During the period from April 2020 through August 2020, when the initial program ended, we processed more than 2,000 applications for PPP loans.

Because of the short timeframe between the passing of the CARES Act and implementation of the PPP, some of the rules and guidance relating to PPP were issued after lenders began processing PPP applications. Also, there was, and continues to be, uncertainty in the laws, rules and guidance relating to the PPP. Since the opening of the PPP, several banks have been subject to litigation regarding the procedures used in processing PPP applications and the payment of fees to agents that assisted borrowers in obtaining PPP loans. In addition, some banks and borrowers have received negative media attention associated with PPP loans. Although we believe that we have administered the PPP in accordance with all applicable laws, regulations and guidance, we may be exposed to litigation risk and negative media attention related to our participation in the PPP. If any such litigation is not resolved in our favor, it may result in significant financial liability to us or adversely affect our reputation. In addition, litigation can be costly, regardless of outcome. Any financial liability, litigation costs or reputational damage caused by PPP-related litigation or media attention could have a material adverse impact on our business, financial condition, and results of operations.

Federal and state regulators can impose or request that we consent to substantial sanctions, restrictions and requirements if they determine there are violations of laws, rules or regulations or weaknesses or failures with respect to general standards of safety and soundness, including with respect to the PPP, which could adversely affect our business, reputation, results of operation and financial condition, and thereby adversely affect your investment.

Further, in light of the speed at which the PPP was implemented, particularly due to the “first come first served” nature of the program, the loans originated under this program may present potential fraud risk, increasing the risk that loan forgiveness may not be obtained by the borrowers and that the guaranty may not be honored. In addition, there is risk that the borrowers may not qualify for the loan forgiveness feature due to the conduct of the borrower after the loan is originated. We also have credit risk with respect to PPP loans given that the SBA may determine that there is a deficiency in the manner in which we originated, funded or serviced loans, including any issue with the eligibility of a borrower to receive a PPP loan. These factors may result in us having to hold a significant amount of these low-yield loans on our books for a significant period of time. Moreover, in the event of a loss resulting from a default on a PPP loan and a determination by the SBA that there was a deficiency in the manner in which we originated, funded or serviced a PPP loan, the SBA may deny its liability under the guaranty, reduce the amount of the guaranty or, if the SBA has already paid under the guaranty, seek recovery of any loss related to the deficiency from us.

Liquidity and Interest Rate Risks

We are subject to interest rate risk and variations in interest rates that may negatively affect our financial performance.

We are unable to predict actual fluctuations of market interest rates. Rate fluctuations are influenced by many factors, including:

- inflation or deflation
- excess growth or recession;
- a rise or fall in unemployment;
- tightening or expansion of the money supply;
- domestic and international disorder;
- instability in domestic and foreign financial markets; and
- actions taken or statements made by the Federal Reserve Board.

Both increases and decreases in the interest rate environment may reduce our profits. We expect that we will continue to realize income from the difference or “spread” between the interest we earn on loans, securities and other interest-earning assets and the interest we pay on deposits, borrowings and other interest-bearing liabilities. Our net interest spreads are affected by the differences between the maturities and repricing characteristics of our interest-earning assets and interest-bearing liabilities. Our interest-earning assets may not reprice as slowly or rapidly as our interest-bearing liabilities. Changes in market interest rates could materially and adversely affect our net interest spread, asset quality, levels of prepayments, cash flows, market value of our securities portfolio, loan and deposit growth, costs and yields on loans and deposits and our overall profitability. Competition for our deposits can increase significantly as a result of the interest rate environment.

A decrease in our ability to borrow funds could adversely affect our liquidity.

Our ability to obtain funding from the Federal Home Loan Bank ("FHLB") or through our overnight federal funds lines with other banks could be negatively affected if we experienced a substantial deterioration in our financial condition or if such funding became restricted due to deterioration in the financial markets. While we have a contingency funds management plan to address such a situation if it were to occur (such plan includes deposit promotions, the sale of securities and the curtailment of loan growth, if necessary), a significant decrease in our ability to borrow funds could adversely affect our liquidity.

Public funds deposits are an important source of funds for us and a reduced level of those deposits may hurt our profits.

Public funds deposits are a significant source of funds for our lending and investment activities. The Company's public funds deposits consist of deposits from local government entities, domiciled in the state of New Jersey, such as school districts, counties and other municipalities, and are collateralized by letters of credit from the FHLB and investment securities. Given our use of these high-average balance public funds deposits as a source of funds, our inability to retain such funds could adversely affect our liquidity. In addition, Governor Phil Murphy of New Jersey has proposed the creation of a state-owned bank which would accept public revenues to be invested in New Jersey. A bill was introduced in the New Jersey legislature in January 2018 that calls for the establishment of such a state-run bank. The legislation remains pending, and while no assurance can be provided that such a bank will be created, to the extent that a state-run bank is established and accepts public revenues, the amount of the Company's public funds deposits could be reduced, which could adversely affect our liquidity.

Further, our public funds deposits are primarily demand deposit accounts or short-term time deposits and are therefore more sensitive to interest rate risks. If we are forced to pay higher rates on our public funds accounts to retain those funds, or if we are unable to retain such funds and we are forced to resort to other sources of funds for our lending and investment activities, such as borrowings from the FHLB, the interest expense associated with these other funding sources may be higher than the rates we are currently paying on our public funds deposits, which would adversely affect our net income.

The transition from LIBOR as a reference rate may adversely impact our net income.

In 2017, the United Kingdom's Financial Conduct Authority announced that after 2021 it would no longer compel banks to submit the rates required to calculate the London Interbank Offered Rate ("LIBOR"). LIBOR will be discontinued on December 31, 2021. At this time, no consensus exists as to what rate or rates may become acceptable alternatives to LIBOR and it is impossible to predict the effect of any such alternatives on the value of LIBOR-based securities and variable rate loans, subordinated debentures or other securities or financial arrangements, given LIBOR's role in determining market interest rates globally.

Regulators, industry groups and certain committees (e.g., the Alternative Reference Rates Committee) have, among other things, published recommended fall-back language for LIBOR-linked financial instruments, identified recommended alternatives for certain LIBOR rates (e.g., the Secured Overnight Financing Rate as the recommended alternative to U.S. Dollar LIBOR), and proposed implementations of the recommended alternatives in floating rate instruments. At this time, it is not possible to predict whether these specific recommendations and proposals will be broadly accepted, whether they will continue to evolve, and what the effect of their implementation may be on the markets for floating-rate financial instruments.

We have a significant number of loans, derivative contracts, borrowings and other financial instruments with attributes that are either directly or indirectly dependent on LIBOR. The transition from LIBOR could create considerable costs and additional risk. Since proposed alternative rates are calculated differently, payments under contracts referencing new rates will differ from those referencing LIBOR. The transition will change our market risk profiles, requiring changes to risk and pricing models, valuation tools, product design and hedging strategies. Furthermore, failure to adequately manage this transition process with our customers could adversely impact our reputation. Although we are currently unable to assess what the ultimate impact of the transition from LIBOR will be, failure to adequately manage the transition could have a material adverse effect on our business, financial condition and results of operations.

Declines in value may adversely impact our investment portfolio.

As of December 31, 2020, the Company had approximately \$855.7 million and \$90.8 million in available for sale and held to maturity investment securities, respectively. For securities available for sale, ASU 2016-13 requires entities to determine if impairment is related to credit loss or non-credit loss. If an assessment of the security indicates that a credit loss exists, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security, and if the present value of cash flows is less than the amortized cost basis, a credit loss exists and an allowance is created, limited by the amount that the fair value is less than the amortized cost basis. Held to maturity securities are evaluated under the allowance for credit losses model. Held to maturity securities are charged off against the allowance when deemed to be uncollectible and adjustments to the allowance are reported as a component of credit loss expense. If the credit loss expense is significant enough it could affect the ability of Lakeland to upstream dividends to the Company, which could have a material

adverse effect on our liquidity and our ability to pay dividends to shareholders and could also negatively impact our regulatory capital ratios.

Information Technology or Cybersecurity Risks

The occurrence of any failure, breach, or interruption in service involving our systems or those of our service providers could damage our reputation, cause losses, increase our expenses, and result in a loss of customers, an increase in regulatory scrutiny, or expose us to civil litigation and possibly financial liability, any of which could adversely impact our financial condition, results of operations and the market price of our stock.

In the ordinary course of business, we rely on electronic communications and information systems to conduct our operations and to store sensitive data. Any failure, interruption or breach in security of these systems could result in significant disruption to our operations. Information security breaches and cybersecurity-related incidents may include, but are not limited to, attempts to access information, including customer and company information, malicious code, computer viruses and denial of service attacks that could result in unauthorized access, misuse, loss or destruction of data (including confidential customer information), account takeovers, unavailability of service or other events. These types of threats may derive from human error, fraud or malice on the part of external or internal parties, or may result from accidental technological failure. Further, to access our products and services our customers may use computers and mobile devices that are beyond our security control systems. Our technologies, systems, networks and software, and those of other financial institutions have been, and are likely to continue to be, the target of cybersecurity threats and attacks, which may range from uncoordinated individual attempts to sophisticated and targeted measures directed at us. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, has increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased.

Our business requires the collection and retention of large volumes of customer data, including personally identifiable information in various information systems that we maintain and in those maintained by third parties with whom we contract to provide data services. We also maintain important internal company data such as personally identifiable information about our employees and information relating to our operations. The integrity and protection of that customer and company data is important to our business and our reputation. Our collection of such customer and company data is subject to extensive regulation and oversight.

Our customers and employees have been, and will continue to be, targeted by parties using fraudulent e-mails and other communications in attempts to misappropriate passwords, bank account information or other personal information or to introduce viruses or other malware through “Trojan horse” programs to our information systems and/or our customers' computers. Though we endeavor to mitigate these threats through product improvements, use of encryption and authentication technology and customer and employee education, such cyber attacks against us, our merchants and our third party service providers remain a serious issue. The pervasiveness of cybersecurity incidents in general and the risks of cyber crime are complex and continue to evolve. More generally, publicized information concerning security and cyber-related problems could inhibit the use or growth of electronic or web-based applications or solutions as a means of conducting commercial transactions.

Although we make significant efforts to maintain the security and integrity of our information systems and have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because attempted security breaches, particularly cyber attacks and intrusions, or disruptions will occur in the future, and because the techniques used in such attempts are constantly evolving and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is virtually impossible for us to entirely mitigate this risk. While we maintain specific “cyber” insurance coverage, which would apply in the event of various breach scenarios, the amount of coverage may not be adequate in any particular case. Furthermore, because cyber threat scenarios are inherently difficult to predict and can take many forms, some breaches may not be covered under our cyber insurance coverage. A security breach or other significant disruption of our information systems or those related to our customers, merchants and our third party vendors, including as a result of cyber attacks, could (i) disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our customers; (ii) result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of confidential, sensitive or otherwise valuable information of ours or our customers; (iii) result in a violation of applicable privacy, data breach and other laws, subjecting us to additional regulatory scrutiny and expose us to civil litigation, governmental fines and possible financial liability; (iv) require significant management attention and resources to remedy the damages that result; or (v) harm our reputation or cause a decrease in the number of customers that choose to do business with us. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

The inability to stay current with technological change could adversely affect our business model.

Financial institutions continually are required to maintain and upgrade technology in order to provide the most current products and services to their customers, as well as create operational efficiencies. This technology requires personnel resources, as well as significant costs to implement. Failure to successfully implement technological change could adversely affect the Company's business, results of operations and financial condition.

The Company embarked on a digital strategy initiative in 2019, which impacts all operational areas of the Bank. There are no guarantees that enhancing the Company's digital capabilities will expand Lakeland's market presence as a community bank or result in an ability to better compete long-term in a fast-paced digital marketplace. In addition, the cost of implementation and the anticipated increase in revenue may not occur as expected.

Our operations rely on certain third party vendors.

We rely on certain external vendors to provide products and services necessary to maintain our day-to-day operations. These third party vendors are sources of operational and informational security risk to us, including risks associated with operational errors, information system interruptions or breaches and unauthorized disclosures of sensitive or confidential client or customer information. If these vendors encounter any of these issues, or if we have difficulty communicating with them, we could be exposed to disruption of operations, loss of service or connectivity to customers, reputational damage, and litigation risk that could have a material adverse effect on our business and, in turn, our financial condition and results of operations.

In addition, our operations are exposed to risk that these vendors will not perform in accordance with the contracted arrangements under service level agreements. While we have selected these external vendors carefully, we do not control their actions. The failure of an external vendor to perform in accordance with the contracted arrangements under service level agreements, because of changes in the vendor's organizational structure, financial condition, support for existing products and services or strategic focus or for any other reason, could be disruptive to our operations, which could have a material adverse effect on our business and, in turn, our financial condition and results of operations. Replacing these external vendors could also entail significant delay and expense.

Legal and Regulatory Risks**The Company and the Bank are subject to more stringent capital and liquidity requirements.**

More stringent capital requirements have been imposed on bank holding companies such as Lakeland Bancorp by, among other things, imposing leverage ratios on bank holding companies and prohibiting new trust preferred issuances from counting as Tier I capital. These restrictions limit our future capital strategies. Under the Dodd-Frank Act, our currently outstanding trust preferred securities will continue to count as Tier I capital, but we will be unable to issue replacement or additional trust preferred securities which would count as Tier I capital.

As further described above under "Item 1. Business-Supervision and Regulation-Capital Requirements," banks and bank holding companies are required to maintain a capital conservation buffer on top of minimum risk-weighted asset ratios. The capital conservation buffer was fully phased in on January 1, 2019. In September 2019, the regulatory agencies adopted a final rule, effective January 1, 2020, creating a Community Bank Leverage Ratio framework for institutions with total consolidated assets of less than \$10 billion and that meet other qualifying criteria. The Community Bank Leverage Ratio Framework provides for a simpler measure of capital adequacy for qualifying institutions. Qualifying institutions that elect to use the Community Bank Leverage Ratio framework and that maintain a leverage ratio of greater than 9% will be considered to have satisfied the generally applicable risk-based and leverage capital requirements in the regulatory agencies' capital rules and to have met the well-capitalized ratio requirements. In 2020, the CARES Act required the federal banking agencies to temporarily lower the Community Bank Leverage Ratio from 9% of average total consolidated assets to 8% for the remainder of 2020. The ratio rose to 8.5% for calendar year 2021 and will revert to 9% thereafter. Management did not elect to use the Community Bank Leverage Ratio framework for the Company or the Bank.

Banking institutions which do not maintain capital in excess of the Basel Rule standards including the capital conservation buffer face constraints on the payment of dividends, equity repurchases and compensation based on the amount of the shortfall. Accordingly, if the Bank fails to maintain the applicable minimum capital ratios and the capital conservation buffer, distributions to Lakeland Bancorp may be prohibited or limited.

Future increases in minimum capital requirements could adversely affect our net income. Furthermore, our failure to comply with the minimum capital requirements could result in our regulators taking formal or informal actions against us which could restrict our future growth or operations.

The extensive regulation and supervision to which we are subject impose substantial restrictions on our business.

The Company, Lakeland and certain non-bank subsidiaries are subject to extensive regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole. Such laws are not designed to protect our shareholders. These regulations affect our lending practices, capital structure, investment practices, dividend policy and growth, among other things. Lakeland is also subject to a number of laws which, among other things, govern its lending practices and require the Bank to establish and maintain comprehensive programs relating to anti-money laundering and customer identification. The United States Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect us in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputational damage, which could have a material adverse effect on our business, financial condition and results of operations.

Lakeland's ability to pay dividends is subject to regulatory limitations which, to the extent that our holding company requires such dividends in the future, may affect our holding company's ability to pay its obligations and pay dividends to shareholders.

As a bank holding company, the Company is a separate legal entity from Lakeland Bank and its subsidiaries, and we do not have significant operations of our own. We currently depend on Lakeland Bank's cash and liquidity to pay our operating expenses and dividends to shareholders. The availability of dividends from Lakeland Bank is limited by various statutes and regulations. The inability of the Company to receive dividends from Lakeland Bank could adversely affect our financial condition, results of operations, cash flows and prospects and the Company's ability to pay dividends.

In addition, as described under "Item 1. Business-Supervision and Regulation-Capital Requirements," as a general matter, banks and bank holding companies are required to maintain a capital conservation buffer on top of minimum risk-weighted asset ratios. Banking institutions which do not maintain capital in excess of the capital conservation buffer will face constraints on the payment of dividends, equity repurchases and compensation based on the amount of the shortfall. Accordingly, if Lakeland Bank fails to maintain the applicable minimum capital ratios and the capital conservation buffer, distributions to Lakeland Bancorp may be prohibited or limited.

Strategic and External Risks

The effect of future tax reform is uncertain and may adversely affect our business.

State and federal legislation for tax reform may increase our overall tax expense and negatively impact certain balance sheet and tax provisions taken by the Company.

The current national administration has indicated that tax reform, increasing the federal corporate tax rate, is a possibility. Such an increase would increase the Company's income tax expense as a percent of its taxable income. Other tax reform could adversely impact the property values of real estate used to secure loans or may create an additional tax burden for many borrowers, particularly in high tax jurisdictions such as the State of New Jersey where the Company operates. These and other federal and state tax changes could significantly impact the financial health of our customers, potentially resulting, in among other things, an inability to repay loans or maintain deposits at the Bank. Any negative financial impact to our customers resulting from tax reform could adversely impact our financial condition and earnings.

In addition, in September 2020, the State of New Jersey enacted further changes in tax law, that were retroactive to the beginning of 2020, which extended a temporary surcharge of 2.5% on corporations earning New Jersey allocated income in excess of \$1.0 million through 2023. In 2024, the New Jersey tax rate is scheduled to revert back to no surcharge.

The ultimate impact of any tax reform on our business, customers and shareholders, whether federal or state, is uncertain and could be adverse.

Severe weather, acts of terrorism and other external events could impact our ability to conduct business.

Weather-related events have adversely impacted our market area in recent years, especially areas located near coastal waters and flood prone areas. Such events that may cause significant flooding and other storm-related damage may become more common events in the future. Financial institutions have been, and continue to be, targets of terrorist threats aimed at compromising operating and communication systems and the metropolitan New York area, including New Jersey, remain central targets for potential acts of terrorism. Such events could cause significant damage, impact the stability of our facilities and result in additional expenses, impair the ability of our borrowers to repay their loans, reduce the value of collateral securing repayment of our loans, and result in the loss of revenue. While we have established and regularly test disaster recovery procedures, the occurrence of any such event could have a material adverse effect on our business, operations and financial condition.

The outbreak of COVID-19 could continue to materially, adversely affect our business operations, financial condition, results of operations and cash flows.

The outbreak of COVID-19 has materially, adversely impacted certain industries in which our customers operate and could materially impair their ability to fulfill their obligations to us. Further, the spread of COVID-19 outbreak could lead to an economic recession or other severe disruptions in the U.S. economy and may disrupt banking and other financial activity in the areas in which we operate and could potentially create widespread business continuity issues for us.

Our business is dependent upon the willingness and ability of our employees and customers to conduct banking and other financial transactions. The spread of the highly infectious COVID-19 caused severe disruptions in the U.S. economy at large, and for small businesses in particular, which disrupted our operations and if the global response to contain COVID-19 with the introduction of a vaccine is unsuccessful, we could experience additional or material, adverse effects on our business, financial condition, results of operations and cash flows. COVID-19 resulted in a decrease in our customers' businesses, a decrease in consumer confidence and business generally and a disruption in the services provided by our vendors. Continued disruptions to our customers could result in increased risk of delinquencies, defaults, foreclosures and losses on our loans, declines in wealth management revenues, negatively impact regional economic conditions, result in declines in local loan demand, liquidity of loan guarantors, loan collateral (particularly in real estate), loan originations and deposit availability and negatively impact the implementation of our growth strategy. Furthermore, COVID-19 could negatively impact the ability of our employees and customers to engage in banking and other financial transactions in the geographic areas in which we operate and could create widespread business continuity issues for us. We also could be adversely affected if key personnel or a significant number of employees were to become unavailable due to the effects of COVID-19 and the additional restrictions imposed to contain COVID-19 in our market areas. Although we have business continuity plans and other safeguards in place, there is no assurance that such plans and safeguards will be effective.

Moreover, we rely on many third parties in our business operations, including the appraisers of the real property collateral, vendors that supply essential services such as loan servicers, providers of financial information, systems and analytical tools and providers of electronic payment and settlement systems, and local and federal government agencies, offices, and courthouses. In light of the extent of the measures taken in responding to a continuing pandemic, many of these entities may limit the availability and access of their services. For example, loan origination could be delayed due to the limited availability of real estate appraisers for the collateral. Loan closings could be delayed related to reductions in available staff in recording offices or the closing of courthouses in certain counties, which slows the process for title work, mortgage and UCC filings in those counties. If the third-party service providers continue to have limited capacities for a prolonged period or if additional limitations or potential disruptions in these services materialize, it may negatively affect our operations.

Further, the COVID-19 outbreak created increased operational challenges, as we worked to respond to customers' urgent needs. During the period from April 2020 through August 2020, when the initial program ended, we processed more than 2,000 applications for PPP loans, which resulted in significant demands and pressures on our operations. In January 2021, the Company began accepting PPP applications for PPP First Draw Loans to first-time borrowers in addition to PPP Second Draw Loans for previous PPP borrowers under CAA approved on December 27, 2020. We will continue to face increased operational demands and pressures as we monitor and service our book of PPP loans, process applications for loan forgiveness and pursue recourse under the SBA guarantees and against borrowers for PPP loan defaults.

An outbreak of any other epidemic, pandemic or outbreak of a highly contagious disease, occurring in the United States or in the geographies in which we conduct operations could materially adversely affect our business operations, financial condition, results of operations and cash flows.

An outbreak of other highly infectious or contagious diseases, could have a materially adverse impact on certain industries in which our customers operate and could materially impair their ability to fulfill their obligations to us. Further, the spread of such an outbreak, could lead to an economic recession or other severe disruptions in the U.S. economy and may disrupt banking and other financial activity in the areas in which we operate and could potentially create widespread business continuity issues for us.

Our business is dependent upon the willingness and ability of our employees and customers to conduct banking and other financial transactions. The spread of highly infectious or contagious diseases could cause severe disruptions in the U.S. economy at large, and for small businesses in particular, which could disrupt our operations and if the global response to contain the outbreak is unsuccessful, we could experience a material adverse effect on our business, financial condition, results of operations and cash flows. An outbreak of other highly infectious or contagious diseases may result in a decrease in our customers' businesses, a decrease in consumer confidence and business generally or a disruption in the services provided by our vendors. Disruptions to our customers could result in increased risk of delinquencies, defaults, foreclosures and losses on our loans, declines in wealth management revenues, negatively impact regional economic conditions, result in declines in local loan demand, liquidity of loan guarantors, loan collateral (particularly in real estate), loan originations and deposit availability and negatively impact the implementation of our growth strategy. Furthermore, such an outbreak could negatively impact the ability of our employees and customers to engage in banking and other financial transactions in the geographic areas in which we

operate and could create widespread business continuity issues for us. We also could be adversely affected if key personnel or a significant number of employees were to become unavailable due to the effects of the outbreak and the restrictions imposed to contain it in our market areas. Although we have business continuity plans and other safeguards in place, there is no assurance that such plans and safeguards will be effective.

Moreover, we rely on many third parties in our business operations, including the appraisers of the real property collateral, vendors that supply essential services such as loan servicers, providers of financial information, systems and analytical tools and providers of electronic payment and settlement systems, and local and federal government agencies, offices, and courthouses. In light of developing measures responding to an outbreak or pandemic, many of these entities may limit the availability and access of their services. For example, loan origination could be delayed due to the limited availability of real estate appraisers for the collateral. Loan closings could be delayed related to reductions in available staff in recording offices or the closing of courthouses in certain counties, which slows the process for title work, mortgage and UCC filings in those counties. If the third-party service providers continue to have limited capacities for a prolonged period or if additional limitations or potential disruptions in these services materialize, it may negatively affect our operations.

We face intense competition from other financial services and financial services technology companies, and competitive pressures could adversely affect our business or financial performance.

The Company faces intense competition in its markets and geographic region. The Company expects competitive pressures to intensify in the future, especially in light of legislative and regulatory initiatives arising out of the recent global economic crisis, technological innovations that alter the barriers to entry, current economic and market conditions, and government monetary and fiscal policies. Competition with financial services technology companies, or technology companies partnering with financial services companies, may be particularly intense, due to, among other things, differing regulatory environments. Competitive pressures may drive the Company to take actions that the Company might otherwise eschew, such as lowering the interest rates or fees on loans or raising the interest rates on deposits in order to keep or attract high-quality customers. These pressures also may accelerate actions that the Company might otherwise elect to defer, such as substantial investments in technology or infrastructure. Whatever the reason, actions that the Company takes in response to competition may adversely affect its results of operations and financial condition. These consequences could be exacerbated if the Company is not successful in introducing new products and other services, achieving market acceptance of its products and other services, developing and maintaining a strong customer base, or prudently managing expenses.

The Company's future growth may require the Company to raise additional capital in the future, but that capital may not be available when it is needed or may be available only at an excessive cost.

The Company is required by regulatory authorities to maintain adequate levels of capital to support its operations. The Company anticipates that current capital levels will satisfy regulatory requirements for the foreseeable future. The Company, however, may at some point choose to raise additional capital to support its continued growth. The Company's ability to raise additional capital will depend, in part, on conditions in the capital markets at that time, which are outside of the Company's control. Accordingly, the Company may be unable to raise additional capital, if and when needed, on terms acceptable to the Company, or at all. If the Company cannot raise additional capital when needed, its ability to further expand operations through internal growth and acquisitions could be materially impacted. In the event of a material decrease in the Company's stock price, future issuances of equity securities could result in dilution of existing shareholder interests.

Operational Risks

The Company may incur impairment to goodwill.

We are required to test our goodwill at least annually. Our valuation methodology for assessing impairment requires management to consider a variety of factors, including the current market price of our common shares, the estimated net present value of our assets and liabilities and information concerning the terminal valuation of similarly situated insured depository institutions. We operate in a competitive environment and projections of future operating results and cash flows may vary significantly from actual results. Additionally, if our analysis results in an impairment to our goodwill, we would be required to record a non-cash charge to earnings in our financial statements during the period in which such impairment is determined to exist. Any such charge could have a material adverse effect on our results of operations and our stock price.

We could be adversely affected by failure in our internal controls.

We continue to devote a significant amount of effort, time and resources to continually strengthen our controls and ensure compliance with complex accounting standards and banking regulations. A failure in our internal controls could have a significant negative impact not only on our earnings, but also on the perception that customers, regulators and investors may have of us.

Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.

We have devoted significant resources to develop our risk management policies and procedures and expect to continue to do so in the future. Nonetheless, our risk management strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated. As our products and services change and grow and the markets in which we operate evolve, our risk management strategies may not always adapt to those changes. Some of our methods of managing risk are based upon our use of observed historical market behavior and management's judgment. As a result, these methods may not predict future risk exposures, which could be significantly greater than the historical measures indicate. Management of market, credit, liquidity, operational, legal, regulatory and compliance risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events and these policies and procedures may not be fully effective. While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the timing of such outcomes. Any of these circumstances could have an adverse effect on our business, financial condition and results of operations.

The inability to attract and retain key personnel could adversely affect our Company's business.

The success of the Company depends partially on the ability to attract and retain a high level of experienced personnel. The inability to attract and retain key employees, as well as find suitable replacements, if necessary, could adversely affect the Company's customer relationships and internal operations.

The accuracy of our financial statements and related disclosures could be affected if the judgments, assumptions or estimates used in our critical accounting policies are inaccurate.

The preparation of financial statements and related disclosure in conformity with GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported in our consolidated financial statements and accompanying notes. Item 7 of this report captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations," describes our significant accounting policy and methods used in the preparation of our consolidated financial statements that we consider "critical" because they require judgments, assumptions and estimates that materially affect our consolidated financial statements and related disclosures. As a result, if future events differ significantly from the judgments, assumptions and estimates in our critical accounting policy, those events or assumptions could have a material impact on our consolidated financial statements and related disclosures.

If we do not successfully integrate any banks that we may acquire in the future, the combined company may be adversely affected.

If we make acquisitions in the future, we will need to integrate the acquired entities into our existing business and systems. We may experience difficulties in accomplishing this integration or in effectively managing the combined company after any future acquisition. Any actual cost savings or revenue enhancements that we may anticipate from a future acquisition will depend on future expense levels and operating results, the timing of certain events and general industry, regulatory and business conditions. Many of these events will be beyond our control, and we cannot assure you that if we make any acquisitions in the future, we will be successful in integrating those businesses into our own.

ITEM 1B - Unresolved Staff Comments.

Not Applicable.

ITEM 2 – Properties.

As of December 31, 2020, Lakeland operated 51 branch offices located throughout Bergen, Essex, Morris, Ocean, Passaic, Somerset, Sussex, and Union counties in New Jersey and in Highland Mills, New York; however in February 2021, Lakeland closed three branches. Lakeland also operates six New Jersey regional commercial lending centers in Bernardsville, Iselin, Jackson, Montville, Teaneck and Waldwick and one New York commercial lending center to serve the Hudson Valley region. In addition to the Company's principal office located at 250 Oak Ridge Road, Oak Ridge, New Jersey 07438, we lease two operations locations in Milton, New Jersey.

The aggregate net book value of premises and equipment was \$48.5 million at December 31, 2020. As of December 31, 2020, 27 of the Company's facilities were owned and 34 were leased for various terms.

ITEM 3 - Legal Proceedings.

There are no pending legal proceedings involving the Company or Lakeland other than those arising in the normal course of business. Management does not anticipate that the potential liability, if any, arising out of such legal proceedings will have a material effect on the financial condition or results of operations of the Company and Lakeland on a consolidated basis.

ITEM 4 - Mine Safety Disclosures.

Not applicable.

PART II

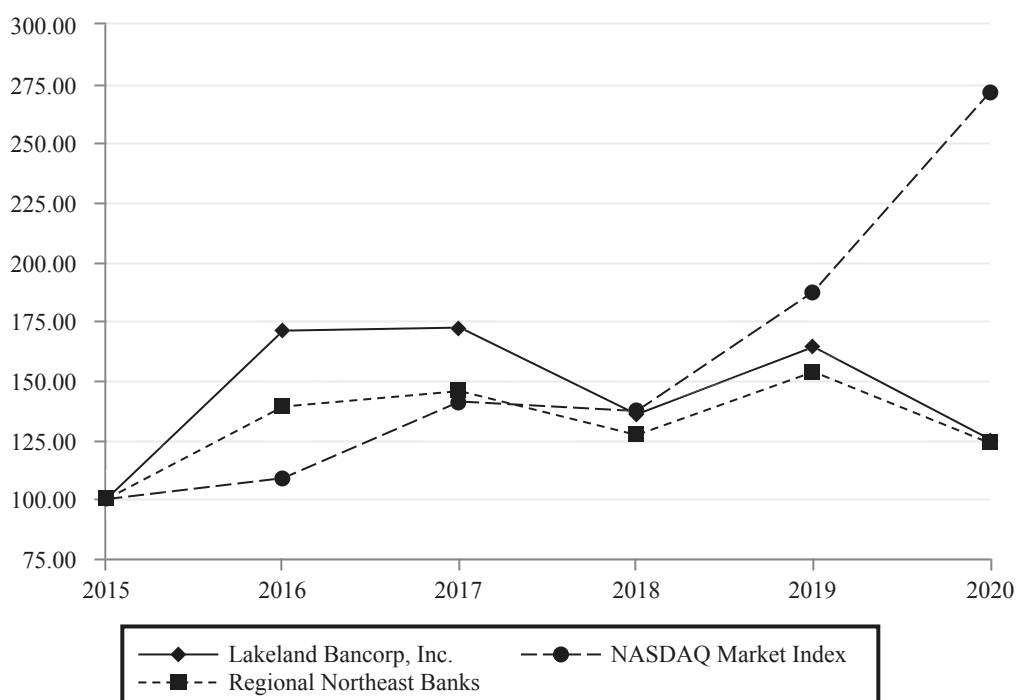
Item 5 - Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Shares of the common stock of Lakeland Bancorp, Inc. have been traded under the symbol "LBAP" on the NASDAQ Global Select Market (or the NASDAQ National Market) since February 22, 2000 and in the over the counter market prior to that date. As of February 26, 2021, there were approximately 3,046 shareholders of record of the common stock.

The following chart compares the Company's cumulative total shareholder return (on a dividend reinvested basis) over the past five years commencing December 31, 2015 and ending December 31, 2020 with the NASDAQ Market Index and the Peer Group Index. The Peer Group Index is the Zacks Regional Northeast Banks Index, which consists of 95 Regional Northeast Banks.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Assumes Initial Investment of \$100
December 2020



<u>Company/Market/Peer Group</u>	<u>12/31/2015</u>	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>	<u>12/31/2019</u>	<u>12/31/2020</u>
Lakeland Bancorp, Inc.	\$ 100.00	\$ 170.99	\$ 172.28	\$ 135.72	\$ 164.14	\$ 125.13
NASDAQ Market Index	100.00	108.87	141.14	137.13	187.45	271.64
Regional Northeast Banks	100.00	139.00	145.53	127.03	153.64	123.56

The following table presents information regarding shares of our common stock repurchased during the fourth quarter of 2020.

Period	Total Number of Shares (or Units) Purchased (1)	Weighted Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1 to October 31, 2020	—	\$ —	—	2,393,423
November 1 to November 30, 2020	—	—	—	2,393,423
December 1 to December 31, 2020	—	—	—	2,393,423

(1) On October 24, 2019, the Company announced that its Board of Directors had authorized a new share repurchase program. Under the repurchase program, the Company may repurchase up to 2,524,458 shares of its common stock, or approximately 5% of its outstanding shares of common stock at September 30, 2019. Repurchases may be made from time to time through a combination of open market and privately negotiated repurchases. The specific timing, price and quantity of repurchases will be at the discretion of the Company and will depend on a variety of factors, including general market conditions, the trading price of the common stock, legal and contractual requirements and the Company's financial performance.

Item 6 - Selected Financial Data.

SELECTED CONSOLIDATED FINANCIAL DATA

The following should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Company's consolidated financial statements included in Items 7 and 8 of this report. The selected financial data set forth below has been derived from the Company's audited consolidated financial statements.

(in thousands, except per share data)	At or for the Years Ended December 31,				
	2020	2019	2018	2017	2016
<u>Income Statement</u>					
Interest income	\$ 248,842	\$ 256,487	\$ 213,121	\$ 190,204	\$ 163,296
Interest expense	41,155	60,453	39,562	24,966	17,647
Net interest income	207,687	196,034	173,559	165,238	145,649
Provision for credit losses/Provision for loan losses	27,222	2,130	4,413	6,090	4,223
Noninterest income excluding gains on investment securities and gain (loss) on equity securities	26,449	26,300	22,893	22,911	20,960
Gains on sales of investment securities	1,213	—	—	2,524	370
(Loss) gain on equity securities	(552)	496	(583)	—	—
Merger-related expenses	—	3,178	464	—	4,103
Long-term debt prepayment fee	4,133	—	—	2,828	—
Noninterest expenses	128,665	123,578	110,703	101,706	95,814
Income before income taxes	74,777	93,944	80,289	80,049	62,839
Income tax provision	17,259	23,272	16,888	27,469	21,321
Net income	\$ 57,518	\$ 70,672	\$ 63,401	\$ 52,580	\$ 41,518
<u>Per-Share Data</u>					
Weighted average shares outstanding:					
Basic	50,540	50,477	47,578	47,438	42,912
Diluted	50,650	50,642	47,766	47,674	43,114
Earnings per share:					
Basic	\$ 1.13	\$ 1.39	\$ 1.32	\$ 1.10	\$ 0.96
Diluted	\$ 1.13	\$ 1.38	\$ 1.32	\$ 1.09	\$ 0.95
Cash dividend per common share	\$ 0.50	\$ 0.49	\$ 0.45	\$ 0.40	\$ 0.37
Book value per common share	\$ 15.13	\$ 14.36	\$ 13.14	\$ 12.31	\$ 11.65
Tangible book value per common share (1)	\$ 11.97	\$ 11.18	\$ 10.22	\$ 9.38	\$ 8.70
<u>Balance Sheet</u>					
Investment securities available for sale and other (4)	\$ 882,419	\$ 794,878	\$ 667,840	\$ 658,711	\$ 621,803
Investment securities held to maturity	90,766	123,975	153,646	139,685	147,614
Loans, net of deferred fees	6,021,232	5,137,823	4,456,733	4,152,720	3,870,598
Goodwill and other identifiable intangible assets	159,565	160,591	138,201	138,795	139,091
Total assets	7,664,297	6,711,236	5,806,093	5,405,639	5,093,131
Total deposits	6,455,783	5,293,779	4,620,670	4,368,748	4,092,835
Total core deposits (2)	5,377,527	4,422,975	3,863,632	3,631,320	3,547,927
Term borrowings	143,257	284,036	286,145	296,913	365,650
Total stockholders' equity	763,784	725,263	623,739	583,122	550,044
<u>Performance Ratios</u>					
Return on average assets	0.80 %	1.12 %	1.15 %	1.00 %	0.90 %
Return on average tangible common equity (1)	9.86 %	13.16 %	13.78 %	12.24 %	12.19 %
Return on average equity	7.74 %	10.14 %	10.59 %	9.25 %	8.75 %
Efficiency ratio (1)(3)	54.54 %	54.83 %	56.09 %	53.40 %	56.74 %
Net interest margin (tax equivalent basis)	3.09 %	3.33 %	3.36 %	3.38 %	3.41 %
Loans to deposits	93.27 %	97.05 %	96.45 %	95.06 %	94.57 %
<u>Capital Ratios</u>					
Common equity to asset ratio	9.97 %	10.81 %	10.74 %	10.79 %	10.80 %
Tangible common equity to tangible assets (1)	8.05 %	8.62 %	8.57 %	8.44 %	8.30 %
Tier 1 leverage ratio	8.37 %	9.41 %	9.39 %	9.12 %	9.07 %
Tier 1 risk-based capital ratio	10.22 %	11.02 %	11.27 %	10.87 %	10.85 %
Total risk-based capital ratio	12.84 %	13.40 %	13.71 %	13.40 %	13.48 %
CET1 ratio	9.73 %	10.46 %	10.62 %	10.18 %	10.11 %

1. A non-GAAP financial measure. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Financial Measures" for a reconciliation of such measures to data calculated in accordance with generally accepted accounting principles.

2. Core deposits represent all deposits with the exception of time deposits.

3. Ratio represents noninterest expense, excluding long-term debt prepayment fee, merger related expenses and core deposit amortization, as a percentage of total revenue (calculated on a tax equivalent basis), excluding gains (losses) on securities and gain on debt extinguishment. Total revenue represents net interest income (calculated on a tax equivalent basis) plus noninterest income.

4. Includes investment in equity securities, Federal Home Loan Bank and other membership stock, at cost.

ITEM 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations.

This section presents a review of Lakeland Bancorp, Inc.’s consolidated results of operations and financial condition. You should read this section in conjunction with the selected consolidated financial data that is presented on the preceding page as well as the accompanying consolidated financial statements and notes to financial statements. As used in the following discussion, the term “Company” refers to Lakeland Bancorp, Inc. and “Lakeland” refers to the Company’s wholly owned banking subsidiary, Lakeland Bank. The Company has omitted comparative discussion of 2019 and 2018 results, which are presented in the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on March 6, 2020.

Statements Regarding Forward-Looking Information

The information disclosed in this document includes various forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to credit quality (including delinquency trends and the allowance for credit losses), corporate objectives and other financial and business matters. The words “anticipates,” “projects,” “intends,” “estimates,” “expects,” “believes,” “plans,” “may,” “will,” “should,” “could,” and other similar expressions are intended to identify such forward-looking statements. The Company cautions that these forward-looking statements are necessarily speculative and speak only as of the date made, and are subject to numerous assumptions, risks and uncertainties, all of which may change over time. Actual results could differ materially from such forward-looking statements.

In addition to the risk factors disclosed in Item 1A in this Annual Report on Form 10-K, the following factors, among others, could cause the Company’s actual results to differ materially and adversely from such forward-looking statements: changes in the financial services industry and the U.S. and global capital markets; changes in economic conditions nationally, regionally and in the Company’s markets; the ongoing COVID-19 outbreak and its effects on economic activity; the nature and timing of actions of the Federal Reserve Board and other regulators; the nature and timing of legislation affecting the financial services industry; government intervention in the U.S. financial system; changes in levels of market interest rates; pricing pressures on loan and deposit products; credit risks of Lakeland’s lending and leasing activities; successful implementation, deployment and upgrades of new and existing technology, systems, services and products; and customers’ acceptance of Lakeland’s products and services.

The above-listed risk factors are not necessarily exhaustive, particularly as to possible future events, and new risk factors may emerge from time to time. Certain events may occur that could cause the Company’s actual results to be materially different than those described in the Company’s periodic filings with the Securities and Exchange Commission. Any statements made by the Company that are not historical facts should be considered to be forward-looking statements. The Company is not obligated to update and does not undertake to update any of its forward-looking statements made herein.

Strategy

The Company, through its wholly owned subsidiary, Lakeland Bank, currently operates 48 banking offices located in Northern and Central New Jersey and Highland Mills, New York. Lakeland offers a broad range of lending, depository and related financial services to individuals and small to medium-sized businesses located in its market areas. Lakeland also offers a broad range of consumer banking services, including lending, depository, safe deposit services and wealth management services.

Lakeland’s growth has come from a combination of organic growth and acquisitions. In addition to organic growth, through December 31, 2020, the Company has acquired eight community banks with an aggregate asset total of approximately \$2.28 billion at the date of the respective acquisitions. All acquired banks have been merged into Lakeland and their holding companies, if applicable, have been merged into the Company. The Company’s strategy is to continue growing both organically and through acquisition should opportunities allow. The Company continues to evaluate opportunities to increase market share by expanding within existing and contiguous markets.

The Company’s strategic aim is to provide an adequate return to its shareholders by focusing on profitable growth through services that meet the needs of its customers in its market areas. This will be accomplished by continuing to offer commercial and consumer loan, deposit and other financial product services in a changing economic and technological environment. In early 2021, Lakeland added two lenders to grow our commercial loan portfolio with life insurance-based financing.

The Company offers internet banking, mobile banking and cash management services to meet the needs of its business and consumer customers. In 2019, the Company embarked on a digital strategy initiative, impacting all operational areas of Lakeland, with a focus on providing a superior customer experience, evolving our product and service delivery and enhancing our operational functionality and cost-effectiveness. The Company devoted 2020 to building our infrastructure to implement the strategy. We hired a highly-skilled team, strengthened our project management and delivery capabilities and began organizing data housed in various areas of the Company. Investments were also made in customer relationship management tools, which

will provide an enhanced view of our customers. In the coming year, we will begin to apply these emerging capabilities to gain insights into our customers and align our products and services with their needs.

The Company's results of operations are primarily dependent upon net interest income, the difference between interest earned on interest-earning assets and the interest paid on interest-bearing liabilities. For information on how interest rate change can influence the Company's net interest income and how the Company manages its net interest income, see "Interest Rate Risk" in the discussion below.

The Company generates noninterest income such as income from retail and business account fees, loan servicing fees, loan origination fees, appreciation in the cash surrender value of bank owned life insurance, income from securities sales, fees from wealth management services and investment product sales, income from the origination and sale of residential mortgages and SBA loans and other fees. The Company's operating expenses consist primarily of compensation and benefits expense, occupancy and equipment expense, data processing expense, ATM and debit card expense, marketing and advertising expense and other general and administrative expenses. The Company's results of operations are also affected by general economic conditions, changes in market interest rates, changes in asset quality, changes in asset values, actions of regulatory agencies and government policies.

The Company continues to control its expenses by continually reviewing its ongoing noninterest expense, including evaluating its salary expense, ongoing service contract expense, marketing expenses and other expenses. The Company also controls its expenses by leveraging its technology investments that maximize the efficient delivery of products and services to its customers, which allows it further to evaluate its infrastructure. Lakeland will continue to consolidate and close branches when an evaluation determines a significant cost savings may be obtained through the consolidation or closure. In addition, opportunities to open new branches are also evaluated.

Critical Accounting Estimates

The accounting and reporting policies of the Company and Lakeland conform with accounting principles generally accepted in the United States of America ("U.S. GAAP") and predominant practices within the banking industry. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

On December 31, 2020, effective January 1, 2020, the Company adopted new accounting guidance, which requires entities to estimate and recognize an allowance for lifetime expected credit losses for loans and other financial assets measured at amortized cost. Previously, an allowance was recognized based on probable and reasonably estimable incurred losses inherent in the loan portfolio at the balance sheet date. See Note 1 to the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for further discussion of the Company's accounting policies and methodologies for establishing the allowance and the liability for off-balance-sheet commitments beginning in 2020.

The allowance for credit losses is a critical accounting estimate for the following reasons:

- estimates relating to the allowance for credit losses require management to project future loan performance, including cash flows, delinquencies, charge-offs and collateral values, based on a reasonable and supportable forecast period utilizing forward-looking economic scenarios in order to estimate potential credit losses;
- the allowance for credit losses is influenced by factors outside of management's control such as industry and business trends, geopolitical events and the effects of laws and regulations as well as economic conditions including, but not limited to, interest rates, housing prices, GDP, inflation and unemployment; and
- judgment is required to determine whether the models used to generate the allowance for credit losses produce results that appropriately reflect a current estimate of lifetime expected credit losses.

Because management's estimates of the allowance for credit losses involve a high degree of judgment, the subjectivity of the assumptions used and the potential for changes in the forecasted economic environment that could result in changes to the amount of the allowance recorded, there is uncertainty inherent in such estimates. Changes in these estimates could significantly impact the allowance and provision for credit losses.

The COVID-19 pandemic resulted in a deterioration in U.S. economic conditions and an increase in economic uncertainty. As a result, the Company's future loss estimates may vary considerably as a result of the changes in the economy compared to management's December 31, 2020 assumptions; the magnitude of the pandemic; and the impact of the national monetary and fiscal response.

Use of Non-GAAP Disclosures

Reported amounts are presented in accordance with U.S. GAAP. The Company's management believes that the supplemental non-GAAP information, which consists of measurements and ratios based on tangible equity, tangible assets and the efficiency ratio, which excludes certain items considered to be non-recurring from earnings, is utilized by regulators and market analysts to evaluate a company's financial condition and therefore, such information is useful to investors. These disclosures should not be viewed as a substitute for financial results determined in accordance with U.S. GAAP, nor are they necessarily comparable to non-GAAP performance measures which may be presented by other companies.

Executive Summary

COVID-19 continues to have a significant, negative effect on families and businesses in New Jersey and throughout the United States. The prolonged COVID-19 outbreak, or any other epidemic that harms the global economy, the U.S. economy or the markets in which we operate could adversely affect our operations. If conditions worsen, we may again experience temporary closures of our offices and/or suspension of certain services until it is safe to open and return to work. The ultimate effect of COVID-19 on the Company's business will depend on numerous factors and future developments that are highly uncertain and cannot be predicted with confidence. At this time, it is unknown how long the COVID-19 pandemic will last or when all restrictions on individuals and businesses will be lifted and businesses and their employees will be able to fully resume normal activities. Further, additional information may emerge regarding the severity of COVID-19, effectiveness of the vaccines developed and additional actions may be taken by federal, state and local governments to contain COVID-19 or treat its impact. Changes in the behavior of customers, businesses and their employees as a result of the COVID-19 pandemic, including social distancing practices, even after formal restrictions have been lifted, are also unknown. As a result of the COVID-19 pandemic and the actions taken to contain it or reduce its impact, the Company may experience changes in the value of collateral securing outstanding loans, reductions in the credit quality of borrowers and the inability of borrowers to repay loans in accordance with their terms. Management is actively managing credit risk in the Company's commercial loan portfolio, including reviewing the industries that the Company believes are most likely to be impacted by emerging COVID-19 events. These and similar factors and events may have substantial negative effects on the business, financial condition, and results of operations of the Company and its customers.

The CARES Act was signed into law on March 27, 2020 and provided over \$2.0 trillion in emergency economic relief to individuals and businesses impacted by the COVID-19 pandemic. The CARES Act authorized the Small Business Administration ("SBA") to temporarily guarantee loans under a new 7(a) loan program called the Paycheck Protection Program ("PPP"). As a qualified SBA lender, we were automatically authorized to originate PPP loans. An eligible business could apply for a PPP loan up to the lesser of (1) 2.5 times its average monthly payroll costs or (2) \$10.0 million. PPP loans have (a) an interest rate of 1.00%, (b) a two-year loan term to maturity; and (c) principal and interest payments deferred for six months from the date of the disbursement. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower's PPP loan is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and 75% of the loan proceeds are used for payroll expenses, with the remaining 25% of the loan proceeds used for other qualifying expenses.

In June 2020, Congress passed the Paycheck Protection Program Flexibility Act ("PPP Flexibility") to ease provisions of PPP related to the time period permitted to use the proceeds of loans, the deferral period of principal and interest payments on loans not forgiven and an extension of the maturity date of loan and loan forgiveness on loans. Key changes include (a) extending from two to five years the minimum maturity of any remaining loan balance after an application for loan forgiveness (for those loans closed after the enactment of PPP Flexibility); (b) extending the "covered period" (i.e., when costs that are eligible for forgiveness must be paid or incurred) from eight weeks to 24 weeks (or December 31, 2020, whichever is earlier); (c) reducing from 75 percent to 60 percent the amount of loan proceeds that must be used for payroll costs although the remainder must continue to be allocated to interest on mortgages, rent, and utilities; (d) permitting an exemption from reductions in loan forgiveness amounts based on reductions in full-time equivalent employees if the borrower, in good faith, documents an inability to return to the same level of business activity due to standards for sanitation, social distancing, or other worker or customer safety requirements established by the Department of Health and Human Services ("HHS"), the Center for Disease Control ("CDC") or Occupational, Safety and Health Administration ("OSHA"); and (e) allowing deferral of payments until the amount of forgiveness is remitted by the SBA to the lender or, if the borrower has not applied for forgiveness, ten months after the expiration of the covered period. The provisions of PPP Flexibility became effective upon enactment and will apply to all loans made under the PPP. The SBA released guidance on PPP loan forgiveness, which presently includes three different application methods depending primarily on the size of the PPP loan, reductions in staffing or salaries, or a business' inability to operate at pre-COVID levels due to compliance with certain federally imposed requirements related to COVID-19. To qualify for full forgiveness, businesses must document that at least 60% of the PPP loan amount was used towards payroll costs and that the remaining 40% was used for other eligible costs such as mortgage interest, rent payments and/or utilities. Forgiveness was to be reduced by any Economic Injury Disaster Loan ("EIDL") advance amount the business received.

Section 4013 of the CARES Act, as interpreted by the "Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working With Customers Affected by the Coronavirus (Revised)" (the "Revised Statement"), dated April 17, 2020, includes criteria that enable financial institutions to exclude from TDR status loans that are modified for customers affected by COVID-19. Under these provisions, TDR status is not required for the term of a loan modification if (i) the loan modification is made in connection with COVID-19, (ii) the loan was not past due more than 30 days as of December 31, 2019 and (iii) the loan modification is entered into during the period between March 1, 2020, and the earlier of (a) 60 days after COVID-19 is no longer characterized as a National Emergency or (b) December 31, 2020. Furthermore, pursuant to the Revised Statement, for loan modifications that do not meet these criteria but are made in connection with COVID-19, such loans may be presumed not to be TDR if they are current at a time the loan modification program was implemented and the modifications are short-term (e.g., six months). If the criteria are not met under either Section 4013 or the Revised Statement, banks are required to follow their existing accounting policies to determine whether COVID-related modifications should be accounted for as a TDR. The Company has elected to suspend the classification of loan modifications as TDR if they qualify under Section 4013 or the Revised Statement.

On December 27, 2020, the Consolidated Appropriations Act, 2021 (the "CAA") was signed into law. In addition to providing funding for normal government operations, this bill provides for additional COVID-19 relief. The CAA extends certain provisions of the CARES Act, provides additional funding for others and contains new relief provisions. The Company is currently accepting online applications for PPP First Draw Loans to first-time borrowers as well as PPP Second Draw Loans for previous PPP borrowers under the CAA.

The CARES Act also provided financial institutions with the option to defer adoption of the Financial Accounting Standards Board's Accounting Standard Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326) ("ASU 2016-13") until the earlier of the end of the pandemic or December 31, 2020. The CAA extended the option to delay implementation of ASU 2016-13 until January 1, 2022, however the Company has adopted this standard as of December 31, 2020, and has applied it retroactively to January 1, 2020.

Management has identified that the COVID-19 pandemic could adversely affect the liquidity of the Company. As such, management has taken specific steps to minimize the risk. In addition to processes already in place to closely monitor changes in liquidity needs, including those that may result from the COVID-19 pandemic, the Company has increased collateral and expanded access to additional borrowings should it be necessary in order to meet liquidity needs. While the Company is unable to predict actual fluctuations in deposit or cash balances, management continues to monitor liquidity and believes that its current level of liquidity is sufficient to meet its current and future operational needs.

In addition, the carrying value of investment securities, right-of-use assets, goodwill and other intangibles could decrease, resulting in future impairment losses. Management will continue to evaluate current economic conditions to determine if a triggering event would impact the current valuations for these assets. As a result, it is not currently possible to ascertain the overall impact of COVID-19 on the Company's business.

As the COVID-19 pandemic has advanced, Lakeland has made it a priority to safeguard the health of our associates and customers, while assisting customers impacted by the economic burdens of COVID-19 and providing support to our communities. Lakeland initiated remote working plans and encouraged the use of our mobile and online banking alternatives as we adjusted our branch hours, decreased lobby usage and temporarily closed branches. To assist COVID-19 impacted borrowers, we offered temporary payment deferrals on commercial, mortgage and consumer loans and we have assisted customers with the origination of PPP loans to help strengthen local businesses and preserve jobs in our communities. Additionally to further support our customers, the Company decided to participate in the Main Street Lending Program established by the Federal Reserve to support lending to small and medium-sized businesses that were in sound financial condition before the onset of the COVID-19 pandemic. Despite this challenging environment, our associates show tireless professionalism, compassion and dedication to serving our customers under these unprecedented conditions. We remain open for business, continuing to lend to qualified businesses for working capital and general business purposes.

Financial Overview

The year ended December 31, 2020 represented a year of continued loan and deposit growth for the Company. As discussed in this management's discussion and analysis:

- Net income was \$57.5 million, or \$1.13 per diluted share, for the year ended December 31, 2020 compared to net income of \$70.7 million, or \$1.38 per diluted share, for 2019.
- In 2020, return on average assets was 0.80%, return on average common equity was 7.74% and return on average tangible common equity was 9.86%. This compared to 2019 ratios of return on average assets of 1.12%, return on average common equity of 10.14% and return on average tangible common equity of 13.16%.
- The Company adopted ASU 2016-13 at December 31, 2020, and, as a result, recorded an increase in the allowance for credit losses on loans of \$6.7 million effective January 1, 2020.
- 2020 financial results were adversely impacted by an elevated provision for credit losses of \$27.2 million, compared to a provision for loan losses of \$2.1 million for 2019.
- Total loans increased by \$883.4 million, or 17%, from December 31, 2019 to December 31, 2020, and included \$284.6 million in PPP loans.
- Loans on payment deferral at December 31, 2020 totaled \$9.7 million, or 0.2% of total loans.
- Total deposits increased \$1.2 billion, or 22%, from December 31, 2019 to December 31, 2020, including an increase of \$386.1 million, or 34% in noninterest bearing deposits.
- Balance sheet restructures during 2020 involving the payoff of \$114.9 million in FHLB borrowings, resulted in prepayment fees of \$4.1 million.
- The Company's net interest margin was 3.09% for 2020 compared to 3.33% for 2019.

Net Income

Net income for 2020 was \$57.5 million, or \$1.13 per diluted share, compared to net income of \$70.7 million, or \$1.38 per diluted share, in 2019. The major contributing factor to the decrease in net income was provision for credit losses of \$27.2 million, compared to a provision for loan losses of \$2.1 million for 2019.

Net Interest Income

Net interest income is the difference between interest income on earning assets and the cost of funds supporting those assets. The Company's net interest income is determined by: (i) the volume of interest-earning assets that it holds and the yields that it earns on those assets, and (ii) the volume of interest-bearing liabilities that it has assumed and the rates that it pays on those liabilities.

In March 2020, the FOMC lowered the target range for the federal funds rate twice by a total of 150 basis points, bringing the current target range to between 0.00% and 0.25%. In 2019, the target range was lowered by a total of 75 basis points and in 2018, the range was raised four times by a total of 100 basis points.

For 2020, the Company's net interest margin was 3.09% compared to 3.33% for 2019, reflecting a decrease in interest income as a effect of the low interest rate environment on higher cash balances held and loan yields. The low interest rate environment has had a positive effect on interest costs on deposits.

The following table reflects the components of the Company's net interest income, setting forth for the years presented, (1) average assets, liabilities and stockholders' equity, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities, (4) the Company's net interest spread (i.e., the average yield on interest-earning assets less the average cost of interest-bearing liabilities) and (5) the Company's net interest margin. Rates are computed on a tax equivalent basis assuming a 21% tax rate.

(dollars in thousands)	2020			2019			2018		
	Average Balance	Interest Income/Expense	Average Rates Earned/Paid	Average Balance	Interest Income/Expense	Average Rates Earned/Paid	Average Balance	Interest Income/Expense	Average Rates Earned/Paid
Assets									
Interest-earning assets:									
Loans (1)	\$ 5,626,273	\$ 229,036	4.07 %	\$ 4,938,298	\$ 233,535	4.73 %	\$ 4,283,401	\$ 193,143	4.51 %
Taxable investment securities and other	808,629	17,811	2.20 %	799,103	19,722	2.47 %	736,241	16,710	2.27 %
Tax-exempt securities	80,594	2,085	2.59 %	70,271	1,911	2.72 %	80,456	2,163	2.69 %
Federal funds sold (2)	220,329	348	0.16 %	87,997	1,720	1.95 %	82,096	1,559	1.90 %
Total interest-earning assets	<u>6,735,825</u>	<u>249,280</u>	<u>3.70 %</u>	<u>5,895,669</u>	<u>256,888</u>	<u>4.36 %</u>	<u>5,182,194</u>	<u>213,575</u>	<u>4.12 %</u>
Noninterest-earning assets:									
Allowance for credit losses	(61,898)			(39,840)			(36,804)		
Other assets	534,439			466,825			383,524		
Total Assets	<u>\$ 7,208,366</u>			<u>\$ 6,322,654</u>			<u>\$ 5,528,914</u>		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities:									
Savings accounts	\$ 535,754	\$ 325	0.06 %	\$ 500,650	\$ 335	0.07 %	\$ 489,742	\$ 293	0.06 %
Interest-bearing transaction accounts	3,035,626	17,396	0.57 %	2,653,404	31,157	1.17 %	2,301,065	18,711	0.81 %
Time deposits	1,064,187	14,338	1.35 %	922,412	17,756	1.92 %	778,180	11,616	1.49 %
Borrowings	336,425	9,096	2.66 %	385,365	11,205	2.87 %	340,414	8,942	2.63 %
Total interest-bearing liabilities	<u>4,971,992</u>	<u>41,155</u>	<u>0.83 %</u>	<u>4,461,831</u>	<u>60,453</u>	<u>1.35 %</u>	<u>3,909,401</u>	<u>39,562</u>	<u>1.01 %</u>
Noninterest-bearing liabilities:									
Demand deposits	1,362,918			1,092,827			984,445		
Other liabilities	130,231			70,959			36,541		
Stockholders' equity	743,225			697,037			598,527		
Total Liabilities and Stockholders' Equity	<u>\$ 7,208,366</u>			<u>\$ 6,322,654</u>			<u>\$ 5,528,914</u>		
Net interest income/spread		208,125	<u>2.87 %</u>		196,435	<u>3.00 %</u>		174,013	<u>3.11 %</u>
Tax equivalent basis adjustment		438			401			454	
Net Interest Income		<u>\$ 207,687</u>			<u>\$ 196,034</u>			<u>\$ 173,559</u>	
Net Interest Margin (3)			<u>3.09 %</u>			<u>3.33 %</u>			<u>3.36 %</u>

- (1) Includes non-accrual loans, loans held for sale and deferred loan fees.
(2) Includes interest-bearing cash accounts.
(3) Net interest income on a tax equivalent basis divided by interest-earning assets.

Interest income and expense volume/rate analysis

The following table shows the impact that changes in average balances of the Company's assets and liabilities and changes in average interest rates have had on the Company's net interest income over the past three years. This information is presented on a tax equivalent basis assuming a 21% tax rate. If a change in interest income or expense is attributable to a change in volume and a change in rate, the amount of the change is allocated proportionately.

(in thousands)	2020 vs. 2019			2019 vs. 2018		
	Increase (Decrease) Due to Change in:		Total Change	Increase (Decrease) Due to Change in:		Total Change
	Volume	Rate		Volume	Rate	
Interest Income						
Loans	\$ 30,269	\$ (34,768)	\$ (4,499)	\$ 30,622	\$ 9,770	\$ 40,392
Taxable investment securities and other	233	(2,144)	(1,911)	1,488	1,524	3,012
Tax-exempt investment securities	270	(96)	174	(277)	25	(252)
Federal funds sold	1,111	(2,483)	(1,372)	114	47	161
Total interest income	<u>31,883</u>	<u>(39,491)</u>	<u>(7,608)</u>	<u>31,947</u>	<u>11,366</u>	<u>43,313</u>
Interest Expense						
Savings deposits	30	(40)	(10)	7	35	42
Interest-bearing transaction accounts	5,388	(19,149)	(13,761)	3,191	9,255	12,446
Time deposits	3,589	(7,007)	(3,418)	2,396	3,744	6,140
Borrowings	(1,343)	(766)	(2,109)	1,233	1,030	2,263
Total interest expense	<u>7,664</u>	<u>(26,962)</u>	<u>(19,298)</u>	<u>6,827</u>	<u>14,064</u>	<u>20,891</u>
Net Interest Income	<u>\$ 24,219</u>	<u>\$ (12,529)</u>	<u>\$ 11,690</u>	<u>\$ 25,120</u>	<u>\$ (2,698)</u>	<u>\$ 22,422</u>

Net interest income on a tax equivalent basis for 2020 was \$208.1 million, compared to \$196.4 million in 2019, resulting primarily from growth in average earning assets of \$840.2 million. The net interest margin decreased from 3.33% in 2019 to 3.09% in 2020 primarily as a result of the current low interest rate environment resulting in lower yields on interest-earning assets as well as higher cash levels. The effect on net interest income was due to the decrease in yield on interest-earning assets and was partially mitigated by an increase in interest income earned on free funds (interest-earning assets funded by noninterest-bearing liabilities) resulting from an increase in average noninterest-bearing deposits of \$270.1 million.

Interest income on a tax equivalent basis decreased from \$256.9 million in 2019 to \$249.3 million in 2020, a decrease of \$7.6 million, or 3%. The decrease in interest income resulted from a 66 basis point decline in the yield on interest-earning assets, partially offset by a \$840.2 million increase in average interest-earning assets. The decrease in yield on interest-earning assets was due primarily to a reduction in the yield on loans due to decreases in the prime rate and LIBOR during 2019 and 2020, increased balance of lower-yielding federal funds sold, as well as the origination of lower-yielding PPP loans during 2020. The average balance of loans increased \$688.0 million compared to 2019, while the yield on average loans of 4.07% in 2020 was 66 basis points lower than 2019. The yield on average taxable investment securities decreased 27 basis points, while the yield on tax-exempt investment securities decreased 13 basis points compared to 2019.

Total interest expense decreased from \$60.5 million in 2019 to \$41.2 million in 2020, a decrease of \$19.3 million. Total average interest-bearing liabilities increased \$510.2 million as a result of organic growth, while the cost of average interest-bearing liabilities decreased from 1.35% in 2019 to 0.83% in 2020 largely driven by lower market interest rates. The cost of interest-bearing transaction accounts, time deposits and borrowings decreased by 60 basis points, 57 basis points, and 21 basis points, respectively, compared to 2019.

Provision for Credit Losses

The Company adopted ASU 2016-13 on December 31, 2020, and has applied it retroactively to January 1, 2020. ASU 2016-13 requires the measurement of expected credit losses for financial assets, including loans and certain off-balance-sheet credit exposures, measured at amortized cost. See Note 1 - Summary of Significant Accounting Policies to the Company's financial statements for a description of the adoption of ASU 2016-13 and the Company's allowance methodology.

In determining the provision for credit losses on loans and off-balance-sheet credit exposures, management measures expected credit losses based on relevant information about past events, current conditions, reasonable and supportable forecasts, prepayments and future economic conditions. The key assumptions of the methodology include the lookback periods, historic net charge-off factors, economic forecasts, reversion periods, prepayments and qualitative adjustments. The Company uses its best judgment to assess economic conditions and loss data in estimating the CECL allowance and these estimates are subject to periodic refinement based on changes in underlying external or internal data.

Provision for credit losses totaled \$27.2 million in 2020, of which \$26.0 million was related to loans, compared to a provision for loan losses of \$2.1 million for 2019. The increased provision for 2020 was primarily due to the negative impact of COVID-19 on forecasted economic conditions and credit loss projections with the remainder of the provision attributable to loan growth. The provision attributable to off-balance-sheet exposures was \$1.3 million and a negative provision of \$28,000 was attributable to held to maturity securities.

Noninterest Income

Noninterest income of \$27.1 million in 2020 increased by \$314,000 compared to 2019. Gains on sales of loans and swap income increased \$1.7 million and \$1.5 million, respectively, compared to 2019, both due primarily to the low interest rate environment. Gain on sales of securities totaled \$1.2 million in 2020 compared to no such gains in 2019. Service charges on deposit accounts decreased \$2.1 million due primarily to changes in customer behavior resulting from the pandemic. Included in noninterest income in 2020, was a \$552,000 loss on equity securities compared to gains of \$496,000 in 2019. Other income of \$735,000 in 2020 was \$499,000 lower than 2019 due primarily to gains during 2019 resulting from payoffs of purchased credit impaired loans. Noninterest income represented 12% of total revenue in 2020. Total revenue is defined as net interest income plus noninterest income.

Noninterest Expense

Noninterest expense in 2020 totaled \$132.8 million, which was \$6.0 million greater than the \$126.8 million reported for 2019. The increase in noninterest expense was due primarily to \$4.1 million in FHLB debt prepayment fees resulting from the Company's balance sheet restructurings during 2020. Salaries and employee benefits increased \$3.1 million in 2020, from the same period last year, as a result of an increase in staffing levels as well as normal merit increases. Furniture and equipment expense in 2020 increased \$2.6 million compared to 2019 due primarily to an increase in information technology service agreement expense, including expenses related to the Company's digital initiative. FDIC insurance expense increased \$1.7 million in 2020 compared to 2019 due to an increase in deposit balances as well as the application of FDIC assessment credits in 2019 resulting from the insurance fund reserve ratio exceeding the required level. Marketing expense decreased \$692,000 in 2020 primarily due to the timing of marketing campaigns impacted by the pandemic as well as increased advertising during 2019 in new locations as a result of the merger with Highlands Bancorp. Noninterest expense in 2019 included merger-related expenses of \$3.2 million resulting from the merger with Highlands Bancorp.

The efficiency ratio, a non-GAAP measure, expresses the relationship between noninterest expense (excluding long-term debt prepayment fees, merger related expenses and core deposit amortization) to total tax-equivalent revenue (excluding gains and/or losses on securities and gain and/or losses on debt extinguishment).

(dollars in thousands)	For the Years Ended December 31,				
	2020	2019	2018	2017	2016
<u>Calculation of Efficiency Ratio (a Non-GAAP Measure)</u>					
Total noninterest expense	\$ 132,798	\$ 126,756	\$ 111,167	\$ 104,534	\$ 99,917
Amortization of core deposit intangibles	(1,025)	(1,182)	(594)	(654)	(734)
Merger related expenses	—	(3,178)	(464)	—	(4,103)
Long-term debt prepayment fee	(4,133)	—	—	(2,828)	—
Noninterest expense, as adjusted	\$ 127,640	\$ 122,396	\$ 110,109	\$ 101,052	\$ 95,080
Net interest income	\$ 207,687	\$ 196,034	\$ 173,559	\$ 165,238	\$ 145,649
Noninterest income	27,110	26,796	22,310	25,435	21,330
Total revenue	234,797	222,830	195,869	190,673	166,979
Tax-equivalent adjustment on municipal securities	438	401	454	1,074	962
Gains on sales of investment securities and debt extinguishment	(1,213)	—	—	(2,524)	(370)
Total revenue, as adjusted	\$ 234,022	\$ 223,231	\$ 196,323	\$ 189,223	\$ 167,571
Efficiency ratio (Non-GAAP)	54.54 %	54.83 %	56.09 %	53.40 %	56.74 %

Income Taxes

The Company's effective income tax rate was 23.1% and 24.8% in the years ended December 31, 2020 and 2019, respectively. The effective tax rate decrease from 2019 to 2020 primarily resulted from a decline in pretax income from 2019 to 2020 and the resulting increase in the percentage of tax-advantaged items over pretax income.

Financial Condition

Total assets at December 31, 2020 were \$7.66 billion, an increase of \$953.1 million, or 14%, from \$6.71 billion at December 31, 2019. Loans, net of deferred fees, were \$6.02 billion and \$5.14 billion at December 31, 2020 and 2019, respectively, an increase of \$883.4 million, or 17% during 2020. Total deposits were \$6.46 billion at December 31, 2020, an increase of \$1.16 billion, or 22%, from December 31, 2019.

The Company recorded the assets acquired and the liabilities assumed in the acquisition of Highlands Bancorp, Inc. in January 2019, at their estimated fair values as of the acquisition date. Total assets acquired were \$496.5 million and total loans and total deposits acquired were \$426.1 million and \$409.6 million, respectively.

Loans

Lakeland primarily serves New Jersey, the Hudson Valley region in New York and the surrounding areas. Its equipment finance division serves a broader market with a primary focus on the Northeast. At the time of adoption of CECL, the loan portfolio segmentation was expanded to nine portfolio segments, taking into consideration common loan attributes and risk characteristics, as well as historical reporting metrics and data availability. See Note 1 to the Company's financial statements for a full description of the segments. The information below for December 31, 2020 is presented in accordance with ASU 2016-13. The Company did not reclassify comparative financial periods and has presented those disclosures under previously applicable U.S. GAAP.

At December 31, 2020, the amortized cost of loans totaled \$6.02 billion, an increase of \$883.4 million when compared to the balance at December 31, 2019 of \$5.14 billion. Commercial loans secured by real estate increased \$649.9 million to \$4.24 billion at December 31, 2020. Commercial and industrial loans increased \$286.3 million in 2020 and includes PPP loans totaling \$284.6 million. Residential mortgage loans increased \$42.2 million as customers took advantage of the low interest rate environment to refinance their mortgages. Additionally, the Company decided to retain a higher percentage of originated residential mortgage loans in 2020 compared to 2019. Equipment finance loans increased \$5.6 million, while construction and consumer loans declined by \$68.3 million and \$35.4 million, respectively, during 2020.

The following tables present the classification of Lakeland's gross loans by major category as of December 31 for each of the last five years:

(in thousands)	December 31, 2020
Non-owner occupied commercial (1)	\$ 2,398,946
Owner occupied commercial (1)	827,092
Multifamily (1)	813,225
Non-owner occupied residential (1)	200,229
Commercial, industrial and other	718,189
Construction	266,883
Equipment finance	116,690
Residential mortgage	377,380
Consumer	302,598
Total loans	<u>6,021,232</u>

(1) With the adoption of ASU 2016-13 in 2020, the Company expanded its portfolio segments. Prior years have not been reclassified to conform to the current year presentation.

December 31,

(in thousands)	2019	2018	2017	2016
Commercial, secured by real estate	\$ 3,589,593	\$ 3,057,779	\$ 2,831,184	\$ 2,556,601
Commercial, industrial and other	431,934	336,735	340,400	350,228
Construction	335,169	319,545	264,908	211,109
Equipment finance	111,076	87,925	75,039	67,016
Residential mortgage	335,191	329,854	322,880	349,581
Consumer	337,977	328,609	322,269	339,360
Total loans	5,140,940	4,460,447	4,156,680	3,873,895
Deferred fees (2)	(3,117)	(3,714)	(3,960)	(3,297)
Loans, net	<u>\$ 5,137,823</u>	<u>\$ 4,456,733</u>	<u>\$ 4,152,720</u>	<u>\$ 3,870,598</u>

(2) With the adoption of ASU 2016-13 in 2020, net deferred fees and costs are allocated to the appropriate segments.

At December 31, 2020, there were no concentrations of loans exceeding 10% of total loans outstanding other than loans that are secured by real estate and commercial, industrial and other loans. Commercial, industrial and other includes \$284.6 million of PPP loans, which are expected to be fully guaranteed by the SBA. Loan concentrations are considered to exist when there are amounts loaned to a multiple number of borrowers engaged in similar activities which would cause them to be similarly impacted by economic or other related conditions.

The following table presents commercial loan maturities and sensitivity to changes in interest rates at December 31, 2020:

(in thousands)	Within One Year	After One but Within Five Years	After Five Years	Total
Non-owner occupied commercial	\$ 112,800	\$ 569,836	\$ 1,716,310	\$ 2,398,946
Owner occupied commercial	58,020	221,306	547,766	\$ 827,092
Multifamily	28,378	165,404	619,443	\$ 813,225
Non-owner occupied residential	18,534	34,597	147,098	\$ 200,229
Commercial, industrial and other	205,813	423,757	88,619	718,189
Construction	98,057	67,969	100,857	266,883
Total commercial loans	<u>\$ 521,602</u>	<u>\$ 1,482,869</u>	<u>\$ 3,220,093</u>	<u>\$ 5,224,564</u>
Predetermined rates	\$ 135,607	\$ 1,071,125	\$ 273,748	\$ 1,480,480
Floating or adjustable rates	385,995	411,744	2,946,345	3,744,084
Total commercial loans	<u>\$ 521,602</u>	<u>\$ 1,482,869</u>	<u>\$ 3,220,093</u>	<u>\$ 5,224,564</u>

Risk Elements

Commercial loans are placed on a non-accrual status with all accrued interest and unpaid interest reversed if (a) because of the deterioration in the financial position of the borrower, they are maintained on a cash basis (which means payments are applied when and as received rather than on a regularly scheduled basis), (b) payment of all contractual principal and interest is not expected, or (c) principal and interest have been in default for a period of 90 days or more unless the obligation is both well-secured and in process of collection. Residential mortgage loans and closed-end consumer loans are placed on non-accrual status at the time principal and interest have been in default for a period of 90 days or more, except where there exists sufficient collateral to cover the defaulted principal and interest payments, and the loans are well-secured and in the process of collection. Open-end consumer loans secured by real estate are generally placed on non-accrual status and reviewed for charge-off when principal and interest payments are four months in arrears unless the obligations are well-secured and in the process of collection. Interest thereafter on such charged-off consumer loans is taken into income when received only after full recovery of principal. As a general rule, a non-accrual asset may be restored to accrual status when none of its principal or interest is due and unpaid and satisfactory payments have been received for a sustained period (usually six months), or when it otherwise becomes well-secured and in the process of collection.

The following tables present certain information regarding Lakeland's non-accrual loans, including troubled debt restructurings that are on non-accrual, and past due loans and other real estate owned and other repossessed assets as of December 31, for each of the last five years:

(dollars in thousands)	December 31, 2020
Non-owner occupied commercial (1)	\$ 16,537
Owner occupied commercial (1)	14,271
Multifamily (1)	626
Non-owner occupied residential (1)	2,217
Commercial, industrial and other	2,633
Construction	1,440
Equipment finance	327
Residential mortgage	2,469
Consumer	2,243
Total non-accrual loans (2)	<u>42,763</u>
Other real estate and other repossessed assets	—
Total non-performing assets	<u>\$ 42,763</u>
Non-performing assets as a percentage of total assets	<u>0.56 %</u>
Loans past due 90 days or more and still accruing	<u>\$ 1</u>
Troubled debt restructurings, still accruing	<u>\$ 3,857</u>

(1) With the adoption of ASU 2016-13 in 2020, the Company expanded its portfolio segments. Prior years have not been reclassified to conform to the current year presentation.

(2) Non-accrual loans in 2020 includes \$6.6 million in purchased credit deteriorated loans ("PCD").

(dollars in thousands)	December 31,			
	2019	2018	2017	2016
Commercial, secured by real estate	\$ 12,314	\$ 7,192	\$ 5,890	\$ 10,413
Commercial, industrial and other	1,539	1,019	184	167
Construction	967	—	1,472	1,472
Equipment finance	284	501	144	153
Residential mortgage	3,428	1,986	3,860	6,048
Consumer	2,606	1,432	2,105	2,151
Total non-accrual loans (3)	<u>21,138</u>	<u>12,130</u>	<u>13,655</u>	<u>20,404</u>
Other real estate and other repossessed assets	563	830	843	1,072
Total non-performing assets	<u>\$ 21,701</u>	<u>\$ 12,960</u>	<u>\$ 14,498</u>	<u>\$ 21,476</u>
Non-performing assets as a percentage of total assets	<u>0.32 %</u>	<u>0.22 %</u>	<u>0.27 %</u>	<u>0.42 %</u>
Loans past due 90 days or more and still accruing	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 200</u>	<u>\$ 10</u>
Troubled debt restructurings, still accruing	<u>\$ 5,650</u>	<u>\$ 9,293</u>	<u>\$ 11,462</u>	<u>\$ 8,802</u>

(3) Non-accrual loans excludes purchased credit impaired loans ("PCI") for the years prior to 2020.

Non-accrual loans increased to \$42.8 million on December 31, 2020 from \$21.1 million at December 31, 2019 primarily due to an increase in the commercial loans secured by real estate of \$21.3 million. Additionally, commercial, industrial and other non-accruals increased \$1.1 million and construction non-accruals increased \$473,000 when compared to December 31, 2019 as a result of the inclusion of PCD loans in 2020.

Non-accruals as of December 31, 2020 include fourteen loan relationships between \$500,000 and \$1.0 million totaling \$9.6 million, and seven loan relationships exceeding \$1.0 million totaling \$20.6 million. All non-accrual loans are in various stages of litigation, foreclosure, or workout. Non-accrual loans included \$1.1 million and \$1.6 million in troubled debt restructurings as of December 31, 2020 and 2019, respectively.

At December 31, 2020 and 2019, Lakeland had \$3.9 million and \$5.7 million, respectively, in loans that are TDRs and still accruing. Restructured loans that are still accruing are those loans where Lakeland has granted concessions to the borrower in payment terms, in rate and/or in maturity as a result of the financial difficulties of the borrower where the borrower has demonstrated the ability to repay based on the modified terms of the loan. The CARES Act provided relief from TDR classification for certain loan modification related to the COVID-19 pandemic beginning March 1, 2020 through the earlier of 60 days after the end of the pandemic or December 31, 2020. Additionally, banking regulatory agencies issued interagency guidance that COVID-19 related short-term modifications (i.e., six months or less) granted to borrowers that were current as of the loan modification program implementation date do not need to be considered TDRs. In December 2020, the CAA extended this guidance to modifications made until the earlier of January 1, 2022 or 60 days after the end of the COVID-19 national emergency. The Company elected this provision of the CARES Act and excluded modified loans that met the required guidelines for relief from its TDR classification.

At December 31, 2020 and 2019, the Company had \$139.4 million and \$47.7 million, respectively, of loans that were rated substandard that were not classified as non-performing. The increase in substandard loans that were not classified as non-performing relates principally to the COVID-19 pandemic. A large number of the additional substandard loans were modifications under the CARES Act and not classified as TDRs. There were no additional loans at December 31, 2020, other than those designated non-performing or substandard, where Lakeland was aware of any credit conditions of any borrowers that would indicate a possibility of the borrowers not complying with the present terms and conditions of repayment and which may result in such loans being included as non-accrual, past due or renegotiated at a future date.

The Company adopted ASU 2016-13 in 2020, with an adjustment to the allowance for credit losses on loans of \$6.7 million, using a modified retrospective approach. For further information see Notes 1, 5 and 6 to the Company's Consolidated Financial Statements.

The following tables present for each of the five years ended December 31, 2020, the historical relationships among the amount of loans outstanding, the allowance for credit losses on loans, the provision for credit losses on loans, the amount of loans charged off and the amount of loan recoveries:

(dollars in thousands)	Years Ended December 31,				
	2020	2019	2018	2017	2016
Allowance balance, beginning of the year	\$ 40,003	\$ 37,688	\$ 35,455	\$ 31,245	\$ 30,874
Impact of adopting ASU 2016-13 ("CECL")	6,656	—	—	—	—
Loans charged off:					
Commercial, secured by real estate	(422)	(544)	(421)	(762)	(410)
Commercial, industrial and other	(814)	(645)	(1,452)	(477)	(796)
Construction	(77)	—	(248)	(609)	—
Equipment finance	(284)	(414)	(507)	(305)	(366)
Residential mortgage	(116)	(50)	(131)	(441)	(1,103)
Consumer	(340)	(283)	(588)	(852)	(1,980)
Total loans charged off	(2,053)	(1,936)	(3,347)	(3,446)	(4,655)
Recoveries:					
Commercial, secured by real estate	72	251	468	396	297
Commercial, industrial and other	207	1,100	317	172	202
Construction	100	126	17	31	18
Equipment finance	65	332	23	59	31
Residential mortgage	21	66	10	5	8
Consumer	76	246	332	903	247
Total recoveries	541	2,121	1,167	1,566	803
Net (charge-offs) recoveries	(1,512)	185	(2,180)	(1,880)	(3,852)
Provision for credit losses on loans	25,977	2,130	4,413	6,090	4,223
Allowance balance, end of year	\$ 71,124	\$ 40,003	\$ 37,688	\$ 35,455	\$ 31,245
Net charge-offs as a percentage of average loans outstanding	0.03 %	— %	0.05 %	0.05 %	0.11 %
Allowance for credit losses on loans as a percentage of year-end total loans outstanding	1.18 %	0.78 %	0.84 %	0.85 %	0.81 %
Allowance for credit losses on loans as a percent of non-accrual loans	166.32 %	189.25 %	310.70 %	259.65 %	153.13 %

The total allowance for credit losses on loans increased \$31.1 million during 2020 to \$71.1 million at December 31, 2020. The adoption of ASU 2016-13 increased this allowance by \$6.7 million. During the year, the provision for credit losses on loans increased by \$23.8 million due to COVID-19's negative impact on forecasted economic conditions, credit loss projections and loan growth during 2020. The allowance for credit losses on loans was 1.18% of total loans on December 31, 2020 compared to 0.78% of total loans on December 31, 2019. Management believes, based on appraisals and estimated selling costs, that the majority of its non-performing loans are well secured and that the reserves on its non-performing loans are adequate. Based upon the process employed and giving recognition to all accompanying factors related to the loan portfolio, management considers the allowance for credit losses on loans to be adequate at December 31, 2020.

The following tables present the allowance for credit losses on loans allocated by loan category and the percent of loans in each category to total loans at the dates indicated. The allowance for credit losses on loans allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

(dollars in thousands)	December 31, 2020	
	Allowance	% of Loans in Each Category
Non-owner occupied commercial (1)	\$ 25,910	39.9 %
Owner occupied commercial (1)	3,955	13.7 %
Multifamily (1)	7,253	13.5 %
Non-owner occupied residential (1)	3,321	3.3 %
Commercial, industrial and other	13,665	11.9 %
Construction	786	4.4 %
Equipment finance	6,552	1.9 %
Residential mortgage	3,623	6.4 %
Consumer	6,059	5.0 %
Total	<u>\$ 71,124</u>	<u>100.0 %</u>

(1) With the adoption of ASU 2016-13 in 2020, the Company expanded its portfolio segments. Prior years have not been reclassified to conform to the current year presentation.

(dollars in thousands)	December 31,							
	2019		2018		2017		2016	
	Allowance	% of Loans in Each Category	Allowance	% of Loans in Each Category	Allowance	% of Loans in Each Category	Allowance	% of Loans in Each Category
Commercial, secured by real estate	\$ 28,950	69.8 %	\$ 27,881	68.5 %	\$ 25,704	68.0 %	\$ 21,223	66.1 %
Commercial, industrial and other	3,289	8.4 %	1,742	7.5 %	2,313	8.2 %	1,723	9.0 %
Construction	2,672	6.5 %	3,015	7.2 %	2,731	6.4 %	2,352	5.4 %
Equipment finance	957	2.2 %	987	2.0 %	630	1.8 %	548	1.7 %
Residential mortgage	1,725	6.5 %	1,566	7.4 %	1,557	7.8 %	1,964	9.0 %
Consumer	2,410	6.6 %	2,497	7.4 %	2,520	7.8 %	3,435	8.8 %
Total	<u>\$ 40,003</u>	<u>100.0 %</u>	<u>\$ 37,688</u>	<u>100.0 %</u>	<u>\$ 35,455</u>	<u>100.0 %</u>	<u>\$ 31,245</u>	<u>100.0 %</u>

Investment Securities

The Company has classified its investment securities into the available for sale and held to maturity categories based on its intent and ability to hold the securities to maturity.

The following table sets forth the carrying value of the Company's investment securities, both available for sale and held to maturity, at December 31 for each of the last three years. Investment securities available for sale are stated at fair value while securities held for maturity are stated at cost, adjusted for amortization of premiums and accretion of discounts.

(in thousands)	December 31,		
	2020	2019	2018
U.S. Treasury and U.S. government agencies	\$ 90,567	\$ 166,982	\$ 173,952
Mortgage-backed securities, residential	267,432	272,674	210,062
Collateralized mortgage obligations, residential	223,628	305,434	291,941
Mortgage-backed securities, multifamily	2,649	4,710	1,853
Collateralized mortgage obligations, multifamily	41,535	46,225	20,950
Asset-backed securities	40,690	—	—
Obligations of states and political subdivisions	244,340	72,182	83,414
Debt securities	35,671	11,668	10,092
Total	<u>\$ 946,512</u>	<u>\$ 879,875</u>	<u>\$ 792,264</u>

In addition, the Company has an equity securities portfolio, which consists of investments in community reinvestment funds and until 2020, investments in other financial institutions for market appreciation purposes, with a carrying value of \$14.7 million, \$16.5 million and \$15.9 million, at December 31, 2020, 2019 and 2018, respectively.

The Company also does not own any interests in any hedge funds or private equity funds that are designated "covered funds" under the Volcker Rule. All of the Company's mortgage-backed securities are issued by U.S. Government or U.S. Government sponsored entities.

The following tables presents the maturity distribution and weighted average yields (calculated on the basis of the stated yields to maturity, considering applicable premium or discount), on a fully taxable equivalent basis, of investment securities as of December 31, 2020, at book value:

(dollars in thousands)	Within One Year	Over One but Within Five Years	Over Five but Within Ten Years	After Ten Years	Total
<u>Available for Sale</u>					
U.S. Treasury and U.S. government agencies					
Amount	\$ 8,103	\$ 29,473	\$ 10,667	\$ 16,759	\$ 65,002
Yield	2.13 %	1.93 %	2.13 %	1.50 %	1.88 %
Mortgage-backed securities, residential					
Amount	12	2,360	18,019	207,765	228,156
Yield	2.27 %	2.23 %	2.20 %	1.98 %	2.00 %
Collateralized mortgage obligations, residential					
Amount	3	1,963	13,165	193,907	209,038
Yield	5.62 %	2.95 %	1.17 %	1.79 %	1.76 %
Mortgage-backed securities, multifamily					
Amount	—	—	—	1,944	1,944
Yield	— %	— %	— %	1.35 %	1.35 %
Collateralized mortgage obligations, multifamily					
Amount	—	11,644	4,285	25,606	41,535
Yield	— %	2.67 %	2.04 %	2.69 %	2.62 %
Asset-backed securities					
Amount	—	—	—	40,690	40,690
Yield	— %	— %	— %	0.90 %	0.90 %
Obligations of states and political subdivisions					
Amount	5,500	30,976	12,504	184,730	233,710
Yield	2.29 %	2.04 %	2.28 %	2.21 %	2.19 %
Debt securities					
Amount	—	4,060	31,611	—	35,671
Yield	— %	2.40 %	4.59 %	— %	4.34 %
Total securities					
Amount	<u>\$ 13,618</u>	<u>\$ 80,476</u>	<u>\$ 90,251</u>	<u>\$ 671,401</u>	<u>\$ 855,746</u>
Yield	<u>2.19 %</u>	<u>2.14 %</u>	<u>2.88 %</u>	<u>1.94 %</u>	<u>2.06 %</u>

(dollars in thousands)	Within One Year	Over One but Within Five Years	Over Five but Within Ten Years	After Ten Years	Total
<u>Held to Maturity</u>					
U.S. Treasury and U.S. government agencies					
Amount	\$ 5,993	\$ 17,043	\$ 2,529	\$ —	\$25,565
Yield	2.17 %	2.00 %	1.91 %	— %	2.03 %
Mortgage-backed securities, residential					
Amount	—	79	11	39,186	39,276
Yield	— %	5.07 %	5.88 %	1.81 %	1.82 %
Collateralized mortgage obligations, residential					
Amount	—	1	1,353	13,236	14,590
Yield	— %	0.86 %	2.21 %	1.79 %	2.30 %
Mortgage-backed securities, multifamily					
Amount	—	—	705	—	705
Yield	— %	— %	2.39 %	— %	2.39 %
Obligations of states and political subdivisions					
Amount	3,029	4,492	601	2,508	10,630
Yield	1.88 %	2.02 %	2.60 %	2.21 %	2.06 %
Total securities					
Amount	\$ 9,022	\$ 21,615	\$ 5,199	\$54,930	\$90,766
Yield	2.07 %	2.02 %	2.14 %	1.95 %	1.99 %

Other Assets

Assets included within "other assets" on the Company's balance sheet increased from \$54.7 million at December 31, 2019 to \$110.3 million at December 31, 2020 primarily due to a \$53.6 million increase in swap assets.

Deposits

Total deposits increased from \$5.29 billion at December 31, 2019 to \$6.46 billion at December 31, 2020, an increase of \$1.16 billion, or 22%. Noninterest-bearing deposits increased \$386.1 million, or 34%, to \$1.51 billion, while savings and interest-bearing transaction accounts and time deposits increased \$568.4 million and \$207.5 million, respectively. The increase in deposits during 2020 can be attributed to organic growth, PPP-related deposits and CD and money market promotions.

The average amount of deposits and the average rates paid on deposits for the years indicated are summarized in the following table:

(dollars in thousands)	Year Ended December 31,					
	2020		2019		2018	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Noninterest-bearing demand deposits	\$ 1,362,918	— %	\$ 1,092,827	— %	\$ 984,445	— %
Interest-bearing transaction accounts	3,035,626	0.57 %	2,653,404	1.17 %	2,301,065	0.81 %
Savings	535,754	0.06 %	500,650	0.07 %	489,742	0.06 %
Time deposits	1,064,187	1.35 %	922,412	1.92 %	778,180	1.49 %
Total	\$ 5,998,485	0.53 %	\$ 5,169,293	0.95 %	\$ 4,553,432	0.67 %

As of December 31, 2020, the aggregate amount of outstanding time deposits issued in amounts of greater than \$250,000, broken down by time remaining to maturity, was as follows:

(in thousands)	
Within 3 months	\$ 88,004
Over 3 through 6 months	48,063
Over 6 through 12 months	38,361
Over 12 months	8,772
Total	<u>\$ 183,200</u>

Federal Home Loan Bank Advances and Other Borrowings

Lakeland may borrow from time to time from the Federal Home Loan Bank ("FHLB") and other correspondent banks as part of its overall funding and liquidity management program. The following tables provide a summary of the borrowings as of and for the years ended December 31, 2020, 2019 and 2018.

(dollars in thousands)	2020	2019	2018
<u>Federal Funds Purchased</u>			
Balance at December 31,	\$ 100,000	\$ 284,983	\$ 192,064
Weighted average interest rate at December 31,	0.34 %	1.85 %	2.88 %
Average daily balance during the year	\$ 40,536	\$ 52,421	\$ 21,338
Weighted average interest rate during the year	1.11 %	2.56 %	2.03 %
Maximum amount outstanding at any month-end during the year	\$ 385,000	\$ 385,000	\$ 214,165

(dollars in thousands)	2020	2019	2018
<u>Securities Sold Under Agreements to Repurchase</u>			
Balance at December 31,	\$ 69,560	\$ 43,675	\$ 41,841
Weighted average interest rate at December 31,	0.11 %	0.33 %	0.26 %
Average daily balance during the year	\$ 51,889	\$ 42,615	\$ 32,435
Weighted average interest rate during the year	0.21 %	0.30 %	0.12 %
Maximum amount outstanding at any month-end during the year	\$ 71,694	\$ 49,669	\$ 50,526

FHLB advances totaled \$25.0 million at December 31, 2020, with a weighted average interest rate of 0.77%, while at December 31, 2019, FHLB advances totaled \$165.8 million, with a weighted average interest rate of 2.24%. These advances are collateralized by first mortgage loans and have prepayment penalties. In 2020, the Company repaid an aggregate of \$114.9 million in advances and recorded \$4.1 million in long-term prepayment fees.

Derivatives

Lakeland enters into interest rate swaps ("swaps") with loan customers to provide a facility to mitigate the fluctuations in the variable rate on the respective loans. These swaps are matched in offsetting terms to swaps that Lakeland enters into with an outside third party. The swaps are reported at fair value in other assets or other liabilities. Lakeland's swaps qualify as derivatives, but are not designated as hedging instruments; thus any net gain or loss resulting from changes in the fair value is recognized in other noninterest income.

In 2016, the Company entered into two cash flow hedges in order to hedge the variable cash outflows associated with its subordinated debentures. The notional value of these hedges was \$30.0 million. The Company's objectives in using the cash flow hedge is to add stability to interest expense and to manage its exposure to interest rate movements. The Company used interest rate swaps designated as cash flow hedges which involved the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. In these particular hedges the Company is paying a third party an average of 1.10% in exchange for a payment at 3 month LIBOR over a five year period. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in accumulated other comprehensive income and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2020, the Company did not record any hedge ineffectiveness.

Further discussion of Lakeland's financial derivatives is set forth in Note 20 to the Consolidated Financial Statements.

Liquidity

"Liquidity" measures whether an entity has sufficient cash flow to meet its financial obligations and commitments on a timely basis. The Company is liquid when its subsidiary bank has the cash available to meet the borrowing and cash withdrawal requirements of customers and the Company can pay for current and planned expenditures and satisfy its debt obligations.

Lakeland funds loan demand and operation expenses from several sources:

- Net income. Cash provided by operating activities was \$85.0 million in 2020 compared to \$87.1 million in 2019.
- Deposits. Lakeland can offer new products or change its rate structure in order to increase deposits. In 2020, Lakeland generated \$1.16 billion in deposit growth compared to \$263.4 million in 2019, excluding the impact of the Highlands Bancorp, Inc. acquisition.
- Sales of securities and overnight funds. At year-end 2020, the Company had \$855.7 million in securities designated "available for sale." Of these securities, \$499.1 million was pledged to secure public deposits and for other purposes required by applicable laws and regulations.
- Repayments on loans can also be a source of liquidity to fund further loan growth.
- Overnight credit lines. As a member of the Federal Home Loan Bank of New York ("FHLB"), Lakeland has the ability to borrow overnight and short term based on the market value of collateral pledged. Lakeland had \$100.0 million in overnight and short term borrowings from the FHLB on December 31, 2020. Lakeland also has overnight federal funds lines available for it to borrow up to \$215.0 million from correspondent banks. Lakeland had no borrowings against these lines at December 31, 2020. Lakeland also has the ability to utilize a line of credit from the FHLB to secure a portion of its public deposits. Lakeland may also borrow from the discount window of the Federal Reserve Bank of New York based on the market value of collateral pledged. Lakeland had no borrowings with the Federal Reserve Bank of New York as of December 31, 2020.
- Other borrowings. Lakeland can also generate funds by utilizing long-term debt or securities sold under agreements to repurchase that would be collateralized by security or mortgage collateral. At times the market values of securities collateralizing our securities sold under agreements to repurchase may decline due to changes in interest rates and may necessitate our lenders to issue a "margin call" which requires the Company to pledge additional collateral to meet that margin call. For more information regarding the Company's borrowings, see Note 10 to the Consolidated Financial Statements.

Management and the Board of Directors monitor the Company's liquidity through the Asset/Liability Committee, which monitors the Company's compliance with certain regulatory ratios and other various liquidity guidelines.

The cash flow statements for the periods presented provide an indication of the Company's sources and uses of cash, as well as an indication of the ability of the Company to maintain an adequate level of liquidity. Cash and cash equivalents totaling \$270.1 million at December 31, 2020, increased \$12.3 million from December 31, 2019. Operating activities provided \$85.0 million in net cash. Investing activities used \$928.0 million in net cash, primarily reflecting an increase in loans. Financing activities provided \$830.8 million in net cash primarily reflecting a net increase in deposits of \$1.16 billion, partially offset by decreases in federal funds purchased and securities sold under agreements to repurchase, net repayments of other borrowings and dividends paid of \$159.1 million, \$144.9 million and \$25.5 million, respectively.

The Company's management believes that its current level of liquidity is sufficient to meet its current and anticipated operational needs, including current loan commitments, deposit maturities and other obligations. Actual results could differ materially from anticipated results due to a variety of factors, including uncertainties relating to the effects of the COVID-19 pandemic, general economic conditions; unanticipated decreases in deposits; changes in or failure to comply with governmental regulations; and uncertainties relating to the analysis of the Company's assessment of rate sensitive assets and rate sensitive liabilities and the extent to which market factors indicate that a financial institution such as Lakeland should match such assets and liabilities.

Off Balance Sheet Arrangements and Aggregate Contractual Obligations

The following table sets forth contractual obligations and other commitments representing required cash outflows as of December 31, 2020. Interest on subordinated debentures and other borrowings is calculated based on current contractual interest rates.

(in thousands)	Payment Due Period				
	Total	Within One Year	After One but Within Three Years	After Three but Within Five Years	After Five Years
Minimum annual rentals or noncancellable operating leases	\$ 21,759	\$ 3,322	\$ 5,399	\$ 4,345	\$ 8,693
Benefit plan commitments	4,918	397	818	749	2,954
Remaining contractual maturities of time deposits	1,078,256	875,069	194,057	9,130	—
Subordinated debentures	118,258	—	—	12,960	105,298
Loan commitments and lines of credit	1,107,279	824,106	133,595	17,556	132,022
Other borrowings	25,000	—	—	25,000	—
Interest on other borrowings (1)	38,398	5,850	11,669	10,732	10,147
Standby letters of credit	15,686	15,076	530	80	—
Total	<u>\$ 2,409,554</u>	<u>\$ 1,723,820</u>	<u>\$ 346,068</u>	<u>\$ 80,552</u>	<u>\$ 259,114</u>

(1) Includes interest on other borrowings and subordinated debentures at a weighted rate of 4.07%.

Interest Rate Risk

Closely related to the concept of liquidity is the concept of interest rate sensitivity (i.e., the extent to which assets and liabilities are sensitive to changes in interest rates). As a financial institution, the Company's potential interest rate volatility is a primary component of its market risk. Fluctuations in interest rates will ultimately impact the level of income and expense recorded on a large portion of the Company's assets and liabilities, and the market value of all interest-earning assets, other than those which possess a short term to maturity. Based upon the Company's nature of operations, the Company is not subject to foreign currency exchange or commodity price risk. The Company does not own any trading assets.

The Company's net income is largely dependent on net interest income. Net interest income is susceptible to interest rate risk to the extent that interest-bearing liabilities mature or reprice on a different basis than interest-earning assets. For example, when interest-bearing liabilities mature or reprice more quickly than interest-earning assets, an increase in market interest rates could adversely affect net interest income. Conversely, when interest-earning assets reprice more quickly than interest-bearing liabilities, an increase in market interest rates could increase net interest income.

The Company's Board of Directors has adopted an Asset/Liability Policy designed to stabilize net interest income and preserve capital over a broad range of interest rate movements. This policy outlines guidelines and ratios dealing with, among others, liquidity, volatile liability dependence, investment portfolio composition, loan portfolio composition, loan-to-deposit ratio and gap analysis ratio. Key quantitative measurements include the percentage change of net interest income in various interest rate scenarios (net interest income at risk) and changes in the market value of equity in various rate environments (net portfolio value at risk). The Company's performance as compared to the Asset/Liability Policy is monitored by its Risk Committee. In addition, to effectively administer the Asset/Liability Policy and to monitor exposure to fluctuations in interest rates, the Company maintains an Asset/Liability Committee (the "ALCO"), consisting of the Chief Executive Officer, the Chief Financial Officer, Chief Operating Officer, Chief Lending Officer, Chief Banking Officer, Chief Credit Officer, Chief Risk Officer and certain other senior officers. This committee meets quarterly to review the Company's financial results and to develop strategies to implement the Asset/Liability Policy and to respond to market conditions.

The Company monitors and controls interest rate risk through a variety of techniques, including use of an interest rate risk management model. With the interest rate risk management model, the Company projects future net interest income, and then estimates the effect of various changes in interest rates and balance sheet growth rates on that projected net interest income. The Company also uses the interest rate risk management model to calculate the change in net portfolio value over a range of interest rate change scenarios.

Interest rate sensitivity modeling is done at a specific point in time and involves a variety of significant estimates and assumptions. Interest rate sensitivity modeling requires, among other things, estimates of how much and when yields and costs on individual categories of interest-earning assets and interest-bearing liabilities will respond to general changes in market rates, future cash flows and discount rates.

Net interest income simulation considers the relative sensitivities of the balance sheet including the effects of interest rate caps on adjustable rate mortgages and the relatively stable aspects of core deposits. As such, net interest income simulation is designed to address the probability of interest rate changes and the behavioral response of the balance sheet to those changes. Market Value of Portfolio Equity represents the fair value of the net present value of assets, liabilities and off-balance-sheet items. Changes in estimates and assumptions made for interest rate sensitivity modeling could have a significant impact on projected results and conclusions. These assumptions could include prepayment rates, sensitivity of non-maturity deposits, decay rates and other similar assumptions. Therefore, if our assumptions should change, this technique may not accurately reflect the impact of general interest rate movements on the Company's net interest income or net portfolio value.

Management reviews the accuracy of its model by back testing its results (comparing predicted results in past models with current data), and it periodically reviews its prepayment assumptions, decay rates and other assumptions.

The starting point (or "base case") for the following table is an estimate of the following year's net interest income assuming that both interest rates and the Company's interest-sensitive assets and liabilities remain at year-end levels. The net interest income estimated for 2021 (the base case) is \$218.0 million. The information provided for net interest income assumes that changes in interest rates change gradually in equal increments ("rate ramp") over the twelve month period.

<u>Rate Ramp</u>	<u>Changes in Interest Rates</u>	
	<u>+200 bp</u>	<u>-100 bp</u>
Asset/Liability Policy limit	(5.0)%	(5.0)%
December 31, 2020	0.2 %	1.4 %
December 31, 2019	(0.6)%	(0.7)%

The ALCO's policy review of interest rate risk includes policy limits for net interest income changes in various "rate shock" scenarios. Rate shocks assume that current interest rates change immediately. The information provided for net interest income assumes fluctuations or "rate shocks" for changes in interest rates as shown in the table below.

<u>Rate Shock</u>	<u>Changes in Interest Rates</u>			
	<u>+300 bp</u>	<u>+200 bp</u>	<u>+100 bp</u>	<u>-100 bp</u>
Asset/Liability Policy limit	(15.0)%	(10.0)%	(5.0)%	(5.0)%
December 31, 2020	0.5 %	0.4 %	0.6 %	1.5 %
December 31, 2019	2.4 %	1.7 %	1.1 %	(3.3)%

The base case for the following table is an estimate of the Company's net portfolio value for the periods presented using current discount rates, and assuming the Company's interest-sensitive assets and liabilities remain at year-end levels. The net portfolio value at December 31, 2020 (the base case) was \$969.7 million. The information provided for the net portfolio value assumes fluctuations or rate shocks for changes in interest rates as shown in the table below.

<u>Rate Shock</u>	<u>Changes in Interest Rates</u>			
	<u>+300 bp</u>	<u>+200 bp</u>	<u>+100 bp</u>	<u>-100 bp</u>
Asset/Liability Policy limit	(25.0)%	(20.0)%	(10.0)%	(10.0)%
December 31, 2020	0.3 %	1.5 %	2.8 %	(10.1)%
December 31, 2019	(4.8)%	(2.8)%	(0.9)%	(1.2)%

The Company's net portfolio value change in the -100 basis point scenario was -10.1% for the fourth quarter of 2020 compared to its policy limit of -10.0% resulting from the effects of the extremely low interest rate environment. Management has determined that no corrective action is necessary at this time and will continue to monitor this rate shock scenario and report the variance to the Board.

The information in the above tables represent the policy scenario that the ALCO reviews on a quarterly basis. There are also other scenarios run that the ALCO examines that vary depending on the economic environment. These scenarios include a yield curve flattening scenario and scenarios that show more dramatic changes in rates. The committee uses alternative scenarios, depending on the economic environment, in its interest rate management decisions.

Certain shortcomings are inherent in the methodologies used in the above interest rate risk measurements. Modeling changes in net interest income requires the making of certain assumptions regarding prepayment and deposit decay rates, which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. While management believes such assumptions are reasonable, there can be no assurance that assumed prepayment rates and decay rates will approximate actual future loan prepayment and deposit withdrawal activity. Moreover, the net interest income table presented assumes that the composition of interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the net interest income table provides an indication of the Company's interest rate risk exposure at a particular point in time, such measurement is not intended to and does not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results.

Effects of Inflation

The impact of inflation, as it affects banks, differs substantially from the impact on non-financial institutions. Banks have assets which are primarily monetary in nature and which tend to move with inflation. This is especially true for banks with a high percentage of rate sensitive interest-earning assets and interest-bearing liabilities. A bank can further reduce the impact of inflation with proper management of its rate sensitivity gap. This gap represents the difference between interest rate sensitive assets and interest rate sensitive liabilities. Lakeland attempts to structure its assets and liabilities and manages its gap to protect against substantial changes in interest rate scenarios, in order to minimize the potential effects of inflation.

Capital Resources

Stockholders' equity increased from \$725.3 million on December 31, 2019 to \$763.8 million on December 31, 2020, which was primarily due to \$57.5 million of net income, partially offset by the payment of cash dividends on common stock of \$25.5 million.

Book value per common share (total common stockholders' equity divided by the number of shares outstanding) increased from \$14.36 on December 31, 2019 to \$15.13 on December 31, 2020, primarily as a result of net income. Tangible book value per share increased from \$11.18 on December 31, 2019 to \$11.97 on December 31, 2020. For more information see "Non-GAAP Financial Measures."

The Company and Lakeland are subject to various regulatory capital requirements that are monitored by federal and state banking agencies. Failure to meet minimum capital requirements can lead to certain supervisory actions by regulators; any supervisory action could have a direct material adverse effect on the Company or Lakeland's financial statements. As of December 31, 2020, the Company and Lakeland met all capital adequacy requirements to which they are subject.

The following table reflects capital ratios of the Company and Lakeland as of December 31, 2020 and 2019:

<u>Capital Ratios</u>	Tier 1 Capital to Total Average Assets Ratio		Common Equity Tier 1 to Risk-Weighted Assets Ratio		Tier 1 Capital to Risk-Weighted Assets Ratio		Total Capital to Risk-Weighted Assets Ratio	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Company	8.37 %	9.41 %	9.73 %	10.46 %	10.22 %	11.02 %	12.84 %	13.40 %
Lakeland	9.04 %	10.16 %	11.03 %	11.89 %	11.03 %	11.89 %	12.22 %	12.67 %
Required capital ratios including conservation buffer	4.00 %	4.00 %	7.00 %	7.00 %	8.50 %	8.50 %	10.50 %	10.50 %
"Well capitalized" institution under FDIC regulations	5.00 %	5.00 %	6.50 %	6.50 %	8.00 %	8.00 %	10.00 %	10.00 %

The Economic Growth, Regulatory Relief, and Consumer Protection Act (the “Act”) was signed into law during the second quarter of 2018. The Act, among other matters, amends the Federal Deposit Insurance Act to require federal banking agencies to develop a specified Community Bank Leverage Ratio (the ratio of a bank's equity capital to its average total consolidated assets) for banks with assets of less than \$10 billion. Qualifying participating banks that exceed this ratio shall be deemed to comply with all other capital and leverage requirements. In September 2019, the FDIC approved a final rule allowing community banks with a leverage capital ratio of at least 9% to be considered in compliance with Basel III capital requirements and exempt from the Basel Calculation. Under the final rule, banks with less than \$10 billion in assets may elect the community bank leverage ratio framework if they meet the 9% ratio and if they hold 25% or less of assets in off-balance sheet exposures, and 5% or less of assets in trading assets and liabilities. For institutions that fall below the 9% capital requirement but remain above 8%, the final rule establishes a two-quarter grace period to either meet the qualifying criteria again or comply with the generally applicable capital rule. In 2020, the CARES Act required the federal banking agencies to temporarily lower the Community Bank Leverage Ratio from 9% of average total consolidated assets to 8% for the remainder of 2020. The ratio rose to 8.5% for calendar year 2021 and will revert to 9% thereafter. Management did not elect to use the Community Bank Leverage Ratio framework for Lakeland Bancorp or Lakeland Bank.

Non-GAAP Financial Measures

Calculation of Tangible Book Value Per Common Share

(in thousands, except per share amounts)	December 31,				
	2020	2019	2018	2017	2016
Total common stockholders' equity at end of period - GAAP	\$ 763,784	\$ 725,263	\$ 623,739	\$ 583,122	\$ 550,044
Less:					
Goodwill	156,277	156,277	136,433	136,433	135,747
Other identifiable intangible assets, net	3,288	4,314	1,768	2,362	3,344
Total tangible common stockholders' equity at end of period - Non-GAAP	<u>\$ 604,219</u>	<u>\$ 564,672</u>	<u>\$ 485,538</u>	<u>\$ 444,327</u>	<u>\$ 410,953</u>
Shares outstanding at end of period	<u>50,480</u>	<u>50,498</u>	<u>47,486</u>	<u>47,354</u>	<u>47,223</u>
Book value per share - GAAP	<u>\$ 15.13</u>	<u>\$ 14.36</u>	<u>\$ 13.14</u>	<u>\$ 12.31</u>	<u>\$ 11.65</u>
Tangible book value per share - Non-GAAP	<u>\$ 11.97</u>	<u>\$ 11.18</u>	<u>\$ 10.22</u>	<u>\$ 9.38</u>	<u>\$ 8.70</u>

Calculation of Tangible Common Equity to Tangible Assets

(dollars in thousands)	December 31,				
	2020	2019	2018	2017	2016
Total tangible common stockholders' equity at end of period - Non-GAAP	\$ 604,219	\$ 564,672	\$ 485,538	\$ 444,327	\$ 410,953
Total assets at end of period - GAAP	<u>\$ 7,664,297</u>	<u>\$ 6,711,236</u>	<u>\$ 5,806,093</u>	<u>\$ 5,405,639</u>	<u>\$ 5,093,131</u>
Less:					
Goodwill	156,277	156,277	136,433	136,433	135,747
Other identifiable intangible assets, net	3,288	4,314	1,768	2,362	3,344
Total tangible assets at end of period - Non-GAAP	<u>\$ 7,504,732</u>	<u>\$ 6,550,645</u>	<u>\$ 5,667,892</u>	<u>\$ 5,266,844</u>	<u>\$ 4,954,040</u>
Common equity to assets - GAAP	<u>9.97 %</u>	<u>10.81 %</u>	<u>10.74 %</u>	<u>10.79 %</u>	<u>10.80 %</u>
Tangible common equity to tangible assets - Non-GAAP	<u>8.05 %</u>	<u>8.62 %</u>	<u>8.57 %</u>	<u>8.44 %</u>	<u>8.30 %</u>

Calculation of Return on Average Tangible Common Equity:

(dollars in thousands)	For the Years Ended December 31,				
	2020	2019	2018	2017	2016
Net income - GAAP	\$ 57,518	\$ 70,672	\$ 63,401	\$ 52,580	\$ 41,518
Total average common stockholders' equity - GAAP	\$ 743,225	\$ 697,037	\$ 598,527	\$ 568,680	\$ 474,540
Less:					
Average goodwill	156,277	154,971	136,433	136,095	130,689
Average other identifiable intangible assets, net	3,816	4,883	2,064	2,847	3,225
Total average tangible common stockholders' equity - Non-GAAP	\$ 583,132	\$ 537,183	\$ 460,030	\$ 429,738	\$ 340,626
Return on average common stockholders' equity - GAAP	7.74 %	10.14 %	10.59 %	9.25 %	8.75 %
Return on average tangible common stockholders' equity - Non-GAAP	9.86 %	13.16 %	13.78 %	12.24 %	12.19 %

Recent Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board ("FASB") issued Update 2020-04, an update to Topic 848, Reference Rate Reform. The update provides guidance to ease the potential burden in accounting for, or recognizing the effects of, reference rate reform on financial reporting. The update provides optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met and only applies to contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. In addition, the update provides optional expedients for applying the requirements of certain Topics or Industry Subtopics in the Codification for contracts that are modified because of reference rate reform and contemporaneous modifications of other contract terms related to the replacement of the reference rate. The ASU allows companies to apply the standard as of the beginning of the interim period that includes March 12, 2020 or any date thereafter. The Company is currently assessing the impact to its financial statements; however, the impact is not expected to be material.

In January 2020, the Financial Accounting Standards Board ("FASB") issued Update 2020-01, an update to Topic 321, Investments, Topic 323, Joint Ventures and Topic 815, Derivatives and Hedging. The update clarifies the accounting for certain equity securities upon the application or discontinuation of the equity method of accounting in accordance with Topic 321. In addition, the update clarifies scope considerations for forward contracts and purchased options on certain securities. This update will be effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2020. The Company does not expect the update to have a material impact on the Company's financial statements.

In December 2019, FASB issued Update 2019-12, an update to Topic 740, Income Taxes, as part of an initiative to reduce complexity in accounting standards for income taxes. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. This update will be effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2021 with early adoption permitted. The Company does not expect the update to have a material impact on the Company's financial statements.

In August 2018, the FASB issued Update 2018-13, an update to Topic 820, Fair Value Measurement, to improve the effectiveness of fair value measurement disclosures. Among other provisions, the update removes requirements to disclose amounts of and reasons for transfers between Level 1 and Level 2 in the fair value hierarchy, and it modifies the disclosures regarding transfers in and out of Level 3 of the fair value hierarchy. The update requires a discussion regarding the change in unrealized gains and losses included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period, and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This update is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2019. Because the Company does not typically have Level 3 fair value measurements, the update did not have a material impact on the Company's financial statements.

In August 2018, the FASB issued Update 2018-15, an update to Subtopic 350-40, Intangibles - Goodwill and Other - Internal-Use Software, which aligns the requirements for capitalizing implementation costs in a cloud-computing arrangement service contract with the requirements for capitalizing implementation costs incurred for an internal-use software license. Implementation costs incurred by customers in a cloud computing arrangement are to be deferred and recognized over the term of the arrangement, if those costs would be capitalized by the customer in a software licensing arrangement under the internal-

use software guidance. This update is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2019. The adoption of this update did not have a material impact on the Company's financial statements.

In August 2018, the FASB issued Update 2018-14, an update to Subtopic 715-20, Compensation - Retirement Benefits - Defined Benefit Plans - General, which changes the disclosure of accounting and reporting requirements related to single-employer defined benefit pension or other postretirement benefit plans. The amendments in the update remove disclosures that are no longer considered cost-beneficial, clarify the specific requirements of disclosures and add disclosure requirements identified as relevant. For calendar-year public companies, the changes will be effective for annual periods, including interim periods within those annual periods, in 2020. Because the Company has minimal pension plans that require calculation of projected benefit obligations or accumulated benefit obligations, the update did not have a material impact on the Company's financial statements.

In August 2017, the FASB issued Update 2017-05, an update to Subtopic 610-20, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets, intended to improve and simplify accounting rules around hedge accounting. Amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The amendments in this update also make certain targeted improvements to simplify the application of hedge accounting guidance and ease the administrative burden of hedge documentation requirements and assessing hedge effectiveness. This update is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2019. The adoption of this update did not have a material impact on the Company's financial statements.

In January 2017, the FASB issued Update 2017-04, an update to Topic 350, Intangibles - Goodwill and Other, to simplify the test for goodwill impairment. This amendment eliminates Step 2 from the goodwill impairment test. The annual, or interim, goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value. This update is effective for the Company's financial statements for annual years beginning after December 15, 2019. The update was adopted by the Company as of January 1, 2020 with prospective application and did not impact 2020 results. The future impact of the update will depend upon the performance of the Company and the market conditions impacting the fair value of the Company going forward.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"), further amended by ASU 2019-04, Codification Improvements to Topic 326, Financial Instruments-Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments. Topic 326 pertains to the measurement of credit losses on financial instruments. This update requires the measurement of all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. This update is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. This update is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2019. Upon the Company's adoption of ASU 2016-13 at December 31, 2020, the change from the incurred loss methodology to the expected credit losses methodology was recognized through an adjustment to retained earnings of \$3.4 million.

Quarterly Financial Data

The following represents summarized quarterly financial data of the Company, which in the opinion of management reflected all adjustments, consisting only of non-recurring adjustments, necessary for a fair presentation of the Company's results of operations.

(in thousands, except per share amounts)	Quarter Ended			
	March 31, 2020	June 30, 2020	September 30, 2020	December 31, 2020
Total interest income	\$ 63,577	\$ 60,973	\$ 61,433	\$ 62,859
Total interest expense	13,678	10,454	9,299	7,724
Net interest income	49,899	50,519	52,134	55,135
Provision for credit losses (1)	9,223	9,000	8,000	789
Noninterest income (excluding investment securities gains)	7,669	5,481	6,773	5,974
Gains on investment securities, net	342	—	—	871
Long-term debt prepayment fees	356	—	—	3,777
Core deposit intangible amortization	265	261	250	249
Noninterest expense	31,883	31,201	31,847	32,919
Income before taxes	16,183	15,538	18,810	24,246
Income taxes	3,791	3,687	4,383	5,398
Net income	\$ 12,392	\$ 11,851	\$ 14,427	\$ 18,848
Earnings per share of common stock				
Basic	\$ 0.24	\$ 0.23	\$ 0.28	\$ 0.37
Diluted	\$ 0.24	\$ 0.23	\$ 0.28	\$ 0.37

(1) The Company adopted ASU 2016-13 on December 31, 2020, with a transition adjustment retroactive to January 1, 2020. Quarterly provision amounts for the first, second and third quarters of 2020 do not reflect the adoption of ASU 2016-13.

(in thousands, except per share amounts)	Quarter Ended			
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019
Total interest income	\$ 63,177	\$ 64,848	\$ 64,626	\$ 63,836
Total interest expense	14,571	15,650	15,944	14,288
Net interest income	48,606	49,198	48,682	49,548
Provision for loan losses	508	—	536	1,086
Noninterest income	5,723	6,389	6,700	7,984
Merger related expenses	2,860	318	—	—
Core deposit intangible amortization	304	301	288	289
Noninterest expense	30,820	31,067	29,275	31,234
Income before taxes	19,837	23,901	25,283	24,923
Income taxes	4,211	6,444	6,409	6,208
Net income	\$ 15,626	\$ 17,457	\$ 18,874	\$ 18,715
Earnings per share of common stock				
Basic	\$ 0.31	\$ 0.34	\$ 0.37	\$ 0.37
Diluted	\$ 0.31	\$ 0.34	\$ 0.37	\$ 0.37

Item 7A - Quantitative and Qualitative Disclosures About Market Risk.

See Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 8 - Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Lakeland Bancorp, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Lakeland Bancorp, Inc. and subsidiaries (the Company) as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 8, 2021 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of accounting for the recognition and measurement of credit losses as of December 31, 2020, applied retroactively to January 1, 2020, due to the adoption of ASC Topic 326, *Financial Instruments – Credit Losses*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for credit losses for loans evaluated on a collective basis

As discussed in Notes 1 and 6 to the consolidated financial statements, the Company's total allowance for credit losses on loans as of December 31, 2020 was \$71.1 million, of which \$69.8 million related to the allowance for credit losses on loans evaluated on a collective basis (collective ACL). Loans that share similar risk characteristics are grouped into respective portfolio segments for collective assessment, and as such make up the collective ACL. The Company uses an open pool loss-rate methodology that considers relevant information about past and current economic conditions, as well as a single economic forecast over a reasonable and supportable period. The company's historical loss rate is adjusted for changes in economic forecast over the reasonable and supportable forecast period. The expected credit losses are the product of multiplying the Company's adjusted loss rate by the amortized cost basis of each asset taking into consideration amortization, prepayment and defaults. After the reasonable and supportable forecast period, the adjusted loss rate reverts

on a straight-line basis to the historical loss rate. The reasonable and supportable and the reversion periods are established for each portfolio segment. A portion of the collective ACL is comprised of qualitative adjustments designed to address risks that are not previously captured in the open pool loss-rate model.

We identified the assessment of the collective ACL as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment of the collective ACL due to significant measurement uncertainty. Specifically, the assessment encompassed the evaluation of the collective ACL methodology, including methods and models used to estimate the (1) adjusted loss rate and its significant assumptions, comprising the economic forecast and macroeconomic variables, the reasonable and supportable forecast period including the reversion period, and estimated prepayments, and (2) the qualitative adjustments. The assessment also included an evaluation of the conceptual soundness and performance of the open pool loss-rate model. In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's measurement of the collective ACL estimate, including controls over the:

- development of the collective ACL methodology, including the selection of the open pool loss-rate model
- development of the open pool loss-rate model
- performance monitoring of the open pool loss-rate model
- identification and determination of the significant assumptions used to measure the adjusted loss rate in the open pool loss-rate model
- development of the qualitative adjustments
- analysis of the collective ACL results, trends and ratios.

We evaluated the Company's process to develop the collective ACL estimate by testing certain sources of data, factors, and assumptions that the Company used, and considered the relevance and reliability of such data, factors and assumptions. In addition, we involved credit risk professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's collective ACL methodology for compliance with U.S. generally accepted accounting principles
- evaluating judgments made by the Company relative to the development of the open-pool loss-rate model by comparing them to relevant Company-specific metrics and trends and the applicable industry and regulatory practices
- assessing the conceptual soundness and performance monitoring of the open pool loss-rate model by inspecting the model documentation to determine whether the model is suitable for its intended use
- evaluating the selection of the economic forecast and macroeconomic variables by comparing it to the Company's business environment and relevant industry practices
- evaluating the length of the reasonable and supportable forecast period and reversion period, by comparing them to specific portfolio risk characteristics and trends
- evaluating the judgments made by management in developing estimated prepayments by comparing to specific portfolio risk characteristics and trends
- evaluating the methodology used to develop the qualitative adjustments and the effect of those on the collective ACL compared with relevant credit risk factors and consistency with credit trends.

We also assessed the sufficiency of the audit evidence obtained related to the collective ACL by evaluating the:

- cumulative results of the audit procedures
- qualitative aspects of the Company's accounting practices
- potential bias in the accounting estimates

KPMG LLP

We have served as the Company's auditor since 2013.

Short Hills, New Jersey
March 8, 2021

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Balance Sheets

(dollars in thousands)	December 31,	
	2020	2019
Assets		
Cash	\$ 262,327	\$ 275,794
Interest-bearing deposits due from banks	7,763	6,577
Total cash and cash equivalents	270,090	282,371
Investment securities, available for sale, at estimated fair value (allowance for credit losses of \$2 at December 31, 2020)	855,746	755,900
Investment securities, held to maturity (estimated fair value of \$93,868 at December 31, 2020 and \$124,904 at December 31, 2019 and no allowance for credit losses at December 31, 2020)	90,766	123,975
Equity securities, at fair value	14,694	16,473
Federal Home Loan Bank and other membership stock, at cost	11,979	22,505
Loans held for sale	1,335	1,743
Loans, net of deferred fees	6,021,232	5,137,823
Less: Allowance for credit losses	71,124	40,003
Total loans, net	5,950,108	5,097,820
Premises and equipment, net	48,495	47,608
Operating lease right-of-use assets	16,772	18,282
Accrued interest receivable	19,339	16,832
Goodwill	156,277	156,277
Other identifiable intangible assets	3,288	4,314
Bank owned life insurance	115,115	112,392
Other assets	110,293	54,744
Total Assets	\$ 7,664,297	\$ 6,711,236
Liabilities and Stockholders' Equity		
Liabilities		
Deposits	\$ 6,455,783	\$ 5,293,779
Federal funds purchased and securities sold under agreements to repurchase	169,560	328,658
Other borrowings	25,000	165,816
Subordinated debentures	118,257	118,220
Operating lease liabilities	18,183	19,814
Other liabilities	113,730	59,686
Total Liabilities	6,900,513	5,985,973
Stockholders' Equity		
Common stock, no par value; authorized 100,000,000 shares; issued 50,610,681 shares and outstanding 50,479,646 shares at December 31, 2020 and issued and outstanding 50,498,410 shares at December 31, 2019	562,421	560,263
Retained earnings	191,418	162,752
Treasury shares, at cost, 131,035 shares at December 31, 2020 and no shares at December 31, 2019	(1,452)	—
Accumulated other comprehensive gain	11,397	2,248
Total Stockholders' Equity	763,784	725,263
Total Liabilities and Stockholders' Equity	\$ 7,664,297	\$ 6,711,236

The accompanying notes are an integral part of these statements.

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Statements of Income

Years Ended December 31,

(in thousands, except per share data)

	2020	2019	2018
Interest Income			
Loans and fees	\$ 229,036	\$ 233,535	\$ 193,143
Federal funds sold and interest-bearing deposits with banks	348	1,720	1,559
Taxable investment securities and other	17,811	19,722	16,710
Tax-exempt investment securities	1,647	1,510	1,709
Total Interest Income	<u>248,842</u>	<u>256,487</u>	<u>213,121</u>
Interest Expense			
Deposits	32,059	49,248	30,620
Federal funds purchased and securities sold under agreements to repurchase	556	1,471	471
Other borrowings	8,540	9,734	8,471
Total Interest Expense	<u>41,155</u>	<u>60,453</u>	<u>39,562</u>
Net Interest Income	<u>207,687</u>	<u>196,034</u>	<u>173,559</u>
Provision for credit losses	27,222	2,130	4,413
Net Interest Income after Provision for Credit Losses	<u>180,465</u>	<u>193,904</u>	<u>169,146</u>
Noninterest Income			
Service charges on deposit accounts	9,148	11,205	10,584
Commissions and fees	5,868	6,230	5,542
Income on bank owned life insurance	2,657	2,740	3,256
(Loss) gain on equity securities	(552)	496	(583)
Gains on sales of loans	3,322	1,660	1,329
Gain on sales and calls of investment securities, net	1,213	—	—
Swap income	4,719	3,231	1,992
Other income	735	1,234	190
Total Noninterest Income	<u>27,110</u>	<u>26,796</u>	<u>22,310</u>
Noninterest Expense			
Salaries and employee benefits	80,399	77,287	68,595
Net occupancy expense	10,596	11,029	10,155
Furniture and equipment	11,275	8,681	8,297
FDIC insurance expense	2,123	431	1,608
Stationery, supplies and postage	1,677	1,599	1,625
Marketing expense	1,253	1,945	1,437
Data processing expense	4,964	4,913	3,609
Telecommunications expense	1,875	1,943	1,769
ATM and debit card expense	2,331	2,377	2,195
Core deposit intangible amortization	1,025	1,182	594
Other real estate and repossessed asset expense	53	256	158
Long-term debt prepayment fee	4,133	—	—
Merger related expenses	—	3,178	464
Other expenses	11,094	11,935	10,661
Total Noninterest Expense	<u>132,798</u>	<u>126,756</u>	<u>111,167</u>
Income before provision for income taxes	<u>74,777</u>	<u>93,944</u>	<u>80,289</u>
Provision for income taxes	17,259	23,272	16,888
Net Income	<u>\$ 57,518</u>	<u>\$ 70,672</u>	<u>\$ 63,401</u>
Per Share of Common Stock			
Basic earnings	\$ 1.13	\$ 1.39	\$ 1.32
Diluted earnings	\$ 1.13	\$ 1.38	\$ 1.32
Cash dividends paid	\$ 0.50	\$ 0.49	\$ 0.45

The accompanying notes are an integral part of these statements.

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income

For the Years Ended December 31,

(in thousands)	2020	2019	2018
Net Income	\$ 57,518	\$ 70,672	\$ 63,401
Other Comprehensive Income (Loss), Net of Tax:			
Unrealized gains (losses) on securities available for sale	10,338	10,718	(3,507)
Reclassification for securities gains included in net income	(872)	—	—
Unrealized (losses) gains on derivatives	(292)	(586)	41
Change in pension liability, net	(25)	(46)	20
Other comprehensive income (loss)	9,149	10,086	(3,446)
Total Comprehensive Income	\$ 66,667	\$ 80,758	\$ 59,955

The accompanying notes are an integral part of these statements.

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Statements of Changes in Stockholders' Equity
For the Years Ended December 31, 2020, 2019 and 2018

(in thousands)	Common Stock	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2018	\$ 512,734	\$ 72,737	\$ —	\$ (2,349)	\$ 583,122
Cumulative adjustment for adoption of ASU 2016-01	—	2,043	—	(2,043)	—
Net income	—	63,401	—	—	63,401
Other comprehensive loss, net of tax	—	—	—	(3,446)	(3,446)
Stock based compensation	2,425	—	—	—	2,425
Retirement of restricted stock	(763)	—	—	—	(763)
Exercise of stock options	307	—	—	—	307
Cash dividends on common stock	—	(21,307)	—	—	(21,307)
Balance at December 31, 2018	\$ 514,703	\$ 116,874	\$ —	\$ (7,838)	\$ 623,739
Cumulative adjustment for adoption of ASU 842	—	125	—	—	125
Net income	—	70,672	—	—	70,672
Other comprehensive gain, net of tax	—	—	—	10,086	10,086
Issuance of stock for Highlands acquisition	43,417	—	—	—	43,417
Stock based compensation	2,545	—	—	—	2,545
Retirement of restricted stock	(715)	—	—	—	(715)
Exercise of stock options	313	—	—	—	313
Cash dividends on common stock	—	(24,919)	—	—	(24,919)
Balance at December 31, 2019	\$ 560,263	\$ 162,752	\$ —	\$ 2,248	\$ 725,263
Cumulative adjustment for adoption of ASU 2016-13	—	(3,395)	—	—	(3,395)
Net income	—	57,518	—	—	57,518
Other comprehensive income, net of tax	—	—	—	9,149	9,149
Treasury stock	—	—	(1,452)	—	(1,452)
Stock based compensation	2,659	—	—	—	2,659
Retirement of restricted stock	(501)	—	—	—	(501)
Cash dividends on common stock	—	(25,457)	—	—	(25,457)
Balance at December 31, 2020	\$ 562,421	\$ 191,418	\$ (1,452)	\$ 11,397	\$ 763,784

The accompanying notes are an integral part of these statements.

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Cash Flows from Operating Activities:			
Net income	\$ 57,518	\$ 70,672	\$ 63,401
Adjustments to reconcile net income to net cash provided by operating activities:			
Net (accretion) amortization of premiums, discounts and deferred loan fees and costs	(728)	3,660	4,153
Depreciation and amortization	3,858	1,645	5,555
Amortization of intangible assets	1,025	1,182	594
Amortization of operating lease right-of-use assets	2,668	2,592	—
Provision for credit losses	27,222	2,130	4,413
Stock based compensation	2,659	2,545	2,425
Loans originated for sale	(113,203)	(57,605)	(49,748)
Proceeds from sales of loans held for sale	116,933	59,748	50,420
Gains on sales of securities	(1,213)	—	—
Gains on sales of loans held for sale	(3,322)	(1,660)	(1,329)
Gains on proceeds from bank owned life insurance policies	—	—	(421)
Change in market value of equity securities	552	(496)	583
(Gains) losses on other real estate and other repossessed assets	(88)	72	(338)
Loss on sale of premises and equipment	77	497	561
Long-term debt prepayment penalty	4,133	—	—
Deferred tax (benefit) expense	(6,763)	2,854	(13,571)
Excess tax (deficiencies) benefits	(132)	189	318
(Increase) decrease in other assets	(56,639)	(15,986)	2,679
Increase in other liabilities	50,434	15,092	9,743
Net Cash Provided by Operating Activities	84,991	87,131	79,438
Cash Flows from Investing Activities:			
Net cash acquired in acquisitions	—	13,454	—
Proceeds from repayments and maturities of available for sale securities	700,409	147,130	91,833
Proceeds from repayments and maturities of held to maturity securities	38,941	31,457	26,083
Proceeds from sales of equity securities	4,148	1,287	2,155
Proceeds from sales of available for sale securities	130,912	—	—
Purchase of available for sale securities	(921,343)	(211,503)	(110,370)
Purchase of held to maturity securities	(6,377)	(21,453)	(40,753)
Purchase of equity securities	(2,772)	(1,343)	(570)
Proceeds from redemptions of Federal Home Loan Bank stock	106,808	95,643	6,799
Purchases of Federal Home Loan Bank stock	(96,282)	(103,080)	(7,524)
Death benefit proceeds from bank owned life insurance policy	—	121	755
Net increase in loans	(876,021)	(252,441)	(310,256)
Proceeds from dispositions and sales of bank premises and equipment	50	1,827	697
Purchases of premises and equipment	(7,539)	(5,936)	(5,523)
Proceeds from sales of other real estate and other repossessed assets	1,044	860	4,116
Net Cash Used in Investing Activities:	(928,022)	(303,977)	(342,558)
Cash Flows from Financing Activities:			
Net increase in deposits	1,162,206	264,279	252,329
(Decrease) increase in federal funds purchased and securities sold under agreements to repurchase	(159,098)	94,753	108,969
Proceeds from other borrowings	25,000	46,260	60,003
Repayments of other borrowings	(169,948)	(89,353)	(70,752)
Purchase of treasury stock	(1,452)	—	—
Exercise of stock options	—	313	307
Retirement of restricted stock	(501)	(715)	(763)
Dividends paid	(25,457)	(24,919)	(21,307)
Net Cash Provided by Financing Activities:	830,750	290,618	328,786
Net (decrease) increase in cash and cash equivalents	(12,281)	73,772	65,666
Cash and cash equivalents, beginning of year	282,371	208,599	142,933
Cash and cash equivalents, end of year	\$ 270,090	\$ 282,371	\$ 208,599

Lakeland Bancorp, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Continued)

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Supplemental schedule of non-cash investing and financing activities:			
Cash paid during the period for income taxes	\$ 22,486	\$ 15,944	\$ 18,614
Cash paid during the period for interest	42,600	59,949	38,679
Transfer of loans into other real estate owned	393	665	3,765
Initial recognition of operating lease right-of-use assets	—	18,651	—
Initial recognition of operating lease liabilities	—	20,203	—
Right-of-use assets obtained in exchange for new lease liabilities	1,159	1,748	—
Acquisitions:			
Non-cash assets acquired:			
Federal Home Loan Bank stock	—	1,767	—
Investment securities	—	22,734	—
Loans, including loans held for sale	—	426,118	—
Goodwill and other intangible assets, net	—	23,125	—
Other assets	—	9,304	—
Total non-cash assets acquired	—	483,048	—
Liabilities assumed:			
Deposits	—	409,638	—
Other borrowings	—	40,957	—
Other liabilities	—	2,490	—
Total liabilities assumed	—	453,085	—
Common stock issued for acquisitions	—	43,417	—

The accompanying notes are an integral part of these statements.

Lakeland Bancorp, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Lakeland Bancorp, Inc. (the "Company") is a bank holding company whose principal activity is the ownership and management of its wholly owned subsidiary, Lakeland Bank ("Lakeland"). Lakeland operates under a state bank charter and provides full banking services and, as a state bank, is subject to regulation by the New Jersey Department of Banking and Insurance and the Federal Deposit Insurance Corporation. Lakeland generates commercial, mortgage and consumer loans and receives deposits from customers located primarily in Northern and Central New Jersey and the metropolitan New York area. Lakeland also provides non-deposit products, such as securities brokerage services including mutual funds and variable annuities.

Lakeland operates as a commercial bank offering a wide variety of commercial loans and, to a lesser degree, consumer credits. Its primary strategic aim is to establish a reputation and market presence as the "small and middle market business bank" in its principal markets. Lakeland funds its loans primarily by offering demand deposit, savings and money market, and time deposit accounts to commercial enterprises, individuals and municipalities in the communities we serve. Additionally, it originates residential mortgage loans, and services such loans which are owned by other investors. Lakeland also has an equipment finance division which provides loans to finance equipment primarily to small and medium-sized business clients and an asset-based lending department which specializes in utilizing particular assets to fund the working capital needs of borrowers.

The Company and Lakeland are subject to regulations of certain state and federal agencies and, accordingly, are periodically examined by those regulatory authorities. As a consequence of the extensive regulation of commercial banking activities, Lakeland's business is particularly susceptible to being affected by state and federal legislation and regulations.

Basis of Financial Statement Presentation

The accounting and reporting policies of the Company and its subsidiaries conform with accounting principles generally accepted in the United States of America ("U.S. GAAP") and predominant practices within the banking industry. The consolidated financial statements include the accounts of the Company, Lakeland, Lakeland NJ Investment Corp., Lakeland Investment Corp., Lakeland Equity, Inc. and Lakeland Preferred Equity, Inc. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made in the consolidated financial statements to conform with current year classifications.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. These estimates and assumptions also affect reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. The principal estimate that is particularly susceptible to significant change in the near term relate to the allowance for credit losses. The policies regarding this estimate is discussed below.

The Company's chief operating decision maker is its Chief Executive Officer. All of the Company's financial services activities are interrelated and each activity is dependent and assessed based on how each of the activities of the Company supports the others. For example, commercial lending is dependent upon the ability of the Company to fund itself with deposits and other borrowings and to manage interest rate and credit risk. The situation is also similar for consumer and residential mortgage lending. Moreover, the Company primarily operates in one market area, Northern and Central New Jersey, metropolitan New York and contiguous areas. Therefore, all significant operating decisions are based upon analysis of the Company as one operating segment or unit. Accordingly, the Company has determined that it has one operating segment and thus one reporting segment.

Adoption of New Accounting Standards

Accounting Standards Update ("ASU") 2016-13 - Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13").

This accounting guidance replaces the "incurred loss" model for recognizing credit losses with an "expected loss" model, referred to as the Current Expected Credit Loss ("CECL") model. Under the CECL model, the allowance for credit losses is a valuation allowance that is deducted from the amortized cost basis of certain financial assets, such as loans held for investment and held to maturity investment securities, to present the net amount expected to be collected. The measurement of expected credit losses based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This differs from the "incurred loss" model under previous U.S. GAAP accounting guidance, which delayed recognition until a probable and estimable loss has been incurred.

The Company adopted ASU 2016-13 using the modified retrospective method for all financial assets measured at amortized costs at December 31, 2020, effective January 1, 2020. The Company applied the standard's provisions as a cumulative-effect adjustment to retained earnings as of January 1, 2020. The standard was originally effective for public business entities that are SEC filers for annual and interim periods in fiscal years beginning after December 15, 2019. The Company had elected to delay the adoption of this standard in accordance with the relief provided under the CARES Act, which gave financial institutions the option of postponing the implementation of ASU 2016-13 until the earlier of the end of the national emergency declaration related to the COVID-19 crisis or December 31, 2020. CAA extended the option to delay ASU 2016-13 implementation until January 1, 2022; however, the Company adopted this standard as of December 31, 2020, and applied it retroactively to January 1, 2020. Upon adoption the Company recorded a cumulative effect adjustment that reduced stockholders' equity by \$3.4 million, net of tax.

Cash and cash equivalents

Cash and cash equivalents are defined as cash on hand, cash items in the process of collection, amounts due from banks and federal funds sold with an original maturity of three months or less. A portion of Lakeland's cash on hand and on deposit with the Federal Reserve Bank was required to meet regulatory reserve and clearing requirements.

Securities

Investment securities are classified as held to maturity or available for sale. Management determines the appropriate classification of securities at the time of purchase. Investments in securities, for which management has both the ability and intent to hold to maturity, are classified as held to maturity and carried at cost, adjusted for the amortization of premiums and accretion of discounts computed by the effective interest method. Investments in debt securities, which management believes may be sold prior to maturity due to changes in interest rates, prepayment risk, liquidity requirements or other factors, are classified as available for sale. Net unrealized gains and losses for such securities, net of tax effect, are reported as other comprehensive income or loss in stockholders' equity and excluded from the determination of net income. Gains or losses on disposition of securities are based on the net proceeds and the adjusted carrying amount of the securities sold using the specific identification method.

For securities available for sale, ASU 2016-13 eliminates the concept of other than temporary impairment and instead requires entities to determine if impairment is related to credit loss or non-credit loss. In making the assessment of whether a loss is from credit or other factors, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency and adverse conditions related to the security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security. If the present value of cash flows is less than the amortized cost basis, a credit loss exists and an allowance is created, limited by the amount that the fair value is less than the amortized cost basis. Subsequent activity related to the credit loss component in the form of write-offs or recoveries is recognized as part of the allowance for credit losses on securities available for sale.

The allowance for credit losses on held-to-maturity debt securities is initially recognized upon acquisition of the securities, and subsequently remeasured on a recurring basis. Held-to-maturity securities are reviewed upon acquisition to determine whether it has experienced a more-than-insignificant deterioration in credit quality since its original issuance date, i.e., if they meet the definition of a purchased credit impaired asset ("PCDs"). Non-PCD held-to-maturity securities are carried at cost and adjusted for amortization of premiums or accretion of discounts. Expected credit losses on held-to-maturity debt securities through the life of the financial instrument are estimated and recognized as an allowance for credit losses on the balance sheet with a corresponding adjustment to current earnings. Subsequent favorable or adverse changes in expected cash flow will first decrease or increase the allowance for credit losses.

Management measures expected credit losses on held to maturity securities on a collective basis by major security type. The held to maturity portfolio is classified into the following major security types: U.S. government agencies, mortgage-backed securities-residential, collateralized mortgage obligations-residential, mortgage-backed securities-multi-family, collateralized mortgage obligations-multi-family and obligations of states and political subdivisions. All of the mortgage-backed securities are issued by U.S. government agencies and are either explicitly or implicitly guaranteed by the U.S. government, are highly rated by major rating agencies and have a long history of no credit losses and, therefore, the expectation of non-payment is zero.

At each reporting period, the Company evaluates whether the securities in a segment continue to exhibit similar risk characteristics as the other securities in the segment. If the risk characteristics of a security change, such that they are no longer similar to other securities in the segment, the Company will evaluate the security with a different segment that shares more similar risk characteristics. A range of historical losses method is utilized in estimating the net amount expected to be collected for mortgage-backed securities, collateralized mortgage obligations and obligations of states and political subdivisions.

A debt security, either available for sale or held to maturity, is designated as non-accrual if the payment of interest is past due and unpaid for 30 days or more. Once a security is placed on non-accrual, accrued interest receivable is reversed and further interest income recognition is ceased. Since the non-accrual policy results in a timely reversal of interest receivable, the Company does not record an allowance for credit losses on interest receivable. The security will not be restored to accrual status until the security has been current on interest payments for a sustained period, i.e., a consecutive period of six months or two quarters; and the Company expects repayment of the remaining contractual principal and interest. However, if the security continues to be in deferral status, or the Company does not expect to collect the remaining interest payments and the contractual principal, charge-off is to be assessed. Upon charge-off, the allowance is written off and the loss represents a permanent write-down of the cost basis of the security. The Company made the election to exclude accrued interest receivable on securities from the estimate of credit losses. Accrued interest receivable totaled \$3.3 million on securities at December 31, 2020.

The Company has an equity securities portfolio which consists of investments in Community Reinvestment funds and investments in other financial institutions for market appreciation purposes. During the fourth quarter of 2020, the Company sold the remainder of its investments in other financial institutions. Net unrealized gains and losses for this portfolio are recognized through net income.

Prior to the adoption of ASU 2016-13, the Company evaluated its investment securities portfolio for impairment each quarter. In assessing the recognition and measurement of other-than-temporary losses, the Company considered the length of time and the extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, and whether the Company was more likely than not to sell the security before recovery of its cost basis. If a security has been impaired for more than twelve months and the impairment was deemed other-than-temporary, a write down would occur in that quarter. If a loss was deemed to be other-than-temporary, it was recognized as a realized loss in the income statement with the security assigned a new cost basis.

If the Company intended to sell an impaired security, the Company recorded an other-than-temporary loss in an amount equal to the entire difference between the fair value and amortized cost. If a security was determined to be other-than-temporarily impaired, but the Company did not intend to sell the security, only the credit portion of the estimated loss was recognized in earnings in gain (loss) on securities, with the other portion of the loss recognized in other comprehensive income. If a determination was made that an equity security was other-than-temporarily impaired, the unrealized loss would be recognized as an other-than-temporary impairment charge in noninterest income as a component of gain (loss) on investment securities.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are carried at the amount of unpaid principal and are net of unearned discount, unearned loan fees and an allowance for loan losses. The Company elected to exclude accrued interest receivable balances from the amortized cost basis. Interest receivable is included as a separate line item on the consolidated balance sheets. The Company also elected not to estimate an allowance on interest receivable balances because it has policies in place that provide for the accrual of interest to cease on a timely basis when all contractual amounts due are not expected and accrued and unpaid interest is reversed.

Interest income is accrued as earned on a simple interest basis, adjusted for prepayments. All unamortized fees and costs related to the loan are amortized over the life of the loan using the interest method. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that full collection of interest and principal is doubtful. When a loan is placed on such non-accrual status, all accumulated accrued interest receivable is reversed out of current period income.

At the time of adoption of ASU 2016-13, the Company expanded its portfolio of collectively assessed loans to include nine portfolio segments, taking into consideration common loan attributes and risk characteristics, as well as historical reporting metrics and data availability. Loan attributes and risk characteristics considered in segmentation include: borrower type, repayment source, collateral type, product type, purpose or nature of financing, typical contractual maturity and repayment terms, interest rate structure, credit management metrics, lending policies and procedures, and personnel responsible for underwriting, approval, monitoring, and collections. The close alignment of the portfolio segments is consistent with shared drivers of credit loss (e.g., unemployment, interest rates, property values, etc.) expected among loans within the various segments.

The nine segments include:

1. Non-owner Occupied Commercial: Permanent mortgages extended to investors and secured by non-owner occupied commercial real estate, such as office, retail, industrial and mixed-use properties. Primary source of repayment for these loans is rental income. These loans are generally originated with contractual terms of up to ten years with amortization based on a 25-year schedule. They are generally fully advanced with no unfunded commitment.

2. Owner Occupied Commercial: Permanent mortgages extended to businesses and secured by owner occupied commercial real estate, such as office, retail, and industrial properties. Primary source of repayment for these loans is operating cash flow. These loans are generally originated with contractual terms of up to ten years with amortization based on a 25-year schedule. They are generally fully advanced with no unfunded commitment.
3. Multifamily: Permanent mortgages extended to investors and secured by multifamily residential real estate. Primary source of repayment for these loans is rental income. These loans are generally originated with contractual terms of up to ten years with amortization based on a 30-year schedule. They are generally fully advanced with no unfunded commitment.
4. Non-owner Occupied Residential: Permanent mortgages extended to investors and secured by one to four family residential real estate. Primary source of repayment for these loans is rental income. These loans are generally originated with contractual terms of up to ten years with amortization based on a 25-year schedule. They are generally fully advanced with no unfunded commitment.
5. Commercial, Industrial and Other: Commercial loans extended to businesses. These loans may be either unsecured or secured by various types of collateral, such as accounts receivable, inventory, equipment, and/or real estate. Primary source of repayment for these loans is operating cash flow. These loans are generally originated with terms of one to seven years and may be used for working capital (i.e. revolving lines of credit) or purchase of fixed assets (i.e. term loans). This category includes loans originated under the Small Business Administration's ("SBA") Paycheck Protection Program ("PPP"), which has no corresponding allowance for credit loss because they are expected to be 100% guaranteed by the SBA.
6. Construction: Interim loans for the development or construction of commercial or residential property. Repayment may come from either the sale or refinance of the real estate that secures the loan. These loans are typically originated with a term of one to three years with interest-only payments. These loans are advanced as development or construction progresses and usually reflect an unfunded commitment during the loan term.
7. Equipment Finance: Term financing extended to businesses. These loans are typically originated for the purchase of fixed assets, such as machinery, equipment, and vehicles and are secured by the acquired assets. Primary source of repayment for these loans is operating cash flow. These loans are generally originated with terms of three to five years with repayment in equal monthly installments over the term of the loan.
8. Residential: Permanent mortgages extended to consumers and secured by owner occupied one to four family residential real estate held in portfolio. Primary source of repayment for these loans is personal income. These loans are generally originated with contractual terms of 15 to 30 years and are fully amortizing over their term. They are fully advanced at closing with no unfunded commitment.
9. Consumer: Loans extended to consumers with primary source of repayment being personal income. The Consumer segment includes home equity lines of credit, closed-end home equity loans (secured by both first and junior liens) and other consumer loans, such as automobile and revolving credit plans.

Prior to the adoption of ASU 2016-13, Lakeland managed its credit products and the respective exposure to credit losses (credit risk) by the following specific portfolio segments which are levels at which Lakeland developed and documented its systematic methodology to determine the allowance for loan losses attributable to each respective portfolio segment. These segments were:

1. Commercial, Secured by Real Estate - consists of commercial mortgage loans secured by owner occupied properties and non-owner occupied properties. The loans secured by owner occupied properties involve a variety of property types to conduct the borrower's operations. The primary source of repayment for this type of loan is the cash flow from the business and is based upon the borrower's financial health and the ability of the borrower and the business to repay. The loans secured by non-owner occupied properties involve investment properties for warehouse, retail, office space, etc., with a history of occupancy and cash flow. This commercial real estate category contains mortgage loans to the developers and owners of commercial real estate where the borrower intends to operate or sell the property at a profit and use the income stream or proceeds from the sale to repay the loan.
2. Commercial, Industrial and Other - are loans made to provide funds for equipment and general corporate needs. Repayment of a loan primarily uses the funds obtained from the operation of the borrower's business. Commercial loans also include lines of credit that are utilized to finance a borrower's short-term credit needs and/or to finance a percentage of eligible receivables and inventory.
3. Equipment Finance - includes a small portfolio of equipment leases, which consists of leases primarily for essential equipment used by small to medium sized businesses.

4. Real Estate - Residential Mortgage - contains permanent mortgage loans principally to consumers secured by residential real estate. Residential real estate loans are evaluated for the adequacy of repayment sources at the time of approval, based upon measures including credit scores, debt-to-income ratios, and collateral values. Loans may be either conforming or non-conforming.
5. Real estate - Construction - construction Loans, as defined, are intended to finance the construction of commercial properties and include loans for the acquisition and development of land. Construction loans represent a higher degree of risk than permanent real estate loans and may be affected by a variety of factors such as the borrower's ability to control costs and adhere to time schedules and the risk that constructed units may not be absorbed by the market within the anticipated time frame or at the anticipated price. The loan commitment on these loans often includes an interest reserve to pay interest charges on the outstanding balance of the loan.
6. Home Equity and Consumer - includes primarily home equity loans and lines, installment loans, personal lines of credit and automobile loans. The home equity category consists mainly of loans and revolving lines of credit to consumers which are secured by residential real estate. These loans are typically secured with second mortgages on the homes, although many are secured with first mortgages. Other consumer loans include installment loans used by customers to purchase automobiles, boats and recreational vehicles.

Commercial loans are placed on non-accrual status with all accrued interest and unpaid interest reversed if (a) because of the deterioration in the financial position of the borrowers they are maintained on a cash basis (which means payments are applied when and as received rather than on a regularly scheduled basis), (b) payment in full of interest or principal is not expected, or (c) principal and interest have been in default for a period of 90 days or more unless the obligation is both well-secured and in process of collection. Residential mortgage loans and closed-end consumer loans are placed on non-accrual status at the time principal and interest have been in default for a period of 90 days or more, except where there exists sufficient collateral to cover the defaulted principal and interest payments, and the loans are well-secured and in the process of collection. Open-end consumer loans secured by real estate are generally placed on non-accrual and reviewed for charge-off when principal and interest payments are four months in arrears unless the obligations are well-secured and in the process of collection. Interest thereafter on such charged-off loans is taken into income when received only after full recovery of principal. As a general rule, a non-accrual asset may be restored to accrual status when none of its principal or interest is due and unpaid, satisfactory payments have been received for a sustained period (usually six months), or when it otherwise becomes well-secured and in the process of collection.

With the adoption of ASU 2016-13, loans acquired in a business combination that have experienced a more-than-significant deterioration in credit quality since origination are considered purchased credit deteriorated ("PCD") loans. Management evaluates acquired loans for deterioration in credit quality based on the following: (a) non-accrual status; (b) troubled debt restructured designation; (c) risk rating lower than "Pass," (d) watchlist credits and (e) delinquency status. At the acquisition date, an estimate of expected credit losses is made for groups of PCD loans with similar risk characteristics and individual PCD loans without similar risk characteristics. This initial allowance for credit losses is allocated to individual PCD loans and added to the purchase price or acquisition date fair values to establish the initial amortized cost basis of the PCD loans. As the initial allowance for credit losses is added to the purchase price, there is no credit loss expense recognized upon acquisition of a PCD loan. Any difference between the unpaid principal balance of PCD loans and the amortized cost basis is considered to relate to noncredit factors and results in a discount or premium, which is recognized through interest income on a level-yield basis over the lives of the related loans. All loans considered to be purchased credit-impaired ("PCI") prior to the adoption of ASU 2016-13 were converted to PCD upon adoption.

For acquired loans not deemed to be PCD at acquisition, the differences between the initial fair value and the unpaid principal balance are recognized as interest income on a level-yield basis over the lives of the related loans. At the acquisition date, an initial allowance for expected credit losses is estimated and recorded as credit loss expense. The subsequent measurement of expected credit losses for all acquired loans is the same as the subsequent measurement of expected credit losses for originated loans.

Prior to the adoption of ASU 2016-13, PCI loans were loans acquired through acquisition or purchased at a discount that was due, in part, to credit quality. PCI loans were accounted for in accordance with ASC Subtopic 310-30 and were initially recorded at fair value (as determined by the present value of expected future cash flows) with no valuation allowance (i.e., the allowance for loan losses). The difference between the undiscounted cash flows expected at acquisition and the initial carrying amount (fair value) of the covered loans, or the "accretable yield," was recognized as interest income utilizing the level-yield method over the life of the loans. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the "non-accretable difference," were not recognized as a yield adjustment, as a loss accrual or a valuation allowance. Reclassifications of the non-accretable difference to the accretable yield could occur subsequent to the loan acquisition dates due to increases in expected cash flows of the loans and resulted in an increase in yield on a prospective basis. Subsequent to acquisition date, further credit deterioration of a PCI loan would result in a valuation allowance recognized in the allowance for loan losses.

Allowance for Credit Losses

Upon the adoption of ASU 2016-13, the allowance for credit losses reserve including the allowance for the funded portion and the reserve for the unfunded portion, represents management's estimate of current expected credit losses in the Company's loan portfolio over its expected life, which is the contract term adjusted for expected prepayments and options to extend the contractual term that are not unconditionally cancellable by us. Management's measurement of expected credit losses is based on relevant information about past events, current conditions, prepayments and reasonable and supportable forecasts of future economic conditions. It is presented as an offset to the amortized cost basis or as a separate liability in the case of off-balance sheet credit exposures. The Company uses an open pool loss-rate method to calculate an institution-specific historical loss rate based on historical loan level loss experience for collectively assessed loans with similar risk characteristics. The Company's methodology considers relevant information about past and current economic conditions, as well as a single economic forecast over a reasonable and supportable period. The loss rate is applied over the remaining life of loans to develop a "baseline lifetime loss." The baseline lifetime loss is adjusted for changes in macroeconomic variables, including but not limited to interest rates, housing prices, GDP and unemployment, over the reasonable and supportable forecast period. After the reasonable and supportable forecast period, the adjusted loss rate reverts on a straight-line basis to the historical loss rate. The reasonable and supportable forecast and the reversion periods are established for each portfolio segment. The Company measures expected credit losses of financial assets by multiplying the adjusted loss rates to the amortized cost basis of each asset taking into consideration amortization, prepayment and defaults. Changes in any of these factors, assumptions or the availability of new information, could require that the allowance be adjusted in future periods, perhaps materially.

Qualitative Adjustments: The Company considers five standard qualitative general reserve factors ("qualitative adjustments"): nature and volume of loans, lending management, policy and procedures, independent review and changes in environment. Qualitative adjustments are designed to address risks that are not captured in the quantitative reserves ("quantitative reserve"). Other qualitative adjustments or model overlays may also be recorded based on expert credit judgment in circumstances where, in the Company's view, the standard qualitative reserve factors do not capture all relevant risk factors. The use of qualitative reserves may require significant judgment that may impact the amount of allowance recognized.

When an individual loan no longer demonstrates the similar credit risk characteristics as other loans within its current segment, the Company evaluates each for expected credit losses on an individual basis. All non-accrual loans \$500,000 and above and all loans designated as troubled debt restructures ("TDRs") are individually evaluated. For collateral-dependent loans, the Company considers the fair market value of the collateral, net of anticipated selling costs and other adjustments. For non collateral-dependent individually evaluated loans, the impairment will be measured using the present value of expected future cash flows discounted at the loan's effective interest rate. Shortfalls in collateral or cash flows are charged-off or specifically reserved for in the period the short-fall is identified. Charge-offs are recommended by the Chief Credit Officer and approved by the Company's Board of Directors.

Troubled Debt Restructured Loans ("TDRs") are those loans where significant concessions have been made to borrowers experiencing financial difficulties. Restructured loans typically involve a modification of terms such as a reduction of the stated interest rate lower than the current market rate of a new loan with similar risk, an extended moratorium of principal payments and/or an extension of the maturity date. Insignificant delays in payments are not considered TDRs. Loans are classified as TDRs will continue to be classified as a TDR until it is fully repaid or until it meets all of the following criteria: 1) the borrower is no longer experiencing financial difficulties, 2) the rate is not less than the rate provided for similar credit risk, 3) other terms are no less favorable than similar new debt and 4) no concessions were granted. Prior to the adoption of ASU 2016-13, all loans with the TDR designation were considered to be impaired, even if they were accruing. With the adoption of ASU 2016-13, the definition of impaired loans was removed from accounting guidance.

To identify loans which meet the definition of a reasonably expected TDR under ASC 326-20, the Bank has determined the following criteria to be used in assessing whether a loan is considered a reasonably expected TDR:

- A loan with a risk rating of Special Mention, or worse;
- A loan has been identified as a foreclosure in process;
- Indicated via review and assessment that a modification is probable; and
- A modification approved, on a net concession/modification basis, that benefits the customer.

The methods for estimating expected credit losses on reasonably expected TDRs are the same as those specified for existing TDRs. Reasonably expected TDR's \$500,000 and above that are anticipated to remain on accrual status will normally have their reserves determined using the discounted cash flow method, while those below \$500,000 will be included in, and be assessed as part of, the population of collectively pooled loans. Reasonably expected TDRs that are anticipated to be placed on non-accrual status will be considered collateral-dependent.

Section 4013 of the CARES Act, as interpreted by the "Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working With Customers Affected by the Coronavirus (Revised)" ("Revised Statement"), dated April 17, 2020, includes criteria that enable financial institutions to exclude from TDR status loans that are modified in connection with COVID-19. Under these provisions, TDR status is not required for the term of a loan modification if (i) the loan

modification was made in connection with COVID-19, (ii) the loan was not past due more than 30 days as of December 31, 2019 and (iii) the loan modification was entered into during the period between March 1, 2020, and the earlier of (a) 60 days after COVID-19 was no longer characterized as a National Emergency or (b) December 31, 2020. In December 2020, CAA extended this guidance to modifications made until the earlier of January 1, 2022 or 60 days after the end of the COVID-19 national emergency. Furthermore, pursuant to the Revised Statement, for loan modifications that do not meet these criteria but are made in connection with COVID-19, such loans may be presumed not to be TDR if the loan was current at the time the loan modification program was implemented and the modifications are short-term (e.g., six months). If the criteria are not met under either Section 4013 or the Revised Statement, banks are required to follow their existing accounting policies to determine whether COVID-related modifications should be accounted for as a TDR. The Company has elected to suspend the classification of loan modifications as TDR if they qualify under Section 4013 or the Revised Statement. For past due status, the CARES Act also provides for lenders to continue to report loans in the same delinquency bucket they were in at the time of modification. The Company applied this guidance in 2020.

Prior to the adoption of ASU 2016-13, the Company defined impaired loans, a concept that is eliminated in Topic 326, as all non-accrual loans with recorded investments of \$500,000 or greater. Impaired loans also included all loans modified as troubled debt restructurings. Loans were considered impaired when, based on current information and events, it was probable that Lakeland would be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments.

Impairment was measured based on the present value of expected cash flows discounted at the loan's effective interest rate, or as a practical expedient, Lakeland may measure impairment based on a loan's observable market price, or the fair value of the collateral, less estimated costs to sell, if the loan is collateral-dependent. Regardless of the measurement method, Lakeland measured impairment based on the fair value of the collateral when it is determined that foreclosure is probable. Most of Lakeland's impaired loans were collateral-dependent. Shortfalls in collateral or cash flows were charged-off or specifically reserved for in the period the short-fall was identified. Charge-offs were recommended by the Chief Credit Officer and approved by the Company's Board of Directors.

Lakeland grouped impaired commercial loans under \$500,000 into homogeneous pools and collectively evaluated them. Interest received on impaired loans was recorded as interest income. However, if management was not reasonably certain that an impaired loan would be repaid in full, or if a specific time frame to resolve full collection could not yet be reasonably determined, all payments received were recorded as reductions of principal.

A loan that management designated as impaired was reviewed for charge-off when it was placed on non-accrual status with a resulting charge-off if the loan was not secured by collateral having sufficient liquidation value to repay the loan if the loan was collateral dependent or charged off if deemed uncollectible. For a loan that was not collateral dependent, a reserve would be established for any shortfall in expected cash flows. Charge-offs were recommended by the Chief Credit Officer and approved by the Board of Directors.

Prior to the adoption of ASU 2016-13, the allowance for loan losses was the estimated amount considered necessary to cover probable and reasonably estimable incurred losses inherent in the loan portfolio at the balance sheet date. In determining the allowance, management would make significant estimates and judgments. The allowance was established through a provision for loan losses charged against income. Loan principal considered to be uncollectible by management was charged against the allowance.

The allowance for loan losses was determined in accordance with previous applicable U.S. GAAP. We were responsible for the timely and periodic determination of the amount of the allowance required. Management believed that the allowance was adequate to cover identifiable losses, as well as estimated losses inherent in the portfolio for which certain losses are probable but not specifically identifiable.

The methodology employed for assessing the adequacy of the allowance consists of the following criteria:

- The establishment of specific reserve amounts for impaired loans, including PCI loans.
- The establishment of reserves for pools of homogeneous loans not subject to specific review, including impaired loans under \$500,000, equipment finance loans, 1 - 4 family residential mortgages, and consumer loans.

The establishment of reserve amounts for pools of homogeneous loans was based upon the determination of historical loss rates, which were adjusted to reflect current conditions through the use of qualitative factors. The qualitative factors considered by the Company included an evaluation of the results of the Company's independent loan review function, the Company's reporting capabilities, the adequacy and expertise of Lakeland's lending staff, underwriting policies, loss histories, trends in the portfolio, delinquency trends, economic and business conditions and capitalization rates. Since many of Lakeland's loans depend on the sufficiency of collateral as a secondary source of repayment, any adverse trends in the real estate market could affect the underlying values available to protect Lakeland from losses.

Additionally, management determined the loss emergence periods for each portfolio segment, which were used to define loss migration periods and establish appropriate ranges for qualitative adjustments for each portfolio segment. The loss emergence period is the estimated time from the date of a loss event (such as a personal bankruptcy) to the actual recognition of the loss (typically via the first partial or full loan charge-off), and was determined based upon a study of Lakeland's past loss experience by portfolio segment. All of the factors considered in the analysis of the adequacy of the allowance for losses may be subject to change. To the extent actual outcomes differ from management estimates, additional provisions for loan losses may be required that would adversely impact earnings in future periods.

Off-Balance Sheet Credit Exposures

The Company is required to include the unfunded commitment that is expected to be funded in the future within the allowance calculation. The Company participates in lending that results in an off-balance sheet unfunded commitment balance. Funding commitments are currently underwritten with conditionally cancellable language by the Company. To determine the expected funding balance remaining, the Company uses a historical utilization rate for each of the segments to calculate the expected commitment balance and then applies the reserve percentage for each respective loan portfolio to estimate the expected credit losses. The allowance for credit reserve for unfunded lending commitments is recorded in other liabilities in the consolidated balance sheets and the corresponding provision is included in the provision for credit losses.

Prior to the adoption of ASU 2016-13, the Company recorded a provision for unfunded lending commitments in its other noninterest expense in the consolidated statements of income.

Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. Gains and losses on sales of loans are specifically identified and accounted for in accordance with U.S. GAAP which requires that an entity engaged in mortgage banking activities classify the retained mortgage-backed security or other interest, which resulted from the securitization of a mortgage loan held for sale, based upon its ability and intent to sell or hold these investments.

Premises and Equipment, Net

Premises and equipment, including leasehold improvements, are stated at cost less accumulated depreciation. Depreciation expense is computed on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are depreciated over the shorter of the estimated useful lives of the improvements or the terms of the related leases.

Other Real Estate Owned and Other Repossessed Assets

Other real estate owned ("OREO") and other repossessed assets, representing property acquired through foreclosure (or deed-in-lieu-of-foreclosure), are carried at fair value less estimated disposal costs of the acquired property. Costs relating to holding the assets are charged to expense. An allowance for OREO or other repossessed assets is established, through charges to expense, to maintain properties at fair value less estimated costs to sell. Operating results of OREO and other repossessed assets, including rental income and operating expenses, are included in other expenses.

Mortgage Servicing

Lakeland performs various servicing functions on loans owned by others. A fee, usually based on a percentage of the outstanding principal balance of the loan, is received for these services. At December 31, 2020 and 2019, Lakeland was servicing approximately \$34.1 million and \$18.6 million, respectively, of loans for others.

Lakeland originates certain mortgages under a definitive plan to sell those loans and service the loans owned by the investor. Upon the transfer of the mortgage loans in a sale, Lakeland records the servicing assets retained. Lakeland records mortgage servicing rights and the loans based on relative fair values at the date of origination and evaluates the mortgage servicing rights for impairment at each reporting period. Lakeland also originates loans that it sells to other banks and investors and does not retain the servicing rights.

Mortgage Servicing Rights

When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. As of December 31, 2020 and 2019, Lakeland had originated mortgage servicing rights of \$129,000 and \$43,000, respectively.

Under the amortization measurement method, Lakeland subsequently measures servicing rights at fair value at each reporting date and records any impairment in value of servicing assets in earnings in the period in which the impairment occurs. The fair values of servicing rights are subject to fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses. Servicing fee income, which is reported on the income statement as commissions and fees, is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan, and are recorded as income when earned.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, put presumptively beyond the reach of the transferor and its creditors even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

Derivatives

Lakeland enters into interest rate swaps (“swaps”) with loan customers to provide a facility to mitigate the fluctuations in the variable rate on the respective loans. These swaps are matched in offsetting terms to swaps that Lakeland enters into with an outside third party. The swaps are reported at fair value in other assets or other liabilities. Lakeland’s swaps qualify as derivatives, but are not designated as hedging instruments, thus any net gain or loss resulting from changes in the fair value is recognized in swap income.

The credit risk associated with derivatives executed with customers is similar as that involved in extending loans and is subject to normal credit policies. Collateral is obtained based on management’s assessment of the customer. The positions of customer derivatives are recorded at fair value and changes in value are included in swap income on the consolidated statement of income.

Cash flow hedges are used primarily to minimize the variability in cash flows of assets or liabilities, or forecasted transactions caused by interest rate fluctuations. Changes in the fair value of derivatives designated as cash flow hedges are recorded in accumulated other comprehensive income and are reclassified into the line item in the income statement in which the hedged item is recorded in the same period the hedged item affects earnings. Hedge ineffectiveness and gains and losses on the component of a derivative excluded in assessing hedge effectiveness are recorded in the same income statement line item.

Further discussion of Lakeland’s financial derivatives is set forth in Note 20 to the Consolidated Financial Statements.

Earnings Per Share

Earnings per share is calculated on the basis of the weighted average number of common shares outstanding during the year. Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock.

Employee Benefit Plans

The Company has certain employee benefit plans covering substantially all employees. The Company accrues such costs as incurred. We recognize the overfunded or underfunded status of pension and postretirement benefit plans in accordance with U.S. GAAP. Actuarial gains and losses, prior service costs or credits, and any remaining transition assets or obligations are recognized as a component of Accumulated Other Comprehensive Income, net of tax effects, until they are amortized as a component of net periodic benefit cost.

Comprehensive Income (Loss)

The Company reports comprehensive income (loss) in addition to net income from operations. Other comprehensive income (loss) includes items recorded directly in equity such as unrealized gains or losses on securities available for sale as well as unrealized gains (losses) recorded on derivatives and benefit plans.

Goodwill and Other Identifiable Intangible Assets

Intangible assets resulting from acquisitions under the purchase method of accounting consist of goodwill and other intangible assets. The goodwill impairment analysis was generally a two-step test. However, on January 1, 2020, we adopted ASU 2017-04, “Simplifying the Test for Goodwill Impairment” which simplifies how an entity is required to test goodwill for impairment. The guidance removed step two of the goodwill impairment test, which had required a hypothetical purchase price allocation. The ASU does not change the optional qualitative assessment which allows companies to assess qualitative factors

to determine whether it is more likely than not that the carrying amount of a reporting unit exceeds its fair value, commonly referred to as the qualitative assessment or step zero.

Goodwill is allocated to Lakeland's reporting unit at the date goodwill is actually recorded.

As of December 31, 2020, the carrying value of goodwill totaled \$156.3 million. The Company performed its annual goodwill impairment test, as of November 30, 2020, and determined that the fair value of the Company's single reporting unit to be in excess of its carrying value. The Company qualitatively assessed the current economic environment, including the estimated impact of the COVID-19 pandemic on macroeconomic variables and economic forecasts, and on the Company's stock price which has experienced a decline in value, considering how these might impact the fair value of its reporting unit. After consideration of these items, the Company determined that it was more-likely-than-not that the fair value of its reporting unit was above its book value as of our goodwill impairment test date. The Company will test goodwill for impairment between annual test dates if an event occurs or circumstances change that would indicate the fair value of the reporting unit is below its carrying amount. No events have occurred and no circumstances have changed since the annual impairment test date that would indicate the fair value of the reporting unit is below its carrying amount.

Bank Owned Life Insurance

Lakeland invests in bank owned life insurance ("BOLI"). BOLI involves the purchasing of life insurance by Lakeland on a chosen group of employees. Lakeland is the owner and beneficiary of the policies. At December 31, 2020 and 2019, Lakeland had \$115.1 million and \$112.4 million, respectively, in BOLI. Income earned on BOLI was \$2.7 million, \$2.7 million and \$3.3 million for the years ended December 31, 2020, 2019 and 2018, respectively. BOLI is accounted for using the cash surrender value method and is recorded at its net realizable value.

Income Taxes

The Company accounts for income taxes under the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities. The principal types of differences between assets and liabilities for financial statement and tax return purposes are allowance for credit losses, core deposit intangibles, deferred loan fees and deferred compensation.

Variable Interest Entities

Management has determined that Lakeland Bancorp Capital Trust II and Lakeland Bancorp Capital Trust IV (collectively, "the Trusts") qualify as variable interest entities. The Trusts issued mandatorily redeemable preferred stock to investors and loaned the proceeds to the Company. The Trusts hold, as their sole asset, subordinated debentures issued by the Company. The Company is not considered the primary beneficiary of the Trusts, therefore the Trusts are not consolidated in the Company's financial statements.

The Company's maximum exposure to the Trusts is \$30.0 million at December 31, 2020, which is the Company's liability to the Trusts and includes the Company's investment in the Trusts.

The Federal Reserve has issued guidance on the regulatory capital treatment for the trust preferred securities issued by the Trusts. The rule retains the current maximum percentage of total capital permitted for trust preferred securities at 25%, but enacts other changes to the rules governing trust preferred securities that affect their use as part of the collection of entities known as "restricted core capital elements." The rule allows bank holding companies to continue to count trust preferred securities as Tier 1 Capital. The Company's capital ratios continue to be categorized as "well-capitalized" under the regulatory framework for prompt corrective action. Under the Collins Amendment to the Dodd-Frank Wall Street Reform and Consumer Protection Act, any new issuance of trust preferred securities by the Company would not be eligible as regulatory capital.

NOTE 2 - ACQUISITIONS

On January 4, 2019, the Company completed its acquisition of Highlands Bancorp, Inc. ("Highlands"), a bank holding company headquartered in Vernon, New Jersey. Highlands was the parent of Highlands State Bank, which operated four branches in Sussex, Passaic and Morris Counties in New Jersey. This acquisition enabled the Company to broaden its presence in those counties. Effective as of the close of business on January 4, 2019, Highlands merged into the Company and Highlands State Bank merged into Lakeland. Pursuant to the merger agreement, the shareholders of Highlands received for each outstanding share of Highlands common stock that they owned at the effective time of the merger, 1,015 shares of Lakeland Bancorp, Inc. common stock. The Company issued 2,837,524 shares of its common stock in the merger. Outstanding Highlands options were paid out in cash at the difference between \$14.71 and an average strike price of \$8.09 for a total cash payment of \$797,000.

The acquisition was accounted for under the acquisition method of accounting and accordingly, the assets acquired and liabilities assumed in the acquisition were recorded at their estimated fair values as of the acquisition date. Highlands' assets were recorded at their preliminary estimated fair values as of January 4, 2019 and Highlands' results of operations are included in the Company's Consolidated Statements of Income from that date forward.

The assets acquired and liabilities assumed in the acquisition were recorded at their estimated fair values based on management's best estimates using information available at the date of the acquisition, including the use of third-party valuation specialists.

The following table summarizes the estimated fair value of the acquired assets and liabilities assumed at the date of acquisition for Highlands.

(in thousands)

Assets Acquired

Cash and cash equivalents	\$	13,454
Investment securities, available for sale		21,234
Investment securities, held to maturity		1,500
Federal Home Loan Bank stock		1,767
Loans held for sale		1,113
Loans		425,005
Premises and equipment		2,613
Goodwill		19,844
Identifiable intangible assets		3,728
Accrued interest receivable and other assets		6,244
Total assets acquired		<u>496,502</u>

Liabilities assumed

Deposits		(409,638)
Other borrowings		(27,800)
Subordinated debt		(13,157)
Other liabilities		(2,490)
Total liabilities assumed		<u>(453,085)</u>
Net assets acquired	\$	<u>43,417</u>

The calculation of goodwill is subject to change for up to one year after the date of acquisition as additional information relative to the closing date estimates and uncertainties become available. During the second quarter of 2019, the Company revised the estimated fair value of the acquired assets as of the acquisition date as the result of additional information obtained. The adjustment related to credit-impaired loans acquired in the acquisition that were recorded at fair value and subsequently accounted for in accordance with Accounting Standards Codification ("ASC") Subtopic 310-30 and resulted in a \$1.7 million increase in goodwill. As a result of new information obtained during the third quarter of 2019, about facts and circumstances that existed as of the acquisition date, the Company revised the estimated fair value on two Highlands branches acquired. The adjustment resulted in an increase in goodwill of \$447,000. On January 4, 2020, the Company finalized its review of the acquired assets and liabilities and will not be recording any further adjustments to the carrying value.

Direct costs related to the Highlands acquisition were expensed as incurred. During the years ended 2019 and 2018, the Company incurred \$3.2 million and \$464,000, respectively, of merger and acquisition integration-related expenses, which have been separately stated in the Company's Consolidated Statements of Income.

NOTE 3 - EARNINGS PER SHARE

The Company uses the two class method to compute earnings per common share. Participating securities include non-vested restricted stock and non-vested restricted stock units. The following tables present the computation of basic and diluted earnings per share for the periods presented.

<u>Year Ended December 31, 2020</u>	<u>Income</u>	<u>Shares</u>	<u>Per Share</u>
(in thousands, except per share amounts)	<u>(Numerator)</u>	<u>(Denominator)</u>	<u>Amount</u>
Basic earnings per share			
Net income available to common shareholders	\$ 57,518	50,540	\$ 1.14
Less: earnings allocated to participating securities	511	—	0.01
Net income available to common shareholders	<u>57,007</u>	<u>50,540</u>	<u>1.13</u>
Effect of dilutive securities			
Stock options and restricted stock	—	110	—
Diluted earnings per share			
Net income available to common shareholders plus assumed conversions	<u>\$ 57,007</u>	<u>50,650</u>	<u>\$ 1.13</u>

<u>Year Ended December 31, 2019</u>	<u>Income</u>	<u>Shares</u>	<u>Per Share</u>
(in thousands, except per share amounts)	<u>(Numerator)</u>	<u>(Denominator)</u>	<u>Amount</u>
Basic earnings per share			
Net income available to common shareholders	\$ 70,672	50,477	\$ 1.40
Less: earnings allocated to participating securities	596	—	0.01
Net income available to common shareholders	<u>70,076</u>	<u>50,477</u>	<u>1.39</u>
Effect of dilutive securities			
Stock options and restricted stock	—	165	(0.01)
Diluted earnings per share			
Net income available to common shareholders plus assumed conversions	<u>\$ 70,076</u>	<u>50,642</u>	<u>\$ 1.38</u>

<u>Year Ended December 31, 2018</u>	<u>Income</u>	<u>Shares</u>	<u>Per Share</u>
(in thousands, except per share amounts)	<u>(Numerator)</u>	<u>(Denominator)</u>	<u>Amount</u>
Basic earnings per share			
Net income available to common shareholders	\$ 63,401	47,578	\$ 1.33
Less: earnings allocated to participating securities	582	—	0.01
Net income available to common shareholders	<u>62,819</u>	<u>47,578</u>	<u>1.32</u>
Effect of dilutive securities			
Stock options and restricted stock	—	188	—
Diluted earnings per share			
Net income available to common shareholders plus assumed conversions	<u>\$ 62,819</u>	<u>47,766</u>	<u>\$ 1.32</u>

There were no antidilutive options to purchase common stock to be excluded from the above computations.

NOTE 4 - SECURITIES

All disclosures as of December 31, 2020 are presented in accordance with Topic 326.

The amortized cost, gross unrealized gains and losses and the fair value of the Company's available for sale securities are as follows:

December 31, 2020

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
U.S. Treasury and U.S. government agencies	\$ 63,868	\$ 1,447	\$ (313)	\$ —	\$ 65,002
Mortgage-backed securities, residential	224,978	3,718	(540)	—	228,156
Collateralized mortgage obligations, residential	204,093	4,967	(22)	—	209,038
Mortgage-backed securities, multifamily	1,944	—	—	—	1,944
Collateralized mortgage obligations, multifamily	39,628	1,909	(2)	—	41,535
Asset-backed securities	40,915	—	(225)	—	40,690
Obligations of states and political subdivisions	228,790	5,149	(228)	(1)	233,710
Debt securities	35,056	616	—	(1)	35,671
Total	\$ 839,272	\$ 17,806	\$ (1,330)	\$ (2)	\$ 855,746

December 31, 2019

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury and U.S. government agencies	\$ 135,361	\$ 722	\$ (436)	\$ 135,647
Mortgage-backed securities, residential	224,679	752	(839)	224,592
Collateralized mortgage obligations, residential	275,566	2,433	(712)	277,287
Mortgage-backed securities, multifamily	2,901	59	—	2,960
Collateralized mortgage obligations, multifamily	45,774	574	(123)	46,225
Obligations of states and political subdivisions	58,979	1,077	(35)	60,021
Debt securities	9,000	168	—	9,168
Total	\$ 752,260	\$ 5,785	\$ (2,145)	\$ 755,900

The amortized cost, gross unrealized gains and losses and the fair value of the Company's held to maturity investment securities are as follows:

December 31, 2020

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
U.S. government agencies	\$ 25,565	\$ 779	\$ —	\$ —	\$ 26,344
Mortgage-backed securities, residential	39,276	1,469	(12)	—	40,733
Collateralized mortgage obligations, residential	14,590	532	—	—	15,122
Mortgage-backed securities, multifamily	705	54	—	—	759
Obligations of states and political subdivisions	10,630	280	—	—	10,910
Total	\$ 90,766	\$ 3,114	\$ (12)	\$ —	\$ 93,868

December 31, 2019

(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government agencies	\$ 31,335	\$ 182	\$ (8)	\$ 31,509
Mortgage-backed securities, residential	48,082	562	(121)	48,523
Collateralized mortgage obligations, residential	28,147	172	(55)	28,264
Mortgage-backed securities, multifamily	1,750	4	(2)	1,752
Obligations of states and political subdivisions	12,161	195	—	12,356
Debt securities	2,500	—	—	2,500
Total	<u>\$ 123,975</u>	<u>\$ 1,115</u>	<u>\$ (186)</u>	<u>\$ 124,904</u>

The following table lists contractual maturities of investment securities classified as available for sale and held to maturity as of December 31, 2020. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in thousands)	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 13,410	\$ 13,603	\$ 9,022	\$ 9,078
Due after one year through five years	62,626	64,509	21,535	22,440
Due after five years through ten years	53,139	54,782	3,130	3,193
Due after ten years	198,539	201,489	2,508	2,543
	<u>327,714</u>	<u>334,383</u>	<u>36,195</u>	<u>37,254</u>
Mortgage-backed and asset-backed securities	511,558	521,363	54,571	56,614
Total	<u>\$ 839,272</u>	<u>\$ 855,746</u>	<u>\$ 90,766</u>	<u>\$ 93,868</u>

For the twelve months ended December 31, 2020, proceeds from sales of available-for-sale securities totaled \$130.9 million with gross gains on sales and calls of securities of \$1.3 million and gross losses on sales and calls of securities of \$248,000. There were no sales for the twelve months ended December 31, 2019. Gains or losses on sales of securities are based on the net proceeds and the adjusted carrying amount of the securities sold using the specific identification method.

Securities with a carrying value of approximately \$578.0 million and \$581.1 million at December 31, 2020 and December 31, 2019, respectively, were pledged to secure public deposits and for other purposes required by applicable laws and regulations.

Credit Quality Indicators

Credit ratings, which are updated monthly, are a key measure for estimating the probability of a bond's default and for monitoring credit quality on an on-going basis. For bonds other than U.S. Treasuries and bonds issued or guaranteed by U.S. government agencies, credit ratings issued by one or more nationally recognized statistical rating organization are considered in conjunction with an assessment by the Company's management. Investment grade reflects a credit quality of A or above.

The table below indicates the credit profile of the Company's debt securities held to maturity at amortized cost at December 31, 2020:

(in thousands)	AAA	AA	Total
U.S. Treasury and U.S. government agencies	\$ 25,565	\$ —	\$ 25,565
Mortgage-backed securities, residential	39,276	—	39,276
Collateralized mortgage obligations, residential	14,590	—	14,590
Mortgage-backed securities, multifamily	705	—	705
Obligations of states and political subdivisions	2,959	7,671	10,630
Total	<u>\$ 83,095</u>	<u>\$ 7,671</u>	<u>\$ 90,766</u>

The following tables indicate the length of time individual securities have been in a continuous unrealized loss position for the periods presented:

<u>December 31, 2020</u>	Less Than 12 Months		12 Months or Longer		Total		
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
(dollars in thousands)							
AVAILABLE FOR SALE							
U.S. Treasury and U.S. government agencies	\$ 4,966	\$ 29	\$ 17,652	\$ 284	6	\$ 22,618	\$ 313
Mortgage-backed securities, residential	84,137	471	5,656	69	30	89,793	540
Collateralized mortgage obligations, residential	23,858	22	—	—	7	23,858	22
Mortgage-backed securities, multifamily	1,943	—	—	—	1	1,943	—
Collateralized mortgage obligations, multifamily	2,527	2	—	—	1	2,527	2
Asset-backed securities	40,690	225	—	—	6	40,690	225
Obligations of states and political subdivisions	15,901	228	—	—	10	15,901	228
Total	<u>\$ 174,022</u>	<u>\$ 977</u>	<u>\$ 23,308</u>	<u>\$ 353</u>	<u>\$ 61</u>	<u>\$ 197,330</u>	<u>\$ 1,330</u>
HELD TO MATURITY							
Mortgage-backed securities, residential	2,561	12	—	—	4	2,561	12
Total	<u>\$ 2,561</u>	<u>\$ 12</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 4</u>	<u>\$ 2,561</u>	<u>\$ 12</u>

<u>December 31, 2019</u>	Less Than 12 Months		12 Months or Longer		Total		
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
(dollars in thousands)							
AVAILABLE FOR SALE							
U.S. Treasury and U.S. government agencies	\$ 11,625	\$ 39	\$ 41,617	\$ 397	11	\$ 53,242	\$ 436
Mortgage-backed securities, residential	67,039	313	64,509	526	48	131,548	839
Collateralized mortgage obligations, residential	58,743	248	34,980	464	38	93,723	712
Collateralized mortgage obligations, multifamily	7,651	118	4,878	5	3	12,529	123
Obligations of states and political subdivisions	373	2	6,559	33	5	6,932	35
Total	<u>\$ 145,431</u>	<u>\$ 720</u>	<u>\$ 152,543</u>	<u>\$ 1,425</u>	<u>105</u>	<u>\$ 297,974</u>	<u>\$ 2,145</u>
HELD TO MATURITY							
U.S. government agencies	\$ 3,195	\$ 6	\$ 5,102	\$ 2	2	\$ 8,297	\$ 8
Mortgage-backed securities, residential	5,379	20	8,060	101	10	13,439	121
Collateralized mortgage obligations, residential	7,083	26	2,532	29	6	9,615	55
Mortgage-backed securities, multifamily	—	—	998	2	1	998	2
Total	<u>\$ 15,657</u>	<u>\$ 52</u>	<u>\$ 16,692</u>	<u>\$ 134</u>	<u>19</u>	<u>\$ 32,349</u>	<u>\$ 186</u>

Equity securities at fair value

The Company has an equity securities portfolio which consists of investments in other financial institutions for market appreciation purposes and investments in Community Reinvestment funds; however, as of December 31, 2020, the Company has no investments in other financial institutions. The market value of the equity portfolio was \$14.7 million and \$16.5 million at December 31, 2020 and December 31, 2019, respectively. The Company recorded \$4.1 million and \$1.3 million of proceeds from sales of equity securities for the twelve months ended December 31, 2020 and 2019, respectively. The Company recorded \$552,000 in market value losses on equity securities in noninterest income for the year ended December 31, 2020, \$496,000 in market value gains on equity securities for the year ended December 31, 2019 and market value losses on equity securities of \$583,000 during 2018.

As of December 31, 2020, the Company's investments in Community Reinvestment funds include \$3.5 million that are primarily invested in community development loans that are guaranteed by the SBA. Because the funds are primarily guaranteed by the federal government, there are minimal changes in market value between accounting periods. These funds can be redeemed with 60 days' notice at the net asset value less unpaid management fees with the approval of the fund manager. As of December 31, 2020, the net amortized cost equaled the market value of the investment. There are no unfunded commitments related to these investments.

The Community Reinvestment funds also include \$11.2 million of investment in government guaranteed loans, mortgage-backed securities, small business loans and other instruments supporting affordable housing and economic development as of December 31, 2020. The Company may redeem these funds at the net asset value calculated at the end of the current business day less any unpaid management fees. There are no restrictions on redemptions for the holdings in these investments other than the notice required by the fund manager. There are no unfunded commitments related to these investments.

NOTE 5 – LOANS

When the Company adopted ASU 2016-13 for measuring credit losses, the loan portfolio segmentation was expanded to nine portfolio segments, taking into consideration common loan attributes and risk characteristics, as well as historical reporting metrics and data availability. See Note 1 for a full description of the segments. All disclosures as of December 31, 2020 are presented in accordance with ASU 2016-13. The Company did not reclassify comparative financial periods and has presented those disclosures under previously applicable U.S. GAAP.

The following table summarizes the composition of the Company's loan portfolio:

(in thousands)	December 31, 2020
Non-owner occupied commercial	\$ 2,398,946
Owner occupied commercial	827,092
Multifamily	813,225
Non-owner occupied residential	200,229
Total commercial, secured by real estate	<u>4,239,492</u>
Commercial, industrial and other	718,189
Construction	266,883
Equipment finance	116,690
Residential mortgage	377,380
Consumer	302,598
Total	<u>\$ 6,021,232</u>

(in thousands)	December 31, 2019
Commercial, secured by real estate	\$ 3,589,593
Commercial, industrial and other	431,934
Construction	335,169
Equipment finance	111,076
Residential mortgage	335,191
Consumer	337,977
Total loans	<u>5,140,940</u>
Net deferred fees	<u>(3,117)</u>
Loans, net of deferred fees	<u>\$ 5,137,823</u>

Loans are recognized at amortized cost, which includes principal balance and net deferred loan fees and costs. The Company elected to exclude accrued interest receivable from amortized cost. Accrued interest receivable is reported separately in the Consolidated Balance Sheets and totaled \$16.1 million at December 31, 2020. Loan origination fees and certain direct loan origination costs are deferred and the net fee or cost is recognized in interest income as an adjustment of yield. Net deferred loan fees are included in loans by respective segment and total \$10.0 million at December 31, 2020.

Included in the balance of commercial, industrial and other at December 31, 2020 is \$284.6 million of PPP loans. At December 31, 2020 and December 31, 2019, consumer loans included overdraft deposit balances of \$650,000 and \$789,000, respectively. At December 31, 2020 and December 31, 2019, the Company had \$2.28 billion and \$1.29 billion of loans pledged for potential borrowings at FHLB.

Credit Quality Indicators

Management closely and continually monitors the quality of its loans and assesses the quantitative and qualitative risks arising from the credit quality of its loans. Lakeland assigns a credit risk rating to all loans and loan commitments. The credit risk rating system has been developed by management to provide a methodology to be used by loan officers, department heads and senior management in identifying various levels of credit risk that exist within the loan portfolios. The risk rating system assists senior management in evaluating the loan portfolio and analyzing trends. In assigning risk ratings, management considers, among other things, the borrower's ability to service the debt based on relevant information such as current financial information, historical payment experience, credit documentation, public information and current economic conditions.

Management categorizes loans and commitments into the following risk ratings:

Pass: "Pass" assets are well protected by the current net worth and paying capacity of the obligor or guarantors, if any, or by the fair value of any underlying collateral.

Watch: "Watch" assets require more than the usual amount of monitoring due to declining earnings, strained cash flow, increasing leverage and/or weakening market. These borrowers generally have limited additional debt capacity and modest coverage and average or below average asset quality, margins and market share. Any residential or consumer loan currently on deferment in accordance with the CARES Act or the interagency statement issued by bank regulatory agencies are considered watch or worse.

Special Mention: "Special mention" assets exhibit identifiable credit weakness, which if not checked or corrected could weaken the loan quality or inadequately protect the bank's credit position at some future date.

Substandard: "Substandard" assets are inadequately protected by the current sound worth and paying capacity of the obligors or of the collateral pledged, if any. A substandard loan has a well-defined weakness or weaknesses that may jeopardize the liquidation of the debt.

Doubtful: "Doubtful" assets that exhibit all of the weaknesses inherent in substandard loans, but have the added characteristics that the weaknesses make collection or liquidation in full improbable on the basis of existing facts.

Loss: "Loss" is a rating for loans or portions of loans that are considered uncollectible and of such little value that their continuance as bankable loans is not warranted.

Prior to the adoption of ASU 2016-13, management used a numeric risk rating system with one (1) being the strongest rating and (9), the weakest. Ratings 1 through 5W were considered "Pass" ratings; however a rating of 5W, or "Watch" loans required more than the usual amount of monitoring. Rating 6, "Other Assets Especially Mentioned" was used for loans that are now defined under "Special Mention" above. Ratings of 7, 8 and 9 are defined above as "Substandard," "Doubtful" and "Loss," respectively.

The following table presents the risk category of loans by class of loan and vintage as of December 31, 2020:

(in thousands)	Term Loans by Origination Year						Revolving Loans	Revolving to Term	Total
	2020	2019	2018	2017	2016	Pre-2016			
Non-owner occupied commercial									
Pass	\$ 570,665	\$ 376,681	\$ 217,931	\$ 251,751	\$ 187,605	\$ 509,573	\$ 50,071	\$ 2,246	\$2,166,523
Watch	770	638	8,498	5,936	19,579	47,680	315	—	83,416
Special mention	3,400	3,131	8,377	9,115	19,936	7,894	2,895	—	54,748
Substandard	—	—	2,809	15,903	14,844	60,703	—	—	94,259
Total	574,835	380,450	237,615	282,705	241,964	625,850	53,281	2,246	2,398,946
Owner occupied commercial									
Pass	116,512	76,224	80,244	81,215	62,118	245,330	11,072	179	672,894
Watch	11,347	22,932	411	3,651	8,038	23,612	673	—	70,664
Special mention	—	2,218	929	113	4,317	38,638	—	—	46,215
Substandard	434	16	3,038	641	5,770	27,376	44	—	37,319
Total	128,293	101,390	84,622	85,620	80,243	334,956	11,789	179	827,092
Multifamily									
Pass	251,708	59,694	85,748	93,368	117,155	145,786	21,713	—	775,172
Watch	—	—	600	—	—	8,472	—	—	9,072
Special mention	9,781	—	—	2,399	—	1,124	—	—	13,304
Substandard	—	5,481	—	—	9,512	684	—	—	15,677
Total	261,489	65,175	86,348	95,767	126,667	156,066	21,713	—	813,225
Non-owner occupied residential									
Pass	23,506	24,378	27,752	24,344	21,488	53,200	8,180	171	183,019
Watch	—	300	—	1,174	—	5,757	—	—	7,231
Special mention	—	496	1,199	392	293	656	655	—	3,691
Substandard	876	512	1,200	1,295	692	1,713	—	—	6,288
Total	24,382	25,686	30,151	27,205	22,473	61,326	8,835	171	200,229

Term Loans by Origination Year

(in thousands)	2020	2019	2018	2017	2016	Pre-2016	Revolving Loans	Revolving to Term	Total
Commercial, industrial and other									
Pass	299,091	84,917	16,245	7,216	18,358	41,900	208,519	531	676,777
Watch	287	3,701	156	1,643	301	369	2,324	—	8,781
Special mention	—	—	884	764	2,275	—	4,727	—	8,650
Substandard	7,177	50	3,559	1,547	1,497	729	9,422	—	23,981
Total	306,555	88,668	20,844	11,170	22,431	42,998	224,992	531	718,189
Construction									
Pass	56,734	77,117	69,627	29,303	7,681	328	2,190	—	242,980
Watch	—	—	2,183	11,959	—	—	—	—	14,142
Special mention	—	—	—	8,321	—	—	—	—	8,321
Substandard	—	—	—	206	719	515	—	—	1,440
Total	56,734	77,117	71,810	49,789	8,400	843	2,190	—	266,883
Equipment finance									
Pass	41,528	41,717	20,697	8,834	3,162	426	—	—	116,364
Substandard	—	98	88	74	64	2	—	—	326
Total	41,528	41,815	20,785	8,908	3,226	428	—	—	116,690
Residential mortgage									
Pass	127,336	43,910	34,252	17,548	12,108	139,616	—	—	374,770
Substandard	—	52	233	1,015	—	1,310	—	—	2,610
Total	127,336	43,962	34,485	18,563	12,108	140,926	—	—	377,380
Consumer									
Pass	15,999	9,844	7,490	5,333	4,632	31,861	224,549	166	299,874
Substandard	33	57	31	2	—	2,208	263	130	2,724
Total	16,032	9,901	7,521	5,335	4,632	34,069	224,812	296	302,598
Total loans	<u>\$ 1,537,184</u>	<u>\$ 834,164</u>	<u>\$ 594,181</u>	<u>\$ 585,062</u>	<u>\$ 522,144</u>	<u>\$1,397,462</u>	<u>\$ 547,612</u>	<u>\$ 3,423</u>	<u>\$6,021,232</u>

Prior to the adoption of ASU 2016-13, the Company did not present the risk category of all loans, but only of commercial loans. The following table presents the risk category of commercial loans as of December 31, 2019 by class of loan:

(in thousands)	Commercial, Secured by Real Estate	Commercial, Industrial and Other	Construction	Total Commercial Loans
Risk Rating				
1	\$ —	\$ 898	\$ —	\$ 898
2	—	17,988	—	17,988
3	74,072	39,112	—	113,184
4	965,825	107,376	17,941	1,091,142
5	2,332,863	215,975	307,824	2,856,662
5W - Watch	100,347	30,192	6,959	137,498
6 - Other assets especially mentioned	55,438	11,328	—	66,766
7 - Substandard	61,048	9,065	2,445	72,558
Total	<u>\$ 3,589,593</u>	<u>\$ 431,934</u>	<u>\$ 335,169</u>	<u>\$ 4,356,696</u>

Past Due and Non-accrual Loans

Loans are considered past due if required principal and interest payments have not been received as of the date such payments were contractually due. A loan is generally considered non-performing when it is placed on non-accrual status. A loan is generally placed on non-accrual status when it becomes 90 days past due if such loan has been identified as presenting uncertainty with respect to the collectability of interest and principal. A loan past due 90 days or more may remain on accruing status if such loan is both well secured and in the process of collection.

In the absence of other intervening factors, loans granted payment deferrals related to COVID-19 are not reported as past due or placed on non-accrual status provided the borrowers have met the criteria in the CARES Act or otherwise have met the criteria included in an interagency statement issued by bank regulatory agencies.

The following table presents the payment status of the recorded investment in past due loans, including PCD loans, as of December 31, 2020 by class of loans.

(in thousands)	Past Due					Total	Total Loans
	Current	30 - 59 Days	60 - 89 Days	Greater than 89 days			
Commercial, secured by real estate:							
Non-owner occupied commercial	\$ 2,384,233	\$ 1,256	\$ 306	\$ 13,151	\$ 14,713	\$ 2,398,946	
Owner occupied commercial	811,408	2,759	350	12,575	15,684	827,092	
Multifamily	812,597	208	—	420	628	813,225	
Non-owner occupied residential	197,802	482	294	1,651	2,427	200,229	
Total commercial, secured by real estate	4,206,040	4,705	950	27,797	33,452	4,239,492	
Commercial, industrial and other	716,337	125	—	1,727	1,852	718,189	
Construction	265,649	—	—	1,234	1,234	266,883	
Equipment finance	115,124	1,338	98	130	1,566	116,690	
Residential mortgage	374,370	1,046	156	1,808	3,010	377,380	
Consumer	300,127	1,041	73	1,357	2,471	302,598	
Total	<u>\$ 5,977,647</u>	<u>\$ 8,255</u>	<u>\$ 1,277</u>	<u>\$ 34,053</u>	<u>\$ 43,585</u>	<u>\$ 6,021,232</u>	

An aging analysis of past due loans, excluding PCI loans, which were accounted for on a pool basis, segregated by class of loans as of December 31, 2019.

(in thousands)	Past Due				Total	Total Loans
	Current	30-59 Days	60-89 Days	Greater than 89 days		
Commercial, secured by real estate	\$ 3,569,008	\$ 3,578	\$ 1,200	\$ 9,702	\$ 14,480	\$ 3,583,488
Commercial, industrial and other	429,502	353	71	1,064	1,488	430,990
Construction	333,418	—	—	967	967	334,385
Equipment financing	110,546	166	80	284	530	111,076
Residential mortgage	331,337	1,138	251	2,075	3,464	334,801
Consumer	334,059	1,573	287	1,533	3,393	337,452
Total	<u>\$ 5,107,870</u>	<u>\$ 6,808</u>	<u>\$ 1,889</u>	<u>\$ 15,625</u>	<u>\$ 24,322</u>	<u>\$ 5,132,192</u>

The following table presents information on non-accrual loans, including PCD loans on non-accrual, at December 31, 2020:

(in thousands)	Non-accrual	Interest Income Recognized on Non-accrual Loans	Amortized Cost Basis of Loans >= 90 days Past due but still accruing	Amortized Cost Basis of Non-accrual Loans without Related Allowance
Non-owner occupied commercial	\$ 16,537	\$ —	\$ —	\$ 14,719
Owner occupied commercial	14,271	—	—	12,371
Multifamily	626	—	—	—
Non-owner occupied residential	2,217	—	—	1,580
Commercial, industrial and other	2,633	—	—	1,418
Construction	1,440	—	—	1,234
Equipment finance	327	—	—	—
Residential mortgage	2,469	—	—	1,015
Consumer	2,243	—	1	—
Total	<u>\$ 42,763</u>	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ 32,337</u>

The following table presents non-accrual loans, excluding PCI loans, at December 31, 2019:

(in thousands)	December 31, 2019
Commercial, secured by real estate	\$ 12,314
Commercial, industrial and other	1,539
Construction	967
Equipment finance	284
Residential mortgage	3,428
Consumer	2,606
Total non-accrual loans	<u>\$ 21,138</u>

At December 31, 2020, there was one loan with a recorded investment of \$1,000 that was past due more than 89 days and still accruing and at December 31, 2019, no loans were past due more than 89 days and still accruing. The Company had \$1.7 million and \$2.0 million in residential mortgages and consumer home equity loans included in total non-accrual loans that were in the process of foreclosure.

Impaired Loans

The following table presents, under previously applicable GAAP, loans individually evaluated for impairment by the portfolio segments existing at December 31, 2019 and 2018.

December 31, 2019	Recorded Investment in Impaired Loans	Contractual Unpaid Principal Balance	Related Allowance	Interest Income Recognized	Average Investment in Impaired Loans
(in thousands)					
Loans without related allowance:					
Commercial, secured by real estate	\$ 12,478	\$ 12,630	\$ —	\$ 164	\$ 10,386
Commercial, industrial and other	1,391	1,381	—	16	1,334
Construction	1,663	1,661	—	2	82
Equipment finance	—	—	—	—	—
Residential mortgage	803	815	—	—	233
Consumer	—	—	—	—	—
Loans with related allowance:					
Commercial, secured by real estate	3,470	3,706	228	190	4,554
Commercial, industrial and other	113	113	5	6	113
Construction	—	—	—	—	—
Equipment finance	23	23	10	—	21
Residential mortgage	1,512	1,682	104	19	926
Consumer	671	765	5	29	693
Total:					
Commercial, secured by real estate	\$ 15,948	\$ 16,336	\$ 228	\$ 354	\$ 14,940
Commercial, industrial and other	1,504	1,494	5	22	1,447
Construction	1,663	1,661	—	2	82
Equipment finance	23	23	10	—	21
Residential mortgage	2,315	2,497	104	19	1,159
Consumer	671	765	5	29	693
	<u>\$ 22,124</u>	<u>\$ 22,776</u>	<u>\$ 352</u>	<u>\$ 426</u>	<u>\$ 18,342</u>

December 31, 2018 (in thousands)	Recorded Investment in Impaired Loans	Contractual Unpaid Principal Balance	Related Allowance	Interest Income Recognized	Average Investment in Impaired Loans
Loans without related allowance:					
Commercial, secured by real estate	\$ 9,284	\$ 9,829	\$ —	\$ 188	\$ 7,369
Commercial, industrial and other	1,151	1,449	—	19	1,834
Construction	—	—	—	—	726
Equipment finance	301	597	—	—	376
Residential mortgage	—	—	—	4	242
Consumer	—	—	—	—	—
Loans with related allowance:					
Commercial, secured by real estate	7,270	7,597	307	317	7,594
Commercial, industrial and other	209	209	7	12	209
Construction	—	—	—	—	—
Equipment finance	30	30	14	—	19
Residential mortgage	730	884	4	20	745
Consumer	727	765	6	32	898
Total:					
Commercial, secured by real estate	\$ 16,554	\$ 17,426	\$ 307	\$ 505	\$ 14,963
Commercial, industrial and other	1,360	1,658	7	31	2,043
Construction	—	—	—	—	726
Equipment finance	331	627	14	—	395
Residential mortgage	730	884	4	24	987
Consumer	727	765	6	32	898
	<u>\$ 19,702</u>	<u>\$ 21,360</u>	<u>\$ 338</u>	<u>\$ 592</u>	<u>\$ 20,012</u>

Troubled Debt Restructurings

Loans are classified as troubled debt restructured loans ("TDR") in cases where borrowers experience financial difficulties and Lakeland makes certain concessionary modifications to contractual terms. Restructured loans typically involve a modification of terms such as a reduction of the stated interest rate, a moratorium of principal payments and/or an extension of the maturity date at a stated interest rate lower than the current market rate of a new loan with similar risk.

At December 31, 2020 and 2019, TDRs totaled \$5.0 million and \$7.3 million, respectively. Accruing TDRs totaled \$3.9 million and non-accrual TDRs totaled \$1.1 million at December 31, 2020. Accruing TDRs and non-accrual TDRs totaled \$5.7 million and \$1.6 million, respectively, at December 31, 2019.

There were no new TDRs in 2020. The following table summarizes loans that were restructured during 2019:

(dollars in thousands)	For the Year Ended December 31, 2019		
	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment
Real estate - construction	1	694	694
Home equity and consumer	2	83	83
Total	<u>3</u>	<u>\$ 777</u>	<u>\$ 777</u>

The following table presents loans modified as TDRs within the previous twelve months from December 31, 2020 and 2019 that have defaulted during the subsequent twelve months:

(dollars in thousands)	For the Year Ended December 31, 2020		For the Year Ended December 31, 2019	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Consumer	—	—	2	83

At December 31, 2020, approximately \$9.7 million of loans, or 0.2% of total loans, remained on COVID-related deferral. During the second half of 2020, many 90-day loan deferments expired and borrowers began paying their pre-deferral loan payments. For most commercial loans, borrowers are paying their pre-deferral loan payments plus an additional monthly amount to catch up on the payments that were deferred. None of these modifications were considered TDRs.

Purchased Credit Deteriorated Loans

The Company adopted ASU 2016-13, using the prospective transition approach for financial assets purchased with credit deterioration ("PCD") that were previously classified as purchased credit impaired ("PCI") and accounted for under ASC 310-30. Management did not reassess whether PCI assets met the criteria of PCD assets as of the date of adoption, in accordance with ASU 2016-13. Upon adoption, the amortized cost basis of PCD assets was adjusted to reflect the addition of \$1.3 million to the allowance for credit losses. The remaining noncredit discount, based on the adjusted amortized cost basis, will be accreted into interest income at the effective interest rate as of January 1, 2020.

In accordance with ASC 310-30, prior to the adoption of ASU 2016-13, the following presents the carrying value of the purchased credit impaired loans ("PCI") loans acquired in mergers:

(in thousands)	December 31, 2019
<u>Acquisition</u>	
Highlands	\$ 8,194
Pascack Community Bank	113
Harmony Bank	441
Total	<u>\$ 8,748</u>

The following table presents the changes in accretable yield for PCI loans during the year ended December 31, 2019 in accordance with ASC 310-30, prior to the adoption of ASU 2016-13:

(in thousands)	2019
Balance, beginning of period	\$ 81
Acquisitions	1,431
Accretion	(1,236)
Net reclassification non-accretable difference	87
Balance, end of period	<u>\$ 363</u>

Related Party Loans

Lakeland has entered into lending transactions in the ordinary course of business with directors, executive officers, principal stockholders and affiliates of such persons on similar terms, including interest rates and collateral, as those prevailing for comparable transactions with other borrowers not related to Lakeland. At December 31, 2020 and 2019, loans to these related parties amounted to \$75.7 million and \$55.4 million, respectively. There were new loans of \$2.2 million to related parties and repayments of \$6.6 million from related parties in 2020. There was a net addition of \$24.7 million in existing loans for related party relationships that either commenced or ceased during 2020.

Mortgages Held for Sale

Residential mortgages originated by the bank and held for sale in the secondary market are carried at the lower of cost or fair market value. Fair value is generally determined by the value of purchase commitments on individual loans. Losses are recorded as a valuation allowance and charged to earnings. As of December 31, 2020, Lakeland had \$1.3 million in mortgages held for sale compared to \$1.7 million as of December 31, 2019.

Equipment Finance Receivables

Future minimum payments of equipment finance receivables at December 31, 2020 are expected as follows:

(in thousands)		
2021	\$	38,605
2022		32,001
2023		24,379
2024		15,295
2025		5,378
Thereafter		1,032
	\$	<u>116,690</u>

Other Real Estate and Other Repossessed Assets

At December 31, 2020, Lakeland had no other real estate owned, while at December 31, 2019, Lakeland had other real estate of \$563,000, consisting of residential property acquired as a result of foreclosure proceedings or through a deed in lieu of foreclosure. Lakeland held no other repossessed assets at December 31, 2020 or 2019. For the years ended December 31, 2020, 2019 and 2018, Lakeland had writedowns of \$39,000, \$153,000 and \$70,000, respectively, recorded in other real estate and repossessed asset expense in the Consolidated Statement of Income.

NOTE 6 - ALLOWANCE FOR CREDIT LOSSES

The Company adopted the ASU 2016-13 standard, which requires the measurement of expected credit losses for financial assets measured at amortized cost, including loans and certain off-balance-sheet credit exposures. See Note 1 - Summary of Significant Accounting Policies for a description of the adoption of ASU 2016-13 and the Company's allowance methodology.

Under the standard, the Company's methodology for determining the allowance for credit losses on loans is based upon key assumptions, including the lookback periods, historic net charge-off factors, economic forecasts, reversion periods, prepayments and qualitative adjustments. The allowance is measured on a collective, or pool, basis when similar risk characteristics exist. Loans that do not share common risk characteristics are evaluated on an individual basis and are excluded from the collective evaluation. At December 31, 2020, loans totaling \$5.98 billion were evaluated collectively and the allowance on these balances totaled \$69.8 million and loans evaluated on an individual basis totaled \$42.0 million with the specific allocations of the allowance for credit losses totaling \$1.3 million.

Allowance for Credit Losses - Loans

The allowance for credit losses is summarized in the following table:

(in thousands)	2020	2019
Balance at beginning of the period	\$ 40,003	\$ 37,688
Impact of adopting ASU 2016-13	6,656	—
Charge-offs	(2,053)	(1,936)
Recoveries	541	2,121
Net (charge-offs) recoveries	(1,512)	185
Provision for credit loss - loans	25,977	2,130
Balance at end of the period	\$ <u>71,124</u>	\$ <u>40,003</u>

Accrued interest receivable on loans, reported as a component of accrued interest receivable on the consolidated balance sheet, totaled \$16.1 million at December 31, 2020. The Company made the election to exclude accrued interest receivable from the estimate of credit losses.

The following table details activity in the allowance for credit losses by portfolio segment for the years ended December 31, 2020 and 2019:

(in thousands)	Balance at 12/31/2019	Impact of adopting ASU 2016-13	Charge-offs	Recoveries	Provision for Credit Loss - Loans	Balance at 12/31/2020
Non-owner occupied commercial	\$ —	\$ 17,027	\$ (53)	\$ 29	\$ 8,907	\$ 25,910
Owner occupied commercial	—	3,080	(369)	21	1,223	3,955
Multifamily	—	3,717	—	—	3,536	7,253
Non-owner occupied residential	—	2,801	—	22	498	3,321
Commercial, secured by real estate (1)	28,950	(28,950)	—	—	—	—
Commercial, industrial and other	3,289	2,850	(814)	207	8,133	13,665
Construction	2,672	(2,396)	(77)	100	487	786
Equipment finance	957	2,481	(284)	65	3,333	6,552
Residential mortgage	1,725	1,217	(116)	21	776	3,623
Consumer	2,410	4,829	(340)	76	(916)	6,059
Total	<u>\$ 40,003</u>	<u>\$ 6,656</u>	<u>\$ (2,053)</u>	<u>\$ 541</u>	<u>\$ 25,977</u>	<u>\$ 71,124</u>

(in thousands)	Balance at 12/31/2018	Charge-offs	Recoveries	Provision for Loan Loss	Balance at 12/31/2019
Commercial, secured by real estate	\$ 27,881	\$ (544)	\$ 251	\$ 1,362	\$ 28,950
Commercial, industrial and other	1,742	(645)	1,100	1,092	3,289
Construction	3,015	—	126	(469)	2,672
Equipment finance	987	(414)	332	52	957
Residential mortgage	1,566	(50)	66	143	1,725
Consumer	2,497	(283)	246	(50)	2,410
Total	<u>\$ 37,688</u>	<u>\$ (1,936)</u>	<u>\$ 2,121</u>	<u>\$ 2,130</u>	<u>\$ 40,003</u>

(1) With the adoption of ASU 2016-13 in 2020, the Company expanded its portfolio segments.

The allowance for credit losses increased to \$71.1 million, 1.18% of total loans, at December 31, 2020, compared to \$40.0 million, 0.78% of total loans, at December 31, 2019. The increase from December 31, 2019, was primarily due to the adoption of ASU 2016-13 and the impact of COVID-19. The Company adopted ASU 2016-13 at December 31, 2020, and recorded an increase in the allowance for credit losses on loans of \$6.7 million effective January 1, 2020.

The following tables present the recorded investment in loans by portfolio segment and the related allowance for credit or loan losses for the years ended December 31, 2020 and 2019:

(in thousands)	Loans				Allowance for Credit Losses		
	Individually evaluated	Collectively evaluated	Acquired with deteriorated credit quality	Total	Individually evaluated	Collectively evaluated	Total
Non-owner occupied commercial	\$ 12,112	\$ 2,382,717	\$ 4,117	\$ 2,398,946	\$ 355	\$ 25,555	\$ 25,910
Owner occupied commercial	16,547	809,935	610	827,092	96	3,859	3,955
Multifamily	—	813,225	—	813,225	—	7,253	7,253
Non-owner occupied residential	1,459	198,334	436	200,229	43	3,278	3,321
Commercial, industrial and other	1,596	715,129	1,464	718,189	830	12,835	13,665
Construction	515	265,649	719	266,883	—	786	786
Equipment finance	—	116,690	—	116,690	—	6,552	6,552
Residential mortgage	1,490	375,482	408	377,380	—	3,623	3,623
Consumer	—	302,099	499	302,598	31	6,028	6,059
Total loans	<u>\$ 33,719</u>	<u>\$ 5,979,260</u>	<u>\$ 8,253</u>	<u>\$ 6,021,232</u>	<u>\$ 1,355</u>	<u>\$ 69,769</u>	<u>\$ 71,124</u>

(in thousands)	Loans				Allowance for Credit Losses		
	Individually evaluated for impairment	Collectively evaluated for impairment	Acquired with deteriorated credit quality	Total	Individually evaluated for impairment	Collectively evaluated for impairment	Total
Commercial, secured by real estate	\$ 15,948	\$ 3,567,540	\$ 6,105	3,589,593	\$ 228	\$ 28,722	\$ 28,950
Commercial, industrial and other	1,504	429,486	944	431,934	5	3,284	3,289
Construction	1,663	332,722	784	335,169	—	2,672	2,672
Equipment finance	23	111,053	—	111,076	10	947	957
Residential mortgage	2,315	332,486	390	335,191	104	1,621	1,725
Consumer	671	336,781	525	337,977	5	2,405	2,410
Total loans	<u>\$ 22,124</u>	<u>\$ 5,110,068</u>	<u>\$ 8,748</u>	<u>\$ 5,140,940</u>	<u>\$ 352</u>	<u>\$ 39,651</u>	<u>\$ 40,003</u>

Allowance for Credit Losses - Securities

The following table presents the activity in the allowance for credit losses for securities for the twelve months ended December 31, 2020 (in thousands):

(in thousands)	Available for Sale	Held to Maturity	Total
Beginning balance	\$ —	\$ —	\$ —
Impact of adoption of ASU 2016-13	—	30	30
Provision for credit loss - securities	2	(30)	(28)
Ending balance	<u>\$ 2</u>	<u>\$ —</u>	<u>\$ 2</u>

Accrued interest receivable on securities is reported as a component of accrued interest receivable on the consolidated balance sheet and totaled \$3.3 million at December 31, 2020. The Company made the election to exclude accrued interest receivable from the estimate of credit losses on securities.

Allowance for Credit Losses - Off Balance Sheet Exposures

The allowance for credit losses on off-balance sheet exposures is reported in other liabilities in the Consolidated Balance Sheets. The liability represents an estimate of expected credit losses arising from off balance sheet exposures such as letters of credit, guarantees and unfunded loan commitments. The process for measuring lifetime expected credit losses on these exposures is consistent with that for loans as discussed above, but is subject to an additional estimate reflecting the likelihood that funding will occur. No liability is recognized for off balance sheet credit exposures that are unconditionally cancellable by the Company. Adjustments to the liability are reported as a component of credit loss expense.

The following table summarizes the changes in the allowance for credit losses for off-balance sheet exposures for the year ended December 31, 2020 (in thousands):

Balance at beginning of the period	\$	1,778
Impact of adopting ASU 2016-13		(498)
Provision for credit loss - off-balance sheet exposures		1,273
Balance at end of the period	<u>\$</u>	<u>2,553</u>

NOTE 7 - PREMISES AND EQUIPMENT

(in thousands)	Estimated Useful Lives	December 31,	
		2020	2019
Land	Indefinite	\$ 9,926	\$ 10,356
Buildings and building improvements	10 to 50 years	44,312	42,481
Leasehold improvements	10 to 25 years	14,017	14,260
Furniture, fixtures and equipment	2 to 30 years	35,046	31,728
		<u>103,301</u>	<u>98,825</u>
Less accumulated depreciation and amortization		54,806	51,217
		<u>\$ 48,495</u>	<u>\$ 47,608</u>

Depreciation expense was \$6.5 million, \$5.9 million and \$5.3 million for the years ended December 31, 2020, 2019 and 2018, respectively.

NOTE 8 – LEASES

The Company leases certain premises and equipment under operating leases. Portions of certain properties are subleased for terms extending through 2024. The Company adopted Update 2016-02, Topic 842, Leases, on January 1, 2019, and recorded an operating lease right-of-use asset of \$18.7 million, a corresponding liability of \$20.2 million and a cumulative adjustment to retained earnings of \$125,000.

At December 31, 2020, the Company had lease liabilities totaling \$18.2 million and right-of-use assets totaling \$16.8 million related to these leases. At December 31, 2019, the Company had lease liabilities totaling \$19.8 million and right-of-use assets totaling \$18.3 million. The calculated amount of the right-of-use asset and lease liabilities are impacted by the length of the lease term and the discount rate used to calculate the present value of the minimum lease payments. The Company's lease agreements often include one or more options to renew at the Company's discretion. If at lease inception, the Company considers the exercising of a renewal option to be reasonably certain, the Company will include the extended term in the calculation of the right-of-use asset and lease liability. The Company uses its incremental borrowing rate at lease inception, on a collateralized basis, over a similar term. For leases existing prior to January 1, 2019, the rate for the remaining lease term as of January 1, 2019 was used.

For the year ended December 31, 2020, the weighted average remaining lease term for operating leases was 9.69 years and the weighted average discount rate used in the measurement of operating lease liabilities was 3.41%. For the year ended December 31, 2019, the weighted average remaining lease term for operating leases was 10.32 years and the weighted average discount rate used in the measurement of operating lease liabilities was 3.51%.

As the Company elected not to separate lease and non-lease components and instead to account for them as a single lease component, the variable lease cost primarily represents variable payments such as common area maintenance and utilities. Lease costs were as follows:

(in thousands)	2020	2019
Operating lease cost	\$ 3,312	\$ 3,293
Short-term lease cost	—	—
Variable lease cost	90	133
Sublease income	(122)	(122)
Net lease cost	\$ 3,280	\$ 3,304

Rent expense for years ended December 31, 2018, prior to the adoption of ASU 2016-02, was \$3.0 million.

The table below presents other information on the Company's operating leases for the years ended December 31, 2020 and 2019:

(in thousands)	2020	2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 2,790	\$ 2,654
Right-of-use asset obtained in exchange for new operating lease liabilities	1,159	1,748

There were no sale and leaseback transactions, leveraged leases or lease transactions with related parties during the year ended December 31, 2020. At December 31, 2020, the Company had no leases that had not yet commenced.

A maturity analysis of operating lease liabilities and reconciliation of the undiscounted cash flows to the total operating lease liability at December 31, 2020 is as follows:

(in thousands)		
Within one year	\$	3,322
After one year but within three years		5,399
After three years but within five years		4,345
After 5 years		8,693
Total undiscounted cash flows		21,759
Discount on cash flows		(3,576)
Total lease liability	\$	18,183

NOTE 9 - DEPOSITS

The following table sets forth the details of total deposits:

(dollars in thousands)	December 31, 2020		December 31, 2019	
Noninterest-bearing demand	\$ 1,510,224	23.4 %	\$ 1,124,121	21.2 %
Interest-bearing checking	2,057,052	31.9 %	1,797,504	34.0 %
Money market	1,225,890	19.0 %	1,003,149	19.0 %
Savings	584,361	9.1 %	498,201	9.4 %
Certificates of deposit \$250 thousand and under	895,056	13.8 %	652,144	12.3 %
Certificates of deposit over \$250 thousand	183,200	2.8 %	218,660	4.1 %
Total deposits	\$ 6,455,783	100.0 %	\$ 5,293,779	100.0 %

At December 31, 2020, the schedule of maturities of certificates of deposit is as follows:

(in thousands)		
2021	\$	875,066
2022		150,286
2023		43,774
2024		7,792
2025		1,338
Total	\$	<u>1,078,256</u>

At December 31, 2020, certificates of deposit totaling \$236.7 million were obtained through brokers, while \$63.8 million certificates of deposit at December 31, 2019 were obtained through brokers.

NOTE 10 - DEBT

Overnight and Short-Term Borrowings

At December 31, 2020 and 2019, overnight and short-term borrowings from FHLB totaled \$100.0 million and \$200.0 million, respectively. In addition, Lakeland had no overnight and short-term borrowings from correspondent banks at December 31, 2020 and \$85.0 million at December 31, 2019. At December 31, 2020, Lakeland had overnight and short-term federal funds lines available to borrow up to \$215.0 million from correspondent banks. Lakeland may also borrow from the discount window of the Federal Reserve Bank of New York based on the market value of collateral pledged. Lakeland had no borrowings with the Federal Reserve Bank of New York as of December 31, 2020 or 2019.

Other short-term borrowings at December 31, 2020 and 2019 consisted of short-term securities sold under agreements to repurchase totaling \$69.6 million and \$43.7 million, respectively. Securities underlying the agreements were under Lakeland's control. At December 31, 2020, the Company had \$73.4 million in mortgage-backed securities pledged for its short-term securities sold under agreements to repurchase.

FHLB Advances

Advances from the Federal Home Loan Bank ("FHLB") totaled \$25.0 million at December 31, 2020, with a weighted average interest rate of 0.77% and maturity in 2025. At December 31, 2019, advances from the FHLB totaled \$165.8 million, with a weighted average interest rate of 2.24% and fixed maturity dates. These advances were collateralized by first mortgage loans. The advances have prepayment penalties. In 2020, the Company repaid an aggregate of \$114.9 million in advances from the FHLB and recorded \$4.1 million in long-term debt prepayment fees.

Subordinated Debentures

On January 4, 2019, the Company acquired subordinated notes from Highlands. Highlands issued \$5.0 million of fixed rate notes in May 2014. The notes bear interest at a rate of 8.00% per annum until maturity on May 16, 2024. In October 2015, Highlands issued \$7.5 million of fixed rate notes bearing an interest rate of 6.94% until maturity on October 1, 2025.

On September 30, 2016, the Company completed an offering of \$75.0 million of fixed to floating rate subordinated notes due September 30, 2026. The notes will bear interest at a rate of 5.125% per annum until September 30, 2021 and will then reset quarterly to the then current three-month LIBOR plus 397 basis points until maturity in September 30, 2026 or their earlier redemption. The debt is included in Tier 2 capital for the Company. Debt issuance costs totaled \$1.5 million and are being amortized to maturity. Subordinated debt is presented net of issuance costs on the consolidated balance sheet.

In May 2007, the Company issued \$20.6 million of junior subordinated debentures due August 31, 2037 to Lakeland Bancorp Capital Trust IV, a Delaware business trust. The distribution rate on these securities was 6.61% for 5 years and floats at LIBOR plus 152 basis points thereafter. The debentures are the sole asset of the Trust. The Trust issued 20,000 shares of trust preferred securities, \$1,000 face value, for total proceeds of \$20.0 million. The Company's obligations under the debentures and related documents, taken together, constitute a full, irrevocable and unconditional guarantee on a subordinated basis by the Company of the Trust's obligations under the preferred securities. The preferred securities are callable by the Company on or after August 1, 2012, or earlier if the deduction of related interest for federal income taxes is prohibited, treatment as Tier I capital is no longer permitted, or certain other contingencies arise. The preferred securities must be redeemed upon maturity of the debentures in 2037. On August 3, 2015, the Company acquired and extinguished \$10.0 million of Lakeland Bancorp Capital Trust IV debentures and recorded a \$1.8 million gain on the extinguishment of debt.

In June 2003, the Company issued \$20.6 million of junior subordinated debentures due June 30, 2033 to Lakeland Bancorp Capital Trust II, a Delaware business trust. The distribution rate on these securities was 5.71% for 5 years and floats at LIBOR plus 310 basis points thereafter. The debentures are the sole asset of the Trust. The Trust issued 20,000 shares of trust preferred securities, \$1,000 face value, for total proceeds of \$20.0 million. The Company's obligations under the debentures and related documents, taken together, constitute a full, irrevocable and unconditional guarantee on a subordinated basis by the Company of the Trust's obligations under the preferred securities. The preferred securities are callable by the Company on or after June 30, 2008, or earlier if the deduction of related interest for federal income taxes is prohibited, treatment as Tier I capital is no longer permitted, or certain other contingencies arise. The preferred securities must be redeemed upon maturity of the debentures in 2033.

In June 2016, the Company entered into two cash flow swaps totaling \$30.0 million in order to hedge the variable cash outflows associated with the junior subordinated debentures issued to Lakeland Capital Trust II and Lakeland Capital Trust IV. For more information please see Note 20 – Derivatives.

NOTE 11 - STOCKHOLDERS' EQUITY

On October 22, 2019, the Board of Directors of Lakeland approved a new share repurchase program whereby the Company may repurchase up to 2,524,458 shares of its common stock, or approximately 5% of its outstanding shares of common stock at September 30, 2019. The Company had 50,489,161 shares outstanding as of September 30, 2019. Repurchases may be made from time to time through a combination of open market and privately negotiated repurchases. The specific timing, price and quantity of repurchases will be at the discretion of the Company and will depend on a variety of factors, including general market conditions, the trading price of the common stock, legal and contractual requirements and the Company's financial performance. Open market purchases may be conducted in accordance with the limitations of Rule 10b-18 of the Securities and Exchange Commission (the SEC). Repurchases may be made pursuant to trading plans adopted in accordance with SEC Rule 10b5-1, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The repurchase program does not obligate the Company to repurchase any particular number of shares and may be terminated at any time without notice, in the Company's discretion. As of December 31, 2020, the Company had repurchased 131,035 shares.

NOTE 12 - INCOME TAXES

The components of income taxes are as follows:

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Current tax provision	\$ 24,022	\$ 20,418	\$ 30,459
Deferred tax (benefit) expense	(6,763)	2,854	(13,571)
Total provision for income taxes	<u>\$ 17,259</u>	<u>\$ 23,272</u>	<u>\$ 16,888</u>

In 2018, the State of New Jersey enacted changes to the tax law that included a corporate tax surcharge. The surcharge was 2.5% for 2018 and 2019, 1.5% for 2020 and 2021 and would revert to no surcharge in 2022; however, the State of New Jersey enacted further changes to the tax law increasing the surcharge to 2.5% until the end of 2023. The surcharge is scheduled to be eliminated in 2024. In addition to the surcharge, New Jersey adopted the concept of combined, or consolidated, tax filings under a unitary concept for corporations that are part of an affiliated group beginning in 2019. As of July 1, 2018, the Company revalued its deferred tax assets based on the additional surcharge and the combined tax filings. Based on this revaluation, the Company recorded an increase in its net deferred tax asset of \$943,000 to reflect the change in the state tax rates among its subsidiaries.

The income tax provision reconciled to the income taxes that would have been computed at the statutory federal rate of 21% as follows:

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Federal income tax, at statutory rates	\$ 15,703	\$ 19,728	\$ 16,861
Increase (deduction) in taxes resulting from:			
Tax-exempt income	(961)	(952)	(1,096)
State income tax, net of federal income tax effect	2,178	4,322	1,880
Adjustment to net deferred tax asset for change in NJ tax law	—	—	(943)
Excess tax expense (benefits) from employee share-based payments	132	(189)	(318)
Other, net	207	363	504
Provision for income taxes	<u>\$ 17,259</u>	<u>\$ 23,272</u>	<u>\$ 16,888</u>

The net deferred tax asset consisted of the following:

(in thousands)	December 31,	
	2020	2019
Deferred tax assets:		
Allowance for credit losses/Allowance for loan losses	\$ 21,300	\$ 11,937
Stock based compensation plans	985	958
Purchase accounting fair market value adjustments	2,174	3,632
Non-accrued interest	664	381
Deferred compensation	2,570	2,444
Loss on equity securities	50	—
Other-than-temporary impairment loss on investment securities	—	41
Federal net operating loss carryforward	875	875
Unrealized loss on pension plans	13	2
Unrealized loss on derivatives	42	—
Other, net	508	594
Gross deferred tax assets	<u>29,181</u>	<u>20,864</u>
Deferred tax liabilities:		
Core deposit intangible from acquired companies	852	1,235
Undistributed income from subsidiary not consolidated for tax return purposes (REIT)	852	678
Deferred loan costs	1,822	1,461
Depreciation and amortization	793	750
Prepaid expenses	578	443
Deferred gain on securities	—	162
Loss on equity securities	—	65
Unrealized gain on investment securities	4,746	884
Unrealized gains on hedging derivative	—	80
Other	260	301
Gross deferred tax liabilities	<u>9,903</u>	<u>6,059</u>
Net deferred tax assets	<u>\$ 19,278</u>	<u>\$ 14,805</u>

Upon the adoption of ASU 2016-13 in 2020, the Company recorded a net deferred tax asset of \$1.4 million. The Company recorded net deferred tax assets of \$4.3 million as a result of the acquisition of Highlands Bancorp, Inc. in 2019.

The Company evaluates the realizability of its deferred tax assets by examining its earnings history and projected future earnings and by assessing whether it is more likely than not that carryforwards would not be realized. Based upon the majority of the Company's deferred tax assets having no expiration date, the Company's earnings history, and the projections of future earnings, the Company's management believes that it is more likely than not that all of the Company's deferred tax assets as of December 31, 2020 will be realized.

The Company evaluates tax positions that may be uncertain using a recognition threshold of more likely than not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. The Company had no unrecognized tax benefits or related interest or penalties at December 31, 2020 or 2019.

The Company is subject to U.S. federal income tax law as well as income tax of various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few significant exceptions, the Company is no longer subject to U.S. federal examinations by tax authorities for the years before 2017 or to state and local examinations by tax authorities for the years before 2017.

NOTE 13 - EMPLOYEE BENEFIT PLANS

401(k) plan

The Company has a 401(k) plan covering substantially all employees providing they meet eligibility requirements. The Company matches 50% of the first 6% contributed by the participants to the 401(k) plan. The Company's contributions in 2020, 2019 and 2018 totaled \$1.5 million, \$1.3 million and \$1.1 million, respectively.

Supplemental Executive Retirement Plans

In 2003, the Company entered into a SERP agreement with its former CEO that provides annual retirement benefits of \$150,000 a year for 15 years when the former CEO reached the age of 65. Our former CEO retired and is receiving annual retirement benefits pursuant to the plan. In 2008, the Company entered into a SERP agreement with its current CEO that provides annual retirement benefits of \$150,000 for 15 years when the CEO reaches the age of 65. Also in 2008, the Company entered into a SERP with a former Regional President that provides annual retirement benefits of \$90,000 a year for ten years upon his reaching the age of 65. In 2016, the Company entered into a SERP with a former Regional President that provides \$84,500 a year for 15 years upon his reaching the age of 66. Both former Regional Presidents are receiving the annual retirement benefits pursuant to the plans. The Company intends to fund its obligations under the deferred compensation arrangements with the increase in cash surrender value of bank owned life insurance policies. In 2020, 2019 and 2018, the Company recorded compensation expense of \$364,000, \$371,000 and \$83,000, respectively, for these plans. The accrued liability for these plans was \$3.5 million and \$3.4 million for the years ended December 31, 2020 and 2019, respectively.

Deferred Compensation Agreement

In 2015, the Company entered into a Deferred Compensation Agreement with its CEO where it would contribute \$16,500 monthly into a deferral account which would earn interest at an annual rate of the Company's prior year return on equity, provided that the Company's return on equity remained in a range of 0% to 15%. The Company has agreed to make such contributions each month that the CEO is actively employed from February 2015 through December 31, 2022. The expense incurred in 2020, 2019 and 2018 was \$339,000, \$311,000 and \$269,000, respectively, and the accrued liability at December 31, 2020 and 2019 was \$1.6 million and \$1.2 million, respectively. Following the CEO's normal retirement date, he shall be paid out in 180 consecutive monthly installments.

Elective Deferral Plan

In 2015, the Company established an Elective Deferral Plan for eligible executives in which the executive may elect to contribute a portion of their base salaries and bonuses to a deferral account that will earn an interest rate of 75% of the Company's prior year return on equity provided that the return on equity remains in the range of 0% to 15%. The Company recorded an expense of \$162,000, \$136,000 and \$73,000 in 2020, 2019 and 2018, respectively, and had a liability recorded of \$2.6 million and \$2.0 million at December 31, 2020 and 2019, respectively.

Benefit Obligations from Somerset Hills Acquisition

Somerset Hills, acquired by the Company in 2013, entered into a non-qualified Supplemental Executive Retirement Plan ("SERP") with its former Chief Executive Officer and its Chief Financial Officer which entitles them to a benefit of \$48,000 and \$24,000, respectively, per year for 15 years after the earlier of retirement or death. The former Chief Executive Officer and the beneficiary of the Chief Financial Officer are currently being paid out under the plan. As of December 31, 2020 and 2019, the Company had a liability of \$591,000 and \$616,000, respectively, for these SERPs and recognized an expense of \$47,000 and \$59,000 in 2020 and 2019, respectively, while recognizing income of \$1,000 in 2018.

NOTE 14 - DIRECTORS RETIREMENT PLAN

The Company provides a retirement plan for directors appointed to the Company's Board of Directors prior to 2009 who, after completing five years of service, may retire and receive benefit payments ranging from \$5,000 through \$17,500 per annum, depending upon years of credited service, for a period of ten years. This plan is unfunded. The following tables present the status of the plan and the components of net periodic plan cost for the years then ended. The measurement date for the accumulated benefit obligation is December 31 of the years presented.

(in thousands)	December 31,	
	2020	2019
Accrued plan cost included in other liabilities	\$ 655	\$ 646
Amount not recognized as component of net postretirement benefit cost		
Recognized in accumulated other comprehensive income		
Net actuarial loss	\$ 36	\$ 64
Amounts not recognized as a component of net postretirement benefit	\$ 36	\$ 64

The net periodic plan cost included the following components:

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Service cost	\$ 18	\$ 14	\$ 15
Interest cost	17	22	20
Amortization of gain	—	(2)	—
	\$ 35	\$ 34	\$ 35

A discount rate of 2.21%, 2.89% and 3.97% was assumed in the plan valuation for 2020, 2019 and 2018, respectively. As the benefit amount is not dependent upon compensation levels, a rate of increase in compensation assumption was not utilized in the plan valuation.

The directors' retirement plan holds no plan assets. The benefits expected to be paid in each of the next five years and in aggregate for the five years thereafter are as follows:

(in thousands)	
2021	\$ 37
2022	38
2023	38
2024	52
2025	53
2026-2030	200

The Company expects its contribution to the directors' retirement plan to be \$37,000 in 2021.

There is no expected amount to be recognized in accumulated other comprehensive income as a component of net periodic benefit cost in 2021.

NOTE 15 - STOCK-BASED COMPENSATION

The Company's 2018 Omnibus Equity Incentive Plan (the "Plan") authorizes the granting of incentive stock options, supplemental stock options, stock appreciation rights, restricted shares, restricted stock units ("RSUs"), other stock-based awards and cash-based awards to officers, employees and non-employee directors of, and consultants and advisors to, the Company and its subsidiaries. The Plan authorized the issuance of up to 2.0 million shares of Company common stock. The Company previously granted such awards under the 2009 Equity Compensation Program; however, no further awards may be granted from the 2009 program; however, the maximum term of the stock options granted under this program is ten years from the date of grant.

Restricted Stock

The following is a summary of the Company's restricted stock activity during the year ended December 31, 2020:

	Number of Shares	Weighted Average Price
Outstanding, beginning of year	13,110	\$ 15.93
Granted	23,852	14.78
Vested	(13,052)	15.96
Outstanding, end of year	<u>23,910</u>	<u>\$ 14.77</u>

In 2020, the Company granted 23,852 shares of restricted stock to non-employee directors at a grant date fair value of \$14.78 per share under the Company's 2018 Omnibus Equity Incentive Plan. The restricted stock vests one year from the date it was granted. Compensation expense on this restricted stock is expected to be \$353,000 over a one-year period. In 2019, the Company granted 13,052 shares of restricted stock to non-employee directors at a grant date fair value of \$15.96 per share under the Company's 2018 Omnibus Equity Incentive Plan. These shares vested over a one year period and totaled \$208,000 in compensation expense. In 2018, the Company granted 11,575 shares of restricted stock to non-employee directors at a grant date fair value of \$20.30 per share under the Company's 2018 Omnibus Equity Incentive Plan and 2009 Equity Compensation Program. These shares vested over a one year period and totaled \$235,000 in compensation expense.

The total fair value of the restricted stock vested during the year ended December 31, 2020 was approximately \$208,000. Compensation expense recognized for restricted stock was \$242,000, \$212,000 and \$237,000 in 2020, 2019 and 2018, respectively. There was \$110,000 in unrecognized compensation expense related to restricted stock grants as of December 31, 2020, which is to be recognized over a period of 0.42 years.

Restricted Stock Units

The following is a summary of the Company's RSU activity during the year ended December 31, 2020:

	Number of RSUs	Weighted Average Price
Outstanding, beginning of year	300,629	\$ 18.13
Granted	176,869	15.34
Vested	(94,432)	18.84
Forfeited	(10,514)	17.82
Outstanding, end of year	<u>372,552</u>	<u>\$ 16.63</u>

In 2020, the Company granted 176,869 RSUs at a weighted average grant date fair value of \$15.34 per share under the Company's 2018 Omnibus Equity Incentive Plan. The RSUs vest within a range of two to three years. A portion of these RSUs will vest subject to certain performance conditions in the restricted stock unit agreements. There are also certain provisions in the compensation program which state that if a holder of the RSUs reaches a certain age and years of service, the person has effectively earned a portion of the RSUs at that time. Compensation expense on the RSUs granted in 2020 is expected to average approximately \$904,000 per year over a three year period.

In 2019, the Company granted 149,559 RSUs at a weighted average grant date fair value of \$16.54 per share under the Company's 2018 Omnibus Equity Incentive Plan. These RSUs vest within a range of two to three years, with compensation expense expected to average approximately \$825,000 per year over a three year period. In 2018, the Company granted 159,233 RSUs at a weighted average grant date fair value of \$19.09 per share under the Company's 2018 Omnibus Equity Incentive Plan and 2009 Equity Compensation Program. Compensation expense on these RSUs was expected to average \$1.0 million per year over a three year period.

Compensation expense for restricted stock units totaled \$2.4 million, \$2.3 million and \$2.2 million in 2020, 2019 and 2018, respectively. There was approximately \$2.5 million in unrecognized compensation expense related to RSUs as of December 31, 2020, which is expected to be recognized over a period of 1.22 years.

Stock Options

The following is a summary of the Company's stock option activity during the year ended December 31, 2020:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding, beginning of year	31,706	\$ 7.76	0.58	\$ 305,120
Expired	(28,942)	7.83		
Outstanding, end of year	2,764	\$ 6.94	1.07	\$ 15,934
Options exercisable at year-end	2,764	\$ 6.94	1.07	\$ 15,934

As of December 31, 2020 there were no outstanding options granted to directors, while 28,942 options granted to directors were outstanding at December 31, 2019. As of both December 31, 2020 and 2019, there were 2,764 options outstanding under the Somerset Hills' stock option plans. There were no non-vested options under the Company's option plans as of December 31, 2020 and no changes to the non-vested options for the year then ended.

Excess tax deficiencies on stock based compensation were \$132,000 for 2020, while excess tax benefits of stock based compensation totaled \$189,000 and \$318,000 for the years 2019 and 2018, respectively. As of December 31, 2020, there was no unrecognized compensation expense related to unvested stock options. There was no compensation expense recognized for stock options for 2020, 2019 and 2018.

No stock options were exercised in 2020, while the aggregate intrinsic value of options exercised in 2019 was \$265,000 and resulted in cash receipts of \$313,000. No options vested in 2020 and 2019.

NOTE 16 - REVENUE RECOGNITION

The Company's primary source of revenue is interest income generated from loans and investment securities. Interest income is recognized according to the terms of the financial instrument agreement over the life of the loan or investment security unless it is determined that the counterparty is unable to continue making interest payments. Interest income also includes prepaid interest fees from commercial customers, which approximates the interest foregone on the balance of the loan prepaid.

The Company's additional source of income, also referred to as noninterest income, is generated from deposit related fees, interchange fees, loan fees, merchant fees, loan sales and other miscellaneous income and is largely based on contracts with customers. In these cases, the Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The Company considers a customer to be any party to which the Company will provide goods or services that are an output of the Company's ordinary activities in exchange for consideration. There is little seasonality with regards to revenue from contracts with customers and all inter-company revenue is eliminated when the Company's financial statements are consolidated.

Generally, the Company enters into contracts with customers that are short-term in nature where the performance obligations are fulfilled and payment is processed at the same time. Such examples include revenue related to merchant fees, interchange fees and investment services income. In addition, revenue generated from existing customer relationships such as deposit accounts are also considered short-term in nature, because the relationship may be terminated at any time and payment is processed at the time performance obligations are fulfilled. As a result, the Company does not have contract assets, contract liabilities or related receivable accounts for contracts with customers. In cases where collectability is a concern, the Company does not record revenue.

Generally, the pricing of transactions between the Company and each customer is either (i) established within a legally enforceable contract between the two parties, as is the case with the loan sales, or (ii) disclosed to the customer at a specific point in time, as is the case when a deposit account is opened or before a new loan is underwritten. Fees are usually fixed at a specific amount or as a percentage of a transaction amount. No judgment or estimates by management are required to record revenue related to these transactions and pricing is clearly identified within these contracts.

The Company primarily operates in one geographic region, Northern and Central New Jersey, metropolitan New York and contiguous areas. Therefore, all significant operating decisions are based upon analysis of the Company as one operating segment or unit.

We disaggregate our revenue from contracts with customers by contract-type and timing of revenue recognition, as we believe it best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. Noninterest income not generated from customers during the Company's ordinary activities primarily relates to mortgage servicing rights, gains/losses on the sale of investment securities, gains/losses on the sale of other real estate owned, gains/losses on the sale of property, plant and equipment, and income from bank owned life insurance.

The following table sets forth the components of noninterest income for the years ended December 31, 2020, 2019 and 2018:

(in thousands)	2020	2019	2018
Deposit Related Fees and Charges			
Debit card interchange income	\$ 5,431	\$ 5,719	\$ 5,150
Overdraft charges	2,582	4,052	3,938
ATM service charges	522	826	830
Demand deposit fees and charges	540	501	540
Savings service charges	73	107	126
Total	<u>9,148</u>	<u>11,205</u>	<u>10,584</u>
Commissions and Fees			
Loan fees	1,227	1,510	1,264
Wire transfer charges	1,412	1,223	1,093
Investment services income	1,630	1,651	1,314
Merchant fees	833	813	784
Commissions from sales of checks	292	407	434
Safe deposit income	345	364	371
Other income	181	250	264
Total	<u>5,920</u>	<u>6,218</u>	<u>5,524</u>
Gains on Sale of Loans	<u>3,322</u>	<u>1,660</u>	<u>1,329</u>
Other Income			
Gains on customer swap transactions	4,719	3,231	1,992
Title insurance income	177	183	195
Other income	438	1,463	295
Total	<u>5,334</u>	<u>4,877</u>	<u>2,482</u>
Revenue not from contracts with customers	<u>3,386</u>	<u>2,836</u>	<u>2,391</u>
Total Noninterest Income	<u>\$ 27,110</u>	<u>\$ 26,796</u>	<u>\$ 22,310</u>
Timing of Revenue Recognition			
Products and services transferred at a point in time	\$ 23,649	\$ 23,885	\$ 19,844
Products and services transferred over time	75	75	75
Revenue not from contracts with customers	<u>3,386</u>	<u>2,836</u>	<u>2,391</u>
Total Noninterest Income	<u>\$ 27,110</u>	<u>\$ 26,796</u>	<u>\$ 22,310</u>

NOTE 17 - COMMITMENTS AND CONTINGENCIES

Litigation

There are no pending legal proceedings involving the Company or Lakeland other than those arising in the normal course of business. Management does not anticipate that the potential liability, if any, arising out of such legal proceedings will have a material effect on the financial condition or results of operations of the Company and Lakeland on a consolidated basis.

Financial Instruments with Off-Balance-Sheet Risk and Concentrations of Credit Risk

The Company is a party to transactions with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its customers and consists of commitments to extend credit. These transactions involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the accompanying consolidated balance sheets. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract and generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Lakeland evaluates each customer's creditworthiness on a case-by-case basis.

The amount of collateral obtained, if deemed necessary by Lakeland upon extension of credit, is based on management's credit evaluation of the borrower. At December 31, 2020 and 2019, Lakeland had \$1.11 billion and \$1.09 billion, respectively, in commitments to originate loans, including unused lines of credit.

Lakeland issues financial standby letters of credit and performance letters of credit that are conditional commitments issued by Lakeland to guarantee the payment by or performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Lakeland holds deposit accounts, residential or commercial real estate, accounts receivable, inventory and equipment as collateral to support those commitments for which collateral is deemed necessary. The extent of collateral held for those commitments varies based on management's credit evaluation. Lakeland's exposure under these letters of credit would be reduced by actual performance, subsequent termination by the beneficiaries and by any proceeds that Lakeland obtained in liquidating the collateral for the loans, which varies depending on the customer. The maximum potential undiscounted amount of future payments of these letters of credit as of December 31, 2020 and 2019 was \$14.8 million and \$17.2 million, respectively, and they expire through 2024. The fair value of Lakeland's liability for financial standby letters of credit was insignificant at December 31, 2020.

At December 31, 2020 and 2019 there were none and \$100,000, respectively, in commitments to lend additional funds to borrowers whose terms have been modified in troubled debt restructurings.

NOTE 18 - COMPREHENSIVE INCOME (LOSS)

The Company reports comprehensive income or loss in addition to net income from operations. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income.

The following table shows the changes in the balances of each of the components of other comprehensive income for the periods presented.

(in thousands)	Year Ended December 31, 2020		
	Before Tax Amount	Tax Benefit (Expense)	Net of Tax Amount
Unrealized holding gains on securities available for sale arising during the period	\$ 14,049	\$ (3,711)	\$ 10,338
Reclassification adjustment for securities gains included in net income	(1,213)	341	(872)
Net unrealized gains on securities available for sale	12,836	(3,370)	9,466
Unrealized losses on derivatives	(413)	121	(292)
Change in pension liability, net	(36)	11	(25)
Other comprehensive income	<u>\$ 12,387</u>	<u>\$ (3,238)</u>	<u>\$ 9,149</u>

(in thousands)	Year Ended December 31, 2019		
	Before Tax Amount	Tax Benefit (Expense)	Net of Tax Amount
Unrealized holding gains on securities available for sale arising during the period	14,763	(4,045)	10,718
Unrealized losses on derivatives	(828)	242	(586)
Change in pension liability, net	(64)	18	(46)
Other comprehensive income	<u>\$ 13,871</u>	<u>\$ (3,785)</u>	<u>\$ 10,086</u>

Year Ended December 31, 2018

(in thousands)	Before Tax Amount	Tax Benefit (Expense)	Net of Tax Amount
Unrealized holding losses on securities available for sale arising during the period	(4,241)	734	(3,507)
Unrealized gains on derivatives	9	32	41
Change in pension liability, net	29	(9)	20
Other comprehensive loss	<u>\$ (4,203)</u>	<u>\$ 757</u>	<u>\$ (3,446)</u>

(in thousands)	Unrealized Gains (Losses) on Available- for-Sale Securities	Unrealized Gains (Losses) on Derivatives	Pension Items	Total
Balance at January 1, 2018	\$ (3,232)	\$ 862	\$ 21	\$ (2,349)
Adjustment for implementation of ASU 2016-01	(2,043)	—	—	(2,043)
Adjusted balance as of January 1, 2018	(5,275)	862	21	(4,392)
Net current period other comprehensive income (loss)	(3,507)	41	20	(3,446)
Balance at December 31, 2018	\$ (8,782)	\$ 903	\$ 41	\$ (7,838)
Net current period other comprehensive income (loss)	10,718	(586)	(46)	10,086
Balance at December 31, 2019	\$ 1,936	\$ 317	\$ (5)	\$ 2,248
Other comprehensive income (loss) before classifications	10,338	(292)	(25)	10,021
Amounts reclassified from accumulated other comprehensive income	(872)	—	—	(872)
Net current period other comprehensive income (loss)	9,466	(292)	(25)	9,149
Balance at December 31, 2020	<u>\$ 11,402</u>	<u>\$ 25</u>	<u>\$ (30)</u>	<u>\$ 11,397</u>

NOTE 19 - FAIR VALUE MEASUREMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair Value Measurement

Accounting standards related to fair value measurements define fair value, provide a framework for measuring fair value and establish related disclosure requirements. Fair value is broadly defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels giving the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest level priority to unobservable inputs (level 3 measurements).

The three levels of fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities; includes U.S. treasury notes and other U.S. government agency securities that actively trade in over-the-counter markets; equity securities and mutual funds that actively trade in over-the-counter markets.

Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are less active; or inputs other than quoted prices that are observable for the asset or liability including yield curves, volatilities, and prepayment speeds.

Level 3 - Unobservable inputs for the asset or liability that reflect the Company's own assumptions about assumptions that market participants would use in the pricing of the asset or liability and that are consequently not based on market activity but on particular valuation techniques.

The Company's assets that are measured at fair value on a recurring basis are its available for sale investment securities and its interest rate swaps. The Company obtains fair values on its securities using information from a third party servicer. If quoted prices for securities are available in an active market, those securities are classified as Level 1 securities. The Company has U.S. treasury notes and certain equity securities that are classified as Level 1 securities. Level 2 securities were primarily comprised of U.S. agency bonds, residential mortgage-backed securities, obligations of state and political subdivisions and corporate securities. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker-dealer quotes, issuer spreads, bids and offers. On a quarterly basis, the Company reviews the pricing information received from the Company's third party pricing service. This review includes a comparison to non-binding third-party quotes.

The fair values of derivatives are based on valuation models using current market terms (including interest rates and fees), the remaining terms of the agreements and the credit worthiness of the counter-party as of the measurement date (Level 2).

Recurring Fair Value Measurements

The following table sets forth the Company's financial assets that were accounted for at fair value on a recurring basis as of the periods presented by level within the fair value hierarchy. During the years ended December 31, 2020 and 2019, the Company did not make any transfers between recurring Level 1 fair value measurements and recurring Level 2 fair value measurements. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

<u>December 31, 2020</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total Fair Value</u>
(in thousands)				
Assets:				
Investment securities, available for sale				
U.S. Treasury and government agencies	\$ 9,392	\$ 55,610	\$ —	\$ 65,002
Mortgage-backed securities	—	230,100	—	230,100
Collateralized mortgage obligations	—	250,573	—	250,573
Asset-backed securities	—	40,690	—	40,690
Obligations of states and political subdivisions	—	233,710	—	233,710
Corporate debt securities	—	35,671	—	35,671
Total securities available for sale	<u>9,392</u>	<u>846,354</u>	<u>—</u>	<u>855,746</u>
Equity securities, at fair value	—	14,694	—	14,694
Derivative assets	—	80,734	—	80,734
Total Assets	<u>\$ 9,392</u>	<u>\$ 941,782</u>	<u>\$ —</u>	<u>\$ 951,174</u>
Liabilities:				
Derivative liabilities	\$ —	\$ 80,877	\$ —	\$ 80,877
Total Liabilities	<u>\$ —</u>	<u>\$ 80,877</u>	<u>\$ —</u>	<u>\$ 80,877</u>

<u>December 31, 2019</u>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
(in thousands)				
Assets:				
Investment securities, available for sale				
U.S. Treasury and government agencies	\$ 12,580	\$ 123,067	\$ —	\$ 135,647
Mortgage-backed securities	—	227,552	—	227,552
Collateralized mortgage obligations	—	323,512	—	323,512
Obligations of states and political subdivisions	—	60,021	—	60,021
Corporate debt securities	—	9,168	—	9,168
Total securities available for sale	12,580	743,320	—	755,900
Equity securities, at fair value	1,735	14,738	—	16,473
Derivative assets	—	27,123	—	27,123
Total Assets	<u>\$ 14,315</u>	<u>\$ 785,181</u>	<u>\$ —</u>	<u>\$ 799,496</u>
Liabilities:				
Derivative liabilities	\$ —	\$ 26,852	\$ —	\$ 26,852
Total Liabilities	<u>\$ —</u>	<u>\$ 26,852</u>	<u>\$ —</u>	<u>\$ 26,852</u>

Non-Recurring Fair Value Measurements

The Company has a held for sale loan portfolio that consists of residential mortgages that are being sold in the secondary market. The Company records these mortgages at the lower of cost or fair market value. Fair value is generally determined by the value of purchase commitments.

For periods prior to the adoption of ASU 2016-13, loan impairment was deemed to exist when full repayment of principal and interest according to the contractual terms of the loan was no longer probable. Impaired loans were evaluated and valued at the time the loan is identified as impaired at the lower of cost or market value. Because most of Lakeland's impaired loans are collateral dependent, fair value was generally measured based on the value of the collateral, less estimated costs to sell, securing these loans and is classified at a level 3 in the fair value hierarchy. Collateral may be real estate, accounts receivable, inventory, equipment and/or other business assets. The value of the real estate was assessed based on appraisals by qualified third party licensed appraisers. The appraisers may use the income approach to value the collateral using the then market discount rates or capitalization rates to evaluate the property. The value of the equipment may be determined by an appraiser, if significant, inquiry through a recognized valuation resource, or by the value on the borrower's financial statements. Field examiner reviews on business assets may be conducted based on the loan exposure and reliance on this type of collateral. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Impaired loans were reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above.

Other real estate owned (OREO) and other repossessed assets, representing property acquired through foreclosure or deed in lieu of foreclosure, are carried at fair value less estimated disposal costs of the acquired property. Fair value on other real estate owned is based on the appraised value of the collateral using discount rates or capitalization rates similar to those used in impaired loan valuation. The fair value of other repossessed assets is estimated by inquiry through a recognized valuation resource.

Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Changes in economic conditions, locally or nationally, could impact the value of the estimated amounts of impaired loans, OREO and other repossessed assets.

The following table summarized the Company's financial assets that are measured at fair value on a non-recurring basis. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

<u>December 31, 2020</u> (in thousands)	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total Fair Value</u>
Assets:				
Individually evaluated loans	\$ —	\$ —	\$ 2,417	\$ 2,417
Loans held for sale	—	1,335	—	1,335

<u>December 31, 2019</u> (in thousands)	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total Fair Value</u>
Assets:				
Impaired loans	\$ —	\$ —	\$ 5,789	\$ 5,789
Loans held for sale	—	1,743	—	1,743
Other real estate owned and other repossessed assets	—	—	563	563

Fair Value of Certain Financial Instruments

Estimated fair values have been determined by the Company using the best available data and an estimation methodology suitable for each category of financial instruments. Management is concerned that there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

The estimation methodologies used, the estimated fair values, and recorded book balances at December 31, 2020 and December 31, 2019 are outlined below.

This summary, as well as the table below, excludes financial assets and liabilities for which carrying value approximates fair value. For financial assets, these include cash and cash equivalents. For financial liabilities, these include noninterest-bearing demand deposits, savings and interest-bearing transaction accounts and federal funds sold and securities sold under agreements to repurchase. The estimated fair value of demand, savings and interest-bearing transaction accounts is the amount payable on demand at the reporting date. Carrying value is used because there is no stated maturity on these accounts and the customer has the ability to withdraw the funds immediately. Also excluded from this summary and the following table are those financial instruments recorded at fair value on a recurring basis, as previously described.

The fair value of investment securities held to maturity was measured using information from the same third-party servicer used for investment securities available for sale using the same methodologies discussed above.

FHLB stock is an equity interest that can be sold to the issuing FHLB, to other FHLBs, or to other member banks at its par value. Because ownership of these securities is restricted, they do not have a readily determinable fair value. As such, the Company's FHLB stock is recorded at cost or par value and is evaluated for impairment each reporting period by considering the ultimate recoverability of the investment rather than temporary declines in value. The Company's evaluation primarily includes an evaluation of liquidity, capitalization, operating performance, commitments, and regulatory or legislative events.

The net loan portfolio is valued using an exit price approach, which incorporates a build-up discount rate calculation that uses a swap rate adjusted for credit risk, servicing costs, a liquidity premium and a prepayment premium.

For fixed maturity certificates of deposit, fair value was estimated based on the present value of discounted cash flows using the rates currently offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

The fair value of long-term debt is based upon the discounted value of contractual cash flows. The Company estimates the discount rate using the rates currently offered for similar borrowing arrangements. The fair value of subordinated debentures is based on bid/ask prices from brokers for similar types of instruments.

The fair values of commitments to extend credit and standby letters of credit are estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of guarantees and letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. The fair values of commitments to extend credit and standby letters of credit are deemed immaterial.

The following table summarized the carrying values, fair values and placement in the fair value hierarchy of the Company's financial instruments as of December 31, 2020 and December 31, 2019:

	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2020</u>					
(in thousands)					
Financial Assets:					
Investment securities held to maturity	\$ 90,766	\$ 93,868	\$ —	\$ 93,868	\$ —
Federal Home Loan and other membership bank stock	11,979	11,979	—	11,979	—
Loans, net	5,950,108	5,939,413	—	—	5,939,413
Financial Liabilities:					
Certificates of deposit	1,078,256	1,077,620	—	1,077,620	—
Other borrowings	25,000	25,206	—	25,206	—
Subordinated debentures	118,257	118,208	—	—	118,208
<u>December 31, 2019</u>					
(in thousands)					
Financial Assets:					
Investment securities held to maturity	\$ 123,975	\$ 124,904	\$ —	\$ 121,503	\$ 3,401
Federal Home Loan and other membership bank stock	22,505	22,505	—	22,505	—
Loans, net	5,097,820	5,194,065	—	—	5,194,065
Financial Liabilities:					
Certificates of deposit	870,804	871,418	—	871,418	—
Other borrowings	165,816	166,505	—	166,505	—
Subordinated debentures	118,220	117,992	—	—	117,992

NOTE 20 - DERIVATIVES

Lakeland is a party to interest rate derivatives that are not designated as hedging instruments. Under a program, Lakeland executes interest rate swaps with commercial lending customers to facilitate their respective risk management strategies. These interest rate swaps with customers are simultaneously offset by interest rate swaps that Lakeland executes with a third party, such that Lakeland minimizes its net risk exposure resulting from such transactions. Because the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings. The changes in the fair value of the swaps offset each other, except for the credit risk of the counterparties, which is determined by taking into consideration the risk rating, probability of default and loss given default for all counterparties. As of December 31, 2020 and 2019, Lakeland had \$83.2 million and \$30.0 million, respectively, in securities pledged for collateral on its interest rate swaps.

In June 2016, the Company entered into two cash flow hedges in order to hedge the variable cash outflows associated with its floating rate subordinated debentures. For more information, see Note 10 to the Company's consolidated financial statements. The notional value of these hedges was \$30.0 million. The Company's objective in using the cash flow hedge is to add stability to interest expense and to manage its exposure to interest rate movements. The Company used interest rate swaps designated as cash flow hedges which involved the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. In these particular hedges the Company is paying a third party an average of 1.10% in exchange for a payment at 3 month LIBOR. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in accumulated other comprehensive income and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the year ended December 31, 2020, the Company did not record any hedge

ineffectiveness. The Company recognized \$50,000 of accumulated other comprehensive expense that was reclassified into interest expense during 2020. The Company did not enter into any hedges in 2020.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's debt. Until maturity in June 2021, the Company estimates that \$129,000 will be reclassified as an increase to interest expense should the rate environment remain the same.

The following table presents summary information regarding these derivatives for the periods presented (dollars in thousands):

<u>December 31, 2020</u>	<u>Notional Amount</u>	<u>Average Maturity (Years)</u>	<u>Weighted Average Rate Fixed</u>	<u>Weighted Average Variable Rate</u>	<u>Fair Value</u>
Classified in Other Assets:					
Third party interest rate swaps	\$ 73,075	9.5	3.20 %	1 Mo. LIBOR +2.55	\$ 503
Customer interest rate swaps	907,069	8.7	3.79 %	1 Mo. LIBOR + 1.99	80,231
Classified in Other Liabilities:					
Customer interest rate swaps	\$ 73,075	9.5	3.20 %	1 Mo. LIBOR + 2.55	\$ (503)
Third party interest rate swaps	907,069	8.7	3.79 %	1 Mo. LIBOR + 1.99	(80,231)
Interest rate swap (cash flow hedge)	30,000	0.5	1.10 %	3 Mo. LIBOR	(143)
<u>December 31, 2019</u>	<u>Notional Amount</u>	<u>Average Maturity (Years)</u>	<u>Weighted Average Rate Fixed</u>	<u>Weighted Average Variable Rate</u>	<u>Fair Value</u>
Classified in Other Assets:					
3rd Party interest rate swaps	\$ 85,796	9.0	3.51 %	1 Mo. LIBOR + 1.95	\$ 947
Customer interest rate swaps	473,273	9.9	4.32 %	1 Mo. LIBOR + 1.93	25,905
Interest rate swap (cash flow hedge)	30,000	1.5	1.10 %	3 Mo. LIBOR	271
Classified in Other Liabilities:					
Customer interest rate swaps	\$ 85,796	9.0	3.51 %	1 Mo. LIBOR + 1.95	\$ (947)
3rd party interest rate swaps	473,273	9.9	4.32 %	1 Mo. LIBOR + 1.93	(25,905)

NOTE 21 - REGULATORY MATTERS

The Bank Holding Company Act of 1956 restricts the amount of dividends the Company can pay. Accordingly, dividends should generally only be paid out of current earnings, as defined. The New Jersey Banking Act of 1948 restricts the amount of dividends paid on the capital stock of New Jersey chartered banks. Accordingly, no dividends shall be paid by such banks on their capital stock unless, following the payment of such dividends, the capital stock of Lakeland will be unimpaired, and: (1) Lakeland will have a surplus, as defined, of not less than 50% of its capital stock, or, if not, (2) the payment of such dividend will not reduce the surplus, as defined, of Lakeland. Under these limitations, approximately \$671.5 million was available for payment of dividends from Lakeland to the Company as of December 31, 2020.

The Company and Lakeland are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory – and possible additional discretionary – actions by regulators that, if undertaken, could have a direct material effect on the Company's and Lakeland's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's and Lakeland's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and Lakeland's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulations to ensure capital adequacy require the Company and Lakeland to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2020, that the Company and Lakeland met all capital adequacy requirements to which they are subject.

As of December 31, 2020, the most recent notification from the FDIC categorized Lakeland as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, Lakeland must maintain minimum total risk-based, Tier 1 risk-based, common equity Tier 1 capital and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the institution's category.

As of December 31, 2020 and 2019, the Company and Lakeland have the following capital ratios based on the then current regulations:

(dollars in thousands)	Actual		For Capital Adequacy Purposes with Capital Conservation Buffer		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<u>December 31, 2020</u>						
Total capital (to risk-weighted assets)						
Company	\$ 783,107	12.84 %	≥	\$ 640,632	≥ 10.50%	N/A N/A
Lakeland	745,276	12.22 %		640,416	10.50 %	≥ \$ 609,920 ≥ 10.00%
Tier 1 capital (to risk-weighted assets)						
Company	\$ 623,644	10.22 %	≥	\$ 518,607	≥ 8.50%	N/A N/A
Lakeland	672,832	11.03 %		518,432	8.50 %	≥ \$ 487,936 ≥ 8.00%
Common equity Tier 1 capital (to risk-weighted assets)						
Company	\$ 593,644	9.73 %	≥	\$ 427,088	≥ 7.00%	N/A N/A
Lakeland	672,832	11.03 %		426,944	7.00 %	≥ \$ 396,448 ≥ 6.50%
Tier 1 capital (to average assets)						
Company	\$ 623,644	8.37 %	≥	\$ 298,096	≥ 4.00%	N/A N/A
Lakeland	672,832	9.04 %		297,748	4.00 %	≥ \$ 372,185 ≥ 5.00%

(dollars in thousands)	Actual		For Capital Adequacy Purposes with Capital Conservation Buffer		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<u>December 31, 2019</u>						
Total capital (to risk-weighted assets)						
Company	\$ 721,741	13.40 %	≥	\$ 565,504	≥ 10.50%	N/A N/A
Lakeland	681,689	12.67 %		564,981	10.50 %	≥ \$ 538,077 ≥ 10.00%
Tier 1 capital (to risk-weighted assets)						
Company	\$ 593,539	11.02 %	≥	\$ 457,789	≥ 8.50%	N/A N/A
Lakeland	639,908	11.89 %		457,365	8.50 %	≥ \$ 430,462 ≥ 8.00%
Common equity Tier 1 capital (to risk-weighted assets)						
Company	\$ 563,539	10.46 %	≥	\$ 377,003	≥ 7.00%	N/A N/A
Lakeland	639,908	11.89 %		376,654	7.00 %	≥ \$ 349,750 ≥ 6.50%
Tier 1 capital (to average assets)						
Company	\$ 593,539	9.41 %	≥	\$ 252,234	≥ 4.00%	N/A N/A
Lakeland	639,908	10.16 %		252,039	4.00 %	≥ \$ 315,048 ≥ 5.00%

NOTE 22 - GOODWILL AND OTHER INTANGIBLE ASSETS

The Company reported goodwill of \$156.3 million at December 31, 2020 and 2019. The Company recorded \$19.8 million in goodwill from the Highlands merger in January 2019. The Company reviews its goodwill and intangible assets annually, on November 30, or more frequently if conditions warrant, for impairment. In testing goodwill for impairment, the Company compares the estimated fair value of its reporting unit to its carrying amount, including goodwill. The Company has determined that it has one reporting unit, Community Banking. At November 30, 2020, the Company evaluated whether it is more likely than not that the fair value of its one reporting unit is less than its carrying amount, including assessing relevant events and circumstances as a result of the impact of COVID-19, and concluded that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount.

Core deposit intangible was \$3.3 million on December 31, 2020 compared to \$4.3 million on December 31, 2019. The Company recorded core deposit intangible of \$3.7 million for the Highlands acquisition. In 2020 and 2019, amortization of core deposit intangible totaled \$1.0 million and \$1.2 million, respectively. The estimated future amortization expense for each of the succeeding five years ended December 31 is as follows:

(in thousands)		
2021	\$	868
2022		711
2023		554
2024		425
2025		317

NOTE 23 - CONDENSED FINANCIAL INFORMATION - PARENT COMPANY ONLY

Condensed Balance Sheets

	December 31,	
(in thousands)	2020	2019
Assets		
Cash and due from banks	\$ 28,366	\$ 29,981
Equity securities	—	1,735
Investment securities, held to maturity	—	1,000
Investment in subsidiaries	843,711	802,079
Other assets	11,274	9,828
Total Assets	<u>\$ 883,351</u>	<u>\$ 844,623</u>
Liabilities and Stockholders' Equity		
Other liabilities	\$ 1,310	\$ 1,140
Subordinated debentures	118,257	118,220
Total stockholders' equity	763,784	725,263
Total Liabilities and Stockholders' Equity	<u>\$ 883,351</u>	<u>\$ 844,623</u>

Condensed Statements of Income

	Years Ended December 31,		
(in thousands)	2020	2019	2018
Income			
Dividends from subsidiaries	\$ 29,961	\$ 36,905	\$ 30,589
Other income (loss)	(486)	408	(125)
Total Income	<u>29,475</u>	<u>37,313</u>	<u>30,464</u>
Expense			
Interest on subordinated debentures	5,968	5,983	5,141
Noninterest expenses	549	464	506
Total Expense	<u>6,517</u>	<u>6,447</u>	<u>5,647</u>
Income before benefit for income taxes	22,958	30,866	24,817
Income taxes benefit	(1,645)	(1,646)	(1,130)
Income before equity in undistributed income of subsidiaries	24,603	32,512	25,947
Equity in undistributed income of subsidiaries	32,915	38,160	37,454
Net Income Available to Common Shareholders	<u>\$ 57,518</u>	<u>\$ 70,672</u>	<u>\$ 63,401</u>

Condensed Statements of Cash Flows

(in thousands)	Years Ended December 31,		
	2020	2019	2018
Cash Flows from Operating Activities			
Net income	\$ 57,518	\$ 70,672	\$ 63,401
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Gain on sale of equity securities	(149)	—	—
Amortization of subordinated debt costs	37	36	125
Provision for credit losses	(12)	—	—
Change in market value of equity securities	786	(197)	338
Excess tax (deficiency) benefits	(132)	189	318
Increase in other assets	(1,462)	(1,873)	(1,446)
Increase (decrease) in other liabilities	25	121	(6)
Equity in undistributed income of subsidiaries	(32,915)	(38,160)	(37,454)
Net Cash Provided by Operating Activities	23,696	30,788	25,276
Cash Flows from Investing Activities			
Purchases of equity securities	(49)	(82)	(78)
Proceeds from maturity of held to maturity securities	1,000	—	—
Proceeds from sale of equity securities	1,148	1,287	2,155
Net cash received from business acquisition	—	24	—
Net Cash Provided by Investing Activities	2,099	1,229	2,077
Cash Flows from Financing Activities			
Cash dividends paid on common stock	(25,457)	(24,919)	(21,307)
Purchase of treasury stock	(1,452)	—	—
Retirement of restricted stock	(501)	(715)	(763)
Exercise of stock options	—	313	307
Net Cash Used in Financing Activities	(27,410)	(25,321)	(21,763)
Net (decrease) increase in cash and cash equivalents	(1,615)	6,696	5,590
Cash and cash equivalents, beginning of year	29,981	23,285	17,695
Cash and Cash Equivalents, End of Year	\$ 28,366	\$ 29,981	\$ 23,285

ITEM 9 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not Applicable

ITEM 9A – Controls and Procedures.

Disclosure Controls

As of the end of the period covered by this Annual Report on Form 10-K, the Company's management, including the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) pursuant to Securities Exchange Act Rule 15d-15(b).

Based on their evaluation as of December 31, 2020, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective in ensuring that the information required to be disclosed by the Company in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and are operating in an effective manner and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The management of Lakeland Bancorp, Inc. and its subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934.

The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the board of directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions or because of declines in the degree of compliance with policies or procedures.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (2013).

As of December 31, 2020, based on management's assessment, the Company's internal control over financial reporting was effective.

Our independent registered public accounting firm, KPMG LLP, audited our internal control over financial reporting as of December 31, 2020. Their report, dated March 8, 2021, expressed an unqualified opinion on our internal control over financial reporting.

Changes in Internal Controls Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Lakeland Bancorp, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Lakeland Bancorp, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2020 and December 31, 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes (collectively, the consolidated financial statements), and our report dated March 8, 2021 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP

Short Hills, New Jersey
March 8, 2021

ITEM 9B – Other Information.

None.

PART III**ITEM 10 – Directors, Executive Officers and Corporate Governance.**

The Company responds to this Item by incorporating by reference the material responsive to this Item in the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders.

ITEM 11 - Executive Compensation.

The Company responds to this Item by incorporating by reference the material responsive to this Item in the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders.

ITEM 12 - Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The Company responds to this Item by incorporating by reference the material responsive to this Item in the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information about the Company’s common stock that may be issued upon the exercise of options under the Company’s 2018 Omnibus Equity Incentive Plan and the 2009 Equity Compensation Program as of December 31, 2020. These plans were the Company’s only equity compensation plans in existence as of December 31, 2020. The 2018 Omnibus Equity Incentive Plan is the successor to the 2009 Equity Compensation Program and no additional awards will be granted under the 2009 Equity Compensation Program.

<u>Plan Category</u>	(a) Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price Of Outstanding Options, Warrants and Rights	(c) Number Of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected In Column (a))
Equity Compensation Plans Approved by Shareholders	396,462	\$ —	1,626,974
Equity Compensation Plans Not Approved by Shareholders	—	—	—
TOTAL	396,462	\$ —	1,626,974

The number in column (a) does not include a total of 2,764 shares of Lakeland common stock that are issuable upon the exercise of options assumed in the Somerset Hills merger with a weighted average exercise price of \$6.94.

ITEM 13 - Certain Relationships and Related Transactions, and Director Independence.

The Company responds to this Item by incorporating by reference the material responsive to this Item in the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders.

ITEM 14 - Principal Accounting Fees and Services.

The Company responds to this Item by incorporating by reference the material responsive to this Item in the Company’s definitive proxy statement for its 2021 Annual Meeting of Shareholders.

PART IV

ITEM 15 - Exhibits and Financial Statement Schedules.

(a) 1. The following portions of the Company's consolidated financial statements are set forth in Item 8 of this Annual Report:

- (i) Consolidated Balance Sheets as of December 31, 2020 and 2019.
- (ii) Consolidated Statements of Operations for each of the three years in the period ended December 31, 2020.
- (iii) Consolidated Statements of Changes in Stockholders' Equity for each of the three years in the period ended December 31, 2020.
- (iv) Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2020.
- (v) Notes to Consolidated Financial Statements.
- (vi) Report of Independent Registered Public Accounting Firm.

(a) 2. Financial Statement Schedules

All financial statement schedules are omitted as the information, if applicable, is presented in the consolidated financial statements or notes thereto.

(a) 3. Exhibits

- 3.1 Registrant's Restated Certificate of Incorporation, dated July 24, 2018, is incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018.
- 3.2 Registrant's Amended and Restated Bylaws are incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 9, 2020.
- 4.1 Indenture, dated as of September 30, 2016, between Lakeland Bancorp, Inc. and U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 30, 2016
- 4.2 First Supplemental Indenture, dated as of September 30, 2016, between Lakeland Bancorp, Inc. and U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on September 30, 2016.
- 4.3 Description of the Registrant's Securities is incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019
- 10.1⁺ Lakeland Bancorp, Inc. 2018 Omnibus Equity Incentive Plan is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 11, 2018.
- 10.2⁺ Lakeland Bancorp, Inc. 2009 Equity Compensation Program, as amended and restated effective February 27, 2014, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 28, 2014.
- 10.3⁺ Lakeland Bancorp, Inc. Elective Deferral Plan is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 20, 2015.
- 10.4⁺ Lakeland Bancorp, Inc. Directors' Deferred Compensation Plan, as amended and restated, is incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed with the SEC on December 30, 2008.
- 10.5⁺ Employment Agreement, dated as of April 2, 2008 and executed on May 22, 2008, among Lakeland Bancorp, Inc., Lakeland Bank and Thomas J. Shara, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 28, 2008.
- 10.6⁺ Amendment, dated August 7, 2015, to Employment Agreement, dated April 2, 2008 and executed May 22, 2008, among Lakeland Bancorp, Inc., Lakeland Bank and Thomas J. Shara, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 7, 2015.
- 10.7⁺ Supplemental Executive Retirement Plan Agreement for Thomas J. Shara, effective as of April 2, 2008, among Lakeland Bancorp, Inc., Lakeland Bank and Thomas J. Shara is incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 28, 2008.
- 10.8⁺ Deferred Compensation Agreement, dated February 27, 2015, among Lakeland Bancorp, Inc., Lakeland Bank and Thomas J. Shara, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 2, 2015.
- 10.9⁺ Change in Control Agreement, dated as of June 12, 2009, among Lakeland Bancorp, Inc., Lakeland Bank and Ronald E. Schwarz, is incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.
- 10.10⁺ Amendment, dated August 7, 2015, to Change in Control Agreement, dated June 12, 2009, among Lakeland Bancorp, Inc., Lakeland Bank and Ronald E. Schwarz, is incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 7, 2015.
- 10.11⁺ Amendment, dated May 9, 2019, to Change in Control Agreement, dated June 12, 2009, among Lakeland Bancorp, Inc., Lakeland Bank and Ronald E. Schwarz, is incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 9, 2019.
- 10.12⁺ Change of Control Agreement, dated October 31, 2013, among Lakeland Bancorp, Inc., Lakeland Bank and Timothy J. Matteson, is incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.
- 10.13⁺ Amendment, dated November 6, 2014, to Change in Control Agreement, dated October 31, 2013, among Lakeland Bancorp, Inc., Lakeland Bank and Timothy J. Matteson, as incorporated by reference to Exhibit 10.1 to the Registrants' Quarterly Report on Form 10-Q for the quarter ended September 30, 2014.

10.14 ⁺	Amendment, dated August 7, 2015, to Change in Control Agreement, dated October 31, 2013, as amended, among Lakeland Bancorp, Inc., Lakeland Bank and Timothy J. Matteson, is incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2015.
10.15 ⁺	Change in Control Agreement, dated as of April 11, 2016, among Lakeland Bancorp, Inc., Lakeland Bank and James Nigro, is incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2016.
10.16 ⁺	Change in Control Agreement, dated as of March 15, 2017, among Lakeland Bancorp, Inc., Lakeland Bank and Thomas Splaine, is incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 16, 2017.
10.17 ⁺	Amended Change in Control Agreement, dated January 1, 2018, among Lakeland Bancorp, Inc., Lakeland Bank and Ellen Lalwani, is incorporated by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2017.
10.18 ⁺	Change in Control Agreement, dated January 1, 2018, among Lakeland Bancorp, Inc., Lakeland Bank and John Rath, is incorporated by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2017.
10.19 ⁺	Change in Control Agreement, dated March 1, 2019, among Lakeland Bancorp, Inc., Lakeland Bank and Paul Ho Sing Loy, is incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 9, 2019.
10.20 ⁺	Somerset Hills Bancorp 2001 Combined Stock Option Plan is incorporated by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-8 filed with the SEC on June 3, 2013.
10.21 ⁺	Somerset Hills Bancorp 2007 Equity Incentive Plan is incorporated by reference to Exhibit 4.7 to the Registrant's Registration Statement on Form S-8 filed with the SEC on June 3, 2013.
10.22 ⁺	Somerset Hills Bancorp 2012 Equity Incentive Plan is incorporated by reference to Exhibit 4.8 to the Registrant's Registration Statement on Form S-8 filed with the SEC on June 3, 2013.
10.23	Master Agreement, dated October 31, 2017 among Lakeland Bancorp, Inc., Lakeland Bank and Fiserv Solutions, LLC, is incorporated by reference to Exhibit 10.29 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2017.
21.1	Subsidiaries of Registrant.
23.1	Consent of KPMG LLP.
24.1	Power of Attorney.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document (The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibits 101)

+ Denotes management contract or compensatory plan, contract or arrangement.

ITEM 16 – Form 10-K Summary.

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LAKELAND BANCORP, INC.

Dated: March 8, 2021

By: /s/ Thomas J. Shara
Thomas J. Shara
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Bruce D. Bohuny*</u> Bruce D. Bohuny	Director	March 8, 2021
<u>/s/ Mary Ann Deacon*</u> Mary Ann Deacon	Chairman	March 8, 2021
<u>/s/ Brian M. Flynn*</u> Brian M. Flynn	Director	March 8, 2021
<u>/s/ Mark J. Fredericks*</u> Mark J. Fredericks	Director	March 8, 2021
<u>/s/ Brian Gragnolati*</u> Brian Gragnolati	Director	March 8, 2021
<u>/s/ James E. Hanson II*</u> James E. Hanson II	Director	March 8, 2021
<u>/s/ Janeth C. Hendershot*</u> Janeth C. Hendershot	Director	March 8, 2021
<u>/s/ Lawrence R. Inserra, Jr.*</u> Lawrence R. Inserra, Jr.	Director	March 8, 2021
<u>/s/ Robert E. McCracken*</u> Robert E. McCracken	Director	March 8, 2021
<u>/s/ Robert B. Nicholson, III*</u> Robert B. Nicholson, III	Director	March 8, 2021

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Thomas J. Shara</u> Thomas J. Shara	Director, President and Chief Executive Officer (Principal Executive Officer)	March 8, 2021
 <u>/s/ Thomas Splaine</u> Thomas Splaine	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 8, 2021
*By: <u>/s/ Thomas J. Shara</u> Thomas J. Shara Attorney-in-Fact		March 8, 2021

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STOCK LISTING

Common shares of Lakeland Bancorp, Inc., trade on the Nasdaq Global Select under the symbol "LBAI."

DIVIDEND CALENDAR

Dividends on Lakeland Bancorp, Inc. common stock are customarily payable on or about the 15th of February, May, August and November.

REGISTRAR AND TRANSFER AGENT

EQ Shareowner Services

P.O. Box 64874

St Paul, MN 55164-0874

888-556-0419

651-450-4064 (outside the United States)

www.shareowneronline.com

CORPORATE HEADQUARTERS

Lakeland Bancorp, Inc.

250 Oak Ridge Road

Oak Ridge, NJ 07438

973-697-2000

INFORMATION ON LAKELAND BANCORP, INC., CAN ALSO BE FOUND ON THE INTERNET AT LAKELANDBANK.COM





250 Oak Ridge Road | Oak Ridge, NJ 07438
t: 973-697-2000 | LakelandBank.com | Stock symbol: LBAI