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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

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: 001-36580

Green Bancorp, Inc.

(Exact name of registrant as specified in its charter)

TEXAS	**42-1631980**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4000 Greenbriar
Houston, Texas 77098
(Address of principal executive offices, including zip code)

(713) 275 - 8220
(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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer	☐		Accelerated filer	☒
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 6, 2018, there were 37,370,188 outstanding shares of the registrant's Common Stock, par value $0.01 per share.

GREEN BANCORP, INC. AND SUBSIDIARIES
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Special Cautionary Notice Regarding Forward-Looking Statements

Statements and financial discussion and analysis contained in this Quarterly Report on Form 10-Q that are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various facts and derived utilizing numerous important assumptions and are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. You should understand that the following important factors could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements:

- risks related to the concentration of our business within our geographic areas of operation in Texas, including the continued impact of downturns in the energy sector, as well as risks associated with the technology and real estate sectors within our geographic areas of operation in Texas;
- risks related to our energy reserve exposure and energy-related service industry exposure of our total funded loans and the decline in oil prices and our ability to successfully execute our strategy to mitigate these risks;
- our ability to execute on our growth strategy, including through the identification of acquisition candidates that will be accretive to our financial condition and results of operation;
- risks related to the integration of any acquired businesses, including exposure to potential asset quality and credit quality risks and unknown or contingent liabilities, the time and costs associated with integrating systems, technology platforms, procedures and personnel, the need for additional capital to finance such transactions, and possible failures in realizing the anticipated benefits from acquisitions;
- our ability to comply with various governmental and regulatory requirements applicable to financial institutions;
- our ability to meet the supervisory expectations of our regulators and the impact of any regulatory restrictions or supervisory actions imposed on us, including on our ability to grow, conduct acquisitions and pay dividends;
- market conditions and economic trends nationally, regionally and in our target markets, particularly in Texas and the geographic areas in which we operate;
- our ability to attract and retain successful bankers that meet our expectations in terms of customer relationships and profitability;
- risks related to our strategic focus on lending to small to medium-sized businesses;
- risks associated with our commercial and industrial loan portfolio, including the risk for deterioration in value of the general business assets that generally secure such loans;
- potential changes in the prices, values and sales volumes of commercial and residential real estate securing our real estate loans;
- the sufficiency of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;
- risks related to our concentration of loans to a limited number of borrowers and in a limited geographic area;
- our ability to maintain adequate liquidity and to raise necessary capital to fund our acquisition strategy, operations or to meet increased minimum regulatory capital levels;
- changes in market interest rates that affect the pricing of our loans and deposits and our net interest income;
- accounting estimates and risk management processes that rely on analytical and forecasting models;
- our ability to maintain an effective system of disclosure controls and procedures and internal controls over financial reporting;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- potential fluctuations in the market value and liquidity of the securities we hold for sale;

- loss of our executive officers or other key employees could impair our relationship with our customers, employees or vendors and adversely affect our business;
- potential impairment on the goodwill we may record in connection with business acquisitions;
- risks associated with system failures or failures to prevent breaches of our network security;
- a failure in or breach of operational or security systems of the Company's infrastructure, or those of its third-party vendors and other service providers, including as a result of cyber attacks;
- our ability to keep pace with technological changes and difficulties when implementing new technologies;
- risks associated with data processing system failures, breaches and errors;
- risks associated with fraudulent and negligent acts by our customers, employees or vendors;
- the institution and outcome of litigation and other legal proceeding against us or to which we become subject;
- our new lines of business or new products and services may subject us to additional risks;
- legal and regulatory proceedings or the results of regulatory examinations could adversely affect our business, financial condition, and results of operation;
- we are subject to allegations, claims and litigation pertaining to intellectual property from time to time;
- we could experience allegations, claims and litigation pertaining to fiduciary responsibility;
- the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, such as the Dodd-Frank Act;
- governmental monetary and fiscal policies, including the policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve");
- the failure of the Company's enterprise risk management framework to identify or address risks adequately;
- the ability of the Company or Veritex Holdings, Inc. ("Veritex") to obtain regulatory approvals and meet other closing conditions to the proposed Merger Transactions, including approval of the Merger by the Company's shareholders and approval of the Share Issuance by Veritex's shareholders;
- the impact of, and our ability to comply with, formal or informal regulatory actions by federal banking agencies, including any requirements or limitations imposed on us as a result of our confidential supervisory ratings or the results of any regulatory examination;
- many of our new activities and expansion plans require regulatory approvals, and failure to obtain them may restrict our growth;
- financial institutions, such as the Bank, face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations;
- substantial regulatory limitations on changes of control of bank holding companies and banks;
- changes in the scope and cost of Federal Deposit Insurance Corporation (the "FDIC") insurance and other coverages;
- future financial and operating results of Veritex, the Company or the combined company following the proposed Merger Transactions;
- systemic risks associated with the soundness of other financial institutions;
- acts of terrorism, an outbreak of hostilities or other international or domestic calamities, weather or other acts of God and other matters beyond the Company's control; and
- other risks and uncertainties listed from time to time in the Company's reports and documents filed with the Securities and Exchange Commission (the "SEC").

Other factors not identified above, including those described in our Annual Report on Form 10-K for year ended December 31, 2017 under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our Quarterly Reports on Form 10-Q for each quarter ended in 2018 under the heading “Risk Factors,” may also cause actual results to differ materially from those described in our forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond our control. You should consider these factors in connection with considering any forward-looking statements that may be made by us. We undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless we are required to do so by law.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share data)
(Unaudited)

	September 30, 2018	December 31, 2017
ASSETS		
Cash and due from banks	$ 27,124	$ 26,562
Interest bearing deposits in financial institutions and fed funds sold	113,966	114,119
Total cash and cash equivalents	141,090	140,681
Available-for-sale securities, at fair value	610,494	705,539
Held-to-maturity securities, at amortized cost (fair value of $61,667 and $13,146, respectively)	62,595	13,275
Investment in Patriot Bancshares Capital Trusts I and II	666	666
Federal Reserve Bank stock	11,845	11,702
Federal Home Loan Bank of Dallas stock	21,571	14,915
Other investments	10,693	—
Total securities and other investments	717,864	746,097
Loans held for sale	7,627	7,156
Loans held for investment	3,363,354	3,190,485
Allowance for loan losses	(35,186)	(31,220)
Loans, net	3,335,795	3,166,421
Premises and equipment, net	28,873	24,002
Goodwill	85,291	85,291
Core deposit intangibles, net of accumulated amortization	7,584	8,503
Accrued interest receivable	13,438	11,109
Deferred tax asset, net	12,700	8,758
Real estate acquired by foreclosure	2,532	802
Bank owned life insurance	56,457	55,302
Other assets	18,250	14,950
TOTAL ASSETS	$ 4,419,874	$ 4,261,916
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Noninterest-bearing	$ 833,827	$ 803,210
Interest-bearing transaction and savings	1,221,640	1,331,601
Certificates and other time deposits	1,359,005	1,262,332
Total deposits	3,414,472	3,397,143
Securities sold under agreements to repurchase	3,502	5,173
Other borrowed funds	437,000	325,000
Subordinated debentures and subordinated notes	48,161	47,737
Accrued interest payable	5,295	2,841
Other liabilities	21,240	20,227
Total liabilities	3,929,670	3,798,121
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, $0.01 par value, 10,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $0.01 par value, 90,000,000 shares authorized; 37,545,688 and 37,280,822 shares issued at September 30, 2018 and December 31, 2017, respectively; 37,367,688 and 37,102,822 shares outstanding at September 30, 2018 and December 31, 2017, respectively	375	373
Capital surplus	393,476	387,891
Retained earnings	118,276	83,263
Accumulated other comprehensive income, net	(20,670)	(6,479)
Less treasury stock, at cost, 178,000 shares at both September 30, 2018 and December 31, 2017	(1,253)	(1,253)
Total shareholders' equity	490,204	463,795
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 4,419,874	$ 4,261,916

See notes to interim condensed consolidated financial statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
INTEREST INCOME:				
Loans, including fees	$ 46,612	$ 39,549	$ 132,890	$ 114,396
Securities	4,277	4,337	13,569	10,848
Other investments	360	221	1,001	606
Deposits in financial institutions and fed funds sold	651	432	1,803	1,172
Total interest income	51,900	44,539	149,263	127,022
INTEREST EXPENSE:				
Transaction and savings deposits	3,393	2,502	8,880	6,710
Certificates and other time deposits	5,671	4,042	14,454	11,435
Subordinated debentures and subordinated notes	1,120	1,059	3,308	3,151
Other borrowed funds	2,197	657	5,099	1,499
Total interest expense	12,381	8,260	31,741	22,795
NET INTEREST INCOME	39,519	36,279	117,522	104,227
PROVISION FOR LOAN LOSSES	320	2,300	11,880	9,955
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	39,199	33,979	105,642	94,272
NONINTEREST INCOME:				
Customer service fees	2,874	2,365	7,847	6,830
Loan fees	942	871	2,771	2,811
Gain on sale of available-for-sale securities, net	—	(332)	66	(38)
Gain on held-for-sale loans, net	—	(1,294)	—	(1,210)
Gain on sale of guaranteed portion of loans, net	705	1,302	2,758	4,107
Other	952	478	2,674	2,084
Total noninterest income	5,473	3,390	16,116	14,584
NONINTEREST EXPENSE:				
Salaries and employee benefits	13,729	12,487	40,970	37,546
Occupancy	2,068	2,080	6,408	6,125
Professional and regulatory fees	1,359	2,331	5,792	6,627
Data processing	923	924	2,924	2,827
Software license and maintenance	732	464	2,151	1,391
Marketing	354	154	787	516
Loan related	587	271	1,101	1,172
Merger costs	2,955	—	2,955	—
Other	1,425	1,356	5,742	4,313
Total noninterest expense	24,132	20,067	68,830	60,517
INCOME BEFORE INCOME TAXES	20,540	17,302	52,928	48,339
PROVISION FOR INCOME TAXES	4,943	5,895	11,548	16,822
NET INCOME	$ 15,597	$ 11,407	$ 41,380	$ 31,517
EARNINGS PER SHARE:				
Basic	$ 0.42	$ 0.31	$ 1.11	$ 0.85
Diluted	$ 0.41	$ 0.31	$ 1.10	$ 0.85

See notes to interim condensed consolidated financial statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
NET INCOME	$ 15,597	$ 11,407	$ 41,380	$ 31,517
OTHER COMPREHENSIVE LOSS, BEFORE TAX:				
Securities available-for-sale:				
Change in net unrealized gains (losses) on securities available-for-sale	(3,412)	(1,857)	(16,205)	(1,871)
Reclassification of net gains (losses) included in net income	—	—	66	—
Reclassification of unrealized losses on securities transferred to held-to-maturity	—	—	2,188	—
Tax effect	(717)	(650)	(2,930)	(655)
Other comprehensive loss, net of tax, for securities available-for-sale	(2,695)	(1,207)	(11,021)	(1,216)
Securities held-to-maturity:				
Reclassification of unrealized losses on securities transferred from available-for-sale	—	—	(2,188)	—
Amortization of unrealized losses on securities transferred from available-for-sale	80	—	178	—
Other comprehensive loss, net of tax, for securities held-to-maturity	80	—	(2,010)	—
OTHER COMPREHENSIVE LOSS, NET OF TAX	(2,615)	(1,207)	(13,031)	(1,216)
COMPREHENSIVE INCOME	$ 12,982	$ 10,200	$ 28,349	$ 30,301

See notes to interim condensed consolidated financial statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock		Capital	Retained	Accumulated Other Comprehensive	Treasury	
	Shares	Amount	Surplus	Earnings	Income (Loss)	Stock	Total
BALANCE — January 1, 2017	36,988	$ 372	$ 382,961	$ 49,127	$ (725)	$ (1,253)	$ 430,482
Net income	—	—	—	31,517	—	—	31,517
Other comprehensive income (loss)	—	—	—	—	(1,216)	—	(1,216)
Issuance of common stock in connection with exercise of stock options	286	1	469	—	—	—	470
Stock-based compensation expense	—	—	1,058	—	—	—	1,058
BALANCE — September 30, 2017	37,274	$ 373	$ 384,488	$ 80,644	$ (1,941)	$ (1,253)	$ 462,311
BALANCE — January 1, 2018	37,103	$ 373	$ 387,891	$ 83,263	$ (6,479)	$ (1,253)	$ 463,795
Reclassification upon adoption of ASU 2018-02(1)	—	—	—	1,396	(1,396)	—	—
Reclassification upon adoption of ASU 2016-01(1)	—	—	—	(299)	236	—	(63)
Net income	—	—	—	41,380	—	—	41,380
Other comprehensive income (loss)	—	—	—		(13,031)	—	(13,031)
Issuance of common stock in connection with exercise of stock options	265	2	2,882	—	—	—	2,884
Stock-based compensation expense	—	—	2,703	—	—	—	2,703
Cash dividend declared, $0.10 per share	—	—	—	(7,464)	—	—	(7,464)
BALANCE — September 30, 2018	37,368	$ 375	$ 393,476	$ 118,276	$ (20,670)	$ (1,253)	$ 490,204

(1) Adoption of Accounting Standards Updates 2018-02 and 2016-01. See Notes 3 and 14 to interim condensed consolidated financial statements for additional information.

See notes to interim condensed consolidated financial statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 41,380	$ 31,517
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Amortization and accretion of premiums and discounts on securities, net	2,286	1,126
Accretion of loan discounts, net	(3,363)	(3,752)
Amortization of deposit premiums	(578)	(781)
Amortization of core deposit intangibles	919	1,140
Amortization and accretion of borrowing and debt valuation allowance, net	315	315
Amortization of issuance costs of subordinated notes	109	109
Provision for loan losses	11,880	9,955
Depreciation	1,378	1,558
Net gain on sale of available-for-sale securities	(66)	38
Net loss on sale of real estate acquired by foreclosure	—	147
Net gain on loans held-for-sale	—	1,210
Net gain on sale of guaranteed portion of loans	(2,758)	(4,107)
Net market value loss on equity investments	345	—
Originations of government guaranteed loans held-for-sale	(31,083)	—
Proceeds from sales of and principal collected on loans held-for-sale	33,370	15,136
Writedown of real estate acquired by foreclosure	—	304
Stock-based compensation expense	2,853	1,700
Deferred tax benefit	(3,942)	(2,062)
Net change in accrued interest receivable and other assets, net	(3,606)	17,340
Net change in accrued interest payable and other liabilities, net	3,317	2,281
Net cash provided by operating activities	52,756	73,174
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the maturities or calls and paydowns of available-for-sale securities	65,197	55,811
Proceeds from the sale of available-for-sale securities	24,424	349,374
Purchases of available-for-sale securities	(74,191)	(811,919)
Proceeds from the maturities or calls and paydowns of held-to-maturity securities	4,392	5,833
Purchases of held-to-maturity securities	(3,627)	—
Proceeds from sales of guaranteed portion of loans	—	45,957
Proceeds from sales of real estate acquired by foreclosure	—	3,967
Purchases of Federal Home Loan Bank of Dallas stock, net of redemptions	(6,656)	(3,399)
Purchases of Federal Reserve Bank stock	(143)	(395)
Net increase in loans held for investment	(185,113)	(29,778)
Investment in construction of premises and purchases of other fixed assets	(286)	(347)
Net cash used in investing activities	(176,003)	(384,896)

GREEN BANCORP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase (decrease) in deposit accounts	17,907	34,334
Net (decrease) increase in securities sold under agreements to repurchase	(1,671)	2,374
Net proceeds from other short-term borrowed funds	112,000	65,000
Proceeds from other long-term borrowed funds	50,000	—
Repayment of other long-term borrowed funds	(50,000)	—
Proceeds from issuance of common stock due to exercise of stock options	2,884	470
Payments of cash dividends	(7,464)	—
Net cash provided by financing activities	123,656	102,178
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ 409	$ (209,544)
CASH AND CASH EQUIVALENTS:		
Beginning of period	140,681	389,007
End of period	$ 141,090	$ 179,463
NONCASH ACTIVITIES:		
Noncash investing and financing activities - acquisition of real estate through foreclosure of collateral	$ 7,693	$ 5,270
Transfer of loans to held-for-sale	$ —	$ 10,030
Transfer of securities to available-for-sale	$ —	$ 15,883
SUPPLEMENTAL INFORMATION:		
Interest paid	$ 29,442	$ 29,498
Income taxes paid	$ 12,000	$ 11,700

See notes to interim condensed consolidated financial statements.

GREEN BANCORP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(Unaudited)

1. BASIS OF PRESENTATION

The interim condensed consolidated financial statements include the accounts of Green Bancorp, Inc. ("Green Bancorp"), together with Green Bank, N.A., its subsidiary bank, (the "Company"). All intercompany transactions and balances have been eliminated.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial information. In the opinion of management, the interim statements reflect all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows of the Company on a consolidated basis and all such adjustments are of a normal recurring nature. These financial statements and the accompanying notes should be read in conjunction with the financial statements and the notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. Operating results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018 or any other period.

Organization—Green Bancorp is a Texas corporation that was incorporated on October 20, 2004. In 2006 Green Bancorp entered into an agreement and plan of merger with Redstone Bank, National Association ("Redstone Bank"), a national banking association located in Houston, Texas, for the purpose of acquiring all of the issued and outstanding stock of Redstone Bank. The acquisition was completed on December 31, 2006, and Green Bancorp became a bank holding company registered under the Bank Holding Company Act of 1956, as amended.

Green Bank, N.A. (the "Bank") is a national banking association, which was chartered under the laws of the United States of America as a national bank on February 17, 1999, as Redstone Bank. On September 14, 2007, the name was changed to Green Bank, N.A. The Bank provides commercial and consumer banking services in the greater Houston and Dallas metropolitan areas, and Austin, Louisville and Honey Grove.

Merger Agreement—On July 23, 2018, the Company, Veritex, the parent holding company of Veritex Community Bank ("Veritex Bank"), and MustMS, Inc. ("Merger Sub"), a wholly owned subsidiary of Veritex, entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), pursuant to which, subject to the terms and conditions of the Merger Agreement, among other things, (i) Merger Sub will merge with and into the Company (the "Merger"), with the Company continuing as the surviving corporation in the Merger and a wholly owned subsidiary of Veritex, (ii) immediately thereafter, the Company (as the surviving corporation in the Merger) will merge with and into Veritex (together with the Merger, the "Holdco Mergers"), with Veritex being the surviving corporation and (iii) immediately thereafter, Green Bank will merge with and into Veritex Bank, with Veritex Bank continuing as the surviving bank (together with the Holdco Mergers, the "Merger Transactions").

Upon the consummation of the Merger, each share of Company common stock will be converted into the right to receive 0.79 shares of common stock (the "Exchange Ratio"), par value $0.01 per share, of Veritex ("Veritex Common Stock").

The Merger Agreement contains customary representations and warranties and covenants by the Company and Veritex, including, among others, covenants relating to (1) the conduct of each party's business during the period prior to the consummation of the Merger, (2) each party's obligations to facilitate its shareholders' consideration of, and voting upon, the Merger Agreement and the Merger, in the case of the Company, and the issuance of shares of Veritex Common Stock in connection with the Merger (the "Share Issuance"), in the case of Veritex, (3) the recommendation by the parties' respective boards of directors in favor of approval of the Merger Agreement and the Merger Transactions, in the case of the Company, and the Share Issuance, in the case of Veritex, and (4) the Company's non-solicitation obligations relating to alternative business combination transactions. Furthermore, the Merger Agreement provides that, following the consummation of the Merger, the Veritex board will consist of nine members, six of whom are current members of the Veritex board and three of whom are current members of the Company board.

The transaction is subject to customary closing conditions, including, among others, (1) approval of the Merger by the shareholders of the Company and the approval of the Share Issuance by the shareholders of Veritex, (2) receipt of required regulatory approvals, (3) the absence of any law or order prohibiting the consummation of the transactions contemplated by the Merger Agreement (including the Merger Transactions), (4) the effectiveness of the registration statement for the Veritex Common Stock to be issued in the Merger, (5) the approval of the listing on the Nasdaq Global Market of the Veritex Common Stock to be issued in the Merger and (6) the receipt of regulatory approvals without the imposition of a condition that would reasonably be expected to be materially financially burdensome to the business, operations, financial condition or results of operations of the surviving corporation.

Each party’s obligation to consummate the Merger Transactions is also subject to certain additional customary conditions, including (1) subject to certain exceptions, the accuracy of the representations and warranties of the other party, (2) performance in all material respects by the other party of its obligations under the Merger Agreement and (3) receipt by such party of an opinion from its counsel to the effect that the Holdco Mergers, taken together, will qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement provides certain termination rights for both the Company and Veritex and further provides that a termination fee of $40,000,000 will be payable by either the Company or Veritex, as applicable, upon termination of the Merger Agreement under certain circumstances.

In connection with the proposed Merger Transactions, on August 31, 2018, Veritex filed a registration statement on Form S-4 with the SEC, which was amended on October 10, 2018 and became effective on October 12, 2018. Veritex and Green will hold meetings of their respective shareholders on November 15, 2018, at which meetings their respective shareholders may vote upon the Merger Agreement and the Merger, in the case of the Company, and the Share Issuance, in the case of Veritex. In connection therewith, Green and Veritex began mailing a joint proxy statement/prospectus to their respective shareholders on or around October 15, 2018.

Use of Estimates—The preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) 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 and the reported amounts of revenues and expenses during the reported period. The calculation of the allowance for loan losses, the valuation of goodwill and available for sale securities, acquired assets and liabilities and the calculation of stock based compensation are estimates particularly susceptible to significant change in the near term. Actual results could differ from those estimates.

2. EARNINGS PER COMMON SHARE

Basic earnings per common share is computed as net income available to common shareholders divided by the weighted average number of common shares outstanding during the period.

Diluted earnings per common share is computed using the weighted-average number of shares determined for the basic earnings per common share computation plus the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock using the treasury stock method. Outstanding stock options issued by the Company represent the only dilutive effect reflected in diluted weighted average shares. In the event of a net loss, the outstanding stock options are excluded from the diluted earnings per common share calculation due to their anti-dilutive effect and the diluted net loss per common share would equal the basic net loss per common share.

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The following table illustrates the computation of basic and diluted earnings per share:

	Three Months Ended September 30,								Nine Months Ended September 30,							
	2018				2017				2018				2017			
	Amount		Per Share Amount		Amount		Per Share Amount		Amount		Per Share Amount		Amount		Per Share Amount	
	(Amounts in thousands, except per share amounts)															
Net income	15,597				11,407				41,380				31,517			
Basic:																
Weighted average shares outstanding	37,339		$	0.42	37,056		$	0.31	37,259		$	1.11	37,023		$	0.85
Diluted:																
Add incremental shares for:																
Effect of dilutive securities - options	387				276				393				250			
Total	37,726		$	0.41	37,332		$	0.31	37,652		$	1.10	37,273		$	0.85

On April 30, 2015, the Company announced the Board of Directors approved a stock repurchase program under which it authorized the Company to repurchase, in the aggregate, up to $15.0 million of the Company's outstanding common stock. The repurchase program remains in place, but may be limited or terminated at any time without prior notice. Under the authorized stock repurchase agreement, the Company could repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of September 30, 2018, the Company had repurchased an aggregate of $1.3 million of the Company's outstanding common stock under this program at an average price of $7.04 per share.

3. RECENT ACCOUNTING STANDARDS

Accounting Standards Updates ("ASU")

FASB ASU 2018-13 — "*Fair Value Measurement (Topic 820) - Changes to the Disclosure Requirements for Fair Value Measurement.*" eliminates the requirements to disclose the amount and reasons for transfers between Level 1 and Level 2 fair value methodology, the policy for the timing of transfers between levels and the valuation processes for Level 3 fair value measurements. The ASU requires the entity to disclose relevant quantitative information used to develop Level 3 fair value measurements. ASU 2018-13 will become effective for the Company on January 1, 2020 and is not expected to have a significant impact on the Company's financial statements.

FASB ASU 2018-03 — *"Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10)"* The amendments in this ASU provide clarification on certain aspects related to the guidance issued in ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The areas for correction or improvement include (1) equity securities without a readily determinable fair value - discontinuation; (2) equity securities without a readily determinable fair value - adjustments; (3) forward contracts and purchased options; (4) presentation requirements for certain fair value option liabilities; (5) fair value option liabilities denominated in a foreign currency; and (6) transition guidance for equity securities without a readily determinable fair value. This ASU is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018. Early adoption was permitted. ASU 2018-03 did not have a material impact on the Company's consolidated financial statements.

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FASB ASU No. 2018-02 — *"Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income."* The amendments of ASU 2018-02 allow reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act, which was signed into law on December 22, 2017. The amendments also require certain disclosures about stranded tax effects. This update will be effective for all annual and interim periods beginning January 1, 2019, with early adoption permitted, and the guidance should be applied either in the period of adoption or retrospectively to each period impacted by the change in the U.S. federal corporate income tax rate in the Tax Cuts and Job Acts is recognized. The Company early adopted the new guidance in the first quarter of 2018, which resulted in a cumulative effect adjustment to the consolidated balance sheet as of January 1, 2018 to reclass approximately $1.4 million of tax expense from accumulated other comprehensive loss to retained earnings. This reclassification is presented in the condensed consolidated statement of changes in shareholders equity for the period ended September 30, 2018.

FASB ASU No. 2017-12 — *"Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities."* Issued in August 2017, the ASU 2017-12 amends the hedge accounting recognition and presentation requirements in ASC 815. The amendments objectives are to (1) improve the transparency and understandability of information conveyed to financial statement users about an entity's risk management activities by better aligning the entity's financial reporting for hedging relationships with those risk management activities and (2) reduce the complexity of and to simplify the application of hedge accounting by preparers. For public entities, ASU 2017-12 is effective for interim and annual periods beginning after December 15, 2018; however, early adoption is permitted. The Company adopted the ASU in the third quarter of 2017 and reclassified $15.9 million of securities from held-to-maturity to available-for-sale classification pursuant to the transition election. The amount of net unrealized loss at the date of transfer was recorded in accumulated other comprehensive income. The early adoption did not have a material impact on the Company's consolidated financial condition, results of operations or cash flows.

FASB ASU No. 2017-09 — *"Compensation-Stock Compensation (Topic 718) - Scope of Modification Accounting."* Issued in May 2017, ASU 2017-09 clarifies when changes to terms or conditions of a share-based payment award must be accounted for as a modification. Under the new guidance, an entity will not apply modification accounting to a share-based payment award if all of the following are the same immediately before and after the change: (i) the fair value of the award, (ii) the vesting conditions of the award, and (iii) the classification of the award as either an equity or liability instrument. ASU 2017-09 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted. The guidance requires companies to apply the requirements prospectively to awards modified on or after the adoption date. ASU 2017-09 did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2017-08 — *"Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities."* Issued in March 2017, ASU 2017-08 shortens the amortization period for certain callable debt securities held at a premium. Specifically, the amendment requires the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. For public business entities, the amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the potential impact of ASU 2017-08 on the Company's consolidated financial statements.

FASB ASU No. 2017-04 — *"Intangibles—Goodwill and Other (Topic 350)."* ASU 2017-04 simplifies the subsequent measurement of goodwill by eliminating the second step of the goodwill impairment test, which required computing the implied fair value of goodwill. Under the amendments in this update, an entity should perform its annual, or interim, goodwill impairment test 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; however the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 will be effective for the Company on January 1, 2020 and is not expected to have a significant impact on the Company's consolidated financial statements.

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FASB ASU No. 2017-01 — *"Business Combinations (Topic 805)."* ASU 2017-01 is intended to clarify or correct unintended applications of *ASU 2014-09 "Revenue from Contract with Customers (Topic 606)."* ASU 2017-01 clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. Additionally, the amendments in this update provide a more robust framework to assist entities in evaluating whether a set of assets and activities constitutes a business. Lastly, the amendments in this update narrow the definition of the term output so that the term is consistent with how outputs are described in Topic 606. ASU 2017-01 became effective for the Company on January 1, 2018 and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2016-18 — *"Statement of Cash Flows (Topic 230) – Restricted Cash."* ASU 2016-18 requires the Statement of Cash Flows to explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Therefore, restricted cash or cash equivalents should be included with cash and cash equivalents when recording the beginning-of-period and end-of-period total amounts on the Statement of Cash Flows. ASU 2016-18 became effective for the Company on January 1, 2018 and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2016-15 — *"Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments."* ASU 2016-15 is intended to reduce the diversity in practice around how certain transactions are classified within the statement of cash flows. ASU 2016-15 provides classification guidance on certain cash receipts and cash payments, including, but not limited to, debt prepayment costs, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of bank-owned life insurance policies and distributions received from equity method investees. ASU 2016-15 became effective for the Company on January 1, 2018, and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2016-13 —*"Financial Instruments - Credit Losses (Topic 326)"* ASU 2016-13 requires an entity to utilize a new impairment model known as the current expected credit loss ("CECL") model to estimate its lifetime "expected credit loss" and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. ASU 2016-13 also requires new disclosures for financial assets measured at amortized cost, loans and available-for-sale debt securities. ASU 2016-13 will be effective for the Company on January 1, 2020. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company is currently evaluating the potential impact of ASU 2016-13 on the Company's consolidated financial statements.

FASB ASU No. 2016-09 — *"Compensation - Stock Compensation (Topic 718) – Improvements to Employee Share-Based Payment Accounting."* ASU 2016-09 was issued as part of the FASB's simplification initiative and affects all entities that issue share-based payment awards to their employees. This ASU covers accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-09 was effective for the Company beginning January 1, 2017 and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2016-02 — "*Leases (Topic 842)*." In February 2016, the Financial Accounting Standards Board issued ASU 2016-02 to supersede nearly all existing lease guidance under GAAP. It is intended to improve the reporting of leasing transactions to provide users of financial statements with more decision-useful information. Topic 842 was subsequently amended by ASU 2018-11, "Targeted Improvements." ASU 2016-02 will require organizations that lease assets to recognize a right-of-use ("ROU") asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.

ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either (i) its effective date or (ii) the beginning of the earliest comparative period presented in the financial statements as its date of initial application. If an entity chooses the second option, the transition requirements for existing leases also apply to leases entered into between the date of initial application and the effective date. The entity must also recast its comparative period financial statements and provide the disclosures required by the new standard for the comparative periods. The Company expects to adopt the new standard on January 1, 2019 and use the effective date as its date of initial application. Consequently, financial information will not be updated and the disclosures required under the new standard will not be provided for dates and periods before January 1, 2019.

ASU 2016-02 provides a number of optional practical expedients in transition. The Company expects to elect the 'package of practical expedients' as both the lessee and lessor, which permits us not to reassess under the new standard our prior conclusions about lease identification, lease classification and initial direct costs. The new standard also provides practical expedients for an entity's ongoing accounting. The Company currently expects to elect the short-term lease recognition exemption for leases that qualify. This means, for those leases that qualify, the Company will not recognize ROU assets and leases liabilities for any lease that has a lease term at commencement date of 12 months or less and does not include a purchase option. The Company also currently expects to elect the practical expedient to not separate lease and non-lease components for all leases. The Company expects that this standard will increase its consolidated assets and liabilities but will not have a material impact on its consolidated statements of income. While the Company continued to assess all the effects of adoption, it currently believes the most significant effects relate to (i) the recognition of new ROU assets and lease liabilities on our balance sheet for our property and equipment operating leases and (ii) providing significant new disclosures about our lease activities. The Company does not expect a significant change in its leasing activities between now and adoption.

FASB ASU No. 2016-01 — "*Financial Instruments?Overall (Subtopic 825-10)– Recognition and Measur ement of Financial Assets and Financial Liabilities.*" ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. ASU 2016-01 (i) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (iii) eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (iv) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (v) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (vi) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (vii) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (viii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. The amendments in this update affect all entities that hold financial assets or owe financial liabilities. ASU 2016-01 became effective for the Company beginning January 1, 2018, and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2015-17 — "*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.*" In November 2015, the FASB issued ASU 2015-17, as part of its simplification initiative. The ASU requires entities to present deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs") as noncurrent in a classified balance sheet. It thus simplifies the current guidance, which requires entities to separately present DTAs and DTLs as current or noncurrent in a classified balance sheet. Netting of DTAs and DTLs by tax jurisdiction is still required under the new guidance. ASU 2015-17 was effective for the Company beginning January 1, 2017 and did not have a material impact on the Company's consolidated financial statements.

FASB ASU No. 2014-09 — "*Revenue from Contracts with Customers (Topic 606)*". ASU 2014-09 is a comprehensive new revenue recognition standard that superseded nearly all existing revenue recognition guidance under GAAP and is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 establishes a five-step model which entities must follow to recognize revenue and removes inconsistencies and weaknesses in existing guidance. The Company's primary sources of revenue are comprised of net interest income on financial assets and liabilities, which are not within the scope of ASU 2014-09. The Company adopted ASU 2014-09, effective January 1, 2018, and had no material effect on how we recognize revenue or to our consolidated financial statements and disclosures. See below for additional information related to revenue generated from contracts with customers.

Revenue Recognition

Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606"), establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The majority of our revenue-generating transactions are not subject to ASC 606, including revenue generated from financial instruments, such as our loans, letters of credit, derivatives and investment securities, as well as revenue related to our mortgage servicing activities, as these activities are subject to other GAAP discussed elsewhere within our disclosures. Descriptions of our revenue-generating activities that are within the scope of ASC 606, which are presented in our income statements as components of non-interest income are as follows:

- Service charges on deposit accounts - these represent general service fees for monthly account maintenance and activity- or-transaction-based fees and consist of transaction-based revenue, time-based revenue (service period), item-based revenue or some other individual attribute-based revenue. Revenue is recognized when the performance obligation is completed, which is generally monthly for account maintenance services or when a transaction has been completed (such as a wire transfer). Payment for such performance obligations are generally received at the time the performance obligations are satisfied.

- Gains/losses on the sale of other real estate owned - generally recognized when the performance obligation is complete which is typically at delivery of control over the property to the buyer at the time of each real estate closing.

4. ACQUISITIONS

Acquisitions have been in the past an important part of the Company’s growth strategy. All acquisitions were accounted for using the acquisition method of accounting. Accordingly, the assets and liabilities of the acquired entities were recorded at their fair values at the acquisition date. The excess of the purchase price over the estimated fair value of the net assets for tax-free acquisitions is recorded as goodwill, none of which is deductible for tax purposes. The excess of the purchase price over the estimated fair value of the net assets for taxable acquisitions was recorded as goodwill, and is deductible for tax purposes. The identified core deposit intangibles for each acquisition are being amortized using an accelerated basis over an estimated life of six to nineteen years. The results of operations for each acquisition have been included in the Company’s consolidated financial results beginning on the respective acquisition date.

5. CASH AND CASH EQUIVALENTS

The Bank, as a correspondent of the Federal Reserve Bank, is required to maintain average reserve balances. Interest-bearing deposits in financial institutions include restricted amount of $87.0 million and $76.0 million at September 30, 2018 and December 31, 2017, respectively, as a result of this requirement.

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6. SECURITIES

The amortized cost and fair value of securities as of the dates set forth were as follows:

	September 30, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale:				
SBA guaranteed securities	$ 95,638	$ 13	$ (2,296)	$ 93,355
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	219,222	—	(8,852)	210,370
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	54,792	—	(2,955)	51,837
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	212,400	—	(8,005)	204,395
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	35,910	—	(1,466)	34,444
Corporate debt securities	15,917	17	(77)	15,857
Obligations of municipal subdivisions	236	—	—	236
Total	$ 634,115	$ 30	$ (23,651)	$ 610,494
Held-to-maturity:				
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 10,794	$ 15	$ (483)	$ 10,326
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	2,488	—	(142)	2,346
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	43,130	81	(289)	42,922
Obligations of municipal subdivisions	6,183	—	(110)	6,073
Total	$ 62,595	$ 96	$ (1,024)	$ 61,667

Securities with fair value of $50.0 million were transferred from available-for-sale to held-to-maturity classification during the quarter ended March 31, 2018. The related unrealized loss at the date of transfer of $2.2 million remained in accumulated other comprehensive income and will be amortized over the remaining term of the securities. The net unamortized, unrealized loss on the transferred securities included in accumulated other comprehensive income as of September 30, 2018 totaled $2.0 million.

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	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale:				
SBA guaranteed securities	$ 104,111	$ 129	$ (948)	$ 103,292
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	250,580	297	(1,701)	249,176
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	65,986	—	(500)	65,486
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	234,881	—	(6,434)	228,447
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	36,151	—	(472)	35,679
Corporate debt securities	5,789	5	—	5,794
Obligations of municipal subdivisions	6,672	—	(45)	6,627
CRA qualified investment fund	11,337	—	(299)	11,038
Total	$ 715,507	$ 431	$ (10,399)	$ 705,539
Held-to-maturity:				
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 10,841	$ 61	$ (170)	$ 10,732
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	2,434	—	(20)	2,414
Total	$ 13,275	$ 61	$ (190)	$ 13,146

Expected maturities of securities will differ from contractual maturities because the underlying borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately. The following table sets forth, as of the date indicated, contractual maturities of securities:

	September 30, 2018			
	Available-for-sale		Held-to-maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)			
Due in one year or less	$ —	$ —	$ —	$ —
Due after one year through five years	4,917	4,867	—	—
Due after five years through ten years	11,236	11,226	—	—
Due after ten years	—	—	6,183	6,073
	16,153	16,093	6,183	6,073
Mortgage-backed securities and collateralized mortgage obligations	522,324	501,046	56,412	55,594
SBA guaranteed securities	95,638	93,355	—	—
Total	$ 634,115	$ 610,494	$ 62,595	$ 61,667

There were twenty-nine and seventy-eight sales of securities classified as available-for-sale during the nine months ended September 30, 2018 and 2017, respectively. During the nine months ended September 30, 2018, proceeds of $24.4 million were received from sales of securities classified as available-for-sale. The sales resulted in a net gain of $66 thousand, which is comprised of $172 thousand in gross realized gains, offset by $106 thousand in gross realized losses. During the nine months ended September 30, 2017, proceeds of $349.4 million were received from sales of securities classified as available-for-sale. The sales resulted in a net loss of $38 thousand, which is comprised of $910 thousand in gross realized gains, offset by $948 thousand in gross realized losses.

Management evaluates securities for other-than-temporary impairment ("OTTI") at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available-for-sale or held-to-maturity are evaluated for OTTI under FASB ASC 320, *Investments—Debt and Equity Securities*.

In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

When OTTI occurs, the amount of the other-than-temporary impairment recognized in earnings depends on whether an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss.

As of September 30, 2018, the Company does not intend to sell any debt securities classified as held-to-maturity and management believes that the Company more likely than not will not be required to sell any debt securities that are in a loss position before their anticipated recovery, at which time the Company will receive full value for the securities. Furthermore, as of September 30, 2018, management does not have the intent to sell any of its securities classified as available-for-sale that are in a loss position and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of September 30, 2018, management believes any impairment in the Company's securities is temporary and no impairment loss has been realized in the Company's consolidated statements of income.

Declines in the fair value of individual securities below their cost that are other-than-temporary would result in writedowns, as a realized loss, to their fair value. In evaluating other-than-temporary impairment losses, management considers several factors including the severity and the duration that the fair value has been less than cost, the credit quality of the issuer, and whether it is more likely than not that the Company will be required to sell the security before a recovery in value. The Company has not realized any losses due to other-than-temporary impairment of securities as of September 30, 2018.

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Securities with unrealized losses segregated by length of continuous unrealized loss position as of the dates set forth were as follows:

	September 30, 2018					
	Less than 12 Months			12 Months or More		
	Amortized Cost	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)					
Available-for-sale:						
SBA guaranteed securities	$ 32,936	$ (351)	$ 32,585	$ 58,385	$ (1,945)	$ 56,440
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	131,434	(4,956)	126,478	87,788	(3,896)	83,892
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	32,888	(1,848)	31,040	21,904	(1,107)	20,797
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	59,079	(1,366)	57,713	144,981	(6,639)	138,342
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	4,971	(223)	4,748	30,940	(1,243)	29,697
Corporate debt securities	8,917	(77)	8,840	—	—	—
Total	$ 270,225	$ (8,821)	$ 261,404	$ 343,998	$ (14,830)	$ 329,168
Held-to-maturity:						
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 2,657	$ (74)	$ 2,583	$ 6,869	$ (409)	$ 6,460
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	2,488	(142)	2,346	—	—	—
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	24,321	(233)	24,088	1,977	(56)	1,921
Municipal bonds	6,183	(110)	6,073	—	—	—
Total	$ 35,649	$ (559)	$ 35,090	$ 8,846	$ (465)	$ 8,381

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	December 31, 2017					
	Less than 12 Months			12 Months or More		
	Amortized Cost	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)					
Available-for-sale:						
SBA guaranteed securities	$ 76,603	$ (948)	$ 75,655	$ —	$ —	$ —
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	192,105	(1,608)	190,497	9,152	(93)	9,059
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	65,986	(500)	65,486	—	—	—
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	210,034	(6,183)	203,851	9,037	(251)	8,786
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	36,151	(472)	35,679	—	—	—
Obligations of municipal subdivisions	6,436	(45)	6,391	—	—	—
CRA qualified investment fund	—	—	—	11,337	(299)	11,038
Total	$ 587,315	$ (9,756)	$ 577,559	$ 29,526	$ (643)	$ 28,883
Held-to-maturity:						
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 1,086	$ (9)	$ 1,077	$ 6,265	$ (161)	$ 6,104
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	2,434	(20)	2,414	—	—	—
Total	$ 3,520	$ (29)	$ 3,491	$ 6,265	$ (161)	$ 6,104

The average loss on securities in an unrealized loss position was 3.75% and 1.69% of the amortized cost basis at September 30, 2018 and December 31, 2017, respectively. There were forty-one and eighteen securities in an unrealized loss position of greater than 12 months at September 30, 2018 and December 31, 2017, respectively.

The Company did not own securities of any one issuer (other than the U.S. government and its agencies or sponsored enterprises) for which the aggregate adjusted cost exceeds 10% of the consolidated shareholders' equity at September 30, 2018 or December 31, 2017.

Securities with an amortized cost of $5.1 million and $6.3 million and fair value of $4.9 million and $6.3 million were pledged and available to be sold under repurchase agreements at September 30, 2018 and December 31, 2017, respectively. Securities with an amortized cost of $82.4 million and $55.7 million and fair value of $80.9 million and $55.5 million were pledged to various Federal Reserve Districts related to deposits of bankruptcy trustees at September 30, 2018 and December 31, 2017, respectively. In addition, securities with an amortized cost of $3.1 million and $3.4 million and fair value of $3.0 million and $3.3 million were pledged as collateral for the Company's derivative instruments at September 30, 2018 and December 31, 2017, respectively.

7. LOANS

The loan portfolio classified by type and class as of the dates set forth were as follows:

	September 30, 2018		
	Originated	Acquired	Total
	(Dollars in thousands)		
Commercial & industrial	$ 1,114,467	$ 28,266	$ 1,142,733
Mortgage warehouse	236,307	—	236,307
Real estate:			
Owner occupied commercial real estate	382,886	52,781	435,667
Commercial real estate	1,013,927	119,500	1,133,427
Construction, land & land development	137,634	15,623	153,257
Residential mortgage	177,168	71,878	249,046
Consumer and other	12,185	732	12,917
Total loans held for investment	$ 3,074,574	$ 288,780	$ 3,363,354
Total loans held for sale	$ 7,627	$ —	$ 7,627

	December 31, 2017		
	Originated	Acquired	Total
	(Dollars in thousands)		
Commercial & industrial	$ 1,002,797	$ 63,469	$ 1,066,266
Mortgage warehouse	220,230	—	220,230
Real estate:			
Owner occupied commercial real estate	327,906	87,324	415,230
Commercial real estate	823,361	244,418	1,067,779
Construction, land & land development	136,998	27,954	164,952
Residential mortgage	149,021	89,559	238,580
Consumer and other	16,178	1,270	17,448
Total loans held for investment	$ 2,676,491	$ 513,994	$ 3,190,485
Total loans held for sale	$ 7,156	$ —	$ 7,156

The loan portfolio is comprised of four types, commercial and industrial loans, mortgage warehouse, real estate loans and consumer and other loans. The real estate loans are further segregated into owner occupied commercial real estate, commercial real estate, which includes multi-family loans, construction, land and land development, which includes both commercial construction and loans for the construction of residential properties and residential mortgage, which includes first and second liens and home equity lines. Consumer and other loans includes various types of loans to consumers and overdrafts. Loans are further separated between loans originated by the Company and loans acquired.

Included in the loans held for investment balance was $13.5 million of net deferred loan origination fees and unamortized premium and discount at both September 30, 2018 and December 31, 2017. Also included in loans at September 30, 2018 and December 31, 2017 was $232 thousand and $1.4 million, respectively, in nonaccretable discount on acquired credit impaired loans. Accrued interest receivable on loans was $10.8 million and $8.8 million at September 30, 2018 and December 31, 2017, respectively. Consumer and other loans include overdrafts of $42 thousand and $48 thousand as of September 30, 2018 and December 31, 2017, respectively.

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The loan portfolio consists of various types of loans made to borrowers principally located in the Houston and Dallas metropolitan areas. Although the portfolio is diversified and generally secured by various types of collateral, a substantial portion of its debtors' ability to honor their obligations is dependent on local economic conditions, including conditions affecting the energy industry. The risks created by this geographic concentration have been considered by management in the determination of the adequacy of the allowance for loan losses. The Company does not have any significant concentration to any one industry or customer. As of September 30, 2018 and December 31, 2017, there were no concentrations of loans related to any single industry in excess of 10% of total loans.

Reserved-based energy loans outstanding represented approximately 0.4% and 0.6% of total funded loans as of September 30, 2018 and December 31, 2017, respectively. Energy-related service industry loans represented approximately 0.7% and 1.1% of total funded loans as of September 30, 2018 and December 31, 2017, respectively. As of September 30, 2018, and December 31, 2017, $14.3 million and $19.2 million of reserved-based energy loans and $10.0 million and $17.5 million of energy-related service industry loans were impaired, respectively.

Loan maturities and rate sensitivity of the loans held for investment, as of the date indicated, were as follows:

	September 30, 2018			
	Due in One Year or Less	Due After One Year Through Five Years	Due After Five Years	Total
	(Dollars in thousands)			
Commercial & industrial	$ 406,028	$ 663,102	$ 73,603	$ 1,142,733
Mortgage warehouse	126,581	109,726	—	236,307
Real estate:				
Owner occupied commercial real estate	15,099	174,652	245,916	435,667
Commercial real estate	151,071	716,864	265,492	1,133,427
Construction, land & land development	35,854	83,126	34,277	153,257
Residential mortgage	19,517	46,408	183,121	249,046
Consumer and Other	3,856	2,217	6,844	12,917
Total loans held for investment	$ 758,006	$ 1,796,095	$ 809,253	$ 3,363,354
Fixed rate	$ 116,653	$ 528,920	$ 108,931	$ 754,504
Adjustable rate[(1)]	641,353	1,267,175	700,322	2,608,850
Total loans held for investment	$ 758,006	$ 1,796,095	$ 809,253	$ 3,363,354

(1) Includes all adjustable rate loans irrespective of the time period to next interest rate reset.

In the ordinary course of business, the Company has granted loans to certain directors, officers and their affiliates. In the opinion of management, all transactions entered into between the Bank and such related parties have been and are in the ordinary course of business, made on the same terms and conditions as similar transactions with unaffiliated persons.

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An analysis of activity with respect to these related-party loans for the nine months ended September 30, 2018 and the year ended December 31, 2017 was as follows:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Beginning balance	$ —	$ 5,813
Advances	—	—
Repayments	—	(5,813)
Ending Balance	$ —	$ —

Acquired Loans — The outstanding principal balance and recorded investment in the total acquired loans from all completed acquisitions, as of the dates set forth, was as follows:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Credit impaired acquired loans:		
Outstanding principal balance	$ 7,621	$ 18,498
Recorded investment	7,037	15,965
Discount, net	$ 584	$ 2,533
Other acquired loans:		
Outstanding principal balance	282,476	499,939
Deferred fees, net	(33)	(72)
Recorded investment	281,743	498,029
Discount, net	$ 700	$ 1,838
Total acquired loans:		
Outstanding principal balance	290,097	518,437
Deferred fees, net	(33)	(72)
Recorded investment	288,780	513,994
Discount, net	$ 1,284	$ 4,371

Changes in the accretable yield for credit impaired acquired loans for the periods indicated, were as follows:

	Nine Months Ended September 30,	
	2018	2017
	(Dollars in thousands)	
Balance at beginning of period	$ 1,125	$ 2,544
Reclassifications from non-accretable discount	991	(422)
Accretion	(1,763)	(1,166)
Balance at period end	$ 353	$ 956

Purchased credit impaired loans are evaluated on an ongoing basis after acquisition. Reclassifications between nonaccretable discount and accretable yield are recorded based on the current estimates of the timing and amount of expected future cash flows.

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Nonaccrual and Past Due Loans — When management doubts a borrower's ability to meet payment obligations, which typically occurs when principal or interest payments are more than 90 days past due, the loans are placed on nonaccrual status.

The age analysis of loans, segregated by class, as of the dates set forth was as follows:

	September 30, 2018						
	Loans Past Due and Still Accruing						
	30 - 89 Days Past Due	90 Days or More Past Due	Total	Nonaccrual	Purchased Credit Impaired	Current	Total Loans
	(Dollars in thousands)						
Originated Loans							
Commercial & industrial	$ 10,960	$ 2,413	$ 13,373	$ 35,824	$ —	$1,065,270	$ 1,114,467
Mortgage warehouse	—	—	—	—	—	236,307	236,307
Real estate:							
Owner occupied commercial real estate	428	—	428	3,494	—	378,964	382,886
Commercial real estate	1,201	—	1,201	13,379	—	999,347	1,013,927
Construction, land & land development	1,622	—	1,622	1,457	—	134,555	137,634
Residential mortgage	943	490	1,433	3,658	—	172,077	177,168
Consumer and other	184	—	184	43	—	11,958	12,185
Total originated loans	$ 15,338	$ 2,903	$ 18,241	$ 57,855	$ —	$2,998,478	$ 3,074,574
Acquired Loans							
Commercial & industrial	$ —	$ —	$ —	$ 1,795	$ 1,563	$ 24,908	$ 28,266
Real estate:							
Owner occupied commercial real estate	778	—	778	1,671	14	50,318	52,781
Commercial real estate	1,942	976	2,918	—	3,594	112,988	119,500
Construction, land & land development	—	—	—	695	—	14,928	15,623
Residential mortgage	1,425	946	2,371	101	1,866	67,540	71,878
Consumer and other	47	—	47	4	—	681	732
Total acquired loans	$ 4,192	$ 1,922	$ 6,114	$ 4,266	$ 7,037	$ 271,363	$ 288,780
Total loans held for investment	$ 19,530	$ 4,825	$ 24,355	$ 62,121	$ 7,037	$3,269,841	$ 3,363,354

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	December 31, 2017						
	Loans Past Due and Still Accruing						
	30 - 89 Days Past Due	90 Days or More Past Due	Total	Nonaccrual	Purchased Credit Impaired	Current	Total Loans
	(Dollars in thousands)						
Originated Loans							
Commercial & industrial	$ 15,917	$ 242	$ 16,159	$ 45,413	$ —	$ 941,225	$ 1,002,797
Mortgage warehouse	—	—	—	—	—	220,230	220,230
Real estate:							
Owner occupied commercial real estate	1,109	—	1,109	—	—	326,797	327,906
Commercial real estate	16,250	—	16,250	—	—	807,111	823,361
Construction, land & land development	2,255	133	2,388	3,287	—	131,323	136,998
Residential mortgage	1,311	—	1,311	3,111	—	144,599	149,021
Consumer and other	127	—	127	49	—	16,002	16,178
Total originated loans	$ 36,969	$ 375	$ 37,344	$ 51,860	$ —	$ 2,587,287	$ 2,676,491
Acquired Loans							
Commercial & industrial	$ —	$ —	$ —	$ 1,901	$ 3,237	$ 58,331	$ 63,469
Real estate:							
Owner occupied commercial real estate	233	—	233	1,886	4,062	81,143	87,324
Commercial real estate	1,885	—	1,885	312	6,437	235,784	244,418
Construction, land & land development	204	—	204	714	—	27,036	27,954
Residential mortgage	804	—	804	454	2,229	86,072	89,559
Consumer and other	—	—	—	211	—	1,059	1,270
Total acquired loans	3,126	—	3,126	5,478	15,965	489,425	513,994
Total loans held for investment	$ 40,095	$ 375	$ 40,470	$ 57,338	$ 15,965	$ 3,076,712	$ 3,190,485

Impaired Loans — The following is a summary of information related to impaired, nonaccrual and restructured loans and accruing loans past due 90 days or more as of the dates set forth:

	September 30, 2018		
	Originated	Acquired	Total
	(Dollars in thousands)		
Nonaccrual loans	$ 56,956	$ 3,255	$ 60,211
Accruing loans past due 90 days or more	2,903	1,922	4,825
Restructured loans - nonaccrual	899	1,011	1,910
Restructured loans - accruing	7	3,002	3,009
Total nonperforming loans	$ 60,765	$ 9,190	$ 69,955

	December 31, 2017		
	Originated	Acquired	Total
	(Dollars in thousands)		
Nonaccrual loans	$ 43,797	$ 4,095	$ 47,892
Accruing loans past due 90 days or more	375	—	375
Restructured loans - nonaccrual	8,063	1,383	9,446
Restructured loans - accruing	4,255	8,838	13,093
Total nonperforming loans	$ 56,490	$ 14,316	$ 70,806

Impaired loans of $62.1 million and $57.3 million at September 30, 2018 and December 31, 2017 respectively, have been categorized by management as nonaccrual loans. Interest foregone on nonaccrual loans for the three months ended September 30, 2018 and 2017 was approximately $1.4 million and $1.0 million, respectively, and for the nine months ended September 30, 2018 and 2017 was approximately $3.8 million and $3.8 million, respectively.

Based on an analysis of impaired loans at September 30, 2018 and December 31, 2017, an allowance of $9.2 million and $5.7 million, respectively, was allocated to impaired loans. The following tables present, for the periods indicated, the average recorded investment in impaired loans and the approximate amount of interest recognized on impaired loans. Interest recognized includes interest accrued on restructured loans that have performed based on their restructured terms and interest collected on nonaccrual loans that were paid in full during the period.

	Three Months Ended			
	September 30, 2018		September 30, 2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
	(Dollars in thousands)			
Originated Loans				
Commercial & industrial	$ 40,139	$ —	$ 41,829	$ 47
Owner occupied commercial real estate	4,642	—	—	—
Commercial real estate	13,382	140	723	—
Construction, land & land development	486	—	3,016	—
Residential mortgage	3,807	—	1,023	97
Consumer and other	43	—	75	1
Total originated loans	$ 62,499	$ 140	$ 46,666	$ 145
Acquired Loans				
Commercial & industrial	$ 4,847	$ 53	$ 16,693	$ 77
Owner occupied commercial real estate	1,688	46	6,918	—
Commercial real estate	67	9	42	—
Construction, land & land development	695	—	1,021	30
Residential mortgage	101	—	212	23
Consumer and other	205	—	214	—
Total acquired loans	$ 7,603	$ 108	$ 25,100	$ 130
Total	$ 70,102	$ 248	$ 71,766	$ 275

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	Nine Months Ended			
	September 30, 2018		September 30, 2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
	(Dollars in thousands)			
Originated Loans				
Commercial & industrial	$ 47,309	$ 116	$ 39,892	$ 59
Owner occupied commercial real estate	2,320	—	—	—
Commercial real estate	5,251	140	2,744	—
Construction, land & land development	2,107	—	1,005	—
Residential mortgage	3,508	—	1,977	123
Consumer and other	48	—	136	3
Total originated loans	$ 60,543	$ 256	$ 45,754	$ 185
Acquired Loans				
Commercial & industrial	$ 8,242	$ 295	$ 21,989	$ 348
Owner occupied commercial real estate	1,737	46	7,977	—
Commercial real estate	97	12	1,093	—
Construction, land & land development	703	—	1,186	45
Residential mortgage	151	—	900	32
Consumer and other	208	—	168	—
Total acquired loans	$ 11,138	$ 353	$ 33,313	$ 425
Total	$ 71,681	$ 609	$ 79,067	$ 610

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The following tables present additional information regarding impaired loans that were individually evaluated for impairment as of the dates indicated:

	September 30, 2018		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
	(Dollars in thousands)		
Originated Loans			
With no related allowance recorded:			
Commercial & industrial	$ 10,354	$ 10,530	$ —
Commercial real estate	13,379	13,379	—
Construction, land & land development	1,457	1,470	—
Residential mortgage	3,658	3,658	—
Total with no related allowance recorded:	$ 28,848	$ 29,037	$ —
With an allowance recorded:			
Commercial & industrial	$ 25,478	$ 25,571	$ 8,594
Owner occupied commercial real estate	3,494	3,494	531
Consumer and other	42	42	29
Total with an allowance recorded:	$ 29,014	$ 29,107	$ 9,154
Total originated loans	$ 57,862	$ 58,144	$ 9,154
Acquired Loans			
With no related allowance recorded:			
Commercial & industrial	$ 4,491	$ 4,491	$ —
Owner occupied commercial real estate	1,671	1,696	—
Construction, land & land development	695	697	—
Residential mortgage	101	102	—
Consumer and other	195	189	—
Total with no related allowance recorded:	$ 7,153	$ 7,175	$ —
With an allowance recorded:			
Commercial & industrial	$ 111	$ 112	$ 12
Consumer and other	4	4	4
Total with an allowance recorded:	$ 115	$ 116	$ 16
Total acquired loans	$ 7,268	$ 7,291	$ 16
Total:			
Commercial & industrial	$ 40,434	$ 40,704	$ 8,606
Real estate	24,455	24,496	531
Consumer and other	241	235	33
Total	$ 65,130	$ 65,435	$ 9,170

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	December 31, 2017		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
	(Dollars in thousands)		
Originated Loans			
With no related allowance recorded:			
Commercial & industrial	$ 32,794	$ 32,974	$ —
Construction, land & land development	111	111	—
Residential mortgage	3,111	3,111	—
Consumer and other	12	12	—
Total with no related allowance recorded:	$ 36,028	$ 36,208	$ —
With an allowance recorded:			
Commercial & industrial	$ 16,862	$ 16,943	$ 5,409
Construction, land & land development	3,176	3,176	224
Consumer and other	49	49	30
Total with an allowance recorded:	$ 20,087	$ 20,168	$ 5,663
Total originated loans	$ 56,115	$ 56,376	$ 5,663
Acquired Loans			
With no related allowance recorded:			
Commercial & industrial	$ 10,738	$ 10,738	$ —
Owner occupied commercial real estate	1,886	1,910	—
Commercial real estate	312	312	—
Construction, land & land development	714	716	—
Residential mortgage	454	455	—
Consumer and other	208	202	—
Total with no related allowance recorded:	$ 14,312	$ 14,333	$ —
With an allowance recorded:			
Consumer and other	$ 4	$ 4	$ 4
Total with an allowance recorded:	$ 4	$ 4	$ 4
Total acquired loans	$ 14,316	$ 14,337	$ 4
Total:			
Commercial & Industrial	$ 60,394	$ 60,655	$ 5,409
Real Estate	9,764	9,791	224
Consumer and other	273	267	34
Total	$ 70,431	$ 70,713	$ 5,667

Credit Quality — Internally assigned risk grades for loans are defined as follows:

Grade 1 (Highest Quality — No Apparent Risk) — This category includes loans to borrowers of unquestioned credit standing which are secured by readily marketable collateral of undisputed value, with appropriate margin. It also includes loans to borrowing entities with: excellent capitalization, liquidity and earnings levels; quality management; positive financial trends; and favorable industry conditions.

Grade 2 (Good Quality — Minimal Risk) — This category includes loans to investment grade entities with: good liquidity and financial condition, nominal term debt, strong debt service capability, solid management, and quality financial information. These loans are usually secured with current assets, but may be unsecured. Alternative financing from other lenders is generally available to these borrowers.

Grade 3 (Satisfactory Quality — Acceptable Risk — Tier One) — This category includes loans to entities maintaining fair liquidity and acceptable financial conditions. The level of term debt is moderate, with adequate debt service capability. Earnings may be volatile, but borrowers in this category generally do not show a loss within the last three years. Primary debt service must be supported by identified secondary repayment sources or by guarantors with adequate and proven responsibility and capacity.

Grade 4 (Satisfactory Quality — Acceptable Risk — Tier Two) — This category includes loans to borrowers maintaining acceptable financial conditions; however, borrowers may exhibit certain characteristics of leverage or asset dependency that reflect a greater level of risk than Tier One credits. This category may also include borrowers exhibiting explainable interim losses within the previous three years and/or industry characteristics that warrant frequent monitoring.

Grade 5 (Monitored Loans) — This category includes loans with trends or characteristics which, if continued, could result in impaired repayment ability. The borrower may exhibit a low degree of liquidity and relatively high leverage, erratic earnings history (including the possibility of a reported loss in the past four years), significant term debt and a nominal cushion for debt service capacity. Loans in this category may also include financing to start-up borrowers backed by experienced management and significant capital investment or established companies in distressed industry conditions.

Grade 6 (Other Assets Especially Mentioned) — This category includes loans which have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or a weakening of the Company's credit position at some future date. Grade 6 loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Grade 7 (Substandard — Accruing) — This category includes loans which are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any, or loans with identified weaknesses but where there is sufficient collateral value and/or cash flow coverage. This category includes loans that: (1)may require a secondary source of repayment (liquidation of collateral or repayment by a guarantor); (2) lack current financial information or appraisals; and/or (3) have collateral deficiencies such that the Company would be in an unsecured position with an obligor not deserving unsecured credit. This category may also include borrowers with operating losses in recent periods.

Grade 8 (Substandard — Nonaccrual) — This category includes loans with the same basic characteristics as Grade 7 loans that also meet the Company's criteria for nonaccrual status, but do not warrant a Grade 9 or Grade 10 classification.

Grade 9 (Doubtful/Exposure) — This category includes loans with all the Grade 7 or 8 characteristics but with weaknesses that make collection (or liquidation) highly questionable and improbable.

Grade 10 (Loss) — This category includes loans which are considered uncollectible, or of such little value that they should no longer be carried as an asset of the Company.

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The credit risk profile of loans aggregated by class and internally assigned risk grades as of the dates set forth were as follows:

	September 30, 2018							
	Grade 1 - 4 (Pass)	Grade 5 (Watch)	Grade 6 (Special Mention)	Grade 7 (Substandard -Accrual)	Grade 8 (Substandard -Nonaccrual)	Grade 9 (Doubtful)	PCI	Total
	(Dollars in thousands)							
Originated Loans								
Commercial & Industrial	$ 972,237	$ 68,791	$ 22,179	$ 15,436	$ 35,824	$ —	$ —	$ 1,114,467
Mortgage Warehouse	236,307	—	—	—	—	—	—	236,307
Owner Occupied Commercial Real Estate	353,041	9,546	9,918	6,887	3,494	—	—	382,886
Commercial Real Estate	851,864	90,208	22,091	36,385	13,379	—	—	1,013,927
Construction & Land Development	121,480	8,300	—	6,397	1,457	—	—	137,634
Residential Mortgage	171,997	424	—	1,089	3,658	—	—	177,168
Other Consumer	12,142	—	—	—	43	—	—	12,185
Total originated loans	$ 2,719,068	$ 177,269	$ 54,188	$ 66,194	$ 57,855	$ —	$ —	$ 3,074,574
Acquired Loans								
Commercial & Industrial	$ 16,044	$ 5,171	$ 3,638	$ 55	$ 1,795	$ —	$ 1,563	$ 28,266
Owner Occupied Commercial Real Estate	44,106	6,550	162	278	1,671	—	14	52,781
Commercial Real Estate	90,396	14,186	11,324	—	—	—	3,594	119,500
Construction & Land Development	2,505	11,893	—	530	695	—	—	15,623
Residential Mortgage	68,635	101	1,141	34	101	—	1,866	71,878
Other Consumer	519	—	194	15	4	—	—	732
Total acquired loans	$ 222,205	$ 37,901	$ 16,459	$ 912	$ 4,266	$ —	$ 7,037	$ 288,780
Total loans	$ 2,941,273	$ 215,170	$ 70,647	$ 67,106	$ 62,121	$ —	$ 7,037	$ 3,363,354

	December 31, 2017							
	Grade 1 - 4 (Pass)	Grade 5 (Watch)	Grade 6 (Special Mention)	Grade 7 (Substandard -Accrual)	Grade 8 (Substandard -Nonaccrual)	Grade 9 (Doubtful)	PCI	Total
	(Dollars in thousands)							
Originated Loans								
Commercial & Industrial	$ 889,709	$ 22,648	$ 5,605	$ 39,422	$ 45,413	$ —	$ —	$ 1,002,797
Mortgage Warehouse	220,230	—	—	—	—	—	—	220,230
Owner Occupied Commercial Real Estate	314,497	3,096	7,658	2,655	—	—	—	327,906
Commercial Real Estate	681,691	45,149	85,431	11,090	—	—	—	823,361
Construction & Land Development	121,893	970	—	10,848	3,287	—	—	136,998
Residential Mortgage	138,239	6,529	—	1,142	3,111	—	—	149,021
Other Consumer	16,113	2	—	14	49	—	—	16,178
Total originated loans	$ 2,382,372	$ 78,394	$ 98,694	$ 65,171	$ 51,860	$ —	$ —	$ 2,676,491
Acquired Loans								
Commercial & Industrial	$ 38,000	$ 3,172	$ 11,101	$ 6,058	$ 1,901	$ —	$ 3,237	$ 63,469
Owner Occupied Commercial Real Estate	72,592	8,499	—	285	1,886	—	4,062	87,324
Commercial Real Estate	173,765	43,775	20,129	—	312	—	6,437	244,418
Construction & Land Development	14,549	12,136	—	555	714	—	—	27,954
Residential Mortgage	85,461	1,023	202	190	454	—	2,229	89,559
Other Consumer	1,059	—	—	—	211	—	—	1,270
Total acquired loans	$ 385,426	$ 68,605	$ 31,432	$ 7,088	$ 5,478	$ —	$ 15,965	$ 513,994
Total loans	$ 2,767,798	$ 146,999	$ 130,126	$ 72,259	$ 57,338	$ —	$ 15,965	$ 3,190,485

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Troubled Debt Restructurings — The restructuring of a loan is considered a troubled debt restructuring if both the borrower is experiencing financial difficulties and the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to minimize potential losses.

Troubled debt restructurings identified during the periods indicated were as follows:

	Nine Months Ended					
	September 30, 2018			September 30, 2017		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Recorded Investment
	(Dollars in thousands)					
Commercial & industrial	—	$ —	$ —	3	$ 2,526	$ 2,468
Owner occupied commercial real estate	—	—	—	3	5,501	5,448
Construction, land & land development	—	—	—	2	831	814
Consumer and other	—	—	—	1	208	208
Total	—	$ —	$ —	9	$ 9,066	$ 8,938

The modifications primarily relate to extending the maturity date of the loans, which includes loans modified post-bankruptcy. The Company did not forgive any principal or interest on the restructured loans. For the nine months ended September 30, 2018, the Company did not add any new troubled debt restructuring. For the nine months ended September 30, 2017, the Company added $9.1 million in new troubled debt restructuring and $8.9 million was outstanding on September 30, 2017.

Troubled debt restructurings are individually evaluated for impairment. The allowance for loan losses included specific reserves of $243 thousand related to $899 thousand of these loans at September 30, 2018.

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8. ALLOWANCE FOR LOAN LOSSES

An analysis of activity in the allowance for loan losses for the periods indicated, and the balance of loans receivable by the method of impairment evaluation for those periods were as follows:

	Balance June 30, 2018	Provision	Charge-offs	Recoveries	Balance September 30, 2018
			(Dollars in thousands)		
Originated Loans					
Commercial & industrial	$ 20,527	$ (542)	$ (178)	$ 2	$ 19,809
Owner occupied commercial real estate	3,351	9	—	—	3,360
Commercial real estate	8,151	533	—	—	8,684
Construction, land & land development	848	226	—	—	1,074
Residential mortgage	1,110	120	—	4	1,234
Consumer and other	165	149	(113)	23	224
Total originated loans	$ 34,152	$ 495	$ (291)	$ 29	$ 34,385
Acquired Loans					
Commercial & industrial	$ 19	$ 26	$ (1)	$ 2	$ 46
Owner occupied commercial real estate	153	(153)	—	—	—
Commercial real estate	290	15	—	2	307
Construction, land & land development	38	(8)	—	—	30
Residential mortgage	430	(54)	—	38	414
Consumer and other	4	(1)	—	1	4
Total acquired loans	$ 934	$ (175)	$ (1)	$ 43	$ 801
Total	$ 35,086	$ 320	$ (292)	$ 72	$ 35,186

	Balance June 30, 2017	Provision	Charge-offs	Recoveries	Balance September 30, 2017
			(Dollars in thousands)		
Originated Loans					
Commercial & industrial	$ 16,606	$ 2,031	$ (836)	$ 5	$ 17,806
Owner occupied commercial real estate	2,825	85	—	—	2,910
Commercial real estate	8,185	131	—	—	8,316
Construction, land & land development	1,576	255	—	—	1,831
Residential mortgage	1,165	(6)	—	13	1,172
Consumer and other	172	(17)	(9)	—	146
Total originated loans	$ 30,529	$ 2,479	$ (845)	$ 18	$ 32,181
Acquired Loans					
Commercial & industrial	$ 157	$ (145)	$ (4)	$ 7	$ 15
Commercial real estate	487	167	—	4	658
Construction, land & land development	3	19	—	1	23
Residential mortgage	598	(10)	—	8	596
Consumer and other	217	(210)	(1)	1	7
Total acquired loans	$ 1,462	$ (179)	$ (5)	$ 21	$ 1,299
Total	$ 31,991	$ 2,300	$ (850)	$ 39	$ 33,480

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	Balance December 31, 2017	Provision	Charge-offs	Recoveries	Balance September 30, 2018
	(Dollars in thousands)				
Originated Loans					
Commercial & industrial	$ 16,654	$ 11,327	$ (8,177)	$ 5	$ 19,809
Owner occupied commercial real estate	2,748	612	—	—	3,360
Commercial real estate	7,738	946	—	—	8,684
Construction, land & land development	1,481	(407)	—	—	1,074
Residential mortgage	1,136	89	—	9	1,234
Consumer and other	221	95	(169)	77	224
Total originated loans	$ 29,978	$ 12,662	$ (8,346)	$ 91	$ 34,385
Acquired Loans					
Commercial & industrial	$ 35	$ 1	$ (1)	$ 11	$ 46
Commercial real estate	658	(360)	—	9	307
Construction, land & land development	—	30	—	—	30
Residential mortgage	542	(466)	—	338	414
Consumer and other	7	13	(20)	4	4
Total acquired loans	$ 1,242	$ (782)	$ (21)	$ 362	$ 801
Total	$ 31,220	$ 11,880	$ (8,367)	$ 453	$ 35,186

	Balance December 31, 2016	Provision	Charge-offs	Recoveries	Balance September 30, 2017
	(Dollars in thousands)				
Originated Loans					
Commercial & industrial	$ 9,491	$ 10,002	$ (2,280)	$ 593	$ 17,806
Owner occupied commercial real estate	2,609	301	—	—	2,910
Commercial real estate	8,576	(260)	—	—	8,316
Construction, land & land development	1,852	(21)	—	—	1,831
Residential mortgage	1,134	(9)	—	47	1,172
Consumer and other	193	(27)	(142)	122	146
Total originated loans	$ 23,855	$ 9,986	$ (2,422)	$ 762	$ 32,181
Acquired Loans					
Commercial & industrial	$ 1,260	$ (984)	$ (338)	$ 77	$ 15
Owner occupied commercial real estate	—	957	(961)	4	—
Commercial real estate	437	214	—	7	658
Construction, land & land development	115	(72)	(95)	75	23
Residential mortgage	685	(136)	—	47	596
Consumer and other	12	(10)	(2)	7	7
Total acquired loans	$ 2,509	$ (31)	$ (1,396)	$ 217	$ 1,299
Total	$ 26,364	$ 9,955	$ (3,818)	$ 979	$ 33,480

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An analysis of activity in the allowance for loan losses for the periods indicated, and the balance of loans receivable by the method of impairment evaluation for those periods were as follows:

	September 30, 2018							
	Loans evaluated for impairment				Allowance for loan losses evaluated			
	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total loans	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total allowance for loan losses
	(Dollars in thousands)							
Originated Loans								
Commercial & industrial	$ 1,314,942	$ 35,832	$ —	$1,350,774	$ 11,215	$ 8,594	$ —	$ 19,809
Owner occupied commercial real estate	379,392	3,494	—	382,886	2,829	531	—	3,360
Commercial real estate	1,000,548	13,379	—	1,013,927	8,684	—	—	8,684
Construction, land & land development	136,177	1,457	—	137,634	1,074	—	—	1,074
Residential mortgage	173,510	3,658	—	177,168	1,234	—	—	1,234
Consumer and other	12,143	42	—	12,185	195	29	—	224
Total originated loans	$ 3,016,712	$ 57,862	$ —	$3,074,574	$ 25,231	$ 9,154	$ —	$ 34,385
Acquired Loans								
Commercial & industrial	$ 22,101	$ 4,602	$ 1,563	$ 28,266	$ 34	$ 12	$ —	$ 46
Owner occupied commercial real estate	51,096	1,671	14	52,781	—	—	—	—
Commercial real estate	115,906	—	3,594	119,500	307	—	—	307
Construction, land & land development	14,928	695	—	15,623	30	—	—	30
Residential mortgage	69,911	101	1,866	71,878	304	—	110	414
Consumer and other	533	199	—	732	—	4	—	4
Total acquired loans	$ 274,475	$ 7,268	$ 7,037	$ 288,780	$ 675	$ 16	$ 110	$ 801
Total	$ 3,291,187	$ 65,130	$ 7,037	$3,363,354	$ 25,906	$ 9,170	$ 110	$ 35,186

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	December 31, 2017							
	Loans evaluated for impairment				Allowance for loan losses evaluated			
	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total loans	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total allowance for loan losses
	(Dollars in thousands)							
Originated Loans								
Commercial & industrial	$ 1,173,371	$ 49,656	$ —	$1,223,027	$ 11,245	$ 5,409	$ —	$ 16,654
Owner occupied commercial real estate	327,906	—	—	327,906	2,748	—	—	2,748
Commercial real estate	823,361	—	—	823,361	7,738	—	—	7,738
Construction, land & land development	133,711	3,287	—	136,998	1,257	224	—	1,481
Residential mortgage	145,910	3,111	—	149,021	1,136	—	—	1,136
Consumer and other	16,116	62	—	16,178	191	30	—	221
Total originated loans	$ 2,620,375	$ 56,116	$ —	$2,676,491	$ 24,315	$ 5,663	$ —	$ 29,978
Acquired Loans								
Commercial & industrial	$ 49,494	$ 10,738	$ 3,237	$ 63,469	$ 35	$ —	$ —	$ 35
Owner occupied commercial real estate	81,376	1,886	4,062	87,324	—	—	—	—
Commercial real estate	237,669	312	6,437	244,418	658	—	—	658
Construction, land & land development	27,240	714	—	27,954	—	—	—	—
Residential mortgage	86,876	454	2,229	89,559	467	—	75	542
Consumer and other	1,059	211	—	1,270	3	4	—	7
Total acquired loans	$ 483,714	$ 14,315	$ 15,965	$ 513,994	$ 1,163	$ 4	$ 75	$ 1,242
Total	$ 3,104,089	$ 70,431	$ 15,965	$3,190,485	$ 25,478	$ 5,667	$ 75	$ 31,220

	September 30, 2017							
	Loans evaluated for impairment				Allowance for loan losses evaluated			
	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total loans	Collectively evaluated for impairment	Individually evaluated for impairment	Purchased credit impaired	Total allowance for loan losses
	(Dollars in thousands)							
Originated Loans								
Commercial & industrial	$ 1,025,109	$ 41,606	$ —	$1,066,715	$ 10,391	$ 7,415	$ —	$ 17,806
Owner occupied commercial real estate	312,162	—	—	312,162	2,910	—	—	2,910
Commercial real estate	806,125	202	—	806,327	8,316	—	—	8,316
Construction, land & land development	143,385	3,137	—	146,522	1,523	308	—	1,831
Residential mortgage	136,588	1,507	—	138,095	1,172	—	—	1,172
Consumer and other	15,346	72	—	15,418	117	29	—	146
Total originated loans	$ 2,438,715	$ 46,524	$ —	$2,485,239	$ 24,429	$ 7,752	$ —	$ 32,181
Acquired Loans								
Commercial & industrial	$ 61,035	$ 17,761	$ 3,339	$ 82,135	$ 15	$ —	$ —	$ 15
Owner occupied commercial real estate	85,073	6,880	4,283	96,236	—	—	—	—
Commercial real estate	251,965	127	10,323	262,415	569	—	89	658
Construction, land & land development	46,396	921	17	47,334	23	—	—	23
Residential mortgage	94,503	37	2,454	96,994	532	19	45	596
Consumer and other	1,196	212	—	1,408	4	3	—	7
Total acquired loans	$ 540,168	$ 25,938	$ 20,416	$ 586,522	$ 1,143	$ 22	$ 134	$ 1,299
Total	$ 2,978,883	$ 72,462	$ 20,416	$3,071,761	$ 25,572	$ 7,774	$ 134	$ 33,480

9. PREMISES AND EQUIPMENT

Premises and equipment as of the dates indicated are summarized as follows:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Land	$ 8,457	$ 7,660
Buildings and improvements	28,613	23,598
Furniture, fixtures and equipment	10,352	10,484
	47,422	41,742
Less accumulated depreciation	(18,549)	(17,740)
Total	$ 28,873	$ 24,002

Depreciation of premises and equipment totaled $424 thousand and $509 thousand for the three months ended September 30, 2018 and 2017, respectively, and $1.4 million and $1.6 million for the nine months ended September 30, 2018 and 2017.

10. GOODWILL AND CORE DEPOSIT INTANGIBLES

The Company has historically performed its annual goodwill impairment test as of December 31 each year. During 2017, the Company voluntarily changed its annual impairment assessment date from December 31 to October 31. The Company accelerated the impairment test to earlier during the quarter to better align the impairment testing work with year-end financial statements. The change in measurement date represents a change in the method of applying an accounting principle, however, the Company does not consider the change material, intends to utilize the same valuation approach and does not expect the change in valuation date to produce different impairment results.

The Company reviews its goodwill for impairment annually, or more frequently, if indicators of impairment exist. At September 30, 2018 and December 31, 2017, management determined that goodwill, as reflected in the Company's financial statements, was not impaired. The most recent goodwill impairment test was as of October 31, 2017. Subsequent to the date of the test, management has determined that no triggering events have occurred that would result in impairment.

Changes in the carrying amount of goodwill and core deposit intangibles for the periods set forth were as follows:

	Goodwill	Core Deposit Intangibles
	(Dollars in thousands)	
Balance - December 31, 2016	$ 85,291	$ 9,975
Less - amortization	—	(1,472)
Balance - December 31, 2017	$ 85,291	$ 8,503
Less amortization	—	(919)
Balance - September 30, 2018	$ 85,291	$ 7,584

Amortization of core deposit intangibles was $297 thousand and $380 thousand for the three months ended September 30, 2018 and 2017, respectively, and $919 thousand and $1.1 million for the nine months ended September 30, 2018 and 2017, respectively.

The Company initially records the total premium paid on acquisitions as goodwill. After finalizing the valuation, core deposit intangibles are identified and reclassified from goodwill to core deposit intangibles on the balance sheet. This reclassification has no effect on total assets, liabilities, shareholders' equity, net income or cash flows. The measurement period for the Company to determine the fair value of acquired identifiable assets and assumed liabilities will be at the end of the earlier of (1)twelve months from the date of acquisition or (2) as soon as the Company receives the information it was seeking about facts and circumstances that existed as of the date of acquisition. The Company may record subsequent adjustments to goodwill for amounts undeterminable at acquisition date, such as deferred taxes and real estate valuations.

Core deposit intangibles are amortized on an accelerated basis over their estimated lives, which the Company believes is approximately six to nineteen years. The estimated future amortization expense for the core deposit intangibles remaining as of September 30, 2018 is as follows (dollars in thousands):

2018	$	276
2019		1,080
2020		993
2021		905
2022		818
Thereafter		3,512
Total	$	7,584

11. DEPOSITS

Scheduled maturities of certificates and other time deposits for the next five years were as follows:

	September 30, 2018		December 31, 2017	
	(Dollars in thousands)			
2018	$	246,666	$	889,231
2019		885,241		247,595
2020		164,528		83,005
2021		25,105		13,922
2022		24,154		28,579
Thereafter		13,311		—
Total	$	1,359,005	$	1,262,332

Certificates and other time deposits that meet or exceed the FDIC Insurance limit of $250,000 at September 30, 2018 and December 31, 2017, were $656.6 million and $482.0 million, respectively.

The Company had $196.3 million and $123.4 million in brokered time deposits at September 30, 2018 and December 31, 2017, respectively. At September 30, 2018, the Company also had $75.1 million in brokered interest-bearing transaction accounts and $37.2 million in noninterest-bearing escrow accounts classified as brokered. Brokered deposits represented 9.0% and 4.7% of total deposits at September 30, 2018 and December 31, 2017, respectively. The Company utilizes brokered deposits to enhance liquidity.

There are no major concentrations of deposits with any one depositor.

12. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE AND OTHER BORROWED FUNDS

Other borrowed funds as of the dates indicated were as follows:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Federal Home Loan Bank advances	437,000	$ 325,000
Repurchase agreements	3,502	5,173
Total	$ 440,502	$ 330,173

Federal Home Loan Bank Advances — The Company has an available borrowing arrangement with the Federal Home Loan Bank (the "FHLB"), which allows the Company to borrow on a collateralized basis. At September 30, 2018 and December 31, 2017, total unused borrowing capacity of $670.3 million and $948.2 million, respectively, was available under this arrangement. At September 30, 2018, $437.0 million was outstanding with an average interest rate of 2.88% and all of the Company's FHLB advances will mature within two years. At December 31, 2017, $325.0 million was outstanding with an average interest rate of 1.41% and all of the Company's FHLB advances will mature within one year. These borrowings are collateralized by a blanket lien on certain real estate loans and unpledged securities in safekeeping. The total borrowing capacity decreased due to increased utilization. The Company utilizes these borrowings to meet liquidity needs and to fund certain loans in its loan portfolio.

Federal Reserve Bank — The Company has an available borrower in custody arrangement with the Federal Reserve Bank of Dallas (the "Dallas Fed"), which allows the Company to borrow, on a collateralized basis. Certain commercial and consumer loans are pledged under this arrangement. The Company maintains this borrowing arrangement to meet liquidity needs pursuant to its liquidity risk management program. At September 30, 2018 and December 31, 2017, $524.4 million and $384.5 million, respectively, were available under this arrangement and no borrowings were outstanding.

Securities Sold Under Agreements to Repurchase — Securities sold by the Company under agreements to repurchase represent the purchase of interests in securities by its customers. Securities sold under agreements to repurchase are stated at the amount of cash received in connection with the transaction. Repurchase agreements are settled on the following business day. All securities sold under agreements to repurchase are collateralized by pledged securities. The securities underlying the repurchase agreements are held in safekeeping by the Bank's safekeeping agent.

Federal Funds Purchased — The Company has available federal funds lines of credit with its correspondent banks. As of September 30, 2018 and December 31, 2017, there were no federal funds purchased outstanding.

13. SUBORDINATED DEBENTURES AND SUBORDINATED NOTES

Subordinated Notes — On December 8, 2016, the Company issued $35.0 million of 8.50% Fixed-to-Floating Rate Subordinated Notes (the "Notes") that mature on December 15, 2026 through a private placement to certain institutional accredited investors. The Notes, which qualify as Tier 2 capital under the Federal Reserve's capital guidelines in effect at September 30, 2018, have an interest rate of 8.50% per annum, during the fixed-rate period from date of issuance through December 15, 2021. Interest is payable semi-annually on each June 15 and December 15, from June 15, 2017 through December 15, 2021.

During the floating rate period from December 15, 2021, but excluding the maturity date or date of earlier redemption, the Notes will bear interest at a rate per annum equal to three-month LIBOR for the related interest period plus 6.685%, payable quarterly on each March 15, June 15, September 15 and December 15. The Notes are subordinated in right of payment to all of the Company's senior indebtedness and effectively subordinated to all existing and future debt and all other liabilities of the Company's subsidiary bank. The Company may elect to redeem the Notes (subject to regulatory approval), in whole or in part, on any early redemption date which is any interest payment date on or after December 15, 2021 at a redemption price equal to 100% of the principal amount plus any accrued and unpaid interest. Other than on an early redemption date, the Notes cannot be accelerated except in the event of bankruptcy or the occurrence of certain other events of bankruptcy, insolvency or reorganization. The sale of the Notes yielded net proceeds of approximately $33.9 million. The Company utilized $32.8 million of the proceeds to transfer several energy loans to the holding company to provide flexibility to resolve these loans.

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Unamortized debt issuance costs related to these Notes, which are included in Subordinated Debentures and Subordinated Notes, totaled $1.2 million at September 30, 2018. Net issuance costs associated with issuing these Notes are amortized to interest expense over the respective terms using the straight-line method.

In connection with the issuance of the Notes, we entered into a registration rights agreement (the "Registration Rights Agreement") with the purchasers of the Notes. Under the Registration Rights Agreement, we were required to, among other things, use commercially reasonable efforts to (1) file with the SEC on or prior to March 31, 2017, a registration statement (the "Exchange Offer Registration Statement") with respect to an offer to exchange the Notes for new notes with identical terms (except for the provisions relating to the transfer restrictions and payment of additional interest) (the "Exchange Offer"), (2) cause the Exchange Offer Registration Statement to be declared effective by the SEC no later than June 15, 2017 and (3) consummate the Exchange Offer no later than 45 days following the effective date of the Exchange Offer Registration Statement. The Exchange Offer Registration Statement was declared effective by the SEC on April 13, 2017, and we completed the Exchange Offer on May 19, 2017, such that $34,000,000 aggregate principal amount of the Notes was exchanged for $34,000,000 aggregate principal amount of 8.50% Fixed-to-Floating Rate Subordinated Notes due 2026 that were registered under the Securities Act of 1933, as amended, and $1,000,000 aggregate principal amount of the Notes remained unregistered.

A summary of pertinent information related to the Company's issues of subordinated Notes outstanding as of the dates indicated were as follows:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Subordinated notes fixed to floating rate, 8.50% per annum, maturity date December 15, 2026	$ 35,000	$ 35,000
Less: unamortized debt issuance costs	(1,182)	(1,291)
Total subordinated notes	$ 33,818	$ 33,709

Subordinated Debentures Trust Preferred Securities — At September 30, 2018, the Company had outstanding $22.2 million in subordinated debentures, which is offset by a $7.8 million purchase discount. On October 1, 2015, the Company acquired Patriot Bancshares, Inc., and assumed the obligations related to the subordinated debentures issued to Capital Trust I and Capital Trust II.

A summary of pertinent information related to the Company's two issues of subordinated debentures outstanding at September 30, 2018 is set forth in the table below:

Description	Issuance Date	Trust Preferred Securities Outstanding	Interest Rate(1)	Subordinated Debt Owed to Trusts	Maturity Date(2)
			(Dollars in thousands)		
Patriot Bancshares Capital Trust I	March 31, 2006	$ 5,000	3 month LIBOR +1.85%, not to exceed 11.90%	$ 5,155	April 7, 2036
Patriot Bancshares Capital Trust II	August 2, 2007	$ 16,500	3 month LIBOR +1.80%, not to exceed 11.90%	$ 17,011	September 15, 2037

(1) The 3-month LIBOR in effect as of September 30, 2018 was 2.398%.
(2) All debentures are callable five years from issuance date.

Each of the trusts is a capital trust organized for the sole purpose of issuing trust securities and investing the proceeds in the Company's junior subordinated debentures. The trust preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the junior subordinated debentures held by the trust. The common securities of each trust are 100% owned by the Company. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon the Company making payment on the related subordinated debentures. The debentures, which are the only assets of each trust, are subordinate and junior in right of payment to all of the Company's present and future senior indebtedness. The Company has fully and unconditionally guaranteed each trust's obligations under the trust securities issued by such trust to the extent not paid or made by each trust, provided such trust has funds available for such obligations.

Under the provisions of each issue of the debentures, the Company has the right to defer payment of interest on the debentures at any time, or from time to time, for periods not exceeding five years. If interest payments on either issue of the debentures are deferred, the distributions on the applicable trust preferred securities and common securities will also be deferred.

14. INCOME TAXES

Income tax expense for the three and nine months ended September 30, 2018 and 2017 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Income tax expense for the period	$ 4,943	$ 5,895	$ 11,548	$ 16,822
Effective Tax Rate	24.1%	34.1%	21.8%	34.8%

Effective January 1, 2018, the federal statutory corporate income tax rates was reduced from 35% to 21% pursuant to the Tax Cuts and Jobs Act described below.

The effective tax rates differ from the statutory federal tax rates of 21% and 35% for the three and nine months ended September 30, 2018 and 2017, respectively, largely due to the nontaxable earnings on bank owned life insurance, tax exempt interest income earned on certain investment securities and loans and excess tax benefits on exercised stock options and vested restricted stock units, less state tax expense, net of federal effect, and non-deductible expenses, including merger costs.

Net deferred tax assets totaled $12.7 million and $8.8 million at September 30, 2018 and December 31, 2017, respectively. No valuation allowance was recorded against deferred tax assets as of those dates, as management believes it is more likely than not that all of the deferred tax assets will be realized because they were supported by recoverable taxes paid in prior years.

Tax Cuts and Jobs Act - The Tax Cuts and Jobs Act was enacted on December 22, 2017. Among other things, the new law (i) establishes a new, flat, federal statutory corporate income tax rate of 21%, (ii) eliminates the corporate alternative minimum tax and allows the use of any such carryforwards to offset regular tax liability for any taxable year, (iii) limits the deduction for net interest expense incurred by U.S. corporations, (iv) allows businesses to immediately expense, for tax purposes, the cost of new investments in certain qualified depreciable assets, (v) eliminates or reduces certain deductions related to meals and entertainment expenses, (vi) modifies the limitation on excessive employee compensation to eliminate the exception for performance-based compensation and clarifies the definition of a covered employee and (vii) limits the deductibility of deposit insurance premiums for banks in excess of $5 billion in assets.

The Company completed its accounting under ASU 740, *Income Taxes*, for all material deferred tax assets and liabilities during the quarter ended December 31, 2017. Provisional amounts were recorded for certain immaterial items including Schedules K-1 from CRA related partnership investments. As a result of the revaluation, we recorded $5.8 million in income tax expense for 2017. Material adjustment to provisional amounts are not expected.

During the three months ended March 31, 2018, the Company elected early adoption of the provisions of ASU 2018-02, which allowed the Company to reclassify the effects of the statutory tax rate change on items within accumulated other comprehensive income to retained earnings. This reclassification, which reduced other comprehensive income and increased retained earnings by $1.4 million, related entirely to unrealized gains and losses on available-for-sale securities.

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15. EMPLOYEE BENEFITS

Equity Incentive Plans — The 2014 Omnibus Equity Incentive Plan (the "2014 Plan") was approved by the Company's Board of Directors and shareholders on July 28, 2014 and became effective immediately prior to the initial public offering on August 7, 2014. A total of 1,273,838 shares of common stock were reserved for issuance under the 2014 Plan, which permits the grant of incentive stock options, within the meaning of Section 422 of the IRS Code, to the Company's employees, and the grant of non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, performance shares and other forms of equity-based awards to the Company's employees, directors, consultants and independent contractors. The 2014 Plan is administered by the Compensation Committee of the Board of Directors, who may select which eligible participants receive awards, the types of awards to be granted, the purchase price, if any, to be paid for shares covered by the awards and the vesting, forfeiture, cancellation and other terms and conditions of the awards.

During the period from December 29, 2017 through January 23, 2018, the Compensation Committee restructured performance options under the 2010 Option Plan in order to more appropriately align the incentives of the grantees with the success of the Company. As a part of this restructuring, 256,242 outstanding performance options under the 2010 Option Plan were vested and 586,119 outstanding performance options under the 2010 Option Plan were cancelled and new grants of time-based and performance based restricted stock units or "RSUs" were granted under the 2014 Plan. As of March 30, 2018, 3,393 shares were available for future grant under the 2014 Plan. On April 3, 2018, our Board approved an amendment to the 2014 Plan and at the annual meeting of shareholders held May 23, 2018 our shareholders approved the amendment to the 2014 Plan, to increase the number of shares reserved for issuance under the 2014 Plan by 650,000 shares.

Stock Options. At September 30, 2018 and December 31, 2017 there were 403,503 and 428,168 time based options outstanding under the 2014 Plan, respectively.

Restricted Stock Units. In connection with the initial public offering, 275,000 restricted stock units were granted under the 2014 Plan. At September 30, 2018, there were 502,181 time based restricted stock units and 207,859 performance based restricted stock units outstanding under the 2014 Plan. At December 31, 2017, there were 322,875 time based restricted stock units outstanding under the 2014 Plan.

The Company has two additional stock options plans, both of which are frozen to further issuance.

The Green Bancorp, Inc. 2010 Stock Option Plan (the "2010 Option Plan"), which was approved by the Company's Board of Directors on June 30, 2010, permitted the grant of up to 2,239,906 options. The non-qualified stock options granted were in the form of time-based options and performance options and may have been granted to a director, officer or employee of the Company. Time-based options under the 2010 Option Plan vest over a period of four years and expire on the tenth anniversary of the date of the grant. Performance options under the 2010 Option Plan vest upon the occurrence of a liquidity event, with the vested amounts determined based on the achievement of specified performance and market metrics. The 2010 Option Plan was frozen to further issuance upon approval of the 2014 Omnibus Plan. At September 30, 2018 there were 433,094 time based options, 237,999 performance options and 305,694 super-performance options outstanding under the 2010 Option Plan. At December 31, 2017 there were 367,213 time based options, 992,864 performance options and 308,054 super-performance options outstanding under the 2010 Option Plan.

The Green Bancorp, Inc. 2006 Stock Option Plan (the "2006 Option Plan"), which was approved by the shareholders of the Company on June 21, 2006, permitted the grant of up to 450,000 options. The options granted may have been in the form of nonqualified stock options, which may have been granted to a director, officer or employee of the Company, or incentive stock options, which may have been granted only to officers of the Company. Awards under the 2006 Option Plan vest over a four-year period, which began on the first anniversary of the grant date, and must be exercised within 10 years from the grant date. The 2006 Option Plan was frozen to further issuance upon approval of the 2010 Option Plan. At September 30, 2018 and December 31, 2017, there were 27,500 and 87,500 options outstanding under the 2006 Option Plan, respectively.

For the three months ended September 30, 2018 and 2017, $449 thousand and $170 thousand of stock based compensation expense was recorded for the stock options, respectively, and $1.3 million and $467 thousand for the nine months ended September 30, 2018 and 2017, respectively. Total restricted stock units compensation expense was $768 thousand and $186 thousand for the three months ended September 30, 2018 and 2017, respectively, and $2.3 million and $592 thousand for the nine months ended September 30, 2018 and 2017, respectively.

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Stock Appreciation Rights Plan — On May 18, 2007, the Company's Board of Directors adopted the Green Bancorp Stock Appreciation Rights Plan (the "SAR Plan"). The SAR Plan provided for the issuance of up to 200,000 units to plan participants at an exercise price of no less than the fair market value of the common stock of the Company at the time of grant. Units are redeemable by SAR Plan participants under certain circumstances whereby the participant will be paid the excess, if any, of the market value of the Company's common stock at the time of exercise over the exercise price. The SAR Plan provides for a 10-year maximum term for units issued, vesting and exercisability limitations and accelerated vesting and deemed exercise in the event of a change of control. The SAR Plan was frozen to further issuance upon approval of the 2014 Omnibus Plan. As of September 30, 2018 and December 31, 2017, there were 26,500 and 63,000 units outstanding under the SAR Plan, respectively.

For the three and nine months ended September 30, 2018, a $39 thousand and $150 thousand of stock based compensation expense to reflect the fair value of the SARs was recorded, respectively. For the three and nine months ended September 30, 2017, $285 thousand and $642 thousand of stock based compensation expense to reflect the fair value of the SARs was recorded.

Benefit Plan — The Company sponsors a 401(k) plan (the "401k Plan"), which is a defined contribution plan available to substantially all employees. Participants in the 401k Plan may make salary deferral contributions up to the amount allowed by law.

The Company makes safe harbor matching contributions to the 401k Plan equal to 100% of the participant's elective contribution for the plan year up to a maximum of 6% of the participant's salary. The Company contributions are fully vested at the date of contribution. The total of Company contributions for the three months ended September 30, 2018 and 2017, were $394 thousand and $349 thousand, respectively, and for the nine months ended September 30, 2018 and 2017, were $1.2 million and $1.1 million, respectively.

16. OFF-BALANCE SHEET ARRANGEMENTS, COMMITMENTS AND CONTINGENCIES

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of the date indicated (other than securities sold under agreements to repurchase). The Company's future cash payments associated with its contractual obligations pursuant to its certificates and other time deposits, FHLB advances, subordinated debentures and subordinated notes and operating leases, as of the date indicated are as follows:

	September 30, 2018				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Certificates and other time deposits	$ 1,075,282	$ 244,428	$ 39,295	$ —	$ 1,359,005
Federal Home Loan Bank advances	390,062	50,549	—	—	440,611
Subordinated debentures and subordinated notes	4,023	3,888	9,345	82,465	99,721
Operating leases	2,143	3,377	2,611	2,283	10,414
Total	$ 1,471,510	$ 302,242	$ 51,251	$ 84,748	$ 1,909,751

Payments for the FHLB advances include interest of $3.6 million that will be paid in future years. Payments for subordinated debentures and subordinated notes include interest of $42.6 million that will be paid in future years. The future interest payments were calculated using the current rate in effect at September 30, 2018. Payments related to leases are based on actual payments specified in underlying contracts.

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Leases — A summary as of September 30, 2018, of the Company's noncancelable future operating lease commitments (in thousands):

2018	$	543
2019		2,107
2020		1,692
2021		1,564
2022		1,293
Thereafter		3,215
Total	$	10,414

The Company leases certain office facilities and equipment under operating leases. Rent expense under all noncancelable operating lease obligations, net of income from noncancelable subleases aggregated, was approximately $610 thousand and $581 thousand for the three months ended September 30, 2018 and 2017, respectively, and $1.8 million and $1.7 million for the nine months ended September 30, 2018 and 2017, respectively.

Litigation — The Company from time to time is involved in routine litigation arising from the normal course of business. Management does not believe that there are any pending or threatened proceedings against the Company which, upon resolution, would have a material effect on the consolidated financial statements.

Financial Instruments with Off-Balance Sheet Risk — In the normal course of business, the Company is a party to various financial instruments with off-balance sheet risk to meet the financial needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual or notional amount of these instruments. The Company uses the same credit policies in making these commitments and conditional obligations as it does for on-balance sheet instruments.

The following is a summary of the various financial instruments outstanding as of the date set forth:

	September 30, 2018				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Commitments to extend credit	$ 284,861	$ 208,383	$ 108,841	$ 84,337	$ 686,422
Standby and commercial letters of credit	15,476	259	100	480	16,315
Total	$ 300,337	$ 208,642	$ 108,941	$ 84,817	$ 702,737

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. Commitments 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 fully drawn upon, the total commitment amounts disclosed above do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if considered necessary by the Company, upon extension of credit, is based on management's credit evaluation of the customer.

Standby and commercial letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. In the event of nonperformance by the customer, the Company has rights to the underlying collateral, which can include commercial real estate, physical plant and property, inventory, receivables, cash and marketable securities. The credit risk to the Company in issuing letters of credit is essentially the same as that involved in extending loan facilities to its customers.

17. DERIVATIVE FINANCIAL INSTRUMENTS

In order to accommodate the borrowing needs of certain commercial customers, the Company has entered into interest rate swap or cap agreements with those customers. These interest rate derivative contracts effectively allow our customers to convert a variable rate loan to a fixed rate. In order to offset the exposure and manage interest rate risk, at the time an agreement was entered into with a customer, the Company entered into an interest rate swap or cap with a correspondent bank counterparty with offsetting terms. These derivative instruments are not designated as accounting hedges and changes in the net fair value are recognized in noninterest income or expense. Because we act as an intermediary for our customers, changes in the fair value of the underlying derivative contracts substantially offset each other and do not have a material impact on our results of operations. The fair value amounts are included in other assets and other liabilities.

The following is a summary of the interest rate swaps outstanding as of the dates set forth:

	September 30, 2018				
	Notional Amount	Fixed Rate	Floating Rate	Maturity	Fair Value
	(Dollars in thousands)				
Non-hedging derivative instruments:					
Customer interest rate derivative:					
Interest rate swaps - receive fixed/ pay floating	$ 181,341	2.94 - 7.16%	LIBOR 1 month + 0.00% - 4.25%	Wtd. Avg. 3.7 years	$ 2,828
Interest rate caps and collars	$ 37,506	3.10 - 6.00%	LIBOR 1 month + 3.00% - 3.75%	Wtd. Avg. 1.0 years	$ 304
Correspondent interest rate swap:					
Interest rate swaps - receive fixed/ pay floating	$ 181,341	2.94 - 7.16%	LIBOR 1 month + 0.00% - 4.25%	Wtd. Avg. 3.7 years	$ (2,814)
Interest rate caps and collars	$ 37,506	3.10 - 6.00%	LIBOR 1 month + 3.00% - 3.75%	Wtd. Avg. 1.0 years	$ (304)

	December 31, 2017				
	Notional Amount	Fixed Rate	Floating Rate	Maturity	Fair Value
	(Dollars in thousands)				
Non-hedging derivative instruments:					
Customer interest rate derivative:					
Interest rate swaps - receive fixed/ pay floating	$ 173,304	2.19 - 5.72%	LIBOR 1 month + 0% - 4.25%	Wtd. Avg. 2.8 years	$ 880
Interest rate caps and collars	$ 37,466	4.55 - 6.00%	LIBOR 1 month + 3% - 3.75%	Wtd. Avg. 1.7 years	$ 75
Correspondent interest rate swap:					
Interest rate swaps - receive fixed/ pay floating	$ 173,304	2.19 - 5.72%	LIBOR 1 month + 0% - 4.25%	Wtd. Avg. 2.8 years	$ (901)
Interest rate caps and collars	$ 37,466	4.55 - 6.00%	LIBOR 1 month + 3% - 3.75%	Wtd. Avg. 1.7 years	$ (75)

The estimated fair values of non-hedging derivative instruments are reflected within Company's consolidated balance sheet (included in other assets and other liabilities) on a net basis when a right of offset exits, based on transactions with a single counterparty that are subject to a legally enforceable master netting agreement. The notional amounts and estimated fair values of the non-hedging derivative instruments by classification as the dates set forth were as follows:

	September 30, 2018			December 31, 2017		
		Estimated Fair Value			Estimated Fair Value	
	Notional Amount	Asset Derivative	Liability Derivative	Notional Amount	Fair Value	Liability Derivative
	(Dollars in thousands)					
Non-hedging interest rate derivatives:						
Correspondent counterparty:						
Interest rate swaps	$ 181,341	$ 3,182	$ 354	$ 173,304	$ 1,326	$ 448
Interest rate caps and collars	37,506	304	—	37,466	75	—
Customer counterparty:						
Interest rate swaps	181,341	356	3,147	173,304	423	1,325
Interest rate caps and collars	37,506	—	304	37,466	—	75
Gross derivatives		3,842	3,805		1,824	1,848
Offsetting derivatives assets/liabilities		(102)	(102)		(369)	(369)
Net derivatives included in the consolidated balance sheets		$ 3,740	$ 3,703		$ 1,455	$ 1,479

18. REGULATORY MATTERS

Capital Requirements — The Company is subject to various regulatory capital requirements administered by federal banking agencies. Any institution that fails to meet its minimum capital requirements is subject to actions by regulators that could have a direct material effect on its financial statements. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines based on the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's capital amount and classification under the regulatory framework for prompt corrective action are also subject to qualitative judgments by the regulators.

In July 2013, the Federal Reserve published final rules for the adoption of the Basel III regulatory capital framework (the "Basel III Capital Rules"). The Basel III Capital Rules, among other things, (i) introduced a new capital measure called "Common Equity Tier 1" ("CET 1"), (ii) specify that Tier 1 capital consist of CET 1 and "Additional Tier 1 Capital" instruments meeting specified requirements, (iii) define CET 1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET 1 and not to the other components of capital and (iv) expand the scope of the deductions/adjustments as compared to existing regulations. The Basel III Capital Rules became effective for us on January 1, 2015 with certain transition provisions to be fully phased in by January 1, 2019.

Beginning on January 1, 2016, the capital conservation buffer was effective for the Company starting at the 0.625% level and increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019. The required phase-in capital conservation buffer during 2018 is 1.875%. The capital conservation buffer, composed entirely of CET 1, is designed to absorb losses during periods of economic stress and effectively increases the minimum required risk-weighted capital ratios.

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Financial institutions are categorized as well capitalized or adequately capitalized, based on minimum total risk-based, Tier 1 risk-based, CET1 and Tier 1 leverage ratios. As shown in the table below, the Company's capital ratios exceeded the regulatory definition of adequately capitalized as of September 30, 2018 and December 31, 2017. Based upon the information in its most recently filed call report, the Bank met the capital ratios necessary to be well capitalized. The regulatory authorities can apply changes in classification of assets and such changes may retroactively subject the Company to changes in capital ratios. Any such changes could result in reducing one or more capital ratios below well-capitalized status. In addition, a change may result in imposition of additional assessments by the FDIC or could result in regulatory actions that could have a material effect on condition and results of operations.

To meet the capital adequacy requirements, the Company and the Bank must maintain minimum capital amounts and ratios as defined in the regulations. Management believes, as of September 30, 2018 and December 31, 2017, that the Company and the Bank met all capital adequacy requirements to which they are subject.

The most recent notification from the regulatory banking agencies categorized Green Bank as "well capitalized" under the regulatory capital framework for prompt corrective action and there have been no events since that notification that management believes have changed the Bank's category.

The Company's consolidated capital ratios and the Bank's capital ratios as of the dates set forth are presented in the following table:

	September 30, 2018					
	Actual		For Capital Adequacy Purposes		To be Categorized as "Well Capitalized" under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
The Company[1]:						
Total capital (to risk weighted assets)	$ 500,596	13.1%	$ 306,722	8.0%	N/A	N/A
Tier 1 capital (to risk weighted assets)	430,819	11.2	230,041	6.0	N/A	N/A
Common equity tier 1 capital	417,142	10.9	172,531	4.5	N/A	N/A
Tier I capital (to average assets)	430,819	10.1	171,459	4.0	N/A	N/A
The Bank[2]:						
Total capital (to risk weighted assets)	$ 494,108	12.9%	$ 306,408	8.0%	$ 383,010	10.0%
Tier 1 capital (to risk weighted assets)	458,148	12.0	229,806	6.0	306,408	8.0
Common equity tier 1 capital	458,148	12.0	172,354	4.5	248,956	6.5
Tier I capital (to average assets)	458,148	10.7	171,366	4.0	214,207	5.0

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	December 31, 2017					
	Actual		For Capital Adequacy Purposes		To be Categorized as "Well Capitalized" under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
The Company[1]:						
Total capital (to risk weighted assets)	$ 455,754	12.7%	$ 287,840	8.0%	N/A	N/A
Tier 1 capital (to risk weighted assets)	390,690	10.9	215,880	6.0	N/A	N/A
Common equity tier 1 capital	377,328	10.5	161,910	4.5	N/A	N/A
Tier I capital (to average assets)	390,690	9.5	164,632	4.0	N/A	N/A
The Bank[2]:						
Total capital (to risk weighted assets)	$ 444,198	12.4%	$ 286,648	8.0%	$ 358,310	10.0%
Tier 1 capital (to risk weighted assets)	415,542	11.6	214,986	6.0	286,648	8.0
Common equity tier 1 capital	415,542	11.6	161,239	4.5	232,901	6.5
Tier I capital (to average assets)	415,542	10.1	164,390	4.0	205,487	5.0

(1) The Federal Reserve may require the Company to maintain capital ratios above the required minimums.
(2) The FDIC or the Office of the Comptroller of the Currency (the "OCC") may require the Bank to maintain capital ratios above the required minimums.

Dividend Restrictions — Dividends paid by the Bank are subject to certain restrictions imposed by regulatory agencies. The Basel III Capital Rules further limit the amount of dividends that may be paid by our bank. Dividends of $4.7 million and $12.0 million were paid by the Bank to Green Bancorp during the quarter ended and nine months ended September 30, 2018, respectively. A dividend of $1.0 million was paid by the Bank to Green Bancorp during the year ended December 31, 2017.

The Company is regarded as a legal entity separate and distinct from the Bank. The principal source of the Company's revenues is dividends received from the Bank. Federal law currently imposes limitations upon certain capital distributions by national banks, such as certain cash dividends, payments to repurchase or otherwise acquire its shares, payments to shareholders of another institution in a cash-out merger and other distributions charged against capital. The Federal Reserve and the OCC regulate all capital distributions by the Bank directly or indirectly to the Company, including dividend payments. For example, under applicable regulations, the Bank must file an application for OCC approval of a capital distribution if the total capital distributions for the applicable calendar year exceed the sum of the Bank's net income for that year to date plus the Bank's retained net income for the preceding two years. Additionally, the Bank may not pay dividends to the Company if, after paying those dividends, it would fail to meet the required minimum levels under risk-based capital guidelines and the minimum leverage and tangible capital ratio requirements, or in the event the OCC notified the Bank that it was in need of more than normal supervision. Under the Federal Deposit Insurance Act, an insured depository institution such as the Bank is prohibited from making capital distributions, including the payment of dividends, if, after making such distribution, the institution would become "undercapitalized." Payment of dividends by the Bank also may be restricted at any time at the discretion of the appropriate regulator if it deems the payment to constitute an unsafe and unsound banking practice. In addition, the Bank may become subject to supervisory limits on its ability to declare or pay a dividend or reduce its capital unless certain conditions are satisfied.

19. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 820 applies to reported balances that are required or permitted to be measured at fair value under an existing accounting pronouncement. ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability and establishes a fair value hierarchy. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 — Inputs that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as certain U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 — Inputs other than those quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates and yield curves that are observable at commonly quoted intervals. Level 2 assets and liabilities include available-for-sale securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. Available-for-sale securities are valued using observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, prepayment speeds, credit information, and the bond's terms and conditions, among other things. Government guaranteed loans held-for-sale, which are guaranteed by the Small Business Administration ("SBA"), are valued based on observable market data and pricing. Derivative valuations utilize certain Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. The significance of the impact of these credit valuation adjustments on the overall valuation of derivative positions are not significant to the overall valuation and result in all derivative valuations being classified in Level 2 of the fair value hierarchy.

Level 3 — Inputs that are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. This category includes loans where independent pricing information was not able to be obtained.

The tables below present the Company's assets and liabilities measured at fair value on a recurring basis as of the dates set forth aggregated by the level in the fair value hierarchy within which those measurements fall.

	September 30, 2018			
	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Financial Assets:				
Available-for-sale securities	$ —	$ 610,494	$ —	$ 610,494
Loans held for sale	—	7,627	—	7,627
Correspondent interest rate swaps	—	3,182	—	3,182
Customer interest rate swaps	—	356	—	356
Correspondent interest rate caps and collars	—	304	—	304
Financial Liabilities:				
Correspondent interest rate swaps	$ —	$ 354	$ —	$ 354
Customer interest rate swaps	—	3,147	—	3,147
Customer interest rate caps and collars	—	304	—	304

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	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Financial Assets:				
Available-for-sale securities	$ —	$ 705,539	$ —	$ 705,539
Correspondent interest rate swaps	—	1,326	—	1,326
Customer interest rate swaps	—	423	—	423
Correspondent interest rate caps	—	75	—	75
Financial Liabilities:				
Correspondent interest rate swaps	$ —	$ 448	$ —	$ 448
Customer interest rate swaps	—	1,325	—	1,325
Customer interest rate caps	—	75	—	75

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Assets measured on a nonrecurring basis include impaired loans, real estate acquired by foreclosure and other repossessed assets.

A loan is defined as impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, according to the contractual terms of the loan agreement. The allowance for loan losses related to impaired loans is determined based on the difference between the carrying value of the impaired loan and its fair value. The fair value of impaired loans is determined based on the fair value of the collateral if repayment is expected solely from the collateral. Fair value of the loan's collateral is determined by appraisals and third party estimates for real estate collateral and by appraisals or independent valuations for non-real estate collateral such as inventory, accounts receivable, equipment or other business assets. The fair value of real estate acquired by foreclosure is measured using appraisals and third party estimates. These values may be adjusted based on current information available to management, therefore the values are considered Level 3 inputs within the fair value hierarchy.

The following tables present the assets that were carried on the consolidated balance sheet at the end of the reporting period for which a nonrecurring change in fair value has been recorded:

	September 30, 2018		
	Level 3	Total	Losses for the Nine Months Ended September 30, 2018
	(Dollars in thousands)		
Assets Measured on a Nonrecurring Basis:			
Impaired loans	$ 28,832	$ 28,832	$ 7,619

	September 30, 2017		
	Level 3	Total	Losses for the Nine Months Ended September 30, 2017
	(Dollars in thousands)		
Assets Measured on a Nonrecurring Basis:			
Impaired loans	$ 18,916	$ 18,916	$ 7,459
Other real estate owned	802	802	118
Loans held for sale	15,503	15,503	1,847

GREEN BANCORP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(Unaudited)

The following methods and assumptions were used to estimate the fair value of cash and other financial instruments, other than those described above:

Cash and Short-Term Investments — The carrying amount of these short term investments is a reasonable estimate of fair value.

Securities — The fair value of securities are obtained from an independent pricing service. Securities are valued based on quoted prices in an active market when available. These securities are classified in Level 1 of the valuation hierarchy. If quoted market prices are not available for the specific security, then fair values are estimated and classified as Level 2 of the valuation hierarchy. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury and other yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things.

Loans Held for Sale — The fair value of government guaranteed loans held-for-sale is based on commitments from investors or prevailing market prices.

Loans Held for Investment — The calculation of fair value of loans reported for the 2018 reporting periods has been revised to be in accordance with ASU 2016-01. The discounted cash flow methodology considers internal and market-based information, including interest rates, prepayment speeds and discount rates. The fair value of loans as of December 31, 2017 was estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Real Estate Acquired by Foreclosure — Real estate acquired by foreclosure is adjusted to fair value less estimated costs to sell at the time of foreclosure. Subsequently, these assets are carried at the lower of carrying value or fair value less estimated costs to sell. Fair value is generally based upon market prices or appraised values of the property, which may be discounted based on internal criteria and accordingly, the Company classifies real estate acquired by foreclosure as Level 3.

Deposit Liabilities — The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities in the peer market.

Other Borrowed Funds — The carrying amount of securities sold under agreements to repurchase is a reasonable estimate of fair value because these borrowings reprice at market rates generally daily. The fair value of long term FHLB advances is estimated using the rates currently offered for advances of similar remaining maturities.

Subordinated debentures and subordinated notes—The fair value of the subordinated debentures and subordinated notes was calculated using the quoted market prices, if available. If quoted market prices are not available, fair value is estimated using quoted market prices for similar subordinated debentures. Subordinated debentures and subordinated notes fair value measurements utilize Level 2 inputs.

Off-Balance Sheet Financial Instruments — The fair value of commitments is 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. These amounts were not significant at the reporting dates. The fair value of interest rate swaps is derived from pricing models based on past, present and projected future market conditions, quoted market prices of instruments with similar characteristics or discounted cash flows, classified in Level 2 of the fair value hierarchy.

GREEN BANCORP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(Unaudited)

The estimated fair values of the Company’s financial instruments as of the dates indicated are as follows:

	September 30, 2018				
	Carrying Value	Level 1	Level 2	Level 3	Fair Value
	(Dollars in thousands)				
Financial Assets:					
Cash and short term investments	$ 141,090	$ 141,090	$ —	$ —	$ 141,090
Available-for-sale securities	610,494	—	610,494	—	610,494
Held-to-maturity securities	62,595	—	61,667	—	61,667
Other securities	44,775	44,775	—	—	44,775
Loans held for sale	7,627	—	7,627	—	7,627
Loans held for investment, net of allowance	3,328,168	—	—	3,348,236	3,348,236
Real estate acquired by foreclosure	2,532	—	—	2,532	2,532
Total	$ 4,197,281	$ 185,865	$ 679,788	$ 3,350,768	$ 4,216,421
Financial Liabilities:					
Deposits	$ 3,414,472	$ —	$ 3,418,158	$ —	$ 3,418,158
Securities sold under agreements to repurchase	3,502	—	3,502	—	3,502
Other borrowed funds	437,000	—	436,288	—	436,288
Subordinated debentures and subordinated notes	48,161	—	46,319	—	46,319
Total	$ 3,903,135	$ —	$ 3,904,267	$ —	$ 3,904,267

	December 31, 2017				
	Carrying Value	Level 1	Level 2	Level 3	Fair Value
	(Dollars in thousands)				
Financial Assets:					
Cash and short term investments	$ 140,681	$ 140,681	$ —	$ —	$ 140,681
Available-for-sale securities	705,539	—	705,539	—	705,539
Held-to-maturity securities	13,275	—	13,146	—	13,146
Other securities	26,617	26,617	—	—	26,617
Loans held for sale	7,156	—	7,156	—	7,156
Loans held for investment	3,190,485	—	—	3,206,145	3,206,145
Real estate acquired by foreclosure	802	—	—	802	802
Total	$ 4,084,555	$ 167,298	$ 725,841	$ 3,206,947	$ 4,100,086
Financial Liabilities:					
Deposits	$ 3,397,143	$ —	$ 3,392,144	$ —	$ 3,392,144
Securities sold under agreements to repurchase	5,173	—	5,173	—	5,173
Other borrowed funds	325,000	—	324,873	—	324,873
Subordinated debentures and subordinated notes	47,737	—	45,356	—	45,356
Total	$ 3,775,053	$ —	$ 3,767,546	$ —	$ 3,767,546

20. SUBSEQUENT EVENTS

Declaration of Dividends — On October 19, 2018, the Company's Board of Directors declared a quarterly cash dividend of $0.10 per share of its outstanding common stock, payable November 21, 2018, to shareholders of record as of November 7, 2018.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Company's interim consolidated financial statements and the accompanying notes included elsewhere in this report and with the consolidated financial statements and accompanying notes and other detailed information appearing in the Company's Annual Report on Form 10-K for year ended December 31, 2017.

Except where the context otherwise requires or where otherwise indicated, in this Quarterly Report on Form 10-Q the terms "Company," "we," "us," "our," "our company" and "our business" refer to Green Bancorp, Inc. and our subsidiaries, including our banking subsidiary; Green Bank, N.A., a national banking association, and the term "Bank" refers to Green Bank, N.A. In this Quarterly Report on Form 10-Q, we refer to the Houston—Sugar Land—Baytown and Dallas—Fort Worth—Arlington metropolitan statistical areas as the Houston and Dallas MSAs.

Overview

We are a Texas focused bank holding company headquartered in Houston, Texas. Our wholly owned subsidiary, Green Bank, N.A., a nationally chartered commercial bank, provides commercial and private banking services primarily to Texas based customers through twenty-one full service branches in the Houston and Dallas MSAs and other markets. The Houston and Dallas MSAs are our target markets, and we believe their growing economies and attractive demographics, together with our scalable platform, provide us with opportunities for long-term and sustainable growth. Our emphasis is on continuing to expand our existing business by executing on our proven business model as well as pursuing select strategic acquisitions and attracting additional talented portfolio bankers.

We generate the majority of our revenues from interest income on loans, customer service and loan fees and income from investment in securities. The revenues are partially offset by interest expense paid on deposits and other borrowings and noninterest expenses such as administrative and occupancy expenses. Net interest income is the difference between interest income on earning assets such as loans and securities and interest expense on liabilities such as deposits and borrowings which are used to fund those assets. Net interest income is our largest source of revenue. To evaluate net interest income, we measure and monitor (1) yields on our loans and other interest-earning assets, (2) the costs of our deposits and other funding sources, (3) our net interest spread, (4) our net interest margin and (5) our provision for loan losses. Net interest spread is the difference between rates earned on interest-earning assets and rates paid on interest-bearing liabilities. Net interest margin is calculated as net interest income divided by average interest-earning assets. Because noninterest-bearing sources of funds, such as noninterest-bearing deposits and shareholders' equity, also fund interest-earning assets, net interest margin includes the benefit of these noninterest-bearing sources.

Total assets were $4.4 billion as of September 30, 2018 compared with $4.3 billion as of December 31, 2017, an increase of $158.0 million or 3.7%. Total deposits were $3.4 billion as of September 30, 2018 compared with $3.4 billion as of December 31, 2017, an increase of $17.3 million or 0.5%. Total loans held for investment were $3.4 billion at September 30, 2018, an increase of $172.9 million, or 5.4%, compared with $3.2 billion as of December 31, 2017. Loans held for sale were $7.6 million at September 30, 2018 compared with $7.2 million as of December 31, 2017. At September 30, 2018 and December 31, 2017, we had $62.1 million and $57.3 million, respectively, in non-accrual loans and our allowance for loan losses was $35.2 million and $31.2 million, respectively. Shareholders' equity was $490.2 million and $463.8 million at September 30, 2018 and December 31, 2017, respectively.

Merger Agreement

On July 23, 2018, the Company, Veritex and Merger Sub entered into the Merger Agreement, pursuant to which, subject to the terms and conditions of the Merger Agreement, among other things, (i) Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation in the Merger and a wholly owned subsidiary of Veritex, (ii) immediately thereafter, the Company, with Veritex being the surviving corporation and (iii) immediately thereafter, Green Bank will merge with and into Veritex Bank, with Veritex Bank continuing as the surviving bank.

Upon the consummation of the Merger, each share of Company common stock will be converted into the right to receive 0.79 shares of Veritex Common Stock.

The Merger Agreement contains customary representations and warranties and covenants by the Company and Veritex, including, among others, covenants relating to (1) the conduct of each party's business during the period prior to the consummation of the Merger, (2) each party's obligations to facilitate its shareholders' consideration of, and voting upon, the Merger Agreement and the Merger, in the case of the Company, and the issuance of shares of Veritex Common Stock in connection with the Merger (the "Share Issuance"), in the case of Veritex, (3) the recommendation by the parties' respective boards of directors in favor of approval of the Merger Agreement and the Merger Transactions, in the case of the Company, and the Share Issuance, in the case of Veritex, and (4) the Company's non-solicitation obligations relating to alternative business combination transactions. Furthermore, the Merger Agreement provides that, following the consummation of the Merger, the Veritex board will consist of nine members, six of whom are current members of the Veritex board and three of whom are current members of the Company board.

The transaction is subject to customary closing conditions, including, among others, (1) approval of the Merger by the shareholders of the Company and the approval of the Share Issuance by the shareholders of Veritex, (2) receipt of required regulatory approvals, (3) the absence of any law or order prohibiting the consummation of the transactions contemplated by the Merger Agreement (including the Merger Transactions), (4) the effectiveness of the registration statement for the Veritex Common Stock to be issued in the Merger, (5) the approval of the listing on the Nasdaq Global Market of the Veritex Common Stock to be issued in the Merger and (6) the receipt of regulatory approvals without the imposition of a condition that would reasonably be expected to be materially financially burdensome to the business, operations, financial condition or results of operations of the surviving corporation.

Each party's obligation to consummate the Merger Transactions is also subject to certain additional customary conditions, including (1) subject to certain exceptions, the accuracy of the representations and warranties of the other party, (2) performance in all material respects by the other party of its obligations under the Merger Agreement and (3) receipt by such party of an opinion from its counsel to the effect that the Holdco Mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement provides certain termination rights for both the Company and Veritex and further provides that a termination fee of $40,000,000 will be payable by either the Company or Veritex, as applicable, upon termination of the Merger Agreement under certain circumstances.

In connection with the proposed Merger Transactions, on August 31, 2018, Veritex filed a registration statement on Form S-4 with the SEC, which was amended on October 10, 2018 and became effective on October 12, 2018. Veritex and Green will hold meetings of their respective shareholders on November 15, 2018, at which meetings their respective shareholders may vote upon the Merger Agreement and the Merger, in the case of the Company, and the Share Issuance, in the case of Veritex. In connection therewith, Green and Veritex began mailing a joint proxy statement/prospectus to their respective shareholders on or around October 15, 2018.

Critical Accounting Policies

Our significant accounting policies are integral to understanding the results reported. Our accounting policies are described in detail in Note 1 to the consolidated financial statements included in the Company's Annual Report on the Form 10-K for the year ended December 31, 2017. We believe that of our significant accounting policies, the following may involve a higher degree of judgment and complexity:

Allowance for loan losses—The allowance for loan losses is maintained at a level that management estimates to be appropriate to absorb probable credit losses in the portfolio as of the balance sheet date. This estimate involves numerous assumptions and judgments. Management utilizes a calculation methodology that includes both quantitative and qualitative factors and applies judgment when establishing the factors utilized in the methodology and in assessing the overall adequacy of the calculated results.

The allowance for loan losses is a valuation allowance for losses incurred on loans. All losses are charged to the allowance when the loss actually occurs or when a determination is made that a loss is probable. Recoveries are credited to the allowance at the time of recovery. Our allowance for loan losses consists of two components: a general component based upon probable but unidentified losses inherent in the portfolio and a specific component on individual loans that are considered impaired.

The general component of the allowance for loan losses related to probable but unidentified losses inherent in the portfolio is based on our actual historical loss experience and various qualitative factors. The qualitative factors include lending policies and procedures, loan volume and terms, experience, depth and ability of lending management, volume and severity of past due loans and monitored loans, quality of loan review system, concentrations, value of collateral underlying collateral dependent loans, economic conditions and other factors. Additional factors considered include the actual historical loss experience at the total portfolio level, a comparison of the allowance ratios to peer data, an analysis of the allowance by risk rating and other factors.

To arrive at the general component of the allowance, loans are first separated into originated and acquired groups and then further separated by loan type for each group. On a quarterly basis, the trends in various metrics related to each of the factors described above are reviewed to determine the appropriate level of change to be applied to each factor for the period. The factors described above are calculated for the applicable loan groups and for each loan type within the applicable group and then applied to the loan balance by type to calculate the general reserve. The actual loss factor is based on our loss migration analysis, which calculates the weighted average of actual losses by loan type and within each risk rating over the prior three years.

The specific component of the allowance for loan losses is calculated based on a review of individual loans considered impaired. The analysis of impaired losses may be based on the present value of expected future cash flows discounted at the effective loan rate, an observable market price or the fair value of the underlying collateral on collateral dependent loans. In determining the collectability of certain loans, management also considers the fair value of any underlying collateral. The amount ultimately realized may differ from the carrying value of these assets because of economic, operating, or other conditions beyond our control.

Throughout the year, management estimates the probable level of losses to determine whether the allowance for loan losses is adequate to absorb inherent losses in the existing portfolio. Based on these estimates, an amount is recorded to the provision for loan losses and credited to the allowance for loan losses in order to adjust the allowance to a level determined to be adequate to absorb inherent losses. If economic conditions or borrower behavior deviate substantially from the assumptions utilized in the allowance calculation, increases in the allowance may be required.

Estimates of loan losses involve an exercise of judgment. While it is reasonably possible that in the near term we may sustain losses which are substantial relative to the allowance for loan losses, it is the judgment of management that the allowance for loan losses reflected in the consolidated balance sheets is adequate to absorb probable losses that exist in the current loan portfolio.

Determining the amount of the allowance is considered a critical accounting estimate, as it requires significant judgment and the use of subjective measurements, including management's assessment of overall portfolio quality. We maintain the allowance at an amount that management believes is sufficient to provide for estimated losses inherent in our loan portfolio at each balance sheet date, and fluctuations in the provision for loan losses may result from management's assessment of the adequacy of the allowance. Changes in these estimates and assumptions are possible and may have a material impact on our allowance, and therefore our financial position, liquidity or results of operations.

Accounting for Acquired Loans and the Allowance for Acquired Loan Losses—Acquisitions are accounted for using the acquisition method of accounting. Accordingly, the assets, including loans, and liabilities of the acquired entity were recorded at their fair values at the acquisition date. No allowance for credit losses related to the acquired loans is recorded on the acquisition date, as the fair value of the acquired loans incorporates assumptions regarding credit risk. These fair value estimates associated with acquired loans, and based on a discounted cash flow model, include estimates related to market interest rates and undiscounted projections of future cash flows that incorporate expectations of prepayments and the amount and timing of principal, interest and other cash flows, as well as any shortfalls thereof. The excess of cash flows expected at acquisition over the estimated fair value is considered the accretable discount and is recognized in interest income over the remaining life of the loan using the interest method.

Acquired loans with evidence of credit deterioration and the probability that all contractually required payments will not be collected as of the date of acquisition are accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 310-30. The difference between contractually required payments at acquisition and the cash flows expected to be collected is considered the non-accretable discount. The non-accretable discount represents the future credit losses expected to be incurred over the life of the loan. Subsequent increases in the expected cash flows will result in a recovery of any previously recorded allowance for loan losses and a reclassification from non-accretable discount to accretable discount.

At period-end after acquisition, the fair-valued acquired loans from each acquisition are reassessed to determine whether an addition to the allowance for credit losses is appropriate due to further credit quality deterioration. Methods utilized to estimate any subsequently required allowance for credit losses for acquired loans not deemed credit-impaired at acquisition are similar to originated loans; however, the estimate of loss is based on the unpaid principal balance and then compared to any remaining unaccreted purchase discount. To the extent that the calculated loss is greater than the remaining unaccreted purchase discount, an allowance is recorded for such difference. For further discussion of the methodology used in the determination of the allowance for credit losses for acquired loans, see "Financial Condition – Allowance for loan losses" section below.

Business combinations—The Company applies the acquisition method of accounting for business combinations in accordance with ASC 805, *Business Combinations*. Under the acquisition method, the acquiring entity in a business combination recognizes all of the assets acquired and liabilities assumed at their acquisition date fair values. Management utilizes valuation techniques appropriate for the asset or liability being measured in determining these fair values. The excess of the purchase price over the estimated fair value of the net assets, including identifiable intangible assets, for tax-free acquisitions is recorded as goodwill, none of which is deductible for tax purposes. The excess of the purchase price over the estimated fair value of the net assets, including identifiable intangible assets, for taxable acquisitions was also recorded as goodwill, and is deductible for tax purposes. Where amounts allocated to assets acquired and liabilities assumed is greater than the purchase price, a bargain purchase gain is recognized. Acquisition-related costs are expensed as incurred. The results of operations for each acquisition have been included in the Company's consolidated financial results beginning on the respective acquisition date.

Determining the fair value of assets acquired and liabilities assumed is considered a critical accounting estimate because the allocation of the fair value to the assets acquired and liabilities assumed requires significant management judgment and the use of subjective measurements. Variability in the market and changes in assumptions or subjective measurements used to allocate fair value are reasonably possible and may have a material impact on our financial position, liquidity or results of operations.

Goodwill—Goodwill has an indefinite useful life and is subject to an annual impairment test and more frequently if a triggering event occurs indicating that it is more likely than not that the fair value of the Company, which is our only reporting unit, is below the carrying value of its equity. We completed our annual impairment analysis of goodwill as of October 31, 2017, and based on this analysis, we do not believe any of our goodwill is impaired as of such date because the fair value of our equity substantially exceeded our carrying value. The goodwill impairment test involves a two-step process. Under the first step, the estimation of fair value of the reporting unit is compared with its carrying value including goodwill. If step one indicates a potential impairment, the second step is performed to measure the amount of impairment, if any. Goodwill impairment exists when the implied fair value of goodwill is less than its carrying value. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. As part of our impairment analysis, we use a variety of methodologies in determining the fair value of the reporting unit, including cash flow analysis that are consistent with the assumptions management believes hypothetical marketplace participants would use.

The Company has historically performed its annual goodwill impairment test as of December 31 each year. During 2017, the Company voluntarily changed its annual impairment assessment date from December 31 to October 31. The Company accelerated the impairment test to earlier during the quarter to better align the impairment testing work with year-end financial statements. The change in measurement date represents a change in the method of applying an accounting principle, however, the Company does not consider the change material, intends to utilize the same valuation approach and does not expect the change in valuation date to produce different impairment results.

Fair Value of Financial Instruments—The Company determines the fair market values of financial instruments based on the fair value hierarchy established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value. Level 1 inputs include quoted market prices, where available. If such quoted market prices are not available, Level 2 inputs are used. These inputs are based upon internally developed models that primarily use observable market-based parameters. Level 3 inputs are unobservable inputs which are typically based on an entity's own assumptions, as there is little, if any, related market activity. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Emerging Growth Company—Pursuant to the Jumpstart Our Business Startups Act, an emerging growth company can elect to opt in to any new or revised accounting standards that may be issued by the FASB or the SEC otherwise applicable to non-emerging growth companies. We have elected to opt in to such standards, which election is irrevocable.

We will likely take advantage of some of the reduced regulatory and reporting requirements that are available to us so long as we qualify as an emerging growth company, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation, and exemptions from the requirements of holding non-binding advisory votes on executive compensation and golden parachute payments.

Hurricane Harvey

In late August 2017, Hurricane Harvey, a Category 4 hurricane, caused catastrophic flooding and unprecedented damage to residences and businesses across Southeast Texas, including Houston. The Company currently operates 11 branches in the greater Houston area. As of September 30, 2018, the Company has not experienced any material financial impact related to Hurricane Harvey.

Results of Operations

Three months ended September 30, 2018 compared with three months ended September 30, 2017. Net income was $15.6 million for the three months ended September 30, 2018 compared with net income of $11.4 million for the three months ended September 30, 2017, an increase of $4.2 million, or 36.7%. Net earnings per diluted common share was $0.41 for the three months ended September 30, 2018 compared with net earnings per diluted common share of $0.31 for the same period in 2017, an increase of $0.10. The Company recorded a provision for loan losses of $320 thousand for the three months ended September 30, 2018. The third quarter of 2018 provision was the net between a $1.6 million reduction in the specific reserves for a syndicated health care credit offset by the addition of general reserves due to loan growth. We experienced returns on average common equity of 12.75% and 9.90%, returns on average assets of 1.42% and 1.10% and efficiency ratios of 53.6% and 50.6% for the three months ended September 30, 2018 and 2017, respectively. The efficiency ratio is calculated as noninterest expense divided by the sum of net interest income and noninterest income.

Nine months ended September 30, 2018 compared with nine months ended September 30, 2017. For the nine months ended months ended September 30, 2018, net income was $41.4 million compared with a net income of $31.5 million for the same period in 2017, an increase of $9.9 million, or 31.3%. Earnings per common share on a diluted basis was $1.10 for the nine months ended September 30, 2018 compared with net income per diluted common share of $0.85 for the same period in 2017, an increase of $0.25. The Company recorded a provision for loan losses of $11.9 million for the nine months ended September 30, 2018, which included $4.5 million in reserves on the energy portfolio and $4.3 million to a syndicated healthcare credit. The provision increased $1.9 million from the same period in 2017, primarily due to the syndicated healthcare credit reserve recorded in 2018, offset by a $2.8 million decrease in provision for the energy portfolio. We experienced returns on average common equity of 11.66% and 9.44%, returns on average assets of 1.29% and 1.03% and efficiency ratios of 51.5% and 50.9% for the nine months ended September 30, 2018 and 2017, respectively.

Net Interest Income

Our operating results depend primarily on our net interest income, which is the difference between interest income on interest-earning assets, including loans and securities, and interest expense incurred on interest-bearing liabilities, including deposits and other borrowed funds. Interest rate fluctuations, as well as changes in the amount and type of earning assets and liabilities, combine to affect net interest income. Our net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as a “volume change.” It is also affected by changes in yields earned on interest-earning assets and rates paid on interest-bearing deposits and other borrowed funds, referred to as a “rate change.”

Three months ended September 30, 2018 compared with three months ended September 30, 2017. Net interest income before the provision for loan losses for the three months ended September 30, 2018 was $39.5 million compared with $36.3 million for the three months ended September 30, 2017, an increase of $3.2 million, or 8.9%. The increase was primarily due to increases of $7.1 million, or 17.9%, in the interest earned on loans, offset by increases of $1.6 million, or 40.3%, in interest expense on certificates and other time deposits, $1.5 million, or 234.4%, in expense for other borrowed funds and $891 thousand, or 35.6%, in interest expense on transaction and saving deposits. Interest income was $51.9 million for the three months ended September 30, 2018, an increase of $7.4 million, or 16.5%, compared with the three months ended September 30, 2017. Interest income on loans was $46.6 million for the three months ended September 30, 2018, an increase of $7.1 million, or 17.9%, compared with the three months ended September 30, 2017, due to a 51 basis point increase in the average yield and a $217.7 million increase in average balance. Interest expense was $12.4 million for the three months ended September 30, 2018, an increase of $4.1 million, or 49.9%, compared with the three months ended September 30, 2017. Interest expense on deposits was $9.1 million for the three months ended September 30, 2018, an increase of $2.5 million, or 38.5%, compared with the three months ended September 30, 2017, due to a 43 basis point increase in the average cost of interest-bearing deposits, offset by a decrease of $111.7 million in the average balance. Interest expense on other borrowed funds was $2.2 million for the three months ended September 30, 2018, an increase of $1.5 million, compared with the three months ended September 30, 2017, due to the $158.3 million increase in average outstanding balance and a 112 basis point increase in average rate. For the three months ended September 30, 2018, average noninterest-bearing deposits increased $150.2 million from $679.9 million during the three months ended September 30, 2017 to $830.0 million for the three months ended September 30, 2018. Total cost of funds, including noninterest-bearing deposits, increased 38 basis points to 1.28% for the three months ended September 30, 2018 compared to 0.90% for the same period in 2017.

Net interest margin, defined as net interest income divided by average interest-earning assets, for the three months ended September 30, 2018 was 3.78%, an increase of 13 basis points compared with 3.65% for the same period in 2017.

Nine months ended September 30, 2018 compared with nine months ended September 30, 2017. Net interest income before the provision for loan losses for the nine months ended September 30, 2018 was $117.5 million compared with $104.2 million for the nine months ended September 30, 2017, an increase of $13.3 million, or 12.8%. The increase was primarily due to a $18.5 million, or 16.2%, increase in the interest earned on loans and a $2.7 million, or 25.1%, increase in interest income on securities, offset by a $5.2 million increase in interest expense on deposits and a $3.6 million increase in expense for other borrowed funds. Interest income was $149.3 million for the nine months ended September 30, 2018, an increase of $22.2 million, or 17.5%, compared with the nine months ended September 30, 2017. Interest income on loans was $132.9 million for the nine months ended September 30, 2018, an increase of $18.5 million, or 16.2%, compared with the nine months ended September 30, 2017, due to a 57 basis point increase in the in average yield and a $132.5 million increase in average balance. Interest income on securities was $13.6 million for the nine months ended September 30, 2018, an increase of $2.7 million, or 25.1%, compared with the nine months ended September 30, 2017, due to a 35 basis point increase in the average yield and a $52.8 million increase in the average balance. Interest expense was $31.7 million for the nine months ended September 30, 2018, an increase of $8.9 million, or 39.2%, compared with the nine months ended September 30, 2017. Interest expense on deposits was $23.3 million for the nine months ended September 30, 2018, an increase of $5.2 million, or 28.6%, compared with the nine months ended September 30, 2017, primarily due to a 31 basis point increase in the average cost of interest-bearing deposits, offset by a decrease of $114.4 million in the average balance. Interest expense on other borrowed funds was $5.1 million for the three months ended September 30, 2018, an increase of $3.6 million, compared with the three months ended September 30, 2017, due to a 103 basis point increase in average rate and a $134.9 million increase in average balance. For the nine months ended September 30, 2018, average noninterest-bearing deposits increased $137.7 million from $672.3 million during the nine months ended September 30, 2017 to $809.9 million for the nine months ended September 30, 2018. Total cost of funds, including noninterest-bearing deposits, increased 28 basis points to 1.12% for the nine months ended September 30, 2018 compared to 0.84% for the same period in 2017.

Net interest margin, defined as net interest income divided by average interest-earning assets, for the nine months ended September 30, 2018 was 3.86%, an increase of 27 basis points compared with 3.59% for the same period in 2017.

The following tables present, for the periods indicated, the total dollar amount of average balances, interest income from average interest-earning assets and the resultant yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates. All average balances are daily average balances. Any nonaccruing loans have been included in the table as loans carrying a zero yield.

	For the Three Months Ended September 30,					
	2018			2017		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate
	(Dollars in thousands)					
Assets						
Interest-Earning Assets:						
Loans[1]	$ 3,288,748	$ 46,612	5.62%	$ 3,071,039	$ 39,549	5.11%
Securities	689,930	4,277	2.46%	712,431	4,337	2.42%
Other investments	43,655	360	3.27%	26,009	221	3.37%
Interest earning deposits in financial institutions and federal funds sold	126,021	651	2.05%	134,868	432	1.27%
Total interest-earning assets	4,148,354	51,900	4.96%	3,944,347	44,539	4.48%
Allowance for loan losses	(36,003)			(32,395)		
Noninterest-earning assets	247,893			219,754		
Total assets	$ 4,360,244			$ 4,131,706		
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing transaction and savings deposits	$ 1,236,585	$ 3,393	1.09%	$ 1,349,701	$ 2,502	0.74%
Certificates and other time deposits	1,345,168	5,671	1.67%	1,343,732	4,042	1.19%
Securities sold under agreements to repurchase	3,964	1	0.10%	5,943	2	0.13%
Other borrowed funds	386,261	2,196	2.26%	227,936	655	1.14%
Subordinated debentures and subordinated notes	48,096	1,120	9.24%	47,531	1,059	8.84%
Total interest-bearing liabilities	3,020,074	12,381	1.63%	2,974,843	8,260	1.10%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	830,040			679,851		
Other liabilities	24,753			19,709		
Total liabilities	3,874,867			3,674,403		
Shareholders' equity	485,377			457,303		
Total liabilities and shareholders' equity	$ 4,360,244			$ 4,131,706		
Net interest rate spread			3.33%			3.38%
Net interest income and margin[2]		$ 39,519	3.78%		$ 36,279	3.65%

(1) Loans held for sale and nonaccrual loans are included in the loan averages.

(2) The net interest margin is equal to net interest income divided by average interest-earning assets.

	For the Nine Months Ended September 30,					
	2018			2017		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate
	(Dollars in thousands)					
Assets						
Interest-Earning Assets:						
Loans[1]	$ 3,192,201	$ 132,890	5.57%	$ 3,059,750	$ 114,396	5.00%
Securities	707,717	13,569	2.56%	654,913	10,848	2.21%
Other investments	38,544	1,001	3.47%	22,642	606	3.58%
Interest earning deposits in financial institutions and federal funds sold	129,814	1,803	1.86%	148,461	1,172	1.06%
Total interest-earning assets	4,068,276	149,263	4.91%	3,885,766	127,022	4.37%
Allowance for loan losses	(35,047)			(30,717)		
Noninterest-earning assets	239,942			226,984		
Total assets	$ 4,273,171			$ 4,082,033		
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing transaction and savings deposits	$ 1,275,943	$ 8,880	0.93%	$ 1,364,649	$ 6,710	0.66%
Certificates and other time deposits	1,300,592	14,454	1.49%	1,326,247	11,435	1.15%
Securities sold under agreements to repurchase	4,697	5	0.14%	4,640	5	0.14%
Other borrowed funds	337,300	5,094	2.02%	202,449	1,494	0.99%
Subordinated debentures and subordinated notes	47,957	3,308	9.22%	47,486	3,151	8.87%
Total interest-bearing liabilities	2,966,489	31,741	1.43%	2,945,471	22,795	1.03%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	809,941			672,278		
Other liabilities	22,221			18,094		
Total liabilities	3,798,651			3,635,843		
Shareholders' equity	474,520			446,190		
Total liabilities and shareholders' equity	$ 4,273,171			$ 4,082,033		
Net interest rate spread			3.48%			3.34%
Net interest income and margin[2]		$ 117,522	3.86%		$ 104,227	3.59%

(1) Loans held for sale and nonaccrual loans are included in the loan averages.

(2) The net interest margin is equal to net interest income divided by average interest-earning assets.

The following table presents information regarding the dollar amount of changes in interest income and interest expense for the periods indicated for each major component of interest-earning assets and interest-bearing liabilities and distinguishes between the changes attributable to changes in volume and changes in interest rates. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to rate.

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2018 vs. 2017			2018 vs. 2017		
	Increase (Decrease) Due to Change in			Increase (Decrease) Due to Change in		
	Volume	Rate	Total	Volume	Rate	Total
	(Dollars in thousands)					
Interest-earning assets:						
Loans, including fees	2,804	$ 4,259	7,063	4,952	$ 13,542	18,494
Securities	(137)	77	(60)	875	1,846	2,721
Other investments	150	(11)	139	426	(31)	395
Interest-earning deposits in financial institutions and federal funds sold	(28)	247	219	(147)	778	631
Total increase in interest income	2,789	4,572	7,361	6,106	16,135	22,241
Interest-bearing liabilities:						
Interest-bearing transaction and savings deposits	(210)	$ 1,101	891	(436)	$ 2,606	2,170
Certificates and other time deposits	4	$ 1,625	1,629	(221)	$ 3,240	3,019
Securities sold under agreements to repurchase	(1)	$ —	(1)	—	$ —	—
Other borrowings	455	$ 1,086	1,541	995	$ 2,605	3,600
Subordinated debentures and subordinated notes	13	$ 48	61	31	$ 126	157
Total increase in interest expense	261	3,860	4,121	369	8,577	8,946
Increase in net interest income	$ 2,528	$ 712	$ 3,240	$ 5,737	$ 7,558	$ 13,295

Provision for loan losses

Our provision for loan losses are charged to income in order to bring our total allowance for loan losses to a level deemed appropriate by management based on the factors discussed under "—Critical Accounting Policies—Allowance for loan losses." The allowance for loan losses at September 30, 2018 was $35.2 million, representing 1.05% of total loans, excluding loans held for sale, as of such date.

Three months ended September 30, 2018 compared with three months ended September 30, 2017. We recorded $320 thousand in provision for loan losses for the three months ended September 30, 2018 compared with $2.3 million for the same period in 2017. The third quarter of 2018 provision was the net between a $1.6 million reduction in the specific reserves for a syndicated health care credit offset by the addition of general reserves due to loan growth. Net charge-offs for the three months ended September 30, 2018 were $220 thousand compared with net charge offs of $811 thousand for the three months ended September 30, 2017. This decrease reflected a decrease in gross charge-offs from $850 thousand to $292 thousand for the three months ended September 30, 2017 and 2018, respectively, and an increase in recoveries from $39 thousand to $72 thousand for the three months ended September 30, 2017 and 2018, respectively. Net charge-offs included partial recoveries of $41 thousand in energy loans for the three months ended September 30, 2018, in comparison to charge-offs of $418 thousand for the three months ended September 30, 2017.

Nine months ended September 30, 2018 compared with nine months ended September 30, 2017. The provision for loan losses for the nine months ended September 30, 2018 was $11.9 million compared with $10.0 million for the same period in 2017. The provision recorded for the nine months ended September 30, 2018, included $4.5 million in reserves on the energy portfolio and $4.3 million related to a syndicated healthcare credit. Net charge offs for the nine months ended September 30, 2018 were $7.9 million compared with $2.8 million for the nine months ended September 30, 2017. This increase reflected an increase in gross charge-offs from $3.8 million to $8.4 million, and a decrease in recoveries from $979 thousand to $453 thousand for the nine months ended September 30, 2017 and 2018, respectively. Net charge-offs related to energy loans totaled $6.5 million for the nine months ended September 30, 2018, in comparison to $1.7 million for the nine months ended September 30, 2017.

Noninterest Income

Our primary sources of recurring noninterest income are customer service fees, loan fees, gains on sale of the guaranteed portion of loans and available for sale securities and other service fees. Noninterest income does not include loan origination fees which are recognized over the life of the related loan as an adjustment to yield.

For the three months ended September 30, 2018, noninterest income totaled $5.5 million, an increase of $2.1 million, or 61.4%, compared with the three months ended September 30, 2017. The increase was primarily due to a $1.3 million positive change in loss on held for sale loans, a $509 thousand increase in customer service fees, a $462 thousand increase in derivative income, and a $332 thousand positive change in loss on sale of available-for-sale securities, offset by a $597 thousand decrease in gain on sale of guaranteed portion of loans.

For the nine months ended September 30, 2018, noninterest income totaled $16.1 million, an increase of $1.5 million, or 10.5%, compared with the nine months ended September 30, 2017. This increase was primarily due to a $1.2 million positive change in loss on held for sale loans, a $1.0 million increase in customer service fees and $490 thousand increase in derivative income, offset by a $1.3 million decrease in gain on sale of guaranteed portion of loans.

The following table presents, for the periods indicated, the major categories of noninterest income:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Customer service fees	$ 2,874	$ 2,365	$ 7,847	$ 6,830
Loan fees	942	871	2,771	2,811
Gain on sale of available-for-sale securities, net	—	(332)	66	(38)
Gain on loans held-for-sale, net	—	(1,294)	—	(1,210)
Gain on sale of guaranteed portion of loans	705	1,302	2,758	4,107
Other	952	478	2,674	2,084
Total noninterest income	$ 5,473	$ 3,390	$ 16,116	$ 14,584

Noninterest Expense

For the three months ended September 30, 2018, noninterest expense totaled $24.1 million, an increase of $4.1 million, or 20.3%, compared with the three months ended September 30, 2017. The increase was primarily due to increases of to $3.0 million in merger-related costs, $1.2 million in salaries and employee benefits, $316 thousand in loan related expenses and $268 thousand in software license and maintenance, offset by $972 thousand decrease in professional and regulatory fees, in addition to smaller change in other noninterest expense categories.

For the nine months ended September 30, 2018, noninterest expense totaled $68.8 million, an increase of $8.3 million, or 13.7%, compared with the nine months ended September 30, 2017. The increase is primarily due to increases of $3.4 million in salaries and employee benefits, $3.0 million in merger-related costs and $1.6 million in the reserve for unfunded commitments, in addition to smaller change in other noninterest expense categories.

The following table presents, for the periods indicated, the major categories of noninterest expense:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Salaries and employee benefits [1]	$ 13,729	$ 12,487	$ 40,970	$ 37,546
Non-staff expenses:				
Occupancy	2,068	2,080	6,408	6,125
Professional and regulatory fees	1,359	2,331	5,792	6,627
Data processing	923	924	2,924	2,827
Software license and maintenance	732	464	2,151	1,391
Marketing	354	154	787	516
Loan related	587	271	1,101	1,172
Merger costs	2,955	—	2,955	—
Other	1,425	1,356	5,742	4,313
Total noninterest expense	$ 24,132	$ 20,067	$ 68,830	$ 60,517

(1) Total salaries and employee benefits include stock based compensation expense of $1.3 million and $641 thousand for the three months ended September 30, 2018 and 2017, respectively, and $3.8 million and $1.7 million for the nine months ended September 30, 2018 and 2017, respectively.

Efficiency Ratio. The efficiency ratio is a supplemental financial measure utilized in our internal evaluation of our performance. Efficiency ratio represents noninterest expense divided by the sum of net interest income and noninterest income. An increase in the efficiency ratio indicates that more resources are being utilized to generate the same volume of income, while a decrease would indicate a more efficient allocation of resources. Our efficiency ratio was 53.6% for the three months ended September 30, 2018, compared with 50.6% for the three months ended September 30, 2017.

Our efficiency ratio was 51.5% and 50.9% for the nine months ended September 30, 2018 and 2017, respectively. The improvement was due to a higher increase in net interest income and noninterest income compared to the increase in noninterest expense.

Income Taxes

For the three months ended September 30, 2018, income tax expense was $4.9 million, a decrease of $1.0 million or 16.1%, compared with income tax expense of $5.9 million for the same period in 2017. The decrease was primarily attributable to the enactment of the Tax Cuts and Jobs Act on December 22, 2017, which made the applicable federal statutory corporate income tax rate 21.0% effective January 1, 2018. The effective income tax rate for the three months ended September 30, 2018 and 2017 was 24.1% and 34.1%, respectively, as compared to the U.S. statutory rate of 21.0% and 35.0%, respectively. The increase in the effective tax rate for the three months ended September 30, 2018 was due to $3.0 million in non-deductible merger costs.

For the nine months ended September 30, 2018, income tax expense was $11.5 million, a decrease of $5.3 million, or 31.4%, compared with income tax expense of $16.8 million for the same period in 2017. The decrease was primarily attributable to the reduction in the U.S. statutory rate previously discussed. The effective income tax rate for the nine months ended months ended September 30, 2018 and 2017 was 21.8% and 34.8%, respectively.

Financial Condition

Loan Portfolio

At September 30, 2018, total loans held for investment were $3.4 billion, an increase of $172.9 million, or 5.4%, compared with December 31, 2017. The increase was primarily due to increases of $76.5 million in commercial and industrial loans, $65.6 million in commercial real estate loans, $20.4 million in owner occupied commercial loans, $16.1 million in mortgage warehouse loans and $10.5 million in residential mortgage, offset by reductions of $11.7 million in construction and land loans and $4.5 million in consumer and other loans. At September 30, 2018, energy loans totaled $37.5 million, or 1.1% of total loans.

At September 30, 2018, total loans held for sale were $7.6 million, an increase of $471 thousand, or 6.6%, compared with December 31, 2017. SBA loans comprise the balance of loans held for sale at September 30, 2018.

The following tables summarize our loan portfolio by type of loan as of the dates indicated:

	September 30, 2018			
	Originated	Acquired	Total	Percent
	(Dollars in thousands)			
Commercial & industrial	$ 1,114,467	$ 28,266	$ 1,142,733	34.0%
Mortgage warehouse	236,307	—	236,307	7.0
Real estate:				
Owner occupied commercial real estate	382,886	52,781	435,667	13.0
Commercial real estate	1,013,927	119,500	1,133,427	33.6
Construction, land & land development	137,634	15,623	153,257	4.6
Residential mortgage	177,168	71,878	249,046	7.4
Consumer and other	12,185	732	12,917	0.4
Total loans held for investment	$ 3,074,574	$ 288,780	$ 3,363,354	100.0%
Total loans held for sale	$ 7,627	$ —	$ 7,627	100.0%

	December 31, 2017			
	Originated	Acquired	Total	Percent
	(Dollars in thousands)			
Commercial & industrial	$ 1,002,797	$ 63,469	$ 1,066,266	33.4%
Mortgage warehouse	220,230	—	220,230	6.9
Real estate:				
Owner occupied commercial real estate	327,906	87,324	415,230	13.0
Commercial real estate	823,361	244,418	1,067,779	33.5
Construction, land & land development	136,998	27,954	164,952	5.2
Residential mortgage	149,021	89,559	238,580	7.5
Consumer and other	16,178	1,270	17,448	0.5
Total loans held for investment	$ 2,676,491	$ 513,994	$ 3,190,485	100.0%
Total loans held for sale	$ 7,156	$ —	$ 7,156	100.0%

At September 30, 2018, total energy exposure was $37.5 million within loans held for investment. This represents energy exposure of 1.1% of loans held for investment. Reserved-based energy loans held for investment represented approximately 0.4% and 0.6% of total funded loans as of both September 30, 2018 and December 31, 2017, respectively. Energy-related service industry loans represented approximately 0.7% and 1.1% of total funded loans as of September 30, 2018 and December 31, 2017, respectively. As of September 30, 2018 and December 31, 2017, $14.3 million and $19.2 million of reserved-based energy loans and $10.0 million and $17.5 million of energy-related service industry loans were impaired, respectively.

Nonperforming Loans

Nonperforming loans held for investment include loans on nonaccrual status, accruing loans 90 or more days past due and restructured loans. Impaired loans do not include purchased loans that were identified upon acquisition as having experienced credit deterioration since origination ("purchased credit impaired loans" or "PCI loans"). We had $70.0 million in nonperforming loans held for investment at September 30, 2018, compared with $70.8 million at December 31, 2017. The ratio of nonperforming loans to total loans was 2.08% at September 30, 2018 compared with 2.22% at December 31, 2017.

We generally place a loan on nonaccrual status and cease accruing interest when a loan displays problems that may jeopardize full and timely collection of principal and/or interest, evidenced by one or more of the following: (i) full payment of principal and interest becomes questionable; (ii) the loan becomes 90 days past due as to principal or interest; (iii) the loan is graded as doubtful; (iv) the borrower files bankruptcy and does not reaffirm its indebtedness to us; or (v) foreclosure proceedings are initiated against collateral property. An exception to this is if the loan is in the process of collection and the underlying collateral fully supports the carrying value of the loan.

The following tables present information regarding nonperforming loans at the dates indicated:

	September 30, 2018		
	Originated	Acquired	Total
	(Dollars in thousands)		
Nonaccrual loans	$ 56,956	$ 3,255	$ 60,211
Accruing loans past due 90 days or more	2,903	1,922	4,825
Restructured loans - nonaccrual	899	1,011	1,910
Restructured loans - accruing	7	3,002	3,009
Total nonperforming loans held for investment	$ 60,765	$ 9,190	$ 69,955

	December 31, 2017		
	Originated	Acquired	Total
	(Dollars in thousands)		
Nonaccrual loans	$ 43,797	$ 4,095	$ 47,892
Accruing loans past due 90 days or more	375	—	375
Restructured loans - nonaccrual	8,063	1,383	9,446
Restructured loans - accruing	4,255	8,838	13,093
Total nonperforming loans held for investment	$ 56,490	$ 14,316	$ 70,806

Allowance for loan losses

Our allowance for loan losses is established through charges to income in the form of the provision in order to bring our allowance for loan losses to a level deemed appropriate by management based on the factors discussed under "—Critical Accounting Policies—Allowance for loan losses." The allowance for loan losses at September 30, 2018 was $35.2 million, representing 1.05% of total loans, excluding loans held for sale, compared with $31.2 million, or 0.98% of total loans, excluding loans held for sale, at December 31, 2017. Loans acquired were recorded at fair value based on a discounted cash flow valuation methodology.

The following tables present, as of and for the periods indicated, an analysis of the allowance for loan losses and other related data:

	As of and for the Nine Months Ended September 30, 2018		
	Originated	**Acquired**	**Total**
	(Dollars in thousands)		
Average loans outstanding [1]	$ 2,826,736	$ 361,178	$ 3,187,914
Total loans outstanding at end of period [1]	3,074,574	288,780	3,363,354
Allowance for loan losses at beginning of period	29,978	1,242	31,220
Provision for loan losses	12,662	(782)	11,880
Charge-offs:			
Commercial and industrial	(8,177)	(1)	(8,178)
Consumer and Other	(169)	(20)	(189)
Total charge-offs	(8,346)	(21)	(8,367)
Recoveries:			
Commercial and industrial	5	11	16
Commercial real estate	—	9	9
Residential mortgage	9	338	347
Consumer and Other	77	4	81
Total recoveries	91	362	453
Net charge-offs	(8,255)	341	(7,914)
Allowance for loan losses at end of period	$ 34,385	$ 801	$ 35,186
Ratio of allowance to end of period loans	1.12%	0.28 %	1.05%
Ratio of net charge-offs (recoveries) to average loans	0.29%	(0.09)%	0.25%

(1) Excluding loans held for sale

	As of and for the Nine Months Ended September 30, 2017		
	Originated	Acquired	Total
	(Dollars in thousands)		
Average loans outstanding [1]	$ 2,351,056	$ 689,870	$ 3,040,926
Total loans outstanding at end of period [1]	2,485,239	586,522	3,071,761
Allowance for loan losses at beginning of period	23,855	2,509	26,364
Provision for loan losses	9,986	(31)	9,955
Charge-offs:			
Commercial and industrial	(2,280)	(338)	(2,618)
Owner occupied commercial real estate	—	(961)	(961)
Residential mortgage	—	(95)	(95)
Consumer and Other	(142)	(2)	(144)
Total charge-offs	(2,422)	(1,396)	(3,818)
Recoveries:			
Commercial and industrial	593	77	670
Owner occupied commercial real estate	—	4	4
Commercial real estate	—	7	7
Construction, land & land development	—	75	75
Residential mortgage	47	47	94
Consumer and Other	122	7	129
Total recoveries	762	217	979
Net charge-offs	(1,660)	(1,179)	(2,839)
Allowance for loan losses at end of period	$ 32,181	$ 1,299	$ 33,480
Ratio of allowance to end of period loans	1.29 %	0.22 %	1.09 %
Ratio of net charge-offs to average loans	(0.07)%	(0.17)%	(0.09)%

(1) Excluding loans held for sale

Please see "—Critical Accounting Policies—Allowance for loan losses" for additional discussion of our allowance policy.

In connection with our review of the loan portfolio, we consider risk elements attributable to particular loan types or categories in assessing the quality of individual loans. Some of the risk elements include:

- for commercial and industrial loans, the operating results of the commercial, industrial or professional enterprise, the borrower's business, professional and financial ability and expertise, the specific risks and volatility of income and operating results typical for businesses in that category and the value, nature and marketability of collateral;
- for commercial mortgage loans and multifamily residential loans, the debt service coverage ratio (income from the property in excess of operating expenses compared to loan payment requirements), operating results of the owner in the case of owner occupied properties, the loan to value ratio, the age and condition of the collateral and the volatility of income, property value and future operating results typical of properties of that type;
- for one-to-four family residential mortgage loans, the borrower's ability to repay the loan, including a consideration of the debt to income ratio and employment and income stability, the loan-to-value ratio, and the age, condition and marketability of collateral; and
- for construction, land development and other land loans, the perceived feasibility of the project including the ability to sell developed lots or improvements constructed for resale or the ability to lease property constructed for lease, the quality and nature of contracts for presale or prelease, if any, experience and ability of the developer and loan-to-value ratio.

Acquired loans are recorded at fair value as of the date of acquisition. Determining the fair value of the acquired loans involves estimating the amount and timing of future expected cash flows and discounting those cash flows at a market rate of interest. Acquired loans with evidence of credit deterioration and the probability that all contractually required payments will not be collected as of the date of acquisition are accounted for in accordance with ASC 310-30, and the difference between contractually required payments at acquisition and the cash flows expected to be collected is considered the non-accretable discount. The non-accretable discount represents the future credit losses expected to be incurred over the life of the loan. No corresponding allowance for loan losses is recorded for these loans at acquisition.

We believe that the allowance for loan losses at September 30, 2018 was adequate to cover probable losses in the loan portfolio as of such date. There can be no assurance, however, that we will not sustain losses in future periods, which could be substantial in relation to the size of the allowance at September 30, 2018.

Securities

We use our securities portfolio to provide a source of liquidity, to provide an appropriate return on funds invested, to manage interest rate risk, to meet pledging requirements and to meet regulatory capital requirements. At September 30, 2018, the carrying amount of investment securities totaled $673.1 million, a decrease of $45.7 million, or 6.4%, compared with $718.8 million at December 31, 2017. At September 30, 2018, securities represented 15.2% of total assets compared with 16.9% at December 31, 2017.

Securities with fair value of $50.0 million were transferred from available-for-sale to held-to-maturity classification during the quarter ended March 31, 2018. The related unrealized loss at the date of transfer of $2.2 million remained in accumulated other comprehensive income and will be amortized over the remaining term of the securities. The net unamortized, unrealized loss on the transferred securities included in accumulated other comprehensive income as of September 30, 2018 totaled $2.0 million.

The following table summarizes the amortized cost and fair value by classification of securities as of the dates shown:

	September 30, 2018			
	Amortized Cost	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
	(Dollars in thousands)			
Available-for-sale:				
SBA guaranteed securities	$ 95,638	$ 13	$ (2,296)	$ 93,355
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	219,222	—	(8,852)	210,370
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	54,792	—	(2,955)	51,837
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	212,400	—	(8,005)	204,395
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	35,910	—	(1,466)	34,444
Corporate debt securities	15,917	17	(77)	15,857
Obligations of municipal subdivisions	236	—	—	236
Total	$ 634,115	$ 30	$ (23,651)	$ 610,494
Held-to-maturity:				
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 10,794	$ 15	$ (483)	$ 10,326
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	2,488	—	(142)	2,346
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	43,130	81	(289)	42,922
Obligations of municipal subdivisions	6,183	—	(110)	6,073
Total	$ 62,595	$ 96	$ (1,024)	$ 61,667

	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale:				
Obligations of the U.S. Treasury and other U.S. government agencies or sponsored enterprises	$ 104,111	$ 129	$ (948)	$ 103,292
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	250,580	297	(1,701)	249,176
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	65,986	—	(500)	65,486
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	234,881	—	(6,434)	228,447
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: commercial	36,151	—	(472)	35,679
Corporate debt securities	5,789	5	—	5,794
Obligations of municipal subdivisions	6,672	—	(45)	6,627
CRA qualified investment fund	11,337	—	(299)	11,038
Total	$ 715,507	$ 431	$ (10,399)	$ 705,539
Held-to-maturity:				
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: residential	$ 10,841	$ 61	$ (170)	$ 10,732
Mortgage-backed securities issued by U.S. government agencies or sponsored enterprises: commercial	—	—	—	—
Collateralized mortgage obligations issued by U.S. government agencies or sponsored enterprises: residential	2,434	—	(20)	2,414
Obligations of municipal subdivisions	—	—	—	—
Total	$ 13,275	$ 61	$ (190)	$ 13,146

Certain investment securities are valued at less than their historical cost. Management evaluates securities for other than temporary impairment ("OTTI") at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation.

In determining OTTI, management considers many factors, including the severity and the duration of time that the fair value has been less than cost, the credit quality of the issuer and whether it is more likely than not that we will be required to sell the security before a recovery in value. The assessment of whether an other than temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time. Securities within the available for sale portfolio may be used as part of our asset and liability management strategy and may be sold in response to changes in interest rate risk, prepayment risk or other factors.

Management does not intend to sell any debt securities classified as held to maturity and it is more likely than not that we will not be required to sell any such debt securities before their anticipated recovery of cost, if a loss currently exists, at which time we expect to receive full value for the securities. Furthermore, as of September 30, 2018, management does not have the intent to sell any of the securities classified as available-for-sale and believes that it is more likely than not that we will not be required to sell any such securities before a recovery of cost, if a loss currently exists. As of September 30, 2018, management believes any impairment in our securities is temporary and no impairment loss has been realized in our consolidated statement of income. We recorded no other than temporary impairment charges in the first nine months of 2018 or the 2017 fiscal year.

Deposits

Our lending and investing activities are primarily funded by deposits. We offer a variety of deposit accounts having a wide range of interest rates and terms including demand, savings, money market and time accounts. We rely primarily on competitive pricing policies, convenient locations and personalized service to attract and retain these deposits.

Total deposits at September 30, 2018 were $3.4 billion, an increase of $17.3 million, or 0.5%, comprised of a $96.7 million increase in time deposits and a $30.6 million increase in noninterest-bearing deposits, offset by a $110.0 million decrease in interest-bearing transaction and savings deposits. Noninterest bearing deposits at September 30, 2018 were $833.8 million compared with $803.2 million at December 31, 2017, an increase of $30.6 million, or 3.8%. The increase in noninterest-bearing deposits is due to continued efforts by our portfolio bankers with a focus on business accounts. Interest bearing deposits at September 30, 2018 were $2.6 billion, a decrease of $13.3 million, or 0.5%, compared with December 31, 2017.

The Company had $196.3 million and $123.4 million in brokered time deposits at September 30, 2018 and December 31, 2017, respectively. At September 30, 2018, the Company also had $75.1 million in brokered interest-bearing transaction accounts and $37.2 million in noninterest-bearing escrow accounts classified as brokered. Brokered deposits represented 9.0% and 4.7% of total deposits at September 30, 2018 and December 31, 2017, respectively. The Company utilizes brokered deposits to enhance liquidity.

The following table presents the daily average balances and weighted average rates paid on deposits for the periods indicated:

	Nine Months Ended September 30,			
	2018		2017	
	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)			
Interest-bearing transaction deposits	$ 226,502	0.41%	$ 182,996	0.14%
Money market and savings deposits	1,049,441	1.04	1,181,653	0.74
Certificates and other time deposits	1,300,592	1.49	1,326,247	1.15
Total interest-bearing deposits	$ 2,576,535	1.21	$ 2,690,896	0.90
Noninterest-bearing deposits	809,941	—	672,278	—
Total deposits	$ 3,386,476	0.92%	$ 3,363,174	0.72%

Other Borrowed Funds

The following table presents our borrowings at the dates indicated. There were no borrowings outstanding under our arrangement with the Dallas Fed and there were no federal funds purchased outstanding at the dates indicated.

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Federal Home Loan Bank advances	$ 437,000	$ 325,000
Repurchase agreements	3,502	5,173
Total	$ 440,502	$ 330,173

FHLB advances—We have an available borrowing arrangement with the FHLB, which allows the Company to borrow on a collateralized basis. At September 30, 2018 and December 31, 2017, total unused borrowing capacity of $670.3 million and $948.2 million, respectively, was available under this arrangement. At September 30, 2018, $437.0 million was outstanding with an average interest rate of 2.88% and all of the Company's FHLB advances will mature within two years. At December 31, 2017, $325.0 million was outstanding with an average interest rate of 1.41% and all of the Company's FHLB advances will mature within two years. These borrowings are collateralized by a blanket lien on certain real estate loans and unpledged securities in safekeeping. The total borrowing capacity decreased due to increased utilization. The Company utilizes these borrowings to meet liquidity needs and to fund certain loans in its loan portfolio.

Dallas Fed—We have an available borrower in custody arrangement with the Dallas Fed, which allows us to borrow on a collateralized basis. Certain commercial and consumer loans are pledged under this arrangement. We maintain this borrowing arrangement to meet liquidity needs pursuant to our liquidity risk management program. At September 30, 2018 and December 31, 2017, $524.4 million and $384.5 million, respectively, were available under this arrangement and no borrowings were outstanding.

Securities Sold Under Agreements to Repurchase—Securities sold under agreements to repurchase represent the purchase of interests in securities by our customers. Securities sold under agreements to repurchase are stated at the amount of cash received in connection with the transaction. We do not account for any of our repurchase agreements as sales for accounting purposes in our financial statements. Repurchase agreements are settled on the following business day. All securities sold under agreements to repurchase are collateralized by pledged securities. The securities underlying the repurchase agreements are held in safekeeping by the Bank’s safekeeping agent.

Federal Funds Purchased—We have available federal funds lines of credit with our correspondent banks. As of September 30, 2018 and December 31, 2017, there were no federal funds purchased outstanding.

Subordinated Debentures and Subordinated Notes

Subordinated Notes — On December 8, 2016, the Company issued $35.0 million of 8.50% Fixed-to-Floating Rate Subordinated Notes (the “Notes”) that mature on December 15, 2026 through a private placement to certain institutional accredited investors. The Notes, which qualify as Tier 2 capital under the Federal Reserve’s capital guidelines in effect at September 30, 2018, have an interest rate of 8.50% per annum, during the fixed-rate period from date of issuance through December 15, 2021. Interest is payable semi-annually on each June 15 and December 15, from June 15, 2017 through December 15, 2021.

During the floating rate period from December 15, 2021, but excluding the maturity date or date of earlier redemption, the Notes will bear interest at a rate per annum equal to three-month LIBOR for the related interest period plus 6.685%, payable quarterly on each March 15, June 15, September 15 and December 15. The Notes are subordinated in right of payment to all of the Company's senior indebtedness and effectively subordinated to all existing and future debt and all other liabilities of the Company's subsidiary bank. The Company may elect to redeem the Notes (subject to regulatory approval), in whole or in part, on any early redemption date which is any interest payment date on or after December 15, 2021 at a redemption price equal to 100% of the principal amount plus any accrued and unpaid interest. Other than on an early redemption date, the Notes cannot be accelerated except in the event of bankruptcy or the occurrence of certain other events of bankruptcy, insolvency or reorganization. The sale of the Notes yielded net proceeds of approximately $33.9 million. The Company utilized $32.8 million of the proceeds to transfer several energy loans to the holding company to provide flexibility to resolve these loans.

Unamortized debt issuance costs related to these Notes, which are included in Subordinated Debentures and Subordinated Notes, totaled $1.2 million at September 30, 2018. Net issuance costs associated with issuing these Notes are amortized to interest expense over the respective terms using the straight-line method.

In connection with the issuance of the Notes, we entered into a registration rights agreement (the “Registration Rights Agreement”) with the purchasers of the Notes. Under the Registration Rights Agreement, we were required to, among other things, use commercially reasonable efforts to (1) file with the SEC on or prior to March 31, 2017, a registration statement (the “Exchange Offer Registration Statement”) with respect to an offer to exchange the Notes for new notes with identical terms (except for the provisions relating to the transfer restrictions and payment of additional interest) (the “Exchange Offer”), (2) cause the Exchange Offer Registration Statement to be declared effective by the SEC no later than June 15, 2017 and (3) consummate the Exchange Offer no later than 45 days following the effective date of the Exchange Offer Registration Statement. The Exchange Offer Registration Statement was declared effective by the SEC on April 13, 2017, and we completed the Exchange Offer on May 19, 2017, such that $34,000,000 aggregate principal amount of the Notes was exchanged for $34,000,000 aggregate principal amount of 8.50% Fixed-to-Floating Rate Subordinated Notes due 2026 that were registered under the Securities Act of 1933, as amended, and $1,000,000 aggregate principal amount of the Notes remained unregistered.

A summary of pertinent information related to the Company's issues of subordinated Notes outstanding at the dates indicated is set forth in the table below:

	September 30, 2018	December 31, 2017
	(Dollars in thousands)	
Subordinated notes fixed to floating rate, 8.50% per annum, maturity date December 15, 2026	$ 35,000	$ 35,000
Less: unamortized debt issuance costs	(1,182)	(1,291)
Total subordinated notes	$ 33,818	$ 33,709

Subordinated Debentures Trust Preferred Securities — At September 30, 2018, the Company had outstanding $22.2 million in subordinated debentures, which is offset by a $7.8 million purchase discount. On October 1, 2015, the Company acquired Patriot Bancshares, Inc., and assumed the obligations related to the subordinated debentures issued to Patriot Bancshares Capital Trust I and Capital Trust II.

A summary of pertinent information related to the Company's issues of subordinated debentures outstanding at September 30, 2018 is set forth in the table below:

Description	Issuance Date	Trust Preferred Securities Outstanding	Interest Rate[(1)]	Subordinated Debt Owed to Trusts	Maturity Date[(2)]
		(Dollars in thousands)			
Patriot Bancshares Capital Trust I	March 31, 2006	$ 5,000	3 month LIBOR +1.85%, not to exceed 11.90%	$ 5,155	April 7, 2036
Patriot Bancshares Capital Trust II	August 2, 2007	$ 16,500	3 month LIBOR +1.80%, not to exceed 11.90%	$ 17,011	September 15, 2037

(1) The 3-month LIBOR in effect as of September 30, 2018 was 2.398%.
(2) All debentures are callable five years from issuance date.

Each of the trusts is a capital trust organized for the sole purpose of issuing trust securities and investing the proceeds in the Company's junior subordinated debentures. The preferred trust securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the junior subordinated debentures held by the trust. The common securities of each trust are wholly owned by the Company. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon the Company making payment on the related junior subordinated debentures. The debentures, which are the only assets of each trust, are subordinate and junior in right of payment to all of the Company's present and future senior indebtedness. The Company has fully and unconditionally guaranteed each trust's obligations under the trust securities issued by such trust to the extent not paid or made by each trust, provided such trust has funds available for such obligations.

Under the provisions of each issue of the debentures, the Company has the right to defer payment of interest on the debentures at any time, or from time to time, for periods not exceeding five years. If interest payments on either issue of the debentures are deferred, the distributions on the applicable trust preferred securities and common securities will also be deferred.

Liquidity and Capital Resources

Liquidity

Liquidity involves our ability to raise funds to support asset growth and acquisitions or reduce assets to meet deposit withdrawals and other payment obligations, to maintain reserve requirements and otherwise to operate on an ongoing basis and manage unexpected events. During the nine months ended September 30, 2018 and 2017, our liquidity needs have primarily been met by core deposits, security and loan maturities and amortizing investment and loan portfolios. We expect capital resources and liquidity will be sufficient for at least the next twelve months.

As of September 30, 2018, we had outstanding $686.4 million in commitments to extend credit and $16.3 million in commitments associated with outstanding standby and commercial letters of credit. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the total outstanding may not necessarily reflect the actual future cash funding requirements.

As of September 30, 2018, we had no exposure to future cash requirements associated with known uncertainties or capital expenditures of a material nature.

As of September 30, 2018, we had cash and cash equivalents of $141.1 million, an increase of $409 thousand compared with $140.7 million as of December 31, 2017.

Contractual Obligations

The following table summarizes our contractual obligations and other commitments to make future payments as of September 30, 2018 (other than securities sold under repurchase agreements), which consist of our future cash payments associated with our contractual obligations pursuant to our certificates and other time deposits, Federal Home Loan Bank advances, subordinated debentures and subordinated notes, and noncancelable future operating leases. Payments for the Federal Home Loan Bank advances includes interest of $3.6 million that will be paid in future years. Payments for subordinated debentures and subordinated notes includes interest of $42.6 million that will be paid in future years. The future interest payments were calculated using the current rate in effect at September 30, 2018. Payments related to leases are based on actual payments specified in underlying contracts.

	September 30, 2018				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Certificates and other time deposits	$ 1,075,282	$ 244,428	$ 39,295	$ —	$ 1,359,005
Federal Home Loan Bank advances	390,062	50,549	—	—	440,611
Subordinated debentures and subordinated notes	4,023	3,888	9,345	82,465	99,721
Operating leases	2,143	3,377	2,611	2,283	10,414
Total	$ 1,471,510	$ 302,242	$ 51,251	$ 84,748	$ 1,909,751

Off Balance Sheet Items

In the normal course of business, we enter into various transactions, which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby and commercial letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

Our commitments associated with outstanding standby and commercial letters of credit and commitments to extend credit expiring by period as of September 30, 2018 are summarized below. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

	September 30, 2018				
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	Total
	(Dollars in thousands)				
Commitments to extend credit	$ 284,861	$ 208,383	$ 108,841	$ 84,337	$ 686,422
Standby and commercial letters of credit	15,476	259	100	480	16,315
Total	$ 300,337	$ 208,642	$ 108,941	$ 84,817	$ 702,737

Capital Resources

Total shareholders' equity was $490.2 million at September 30, 2018, an increase of $26.4 million, or 5.7%, compared with $463.8 million at December 31, 2017. The increase was the result of net income of $41.4 million for the nine month period, plus the $2.7 million increase due to stock compensation expense and the $2.9 million net change for proceeds from the exercise of stock options, offset by the $13.0 million change in the value of available for sale securities recognized in other accumulated comprehensive earnings and the $7.5 million dividend payments to shareholders.

In July 2013, the Federal Reserve published final rules for the adoption of the Basel III Capital Rules. The Basel III Capital Rules, among other things, (i) introduced CET 1, a new capital measure, (ii) specify that Tier 1 capital consist of CET 1 and "Additional Tier 1 Capital" instruments meeting specified requirements, (iii) define CET 1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET 1 and not to the other components of capital and (iv) expand the scope of the deductions/adjustments as compared to existing regulations. The Basel III Capital Rules became effective for us on January 1, 2015 with certain transition provisions to be fully phased in by January 1, 2019.

The following table provides a comparison of the Company's and the Bank's leverage and risk weighted capital ratios as of September 30, 2018 and December 31, 2017 to the minimum and well capitalized regulatory standards:

	September 30, 2018					
	Actual		For Capital Adequacy Purposes		To be Categorized as "Well Capitalized" under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
The Company[1]:						
Total capital (to risk weighted assets)	$ 500,596	13.1%	$ 306,722	8.0%	N/A	N/A
Tier 1 capital (to risk weighted assets)	430,819	11.2	230,041	6.0	N/A	N/A
Common equity tier 1 capital	417,142	10.9	172,531	4.5	N/A	N/A
Tier I capital (to average assets)	430,819	10.1	171,459	4.0	N/A	N/A
The Bank[2]:						
Total capital (to risk weighted assets)	$ 494,108	12.9%	$ 306,408	8.0%	$ 383,010	10.0%
Tier 1 capital (to risk weighted assets)	458,148	12.0	229,806	6.0	306,408	8.0
Common equity tier 1 capital	458,148	12.0	172,354	4.5	248,956	6.5
Tier I capital (to average assets)	458,148	10.7	171,366	4.0	214,207	5.0

	December 31, 2017					
	Actual		For Capital Adequacy Purposes		To be Categorized as "Well Capitalized" under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
The Company[(1)]:						
Total capital (to risk weighted assets)	$ 455,754	12.7%	$ 287,840	8.0%	N/A	N/A
Tier 1 capital (to risk weighted assets)	390,690	10.9	215,880	6.0	N/A	N/A
Common equity tier 1 capital	377,328	10.5	161,910	4.5	N/A	N/A
Tier I capital (to average assets)	390,690	9.5	164,632	4.0	N/A	N/A
The Bank[(2)]:						
Total capital (to risk weighted assets)	$ 444,198	12.4%	$ 286,648	8.0%	$ 358,310	10.0%
Tier 1 capital (to risk weighted assets)	415,542	11.6	214,986	6.0	286,648	8.0
Common equity tier 1 capital	415,542	11.6	161,239	4.5	232,901	6.5
Tier I capital (to average assets)	415,542	10.1	164,390	4.0	205,487	5.0

(1) The Federal Reserve may require the Company to maintain capital ratios above the required minimums.
(2) The FDIC or the OCC may require the Bank to maintain capital ratios above the required minimums.

Dividend Restrictions - Dividends paid by the Bank are subject to certain restrictions imposed by regulatory agencies. The Basel III Capital Rules further limit the amount of dividends that may be paid by our bank. Dividends of $12.0 million were paid by the Bank to Green Bancorp during the nine months ended September 30, 2018. A dividend of $1.0 million was paid by the Bank to Green Bancorp during the year ended December 31, 2017.

On April 25, 2018, the Company's Board of Directors declared an initial quarterly cash dividend of $0.10 per share of its outstanding common stock, which was paid on May 24, 2018 to shareholders of record as of May 10, 2018.

On July 23, 2018, the Company's Board of Directors declared a quarterly cash dividend of $0.10 per share of its outstanding common stock, payable August 23, 2018, to shareholders of record as of August 9, 2018.

On October 19, 2018, the Company's Board of Directors declared a quarterly cash dividend of $0.10 per share of its outstanding common stock, payable November 21, 2018, to shareholders of record as of November 7, 2018.

Pursuant to the terms of the Merger Agreement, we may not pay quarterly cash dividends in excess of $0.10 per share of common stock or repurchase shares of the Company’s common stock without the consent of Veritex. Veritex has agreed not to unreasonably withhold any such consent.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company manages market risk, which for the Company is primarily interest rate risk, through its Asset Liability Committee, which is composed of certain members of its board of directors in accordance with asset liability and funds management policies approved by the Company’s board of directors.

The Company uses an interest rate risk simulation model and shock analysis to test the interest rate sensitivity of net income and the balance sheet, respectively. See the Company’s Annual Report on Form 10-K for year ended December 31, 2017 “Management Discussion and Analysis of Financial Condition and Results of Operations — Financial Condition — Interest Rate Sensitivity and Market Risk”.

Pursuant to the terms of the Merger Agreement, the Company may not change in any material respect its interest rate policies, without the consent of Veritex. Veritex has agreed not to unreasonably withhold any such consent.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures — As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) were effective as of the end of the period covered by this report.

Changes in internal control over financial reporting — There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(e) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

The Company and the Bank are from time to time subject to claims and litigation arising in the ordinary course of business. At this time, in the opinion of management, the likelihood is remote that the impact of such proceedings, either individually or in the aggregate, would have a material adverse effect on our consolidated results of operations, financial condition or cash flows. However, one or more unfavorable outcomes in any claim or litigation against us could have a material adverse effect for the period in which they are resolved. In addition, regardless of their merits or their ultimate outcomes, such matters are costly, divert management's attention and may materially adversely affect our reputation, even if resolved in our favor.

Item 1A. Risk Factors.

There have no material changes in the Company's risk factors from those disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, except as discussed below.

Because the market price of Veritex Common Stock will fluctuate, the Company's shareholders cannot be certain of the market value of the merger consideration they will receive.

At the time the Merger is completed, each outstanding share of the Company's common stock, except for certain shares of common stock owned by the Company or Veritex, will be converted into the right to receive 0.79 shares of Veritex Common Stock.

There will be a lapse of time between the date of the joint proxy statement/prospectus, the date of the Company's special meeting, the date on which the Merger is completed and the date on which the Company's shareholders entitled to receive the merger consideration actually receive the merger consideration. The market value of Veritex Common Stock may fluctuate during these periods as a result of a variety of factors, including general market and economic conditions, changes in Veritex's businesses, operations and prospects and regulatory considerations, which are outside of the control of the Company. Because the merger consideration is solely based on the value of Veritex Common Stock, any changes in the market price of Veritex Common Stock prior to the completion of the Merger will have a corresponding effect on the amount of merger consideration. There will be no adjustment to the computation of the merger consideration for changes in the market price of either shares of Veritex Common Stock or shares of the Company's common stock.

In addition, because the date when the proposed Merger will be completed will be later than the date of the Company's special meeting, the Company's shareholders will not know the exact value of Veritex Common Stock on the date of the Merger, which amount will determine the merger consideration at the time the Company's shareholders vote. Accordingly, if the market price of Veritex Common Stock on the date of the Merger is lower than the market price of Veritex Common Stock on the date of the Company's special meeting, the merger consideration will be lower than what the merger consideration would have been at the time the Company's shareholders vote on the Merger Agreement and the Merger.

The Merger Agreement may be terminated in accordance with its terms, and the Merger Transactions may not be completed.

The Merger Agreement is subject to a number of conditions that must be fulfilled in order to complete the Merger Transactions. These conditions to the closing of the Merger Transactions may not be fulfilled in a timely manner or at all, and, accordingly, the Merger Transactions may be delayed or may not be completed. In addition, Veritex and the Company may elect to terminate the Merger Agreement in certain other circumstances and, in certain limited circumstances, the Company may be required to pay a termination fee.

Failure to complete the Merger Transactions could negatively impact the stock price, future business and financial results of the Company.

If the Merger Transactions are not completed, the ongoing business of the Company may be adversely affected, and the Company will be subject to several risks, including the following:

- the Company may be required, under certain circumstances, to pay Veritex a termination fee of $40 million under the Merger Agreement;
- the Company will be required to pay certain costs relating to the Merger Transactions, whether or not the Merger Transactions are completed, such as legal, accounting, financial advisor and printing fees;
- pursuant to the Merger Agreement, the Company is subject to certain restrictions on the conduct of its business prior to the completion of the Merger Transactions, which restrictions may adversely affect the Company's ability to execute certain of its business strategies; and
- matters relating to the Merger Transactions may require substantial commitments of time and resources by Company management, which time and resources could otherwise have been devoted to other opportunities that may have been beneficial to the Company.

In addition, if the Merger Transactions are not completed, the Company may experience negative reactions from the financial markets and from its customers and employees. For example, the Company's business may be impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the Merger Transactions, without realizing any of the anticipated benefits of completing the Merger Transactions. The market price of the Company's common stock could decline to the extent that the current market price reflects a market assumption that the Merger Transactions will be completed. The Company also could be subject to litigation related to (i) any failure to complete the Merger Transactions or (ii) proceedings commenced against the Company to compel the Company perform its obligations under the Merger Agreement. If the Merger Transactions are not completed, the Company cannot assure its shareholders that the risks described above will not materialize and will not materially affect the stock price, business and financial results of the Company.

Shareholder litigation could prevent or delay the closing of the proposed Merger or otherwise negatively impact our business and operations.

We may incur additional costs in connection with the defense or settlement of the currently pending or any future shareholder lawsuits filed in connection with the proposed Merger Transactions. Such litigation could have an adverse effect on our financial condition and results of operations and could prevent or delay the consummation of the Merger Transactions.

Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated or that could have an adverse effect on the combined company following the Merger Transactions.

Before the Merger Transactions can be completed, Veritex and the Company must obtain all required regulatory approvals, including from the Federal Reserve and the Texas Department of Banking. Other approvals, as well as waivers or consents, from regulators may also be required. In determining whether to grant these approvals, waivers and consents the regulators consider a variety of factors, including the regulatory standing of each party. An adverse development in either party's regulatory standing could result in an inability to obtain approval or delay their receipt. These regulators may impose conditions on the completion of the Merger Transactions or require changes to the terms of the Merger Transactions. Such conditions or changes could have the effect of delaying or preventing completion of the Merger Transactions or imposing additional costs on or limiting the revenues of the combined company following the completion of the Merger Transactions, any of which might have an adverse effect on the combined company following the completion of the Merger Transactions. However, under the terms of the Merger Agreement, in connection with obtaining such regulatory approvals or waivers, neither party is required to take any action, or commit to take any action, or to accept any restriction, commitment or condition, involving Veritex or the Company, which would reasonably be expected to be materially financially burdensome to the business, operations, financial condition or results of operations of the combined company and its subsidiaries, taken as a whole.

The Company will be subject to business uncertainties and contractual restrictions while the Merger Transactions are pending.

Uncertainty about the effect of the Merger Transactions on employees and customers may have an adverse effect on the Company. These uncertainties may impair the Company's ability to attract, retain and motivate key personnel until the Merger Transactions are complete and could cause customers and others that deal with the Company to seek to change existing business relationships with the Company. Retention of certain employees may be challenging while the Merger Transactions are pending, as certain employees may experience uncertainty about their future roles with the combined company. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company, the Company's business could be harmed.

In addition, the Merger Agreement restricts the Company from making certain acquisitions and taking other specified actions until the Merger Transactions occur without the consent of Veritex. These restrictions may prevent the Company from pursuing attractive business opportunities that may arise prior to the completion of the Merger Transactions.

If the Merger Transactions are not completed, the Company will have incurred substantial expenses without realizing the expected benefits of the Merger Transactions.

The Company has incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the Merger Agreement. If the Merger Transactions are not completed, the Company would have to recognize these expenses without realizing the expected benefits of the Merger Transactions.

The Merger Agreement limits the Company's ability to pursue an alternative acquisition proposal and could require the Company to pay a termination fee of $40 million under certain circumstances relating to alternative acquisition proposals.

The Merger Agreement prohibits the Company from soliciting, initiating or knowingly encouraging certain alternative acquisition proposals with any third party, subject to exceptions set forth in the Merger Agreement. The Merger Agreement also provides for the payment by the Company to Veritex of a termination fee in the amount of $40 million in the event that the Company or Veritex terminates the Merger Agreement for certain specified reasons. These provisions might discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of the Company from considering or proposing such an acquisition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) None.

(b) None.

(c) See "Note 2 – Earnings per Common Share" in Part I Item 1 in this quarterly report on Form 10-Q.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description of Exhibit
2.1*	Agreement and Plan of Reorganization by and among Veritex Holdings, Inc., MustMS, Inc. and Green Bancorp, Inc., dated July 23, 2018.
31.1**	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
31.2**	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended
32.1***	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2***	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	Interactive Financial Data

* Incorporated by reference from Exhibit 2.1 to current report on Form 8-K filed July 24, 2018.
** Filed with this Quarterly Report on Form 10-Q
*** Furnished with this Quarterly Report on Form 10-Q

SIGNATURES

Pursuant to the requirements 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.

Green Bancorp, Inc.
(Registrant)

Date: November 8, 2018	/s/ Manuel J. Mehos
	Manuel J. Mehos
	Chairman and Chief Executive Officer
Date: November 8, 2018	/s/ Terry S. Earley
	Terry S. Earley
	Executive Vice President and Chief Financial Officer

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Manuel J. Mehos, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Green Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2018

/s/ Manuel J. Mehos

Manuel J. Mehos
Chairman and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Terry S. Earley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Green Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2018

/s/ Terry S. Earley

Terry S. Earley

Executive Vice President and Chief Financial Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Green Bancorp, Inc. (the “Company”) on Form 10-Q for the period ending September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Manuel J. Mehos, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and operating results of the Company.

Date: November 8, 2018

/s/ Manuel J. Mehos

Manuel J. Mehos
Chairman and Chief Executive Officer

This certification accompanies the quarterly report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Green Bancorp, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Terry S. Earley, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and operating results of the Company.

Date: November 8, 2018

/s/ Terry S. Earley

Terry S. Earley
Executive Vice President and Chief Financial Officer

This certification accompanies the quarterly report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.