smart financial ANNUAL REPORT

2022

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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.

88th Annual Meeting Minutes

April 7, 2022

The Annual Meeting of the member-owners of Smart Financial Credit Union was called to order by the Chair of the Board, Mr. Michael O'Neill, Thursday, April 7, 2022, at 6:15 p.m. at Smart Financial Credit Union, 6051 North Course Drive, Houston, Texas. The meeting was also held virtually and streamed out to the member-owners.

Mr. Timothy Raffield gave the invocation. The Chair determined that a quorum was present and appointed Ms. Sandra Torres as Recording Secretary. Ms. Teri Mathis served as Parliamentarian.

Chair O'Neill welcomed the member-owners to the 88th Annual Membership Meeting. He then introduced the Board of Directors and Audit Committee members of Smart Financial Credit Union.

Mr. O'Neill referred to the Standing Rules as printed in the Annual Report and requested the adoption of the Standing Rules. Mr. Chad Greer moved, and Ms. Tammie Moore seconded that the Standing Rules be adopted as presented. The motion carried.

Mr. O'Neill then referred to the printed minutes of the April 8, 2021, Annual Meeting in the Annual Report and asked for corrections. There were none.

Mr. O'Neill thanked the member-owners for attending the Smart Financial 88th Annual Meeting. He stated that the annual meeting was virtual last year as a safety precaution due to the pandemic. It was a great way to increase participation, so we decided to have our meeting virtually again this year. Our member-owners and our employees' health and safety have been top priorities for Smart Financial over the past two years. Mr. O'Neill shared that he was pleased with how the credit union management team increased safety protocols and upgraded systems with hospital-grade air filters at every branch location. He then said he appreciated the member-owners' patience as they may have experienced longer wait times or holds than they have received due to staffing availability.

Mr. O'Neill commented that it had been an honor to serve as the Chair of the Board for the past three years, noting that while 2021 would be his last year as Chair, he planned to continue to serve on the board for years to come.

He then shared that we have several things to be proud of looking back at 2021, including a solid net income, a new Home Equity Line of Credit product, a new branch location in Magnolia, and another planned location in Pearland. We continued to invest in our people and a branch infrastructure spreading across the Houston area to serve our membership better. He added that in the near future, we are investing in new technology to provide our member-owners with even more convenient options. Mr. O'Neill said he was most proud of the financial stewardship our board and management team provided to remain a fiscally sound credit union as we faced unprecedented challenges from the global pandemic and government regulators. He noted that business had been demanding for two years, especially in the area of our commercial loan products.

However, despite everything, we have become an even stronger institution for enduring the challenges. He commented that he expects 2022 will come with its own obstacles, but our member-owners continue to be at the forefront of our decisions.

Mr. O'Neill commented that it had been an honor to serve as Chair of the Board and added that he looked forward to continuing his service on the Board of Directors. He then applauded the employees, management team, Audit Committee, and fellow Board members for their continued commitment to Smart Financial, providing the highest level of service to the member-owners and the communities we serve. He concluded by stating that we look forward to building lasting relationships in 2022 and thanked the member-owners for their membership and loyalty.

Mr. Larry Seidl, Chief Executive Officer, welcomed the member-owners, Board of Directors, Audit Committee, and employees to the 88th Annual Membership Meeting of Smart Financial Credit Union. He then shared that the Pandemic Team continued to monitor the Omicron effects and added that the national, state, and local numbers are going down in the right direction.

Mr. Seidl stated that 2021 was another challenging year with the constant impacts of the global pandemic. Smart Financial, our member-owners, and the communities we serve will get through this and will be better. He added that we were able to keep offices open while following all the safety protocols for our employees and member-owners. Our branch set-ups allowed us to be available for banking needs, even though 60% of our member-owner transactions occurred through online banking and our mobile platforms. Mr. Seidl then noted that we would continue to invest in digital banking opportunities and added that our primary focus would continue to build the member-owners' trust. He said they are the reason for our vast branch network in Harris, Brazoria, Ft. Bend, and Montgomery counties. Mr. Seidl briefly spoke about the effects caused by the shortage of new autos, used auto prices continuing to escalate, and the reality that loan rates would soon increase. He invited the member-owners to contact Smart Financial so we could help them save money and improve their financial situation.

Mr. Seidl commented that Smart Financial again won the Houston Chronicle Top Workplaces and the Top Workplace and Top Financial Services in the U.S. for 2021. These awards are a testament to our employees' commitment to our Core Values and delivering on our Vision of People, Passion, and Purpose. He then commented that we added to our in-house insurance agency early in the year and urged the member-owners to reach out to the team to see if we could save on all their insurance needs. Mr. Seidl commented that we opened a new Magnolia branch and purchased land for a new Pearland site. In addition, we purchased land at Highway 99 and Kuykendahl to take the place of the current 2920 branch when that lease expires in 2023. He shared that we held two consumer loan giveaway promotions earlier in the year, one on an auto loan (awarded \$25,000) and a personal loan (awarded \$5,000). The Smart Financial Foundation held its 8th Annual Golf Tournament, with proceeds going to scholarships in the community.

The Foundation also reciprocated with the Louisiana Credit Union family by donating to Hurricane Ida relief efforts. Our team also collected over 1,000 food items and donated them to the Houston Food Bank. Internally, we continued to enhance our Diversity and Inclusion Committee by raising awareness and creating ongoing employee engagement.

88th Annual Meeting Minutes cont'd

Mr. Seidl then discussed the 2021 year-end financials with Assets at \$863,409,315MM, an increase of over \$77MM from the previous year. Total Deposits grew by over \$67MM and stood at \$780,329,791.00. In his Annual Report message from last year, he noted that additional resources were set aside in our Provision for Loan Losses to end 2020.

These additional resources were due to concerns with our Commercial Loan portfolio. He mentioned that we continue to work through this, noting that the Board of Directors is holding him accountable for getting these concerns fixed as soon as possible. He then shared that we recouped a large percentage of that resource and ended 2021 with a Net Income of \$4,018,760. Auto and real estate loans had growth, but we also need to improve in these areas as our member-owners have numerous loans elsewhere. He again urged the member-owners to reach out to us for a shot at lowering their rates and payments. On the Expense side of our financials, we continue looking for savings. He noted that we ended the year well under budgeted numbers.

Mr. Seidl thanked the Board of Directors and Audit Committee for their guidance and commitment to Smart Financial. He then thanked the employees for staying focused, taking great care of each other, and continuing to find ways to build long-lasting relationships with the member-owners each day.

Mr. Seidl commented that 2021 is in the rearview mirror, adding that we understand the challenges in 2022 with Omicron still in the headlines, the rising rate environment, and uncertainty with inflation. Still, we feel confident we will rise to the occasion again. He concluded by stating that the member-owners are our first priority and added that we would work hard and SMART to build their trust while building lasting relationships within the communities we serve. Ms. Scott commented that it was an honor and a privilege to serve as both Vice President of Community Relations and Executive Director of the Smart Financial Foundation. Ms. Scott thanked the Foundation's President and Smart Financial's CEO, Mr. Seidl, for entrusting her with this opportunity. She then thanked the Foundation Board of Directors for their dedication to moving the Smart Financial Foundation forward this past year and for their time given and talents shared that have been instrumental in the success of the Foundation.

Ms. Scott shared that while the pandemic decreased the number of in-person events, the Foundation stayed committed to the communities we serve. The Foundation fulfilled grant requests to several organizations, including The Arc of Fort Bend, Child Advocates of Fort Bend, Catholic Charities, CHRISTUS Foundation for HealthCare, Fort Bend Forward George Foundation, HISD Foundation, Humble ISD Education Foundation, and Klein ISD Education Foundation, to name a few. The Foundation distributed more than \$45,000 in scholarships, donations, and sponsorships to the community. She shared her gratitude to the Smart Financial employees who participated virtually with the Easter Seals of Greater Houston. Together, we helped provide laughter and learning to children and adults with mental disabilities.

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 with graduating high school students in their households. In 2021, the Foundation proudly awarded \$15,000 to students within the Houston ISD, Humble ISD, and Spring ISD school districts. We are delighted to announce that our scholarship program has awarded over \$245,000 to graduating high school students since the inception of the Foundation in 2013.

Ms. Scott briefly spoke about the partnership with the AmazonSmile Foundation, noting that we receive a percentage of the purchase price from each eligible AmazonSmile purchase when our Foundation is selected as a designated charity. She added that we are excited about this partnership and hope our member-owners continue supporting this initiative.

People helping people is at the core of credit unions, unique from other financial institutions. Smart Financial is no exception to this distinction. Ms. Scott shared that when Houston was struck by the arctic freeze last February, some of our employees endured unexpected hardships in their homes. The Smart Financial Foundation provided Employee Disaster grants of \$5,400 and necessities to help our employees during this hardship. We understand the importance of giving back and are grateful that we could pay it forward to our employees in their time of need.

Ms. Scott stated that the Foundation stayed committed to its mission to change lives, improve communities, and achieve dreams. She then commented that we are planning our 2022 fundraisers and are optimistic about what this year holds. Ms. Scott concluded that the Foundation would continue to make a lasting impact in the communities we serve.

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

Mr. O'Neill turned the meeting over to Dr. Robert Bostic, Chair of the Nominating Committee. Dr. Bostic explained the Election Process and then introduced the 2021-2022 Nominating Committee members. Dr. Bostic reported that the Committee placed the following slate of nominees before the membership for their consideration:

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

Dr. Bostic reported that no nominations by petition had been received for Position 7, therefore, the election for these positions may be held by voice vote. Mr. Raffield motioned for election by acclamation for Position 7 for a three-year term. Ms. Moore seconded the motion. The motion carried. Dr. Bostic then congratulated Mr. O'Neill.

Mr. O'Neill commented on Smart Financial affiliates attending the Annual Meeting: Smart Insurance Group, Smart Auto Direct, Smart Financial Commercial Services, Smart Financial Mortgage Services, and Smart Financial Foundation, and added for more information, visit smartcu.org.

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

The meeting adjourned at 6:35 p.m.

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Secretary, Board of Directors

Ms. Tammie Moore



Report From the Chair of the Board

It is with great pride that I have served as your Chair of the Board of Directors over the past year. After two years of virtual annual meetings due to the global pandemic, I am pleased that we can now meet face-to-face to provide the annual report of Smart Financial Credit Union.

While 2022 presented many challenges for us all, strong operating performance, the dedication of our membership and employees, as well as the support of our surrounding communities helped us weather the storm. Our 89-year history of prudent stewardship has resulted in a financially strong credit union that stood the test of the unprecedented impact of a global pandemic and economic uncertainty that has gripped the country. Our financial strength enabled us to continue to serve our members during these challenging times with competitive deposit and loan rates, low fees, an extensive branch network, and technology to deliver personalized services to meet our member's needs.

In addition to the solid progress made in 2022, the Board of Directors appointed LeAnn Kaczynski as President and CEO as an outstanding choice to lead the credit union into the future. With over 18 years of dedication to Smart Financial, her education, business acumen, experience, and outstanding leadership skills make her a natural fit. LeAnn has served the credit union well for many years, and the board is looking forward to the years ahead under her leadership.

Smart Financial Credit Union also remains strongly committed to giving back to the community and enriching members' lives with financial well-being. Partnerships with local charitable organizations have been an important part of our community outreach. 2022 saw new relationships built with Houston's Children's Charity and the Houston Sports Authority. These partnerships provided opportunities for employees to volunteer and further the important missions of each of these organizations. Additionally, work by the Smart Financial Foundation continued to provide scholarships to area high school seniors and impact communities with volunteer efforts and resources. We believe that helping in our communities and shaping the lives of children is an essential part of being a leading financial institution. In 2023, we look forward to continuing our work towards making our members' lives easier by expanding convenience through retail locations and digital offerings. We understand that these challenging economic times will create unique challenges for members, and we want you to know that your credit union is there for you and will look for the best way to meet your needs.

Running a successful credit union is a cooperative effort between members, board leadership, and management. The Smart Financial Credit Union Board of Directors would like to thank the outstanding leaders and professionals that make up the management team and all the incredible employees that provide exceptional service to our members. Finally, we would not be here without you, so we can't thank our members enough for trusting us with so many other choices of financial service providers.

Thank you for your loyalty and continued support.



Sal A Air

Mr. Chad G. Greer Chair of the Board

Report From the President and Chief Executive Officer

I want to extend a warm welcome to our members, Board of Directors, Audit Committee members and employees to the 89th Annual Membership Meeting of Smart Financial Credit Union. I also want to personally thank each of you for your support of our great organization and I look forward to serving as your CEO for years to come.

In 2022, we were finally able to begin to put the pandemic behind us and focus on the road ahead. Members started to come back to our branches; and we re-invigorated our efforts in community engagement and began the process of re-building our community and membership outreach efforts. We look forward to 2023 with a very optimistic view of the opportunities for growth that lie ahead.

Our firm commitment to members and their support of our Credit Union resulted in another year of strong financial performance. Smart Financial ended 2022 with \$858 million in assets and \$5 million in net income. Our equity position of 9.46% of assets in "rainy day savings" continues to be well in excess of the minimum 7% that our regulator considers to be well-capitalized. Finally, total loans outstanding, our largest source of revenue, grew to \$459 million, a \$32 million increase compared to 2021.

Beyond the numbers, in 2022 we continued to listen to our members feedback on what you all are looking for from your credit union. The Member Experience Survey has helped us remain focused on our members' needs and satisfaction with our services. Whether it's interaction with our call center, branches, or lending, we regularly invite members to provide feedback via daily surveys. Smart Financial management reviews all feedback, giving members a voice to help improve our products and services.

We understand that our members have busy lives and need a trusted financial partner that can help make things simple. At Smart Financial Credit Union, we take pride in delivering convenient and personalized financial guidance in order to be our member's first choice when a financial need arises.

While technology plays a prominent role in serving our members (68% of all transactions were online in 2022), we balance investments in technology with many of our member's preference for a more personalized branch experience.

In 2022, we opened a new modern branch in the Pearland market to better serve our members who live and do business in that community. The branch features an updated brand aesthetic and utilizes the Teller 2.0 video teller model. While some members have expressed hesitation regarding the Teller 2.0 model, the efficiencies this provides has allowed us to maintain a robust retail branch network across all areas of Houston. An additional benefit of the video tellers is the added safety of a more secure environment for our members and employees. 2022 also saw significant upgrades to the digital experience with improved navigation for online and mobile banking, as well as a total re-write of the Smart Financial website to provide members with simple access to information and an ease of use when accessing their accounts.

In closing, let me assure you that we will continue to listen to our members and do our best to provide the financial service experience that each of you desire.



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LeAnn Kaczynski President & Chief Executive Officer



Smart Financial Foundation Report From the Executive Director

Greetings! What an honor and a privilege it is to serve as both Vice President of Community Relations and Executive Director of the Smart Financial Foundation. I would like to thank the Foundation's President and Smart Financials' CEO, LeAnn Kaczynski, for entrusting me with this opportunity. I would also like to thank the Foundation Board of Directors for your continued dedication to moving the Smart Financial Foundation forward over this past year. Your consistent commitment and time given have been instrumental in the success of the Foundation.

The Foundation stayed committed to the communities we serve. We fulfilled our grant requests to several organizations, including The Rotary Club, Child Advocates of Fort Bend, CHRISTUS Foundation for HealthCare, HISD Foundation, Houston Children's Charity, and the Girl Scouts, just to name a few. The Foundation distributed more than \$46,000 in donations and sponsorships to the community. Our gratitude goes out to the Smart Financial employees who participated in several NCAA volunteer events, the Houston Children's Charity Toy Drive, the Child Advocates of Fort Bend Toy Drive, and many other volunteer opportunities throughout the year. Together, we helped provide Christmas toys to thousands of underserved children throughout the Greater 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 members with graduating high school students in their household. In 2022, the Foundation proudly awarded three \$5,000 scholarships to students within the Houston ISD, and Alvin ISD school districts. We are delighted to announce that to date, our scholarship program has awarded over \$260,000 to graduating high school students.

People helping people is at the core of what makes credit unions unique from other financial institutions. Smart Financial is no exception to this distinction. Last year over 4,000 volunteer hours were spent in the community by Smart Financial employees. Additionally, our employees gave over \$9,000 to help the efforts of the Foundation. Thank you to all the employees who participate in the Employee Giving Campaign, and to those who dedicated their time and resources volunteering.



I hope you all take pride in the efforts the Foundation accomplished in 2022. The Foundation stayed committed to its mission to change lives, improve communities, and achieve dreams. We are already planning our 2023 volunteer opportunities and fundraisers, and I am optimistic for what this year holds. I know the Smart Financial Foundation will continue to make a lasting impact in the communities we serve.



Shana Scott

Shana Scott Executive Director - Smart Financial Foundation Vice President - Community Relations



New Business Report From the Nominating Committee and Election of Directors

Positions for Election

Position 8	Mr. Timothy Raffield	Incumbent
Position 10	Ms. Douthulia Gardner	Incumbent
Position 11	Mr. Jeffrey Hamlin	Incumbent

No nominations by petition were received for Position 8, 10, and 11; therefore, the election for this position will be confirmed.



Statement of Financial Position

	DEC 31, 2022	DEC 31, 2021
ASSETS		
Cash	\$24,873,269	\$170,584,856
Investments	\$289,799,847	\$199,905,617
Loans	\$459,503,113	\$424,193,972
Receivables	\$5,572,943	\$122,740
Accrued Income	\$2,054,053	\$1,883,950
Land	\$9,542,298	\$9,542,298
Building and Leasehold Improvements	\$24,767,437	\$18,873,208
Furniture and Equipment	\$2,041,263	\$1,959,340
Other Assets	\$40,500,684	\$36,343,334
TOTAL ASSETS	\$858,654,907	\$863,409,315
LIABILITIES Accounts and Drafts Payable Other Payables	\$15,296,426 \$4,218,412 \$19,514,838	\$11,491,743 \$2,956,163 \$14,447,906
MEMBERS' DEPOSITS		
Member Shares	\$401,603,418	\$400,837,954
Other Member Deposits	\$373,581,374	\$379,491,837
	\$775,184,792	\$780,329,791
RESERVES and UNDIVIDED EARNINGS	\$63,955,277	\$68,631,618
TOTAL LIABILITIES, MEMBER DEPOSITS, and RESERVES	\$858,654,907	\$863,409,315

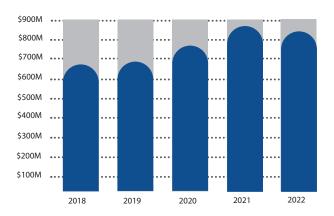
Statement of Income and Expenses

INCOME Income on Loans Income from Investments Other Income TOTAL OPERATING INCOME	DEC 31, 2022 \$18,800,069 \$3,549,995 \$14,641,157 \$36,991,220	DEC 31, 2021 \$19,530,890 \$1,319,375 \$13,283,742 \$34,134,007
EXPENSES Salaries and Benefits Travel and Conference Office Occupancy Office Operations Marketing Loan Servicing Professional Services Provision for Loan Loss Interest Other Operating Expenses TOTAL OPERATING EXPENSE	\$17,407,786 \$36,542 \$3,536,159 \$5,114,923 \$1,003,291 \$1,426,991 \$2,493,630 \$(609,367) \$953 \$133,663 \$30,544,572	\$16,425,384 \$449 \$3,531,224 \$5,642,794 \$969,238 \$651,176 \$2,427,743 \$(903,608) \$443 \$131,452 \$28,876,295
INCOME FROM OPERATIONS Non-Operating Gain (Loss) Dividends Paid to Members NET INCOME	\$6,446,649 \$51,777 \$1,466,652 \$5,031,774	

Smart Financial Credit Union Profile

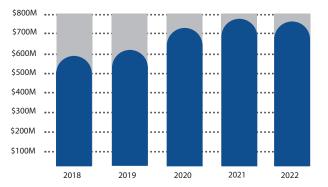
Total Assets

2018	\$687,422,982
2019	\$699,800,652
2020	\$785,624,760
2021	\$863,409,315
2022	\$858,654,907



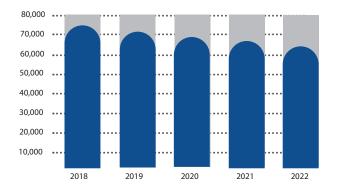
Total Deposits

2018	\$609,037,440
2019	\$620,616,355
2020	\$712,902,130
2021	\$780,329,791
2022	\$775,184,792



Membership Size

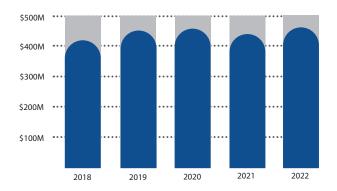
2018	75,249
2019	71,554
2020	69,862
2021	68,277
2022	63,957
2020 2021	69,862 68,277



Financial Highlights

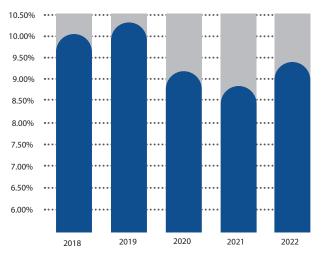
Total Loans

2018	\$444,723,838
2019	\$460,382,429
2020	\$445,549,424
2021	\$424,193,972
2022	\$459,503,113



Net Worth Ratio

2018	10.00%
2019	10.37%
2020	9.19%
2021	8.83%
2022	9.46%



Board of Directors and Officers

BOARD OF DIRECTORS	TERM ENDS	OFFICERS
Mr. Chad G. Greer,	2023	LeAnn Kaczynski, President & Chief Executive Officer
Chair		Angela Chan, Executive Vice President & Chief Financial Officer
Ms. Tammie Moore, <i>Vice Chair</i>	2023	Preston Price, Chief Experience Officer
Mr. Timothy Raffield,	2022	Marcus Manning, Chief Information Officer
Secretary		Corbin Wilson, Chief Marketing Officer
Ms. Diana Carrion,	2023	Julio Roman, Chief Risk Officer
Treasurer		Brian Ziemba, Chief Credit Officer
Mr. Larry Frazier, Director	2023	Chris Conway, SVP Enterprise Operations / COO
Mrs. Douthulia Gardner,	2022	Sean Price, SVP Lending Operations / CLO
Director		Angela Aguirre, VP Relationship Development
Mr. Jeffrey Hamlin, Director	2022	Ray Finnegan, VP Logistics and Security
Director		Cynthia Galindo, VP Technology Operations
Mr. Michael O'Neill, Director	2024	Luis Garcia, VP Commercial Credit
Director		Andrew Huang, VP Marketing
		Caire Humphrey, VP Relationship Management
AUDIT COMMITTEE		Kyle Meller, VP Accounting / Controller
		Shana Scott, VP Community Development & Foundation Executive Director
Ms. Douthulia Gardner, <i>Chair</i>		Brett Sturgeon, VP Analytics & Business Intelligence
Mr. Jerold Johnson, <i>Secretary</i> Mr. Mike Childers, <i>Member</i>		Sandra Torres, VP Board Services / Assistant to CEO



Ms. Tamara Jean Cubit, *Member* Ms. Mackenzie Rychlik Ellis, *Member*





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Branch Locations

The Woodlands 26515 I-45 Spring, TX 77380

FM 1960 520 FM 1960 East Houston, TX 77073

Wayside 4411 South Wayside Drive Houston, TX 77087

North Loop 2510 North Loop West Houston, TX 77092

Lamar High School OPEN TO PUBLIC 3325 Westheimer Rd Suite B101 Houston, TX 77098 Westchase 5840 W. Sam Houston Parkway, Suite 100 Houston, TX 77072

Conroe 3201 West Davis Conroe, TX 77304

Kingwood 4529 Kingwood Drive Suite 100 Kingwood, TX 77345

Sugar Land 9810 Highway 90A Sugar Land, TX 77478 FM 2920 5200 FM 2920 Suite 100 Spring, TX 77388

Magnolia 6311 FM 1488 Suite A Magnolia, TX 77354

Pearland 10201 Broadway St. Suite 117 Pearland, TX 77584

Katy/Fulshear 6727 FM 1463 Suite 100 Katy, TX 77494

Outlet Locations

Nabors LIMITED ACCESS



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