BANK OF HAWAII CORP

Form 10-Q April 23, 2018 Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-Q

(Mark One)

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period

ended March 31, 2018

or

o 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: 1-6887

BANK OF HAWAII CORPORATION

(Exact name of registrant as specified in its charter)
Delaware 99-0148992

(State of incorporation) (I.R.S. Employer Identification No.)

130 Merchant Street, Honolulu, Hawaii 96813 (Address of principal executive offices) (Zip Code)

1-888-643-3888

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 x Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company o

Emerging growth company o

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. o

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

As of April 17, 2018, there were 42,267,067 shares of common stock outstanding.

Table of Contents

Bank of Hawaii Corporation Form 10-Q Index

		Page
Part I - Fi	nancial Information	
Item 1.	Financial Statements (Unaudited)	
	Consolidated Statements of Income – Three months ended March 31, 2018 and 2017	2
	Consolidated Statements of Comprehensive Income – Three months ended March 31, 2018 and 2017	<u>3</u>
	Consolidated Statements of Condition – March 31, 2018 and December 31, 2017	<u>4</u>
	Consolidated Statements of Shareholders' Equity – Three months ended March 31, 2018 and 2017	<u>5</u>
	Consolidated Statements of Cash Flows – Three months ended March 31, 2018 and 2017	<u>6</u>
	Notes to Consolidated Financial Statements (Unaudited)	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>47</u>
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	<u>76</u>
Item 4.	Controls and Procedures	<u>76</u>
Part II - C	Other Information	
Item 1A.	Risk Factors	<u>77</u>
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	<u>77</u>
Item 6.	<u>Exhibits</u>	<u>77</u>
<u>Signatures</u>		<u>78</u>
1		

Table of Contents

Bank of Hawaii Corporation and Subsidiaries Consolidated Statements of Income (Unaudited)

Consolidated Statements of Income (Unaudited)				
	Three Months Ended			
	March 31,			
(dollars in thousands, except per share amounts)	2018	2017		
Interest Income				
Interest and Fees on Loans and Leases	\$97,634	\$ 87,937		
Income on Investment Securities	. ,	, ,		
Available-for-Sale	12,141	11,084		
Held-to-Maturity	21,296	19,706		
Deposits	18	5		
Funds Sold	757	890		
Other	300	230		
Total Interest Income	132,146	119,852		
Interest Expense	132,110	117,032		
Deposits Deposits	7,581	3,691		
Securities Sold Under Agreements to Repurchase	4,564	5,185		
Funds Purchased	53	3,163		
Short-Term Borrowings	16	3		
Other Debt	976	1,101		
		9,980		
Total Interest Expense Net Interest Income	13,190	•		
	118,956	109,872		
Provision for Credit Losses	4,125	4,400		
Net Interest Income After Provision for Credit Losses	114,831	105,472		
Noninterest Income	11 101	11 470		
Trust and Asset Management	11,181	11,479		
Mortgage Banking	2,145	3,300		
Service Charges on Deposit Accounts	7,129	8,325		
Fees, Exchange, and Other Service Charges	14,333	13,332		
Investment Securities Gains (Losses), Net		12,133		
Annuity and Insurance	1,206	1,995		
Bank-Owned Life Insurance	1,842	1,497		
Other	6,865	3,855		
Total Noninterest Income	44,035	55,916		
Noninterest Expense				
Salaries and Benefits	54,422	51,165		
Net Occupancy	8,534	8,168		
Net Equipment	5,527	5,501		
Data Processing	3,891	3,410		
Professional Fees	2,773	2,779		
FDIC Insurance	2,157	2,209		
Other	17,080	15,336		
Total Noninterest Expense	94,384	88,568		
Income Before Provision for Income Taxes	64,482	72,820		
Provision for Income Taxes	10,442	21,644		
Net Income	\$54,040	\$ 51,176		
Basic Earnings Per Share	\$1.29	\$ 1.21		
Diluted Earnings Per Share	\$1.28	\$ 1.20		
Dividends Declared Per Share	\$0.52	\$ 0.50		

Basic Weighted Average Shares 42,038,57342,406,006 Diluted Weighted Average Shares 42,358,42542,749,866

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

2

Table of Contents

Bank of Hawaii Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income (Unaudited)

Three Months

Ended March 31,

(dollars in thousands) 2018 2017 Net Income \$54,040 \$51,176

Other Comprehensive Income (Loss), Net of Tax:

Net Unrealized Gains (Losses) on Investment Securities (9,121) 4,894
Defined Benefit Plans 216 146
Total Other Comprehensive Income (Loss) (8,905) 5,040
Comprehensive Income \$45,135 \$56,216

The accompanying notes are an integral part of the Consolidated Financial Statements (Unaudited).

3

Table of Contents

Bank of Hawaii Corporation and Subsidiaries Consolidated Statements of Condition (Unaudited) (dollars in thousands) $\frac{\text{March 31}}{2018}$