Strategic Priority #1: Reaching for More Opportunity

Strategic Priority #2: Reaching for More Opportunity Strategic Priority #3: Reaching for More Opportunity



Annual Stockholders Meeting June 18, 2014





Agenda

2

- Call to Order
- Chair of the Board: Year in Review
 - Review 2013 Minutes
 - Chairman's Comments
- Election of Board Members

- CFO Report
 - Review Financial Reports
- CEO Report
 - Strategic Priority #1: Reaching for More Opportunity

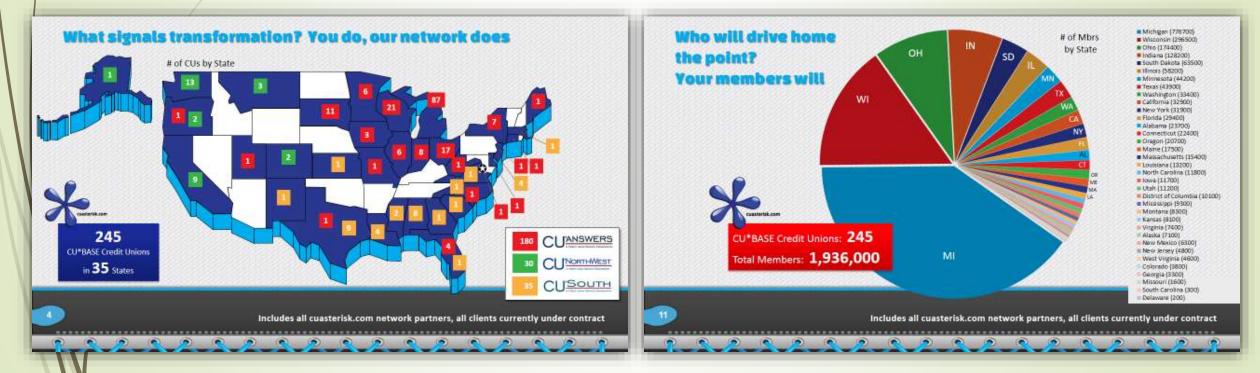
Adjourn

Building a Cooperative 2

Last year we asked the question, "who better than us to build this cooperative?"

So who better than us to envision a transformation for the next decade?

Transformation can occur while no one's watching...or be engineered by those looking forward



4

The Board feels very strongly that CU*Answers is a platform for those who are looking forward – to contribute to the engineering of our network's sustainability

Looking for a new future while maintaining our core principles

- This is the balancing act that is best suited by a strong voice from the customer-owner
- We must make sure our firm understands our owners' experience, how our owners judge tipping points, and how our ownership plans to win through our collaborative investments
- Our firm can only understand based on its interactions with YOUR agendas, with your business initiatives, and through its participation in the agendas of your member-owners



Engage the power of ownership and wear two hats when you think about today's presentation...get involved in engineering our future







Linda Bodie CEO, Element Federal CU Yankton, West Virginia Board Member since October 2001



President/CEO, Community CU La Crosse, Wisconsin Board Member since March 2001



Vickie Schmitzer, Secretary/Treasurer CEO, Frankenmuth Credit Union Frankenmuth, Michigan Board Member since October 2007



Dean Wilson, Director CEO, FOCUS Credit Union Wauwatosa, Wisconsin Board Member since January 2008



Jeff Jorgensen, Director CEO, Sioux Empire Federal CU Sioux Falls, South Dakota Board Member since December 2009



Don Mills, Director CEO, Alpena Alcona Area CU Alpena, Michigan Board Member since June 2010



As always, I want to thank the Board for another great year, and for all their hard work

Speaking of thank yous... Welcome to 14 new owners in 5 states!



- First Financial CU
- Greater Niles Community FCU
- Brewery CU

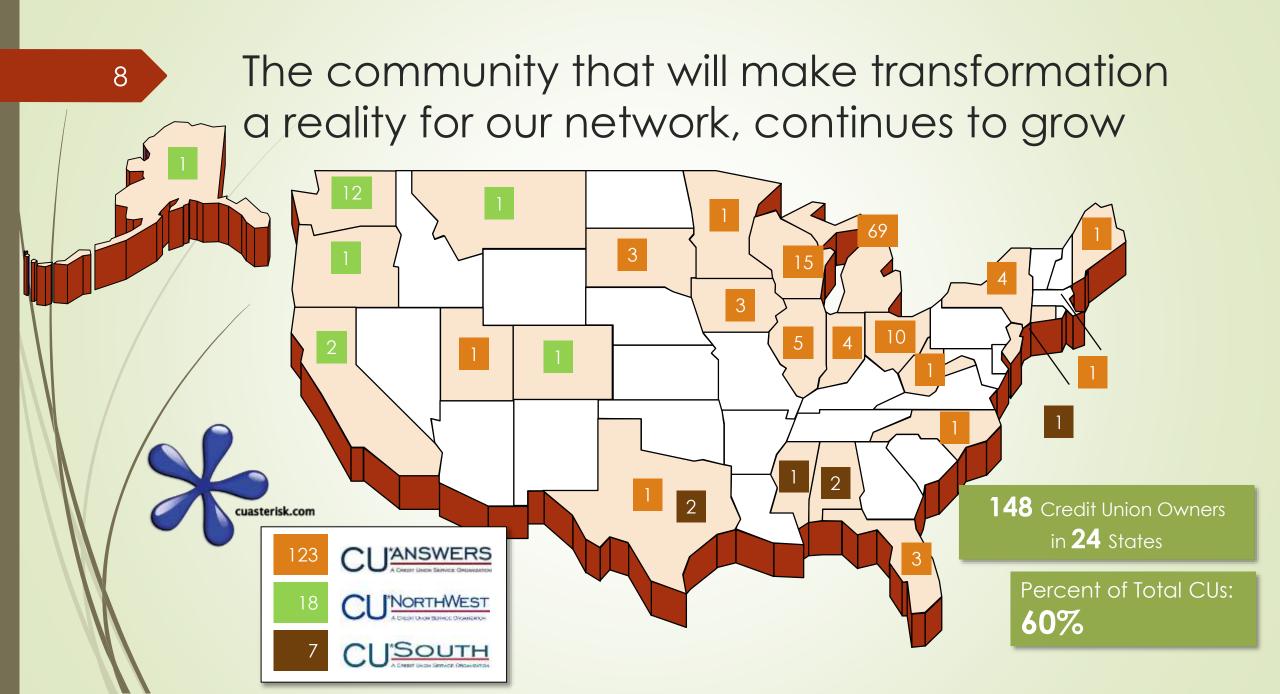
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- Bay Area CU
- Kellogg Community FCU
- United Educational CU
- First Ohio Community FCU

- Chiropractic Federal CU
- KALSEE Credit Union
- Lakes Community CU
- Monroe County Community CU (converts fiscal year 2016)
- Greensboro Municipal FCU
- Washtenaw FCU
- Chief Financial FCU (converts fiscal year 2016)

Member size range: **2,700 to 33,600 members** Average size: **12,500 members** Challenges: **Unlimited** Ideas: **Priceless** Potential: **To be the customer owner that changes everything**





2013 Board Elections

2014 Nominating Committee Chair:

Don Mills



Elections Market the Power of Ownership

10

- A lively democratic process is essential for a healthy cooperative
- Your participation in choosing Board members and volunteering for leadership means we're walking the talk ... THANK YOU for participating as owners
- Year 2 for the CU*Answers Elections website (did you visit?)
- Year 2 for the e-Voting option (did you participate?)

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Welcome Owners!	
We believe a lively democratic process is essential for a healthy Couperative. And since	Sec.
we're a Cooperative just like your credit union is, CLPAnswers is walking the talk with our	A. 8.
owers	
On this site you can meet the candidates vying to till a spot on the CUPAnswers Board of	CIP# <==)
Directors This year's election is at the Stockliniders Meeting on June 16, 2014, but you can cast your vote early by participating in e-voting, offered again in 2014 after a	
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	etic Member Control vers is a conscialic
the Board and represent you as an owner. While you are here, read up on the election represent	ton controlled to out
the Hoard I	s. Those who buy our Id use out vehicles -
parantet -	ely participate in softing and manung decreases
	ore about the 7 Ine Praciples
Nominations are Officially Open!	
Testmary 15, 2018 Base Bloom	COOPERATIVE
	PRINCIPLES
Un February 6, 2014, clients were notified of the official call for homotopis of candidates to be placed on the ballot for the June CIPAcewers Board of Directors election. The	
packet, which was mailed to all credit union CEOs (including both stockholders and non revolvers), included these forms: Marchine	
Henry I van Aard Fames a consideration of a	ember Handbook
A Callo Nominations	utership Contenance
2014 Board Handbook	for the Annual Meeting
	Your Volee Technoli
	12/
2014 Election Timeline	17
February 15, 2014 Brown Noore	Credit Brien
January Board meeting - Nominations accepted to Ri two (2) open Board	tion Management Service
(29%) through March 31 seats starting October 1	Contraction of the second
First week of April - Stockholders nutified that nominations are closed, e	Lorn Net
voting consent form sent to owners	Click hare
	for See Salon Annistance
April Board meeting (10 th) • Board of Directors chooses candidates to be placed on the ballint	Perrott, in fi

May 1 . Deadline for returning e-voting consent forms

Special thanks to this year's Nominating Committee

11

- Each year we work from a well-documented process
 - Helps us dot all the i's and cross all the t's
 - Ensures we keep our promise to keep ownership participation alive and well in our Cooperative









CEO, Honor Credit Union

Let's hear from the candidates

(2 uncontested positions this year)

- Vickie Schmitzer
 - CEO, Frankenmuth CU (Frankenmuth, Michigan)
 - Dean Wilson
 - CEO, FOCUS Credit Union (Wauwatosa, Wisconsin)



Contractors Ele



A Look at The Numbers

To fend off challenges to our cooperative, we need a stockholder community that can tell the story and prove their grasp of our model



Working with a community of financial planners: Our goal, Your future

How did we do in 2013?

- Looking for cycles or trends in this year's numbers that hint at the future
- Seeing the effects of a large investment in our future (FEP)
- What is a good year, a great year, and what would be just too much?

How will credit unions make money in the next decade?

- Do you agree with Randy's predictions from today's presentation?
- How will we judge when we've passed the tipping point into a new future?
- How will we adjust our financial models to a new future?
 - Do you think a vendor can be successful based on Randy's goals?
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Inventorying our Assets

Can you see our strategy in the trends?

	2012 (\$K)	2013 (\$K)	2013-2012 % Change	2012-2011 % Change	2011-2010 % Change
Cash	\$ 10,430	\$ 10,727	2.8%	35.9%	14.5%
Accounts Receivable	2,165	1,274	- 41.2%	74.0%	5.8%
Prepaid Expenses	969	1,089	12.4%	19.0%	- 6.5%
Fixed Assets	5,917	8,784	48.5%	7.9%	2.1%
Miscellaneous	3,477	4,186	20.4%	- 6.5%	16.4%
	\$ 22,958	\$ 26,060	13.5%	21.2%	9.3%

FEP, FEP, FEP...as we look at the asset side of our balance sheet, you can see that in 2013, we positioned our software investments for a new future

With the release of FEP, next year we'll be talking about its effect on the income statement and how we earn our return now that it is live in the field

2013 Numbers Worth Celebrating

It's still a party, but you can see the differences from year to year

	Detail	YE 2012	YE 2013	2013-2012 % Change	2012-2011 % Change	2011-2010 % Change
	Total Assets	\$22,958K	\$26,060K	13.5%	21.2%	9.3%
	Total Liabilities	\$14,746K	\$15,620K	5.9%	15.2%	3.6%
/	Total Equity	\$8,212K	\$10,440K	27 .1%	33.9%	23.6%
	Retained Earnings	\$1,953K	\$1,979K	1.33%	22.9%	43.5%
	Book Value of Class A Stock (\$ per share)	\$387.33	\$442.36	1 4.2 %	20.0%	17.1%
	Book Value of Ownership	\$77,465.80	\$88,471.65	1 4.2 %	20.0%	17.1%

In 2013, the Board returned the maximum amount it could to our owners, to help with their agendas

Each year it's a balancing act that your Board takes very seriously

How do the proposed RBC and CUSO rules affect how we celebrate success?

- The potential negative impact of the RBC proposal is that it will materially change how CUSOs build and retain capital
- If CUSOs are deemed a material risk to credit union agendas, every CUSO will need new targets and tactics for inspiring CU investment and sources of cash for CUSOs in the future

Detail	YE 2012	YE 2013	2013-2012 % Change
Total Assets	\$22,958K	\$26,060K	13.5%
Total Liabilities	\$14,746K	\$15,620K	5.9%
Total Equity	\$8,212K	\$10,440K	27.1%
Retained Earnings	\$1,953K	\$1,979K	1.33%
Book Value of Class A Stock (\$ per share)	\$387.33	\$442.36	14.2%
Book Value of Ownership	\$77,465.80	\$88,471.65	14.2%

Announcing a debenture payoff program beginning in July 2014

Not a departure from our current tactic, simply an event to set a precedent

Year-end 2013 Dividend Payments

These numbers can flex, and I predict they will again in the future

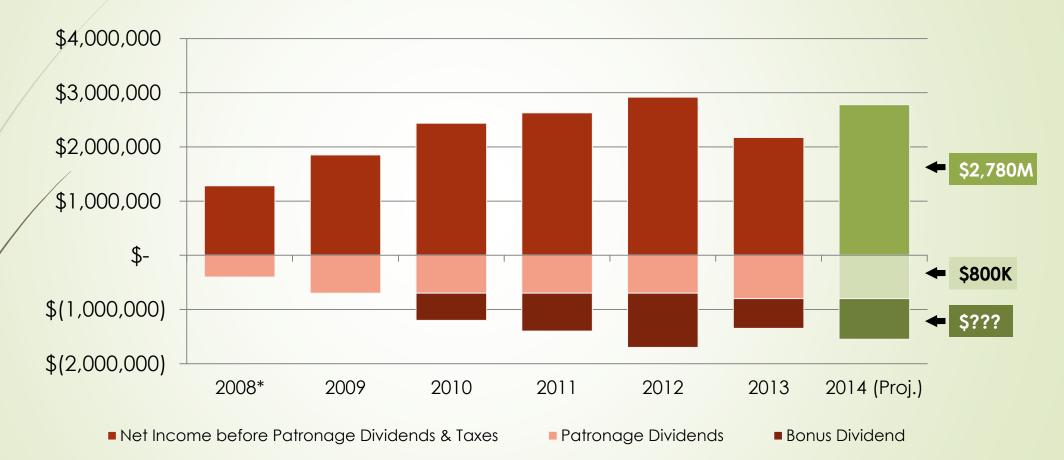
Detail	YE 2012	YE 2013	2013-2012 % Change	2012-2011 % Change	2011-2010 % Change
Patronage Dividend (\$)	700,000	800,000	14.3%	0.0%	0.0%
Bonus Patronage (\$)	1,000,000	550,000	- 45.0%	42.9%	40.0%
Ownership Dividend Rate	4.45%	4.0%	- 10.1%	1.1%	1.1%
Ownership Dividend (\$)	364,333	406,404	11.5%	33.0%	31.3%
Book Value of Class A Stock (\$ per share)	387.33	442.36	1 4.2 %	20.0%	17.1%
Price to Purchase CUSO Ownership	150,000	180,000	20.0%	20.0%	20.0%

At yesterday's Board meeting, I reported 2014 Net Earnings (as of 5/2014), after an adjustment for an \$800 Patronage Dividend and taxes, of \$886K

(Projected to be \$1.283M by 9/30/14)

Net Income & Patronage Dividends

What do shareholders get, and what are we putting away for our future?



What do we think this curve will look like over the next decade as we adjust our models to the economic opportunities of credit unions?

21

*Before Consolidation

2013 Return on Investment

2013 Gross Income Submitted by Owners to CU*Answers (Excludes all vendor pass-throughs)

\$16,539,398

2013 Patronage Dividends Paid\$ 1,32013 Class A Stock Dividends Paid2013 Interest Paid Credit Unions on Loans

\$ 1,350,000 406,404 (4.0%) <u>360,949</u> (~5.1%)

Total Revenue Returned to Credit Unions

\$ 2,117,353

Return Per Total Dollars Received: \$0.1280

\$2,117,353 ÷ \$16,539,398 (excludes vendor pass-throughs) = 12.80% return per CU*A \$ received

Understanding this formula is important to how we set the boundaries for our future

2011 Return Per Total Dollars Received: \$0.1530 \$2,109,553 ÷ \$13,791,870 (excludes vendor pass-throughs) = 15.29% return per CU*A \$ received

2012 Return Per Total Dollars Received: \$0.1623 \$2,449,307 ÷ \$15,094,488 (excludes vendor pass-throughs) = 16.23% return per CU*A \$ received

2013 Return Per Total Dollars Received: \$0.1280

\$2,117,353 ÷ \$16,539,398 (excludes vendor pass-throughs) = 12.80% return per CU*A \$ received

The combination of how much you own, how much you lend, and how much you do is the balance that the NCUA seems determined to control

Do you have your own perspective?

Thinking About 2014 Year-End

cuasterisk.com network revenue numbers continue to impress

- CU*Answers direct revenues continue to evolve
 - Projected for 2014: \$41.27M

cuasterisk.com

24

Grand Total: \$47.8 million

Visit www.cuasterisk.com to keep up with network partners, products and services

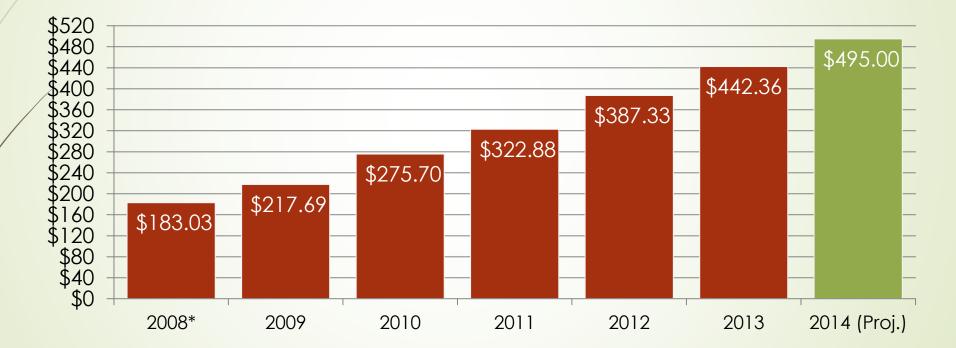
- CU*Answers' influence continues to grow through partnering with other networks and investing in new initiatives
 - eDOC projected for 2014: \$3.95M
 - CU*NW projected for 2014: \$3.02M
 - Xtend projected for 2014: \$2.59M
 - CU*S projected for 2014: \$2.26M
 - BuffaloPacific projected for 2014: \$1.80M
 - Site-4 projected for 2014: \$452K
 - ChatterYak projected for 2014: \$234K
 - CPS projected for 2014: \$78K



Projecting Shareholder Value

Depending on when you bought in, your perspective is different

Ównership price 1991: \$59.31, 2000: \$176, 2005: \$460, 2010: \$495, 2014: \$995



Does this success warrant a higher reserve against your capital? When does success make you more at risk?

*Restated 9/30/08





We project that as of September 30, 2014, 61% of owners will be in the black

The delta is set by your Board, and is part of our capital plan

27

*Restated 9/30/08

Balancing the perspective of a growing company



Distributing Returns to Owners

Marketing the Value of Our Board Design

Nothing could be more important as a Board contribution than making sure that our cooperative model creates a competitive advantage for our firm and its owners. Beyond that, they must make sure the owners' best interests are embedded in our design and guarded by the Board's actions in everything we do.

When the Board is challenged, it is important that we do not defend people, but rather defend the design and the collective action of our Board. Defending people is defending a candidate, not the institution of our Board of Directors. Like building a succession plan vision for our employees, where we say our design is sustainable no matter who is executing it, we need to say that the importance of our Board is also sustainable based on its design.

Our Design for Managing Ownership Returns

- The Board needs to maximize the current-year distributions to owners whenever possible. This happens through two distributions:
 - Patronage Dividends: Pre-tax dividends. (The major concern here is the marketing effect of Patronage Dividends and the appearance of Patronage Dividends trending up, down, or staying the same. What does that mean to the market and the confidence of our clients and owners?)
 Stock Dividends: Post-tax dividends which reduce the equity effect of net income from the current year.
- The Board needs to maximize the current stockholder value so that Credit Unions who bought in and
 paid an ownership premium to participate as owners can eventually cover that difference with equity
 growth. Equity growth comes from two sources:
 - The sales of ownership positions to Credit Unions who pay the book value plus an opportunity cost through the Board setting the purchase price.
 - The net income after Patronage Dividends and taxes, less stock owner dividend distributions, that is added to retained earnings.

Other Considerations in Representing Our Ownership: Maximizing Their Returns

The Board must also be diligent in helping us maximize the value of our cooperative model. They do this based on a deep understanding of the basic tenets of our CUSO. When working properly, these tenets benefit our customer/owners through expected ownership returns that give us a competitive advantage over for-profit firms. These tenets include:

 Our pricing and our value exchange with our customers are designed to be ownership dividends themselves. There is no advantage in our cooperative model to overcharging our customer/owners in order to transfer income to third-party stockholders. We lower prices whenever possible to distribute ownership value. Therefore, we charge when we have to, not just when we can.

CU[®]ANSWERS BOARD OF DIRECTORS: BOARD MEMBER HANDBOOK 17

Detail	YE 2012	YE 2013	2013-2012 % Change
Patronage Dividend (\$)	700,000	800,000	14.3%
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Book Value of Class A Stock (\$ per share)	387.33	442.36	14.2%
Price to Purchase CUSO Ownership	150,000	180,000	20.0%



There may come a day when the NCUA will test your understanding of these models

They need to see your grasp to see the value

Working with a community of financial planners: Our goal, Your future

- How did we do in 2013?
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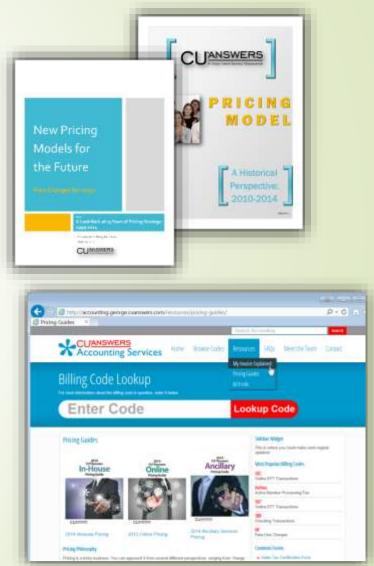
How will credit unions make money in the next decade?

- Do you agree with Randy's predictions from today's presentation?
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 - What would you recommend to me in crafting a CUSO financial engine?

Can we predict the future of how CUs will make money?

- Randy predicted that CUs will need to
 - Reject the concept that everything is for defense and saving member relationships
 - Refine how they invest for competitive advantage, and make it real
 - Ensure every program has some revenue contribution
 - Aggressively invest in or buy opportunity, and blatantly call it out as a talent

2014 was the first year for a network CFO Roundtable...we need to build a community of designers focused on the financial engines for CUs so that we can match the ability to pay with the strategies to do



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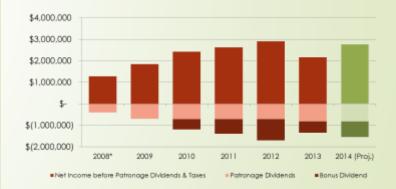
How will we adjust our financial models to a new future?

- Do you think a vendor can be successful based on Randy's goals?
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Can we predict the future of how we will make money?

- Randy predicted vendors will need to
 - Redefine who takes the risk in making offers to credit union members
 - Create concrete returns, or don't charge
 - Earn when the credit union earns
 - Fee for execution, not legacy investment
 - Pay credit unions to reach consumers, and share the harvested results
 - Specialize in models for cooperative designs, and match the expense to the credit union's opportunities





The power of ownership is the right to set expected returns

We need the help of customer-owners to build a model where we use that power to fund the agenda of every network participant

Strategic Priority #1: Reaching for More Opportunity

Strategic Priority #2: Reaching for More Opportunity Strategic Priority #3: Reaching for More Opportunity





It can seem like everything is a priority

It gets really fuzzy between defense and offense

For all of us, the path forward can seem overwhelming, with the diversity of topics, the pressures for our attention, and the constant need to spend the same dollar over and over



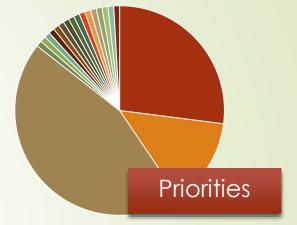
- It can be tough to tell the difference between what others think you should do, what they all want to do, and what they really will do
- Knowing your culture and sensing how to commit your organization based on what people will do – is the only hope a leader has of putting the pieces together in the right order

In this next decade, we need to continue to refine a system that filters out the noise and hones in on what members will do, what leaders will drive to the end

Commitment to a priority can seem like stubbornness

Empathy, while socially valuable, will not save you here

The balance between what we will all do, versus what we are all interested in, can challenge a collaborative's sense of cohesiveness



- Will we ever see things the same way?
- As we think about how best to leverage \$200 million of cash flow in the next 5 years, we have an opportunity to transform, not simply to survive
- To do that, we must capitalize on opportunities that we will harvest, as priority #1...and minimize our investments in tangents that capture our fancy, but not our commitment

The challenge is how we collectively agree on the difference

You are not customers of the future, you are the owners that need to come together and declare a future

Building an engine for selecting what to do Our ultimate challenge for the next decade

TELL ME WHY I'M WRONG	CONTACT ABOUT THIS SIFE	N	
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		http://tellme	ewhyimwrong.cor
	LEAVE A COMMENT		

Pushing things past the tipping point – without making civil people uncomfortable

37

Strategic Priority #1: Reaching for More Opportunity



How do you reach for more opportunity?

- You increase your conversations with the marketplace
- You find people with the challenges that will yield the greatest opportunity once the answers are found
- You focus on offense to generate an opportunity to afford the investment in defense
- You leverage connections (relationships, proximity, the moment) to find one more thing to do with a customer where the connection is the advantage, not what you do
- You have the self-confidence to learn something new, to reach for more capacity, to assume that you can reset the game to your advantage

Reaching for More Opportunity The next decade: Finding opportunities to put ourselves to work

How will we reach for more opportunity?

- We'll continue to expand the tactics and toolkits we have to talk to credit union stakeholders (professionals, volunteers, members, vendors, regulators) – we'll find opportunities to put ourselves to work
- We'll leverage CU*BASE and our copyrights in marketplaces that will challenge us for new solutions and generate the revenue to find them
 we'll find opportunities to put ourselves to work
- We'll expand our business development and round out our solutions to be as focused on the health of our clients as we are on the tasks that challenge our clients – we'll find opportunities to put ourselves to work

Reaching for More Opportunity

The next decade: Finding opportunities to put ourselves to work

How will we reach for more opportunity?

40

- We'll redesign the assets that allow us to connect with our members' world and the Internet economy. We'll capitalize on connections and inventory every opportunity where the connection is the ultimate competitive difference we'll find opportunities to put ourselves to work
- We'll do everything we can to instill confidence in our network that we can learn, that we can do more. We will refuse to be mystified by challenges we just don't understand yet – we'll find opportunities to put ourselves to work



The advantage of a cooperative The drivers for reaching for opportunity

How did our founding pioneers create our current opportunity?

- They found people where the solution was based on working together
- They found people where their challenges were important enough to build a company and do it themselves
- They prioritized the mutual needs (went on offense) without allowing the fear of what they couldn't do to dissuade them (being on the defensive)
- They knew if they created a community and bonded closely with it, that would be the advantage that would sustain them
- They did something they'd never done before, in order to get something they didn't have

These are the core traditions we need to hold on to, and make them work for this economy in the next decade We are the builders of this cooperative business

We are the people who design the engines that identify opportunity – with the intent to harvest that opportunity for our customer-owners

Can we prioritize opportunity? Can we transform our designs to fit, so we can continue to succeed in the next decade?

Back to the party!