



smart:financial

ANNUAL
REPORT
2020

● PEOPLE ♥ PASSION ◆ PURPOSE

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Table of Contents

Standing Rules	5
85 th Annual Meeting Minutes	6
Report From the Chairman of the Board	10
Report From the President and Chief Executive Officer	12
Smart Financial Foundation Report From the Executive Director	14
New Business Report From the Nominating Committee and Election of Directors	16
Statement of Financial Position	18
Statement of Income and Expenses	19
Smart Financial Credit Union Profile	20
Financial Highlights	21
Board of Directors and Officers	22
Branch Locations	24

Standing Rules

- I. Robert 's Rules of Order are the governing rules of this meeting.
- II. Debate by any one member is limited to two minutes at one time on any motion.
- III. A member may speak only twice on any motion and the second time only after others who wish to have been allowed to speak once.
- IV. Affirmation and negative views will be recognized alternately, when possible.
- V. All motions must be submitted in writing, signed by the maker, if requested by the Chairman.
- VI. The Credit Union bylaws state that written ballots shall be required for any contested position. The nominee receiving a plurality of the votes cast shall win the election; otherwise, the election may be by voice vote.

85th Annual Meeting Minutes

April 4, 2019

The Annual Meeting of the member-owners of Smart Financial Credit Union was called to order by the Chairman of the Board, Mr. Jeffrey Hamlin, Thursday, April 4, 2019, at 7:05 p.m. at the Norris Conference Centre, 816 Town & Country Boulevard, Houston, Texas.

Mr. Samuel Massie gave the invocation. The Chair determined that a quorum was present and appointed Mrs. Sandra Torres as Recording Secretary.

Chairman Hamlin welcomed the member-owners to the 85th Annual Membership Meeting. He then introduced the individuals seated at the head table and special guests in the audience. Mr. Hamlin also introduced the Board of Directors and Audit Committee members of Smart Financial Credit Union.

Mr. Hamlin took a moment to remember Ms. Ann Petrillo, who selflessly served on the Smart Financial Audit Committee from 2007 to 2018, and as its Chairperson from 2013 to 2018. Ms. Petrillo passed away on July 15, 2018.

He then recognized Mr. Samuel Massie and presented him with a plaque for his service on the Board of Directors and Audit Committee. Mr. Massie retires with 24 years of service from 1995 to 2019. Mr. Massie served as Chairman of the Board from 2006 to 2008. Mr. Hamlin thanked Mr. Massie for his time and service to the Board.

Mr. Hamlin referred to the Standing Rules as printed in the Annual Report and requested adoption of the Standing Rules as distributed. Mr. Larry Frazier moved, and Mr. Gary Tuma seconded that the Standing Rules be adopted as presented. The motion carried.

He then referred to the printed minutes of the April 5, 2018, Annual Meeting contained in the Annual Report and asked for any corrections. There were none.

Mr. Hamlin commented that it had been an honor and a privilege to serve as Board Chairman for the past three years. He stated that this would be his last report as Chairman noting that a new Chairman would be appointed at the end of the month. Mr. Hamlin added that he would remain on the Board. He then referred to his written report and gave a few highlights on the activities in 2018.

Mr. Hamlin thanked the Board for their continued support, and on behalf of the Board of Directors, Management, and Staff, he thanked the membership for their loyalty to Smart Financial.



Mr. Larry Seidl, President and CEO, thanked Mr. Hamlin and welcomed the member-owners to the 85th Annual Membership Meeting. He thanked the Board of Directors for their continued support, leadership, and guidance. He took a moment to thank Mr. Hamlin for his incredible three years as Chairman of the Board.

Mr. Seidl then recognized the Executive team and staff and thanked them for all they do. He added that 2018 was a great year, and the financials show the results of what a team can do when they focus on building relationships, which is truly what matters.

He then announced that the Cornerstone Credit Union League's Awards and Recognition Committee had chosen Mr. Gary Tuma as their 2019 Hall of Fame inductee. This award is given to an individual that has truly been a legend, a mentor, and a believer in the credit union movement. All applauded Mr. Tuma for this honor.

Mr. Seidl then referred to his written report and highlighted the financial state of the Credit Union. He reported that during 2018, Smart Financial's loan portfolio grew to over \$448 million. Mr. Seidl then stated that the member-owners could take pride in the fact that they are investing in the growth and success of the communities where they live. He commented that he would answer any questions following the meeting.

He closed thanking his wife Terri, and then staff, management, and Board of Directors for their tireless devotion to making this great organization what it is today. Mr. Seidl then thanked the member-owners for their support and patronage, adding that we are honored they have chosen to be a part of the Smart Financial family.

85th Annual Meeting

Minutes cont'd

Mr. Seidl then introduced Mrs. Lucy Bremond, Chairman of the Smart Financial Foundation.

Mrs. Bremond commented that it had been a privilege to serve as Chairman of the Smart Financial Foundation. She thanked the Foundation Board of Directors and Foundation staff for all their hard work the past year. She then referred to her written report and shared a few highlights from 2018.

She reported that in 2018, the Foundation distributed more than \$60,000 back to the communities. Since its inception in 2013, the Smart Financial Foundation has donated over \$600,000 in scholarships, grants, and sponsorships, along with thousands of volunteer hours to worthy organizations.

Mrs. Bremond then stated that the written report highlights two successful Fundraisers. The 6th Annual Golf Tournament and the 4th Annual Fall Luncheon together raised over \$90,000. She continued to report that the Foundation, through the Ruby Sue Clifton Scholarship Program, awarded \$15,000 to graduating high school students. To date, this program has awarded over \$200,000 to graduating high school students.

She commented that the Foundation increased its focus on providing employees with ways to give back to the community. Smart Financial employees volunteered over 600 hours to organizations such as the Houston Independent School District, Rice University, the Houston Zoo, and Memorial Hermann Children's Hospital. Also, over 100 employees with friends and families participated in two Susan G. Komen Race for the Cure Events and the Easter Seals of Greater Houston Walk with Me 5K.

Mrs. Bremond closed stating that there are incredible opportunities ahead of us and the Foundation will continue to achieve great things in the communities we serve as we continue our efforts to fulfill our mission to change lives, improve communities and achieve dreams.

Mr. Hamlin asked if there was unfinished business from the last Annual Meeting and stated the Chair knew of none.

Mr. Hamlin turned the meeting over to Mr. Gary Tuma, Chairman of the Nominating Committee. Mr. Tuma explained the Election Process and then introduced the 2018-2019 Nominating Committee members. Mr. Tuma reported that the Committee placed the following slate of nominees before the membership for their consideration:

POSITION	NAME	LENGTH OF TERM
6	Mrs. Angela Cox	3 Years
7	Mr. Michael O'Neill (Incumbent Director)	3 Years

Mr. Tuma reported that no nominations by petition had been received for Position 6 and Position 7; therefore, the election for these positions may be held by voice vote. Mr. Samuel Massie made a motion for election by acclamation for Position 6 and Position 7 for three-year terms. Mr. Larry Frazier seconded the motion. The motion carried. Mr. Tuma then congratulated the elected Board members.

Mr. Seidl introduced Smart Financial Resources, Smart Insurance Group, Smart Financial Credit Union Mortgage Division/Home Equity, Smart Auto Direct/Consumer Lending, Smart Financial Resources Investment Division, Smart Financial Foundation, and other providers and special guests.

Mr. Corbin Wilson, Senior Vice President-Member Engagement, conducted the drawings for door prizes.

Mr. Hamlin asked for any other new business, and hearing none; he expressed his appreciation to the membership for attending.

The meeting adjourned at 7:58 p.m.



Mr. Chad G. Greer

Secretary, Board of Directors

Report From the Chairman of the Board

I missed seeing our member-owners at last year's annual meeting, but I am happy we are able to at least hold this year's meeting virtually in order to ensure everyone's health and safety. I want to thank you for allowing me to serve as your Chairman of the Board over the past year. While 2020 brought several challenges with COVID-19 and all that came with it, our management team, employees, and Board of Directors tirelessly worked together to determine how to best serve our member-owners through an unprecedented year of unknowns.

Once the pandemic was in place, your Credit Union team was able to navigate (as best as humanly possible) and stay focused on our team, their families, and our member-owners safety, while maintaining member services resulting in NO person to person spread of the virus at our facilities. We are proud to have been able to maintain pay for the staff throughout this pandemic and allow our member-owners safe, although limited access. We implemented in-branch appointment scheduling, text balance, hospital grade filters in all facilities, air purifiers, hand sanitizer, masks for everyone, while maintaining social distancing to staff and the member-owners. As we are meeting today, the Credit Union's Pandemic Team continues to meet on at least a weekly basis to review and implement items discussed at the federal, state, and local levels. Our team processed skip-a-pays for all Consumer (excluding Line of Credit Loans) and Mortgage loans to ease the financial strains of our member-owners during these difficult times. The team also reached out to work with and lessen the burden for those member-owners that required more assistance. This was also done on a case-by-case basis with our member-owners with Commercial loans. This only reassured me that the Smart Financial family could make it through these very difficult times when we work together as a team.

Founded in 1934 by Houston area educators, Smart Financial recognizes the vital role education plays in who we are as a credit union. As you know, our Mission is Advocate, Relate, Educate. When we get an opportunity to help others in the communities we serve, this team is ready and willing. These opportunities were put on hold in 2020, but we have put together plans to get back out in the communities once it has been declared safe to venture out. Our Foundation and Community Development teams cannot wait to get back out and build those lasting relationships with our member-owners.

Smart Financial has implemented new loan products, opened new branches, and added more technology. We will continue to find ways to improve the way we do business, but our main focus will remain on you, the member-owner. 2020 was a tough year, but we are in a great position to continue to grow this Credit Union the SMART way. I am excited to watch this family grow in 2021 and beyond.

I want to thank the employees, our management team, the Audit Committee, and my fellow Board members for their continued commitment to providing the highest level of service to our member-owners and the communities we serve. A special thanks goes out to all our member-owners for being patient and working with us through the challenges of this unprecedented pandemic. We look forward to building lasting relationships with our member-owners and helping you achieve your financial goals in 2021 and beyond.

A handwritten signature in black ink, appearing to read 'M O'Neill', with a stylized flourish at the end.

Mr. Michael O'Neill

Chairman of the Board

Report From the President and Chief Executive Officer

I want to welcome our member-owners to the 87th Annual Membership Meeting of Smart Financial Credit Union. It is unfortunate that we are hosting this meeting virtually, but we want everyone to follow established guidelines to stay safe and healthy. Member-owners, I cannot tell you how much I appreciate your patience, thoughtfulness, and caring attitudes towards our employees throughout 2020. We know at times we were not as convenient as you expected us to be, but in our 87-year history, I am not sure we have witnessed anything to the effect COVID-19 has had on this country, this community, and this entire credit union family.

Board of Directors, thanks for your continued dedication and support of Smart Financial, even with most of the communication being done virtually. Audit Committee, thank you so much for all you do. Credit Union staff and your families, a thank you from the bottom of my heart for staying focused, taking great care of each other and finding ways to assist our incredible member-owners.

Although 2020 was a challenging year to say the least, we still have much to be proud of! Prior to the pandemic, the Chris Gardner Foundation brought the nationwide “Back 2 School: Permission 2 Dream” tour to Lamar High School and Stafford High School with the support of Smart Financial and the Smart Financial Foundation. Mr. Gardner’s tour aims to inspire over 100,000 students to achieve their dreams. Chris Gardner achieves this goal flawlessly by sharing his personal struggles as a homeless, single father navigating every challenge imaginable as told in the 2006 biographical film, “The Pursuit of Happyness.” Because Smart Financial’s vision is to Advocate, Relate, and Educate, a partnership with Chris Gardner proved to be the perfect opportunity to share in this incredibly important mission. We are happy to help spread the message that young people from our own communities can achieve their dreams, no matter how many obstacles stand before them.

Smart Financial was awarded a Houston Top Workplaces honor by The Houston Chronicle for the second consecutive year. This award is based solely on employee feedback gathered through an anonymous workplace culture survey. Not only does the survey allow us to get to know our employees better, but it also guides us in making important decisions as a Credit Union. It is a true honor to be recognized as one of Houston’s Top Workplaces. The recognition signifies that the Smart Financial employee culture is aligned with our tagline of People, Passion, and Purpose.

We are proud to say we opened a brand-new branch in The Woodlands to replace the small branch we had nearby on Rayford Road. In addition, we were finally able to open the new Lamar High School branch, which is open to the public. I apologize for the delay, but it is now open, and the team looks forward to meeting with you and taking care of all your financial needs. We closed the Missouri City location and are in the final stages of purchasing land to build a much more accessible location within 7-8 miles of that branch. In addition, 2021 has already brought us a new branch in Magnolia and more options are in the works. Stay tuned. As for enhanced products, we rolled out a 20-year term on Mortgage loans and are in the final stages of bringing the HELOC mortgage product to the membership.

As for the financials in 2020, you will see the bottom line was not where we are accustomed to being. On paper, we had a Net Income loss of \$392,432 for the year. In reviewing the Statement of Operations, the main concern was our "Provision for Loan Losses" where we set aside additional resources to cover any potential losses pertaining to the economic situations many people and businesses have been put in throughout 2020. 2020 was definitely a bump in the road, but we are confident 2021 will produce much more positive results as January and February started off on a very positive note income wise. Mortgage lending was at an all-time high and we grew that portfolio by over \$18 million. Deposits grew by an astounding \$92 million and that resulted in the Credit Union growing Assets by over \$85 million and ending 2020 at \$785,624,760. On the expense side of the financials, we lowered expenses by over \$1.1 million resulting in a very strong Net Worth Ratio of 9.19%, which is well above the regulatory guideline of 7%.

2020 was a very difficult year for all, but I feel very proud that our team was still able to accomplish many positive things. We know and understand COVID-19 is still lurking, but we will continue our pledge to work hard and SMART, while staying safe and finding more opportunities to build lasting relationships with the member-owners we have and the new member-owners we bring in throughout 2021.



Larry Seidl

President & Chief Executive Officer

Smart Financial Foundation Report From the Executive Director

It is an honor and privilege to serve as the Executive Director for the Smart Financial Foundation. I would like to personally thank each of the Foundation Board of Directors for all their hard work and dedication this past year. Their time and insights have been instrumental within this Foundation.

While 2020 was not the year we envisioned it to be, the Smart Financial Foundation stayed committed to the communities in which we serve. We fulfilled our grant requests to the following organizations: Catholic Charities, Child Advocates of Fort Bend, CHRISTUS Foundation for HealthCare, Easter Seals of Greater Houston, George Foundation, Houston ISD Education Foundation, Humble ISD Education Foundation and Klein ISD Education Foundation, just to name a few. The Foundation distributed more than \$50,000 in scholarships, donations, and sponsorships back into the communities. Smart Financial employees participated virtually within the Easter Seals of Greater Houston Walk with Me 5K, and the Susan G. Komen Race for the Cure. The Foundation also hosted a Food Drive that benefited Kids' Meals Inc. A big thank you to the employees and our member-owners who participated in this. Together, we helped to provide meals to hungry children within the Houston area.

During the Spring Semester, the Smart Financial Foundation began its application process for the Ruby Sue Clifton Scholarship Program. This scholarship program was designed for credit union member-owners who had graduating high school students within their household. In 2020, the Foundation happily awarded \$15,000 to students within the following school districts: Cypress Fairbanks ISD, Houston ISD, Needville ISD and Stafford Municipal School District. To date, this program has awarded over \$230,000 to graduating high school students.

With fundraising efforts being limited during the year, the Smart Financial Foundation worked on partnering with the AmazonSmile Foundation. This partnership allows the Smart Financial Foundation to receive 0.5% of the purchase price from each eligible AmazonSmile purchase, when the Foundation is selected as your designated charity. We are excited for this partnership and hope that you, our member-owner, continue to support this new initiative.



People helping people is at the core of what credit unions stand for. When Hurricane Laura hit the Lake Charles area, Smart Financial knew we needed to help. The Smart Financial Foundation sent donations to CSE Federal Credit Union and Calcasieu Teachers and Parents Credit Union. When we notified Jesse Bubby, CEO of Calcasieu Teachers and Parents Credit Union of our donation he stated, "Smart Financial is amazing". Matthew Kock, CEO of CSE Federal Credit Union, was initially at a loss of words when he was notified. He then said "The outpouring of care from our friends in the CU community is so encouraging. Smart Financial and the Smart Financial Foundation is truly living the CU philosophy of people helping people". These comments touched our hearts. We understand the importance of our giveback and are grateful that we were able to pay it forward to those two credit unions who needed the help so much.

I hope you take pride in the efforts the Foundation accomplished in 2020. While this year was a challenging year for all of us, the Foundation stayed committed to its mission to change lives, improve communities, and achieve dreams. We are already planning for our upcoming 2021 fundraisers, and I am optimistic for what this year holds. I know the Foundation will continue to achieve great things within the communities we serve.

A handwritten signature in black ink that reads "Tiffany Halfon".

Tiffany Halfon

Executive Director

The logo for Smart Financial Foundation. The words "smart financial" are in a lowercase, sans-serif font. Above the letter "i" in "financial" are three small, colorful hearts (green, blue, and red). Below "smart financial" is the word "FOUNDATION" in all caps, spaced out.

New Business Report From the Nominating Committee and Election of Directors

Positions for Election

Position 1	Mr. Chad G. Greer	Incumbent
Position 2	Mrs. Angela Cox	Incumbent
Position 3	Ms. Tammie Y. Moore	Incumbent
Position 4	Mr. Larry Frazier	Incumbent
Position 5	Ms. Diana Carrion	Incumbent

No nominations by petition were received for Position 1, Position 2, Position 3, Position 4, and Position 5; therefore, the election for these positions will be confirmed.



Statement of Financial Position

	DEC 31, 2020	DEC 31, 2019
ASSETS		
Cash	\$189,077,221	\$84,932,594
Investments	92,082,116	101,701,149
Loans	445,549,424	460,382,429
Receivables	88,578	223,047
Accrued Income	2,530,799	1,978,585
Land	5,723,245	5,723,245
Building and Leasehold Improvements	18,283,249	17,255,064
Furniture and Equipment	2,784,657	4,270,533
Other Assets	29,505,471	23,334,006
TOTAL ASSETS	\$785,624,760	\$699,800,652
LIABILITIES		
Accounts and Drafts Payable	\$9,179,745	\$11,729,037
Other Payables	2,801,417	3,439,868
	\$11,981,162	\$15,168,905
MEMBERS' DEPOSITS		
Member Shares	\$359,935,898	\$305,348,040
Other Member Deposits	352,966,232	315,268,315
	\$712,902,130	\$620,616,355
RESERVES and UNDIVIDED EARNINGS	\$60,741,468	\$64,015,392
TOTAL LIABILITIES, MEMBER DEPOSITS, and RESERVES	\$785,624,760	\$699,800,652

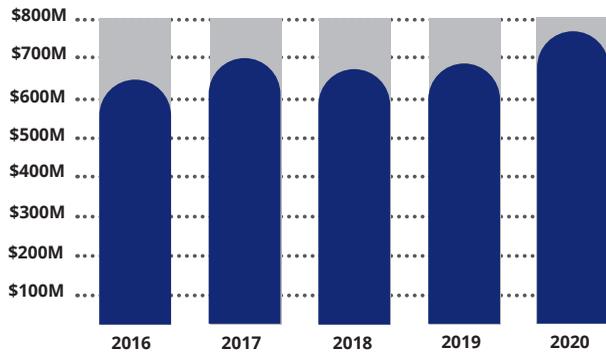
Statement of Income and Expenses

	DEC 31, 2020	DEC 31, 2019
INCOME		
Income on Loans	\$22,070,096	\$24,018,153
Income from Investments	1,707,645	3,022,969
Other Income	13,423,602	15,675,094
TOTAL OPERATING INCOME	\$37,201,343	\$42,716,216
EXPENSES		
Salaries and Benefits	\$16,562,222	\$18,418,447
Travel and Conference	9,364	71,833
Office Occupancy	3,680,500	3,502,476
Office Operations	5,734,107	6,126,187
Marketing	1,127,970	1,256,362
Loan Servicing	916,505	1,364,167
Professional Services	2,555,566	2,998,604
Provision for Loan Loss	5,182,277	3,013,051
Interest	187	-
Other Operating Expenses	148,167	181,022
TOTAL OPERATING EXPENSE	\$35,916,865	\$36,932,149
INCOME FROM OPERATIONS	\$1,284,478	\$5,784,067
Non-Operating Gain (Loss)	523,325	579,298
Dividends Paid to Members	2,200,235	2,523,883
NET INCOME	\$(392,432)	\$3,839,482

Smart Financial Credit Union Profile

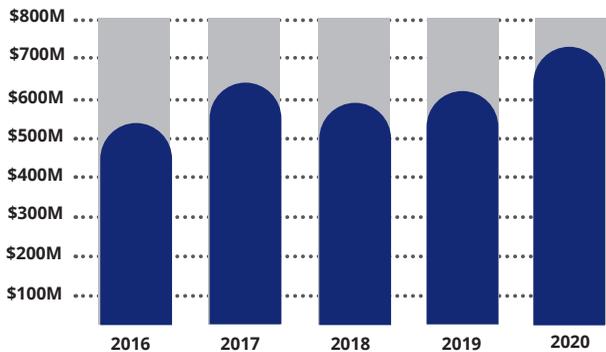
Total Assets

2016	\$650,153,305
2017	\$700,537,453
2018	\$687,422,982
2019	\$699,800,652
2020	\$785,624,760



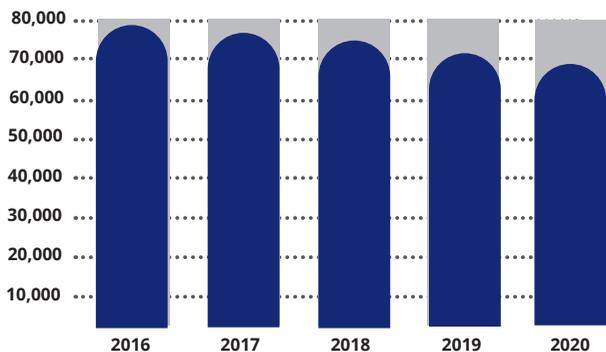
Total Deposits

2016	\$580,642,993
2017	\$628,792,119
2018	\$609,037,440
2019	\$620,616,355
2020	\$712,902,130



Membership Size

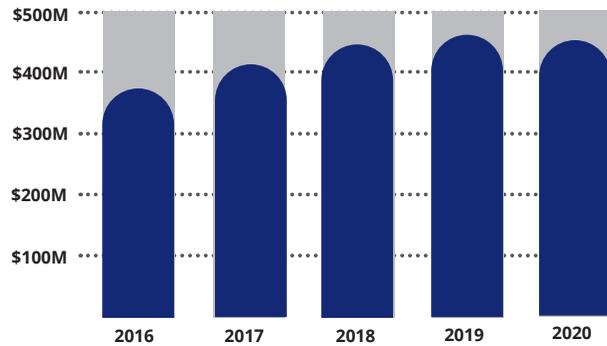
2016	77,958
2017	77,603
2018	75,249
2019	71,554
2020	69,862



Financial Highlights

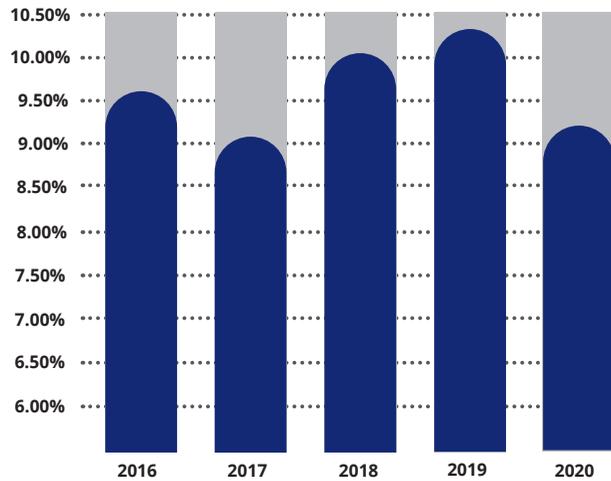
Total Loans

2016	\$380,038,512
2017	\$402,909,421
2018	\$444,723,838
2019	\$460,382,429
2020	\$445,549,424



Net Worth Ratio

2016	9.54%
2017	9.17%
2018	10.00%
2019	10.37%
2020	9.19%



Board of Directors and Officers

BOARD OF DIRECTORS

Mr. Michael O'Neill,
Chairman

TERM ENDS

2021

Mr. Chad G. Greer,
Vice Chairman

2020

Ms. Tammie Moore,
Secretary

2020

Mrs. Angela Cox,
Treasurer

2020

Ms. Diana Carrion,
Director

2020

Mr. Larry Frazier,
Director

2020

Mrs. Douthulia Gardner,
Director

2022

Mr. Jeffrey Hamlin,
Director

2022

Mr. Timothy Raffield,
Director

2022

AUDIT COMMITTEE

Ms. Lena Gilmore, *Chair*

Mr. Jerold Johnson, *Secretary*

Ms. Mackenzie Rychlik Ellis, *Member*

Mr. Mike Childers, *Member*

Ms. Tamara Jean Cubit, *Member*

OFFICERS

Larry Seidl, *Chief Executive Officer*

LeAnn Kaczynski, *Executive Vice President*

Angela Chan, *Chief Financial Officer*

Preston Price, *Chief Experience Officer*

Darcy Stephens, *Chief People Officer*

Corbin Wilson, *Chief Marketing Officer*

Loretta Wolsey, *Chief Risk Officer*

Chris Conway, *SVP of Operations*

Jeffrey Keene, *SVP Consumer & Mortgage Lending*

Sean Price, *SVP Insurance Services/Commercial Lending*

Angela Aguirre, *VP Lending Sales*

Caire Chambers, *VP Relationship Management*

Ray Finnegan, *VP Logistics and Security*

Cynthia Galindo, *VP Support Operations*

Luis Garcia, *VP Commercial Credit*

Glen Minnick, *VP IT*

Shana Scott, *VP Relationship Development*

Tricia Smith, *VP Lending Services*

Sandra Torres, *VP Board Services / Assistant to CEO*



Branch Locations

The Woodlands

26515 I-45
Spring, TX 77380

Westchase

5840 W. Sam Houston
Parkway, Suite 100
Houston, TX 77072

FM 2920

5200 FM 2920
Suite 100
Spring, TX 77388

FM 1960

520 FM 1960 East
Houston, TX 77073

Conroe

3201 West Davis
Conroe, TX 77304

Magnolia

COMING SOON
6311 FM 1488 Suite A
Magnolia Tx, 77354

Wayside

4411 South Wayside Drive
Houston, TX 77087

Kingwood

4529 Kingwood Drive
Suite 100
Kingwood, TX 77345

Pearland

10201 Broadway St.
Suite 117
Pearland, TX 77584

North Loop

2510 North Loop West
Houston, TX 77092

Sugar Land

9810 Highway 90A
Sugar Land, TX 77478

Rayford (No lobby)

TELLER 2.0 ONLY
602 Rayford Road
Spring, TX 77386

Katy/Fulshear

6727 FM 1463
Suite 100
Katy, TX 77494

Lamar High School

OPEN TO PUBLIC
3325 Westheimer Rd
Suite B101
Houston, TX 77098

Outlet Locations

Debakey VA Medical Center

2002 Holcombe Blvd (1st floor)
Houston, TX 77030

Nabors

LIMITED ACCESS



smart:financial



The logo for Smart Financial, featuring the word "smart" in a lowercase, sans-serif font, followed by a colon, and then the word "financial" in a bold, lowercase, sans-serif font. The logo is centered within an orange circle.

smart:financial

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