

The cover features a central orange circle containing the text 'smart:financial ANNUAL REPORT 2019'. This circle is surrounded by several concentric blue rings of varying shades, some of which are broken or incomplete, creating a dynamic, circular pattern. The background is a solid blue color with subtle gradients and larger-scale circular shapes.

smart:financial  
**ANNUAL  
REPORT** 2019

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● PEOPLE ♥ PASSION ◆ PURPOSE



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## 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.



# 85<sup>th</sup> 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 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.

# 85<sup>th</sup> 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:



<b>POSITION</b>	<b>NAME</b>	<b>LENGTH OF TERM</b>
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

It has been my honor and privilege to serve as your Chairman of the Board of Directors over the past year. 2019 was another successful year for our organization. On behalf of the Board of Directors, I am pleased to make my report to the membership of Smart Financial Credit Union. I regret that I am unable to make this report in person due to the cancellation of our annual meeting.

Stewardship is at the heart of Smart Financial's core values. We are committed to supporting and giving back to the organizations and communities we serve. One of the biggest ways we do this is through our Smart Financial Foundation, which provides scholarships to deserving students as well as supporting other organizations in the Greater Houston area. It seems like yesterday that we were dealing with the after affects of hurricane Harvey and now we have the Coronavirus. We were proud to play our part in the recovery efforts after Hurricane Harvey and rest assured that we will be looking for ways to assist the individuals and communities hardest hit by the COVID-19 coronavirus.

Smart Financial is committed to helping its members and business members fulfill their dreams by putting their money to work. We have invested over \$100 million in business loans and over \$300 million in consumer and mortgage loans to our members. We currently have almost 75% of your deposits working for our members who need them in the form of loans.

Smart Financial employees and board members are passionate about the work done by the Smart Financial Foundation and many contribute on a monthly basis to support these efforts. During 2019, we redirected the \$5 entrance fee for each new membership account to go directly to the Foundation to help fund its work. Smart Financial member-owners can take pride knowing they are helping us achieve our goal to make your communities better places to live, work, and play. We appreciate the support of our membership, and together we can make a real impact in our own backyard!

Through our partnership with Smart Financial Centre at Sugar Land, we hosted 28 students from Jane Long Academy in the Houston Independent School District, along with two teacher chaperones, to a special VIP experience at the venue. The students, who are a part of the school's dance program, received orchestra tickets to the performance of the Hip Hop Nutcracker.

Smart Financial and our employees also made the holidays a little brighter for four local families. The Credit Union participated in the Adopt-A-Family Program with Houston Children's Charity that benefits less fortunate families in the Greater Houston area. Smart employees purchased new toys, furniture, clothing and other needed items for their adopted families. Employees delivered these gifts to the grateful families just in time for the Christmas holiday.

These are just a few examples of Smart Financial's commitment to giving back to our communities.

With this spirit of giving, it's no wonder that Smart Financial was named to the list of Houston Chronicle's Top Workplaces in 2019. The award is based on a survey of questions regarding issues relating to workplace culture that is completed by Credit Union employees. At Smart Financial, our employees are family, so we are extremely proud to have received this honor multiple times.

I want to thank the employees, management, the Audit Committee, and my fellow Board members for their continued commitment to providing the highest level of service to our member-owners and our communities. Most of all, thank you for your continued support and loyalty to Smart Financial. I know that these are difficult times for many of you. Rest assured that we are here for you and we will continue to provide service the Smart Way.



**Mr. Michael O'Neill**

Chairman of the Board



# Report From the President and Chief Executive Officer

I am disappointed that I am not able to deliver my report to you in person this year, but due to the recent developments with the COVID-19 (Coronavirus), cancelling our annual meeting was the prudent thing to do to ensure the health and safety of our employees, our Board of Directors, and member-owners. Even as I write this report, we are monitoring this evolving situation and remain diligent in our efforts to follow all federal, state, and local government recommendations to do our part in slowing the spread of the virus. I want to assure you that your Credit Union remains financially strong and prepared to assist our member-owners during these uncertain times.

In 2019, during our annual examination from state regulators, Smart Financial received the highest possible rating in every area of management and operations. This is a testament to the caliber of our management team, our employees, and their commitment and devotion to meeting the financial needs of our member-owners while giving back to the communities we serve.

During 2019, our loans outstanding increased \$16 million to end the year at \$460 million. We continued to invest in the future of our member-owners and the communities we serve. We also distributed more than \$85,000 in scholarships, sponsorships, and donations back to the community through our own Smart Financial Foundation.

We also continued to make changes to our branch network to better serve our member-owners. Decisions that impact branch operations are taken very seriously and we assess a variety of factors before making changes. These factors include overall cost versus those of other branch locations, traffic patterns, transaction trends, and proximity to member-owners. For example, after completing this analysis for the Newcastle Branch, we determined that we could have 3 branches for the cost of what we were paying to lease that one location.

Based on that information and the fact that our new Westheimer Branch at Lamar High School was scheduled to open at that time, the decision was made to close the Newcastle branch in order to provide additional options to serve our member-owners. Unfortunately, due to delays in the permitting process with the City of Houston, the opening of the new Lamar branch was delayed. The permits have now been completed and we are anticipating the branch construction will be completed soon. In addition to this location, a new location in The Woodlands will also be opening soon.



Throughout the remainder of 2020 we will continue to look for ways to better serve our member-owners as well as assist in the recovery from the pandemic that has gripped our nation. We realize that many of our member-owners will be negatively impacted by the recent chain of events and we are here to help you. We are implementing several measures to assist our member-owners through this difficult time including automatically deferring payments on most loans for 60 or 90 days, reducing or eliminating select fees, and additional rate discounts on auto loans.

Please visit our website at [smartcu.org/cvalert](https://smartcu.org/cvalert) for updates and additional resources.

Smart Financial and its member-owners are no strangers to adversity. We have weathered many storms together and we will face this most recent challenge with the same resilience and tenacity that we always do. We will get through this together, and as conditions improve, we will be holding a series of open house meetings at our branches to show our appreciation for our loyal Smart Financial family.

In closing, I would like to thank the employees, management, Board of Directors, and Audit Committee for their tireless work and commitment that makes this the incredible organization it is today. But more importantly thank you, our member-owners, for the continued support of your Credit Union.

**Larry Seidl**

President & Chief Executive Officer



# New Business Report From the Nominating Committee and Election of Directors

## Positions for Election

Position 8	<b>Mr. Timothy Raffield</b> – Nominee
Position 10	<b>Mrs. Douthulia Gardner</b> – Incumbent
Position 11	<b>Mr. Jeffrey Hamlin</b> – Incumbent

No nominations by petition had been received for Position 8, Position 10, and Position 11; therefore, the election for these positions will be confirmed.



# Smart Financial Foundation Report From the Executive Director

It is my 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.

I am proud to report that in 2019, the Foundation distributed more than \$85,000 in scholarships, sponsorships and donations back into the communities in which we serve. These donations impacted more than 20 different nonprofits. Also, during the second quarter of 2019, the Foundation began receiving the \$5 Membership Entrance Fee for each new account opened by Smart Financial. Through this new initiative, the Foundation received \$11,000. The Foundation is grateful to Smart Financial for incorporating its member-owners into the giving to this Foundation.

The Foundation held two successful Fundraisers, which resulted in raising over \$120,000. Our 7th Annual Golf Tournament was held in April at Blackhorse Golf Club. Our 5th Annual Fall Luncheon was held in October at the Junior League of Houston with guest speaker professional golfer Hal Sutton. The Foundation honored H-E-B with its Community Impact Award, while Mr. Gary D. Becker received the Legacy Award.

Each year during the Spring Semester, the Smart Financial Foundation begins the application process for the Ruby Sue Clifton Scholarship Program. This scholarship program was designed for credit union members who had graduating high school students within their household. In 2019, the Foundation happily awarded \$15,000 to students within the following school districts: Clear Creek ISD, Conroe ISD, Houston ISD and Humble ISD. To date, this program has awarded over \$215,000 to graduating high school students.

The Smart Financial Foundation hosted the Cornerstone Credit Union League Foundation's Train the Trainer Event at Smart Financial. This training, known as the National Endowment for Financial Education (NEFE) High School Financial Planning Program, is a turnkey financial literacy program specifically focused on basic personal finance skills that are relevant to the lives of pre-teens, teens, and young adults. Organized into six topics (planning, borrowing, earning capability, investing, financial services, and insurance), the program includes Student Modules, an assortment of 45-minute teacher lesson plans, and a growing collection of online resources and learning activities. Each Smart Financial employee who participated and completed this training are now certified NEFE Trainers. This training provides another resource to help the employees teach financial literacy within the school districts that we serve.



The Foundation also increased its focus on providing employees of Smart Financial with ways to give back to the community. Smart Financial employees volunteered over 700 hours to organizations such as the Houston Independent School District, Barbara Bush Houston Literacy Foundation, Rice University, San Jacinto Girl Scouts, the Houston Zoo and Memorial Hermann Children’s Hospital. In conjunction to volunteering, Smart Financial Employees, along with their families and/or friends, participated in the Easter Seals of Greater Houston “Walk With Me” 5K, Susan G. Komen Race for the Cure and MD Anderson Cancer Center Boot Walk.

The mission for the Smart Financial Foundation is simple – to change lives, improve communities and achieve dreams. I am excited to build on the success the Foundation has laid out. I know there are incredible opportunities ahead of us and that the Foundation will continue to achieve great things within the communities we serve.

*Tiffany Halfon*

**Tiffany Halfon**

Executive Director

# Statement of Financial Position

	DEC 31, 2019	DEC 31, 2018
<b>ASSETS</b>		
Cash	\$84,932,594	\$40,529,840
Investments	101,701,149	144,121,181
Loans	460,382,429	444,723,838
Receivables	223,047	228,548
Accrued Income	1,978,585	1,755,631
Land	5,723,245	5,723,245
Building and Leasehold Improvements	17,255,064	17,999,707
Furniture and Equipment	4,270,533	3,944,951
Other Assets	23,334,006	28,396,041
<b>TOTAL ASSETS</b>	<b>\$699,800,652</b>	<b>\$687,422,982</b>
<b>LIABILITIES</b>		
Accounts and Drafts Payable	\$11,729,037	\$12,524,265
Other Payables	3,439,868	3,291,312
	<b>\$15,168,905</b>	<b>\$15,815,577</b>
<b>MEMBERS' DEPOSITS</b>		
Member Shares	\$305,348,040	\$299,397,478
Other Member Deposits	315,268,315	309,639,962
	<b>\$620,616,355</b>	<b>\$609,037,440</b>
<b>RESERVES and UNDIVIDED EARNINGS</b>	<b>\$64,015,392</b>	<b>\$62,569,965</b>
<b>TOTAL LIABILITIES, MEMBER DEPOSITS, and RESERVES</b>	<b>\$699,800,652</b>	<b>\$687,422,982</b>

# Statement of Income and Expenses

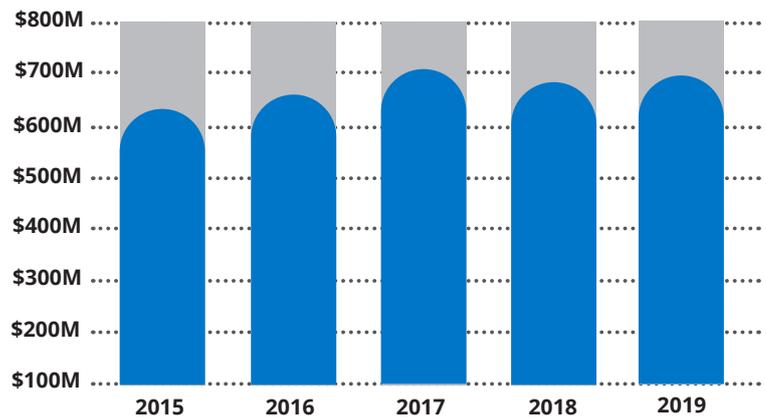
	DEC 31, 2019	DEC 31, 2018
<b>INCOME</b>		
Income on Loans	\$24,018,153	\$22,191,175
Income from Investments	3,022,969	3,471,824
Other Income	15,675,094	17,163,820
<b>TOTAL OPERATING INCOME</b>	<b>\$42,716,216</b>	<b>\$42,826,819</b>
<b>EXPENSES</b>		
Salaries and Benefits	\$18,418,447	\$18,057,862
Travel and Conference	71,833	87,599
Office Occupancy	3,502,476	3,219,461
Office Operations	6,126,187	6,168,308
Marketing	1,256,362	1,270,342
Loan Servicing	1,364,167	1,440,115
Professional Services	2,998,604	3,220,114
Provision for Loan Loss	3,013,051	2,572,031
Interest	-	761
Other Operating Expenses	181,022	192,963
<b>TOTAL OPERATING EXPENSE</b>	<b>\$36,932,149</b>	<b>\$36,229,556</b>
<b>INCOME FROM OPERATIONS</b>	<b>\$5,784,067</b>	<b>\$6,597,263</b>
Non-Operating Gain (Loss)	579,298	(88,263)
Dividends Paid to Members	2,523,883	1,962,689
<b>NET INCOME</b>	<b>\$3,839,482</b>	<b>\$4,546,311</b>

As of December 31, 2019, Smart Financial Credit Union's investment portfolio included Federal Agency Securities classified as available for sale with a book value of \$68,987,295. At December 31, 2019, these Federal Agency Securities had a market value of \$69,233,288. The unrealized gain on these securities was included in the calculation of the Credit Union's reserves and undivided earnings.

# Smart Financial Credit Union Profile

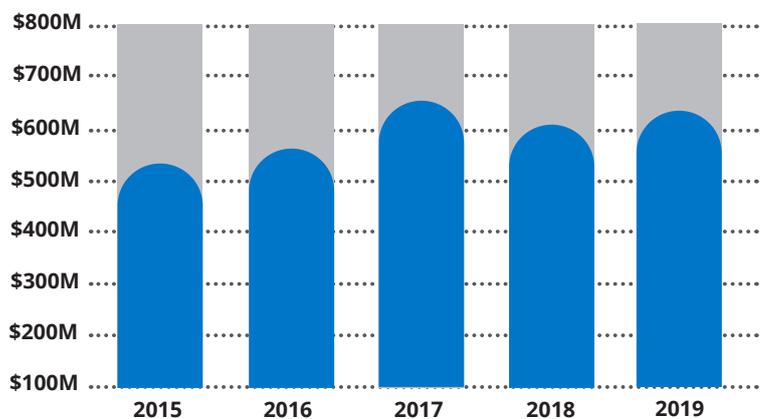
## Total Assets

<b>2015</b>	\$633,501,243
<b>2016</b>	\$650,153,305
<b>2017</b>	\$700,537,453
<b>2018</b>	\$687,422,982
<b>2019</b>	\$699,800,652



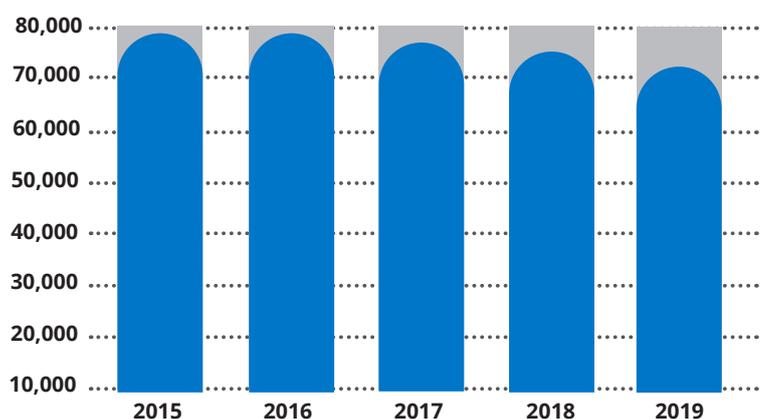
## Total Deposits

<b>2015</b>	\$568,679,830
<b>2016</b>	\$580,642,993
<b>2017</b>	\$628,792,119
<b>2018</b>	\$609,037,440
<b>2019</b>	\$620,616,355



## Membership Size

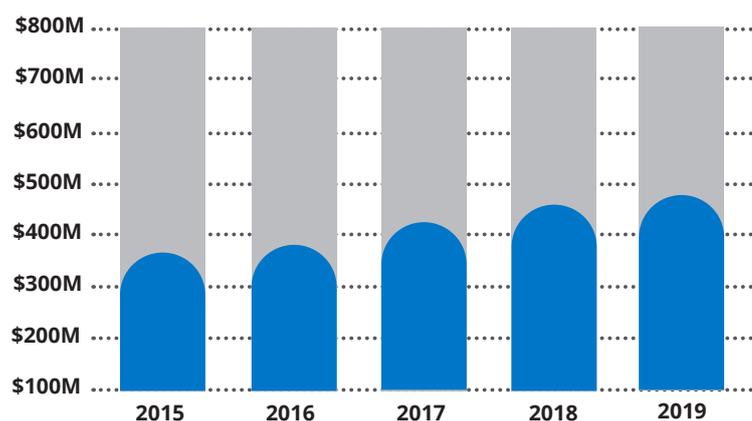
<b>2015</b>	77,946
<b>2016</b>	77,958
<b>2017</b>	77,603
<b>2018</b>	75,249
<b>2019</b>	71,554



# Financial Highlights

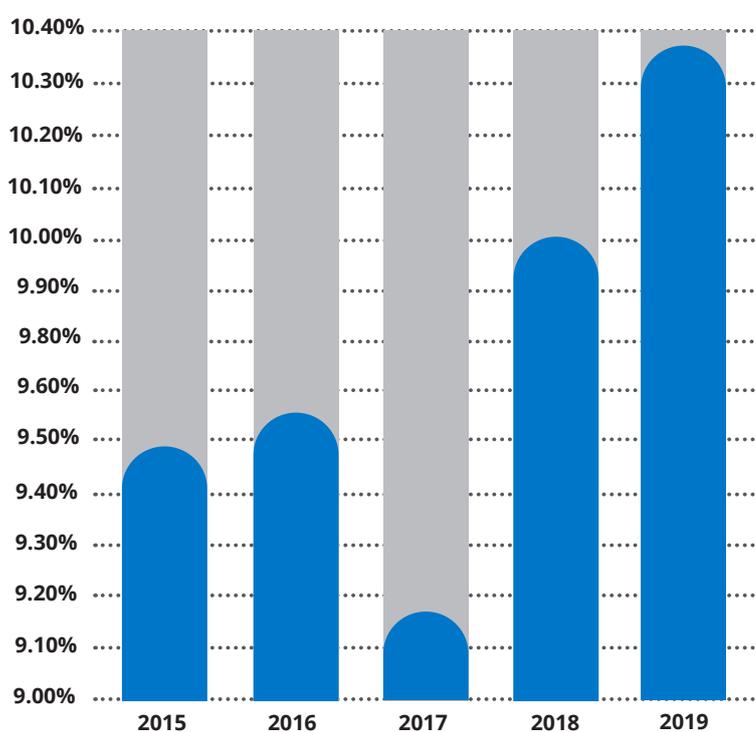
## Total Loans

<b>2015</b>	\$375,248,541
<b>2016</b>	\$380,038,512
<b>2017</b>	\$402,909,421
<b>2018</b>	\$444,723,838
<b>2019</b>	\$460,382,429



## Net Worth Ratio

<b>2015</b>	9.49%
<b>2016</b>	9.54%
<b>2017</b>	9.17%
<b>2018</b>	10.00%
<b>2019</b>	10.37%



# Board of Directors and Officers

## BOARD OF DIRECTORS

**Mr. Michael O'Neill,**  
*Chairman*

**TERM  
ENDS**

2021

**Mrs. Maria Diaz,**  
*Secretary*

2019

**Mr. Chad G. Greer,**  
*Vice Chairman*

2020

**Ms. Tammie Moore,**  
*Treasurer*

2020

**Mrs. Angela Cox,**  
*Director*

2020

**Mr. Larry Frazier,**  
*Director*

2020

**Mrs. Douthulia Gardner,**  
*Director*

2019

**Mr. Jeffrey Hamlin,**  
*Director*

2019

## OFFICERS

**Larry Seidl,** *Chief Executive Officer*

**LeAnn Kaczynski,** *Executive Vice President*

**Angela Chan,** *Chief Financial Officer*

**Jeffrey Keene,** *Chief Lending Officer*

**Michael Piwetz,** *Chief Information Officer*

**Darcy Stephens,** *Chief People Officer*

**Loretta Wolsey,** *Chief Risk Officer*

**Jason Deitz,** *President, Smart Financial Resources*

**Preston Price,** *SVP Member Relations*

**Sean Price,** *SVP Support Operations*

**Corbin Wilson,** *SVP Member Engagement*

**Angela Aguirre,** *VP Lending Sales*

**Susan Chapman,** *VP Community Engagement*

**Chris Conway,** *VP Service Solutions*

**Michael Davis,** *VP Credit*

**Ray Finnegan,** *VP Facilities & Technical Operations*

**Cynthia Galindo,** *VP Support Operations*

**Jeremy Huddleston,** *VP Information Technology*

**Shana Scott,** *VP Relationship Development*

**Tricia Smith,** *VP Lending Services*

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

## AUDIT COMMITTEE

**Ms. Lena Gilmore,** *Chair*

**Mr. Jerold Johnson,** *Secretary*

**Mrs. Diana Carrion,** *Member*



# Branch Locations

## The Woodlands

**COMING SOON**

26515 I-45  
Spring, TX 77880

## 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

## Missouri City

10330 Highway 6  
Suite J  
Missouri City, TX 77459

## 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

602 Rayford Road  
Spring, TX 77386

## Katy/Fulshear

6727 FM 1463  
Suite 100  
Katy, TX 77494

# Outlet Locations

## Debakey VA Medical Center

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

## Lamar High School COMING SOON

3325 Westheimer Rd  
Houston, TX 77098

## Nabors

**LIMITED ACCESS**

A photograph of a modern, multi-story office building with a light-colored facade and large glass windows. The building is framed by a large, stylized orange shape that resembles a drop cap letter 'S'. The sky is blue with scattered white clouds. In the foreground, there is a paved parking lot, a sidewalk, and several young trees planted in a landscaped area.

**smart financial**  
CREDIT UNION



## smart:financial

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