Edgar Filing: Allegiance Bancshares, Inc. - Form 10-Q Allegiance Bancshares, Inc. Form 10-O November 01, 2018 **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-Q 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: 001-37585 Allegiance Bancshares, Inc. (Exact name of registrant as specified in its charter) 26-3564100 Texas (I.R.S. Employer (State or other jurisdiction of incorporation or organization) Identification No.) 8847 West Sam Houston Parkway, N., Suite 200 Houston, Texas 77040 (Address of principal executive offices, including zip code)

(281) 894-3200

(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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

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

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

As of October 30, 2018, there were 21,827,053 outstanding shares of the registrant's Common Stock, par value \$1.00 per share.

## ALLEGIANCE BANCSHARES, INC.

# INDEX TO FORM 10-Q

**SEPTEMBER 30, 2018** 

## PART I—FINANCIAL INFORMATION

Item 1.	Interim Consolidated Financial Statements	3
	Consolidated Balance Sheets (unaudited)	3
	Consolidated Statements of Income (unaudited)	4
	Consolidated Statements of Comprehensive Income (unaudited)	5
	Consolidated Statements of Changes in Shareholders' Equity (unaudited)	6
	Consolidated Statements of Cash Flows (unaudited)	7
	Condensed Notes to Interim Consolidated Financial Statements (unaudited)	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	55
Item 4.	Controls and Procedures	56
PART I	I—OTHER INFORMATION	
Item 1.	<u>Legal Proceedings</u>	57
Item 1A	. Risk Factors	57
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	57
Item 3.	<u>Defaults upon Senior Securities</u>	57
Item 4.	Mine Safety Disclosures	57
Item 5.	Other Information	57
Item 6.	Exhibits	58
Signatur	<u>res</u>	59

## PART I—FINANCIAL INFORMATION

## ITEM 1. INTERIM CONSOLIDATED FINANCIAL STATEMENTS

ALLEGIANCE BANCSHARES, INC.

## CONSOLIDATED BALANCE SHEETS

	September 30, 2018 (Dollars in the except share	·
ASSETS	·	
Cash and due from banks	\$145,192	\$133,124
Interest-bearing deposits at other financial institutions	46,276	48,979
Total cash and cash equivalents	191,468	182,103
Available for sale securities, at fair value	300,115	309,615
Loans held for investment	2,440,926	2,270,876
Less: allowance for loan losses	(23,586)	(23,649)
Loans, net	2,417,340	2,247,227
Accrued interest receivable	11,609	12,194
Premises and equipment, net	18,970	18,477
Other real estate owned	1,801	365
Federal Home Loan Bank stock	11,851	12,862
Bank owned life insurance	22,838	22,422
Goodwill	39,389	39,389
Core deposit intangibles, net	2,688	3,274
Other assets	17,470	12,303
TOTAL ASSETS	\$3,035,539	\$2,860,231
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Noninterest-bearing	\$789,705	\$683,110
Interest-bearing		
Demand	197,032	215,499
Money market and savings	542,679	554,051
Certificates and other time	904,375	761,314
Total interest-bearing deposits	1,644,086	1,530,864
Total deposits	2,433,791	2,213,974
Accrued interest payable	2,106	610
Borrowed funds	211,569	282,569
Subordinated debt	48,839	48,659

Other liabilities	11,103	7,554
Total liabilities	2,707,408	2,553,366
COMMITMENTS AND CONTINGENCIES (See Note 11)		
SHAREHOLDERS' EQUITY:		
Preferred stock, \$1 par value; 1,000,000 shares authorized; there were no		
shares issued or outstanding	_	_
Common stock, \$1 par value; 40,000,000 shares authorized; 13,396,703 shares		
issued and outstanding at September 30, 2018 and 13,226,826 shares issued		
and outstanding at December 31, 2017	13,397	13,227
Capital surplus	221,762	218,408
Retained earnings	98,968	74,894
Accumulated other comprehensive (loss) income	(5,996)	336
Total shareholders' equity	328,131	306,865
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$3,035,539	\$2,860,231

See condensed notes to interim consolidated financial statements.

# ALLEGIANCE BANCSHARES, INC.

## CONSOLIDATED STATEMENTS OF INCOME

	Three Mo Ended	onths	Nine Mon Ended	ths
	September 2018 (Dollars i data)	2017	September 2018 ds, except p	2017
INTEREST INCOME:	,			
Loans, including fees	\$32,988	\$28,588	\$94,951	\$80,584
Securities:				
Taxable	636	547	1,881	1,548
Tax-exempt	1,447	1,574	4,357	4,789
Deposits in other financial institutions	265	192	731	479
Total interest income	35,336	30,901	101,920	87,400
INTEREST EXPENSE:				
Demand, money market and savings deposits	1,248	811	3,111	2,167
Certificates and other time deposits	4,051	2,299	10,120	6,539
Borrowed funds	1,272	654	3,780	2,068
Subordinated debt	729	140	2,168	394
Total interest expense	7,300	3,904	19,179	11,168
NET INTEREST INCOME	28,036	26,997	82,741	76,232
Provision for loan losses	_	6,908	1,284	11,258
Net interest income after provision for loan losses	28,036	20,089	81,457	64,974
NONINTEREST INCOME:				
Nonsufficient funds fees	175	144	565	527
Service charges on deposit accounts	177	204	506	604
Loss on sale of securities	_	(12)		(12)
Gain on sale of other real estate	_	_	1	_
Bank owned life insurance income	137	146	416	440
Rebate from correspondent bank	613	370	1,621	939
Other	826	608	2,270	1,780
Total noninterest income	1,928	1,460	5,379	4,278
NONINTEREST EXPENSE:				
Salaries and employee benefits	12,965	11,580	38,537	32,557
Net occupancy and equipment	1,281	1,325	3,886	4,054
Depreciation	490	427	1,330	1,225
Data processing and software amortization	1,226	783	3,635	2,197
Professional fees	303	822	1,339	2,704
Regulatory assessments and FDIC insurance	505	582	1,533	1,740

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Core deposit intangibles amortization	195	195	586	586
Communications	262	251	769	731
Advertising	351	302	1,021	853
Acquisition and merger-related expenses	196	_	821	_
Other	1,390	1,409	4,284	4,039
Total noninterest expense	19,164	17,676	57,741	50,686
INCOME BEFORE INCOME TAXES	10,800	3,873	29,095	18,566
Provision for income taxes	1,921	887	4,949	4,138
NET INCOME	\$8,879	\$2,986	\$24,146	\$14,428
EARNINGS PER SHARE:				
Basic	\$0.66	\$0.23	\$1.81	\$1.10
Diluted	\$0.65	\$0.22	\$1.77	\$1.07

See condensed notes to interim consolidated financial statements.

# ALLEGIANCE BANCSHARES, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three M	onths End	led Septembe	er
	30,		Nine Month	s Ended September 30,
	2018	2017	2018	2017
	(Dollars	in thousar	nds)	
Net income	\$8,879	\$2,986	\$ 24,146	\$ 14,428
Other comprehensive (loss) income, before tax:				
Unrealized (loss) gain on securities:				
Change in unrealized holding (loss) gain on				
available for sale securities during the period	(2,265)	735	(8,106	) 6,115
Reclassification of amount realized through the sale				
of securities		12	_	12
Total other comprehensive (loss) income	(2,265)	747	(8,106	) 6,127
Deferred tax benefit (expense) related to other				
comprehensive income	476	(268)	1,774	(2,152)
Other comprehensive (loss) income, net of tax	(1,789)	479	(6,332	) 3,975
Comprehensive income	\$7,090	\$3,465	\$ 17,814	\$ 18,403

See condensed notes to interim consolidated financial statements.

# ALLEGIANCE BANCSHARES, INC.

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Common Sto	ock	Capital	Retained	Accumulate Other Comprehens Income		Total yShareholders'
	Shares (in thousands	Amount s, except sl	•	Earnings		Stock	Equity
BALANCE AT JANUARY 1, 2017	12,958,341	\$12.958	\$212 649	\$57,262	\$ (3,052	) \$ —	\$ 279,817
Net income	12,750,511	Ψ12,720	Ψ212,019	14,428	Ψ (3,032	) Ψ	14,428
Other comprehensive income				- 1, 1-0	3,975		3,975
Common stock issued in					2,5 . 2		2,5 , 2
connection with the exercise of stock options and restricted							
stock awards	212,388	213	3,000				3,213
Stock based compensation	212,800		2,000				0,210
expense			1,294				1,294
BALANCE AT SEPTEMBER 30, 2017	13,170,729	\$13,171	\$216,943	\$71,690	\$ 923	\$ —	\$ 302,727
BALANCE AT JANUARY 1, 2018	13,226,826	\$13,227	\$218,408	\$74,894	\$ 336	\$ —	306,865
Net income		,		24,146	·	·	24,146
Other comprehensive loss					(6,332	)	(6,332)
Reclassification of amounts							
within AOCI to retained earnings due to tax reform							
carmings due to tax reform							
(See Note 1)				(72	)		(72)
Common stock issued in				(*			,
connection with the exercise							
of stock options and restricted							
stock awards	169,877	170	2,139				2,309

Stock based compensation

expense 1,215 1,215

BALANCE AT SEPTEMBER

See condensed notes to interim consolidated financial statements.

# ALLEGIANCE BANCSHARES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

CASH FLOWS FROM OPERATING ACTIVITIES:	Nine Mont September 2018 (Dollars in	30,	2017	
Net income	\$24,146		\$14,428	
Adjustments to reconcile net income to net cash provided by operating activities:	\$24,140		φ14,420	
Depreciation and core deposit intangibles amortization	1,916		1,811	
Provision for loan losses	1,284		11,258	
Loss on the sale of securities	1,207		12	
Net amortization of premium on investments	2,413		2,550	
Excess tax benefit related to the exercise of stock options	(420	)	(989	)
Bank owned life insurance	(420	)	(440	)
Net amortization of discount on loans	,	)	`	)
Net amortization of discount on subordinated debentures	(207 82	)	(536 81	)
		`		\
Net amortization of discount on certificates of deposit	(3	)	(3	)
Net gain on the sale or write down of premises, equipment and other real estate	(1	)	(201	\
Federal Home Loan Bank stock dividends	(268	)	(201	)
Stock based compensation expense	1,215		1,294	
Increase in accrued interest receivable and other assets	(2,846	)		)
Increase in accrued interest payable and other liabilities	5,563		2,052	
Net cash provided by operating activities	32,458		27,214	
CASH FLOWS FROM INVESTING ACTIVITIES:				
Proceeds from maturities and principal paydowns of available for sale securities	2,014,951		2,007,00	7
Proceeds from sales of available for sale securities	_		9,000	
Purchase of available for sale securities	(2,015,97	0)	(2,019,84	
Net change in total loans	(172,625	)	(314,816	)
Purchase of bank premises and equipment	(1,857	)	(1,517	)
Proceeds from sale of bank premises, equipment and other real estate	_		1,050	
Net redemptions of Federal Home Loan Bank stock	1,279		586	
Net cash used in investing activities	(174,222	)	(318,533	)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net increase in noninterest-bearing deposits	106,595		119,200	
Net increase in interest-bearing deposits	113,225		297,235	
Proceeds from borrowed funds	_		25,000	
Paydowns on borrowed funds	(71,000	)	(103,000	)
Proceeds from the issuance of common stock, stock option exercises, restricted				
stock awards and the ESPP	2,309		3,213	

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Net cash provided by financing activities	151,129	341,648
NET CHANGE IN CASH AND CASH EQUIVALENTS	9,365	50,329
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	182,103	142,098
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$191,468	\$192,427
SUPPLEMENTAL INFORMATION:		
Income taxes paid	\$4,700	\$6,000
Interest paid	17,682	10,929

See condensed notes to interim consolidated financial statements.

ALLEGIANCE BANCSHARES, INC.

CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**SEPTEMBER 30, 2018** 

(Unaudited)

# 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING AND REPORTING POLICIES

Nature of Operations-Allegiance Bancshares, Inc. ("Allegiance") and its wholly-owned subsidiary, Allegiance Bank, (the "Bank", and together with Allegiance, collectively referred to as the "Company") provide commercial and retail loans and commercial banking services. The Company derives substantially all of its revenues and income from the operation of the Bank. The Company is focused on delivering a wide variety of relationship-driven commercial banking products and community-oriented services tailored to meet the needs of small to medium-sized businesses, professionals and individuals. The Company operated 16 offices and one loan production office in Houston, Texas and the surrounding region as of September 30, 2018. The Bank provides its customers with a variety of banking services including checking accounts, savings accounts and certificates of deposit, and its primary lending products are commercial, personal, automobile, mortgage and home improvement loans. The Bank also offers safe deposit boxes, automated teller machines, drive-through services and 24-hour depository facilities.

Basis of Presentation-The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and in accordance with guidance provided by the Securities and Exchange Commission. Accordingly, the condensed consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments considered 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. Transactions with Allegiance have been eliminated. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal 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.

Significant Accounting and Reporting Policies

The Company's significant accounting and reporting policies can be found in Note 1 of the Company's annual financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

New Accounting Standards

Adoption of New Accounting Standards

ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 supersedes the revenue recognition requirements in Revenue Recognition (Topic 605), and most industry-specific guidance throughout the Industry Topics of the Codification. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("Topic 606"). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the Company satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods. The Company's primary sources of revenue are derived from interest and dividends earned on loans, investment securities and other financial instruments that are not within the scope of ASU 2014-09. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed, charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is little judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers. The new standard was effective for the Company on January 1, 2018 and did not have a significant impact on its consolidated financial statements and related disclosures.

ALLEGIANCE BANCSHARES, INC.

#### CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

ASU No. 2016-01, ""Financial Instruments - Overall (Subtopic 825-10): Recognition of Financial Assets and Financial Liabilities." ASU 2016-01 makes targeted amendments to fair value measurement and disclosure guidance. ASU 2016-01 requires equity investments (other than equity method investments) to be measured at fair value with changes in fair value recognized in net income. This change is only applied if a readily determinable fair value can be obtained. The update also requires the use of exit prices to measure fair value for disclosure purposes as well as other enhanced disclosure requirements. ASU 2016-01 was effective for the Company on January 1, 2018 and did not have a significant impact on its financial statements and related disclosures. See Note 5 – Fair Value Disclosures for further information.

ASU 2016-15, "Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments." ASU 2016-15 provides guidance related to certain cash flow issues in order to reduce the current and potential future diversity in practice. Among other things, the update clarifies the appropriate classification for proceeds from settlement of bank owned life insurance (BOLI) policies. The guidance is effective for public companies for annual periods beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted with retrospective application. ASU 2016-15 was effective for the Company on January 1, 2018 and did not have a significant impact on its financial statements and related disclosures.

ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220) - Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." ASU 2018-02 amends ASC 220, Income Statement - Reporting Comprehensive Income, to allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. On December 22, 2017, the United States enacted tax reform legislation commonly known as the Tax Cuts and Jobs Act (the "Tax Act"), resulting in significant modifications to existing law. Authoritative guidance and interpretation by regulatory bodies is ongoing, and as such, the accounting for the effects of the Tax Act is not final and the full impact of the new regulation is still being evaluated. ASU 2018-02 is effective on January 1, 2019, with early adoption permitted. The Company early adopted and recognized a decrease to retained earnings of \$72 thousand due to a reclassification on January 1, 2018.

Newly Issued But Not Yet Effective Accounting Standards

ASU 2016-02, "Leases (Topic 842)." ASU 2016-02 will, among other things, require lessees to recognize a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model and ASC Topic 606, "Revenue from Contracts with Customers." ASU 2016-02 will be effective for the Company on January 1, 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early application of

this ASU is permitted for all entities. Adoption of ASU 2016-02 is not expected to have a material impact on the Company's financial statements. The Company leases certain properties and equipment under operating leases that will result in the recognition of lease assets and lease liabilities on the Company's balance sheet under the ASU. While the Company is currently evaluating the impact of adopting ASU 2016-02, it is aware that the adoption will result in an increase in right-of-use assets and lease liabilities recorded on its balance sheet.

ASU 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." Among other things, ASU 2016-13 requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better form their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, ASU 2016-13 amends the accounting for credit losses on available for sale debt securities and purchased financial assets with credit deterioration. ASU 2016-13 is effective for the Company on January 1, 2020 and must be applied using the modified retrospective approach with limited exceptions. Early adoption is permitted for fiscal years, and interim periods within those years, beginning after December 15, 2018. While the Company is currently unable to reasonably estimate the impact of adopting ASU 2016-13, the Company expects that the impact of adoption will be significantly influenced by the composition, characteristics and quality of its loan and securities portfolios as well as the prevailing economic conditions and forecasts as of the adoption date. The Company has formed a cross functional team and with the assistance of a third-party provider is assessing the Company's data and system needs to evaluate the impact that adoption of this standard will have on the financial condition and results of operations of the Company.

ALLEGIANCE BANCSHARES, INC.

#### CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment," ASU 2017-04 eliminates Step 2 from the goodwill impairment test which required entities to compute the implied fair value of goodwill. Under ASU 2017-04, 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 entity should recognize an impairment charge 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, with earlier adoption permitted and is not expected to have a significant impact on the Company's financial statements.

ASU 2017-08, "Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20) - Premium Amortization on Purchased Callable Debt Securities." ASU 2017-08 shortens the amortization period for certain callable debt securities held at a premium to require such premiums to be amortized to the earliest call date unless applicable guidance related to certain pools of securities is applied to consider estimated prepayments. Under prior guidance, entities were generally required to amortize premiums on individual, non-pooled callable debt securities as a yield adjustment over the contractual life of the security. ASU 2017-08 does not change the accounting for callable debt securities held at a discount. ASU 2017-08 will be effective for the Company on January 1, 2019, with early adoption permitted. The Company is currently evaluating the potential impact of ASU 2017-08 on its financial statements.

#### 2. GOODWILL AND CORE DEPOSIT INTANGIBLE ASSETS

Changes in the carrying amount of the Company's goodwill and core deposit intangible assets were as follows:

	Core
	Deposit
	Goodwill Intangibles
	(Dollars in
	thousands)
Balance as of January 1, 2017	\$39,389 \$ 4,055
Amortization	<b>—</b> (781 )
Balance as of December 31, 2017	\$39,389 \$ 3,274
Amortization	<b>—</b> (586 )
Balance as of September 30, 2018	\$39,389 \$ 2,688

Goodwill is recorded on the acquisition date of an entity. Management performs an evaluation annually, and more frequently if a triggering event occurs, of whether any impairment of the goodwill and other intangible assets has occurred. If any such impairment is determined, a write-down is recorded. As of September 30, 2018, there were no impairments recorded on goodwill and other intangible assets.

The estimated aggregate future amortization expense for core deposit intangible assets remaining as of September 30, 2018 is as follows (dollars in thousands):

Remaining 2018	\$195
2019	781
2020	744
2021	484
2022	484
Thereafter	
Total	\$2,688

#### ALLEGIANCE BANCSHARES, INC.

#### CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

#### 3. SECURITIES

The amortized cost and fair value of investment securities were as follows:

	Cost	Gross Unrealized Gains thousands)	Gross Unrealized Losses	Fair Value
Available for Sale				
U.S. Government and agency securities	\$6,118	\$ 58	\$ (73	\$6,103
Municipal securities	219,231	546	(5,901	213,876
Agency mortgage-backed pass-through securities	44,034	36	(1,576	42,494
Corporate bonds and other	38,321	_	(679	37,642
Total	\$307,704	\$ 640	\$ (8,229	\$300,115
	December	31, 2017 Gross	Gross	
		· ·		Fair
		Gross		Fair Value
	Amortized Cost	Gross Unrealized	Unrealized	
Available for Sale	Amortized Cost	Gross Unrealized Gains	Unrealized	
Available for Sale U.S. Government and agency securities	Amortized Cost	Gross Unrealized Gains	Unrealized Losses	
	Amortized Cost (Dollars in	Gross Unrealized Gains thousands)	Unrealized Losses	Value
U.S. Government and agency securities	Amortized Cost (Dollars in \$8,507	Gross Unrealized Gains thousands)	Unrealized Losses	Value \$8,715
U.S. Government and agency securities  Municipal securities	Amortized Cost (Dollars in \$8,507 222,330	Gross Unrealized Gains thousands)  \$ 232 2,470	Unrealized Losses \$ (24 ) (1,842	Value ) \$8,715 ) 222,958

As of September 30, 2018, the Company's management did not expect to sell any securities classified as available for sale with material unrealized losses, and the Company believes it is more likely than not it will not be required to sell any of these securities before their anticipated recovery, at which time the Company will receive full value for the securities. 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 believed the unrealized losses in the previous table are temporary and no other than temporary impairment loss has been realized in the Company's consolidated statements of income.

The amortized cost and fair value of investment securities at September 30, 2018, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations at any time with or without call or prepayment penalties.

	Amortized Fair		
	Cost	Value	
	(Dollars in	l	
	thousands)	)	
Due in one year or less	\$8,760	\$8,730	
Due after one year through five years	72,298	70,975	
Due after five years through ten years	87,210	85,394	
Due after ten years	95,402	92,522	
Subtotal	263,670	257,621	
Agency mortgage-backed pass through securities	44,034	42,494	
Total	\$307,704	\$300,115	

## ALLEGIANCE BANCSHARES, INC.

## CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

Securities with unrealized losses segregated by length of time such securities have been in a continuous loss position are as follows:

	September Less than Estimated Fair Value (Dollars in	12 Mor Unrea Losse	ths lized	Estimate	n 12 Montl d Unrealiz ue Losses		Total Estimated Fair Valu	l Unrealize e Losses	ed
Available for Sale									
U.S. Government and agency securities	\$1,159	\$ (22		\$940	\$ (51	)	\$2,099	\$ (73	)
Municipal securities	86,425	(1,8	82	87,398	(4,019	)	173,823	(5,901	)
Agency mortgage-backed pass-through									
securities	23,873	(620	)	16,660	(956	)	40,533	(1,576	)
Corporate bonds and other	19,706	(174		16,936	(505	)	36,642	(679	)
Total	\$131,163	\$ (2,6		\$121,934	`	)	\$253,097	`	)
A 71.11 C C 1	December Less than Estimated Fair Valu (Dollars i	12 Mo dUnrea eLosse	onths lized	Fair Valu	d Unrealize	d ]	Fotal Estimated Fair Value	Unrealized Losses	1
Available for Sale	¢2 110	\$ (9	`	¢505	¢ (15	\ \	¢ 2 705	¢ (24	
U.S. Government and agency securities	\$3,110 42,249	\$ (9 (51		\$595	\$ (15 (1,325	) ,	\$3,705 98,732	\$ (24	)
Municipal securities  Agency mortgage-backed pass-through	,	(31	,	56,483	(1,323	)	96,732	(1,842	)
securities	13,238	(10	5	8,921	(256	)	22,159	(361	)
Corporate bonds and other	30,203	(17		) —		,	30,203	(179	ĺ
Total	\$88,800	\$ (81		\$65,999	\$ (1,596	) :	\$154,799	\$ (2,406	)

There were no securities sold during the three and nine months ended September 30, 2018. During the three and nine months ended September 30, 2017, the Company sold \$9.0 million of corporate bonds with a minimal loss recognized. At September 30, 2018 and December 31, 2017, the Company did not own securities of any one issuer, other than the U.S government and its agencies, in an amount greater than 10% of consolidated shareholders' equity at such respective dates.

The carrying value of pledged securities was \$3.0 million at September 30, 2018 and \$5.0 million at December 31, 2017, respectively. The securities are pledged to further collateralize letters of credit issued by the Bank, but confirmed by another financial institution.

#### ALLEGIANCE BANCSHARES, INC.

#### CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

#### 4. LOANS AND ALLOWANCE FOR LOAN LOSSES

The loan portfolio balances, net of unearned income and fees, consist of various types of loans primarily made to borrowers located within Texas and are classified by major type as follows:

	September	December
	30,	31,
	2018	2017
	(Dollars in tl	nousands)
Commercial and industrial	\$458,434	\$457,129
Mortgage warehouse	48,876	69,456
Real estate:		
Commercial real estate (including multi-family residential)	1,161,992	1,080,247
Commercial real estate construction and land development	298,916	243,389
1-4 family residential (including home equity)	344,342	301,219
Residential construction	117,740	109,116
Consumer and other	10,626	10,320
Total loans	2,440,926	2,270,876
Allowance for loan losses	(23,586)	(23,649)
Loans, net	\$2,417,340	\$2,247,227

#### Nonaccrual and Past Due Loans

An aging analysis of the recorded investment in past due loans, segregated by class of loans, is as follows:

	Septembe	er 30, 2018				
	Loans Pa	st Due and S	till			
	Accruing					
	30-89	90 or More	<b>Total Past</b>	Nonaccrual	Current	Total
	Days	Days	Due Loans	Loans	Loans	Loans
	(Dollars i	n thousands)	)			
Commercial and industrial	\$4,055	\$ —	\$ 4,055	\$ 6,258	\$448,121	\$458,434

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Mortgage warehouse		 		48,876	48,876
Real estate:					
Commercial real estate (including					
multi-family residential)	4,717	 4,717	5,006	1,152,269	1,161,992
Commercial real estate construction	l				
and land development	3,206	 3,206	694	295,016	298,916
1-4 family residential (including					
· · · · · · · · · · · · · · · · · · ·					
home equity)	1,064	 1,064	2,985	340,293	344,342
Residential construction	1,169	 1,169	_	116,571	117,740
Consumer and other	71	 71		10,555	10,626
Total loans	\$14,282 \$	 \$ 14,282	\$ 14,943	\$2,411,701	\$2,440,926

# ALLEGIANCE BANCSHARES, INC.

## CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

	Decembe	er 31, 2017				
Loans Past Due and Still						
	Accruing					
	30-89	90 or More	<b>Total Past</b>	Nonaccrual	Current	Total
	Days	Days	Due Loans	Loans	Loans	Loans
	(Dollars	in thousands)	)			
Commercial and industrial	\$1,069	\$ —	\$ 1,069	\$ 6,437	\$449,623	\$457,129
Mortgage warehouse				_	69,456	69,456
Real estate:						
Commercial real estate (including						
multi-family residential)	4,932		4,932	6,110	1,069,205	1,080,247
Commercial real estate construction						
and land development	5,274	_	5,274	_	238,115	243,389
1-4 family residential (including						
•						
home equity)	924		924	781	299,514	301,219
Residential construction	674	_	674	_	108,442	109,116
Consumer and other	74		74		10,246	10,320
Total loans	\$12,947	\$ —	\$ 12,947	\$ 13,328	\$2,244,601	\$2,270,876

## ALLEGIANCE BANCSHARES, INC.

# CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

# Impaired Loans

Impaired loans by class of loans are set forth in the following tables.

As of September 30, Unpaid	2018
Recorded Principal InvestmenBalance (Dollars in thousands	Allowance
With no related allowance recorded:	3)
Commercial and industrial \$5,173 \$5,786	\$ —
Mortgage warehouse — — —	<u> </u>
Real estate:	
Commercial real estate (including multi-family	
, c	
residential) 17,142 17,142	_
Commercial real estate construction and land	
development 694 694	<del>_</del>
1-4 family residential (including home equity) 1,628 1,628	
Residential construction — — —	
Consumer and other — — —	
Total 24,637 25,250	
With an allowance recorded:	
Commercial and industrial 7,646 8,041	3,455
Mortgage warehouse — — —	_
Real estate:	
Commercial real estate (including multi-family	
residential) 992 992	125
Commercial real estate construction and land	
development — —	
1-4 family residential (including home equity) 1,356 1,356	21
Residential construction — — —	_

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Consumer and other	_	_	_
Total	9,994	10,389	3,601
Total:			
Commercial and industrial	12,819	13,827	3,455
Mortgage warehouse	_	_	
Real estate:			
Commercial real estate (including multi-family			
residential)	18,134	18,134	125
Commercial real estate construction and land			
development	694	694	_
1-4 family residential (including home equity)	2,984	2,984	21
Residential construction			_
Consumer and other			_
	\$34,631	\$35,639	\$ 3,601

# ALLEGIANCE BANCSHARES, INC.

# CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

	Year Ended December 31, 2017 Unpaid			
	Recorded Investme (Dollars i	Allowance		
With no related allowance recorded:				
Commercial and industrial	\$5,792	\$6,666	\$ —	
Mortgage warehouse		_	_	
Real estate:				
Commercial real estate (including multi-family				
residential)	12,155	12,155	_	
Commercial real estate construction and land				
development	209	209		
1-4 family residential (including home equity)	948	948		
Residential construction	_	_		
Consumer and other	_	_		
Total	19,104	19,978		
With an allowance recorded:				
Commercial and industrial	5,600	5,652	1,640	
Mortgage warehouse	_			
Real estate:				
Commercial real estate (including multi-family				
residential)	8,009	8,194	716	
Commercial real estate construction and land	ŕ	·		
development		_	_	
1-4 family residential (including home equity)	_	_		
Residential construction		_		
Consumer and other	_	_		
Total	13,609	13,846	2,356	
Total:				
Commercial and industrial	11,392	12,318	1,640	

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Mortgage warehouse	_	_	_
Real estate:			
Commercial real estate (including multi-family			
residential)	20,164	20,349	716
Commercial real estate construction and land			
development	209	209	
1-4 family residential (including home equity)	948	948	_
Residential construction			
Consumer and other	_	_	_
	\$32,713	\$33,824	\$ 2,356

ALLEGIANCE BANCSHARES, INC.

## CONDENSED NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2018

(Unaudited)

The following table presents average impaired loans and interest recognized on impaired loans for the three and nine months ended September 30, 2018 and 2017:

Three Months Ended September 30, 2018 2017

Avelagerest Average Interest

Rechrdeche