

Moss Adams Credit Union Conference

Strategic Issues for Your Credit Union Franchise

Transitioning to Risk Based Capital, Loan Sales, Merger Activity, Alternative Capital, Commercial Lending... Are we becoming Banks?

Strictly Confidential

Spring 2017



Research ● Investment Banking ● Advisory ● Fixed-Income ● Sales ● Trading

Dan Flaherty, CFA – Northeast Investment Banking



Mr. Flaherty joined FIG Partners in September 2011 and has 10+ years of experience in the community banking industry. Prior to joining FIG Partners, Mr. Flaherty worked in the investment banking divisions of Sterne Agee (Atlanta, GA) and the Carson Medlin Company (Tampa, FL), providing corporate finance and investment banking services to Southeast-based community financial institutions. Mr. Flaherty's experience includes advising community banks on strategic options, capital planning, sell-side mergers, buy-side mergers and provided numerous types of bank valuations including closely-held, going private, core deposit intangible and goodwill impairment valuations. Mr. Flaherty has participated in 51 M&A transactions, representing over \$1.1 billion in deal value, 28 capital offerings and completed more than 150 bank valuations in his career. In April 2017, Mr. Flaherty became one of eleven partners at FIG.

Contact:

dflaherty@figpartners.com
Office - (404) 601-7225
Cell – (404) 991-8724

Mr. Flaherty received a B.A. in Economics from Tufts University, an M.B.A. in Accounting and Finance from the University of Tampa and is a CFA charterholder. Mr. Flaherty holds the Series 7, 24, 63 & 79 FINRA licenses. Mr. Flaherty, a New England native, grew up in Fairfield, CT and is a graduate of Fairfield Prep.

Recent Transactions

- Common Stock follow-on of \$40M by First Bank (Hamilton, NJ) as a co-manager – May 2017
- Acquisition of State Bank by Trona Valley FCU (Green River, WY) for \$5.7M – April 2017
- Branch purchase of \$31M in deposits by Salisbury Bancorp (Lakeville, CT) from ES Bancshares (New Paltz, NY)
- Common stock offering of \$8.5M for Highlands Bancorp, Inc. (Vernon, NJ) – December 2016
- Common stock offering of \$5.0M for First Colebrook Bancorp, Inc. (Colebrook, NH) – November 2016
- Sale of Island Bancorp, Inc. (Edgartown, MA) to Independent Bancorp, Inc. – October 2016
- Common stock offering of \$9.5M for Gold Coast Bank (Islandia, NY) – June 2016
- Private placement of \$5.0M senior/subordinated debt for First Colebrook Bancorp, Inc. (Colebrook, NH) – March 2016
- Private placement of \$10.0M subordinated debt for Two River Bancorp (Tinton Falls, NJ) – December 2015
- Sale of Community Guaranty Corporation (Plymouth, NH) to BNH Financial– November 2015
- Private placement of \$7.5M subordinated debt for Highlands Bancorp, Inc. (Vernon, NJ) – Sept 2015
- Sale of American Bank of Huntsville (Alabama) – August 2015
- Sale of Canon Bank Corporation (Colorado) to Glacier Bancorp – July 2015
- Sale of Lenox National Bank (Lenox, MA) to Adams Community Bank – April 2015
- Private placement of \$5.0M subordinated debt for Highlands Bancorp, Inc. (Vernon, NJ) – May 2014



Ricardo Diaz



Ricardo Diaz

Head of Fixed Income

(404) 601-7248

rdiaz@figpartners.com

Recent Loan Sale Highlights:

\$65.6 million in transaction value

16 transactions totaling more than \$270 million since trading platform launch

Ricardo Diaz joined FIG Partners in 2010 and has 23 years of financial services and investment banking experience. Ricardo helped launch the firm's fixed-income division and leads the FIG team responsible for fixed-income sales and trading, advisory and capital markets. Prior to joining FIG, he was a Founding Partner of Vertical Capital Solutions, a valuation and advisory firm in the structured products market. Before that, he was a Managing Partner and Founder of Angel Oak Capital Partners, a hedge fund investing in fixed-income securities. Earlier in his career, he was Managing Principal and Founder of Terminus Asset Management Company; Managing Director in the Principal Finance Group at SunTrust Robinson Humphrey; Portfolio Manager at AIG Sun America Life Insurance. He also worked in Fixed-Income Capital Markets at both Merrill Lynch and Bank of America. Ricardo received his Bachelor of Arts degree in Economics and Political Science from Northwestern University.



March 2017

FIG Partners Served As Broker For \$11.3 Million Residential Mortgage Loan Sale



March 2017

FIG Partners Served As Broker For \$9.3 Million Residential Mortgage Loan Sale



March 2017

FIG Partners Served As Broker For \$20 Million Consumer Loan Sale



March 2017

FIG Partners Served As Broker For \$13 Million Residential Mortgage Loan Sale



March 2017

FIG Partners Served As Broker For \$6 Million Commercial Real Estate Loan Sale



May 2017

FIG Partners Served As Broker For \$6 Million Hospitality Loan Sale



Executive Summary

- ❑ The credit union industry is trending with many new strategic initiatives:
 1. Operating environment for banks and credit unions
 2. Switch to risk based capital
 3. Balance sheet strategies
 4. M&A Activity
 5. Potential for Alternative Capital Sources
 6. Increased Commercial Lending

- ❑ If these trends continue to gain momentum, credit unions will operate more closely to that of commercial banks and it would put the long term credit union benefits in jeopardy (i.e. tax exemption)



Table of Contents

SECTION	DESCRIPTION
I.	Operating Environment For Banks and Credit Unions
II.	Risk Based Capital
III.	Balance Sheet Strategies – Whole Loan Sales
IV.	M&A Update
V.	Alternative Capital Sources
VI.	Commercial Lending Practices



I. Operating Environment For Banks and Credit Unions

Looking at All Financial Institutions

U.S. Bank and Credit Union Size Comparisons

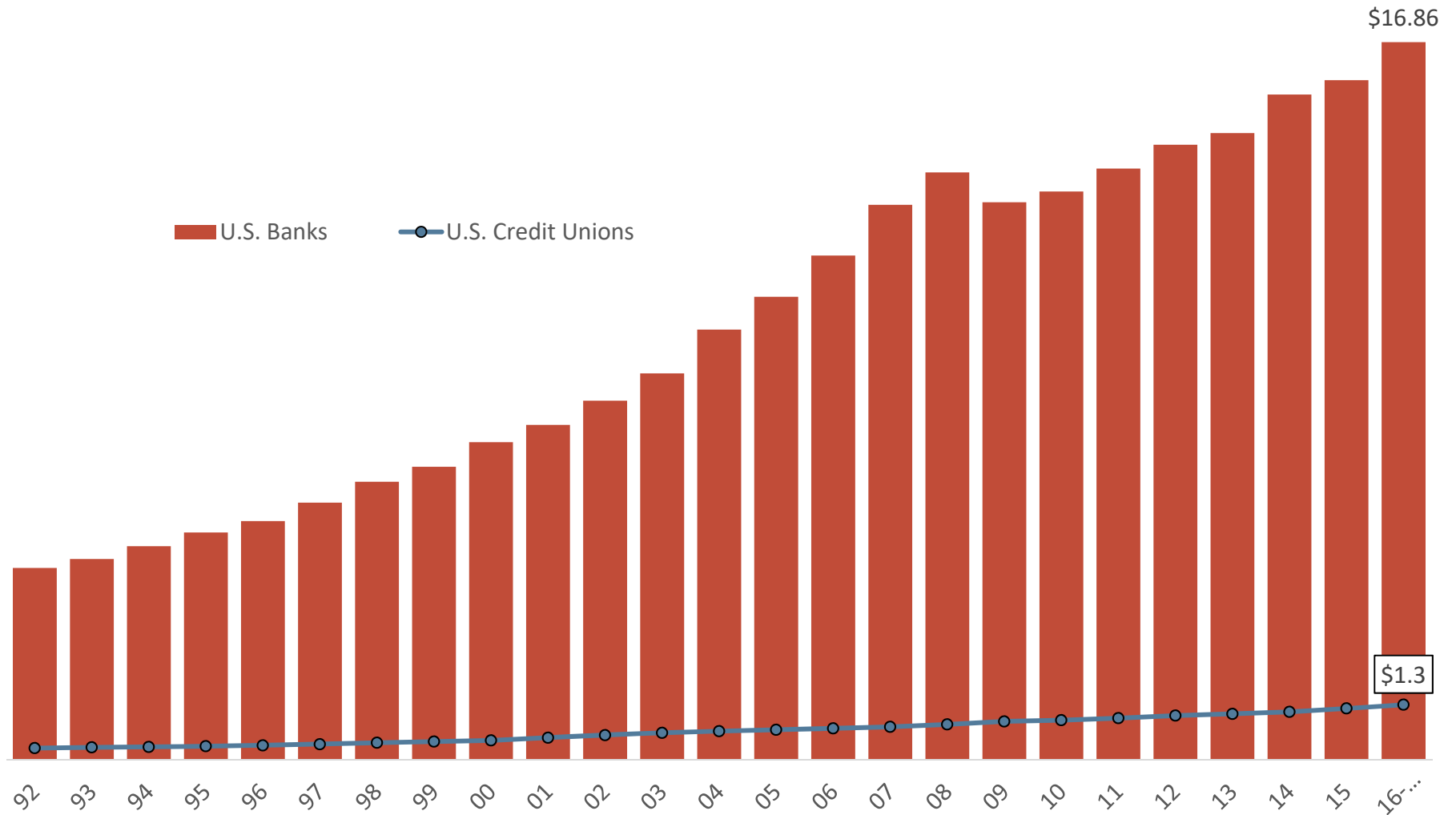
September 2016

	Banks	Credit Unions
Total industry assets	\$16.86 trillion	\$1.29 trillion
JP Morgan Chase total assets	\$2.12 trillion	
Wells Fargo Bank total assets	\$1.74 trillion	
Bank of America total assets	\$1.66 trillion	
Citibank total assets	\$1.36 trillion	
Average institution asset size	\$2.8 billion	\$217 million
Median institution asset size	\$192 million	\$27 million
% of institutions with \$27 million or less in total assets	3%	50%
% of institutions with \$100 million or more in total assets	74%	27%
Sources: FDIC, NCUA, CUNA.		



Market Share is Growing

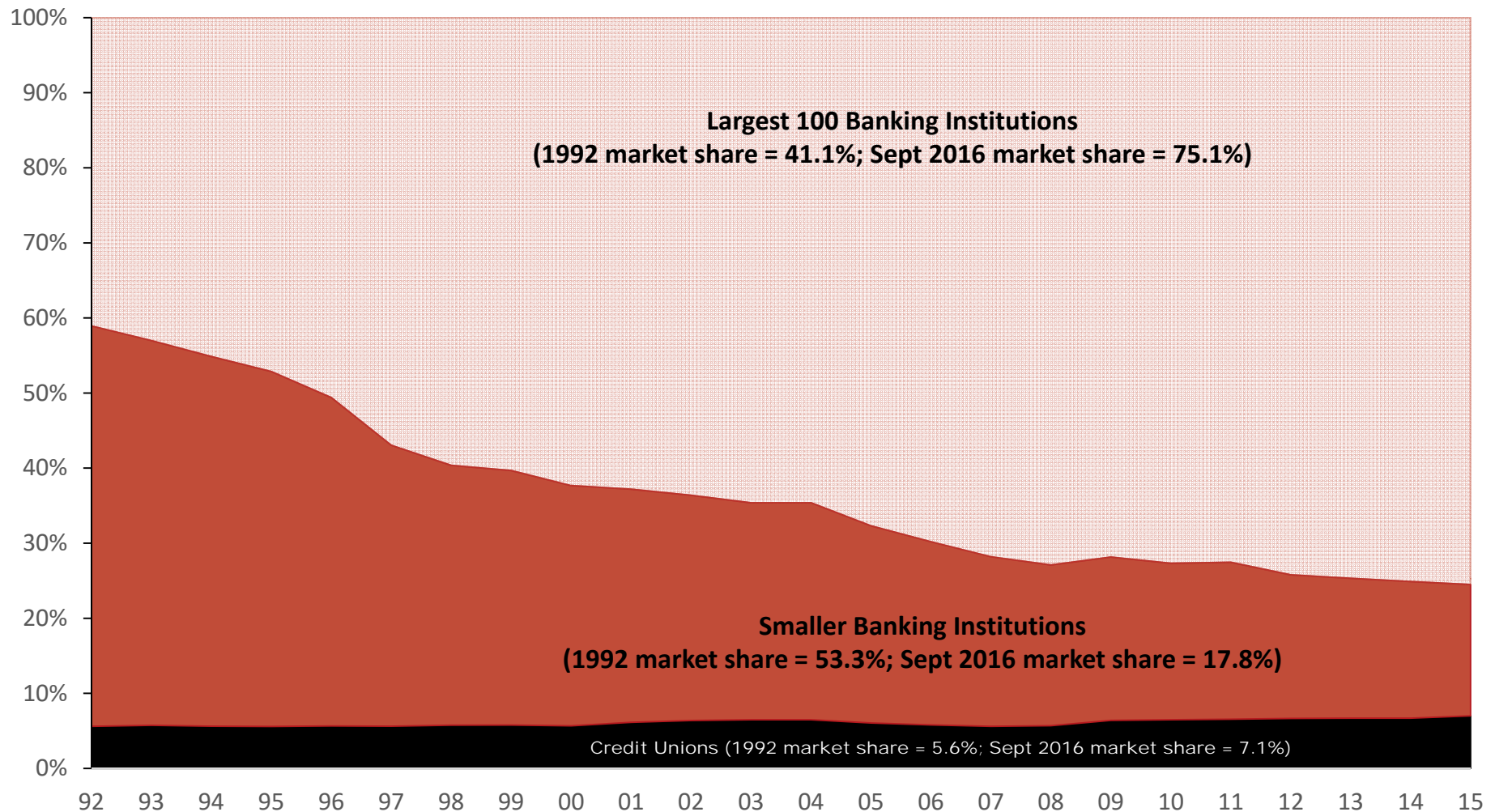
Total Assets - In Trillions.



Sources: FDIC, NCUA and CUNA.

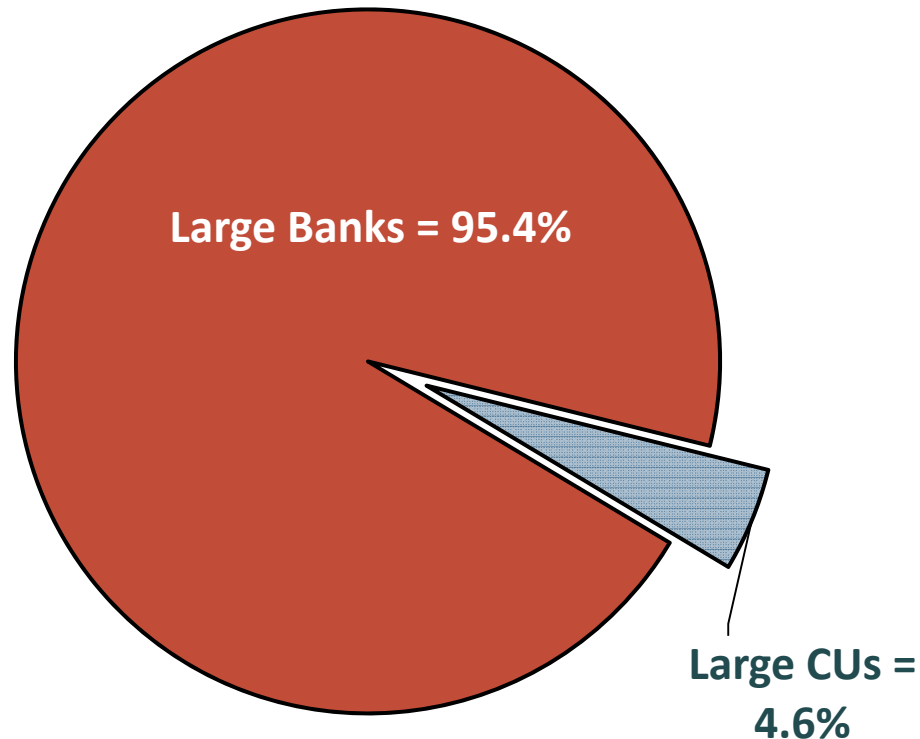
Market Share of Financial Institutions – Is Bigger Better?

Big Banks Increasingly Dominate Market Share of Total Assets



Market Share of Financial Institutions – By the Numbers

Market Share of Assets in Large Financial Institutions



The credit union tax exemption has nothing to do with credit union size – it is based on the credit union unique not-for-profit cooperative structure.

Nevertheless bankers urge taxation of large credit unions by describing them as growing quickly and dominating the market.

The facts however reveal another case of grossly misleading banker rhetoric:

- Billion dollar US banks now control \$15.6 TRILLION in total assets – a 95% market share of large financial institution assets
- Assets in billion dollar US banks grew by \$1.5 trillion in the past two years. That two-year *growth* total is 89% greater than the current total assets in all large CUs.



Current Credit Union Trends



Loans

Credit union loans outstanding grew 0.9% in April 2017. Other mortgage loans led loan growth, rising 2.1%, followed by new auto loans (1.9%), home equity loans (1.6%), used auto loans (1.5%), unsecured personal loans (1.4%), adjustable-rate mortgages (0.9%), and credit card loans (0.6%). On the decline during the month were fixed-rate first mortgages (-0.7%).



Savings

Credit union savings balances declined 0.2% in April, compared to a 2.6% increase in March. One-year certificates led savings growth, rising 0.6%, followed by share drafts (0.4%), individual retirement accounts (0.2%), and money market accounts (0.1%). On the decline during the month were regular shares (-1.3%).



Asset quality

Credit unions' 60+ day delinquency increased from 0.7% in March to 0.8% in April.



Liquidity

The loan-to-savings ratio increased from 78.5% in March to 79.3% in April. The liquidity ratio (the ratio of surplus funds maturing in less than one year to borrowings plus other liabilities) declined from 17.1% in March to 16.6% in April.



Memberships

Total credit union memberships grew 0.4% during April to 111.2 million.



Capital

The movement's overall capital-to-asset ratio remained at 10.4% during April. The total dollar amount of capital increased 1.2% to \$144.3 billion.

Period	YTD Growth		YTD Interest Rate Averages		
	Loans	Savings	Long-term 10-yr. Treasury	Short-term Federal Funds Rate	Difference (Long-Short)
Apr '17	3.6%	4.2%	2.41%	0.75%	1.66%
Apr '16	2.4%	4.3%	0.00%	0.00%	0.00%
Apr '15	2.4%	3.4%	1.96%	0.11%	1.85%
Apr '14	2.1%	3.0%	2.75%	0.08%	2.67%
Apr '13	0.9%	3.1%	1.90%	0.15%	1.76%



National Credit Union Trends – General Overview

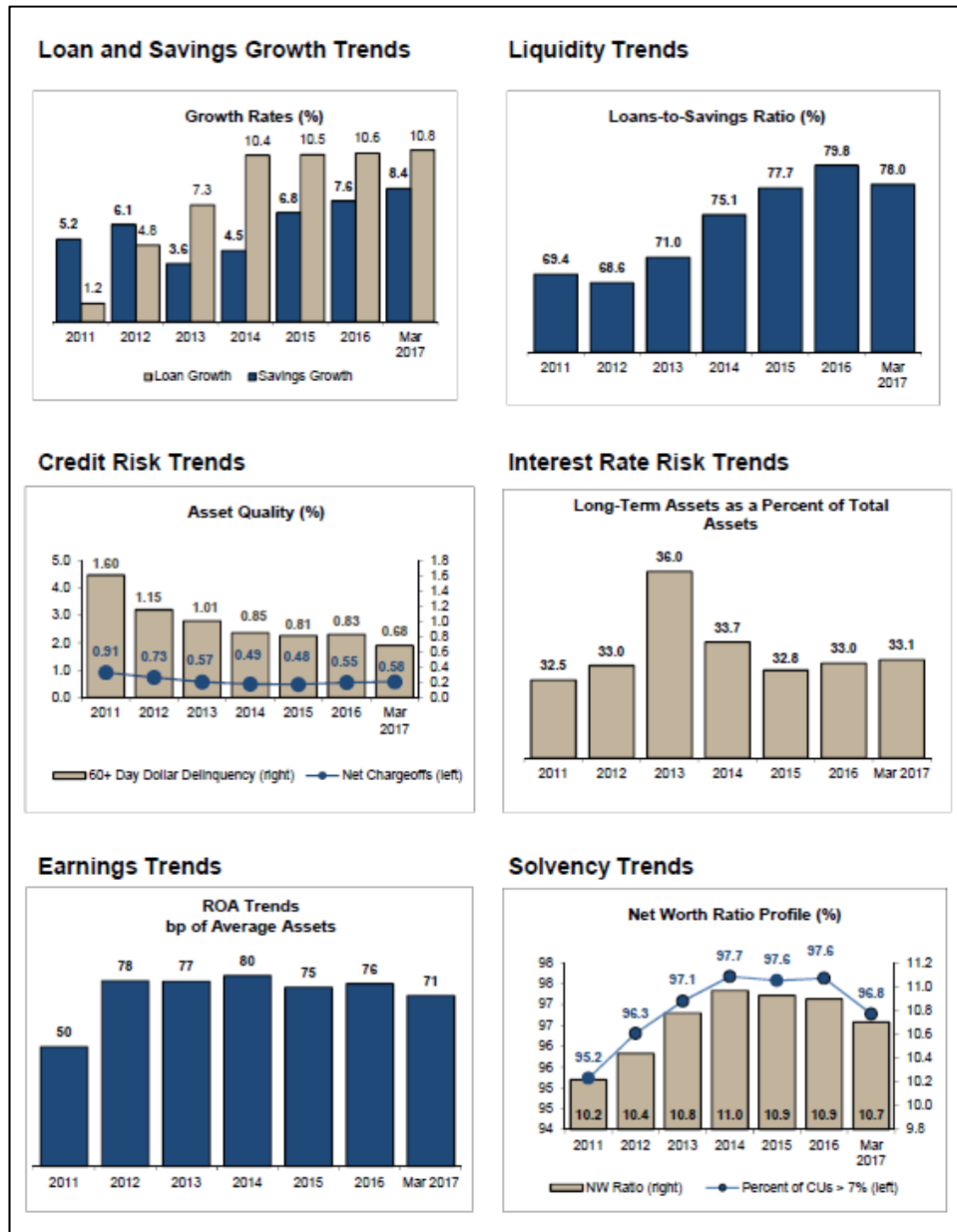
Overview: National Trends							
	U.S.	U.S. Credit Unions					
	Mar 2017	2016	2015	2014	2013	2012	2011
Demographic Information							
Number of CUs	5,857	5,906	6,143	6,398	6,680	6,956	7,236
Assets per CU (\$ mil)	231.4	221.7	198.5	177.6	161.0	148.8	134.8
Median assets (\$ mil)	30.3	29.1	26.8	24.5	22.7	21.1	19.2
Total assets (\$ bil)	1,355	1,309	1,219	1,136	1,075	1,035	974
Total loans (\$ bil)	900	884	799	723	655	610	582
Total surplus funds (\$ bil)	402	372	372	366	378	386	357
Total savings (\$ bil)	1,153	1,107	1,029	963	922	890	839
Total memberships (thousands)	109,382	108,237	103,992	100,512	97,449	95,058	93,108
Growth Rates (%)							
Total assets	7.9	7.4	7.3	5.7	3.9	6.2	5.1
Total loans	10.8	10.6	10.5	10.4	7.3	4.8	1.2
Total surplus funds	2.9	0.0	1.8	-3.1	-2.1	8.3	12.3
Total savings	8.4	7.6	6.8	4.5	3.6	6.1	5.2
Total memberships	4.2	4.1	3.5	3.1	2.5	2.1	1.5
% CUs with increasing assets	76.8	73.8	73.9	65.6	63.7	75.5	71.3
Earnings - Basis Pts.							
Yield on total assets	341	340	336	336	336	362	405
Dividend/interest cost of assets	52	52	52	54	59	72	92
Net interest margin	289	287	285	283	278	290	312
Fee & other income *	128	139	136	134	140	145	131
Operating expense	304	310	311	310	314	322	344
Loss Provisions	42	40	34	28	26	35	50
Net Income (ROA) with Stab Exp	71	76	75	80	77	78	50
Net Income (ROA) without Stab Exp	71	76	75	80	83	84	68
% CUs with positive ROA	77.6	80.6	79.2	77.7	75.7	74.5	69.4
Capital Adequacy (%)							
Net worth/assets	10.7	10.9	10.9	11.0	10.8	10.4	10.2
% CUs with NW > 7% of assets	98.8	97.6	97.8	97.7	97.1	96.3	95.2
Asset Quality							
Delinquencies (60+ day \$)/loans (%)	0.68	0.83	0.81	0.85	1.01	1.15	1.60
Net chargeoffs/average loans (%)	0.58	0.55	0.48	0.49	0.57	0.73	0.91
Total borrower-bankruptcies	218,568	180,694	166,474	169,396	185,432	225,987	278,429
Bankruptcies per CU	37.3	27.2	27.1	26.5	27.8	32.5	38.5
Bankruptcies per 1000 members	2.0	1.5	1.6	1.7	1.9	2.4	3.0
Asset/Liability Management							
Loans/savings	78.0	79.8	77.7	75.1	71.0	68.8	69.4
Loans/assets	66.4	67.5	65.6	63.7	60.9	59.0	59.8
Net Long-term assets/assets	33.1	33.0	32.8	33.7	36.0	33.0	32.5
Liquid assets/assets	14.9	13.5	13.5	13.7	14.9	17.5	17.3
Core deposits/shares & borrowings	50.5	49.4	48.7	46.9	45.2	43.6	41.3
Productivity							
Members/potential members (%)	4	4	5	5	5	6	6
Borrowers/members (%)	56	57	56	54	52	51	50
Members/FTE	385	385	384	385	384	385	388
Average shares/member (\$)	10,544	10,229	9,896	9,582	9,462	9,358	9,006
Average loan balance (\$)	14,580	14,275	13,770	13,261	12,870	12,690	12,576
Employees per million in assets	0.21	0.21	0.22	0.23	0.24	0.24	0.25
Structure (%)							
Fed CUs w/ single-sponsor	12.0	12.1	12.4	12.5	12.9	13.1	13.4
Fed CUs w/ community charter	17.8	17.7	17.5	17.4	16.9	16.5	16.1
Other Fed CUs	31.4	31.3	31.4	31.5	31.6	31.8	32.0
CUs state chartered	38.8	38.9	38.8	38.7	38.6	38.6	38.6

Earnings, net chargeoffs, and bankruptcies are year-to-date numbers annualized. Due to significant seasonal variation, balance sheet growth rates are for the trailing 12 months. US Totals include only credit unions that are released on the NCUA 5300 Call Report file.

Source: NCUA and CUNA E&S.

- Key Observations:
- Number of institutions is declining
- Balance sheets are growing
- Asset quality continues to improve but for how long?
- Institutions are becoming more leveraged with less liquidity
- Yet margins are declining

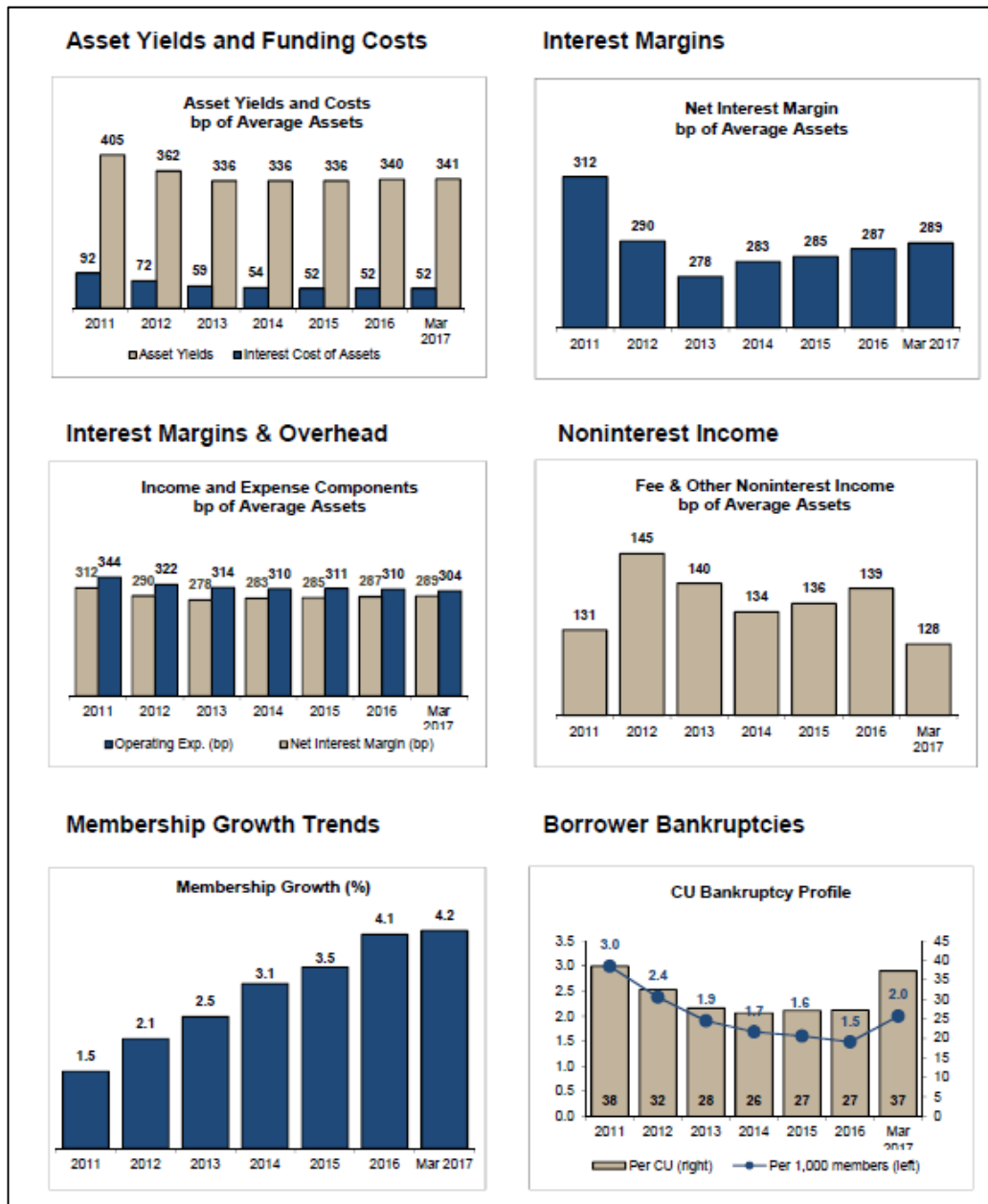
Credit Union Overview – Graphical Trends



- Key Observations:
- Very steady growth
- What are the risk factors for credit quality going forward?
- How are institutions positioned for rising rates?
- How will institutions improve earnings?



Welcome to Risk Based Capital



- Key Observations:
- Margins are tight
- Consumers continue to seek credit union membership
- Fee income continues to be important
- How will interest costs respond to rising rates?



National Results By Assets Size

Overview: National Results by Asset Size								
	U.S.	All U.S. Credit Unions Asset Groups - 2017						
Demographic Information	Mar 2017	< \$20Mil	\$20-\$50	\$50-\$100	\$100-\$250	\$250-\$500	\$500-\$1B	> \$1 Bl
Number of CUs	6,857	2,405	1,093	754	732	348	246	281
Assets per CU (\$ mil)	231.4	7.5	32.1	71.4	159.4	358.0	707.6	2,968.1
Median assets (\$ mil)	30.3	6.3	30.8	70.4	151.6	347.5	685.4	1,743.2
Total assets (\$ bil)	1,355	18	35	54	117	124	174	833
Total loans (\$ bil)	900	8	17	29	71	79	119	575
Total surplus funds (\$ bil)	402	9	17	22	40	38	47	230
Total savings (\$ bil)	1,153	154	31	47	103	108	150	699
Total memberships (thousands)	109,392	2,865	4,137	5,821	11,411	11,462	14,347	59,338
Growth Rates (%)								
Total assets	7.9	2.3	4.1	4.9	5.6	7.0	7.8	9.7
Total loans	10.8	2.5	4.9	6.2	7.6	9.3	10.5	12.7
Total surplus funds	2.9	2.2	3.1	3.2	2.3	2.7	1.4	4.3
Total savings	8.4	2.5	4.3	5.2	5.8	7.2	7.7	10.5
Total memberships	4.2	-1.7	-0.4	0.9	1.4	3.1	3.6	7.2
% CUs with increasing assets	76.8	59.0	82.1	87.4	91.8	97.1	97.2	99.3
Earnings - Basis Pts.								
Yield on total assets	341	342	325	331	341	340	343	342
Dividend/interest cost of assets	52	29	28	30	35	39	42	61
Net interest margin	289	312	297	301	307	301	301	281
Fee & other income *	128	81	103	123	133	143	142	125
Operating expense	304	356	348	360	365	357	345	273
Loss Provisions	42	24	21	25	30	35	45	46
Net Income (ROA) with Stab Exp	71	12	31	39	44	51	54	87
Net Income (ROA) without Stab Exp	71	12	31	39	44	51	54	87
% CUs with positive ROA	77.8	64.6	78.6	85.8	87.8	95.7	94.7	98.9
Capital Adequacy (%)								
Net worth/assets	10.7	13.8	11.8	11.2	10.7	10.7	10.7	10.6
% CUs with NW > 7% of assets	96.8	96.1	95.7	96.9	97.4	99.1	99.6	99.3
Asset Quality								
Delinquencies (60+ day \$)loans (%)	0.68	1.41	1.02	0.91	0.85	0.68	0.63	0.64
Net chargeoffs/average loans (%)	0.58	0.53	0.47	0.49	0.51	0.54	0.63	0.59
Total borrower-bankruptcies	218,568	5,796	10,888	10,976	21,364	24,160	29,792	115,592
Bankruptcies per CU	37.3	2.4	10.0	14.6	29.2	69.8	121.1	411.4
Bankruptcies per 1000 members	2.0	2.0	2.6	1.9	1.9	2.1	2.1	1.9
Asset/Liability Management (%)								
Loans/savings	79.0	54.5	56.5	61.7	69.6	73.3	79.4	82.3
Loans/assets	66.4	46.8	49.5	54.3	61.2	63.9	68.4	69.0
Net Long-term assets/assets	33.1	13.4	21.1	25.8	29.8	32.9	34.5	34.8
Liquid assets/assets	14.9	29.4	24.7	21.3	17.8	15.2	13.6	13.5
Core deposits/shares & borrowings	50.5	78.9	88.9	64.1	58.9	56.4	52.9	45.5
Productivity								
Members/potential members (%)	4	6	3	3	3	4	3	5
Borrowers/members (%)	56	40	46	50	52	53	56	60
Members/FTE	395	423	409	375	344	348	342	413
Average shares/member (\$)	10,544	5,372	7,446	8,145	8,996	9,427	10,452	11,781
Average loan balance (\$)	14,580	7,324	9,115	10,084	12,109	12,951	14,795	16,109
Employees per million in assets	0.21	0.38	0.29	0.29	0.28	0.27	0.24	0.17
Structure (%)								
Fed CUs w/ single-sponsor	12.0	22.7	8.4	3.3	2.9	2.3	2.8	2.1
Fed CUs w/ community charter	17.8	9.1	21.0	25.9	31.6	27.2	17.5	10.7
Other Fed CUs	31.4	36.0	32.8	29.3	23.4	22.3	22.8	31.7
CUs state chartered	38.8	32.2	37.9	41.5	42.2	48.3	56.9	55.5

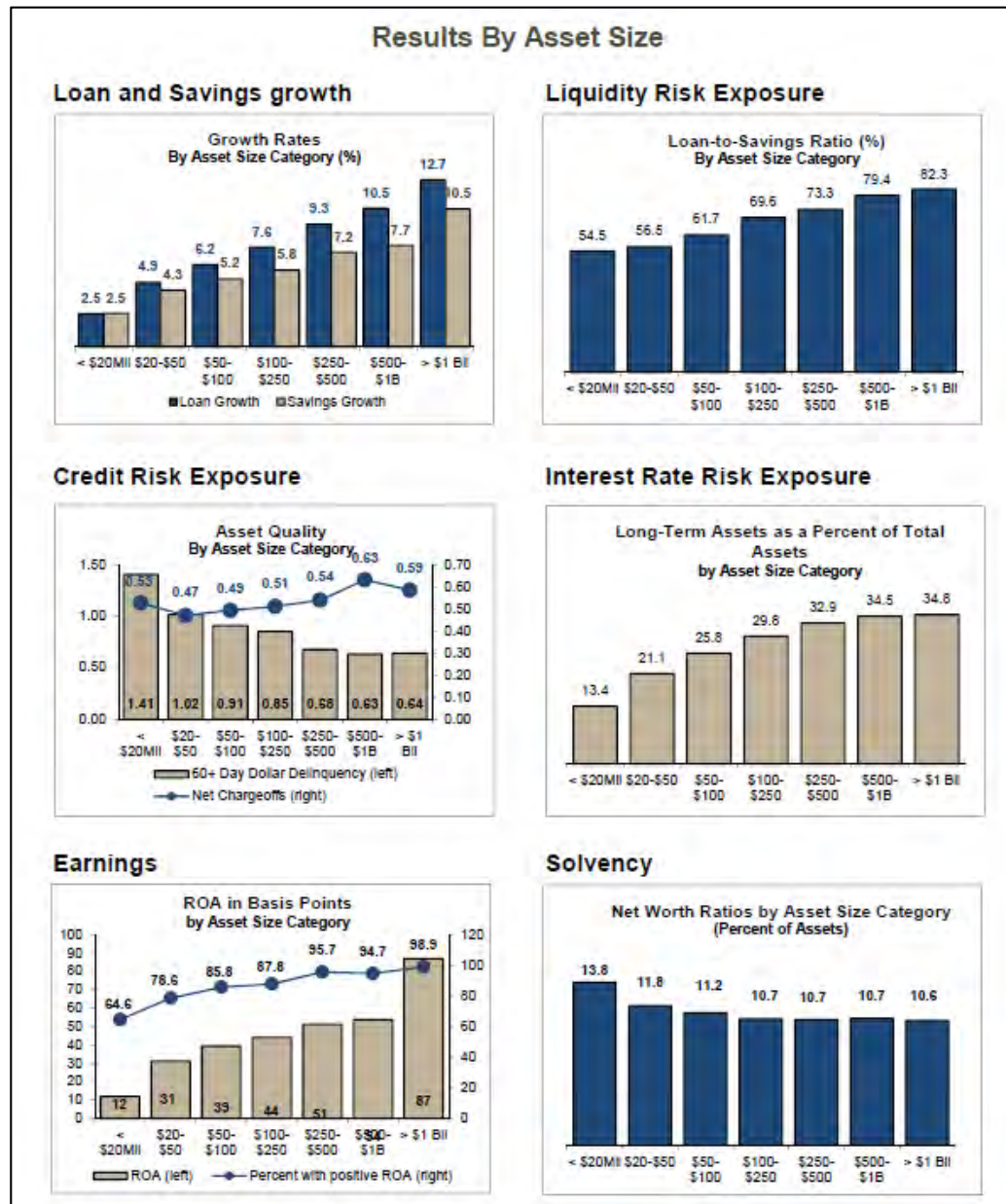
Earnings, net chargeoffs, and bankruptcies are year-to-date numbers annualized. Due to significant seasonal variation, balance sheet growth rates are for the trailing 12 months. US Totals include only credit unions that are released on the NCUA 5300 Call Report file.

Source: NCUA and CUNA E&S.

- Key Observations:
- Most credit unions are less \$200 million
- Yet CUs >\$1B control large majority of assets
- ROA improves with asset size
- All assets sizes are >10% net worth ratio



First Quarter 2017 – Results By Asset Size



- Key Observations:
- All categories go up by asset size
- Bigger institutions grow faster, have higher liquidity risk exposure, better credit profiles, more interest rate risk exposure, more earnings and less solvency
- ROA trends upwards but still strong across the board

Credit Union / Bank Comparison

U.S. Bank Comparisons								
	Credit Unions				Banks			
Demographic Information	Mar 17	2016	2015	3 Yr Avg	Mar 17	2016	2015	3 Yr Avg
Number of Institutions	5,857	5,903	6,138	5,966	5,855	5,912	6,180	5,982
Assets per Institution (\$ mil)	231	222	199	217	2,898	2,838	2,584	2,773
Total assets (\$ mil)	1,355,024	1,309,138	1,219,213	1,294,458	16,965,633	16,780,076	15,967,757	16,571,155
Total loans (\$ mil)	899,765	883,761	799,268	860,931	9,297,126	9,305,313	8,839,504	9,147,314
Total surplus funds (\$ mil)	402,264	372,138	372,170	382,181	5,930,685	5,769,872	5,475,856	5,725,471
Total savings (\$ mil)	1,153,307	1,107,119	1,029,082	1,096,502	13,083,669	12,894,600	12,189,721	12,722,663
Avg number of branches (1)	4	3	3	3	16	16	15	16
12 Month Growth Rates (%)								
Total assets	7.9	7.4	7.3	7.5	4.1	5.1	2.7	4.0
Total loans	10.8	10.6	10.5	10.6	4.0	5.3	6.4	5.2
Real estate loans	9.1	8.6	8.9	8.9	4.7	5.2	4.9	4.9
Commercial loans	15.0	14.4	12.4	13.9	2.5	5.1	7.4	5.0
Total consumer	11.9	12.2	12.1	12.1	4.8	6.1	5.6	5.5
Consumer credit card	7.8	7.9	6.1	7.3	4.5	5.7	5.3	5.2
Other consumer	12.6	13.0	13.1	12.9	5.1	6.5	6.0	5.9
Total surplus funds	2.9	0.0	1.6	1.5	5.1	5.4	-0.4	3.3
Total savings	8.4	7.6	6.8	7.6	5.3	5.8	3.6	4.9
YTD Earnings Annualized (BP)								
Yield on Total Assets	341	340	338	339	324	317	306	316
Dividend/Interest cost of assets	52	52	52	52	37	33	30	33
Net Interest Margin	289	287	285	287	287	283	276	282
Fee and other income (2)	128	139	138	134	150	157	164	157
Operating expense	304	310	311	308	304	306	312	307
Loss provisions	42	40	34	39	29	29	24	27
Net income	71	76	75	74	104	105	105	105
Capital Adequacy (%)								
Net worth/assets	10.7	10.9	10.9	10.8	11.1	11.1	11.2	11.2
Asset Quality (%)								
Delinquencies/loans (3)	0.68	0.83	0.81	0.77	1.36	1.43	1.57	1.45
Real estate loans	0.46	0.63	0.75	0.61	1.82	1.95	2.48	2.09
Consumer loans	1.52	1.49	1.08	1.36	1.21	1.27	0.78	1.08
Total consumer	0.79	0.93	0.83	0.85	0.91	0.92	0.85	0.89
Consumer credit card	1.09	1.14	1.00	1.08	1.32	1.27	1.15	1.24
Other consumer	0.74	0.89	0.81	0.81	0.52	0.56	0.54	0.54
Net chargeoffs/avg loans	0.58	0.55	0.48	0.54	0.50	0.48	0.44	0.47
Real estate loans	0.03	0.05	0.09	0.06	0.04	0.06	0.13	0.08
Commercial loans	0.30	0.48	0.14	0.31	0.32	0.45	0.26	0.35
Total consumer	1.25	1.14	1.02	1.14	2.34	1.95	1.77	2.02
Consumer credit card	2.56	2.20	1.97	2.25	3.83	3.08	2.83	3.18
Other consumer	1.04	0.96	0.85	0.95	1.07	0.79	0.69	0.85
Asset Liability Management (%)								
Loans/savings	78.0	79.8	77.7	78.5	71.1	72.2	72.5	71.9
Loans/assets	66.4	67.5	65.8	66.5	54.1	54.7	54.6	54.5
Core deposits/total deposits	51.2	50.2	49.5	50.3	37.8	37.2	34.4	36.4
Productivity								
Employees per million assets	0.21	0.21	0.22	0.22	0.12	0.12	0.13	0.12

Source: FDIC, NCUA and CUNA E&S

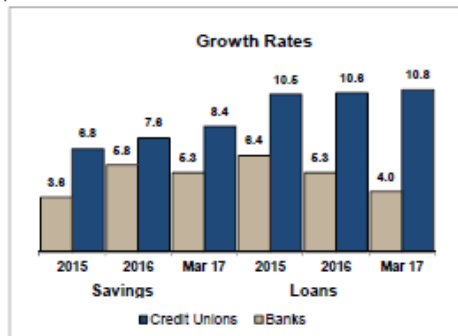
- Key Observations:
- There are more credit unions than banks (barely)
- Yet significantly less assets
- Much lower number of branches per CU, surprising
- CUs are growing faster (much faster)
- Asset quality is weaker at banks
- CUs have more employees



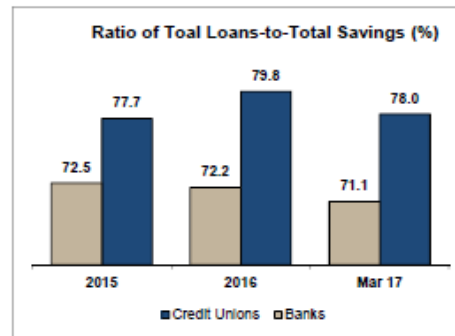
Credit Union / Bank Comparison

Credit Union and Bank Comparisons

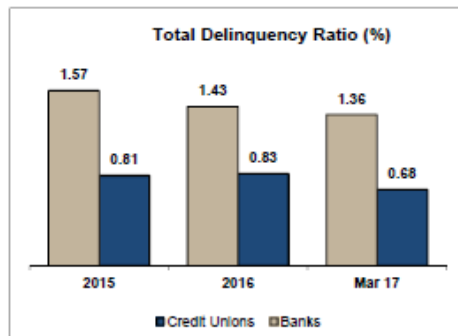
Loan and Savings Growth Trends



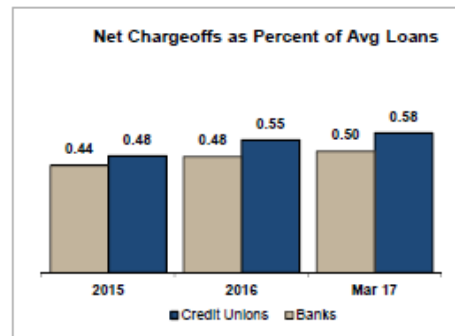
Liquidity Risk Trends



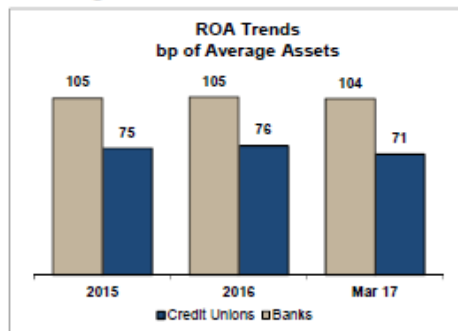
Credit Risk Trends



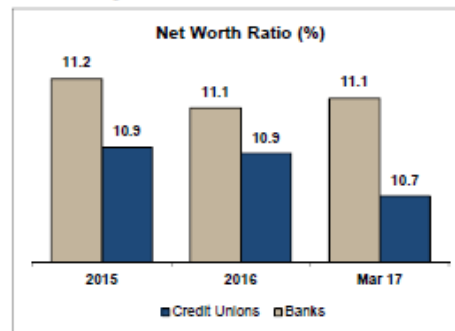
Credit Risk Trends



Earnings Trends



Solvency Trends

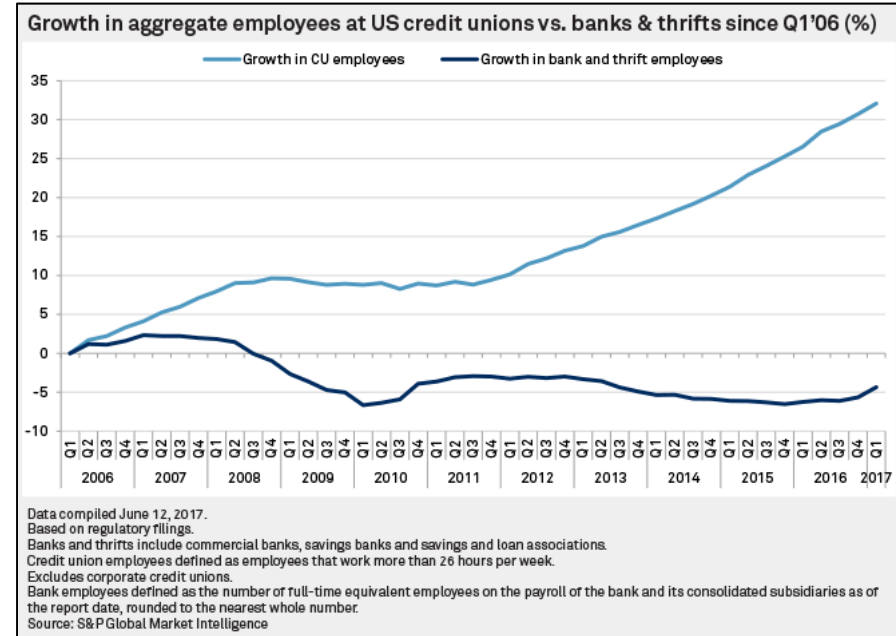
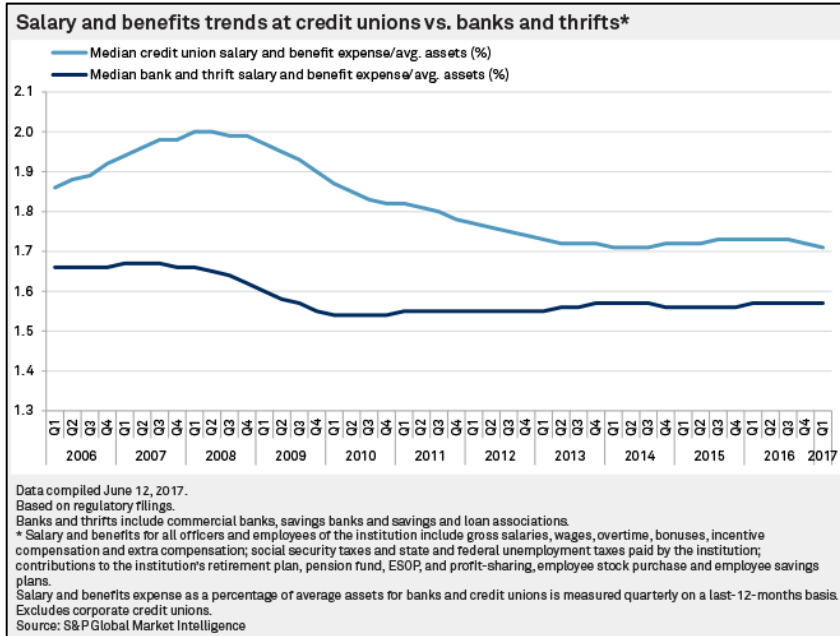


Key Observations:

- Significant gap between growth rates at banks and credit unions
- Charge offs are the same but more delinquencies at bank (more risk?)
- Banks are more profitable



Employee Trends



- Key Observations:

- Employees are gravitating toward credit unions – attracting talent?
- Expenses are declining at both

II. Risk Based Capital

Welcome to Risk Based Capital

What is the Risk-Based Capital Rule?

It is a finalized rule from NCUA that would require a second, complex calculation of the capital level of a credit union. Unlike the simple leverage ratio (net worth to assets), this new ratio involves many variables to be factored in the calculation.

What effect does the final RBC rule have on credit unions?

To be considered well-capitalized by the NCUA, credit unions will have to have a minimum RBC ratio of 10.5%, as well as a net worth to assets ratio of 7%. If credit unions fall below either one of these, they may be subject to regulatory action to improve the ratio which is deemed too low.

What is the main concern with the RBC rule amongst credit unions?

While the concept seems straightforward, these decisions made locally cannot be “scaled up” to a single national formula appropriate for every credit union. One commentator stated, “It’s obvious that neither man nor model can adequately assess a given asset’s risk under all circumstances before the fact.” Or said more succinctly: One size does not fit all.

It will also fundamentally change the way every credit union thinks about capital and superimpose a financial screen on every asset a credit union might consider holding, especially loans. As such, it will mean reduced value for members and impose bank-like thinking when offering products and services.




Financial Impact of Risk Based Capital

- Historically – a credit union’s capital position was a function of earnings and size
- Now capital position should demonstrate risk within the CU
- Highest risk weighted assets – equity investments, noncurrent loans, real estate loans > 20% assets and commercial loans >20% assets
- Lowest risk weighted assets – government securities, share secure loans

Capital Ratio Analysis		
	CU #1	CU #2
Net Worth	21,000	21,000
Total Assets	250,000	250,000
Net Worth Ratio	8.4%	8.4%
Risk Based Capital	21,000	21,000
Risk Weight Assets	200,000	230,000
RBC Ratio	10.5%	9.1%

CU# 2 is deemed riskier despite the same net worth




Strategic Implications for All Credit Unions

- Should help the NCUA identify riskier institutions and provide better guidance as to which CUs may be in a position of weakness
- Allows regulators to get comfortable with diverse loan books – no longer does a CU just do auto or residential loans
- Should protect stronger credit unions from paying higher NCUA insurance fees since the new capital analysis will prevent failures
- More sophisticated regulations should protect both consumers and members
- Will create a systematic shift in 2019 – who is prepared, who will be caught in a weak capital spot and could force some mergers
- This is a capital analysis similar to banks
- Does it pave the way for robust commercial lending in the industry?
- Does it pave the way for 3rd party investment in the credit union industry?



III. Balance Sheet Management – Whole Loan Sales

Whole Loan Sales

- Whole loan trading volume continues to grow for residential mortgage, small balance commercial and consumer loans
- Loan portfolio sales amongst banks, credit union, lending institutions, principal real estate companies, insurance companies and money managers
- Buyers and sellers include financial institutions of all sizes
- Increasing amount of volume over the last 3 years
- Most trades happen through brokers and generally trade at a premium
- Management of risk exposure
- Nothing in banking happens quickly



Reasons to Pursue Whole Loan Sales

- **Reasons to Sell Loans:**

- Concentration issues related to CRE and increased regulatory scrutiny
- Robust origination platforms that generate more loans than a bank can hold on balance sheet
- Acquired undesired loans in a merger transaction
- Not enough capital on the balance sheet and inability to access capital
- Exit a market that may not be performing up to expectation or outside of existing footprint
- Clean up the portfolio in anticipation of a sale of the Company
- Generate fee income

- **Reasons to Buy Loans:**

- Low loan demand and low-loan-to-deposit ratios
- Enhanced yield targets may be achieved through purchasing loans rather than incurring the cost of origination (i.e. mortgage)
- Excess capital that needs to be leveraged
- Entrance into a new market
- Diversification



Examples of Whole Loan Sales

Loan Type	Seller State	Buyer State	Trade Amount
Residential Jumbo ARMs	WA	TX	9,500,000
Construction Loan Participation	CA	CA	3,000,000
Residential Second Liens	MD	MI	4,900,000
Auto Loans	TX	WA	25,000,000
Residential Jumbo ARMs	NY	GA	83,000,000
Residential Conforming Loans	OH	IL	19,200,000
Residential Jumbo ARMs	GA	TX	12,700,000
CRE Whole Loan	CA	CA	9,000,000
Residential Conforming Loans	OH	MI	15,000,000
CRE Participation	MA	NJ	25,000,000
Residential Mortgage Loans	GA	GA	11,000,000
Residential Mortgage Loans	GA	GA	10,000,000
Residential Mortgage Loans	GA	FL	13,000,000
CRE Whole Loans	CA	CA	6,000,000
Consumer Solar Loans	UT	GA	23,000,000
CRE Participation	MA	NJ	5,000,000
CRE Whole Loan	CA	CA	6,000,000



IV. Credit Union M&A Update

Highlighted Credit Union Mergers

A Merger Between Two Credit Unions

1 Finding a Partner

Using professional contacts and NCUA resources, credit unions identify potential merger partners

Credit Union **A**
("surviving" credit union)



Credit Union **B**
("merging" credit union)



2 Negotiating the Contract

Merging credit unions may want to negotiate such issues as:

- Maintaining branches, ATMs, and other services to members
- Retaining staff or providing bonuses or severance
- Obtaining board or committee seats for merging credit union's officials
- Issuing a bonus dividend or rebate



3 Finalizing the Transaction

NCUA will consider the merger proposal, focusing on the credit unions':*

- Charter types (federal, state, uninsured)
- Fields of membership (single SEG, multiple SEG, community)
- Number of primary potential members
- Financial condition

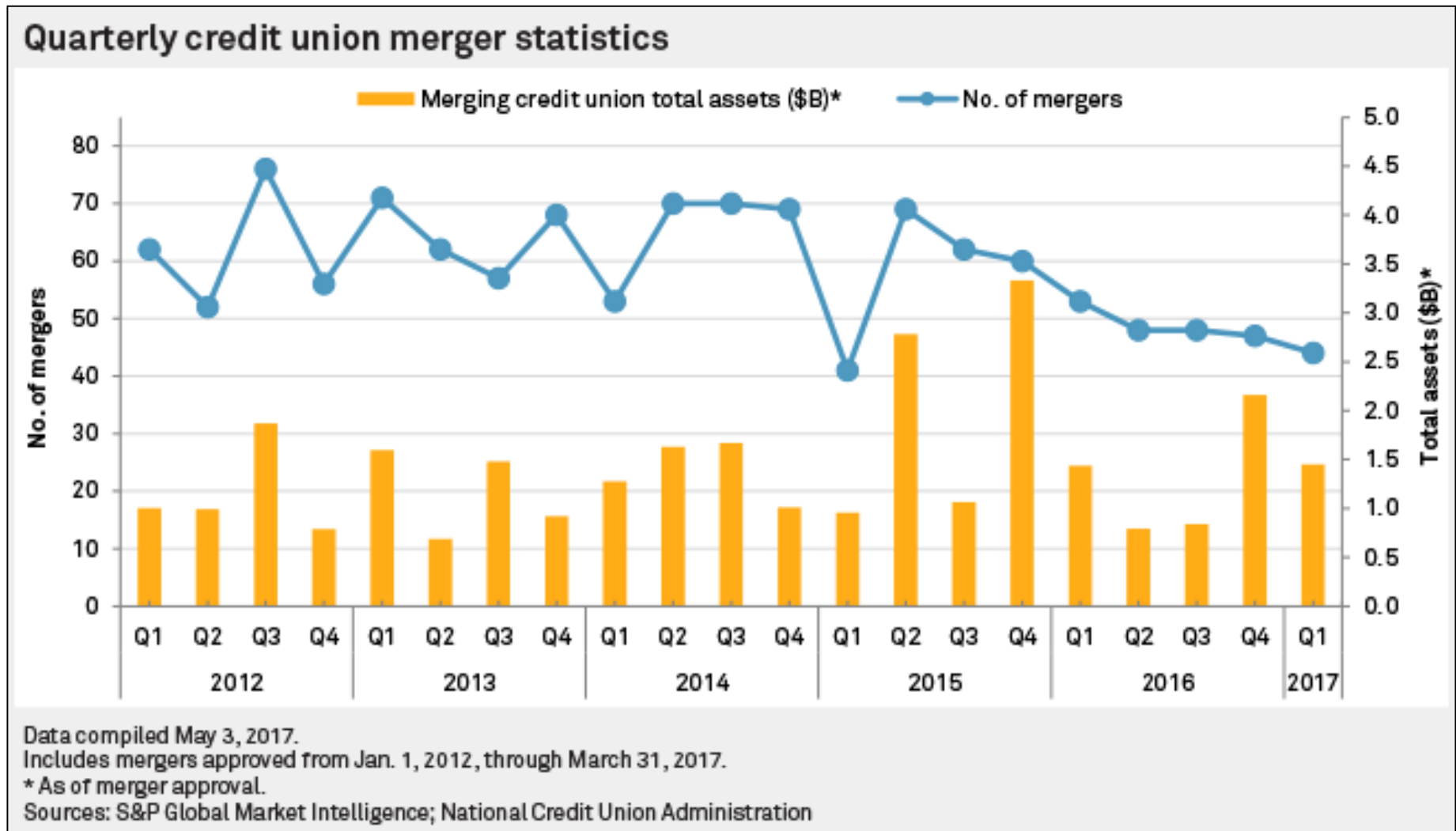
If the proposal is approved, the merging credit union may need to hold a membership vote.

The "Surviving" Credit Union **A**



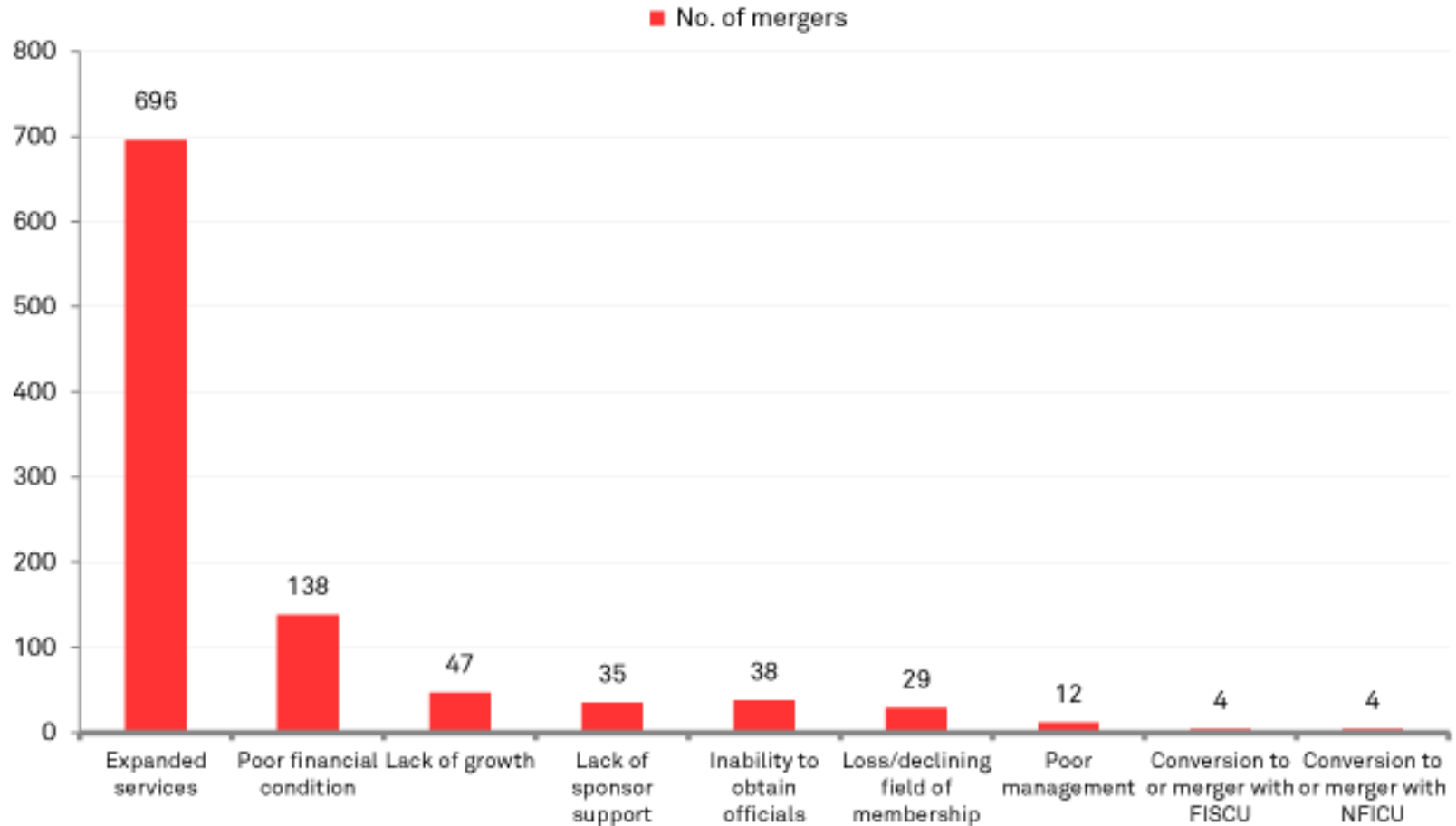
* Situation-specific requirements and forms can be found in NCUA's Credit Union Merger and Conversion Manual.

Recent Credit Union Merger Activity



Why Do Credit Unions Merger?

Credit union merger approvals by type, January 2013 to April 2017



Data compiled May 25, 2017.

Analysis includes credit union mergers approved by the NCUA from Jan. 1, 2013, through April 30, 2017.

FISCU = federally insured state-chartered credit union

NFICU = non-federally insured credit union

NCUA = National Credit Union Administration

Source: S&P Global Market Intelligence; NCUA

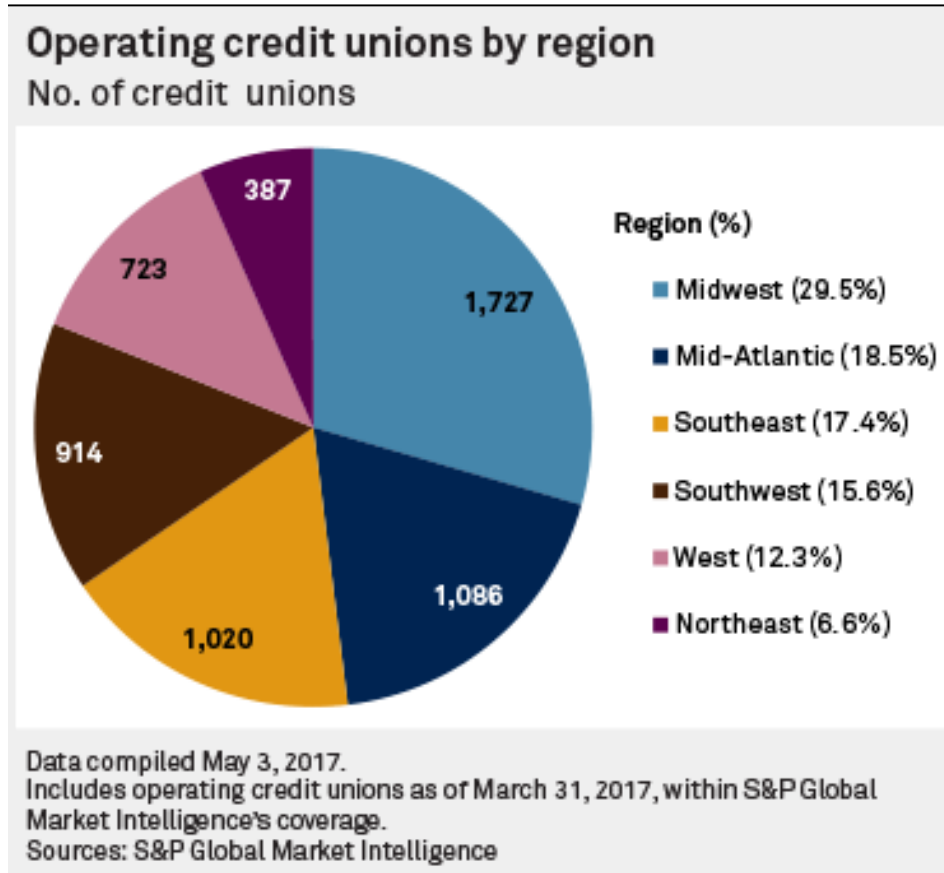


Largest Recent Credit Union Mergers

Largest credit union mergers							
Ranked by merging credit union's total assets							
Surviving credit union	City, state	Total assets (\$M)*	Merging credit union	City, state	Total assets (\$000)*	Combined assets (\$000)^	Merger approval period
Mergers approved in Q1'17							
Pentagon FCU	Tysons, VA	20,655.7	Valor FCU	Scranton, PA	227.6	20,883,276	January 2017
Northeast CU	Portsmouth, NH	1,111.4	Ocean Communities FCU	Biddeford, ME	169.1	1,280,514	January 2017
Community Choice CU	Farmington Hills, MI	855.1	Michigan Community CU	Jackson, MI	166.8	1,021,894	January 2017
MIDFLORIDA CU	Lakeland, FL	2,646.8	Martin FCU	Orlando, FL	120.0	2,766,880	January 2017
Pentagon FCU	Tysons, VA	20,655.7	Augusta Metro FCU	Augusta, GA	114.8	20,770,441	January 2017
Mergers approved in 2016							
California CU	Glendale, CA	1,605.7	North Island Financial CU	San Diego, CA	1,245.3	2,851,025	December 2016
Pentagon FCU	Alexandria, VA	19,460.4	Belvoir Federal CU	Woodbridge, VA	324.0	19,784,475	February 2016
Warren FCU	Cheyenne, WY	573.2	Community Financial CU	Broomfield, CO	229.2	802,392	January 2016
Telhio CU	Columbus, OH	585.5	Chaco Credit Union Inc.	Hamilton, OH	180.3	765,817	August 2016
Pentagon FCU	Tysons, VA	20,655.7	Miramar FCU	San Diego, CA	173.6	20,829,278	December 2016
Data compiled May 3, 2017.							
* At merger approval.							
^ Sum of surviving credit union and merging credit union total assets.							
Sources: S&P Global Market Intelligence; National Credit Union Administration							



Recent Credit Union Merger Activity



Number of credit union mergers by region

	2012	2013	2014	2015	2016	2017	Total
Midwest	78	88	99	87	52	15	419
Mid-Atlantic	45	48	44	44	44	9	234
Southeast	46	34	43	33	33	6	195
West	35	37	34	32	33	2	173
Southwest	25	32	29	21	18	6	131
Northeast	17	19	13	15	16	6	86
Total	246	258	262	232	196	44	1,238

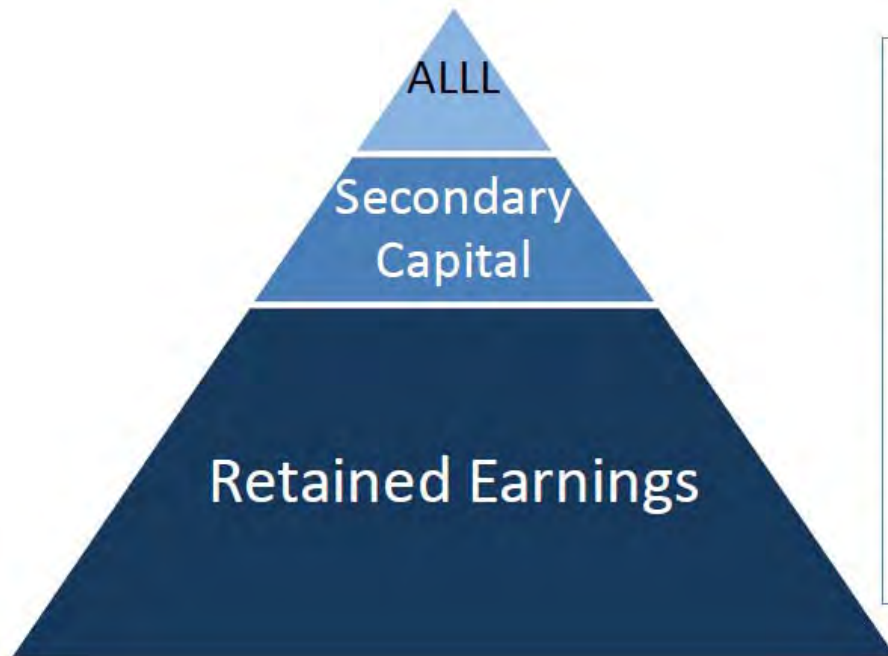
Data compiled May 3, 2017.
Based on merging credit union region.
Sources: S&P Global Market Intelligence; National Credit Union Administration

- Midwest largest CU presence and represented in merger activity

- Number of mergers has declined since 2014

V. Alternative Capital Sources

Credit Union Capital Structure



No limit on ALLL (RBC %)

No Limit on Secondary Capital – generally not prudent to be primary capital source

No minimum requirement for retained earnings

Total capital of 10% to be well capitalized (RBC %)

Total net worth of 7% of assets to be well capitalized (leverage ratio)

- Capital for credit unions is driven by profitability as retained earnings and ALL are the primary pieces of capital
- Creates a difficult dynamic for credit union – if a CU gets in trouble, it can't raise capital but rather it must merge with a stronger CU or receive help from the NCUA
- No ability to fix itself or improve circumstances quickly = **risk for the industry**

Alternative Sources of Capital

- Common equity – unlikely to work for credit union and would have to come from members
- Preferred Equity – also unlikely (consider that preferred equity is available to mutual banks which are often compared to credit union in ownership structure)
- Trust Preferred Securities – unlikely since we haven't seen these since the mid-2000s
- Debt Instrument – most likely solution if alternative capital opened up
 - Unlikely to be convertible
 - Must be subordinate to all other forms
 - Uncertainty around all terms (coupon, maturity, etc.) since no precedents
 - Would sacrifice some retained earnings through coupon payment – 6-10%



Alternative Sources of Capital - Principles

Cooperative Ownership Structure:

Alternate capital must have no effect or potential effect on the cooperative ownership structure of credit unions. The ownership of the credit union must remain in the hands of the members of the credit union, regardless of whether they have provided any alternate capital. In the event alternate capital is provided by nonmembers, it can confer no ownership rights. Thus, common stock must be ruled out as a source of alternate capital for credit unions. And of course, without common stock, no debt or hybrid instrument could be convertible to common stock.

Governance:

Alternate capital must have no effect or potential effect on the ability of member-elected boards to govern their credit unions. Governance must continue to be driven by one member, one vote with no special or additional voting rights for providers of alternate capital. In the event alternate capital is issued to nonmembers, it can confer no governance or voting privileges, either at the time of issuance or conditional on the future operations of the credit union. Thus, covenants in subordinated debt or hybrid agreements that provide governance rights to investors in certain situations (such as a deterioration of the financial condition of the credit union) cannot be permitted.

Tax Exempt Status:

Alternate capital would need to be authorized and implemented in a way that has no adverse effect on the tax exempt status of credit unions. This would in part be accomplished by meeting the previous two criteria on ownership and governance. The preservation of the tax exemption would best be reinforced by a statement in the enabling legislation that such capital does not in any way change the tax exempt status of credit unions.



Alternative Sources of Capital – Required Characteristics

Protection

Alternate capital must provide real protection to the National Credit Union Share Insurance Fund (NCUSIF). Any source of alternate capital must be unambiguously junior to the claims of the share insurance fund. It must also be of sufficient maturity to serve as capital. Finally, to achieve the highest status as capital, some forms may need to have non-cumulative dividends.

Disclosure.

Investors in credit union alternate capital must be completely and totally aware of the risks of the instrument. This is not only fair to investors, but also it strengthens the value of the capital in protecting the NCUSIF. To the extent investors are not really aware of their risks, the more difficult it is to pass losses on to the instrument, i.e., the less protection would it provide to the insurance fund. Any loss to an investor in an alternate capital instrument might come as a major disappointment, but it should not come as a total surprise. This requires simple and clear disclosures to investors of the risks of investing in alternate capital, with particular care to distinguish between uninsured alternate capital and insured share certificates.

Suitability

Credit union alternate capital must be “suitable” to the investors that purchase it in the case that the investor is not an institutional investor, for example a member. Suitability requirements go beyond disclosure. An investment is suitable to an investor if he or she has sophisticated investment knowledge, and/or experience investing in similar types of instruments and/or sufficient net worth so that a substantial loss on the investment would not unduly harm the investor. A suitability requirement might obligate a credit union to determine whether the purchase of a subordinated capital certificate is appropriate for a member.

Practical.

Alternate capital must be practical for credit unions to acquire. Some of the capital instruments currently available to depository institutions are only appropriate for very large firms. There must be vehicles for smaller credit unions to reasonably gain access to alternate capital if they wish to. This could take the form either of offering “retail” capital instruments to members, or conducting joint offerings in the capital markets in partnership with other credit unions.

Optional

Alternate capital should be optional for credit unions. For those credit unions willing and able to operate with only retained earnings, there should be no requirement that they also acquire alternate capital.



Financial Impact of Alternative Sources of Capital

- Increased growth for credit unions
- More protection for the NCUA insurance fund
- Likely more services for customers as CUs become larger
- More industry risk as credit unions stretch to leverage capital
- Less CU to CU mergers
- More bank acquisitions
- Better capital ratios



Strategic Impact of Alternative Sources of Capital

- Non-members now have ownership
- Debt servicing issues in times or hardships – could see forced bankruptcies or CUs diminish retained earnings capital in order to service debt
- Does this put tax exempt status in jeopardy since CUs would now have access to capital markets??



V. Commercial Lending

Commercial Lending Rules Easing For Credit Unions

NCUA Amends MBL & Commercial Lending Rule

On February 19, 2016, the NCUA Board unanimously approved a final member business lending rule that amends Part 723 of NCUA's Rules and Regulations regarding the ability of federally-insured credit unions to make Member Business Loans (MBLs). **The majority of the rule is effective January 1, 2017, while the personal guarantee requirement is eliminated 60 days after the rule's publication in the *Federal Register*.**

The rule removes the prescriptive underwriting criteria and personal guarantee requirements of the current regulation, thereby eliminating the current waiver process. Instead, the rule allows credit unions to implement a principle-based risk management policy related to its commercial and business lending activities. Addressed as part of NCUA's regulatory modernization initiative, the final rule:

1. gives credit union loan officers the ability, under certain circumstances, to not require a personal guarantee;
2. replaces explicit loan-to-value limits with the principle of appropriate collateral and eliminating the need for a waiver;
3. lifts limits on construction and development loans;
4. exempts credit unions with assets under \$250 million and small commercial loan portfolios from certain requirements; and
5. affirms that non-member loan participations do not count against the statutory MBL cap.

This rule comprehensively overhauls the way that NCUA approaches commercial lending, from both a regulatory and supervisory perspective. Currently, Part 723 considers commercial lending as synonymous with the member business lending definition under the *Federal Credit Union Act* (FCU Act). The final rule, however, will expand Part 723's scope to apply to commercial loans as newly defined under the proposal. The rule will also delineate which loans are subject to the statutory MBL cap and those which are subject to certain safety and soundness policy and infrastructure requirements.



NAFCU Position on Member Business Lending

“While recovery from the financial crisis remains fragile, credit unions have the capital to help America's small businesses thrive. However, due to the outdated member business lending cap, their ability to help stimulate the economy by providing credit to small businesses is hampered. Removing or modifying the credit union member business lending cap would help provide economic stimulus without costing the taxpayer a dime. In addition, it is worth noting that officials at the Treasury Department and NCUA have expressed support for lifting the MBL cap. Several outside groups from all sides of the political spectrum have also endorsed the legislation including the Consumer Federation of America (CFA) and Americans for Tax Reform (ATR).”

NAFCU has a strong history of supporting credit union member business lending and has testified before the Senate Banking and House Financial Services Committees on the importance of this issue. NAFCU would also support alternatives to a straight member business lending cap lift such as raising the minimum loan amount that would count against the member business lending cap.

We are committed to pursuing all legislative avenues to maximize the possibility of this issue being considered moving forward.”



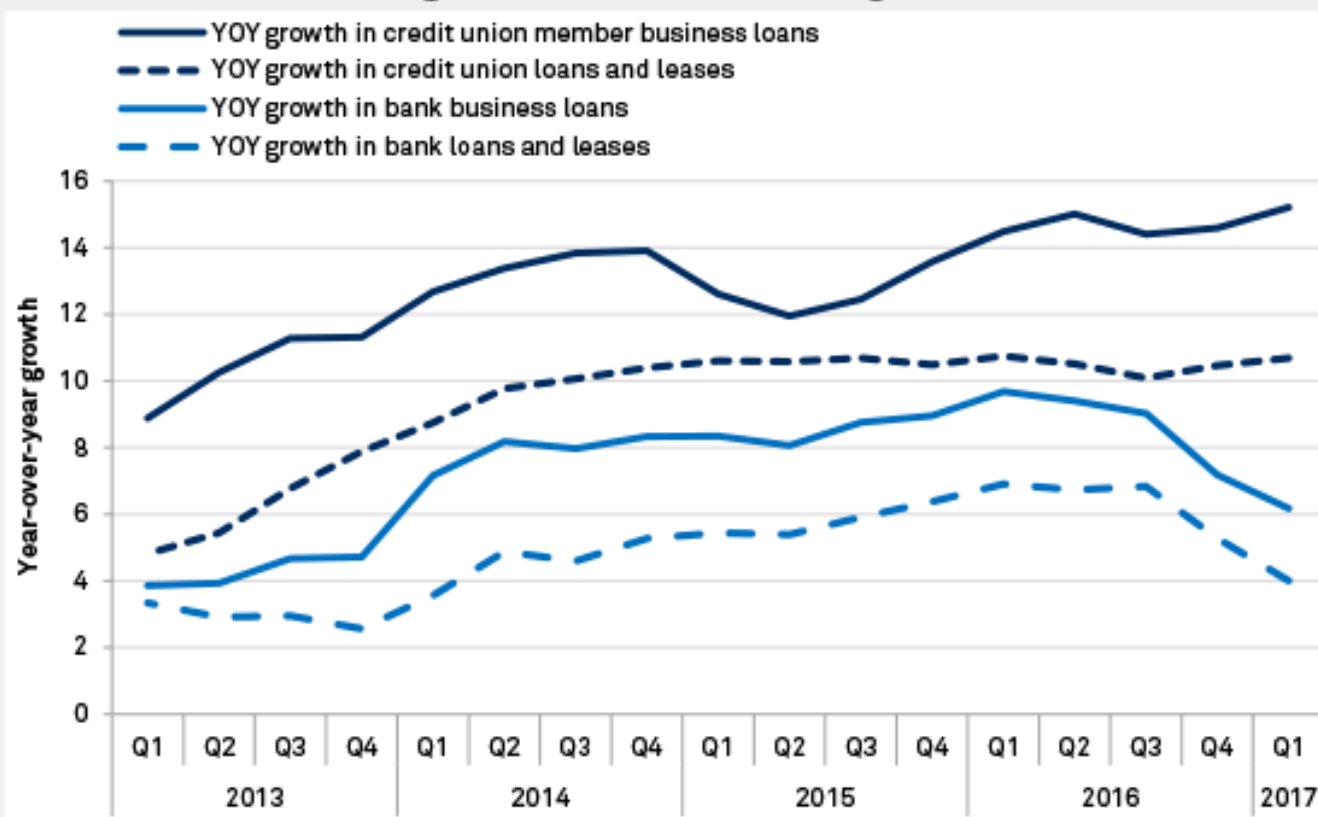
Impact of Revised Commercial Lending Rules

- Continued growth for credit unions
- Credit unions with existing commercial lending expertise are positioned to outperform peers under the new regulations
- Buying a bank for commercial lending expertise has become more attractive
- Credit unions can attract a new pool of human resource talent
- Credit unions can market to a new pool of customers
- Management of commercial lending concentrations
- Increased risk for credit unions



Impact of Revised Commercial Lending Rules

Credit unions outpacing banks in business loan growth (%)



Data compiled May 31, 2017.

Based on regulatory filings.

Bank business loans and bank total loans include commercial banks, savings banks, and savings and loan associations.

Total bank and thrift business loans = the sum of commercial real estate loans secured by nonfarm, nonresidential properties, construction and development loans, multifamily loans, commercial and industrial loans, agricultural production loans and farm loans

Credit union member business loans = loans, lines of credit or letters of credit, including any unfunded commitments, where the borrower uses the proceeds for commercial, corporate, business investment property or venture or agricultural purposes

YOY = year-over-year

Source: S&P Global Market Intelligence

At the end of the first quarter of 2017, U.S. credit unions had a total of \$62.72 billion in business loans outstanding. That represented 15.2% year-over-year growth. By comparison, banks grew business loans by 6.2% but had nearly \$3.92 trillion at the end of the most recent quarter.



Conclusion

Concluding Thoughts

- The credit union industry is evolving and becoming more sophisticated
- Credit unions continue to be an integral part within the US financial systems
- Recent initiatives are present some fairly major changes within the industry
- What is the consensus amongst peers – are these events outliers or is there a uniform belief to trend this way
- Are we risking our identify by acting more like banks?
- Could the credit union industry merge with the banking industry?



Dedicated to community banks & their investors since 2003



Research • Investment Banking • Advisory • Fixed-Income • Sales • Trading

INVESTMENT BANKING GROUP

ATLANTA – HEADQUARTERS

1175 Peachtree St., NE • 100 Colony Square, Suite 2250 • Atlanta, GA 30361

CHICAGO

20 N Wacker Drive, Suite 2035
Chicago, IL 60606

NEW JERSEY

75 W. Front Street, Suite 5
Red Bank, New Jersey 07701

LOS ANGELES

360 S. Figueroa Street, Suite 550 Los
Angeles, CA 90071

JACKSONVILLE

1654 Pearl Street
Jacksonville, FL 32203

RALEIGH

117 Edinburgh South Dr., Suite 102
Cary, NC 27511

SAN FRANCISCO

700 Ygnacio Valley Road, Suite 270
Walnut Creek, CA 94596