

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

FINANCIAL STATEMENTS
and
INDEPENDENT AUDITORS' REPORT
December 31, 2023 and 2022



J. Tenbrink & Associates

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Millennium Corporate Credit Union
Wichita, Kansas

Report on the Financial Statements and Internal Control over Financial Reporting

Qualified Opinion on the Financial Statements

We have audited the accompanying financial statements of Millennium Corporate Credit Union, which comprise the statements of financial condition as of December 31, 2023 and 2022, and the related statements of income, statements of comprehensive income, statements of members' equity, statements of cash flows for the years then ended, and the related notes to the financial statements. In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion on the Financial Statements section of our report, the accompanying financial statements presents fairly, in all material respects, the financial condition of Millennium Corporate Credit Union as of December 31, 2023 and 2022, and the results of its operations and its cash flows, in conformity with generally accepted accounting principles in the United States of America.

Unqualified Opinion on the Internal Control over Financial Reporting

We also have audited Millennium Corporate Credit Union's internal control over financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the NCUA 5310, as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, Millennium Corporate Credit Union maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Basis for Qualified Opinion on the Financial Statements

Millennium Corporate Credit Union has reported members' accounts as equity in the accompanying statements of financial condition. Accounting principles generally accepted in the United States of America require members' accounts to be reported as liabilities in the statement of financial condition. If the credit union had properly reported these members' accounts as liabilities, liabilities would increase and equity would decrease by \$1,060,197,442 and \$777,252,575 as of December 31, 2023 and 2022, respectively.

Basis for Unqualified Opinion on the Internal Control over Financial Reporting

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audits of the Financial Statements and Internal Control over Financial Reporting section of our report. We are required to be independent of Millennium Corporate Credit Union and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Management's Responsibility for the Financial Statements and Internal Control over Financial Reporting

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of effective internal control over financial reporting relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management is also responsible for its assessment about the effectiveness of internal control over financial reporting, included in the accompanying Statement of Management's Assessment of Internal Controls over Financial Reporting.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Millennium Corporate Credit Union's ability to continue as a going concern over within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audits of the Financial Statements and Internal Control over Financial Reporting

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and about whether effective internal control over financial reporting was maintained in all material respects, and to issue an auditor's report that includes our opinions.

Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit of financial statements or an audit of internal control over financial reporting conducted in accordance with GAAS will always detect a material misstatement or a material weakness when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered to be material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit of financial statements and an audit of internal control over financial reporting in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the financial statement audit in order to design audit procedures that are appropriate in the circumstances.

Auditors' Responsibilities for the Audits of the Financial Statements and Internal Control over Financial Reporting (Cont'd)

- Obtain an understanding of internal control over financial reporting relevant to the audit, assess the risks that a material weakness exists, and test and evaluate the design and operating effectiveness of internal control over financial reporting based on the assessed risk.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Millennium Corporate Credit Union's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the financial statement audit.

Definition and Inherent Limitations of Internal Control

Millennium Corporate Credit Union's internal control over financial reporting is a process affected by those charged with governance, management, and other personnel, designed to provide reasonable assurance regarding the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America. Millennium Corporate Credit Union's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the credit union; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the credit union are being made only in accordance with authorizations of management and those charged with governance; and (3) provide reasonable assurance regarding prevention, or timely detection and correction of unauthorized acquisition, use, or disposition of the credit union's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent, or detect and correct misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

J. TENBRINK & ASSOCIATES

Olathe, Kansas
March 1, 2024

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

STATEMENTS OF FINANCIAL CONDITION

December 31

ASSETS	2023	2022
Cash and cash equivalents (Note 1)	\$ 673,234,600	\$ 420,842,089
Securities available-for-sale (Note 2)	501,782,247	609,368,288
Securities purchased under agreements to resell (Note 3)	50,000,000	50,000,000
Other investments	5,132,400	13,511,600
Loans to members (Note 4)	46,693,973	63,575,376
Accrued interest receivable	2,497,348	1,880,342
Property and equipment (Note 5)	1,495,518	1,695,462
Investments in credit union service organizations (Note 6)	2,624,469	2,891,788
Other assets	3,800,500	3,422,685
Total Assets	\$ 1,287,261,055	\$ 1,167,187,630
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LIABILITIES AND MEMBERS' EQUITY		
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Liabilities		
Borrowings (Note 9)	\$ 104,005,500	\$ 282,523,600
Accrued interest payable	3,982,505	2,332,317
Accrued expenses and other liabilities	1,481,302	1,097,612
Total Liabilities	\$ 109,469,307	\$ 285,953,529
Commitments and Contingent Liabilities (Note 14)		
Members' Equity		
Members' accounts (Note 8)	\$ 1,060,197,442	\$ 777,252,575
Perpetual contributed capital	54,322,879	54,252,571
Equity acquired in merger	1,679,681	1,679,681
Retained earnings	76,084,224	57,926,051
Accumulated other comprehensive loss	(14,492,478)	(9,876,777)
Total Members' Equity	\$ 1,177,791,748	\$ 881,234,101
Total Liabilities and Members' Equity	\$ 1,287,261,055	\$ 1,167,187,630

The accompanying notes are an integral part of the financial statements.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

STATEMENTS OF INCOME
Years ended December 31

	2023	2022
Interest income		
Interest on investments	\$ 43,157,138	\$ 18,532,419
Interest on loans	4,317,037	1,026,143
	<u>\$ 47,474,175</u>	<u>\$ 19,558,562</u>
Interest expense		
Interest and dividends on members' accounts	\$ 30,284,448	\$ 9,353,947
Interest and dividends on borrowings (Note 9)	1,246,198	1,936,773
	<u>\$ 31,530,646</u>	<u>\$ 11,290,720</u>
Net Interest Income	<u>\$ 15,943,529</u>	<u>\$ 8,267,842</u>
Non-interest income		
Financial services fees, net	\$ 3,213,250	\$ 2,000,574
Asset-liability management fees	444,256	361,799
Credit union service organizations	(267,319)	(73,223)
U.S. Central Estate Asset Management Repayments	10,916,110	24,455,269
Other, net	265,389	849,360
Total non-interest income	<u>\$ 14,571,686</u>	<u>\$ 27,593,779</u>
Non-interest expenses		
Payroll and benefits	\$ 4,000,732	\$ 3,086,044
Office operations	2,397,629	1,529,037
Professional and outside services	602,367	461,111
Special distribution to member credit unions	1,623,982	10,452,299
Other	468,791	397,167
Total non-interest expenses	<u>\$ 9,093,501</u>	<u>\$ 15,925,658</u>
Goodwill impairment and non-compete agreement write-off	<u>-</u>	<u>(3,256,327)</u>
NET INCOME	<u><u>\$ 21,421,714</u></u>	<u><u>\$ 16,679,636</u></u>

The accompanying notes are an integral part of the financial statements.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

STATEMENTS OF COMPREHENSIVE INCOME
Years ended December 31

	2023	2022
Net Income	\$ 21,421,714	\$ 16,679,636
Other comprehensive losses:		
Unrealized holding losses on securities available-for-sale	<u>(4,615,701)</u>	<u>(10,667,148)</u>
	<u>\$ (4,615,701)</u>	<u>\$ (10,667,148)</u>
Total Comprehensive Income	<u>\$ 16,806,013</u>	<u>\$ 6,012,488</u>

The accompanying notes are an integral part of the financial statements.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

STATEMENTS OF MEMBERS' EQUITY
Years ended December 31

	Perpetual Contributed Capital	Equity Acquired in Merger	Retained Earnings	Accumulated Other Comprehensive Income
Balance, December 31, 2021	\$ 54,208,507	\$ 1,679,681	\$ 42,386,806	\$ 790,371
Net Income	-	-	16,679,636	-
Additional capital raised	44,064	-	-	-
Dividends paid on perpetual contributed capital	-	-	(1,140,391)	-
Change in valuation of securities available-for-sale	-	-	-	(10,667,148)
Balance, December 31, 2022	<u>\$ 54,252,571</u>	<u>\$ 1,679,681</u>	<u>\$ 57,926,051</u>	<u>\$ (9,876,777)</u>
Net Income	-	-	21,421,714	-
Additional capital raised	70,308	-	-	-
Dividends paid on perpetual contributed capital	-	-	(3,263,541)	-
Change in valuation of securities available-for-sale	-	-	-	(4,615,701)
Balance, December 31, 2023	<u><u>\$ 54,322,879</u></u>	<u><u>\$ 1,679,681</u></u>	<u><u>\$ 76,084,224</u></u>	<u><u>\$ (14,492,478)</u></u>

The accompanying notes are an integral part of the financial statements.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

STATEMENTS OF CASH FLOWS
Years ended December 31

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 21,421,714	\$ 16,679,636
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	214,203	196,420
Premium amortization, net	417,584	204,088
Amortization of operating right-to-use assets	60,793	42,696
Amortization of non-compete agreement	-	53,559
Undistributed losses on investment in CUSOs	267,319	73,223
Write-off impaired goodwill and non-compete agreement	-	3,256,327
Net change in accrued interest receivables	(617,007)	(1,630,056)
Net change in other assets	(377,815)	(340,074)
Net change in accrued interest payable	1,650,188	2,132,154
Net change in accrued expenses and other liabilities	383,691	209,967
Net cash provided by operating activities	<u>\$ 23,420,670</u>	<u>\$ 20,877,940</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of securities available-for-sale	\$ (52,486,972)	\$ (115,161,340)
Maturities and paydowns on securities available-for-sale	155,039,728	175,418,631
Refund of Central Liquidity Facility Stock	-	20,374,689
Acquisition of item processing business unit	-	(3,405,264)
Net change in other investments	8,379,200	(12,393,900)
Net change in loans to members	16,881,403	(62,903,256)
Expenditures for property and equipment	(75,052)	(284,889)
Net cash provided by investing activities	<u>\$ 127,738,307</u>	<u>\$ 1,644,671</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Net change in members' accounts	\$ 282,944,867	\$ (799,310,104)
Net change in borrowings	(178,518,100)	282,523,600
Dividends paid on perpetual contributed capital	(3,263,541)	(1,140,391)
Proceeds from issuance of perpetual contributed capital	70,308	44,064
Net cash provided by (used in) financing activities	<u>\$ 101,233,534</u>	<u>\$ (517,882,831)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	\$ 252,392,511	\$ (495,360,220)
Cash and cash equivalents at beginning of year	420,842,089	916,202,309
Cash and cash equivalents at end of year	<u>\$ 673,234,600</u>	<u>\$ 420,842,089</u>
Cash paid during the year for interest	<u>\$ 29,880,458</u>	<u>\$ 7,221,793</u>
Other comprehensive losses	<u>\$ (4,615,701)</u>	<u>\$ (10,667,148)</u>

The accompanying notes are an integral part of the financial statements.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review of Subsequent Events

Management has evaluated subsequent events through March 1, 2024 the date which the financial statements were available to be issued.

Nature of Business

Millennium Corporate Credit Union (Millennium Corporate) is a cooperative association organized in accordance with the provisions of the Kansas Credit Union Act for the purpose of providing correspondent banking services as well as investment products and a source of credit for its member credit unions. Millennium Corporate is a cooperative that is owned and directed by its member credit unions. Membership is available to retail credit unions and approved affiliates located in the United States; however, most of the members are in Kansas, Missouri, Montana, and Nebraska.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Specifically, management has made estimates based on assumptions for fair value of financial instruments and the assessment of other than temporary impairment on investments. Actual results could differ from these estimates.

Basis of Accounting

Millennium Corporate uses the accrual basis of accounting, which includes in the total of net income all revenues earned and expenses incurred, regardless of when actual cash payments are received or paid. Millennium Corporate is also required to report comprehensive income, of which net income is a component. Comprehensive income is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources, including all changes in equity during a period, except those resulting from investments by, and distributions to, owners. Accumulated other comprehensive income consists entirely of net unrealized gains (losses) on available-for-sale debt securities.

Acquisition of Item Processing Business Unit

On August 1, 2022, Millennium Corporate acquired the net assets of the Item Processing business unit from Shared Financial Solutions, Inc. and Heartland Credit Union Association in a cash transaction of \$3,400,000. The value of identifiable net assets was recorded at fair value and included Goodwill of \$3,052,148 and an intangible asset for a Non-compete arrangement in the asset purchase agreement valued at \$257,738.

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**Cash and Cash Equivalents**

For purposes of the statement of cash flows, cash and cash equivalents includes cash in vaults, cash on deposit, and cash held in interest bearing accounts at the Federal Reserve Bank of Kansas City and the Federal Home Loan Bank of Topeka as follows:

	<u>12/31/23</u>	<u>12/31/22</u>
Cash	\$ 24,753,424	\$ 39,347,628
Cash on deposit - FRB	639,902,478	380,767,182
Cash on deposit - FHLB	<u>8,578,698</u>	<u>727,279</u>
Cash and Cash Equivalents	<u>\$ 673,234,600</u>	<u>\$ 420,842,089</u>

Cash and cash equivalents are insured to \$250,000. The aggregate uninsured portion of cash and cash equivalents over \$250,000 was \$647,969,170 on December 31, 2023. Of the aggregate uninsured portion of cash and cash equivalents at December 31, 2023, \$639,651,704 was with the Federal Reserve Bank of Kansas City and \$8,317,466 was with the Federal Home Loan Bank of Topeka.

Investment Securities

Available-for-Sale: Mortgage backed pass-throughs, agency notes and small business administration debentures of United States government agencies, asset backed pass-throughs, and private-issue securities are classified as available-for-sale when Millennium Corporate anticipates that the securities could be sold in response to rate changes, prepayment risk, liquidity, availability of and the yield on alternative investments, and other market and economic factors. These securities are reported at fair value. The fair values on available-for-sale securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

Unrealized gains and losses on securities available-for-sale are recognized as direct increases or decreases in other comprehensive income. Purchase premiums and discounts are typically recognized in interest income using the interest method over the terms of the securities. Management assesses the financial condition and near-term prospects of the issuer, industry and/or geographic conditions, credit ratings as well as other indicators at the individual security level. Impairments below cost in the estimated fair value of individual available-for-sale securities when there is an intent to sell or for which it more likely than not the credit union will be required to sell before the impairment is recovered, are realized in noninterest income in the statements of income.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investment Securities (Cont'd)

When there is not an intent to sell or it is more likely than not the credit union will not be required to sell the security before the impairment is recovered, management assesses whether the decline in fair value has resulted from credit losses or other factors. If the decline in fair value is attributed to credit deterioration, when the present value of discounted cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for available-for-sale credit losses is recorded. Such losses are limited to the amount that amortized cost exceeds fair value, even if the amount of the credit loss is greater. Any future changes in the allowance for credit losses are recorded as provision for (reversal of) credit losses. Losses attributable to other factors are charged to accumulated other comprehensive income. Gains and losses on the sale of available-for-sale securities are recorded on the trade date and the costs of securities sold are determined using the specific identification method.

Millennium Corporate has no investment securities classified as held-to-maturity or held-for-trading purposes.

Securities Purchased Under Agreements to Resell

Millennium Corporate has reverse repurchase agreements with parties through a tri-party arrangement with the Bank of New York, which is responsible for the administration of the transaction including collateral allocation, marking to market, and substitution of the collateral.

Millennium Corporate purchases investment securities from the parties for specified periods of time. Millennium Corporate has the right to pledge, sell, or otherwise transfer the securities if the transferor was to default on their obligation. Millennium Corporate requires a minimum margin based on pre-arranged spreads that are commensurate with the investment securities purchased. Millennium Corporate is obligated to resell identical or substantially the same securities to the transferor at the termination of the repurchase agreements under fixed-price arrangements.

Federal Home Loan Bank Stock

Millennium Corporate, as a member of the Federal Home Loan Bank (FHLB) of Topeka, is required to maintain an investment in capital stock of the FHLB based on a formula developed by the FHLB that considers the corporate credit union's total assets and outstanding advances from the FHLB. The FHLB stock is carried at cost within other investments and its disposition is restricted. No ready market exists for the FHLB stock, and it has no quoted market value.

Federal Reserve Bank of Kansas City

Millennium Corporate received approval from the Federal Reserve Bank (FRB) of its request to waive the bankers' bank exemption effective November 3, 2023. As such, Millennium Corporate may borrow from the FRB and incur daylight overdrafts. Subsequent to December 31, 2023, Millennium Corporate requested an increase in its net debit cap category to the "de minimis cap" level.

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investments in Credit Union Service Organizations

Millennium Corporate has invested in credit union service organizations (CUSOs) to obtain certain services, including brokered certificates of deposit program for member credit unions (Primary Financial Company, LLC), business services to member credit unions (CU Business Group), and investment brokerage and advisory services (CU Investment Services, LLC). Millennium Corporate also invested in a CUSO to support credit unions access to certain services using block chain technology (CULedger Heartland, LLC).

The investments in Primary Financial Company, LLC and CU Investment Services, LLC are accounted for under the equity method. The investments in CU Business Group and CULedger Heartland, LLC are accounted for under the cost method.

Loans to Members

Loans to members are stated at the amount of unpaid principal balance. Interest on loans is recognized over the terms of the loans and is calculated using the simple-interest method on principal amounts outstanding. Based on the availability of collateral, analyses of the creditworthiness of member borrowers, past loan performance, current conditions, and a reasonable and supportable forecast, management believes zero losses exist within the loan portfolio and therefore does not consider an allowance for credit losses necessary.

Regulatory agencies, as an integral part of their examination process, periodically review the Millennium Corporate's loan portfolio, and may require Millennium Corporate to provide an allowance for credit losses based on their judgment about information available to them at the time of their examinations.

Property and Equipment

Land is carried at cost. Property and equipment are recorded at cost, less accumulated depreciation, and amortization. Depreciation is provided for using the straight-line method over the estimated useful lives of the assets. Amortization of leasehold improvements is provided for using the straight-line method over the terms of the related leases.

Operating Lease Arrangement

As of January 1, 2021, Millennium Corporate adopted FASB Accounting Standard Codification (ASC) 842 for its operating lease of the St. Louis office space. The Right-of-Use Asset and corresponding Right-of-Use Liability were calculated based on the present value of the monthly lease payments over the 103-month initial lease term. The lease payments were discounted using a rate determined when the lease was recognized. Since the discount rate implicit in the lease was not known, we utilized a commensurate borrowing rate from the FHLB Topeka of 1.410% to estimate the discount rate that we believed approximates a collateralized borrowing rate for the estimated duration of the lease.

As part of the asset purchase agreement for the acquisition of the Item Processing business unit, the St. Louis office space related to the Item Processing operations, was assigned to Millennium Corporate for which an additional Operating Right-of-Use Asset was calculated at a 3.490% discount rate.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Operating Lease Arrangement (Cont'd)

Millennium Corporate's lease has a remaining lease term of 59 months, which includes an option to extend the lease for up to 60 months. The lease contains variable lease payments that change on May 1st of each year.

The Operating Right-of-Use Assets represent Millennium's Corporate's right to use an underlying asset for the lease term, and Operating Right-of-Use Liabilities represent Millennium Corporate's obligation to make lease payments arising from the lease.

Operating Right-of-Use Liabilities totaling \$345,800 and \$405,867 on December 31, 2023 and December 31, 2022, respectively are included in accrued expenses and other liabilities. Operating Right-of-Use Assets totaling \$476,899 and \$476,899 on December 31, 2023 and December 31, 2022 are included in property and equipment. The amortization of the operating Right-of-Use Assets and the accretion of the Operating Right-of-Use Liabilities are reported together as fixed lease expense and are included in office operations within non-interest expenses.

The St. Louis office lease contains a one, five-year renewal option that runs concurrent with the initial term, at the then current comparable market rates as reasonably agreed by the lessor and lessee, exercisable with the required notification. The operating lease currently has a remaining lease term of 5 years and a 2.44% weighted average discount rate.

The future minimum lease commitments under operating leases at December 31, 2023 are as follows:

	<u>Amount</u>
Minimum lease commitments in 2024	\$ 71,162
Minimum lease commitments in 2025	73,026
Minimum lease commitments in 2026	74,891
Minimum lease commitments in 2027	76,755
Minimum lease commitments in 2028	72,017
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Future minimum lease commitments	\$ 367,851
Less imputed interest	(22,051)
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Present value of Operating Right-of-Use Liabilities	<u>\$ 345,800</u>

NCUSIF Deposit

The deposit in the National Credit Union Share Insurance Fund (NCUSIF) is in accordance with NCUA regulations, which require the maintenance of a deposit by each insured credit union in an amount equal to one percent of its insured shares. The deposit would be refunded to Millennium Corporate if its insurance coverage is terminated or if the operations of the fund are transferred from the NCUA Board. Millennium Corporate is required to pay an annual insurance premium equal to one-twelfth of one percent of its total insured shares, unless the payment is waived, reduced, or increased by the NCUA Board of Directors. The NCUA assessed no premium in 2023 and 2022.

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Members' Accounts

Members' accounts are classified as equity to denote the ownership interest of its members. This classification conforms to the statutory definition and is consistent with past longstanding practice. Accounting principles generally accepted in the United States of America require that members' shares and deposits accounts be classified as liabilities, similar to deposit accounts at other financial institutions.

Members' accounts are subordinated to all other liabilities of Millennium Corporate upon liquidation. Interest on members' accounts is based on available earnings at the end of an interest period and is not guaranteed by the corporate credit union. Interest rates on members' share accounts are set by the Board of Directors based on an evaluation of current and future market conditions.

Perpetual Contributed Capital

Perpetual contributed capital (PCC) is perpetual, non-cumulative accounts with no stated maturity, and qualifies as equity under United States generally accepted accounting principles. In addition, PCC is not negotiable or assignable but may be transferable to another eligible member credit union under certain provisions.

Each member holding PCC is entitled to one vote on any matter subject to vote by the membership, including election of the Board of Directors. In accordance with NCUA Regulation 704.2, PCC is not subject to share insurance coverage by the NCUSIF and is available to cover losses that exceed retained earnings.

Dividends on PCC are not guaranteed and may be suspended if earnings are negative and/or capital levels fall below regulatory and/or policy minimum levels.

Equity Acquired in Merger

Equity acquired in a merger represents equity accounted for in accordance with the acquisition method of accounting. Under this accounting method, retained earnings, restricted and unrestricted, of the acquiree are combined on the acquirer's statement of financial condition as a component of equity called merged equity. This component is considered part of retained earnings as defined by regulations established by the NCUA.

Accumulated Other Comprehensive (Loss) Income

Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gain and losses on available-for-sale securities, are reported as a separate component of the members' equity section of the statements of financial condition.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Income Taxes

Millennium Corporate is exempted from most federal, state, and local taxes under the provisions of the Internal Revenue Code and state tax laws. FASB ASC 740-10-25, *Income Taxes, Overall Recognition* clarifies accounting for uncertain income taxes reported in the financial statements. The interpretation provides criteria for assessment of individual tax positions and a process for recognition and measurement of uncertain tax positions. Tax positions are evaluated on whether they meet the “more likely than not” standard for sustainability upon examination by tax authorities.

Millennium Corporate is a state-chartered credit union as defined in Internal Revenue Code (IRC) Section 501(c)(14). As such, Millennium Corporate is exempt from federal taxation of income derived from the performance of activities directly related to its exempt purposes. However, IRA Section 511 imposes a tax on the unrelated business income (UBI) derived by a state-chartered credit union.

With few exceptions, Millennium Corporate is no longer subject to U.S. Federal or state and local income tax examinations by tax authorities for years before 2019.

Off-Balance Sheet Credit Related Financial Instruments

In the ordinary course of business, Millennium Corporate has entered into commitments to extend credit. Such financial instruments are recorded when they are funded.

U.S. Central Asset Management Estate

As a result of the financial crisis of 2008 – 2009, U.S. Central Corporate Federal Credit Union (U.S. Central), along with four other corporate credit unions, were placed in federal conservatorship. The NCUA issued Millennium Corporate claim certificates for its Membership Capital Shares and Paid-in Capital holdings in U.S. Central of \$60,762,180 and \$16,927,000, respectively.

Distributions on the Member Capital Shares claims were \$2,977,347 and \$24,455,269 for the period ending December 31, 2023 and 2022, respectively. These distributions, coupled with distributions in 2021, paid in full Millennium Corporates’ claims certificates for its Membership Capital Shares holdings.

Distributions on the Paid-in Capital claims were \$7,938,763 and \$0 for the period ending December 31, 2023 and 2022, respectively.

It was the desire and the planned intent of Millennium Corporate’s Board of Directors to repay all previously depleted Membership Shares and Paid-in Capital member credit unions held in Kansas Corporate, Missouri Corporate and Treasure State (collectively, now known as Millennium Corporate), of \$10,325,924 and \$15,674,700, respectively. As of December 31, 2022, Millennium Corporate paid and/or accrued \$10,452,299 to member credit unions, representing 67% Paid-in Capital. As of December 31, 2023, Millennium Corporate paid in full the member credit unions’ previously depleted Paid-in-Capital.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 2 SECURITIES AVAILABLE-FOR-SALE

Securities available-for-sale consists of the following as of December 31, 2023 and December 31, 2022:

December 31, 2023 Securities Available-for-Sale	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 224,604,073	\$ -	\$ (13,552,506)	\$ 211,051,567
Agency notes	151,000,000	405,140	(1,787,730)	149,617,410
SBA debentures	63,390,759	600,771	(85,625)	63,905,905
Asset backed pass-throughs	77,260,002	68,535	(140,855)	77,187,682
Private-issue security	19,891	-	(208)	19,683
Total Investments	<u>\$ 516,274,725</u>	<u>\$ 1,074,446</u>	<u>\$ (15,566,924)</u>	<u>\$ 501,782,247</u>

December 31, 2022 Securities Available-for-Sale	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 272,591,723	\$ 49	\$ (13,226,046)	\$ 259,365,726
Agency notes	151,000,000	151,690	(1,765,763)	149,385,927
SBA debentures	84,448,541	5,336,123	(169)	89,784,495
Asset backed pass-throughs	111,173,842	9,096	(381,290)	110,801,648
Private-issue security	30,959	-	(467)	30,492
Total Investments	<u>\$ 619,245,065</u>	<u>\$ 5,496,958</u>	<u>\$ (15,373,735)</u>	<u>\$ 609,368,288</u>

The amortized cost and estimated market value of investment securities, by contractual maturity and expected maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Maturity	Contractual Maturity		Expected Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 6,202,927	\$ 6,068,125	\$ 56,688,718	\$ 55,161,573
Due in one to three years	86,030,507	86,251,375	115,560,747	115,249,863
Due in three to ten years	270,142,336	267,026,923	340,184,880	328,677,076
After 10 years	153,898,955	142,435,824	3,840,380	2,693,735
	<u>\$ 516,274,725</u>	<u>\$ 501,782,247</u>	<u>\$ 516,274,725</u>	<u>\$ 501,782,247</u>

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 2 SECURITIES AVAILABLE-FOR-SALE (CONT'D)

Below is information as of December 31, 2023 and December 31, 2022, respectively, that has aggregated gross unrealized losses by investment category and length of time that the individual securities have been in a continuous loss position:

December 31, 2023 Securities Available-for-Sale	Less Than Twelve Months		Greater Than Twelve Months	
	Market Value	Gross Unrealized Losses	Market Value	Gross Unrealized Losses
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 5,894,953	\$ (234,068)	\$ 205,156,615	\$ (13,318,438)
Agency notes	14,614,965	(385,035)	43,597,305	(1,402,695)
SBA debentures	18,048,388	(85,504)	48,148	(121)
Asset backed pass-throughs	25,856,585	(98,801)	1,317,562	(42,054)
Private-issue security	-	-	19,683	(208)
Totals	\$ 64,414,891	\$ (803,408)	\$ 250,139,313	\$ (14,763,516)

December 31, 2022 Securities Available-for-Sale	Less Than Twelve Months		Greater Than Twelve Months	
	Market Value	Gross Unrealized Losses	Market Value	Gross Unrealized Losses
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 154,484,279	\$ (3,033,216)	\$ 104,651,427	\$ (10,192,830)
Agency notes	67,158,324	(841,676)	19,075,913	(924,087)
SBA debentures	-	-	17,457	(169)
Asset backed pass-throughs	74,231,479	(303,832)	1,552,819	(77,458)
Private-issue security	-	-	30,492	(467)
Totals	\$ 295,874,082	\$ (4,178,724)	\$ 125,328,108	\$ (11,195,011)

The bulk of investment securities with unrealized losses are debt securities from federal agencies or government sponsored enterprises, which carry an implicit guarantee of the principal balances of these securities by the United States government. Currently, Millennium Corporate has 90 investment securities with unrealized losses, with 76 of the investment securities experiencing unrealized losses for greater than 12 months. On December 31, 2022, Millennium Corporate had 97 investment securities with unrealized losses, with 43 of the investment securities experiencing unrealized losses for greater than 12 months.

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 2 SECURITIES AVAILABLE-FOR-SALE (CONT'D)

The credit union does not intend to sell any of these securities, and it is more likely than not that the credit union will not be required to sell any of these securities before a period of time sufficient to allow for any anticipated recovery in fair value. Management believes all above unrealized losses to be temporary and not related to credit factors, as all mortgage backed, agency notes, and SBA debentures, have been issued by the United States government, government agencies or government sponsored enterprises, while the asset backed securities are AAA rated.

NOTE 3 SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL

Resale agreements are collateralized primarily with U.S. government or government agency securities. Such agreements provide Millennium Corporate with the right to maintain the relationship between the market value of the collateral and the receivable. Millennium Corporate uses Bank of New York to take physical possession of the collateral underlying Millennium Corporate's resale agreements.

At December 31, 2023 and 2022, Millennium Corporate received collateral under resale agreements that it is permitted by contract or custom to sell or repledge totaling \$52,502,340 and \$52,155,100, respectively. Of these amounts, none were repledged.

Millennium Corporate's securities purchased under agreements to resell in gross and net amounts at December 31, 2023 and 2022 are as follows:

	<u>12/31/23</u>	<u>12/31/22</u>
Gross amount of recognized assets	\$ 50,000,000	\$ 50,000,000
Amount offset in statement of financial condition	-	-
Net presented in statement of financial condition	<u>\$ 50,000,000</u>	<u>\$ 50,000,000</u>

NOTE 4 LOANS TO MEMBERS

The composition of loans to members consists of the following:

	<u>12/31/23</u>	<u>12/31/22</u>
Term loans	\$ 37,000,000	\$ 46,110,908
Demand loans	9,693,973	17,464,468
Total Loans to Members	<u>\$ 46,693,973</u>	<u>\$ 63,575,376</u>

An allowance for credit losses was not considered necessary at December 31, 2023 or 2022, for loans to members based on management's continuing review and evaluation of the loan portfolio.

MILLENNIUM CORPORATE CREDIT UNION

Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 5 PROPERTY AND EQUIPMENT

The following is a summary of property and equipment, at cost, less accumulated depreciation, and amortization:

	<u>12/31/23</u>	<u>12/31/22</u>
Land	\$ 92,432	\$ 92,432
Building	1,447,667	1,447,667
Furniture and equipment	1,432,045	1,378,519
Leasehold improvements	73,592	73,592
Operating Right-of-use assets	476,899	476,899
Total Property and Equipment	<u>\$ 3,522,635</u>	<u>\$ 3,469,109</u>
Less: Accumulated depreciation and amortization	<u>(2,027,117)</u>	<u>(1,773,647)</u>
Net Property and Equipment	<u>\$ 1,495,518</u>	<u>\$ 1,695,462</u>

Depreciation expense charged to operations totaled \$214,203 and \$196,420, as of December 31, 2023 and 2022, respectively. Cash lease payments made under the operating lease of the St. Louis office space totaled \$69,297 and \$47,564, as of December 31, 2023 and 2022, respectively. Cash lease payments made under the operating lease of the Item Processing – West office located in Wichita, totaled \$42,702 and \$17,792 as of December 31, 2023 and 2022, respectively.

NOTE 6 INVESTMENT IN CREDIT UNION SERVICE ORGANIZATIONS

The following is a summary of investment in credit union service organizations (CUSOs):

	<u>12/31/23</u>	<u>12/31/22</u>
Primary Financial	\$ 2,040,012	\$ 1,986,621
CU Investment Solutions	464,456	785,166
Credit Union Businss Group	120,000	120,000
CULedger	<u>1</u>	<u>1</u>
Investment in CUSOs	<u>\$ 2,624,469</u>	<u>\$ 2,891,788</u>

A summary of the above investments in CUSOs are as follows:

- **Primary Financial Company, LLC** – Millennium Corporate invested \$100,000 for two shares in 2003 and acquired five additional shares with the acquisition of Treasure State Corporate Credit Union in December 2011. With the July 2015 Missouri Corporate merger, another two shares were acquired for a total of nine shares. The investment as of December 31, 2023, represented 12% of the total equity and was made for the purpose of providing brokered certificate of deposit services to member credit unions. The investment in this cooperative CUSO is accounted for under the equity method.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 6 INVESTMENT IN CREDIT UNION SERVICE ORGANIZATIONS (CONT'D)

- **CU Investment Solutions, LLC** – Millennium Corporate invested \$100,000 for ten shares in 2011. With the Missouri Corporate merger, another ten shares were acquired for a total of twenty shares. The investment as of December 31, 2023, represents 22.22% of the total ownership and was made for the purpose of offering investment brokerage services to member credit unions, in addition to Millennium Corporate receiving net economic valuation reporting services. This investment is accounted for under the equity method.
- **Credit Union Business Group (CUBG), LLC** – Millennium Corporate invested \$120,000 for 30 shares in 2007. The investment as of December 31, 2023 represents 4.41% of the total ownership and was made for the purpose of offering business lending services to member credit unions. This investment is accounted for under the cost method.
- **CULedger Heartland, LLC** – Millennium Corporate invested \$19,731 for one-thirteenth share in 2018. The investment as of December 31, 2023 represents 7.692% of the total ownership and was made for the purpose for CULedger Heartland, LLC to acquire one share of CULedger, LLC, a fin-tech CUSO using block chain technology to offer call center services, fraud services, identity, etc. In 2023, an additional \$500 in capital was contributed to cover certain operating expenses. Also in 2022, this investment was written down by \$10,230. This investment is accounted for under the cost method.

NOTE 7 GOODWILL

On December 31, 2022, Millennium Corporate elected to perform a qualitative assessment of its \$3,052,148 Goodwill to determine if it was more than likely than not that the fair value of the purchased net assets from Shared Financial Solutions, Inc. exceeded its carrying value, including goodwill. The qualitative assessment indicated that it was more likely than not the carrying value of the purchased net assets from Shared Financial Solutions, Inc. exceeded its fair value. Therefore, Millennium Corporate proceeded to complete step 2 on the step 2 impairment process.

Millennium Corporate measured the extent of the impairment loss and recognized a \$3,052,148 loss to the income statement for the year ending December 31, 2022. The facts and circumstances that led to an impairment of goodwill included anticipated future decline in transactional volumes and future absorbed costs to upgrade the item processing operations. This analysis also included a review of the remaining intangible asset for the non-compete agreement clause stipulated in the asset purchase agreement. With the subsequent merger of Shared Financial Solutions, Inc. and Heartland Credit Union Association into Cornerstone League, which does not offer item processing services to its member credit unions, there is no longer any relevancy to this intangible asset. Therefore, as of December 31, 2022, the remaining value of the non-compete agreement of \$204,179 was written off.

The fair value of the net assets from Shared Financial Solutions, Inc. on December 31, 2022 was based on a discounted cash flow model.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 8 MEMBERS' ACCOUNTS

The composition of members' accounts consists of the following:

	<u>12/31/23</u>	<u>12/31/22</u>
Managed liquidity	\$ 712,612,049	\$ 392,386,378
Daily shares	200,180,412	242,894,463
Certificates of deposits	143,347,024	137,865,089
Membership shares	4,057,957	4,106,645
Total Members' Accounts	<u>\$ 1,060,197,442</u>	<u>\$ 777,252,575</u>

The aggregate amount of members' time deposit accounts in denominations greater than \$250,000 was \$61,091,828 and \$81,492,000 as of December 31, 2023 and 2022, respectively.

The aggregate amount of members' insured accounts were \$56,509,943 and \$53,587,884 as of December 31, 2023 and 2022, respectively.

The breakdown of members' accounts between interest bearing and non-interest-bearing deposits as of December 31, 2023 and December 31, 2022 are as follows:

	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
	<u>Interest Bearing</u>	<u>Non-Interest Bearing</u>	<u>Interest Bearing</u>	<u>Non-Interest Bearing</u>
Managed liquidity	\$ 712,612,049	\$ -	\$ 392,386,378	\$ -
Daily shares	200,180,257	155	242,876,918	17,545
Certificates of deposits	143,347,024	-	137,865,089	-
Membership shares	4,057,957	-	4,106,645	-
Total Members' Accounts	<u>\$ 1,060,197,287</u>	<u>\$ 155</u>	<u>\$ 777,235,030</u>	<u>\$ 17,545</u>

Certificates of deposits by maturity as of December 31, 2023 are as follows:

	<u>Amount</u>
Certificates maturing within one year	\$ 77,107,089
Certificates maturing within one year to two years	31,555,000
Certificates maturing within two years to three years	26,786,107
Certificates maturing within three years to four years	3,300,828
Certificates maturing within four years to five years	4,348,000
Certificates maturing within five years to six years	250,000
Total Certificates of Deposits	<u>\$ 143,347,024</u>

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 8 MEMBERS' ACCOUNTS (CONT'D)

Excess balance accounts (EBAs) are limited-purpose accounts for maintaining excess balances in an interest-earning account at the Federal Reserve Bank through a correspondent financial institution such as Millennium Corporate. EBAs are intended to allow eligible institutions, such as credit unions, to earn interest on their excess balances (i.e., overnight funds that exceed maximum balance limits) in an account relationship directly with the Federal Reserve Bank without significantly disrupting the established correspondent relationship with Millennium Corporate.

Millennium Corporate reserves the right to retain funds for liquidity purposes and deny instructions from eligible member credit unions to move funds into the EBA product. Millennium Corporate may terminate and/or suspend the EBA product without advanced notice. EBAs are a liability of the Federal Reserve Bank and, therefore, are not included on Millennium Corporate's statement of financial condition.

NOTE 9 BORROWINGS

Millennium Corporate has a secured line of credit available with Federal Home Loan Bank of Topeka totaling \$400,380,463. The line of credit is secured by eligible investment securities of Millennium Corporate under a blanket pledge agreement. At December 31, 2023, \$424,345,250 of Millennium Corporate's available-for-sale securities was pledged to the FHLB as collateral for the line of credit. As of December 31, 2023, outstanding borrowings amounted to \$104,005,500.

In November 2022, in conjunction with its relinquishment of its bankers' bank exemption, Millennium Corporate obtained a net debit cap category borrowing arrangement with the Federal Reserve Bank of Kansas City. At December 31, 2023, there were no outstanding borrowings on the available credit totaling \$74,505,062.

NOTE 10 401(k) PLAN

Millennium Corporate maintains a 401(k) Plan and Trust ("Plan") which is a qualified retirement plan that allows employees to defer a portion of their salary into the Plan. Employees are eligible to participate in the Plan after three months of service. Millennium Corporate contributes up to 5% of an employee's annual salary. Participants become 20% vested in the employer contributions per year and become 100% vested after five years of credited service. Beginning in 2021, participants are also 100% vested in employer safe harbor contributions.

The 401(k) expense for this Plan totaled \$142,353 and \$111,471 for the years ended December 31, 2023 and 2022, respectively.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 11 FAIR VALUE OF FINANCIAL INSTRUMENTS

Determination of Fair Value

Accounting guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair Value Hierarchy

To increase consistency and comparability in fair value and related disclosures, a three-level hierarchy prioritizes the inputs to valuation techniques used to measure fair value with the highest priority to Level 1 and lowest priority to Level 3 as further discussed below.

- Level 1 Valuations based on unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets.
- Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models, and similar techniques not based on market, exchange, dealer, or broker-traded transactions.

Valuation Techniques for Financial Instruments at Fair Value on a Recurring Basis

Fair values of assets and liabilities measured on a recurring basis at December 31, 2023 are as follows:

December 31, 2023	Total	Level	Level	Level
Securities Available-for-Sale	Fair Value	1	2	3
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 211,051,567	\$ -	\$ 211,051,567	\$ -
Agency notes	149,617,410	-	149,617,410	-
SBA debentures	63,905,905	-	63,905,905	-
Asset backed pass-throughs	77,187,682	-	77,187,682	-
Private-issue security	19,683	-	19,683	-
	<u>\$ 501,782,247</u>	<u>\$ -</u>	<u>\$ 501,782,247</u>	<u>\$ -</u>

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 11 FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

Valuation Techniques for Financial Instruments at Fair Value on a Recurring Basis

Fair values of assets and liabilities measured on a recurring basis at December 31, 2022 are as follows:

<u>December 31, 2022</u> <u>Securities Available-for-Sale</u>	<u>Total</u> <u>Fair Value</u>	<u>Level</u> <u>1</u>	<u>Level</u> <u>2</u>	<u>Level</u> <u>3</u>
U.S. government and agencies:				
Mortgage backed pass-throughs	\$ 259,365,726	\$ -	\$ 259,365,726	\$ -
Agency notes	149,385,927	-	149,385,927	-
SBA debentures	89,784,495	-	89,784,495	-
Asset backed pass-throughs	110,801,648	-	110,801,648	-
Private-issue security	30,492	-	30,492	-
	<u>\$ 609,368,288</u>	<u>\$ -</u>	<u>\$ 609,368,288</u>	<u>\$ -</u>

Valuation Techniques for Financial Instruments at Fair Value on a Non-Recurring Basis

Millennium Corporate did not have any assets or liabilities that were measured at fair value on a non-recurring basis at December 31, 2023 and 2022.

NOTE 12 REGULATORY REQUIREMENTS

Millennium Corporate is considered to be a corporate credit union and therefore governed by NCUA Rules and Regulations Part 704.3. The rules include the capital framework, definition of various capital instruments, and the capital ratios a corporate credit union must meet.

As of December 31, 2023, and 2022, respectively, Millennium Corporate is required to meet the following capital ratio requirements:

- Retained earnings ratio
- Tier 1 capital ratio
- Tier 1 risk-based capital ratio
- Total risk-based capital ratio

1. Retained Earnings Ratio

This ratio is defined as Millennium Corporate's retained earnings (i.e., the sum of retained earnings and equity acquired in a merger) divided by the moving daily average net assets (MDANA).

Millennium Corporate is required to have a minimum of 1.00% (or 100 basis points) to be adequately capitalized.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 12 REGULATORY REQUIREMENTS (CONT'D)

2. Tier 1 Capital Ratio

This ratio is defined as Millennium Corporate's Tier 1 capital (i.e., the sum of retained earnings, perpetual contributed capital, and equity acquired in merger, modified by deducting equity and debt investments in unconsolidated CUSOs) divided by the MDANA.

Millennium Corporate is required to have a minimum 4.0% to be adequately capitalized and a minimum 5.0% level to be well capitalized.

3. Tier 1 Risk-Based Capital Ratio

This ratio is defined as Millennium Corporate's Tier 1 capital divided by moving monthly average net risk-weighted assets (MMANRA).

Millennium Corporate is required to have a minimum of 4.0% to be adequately capitalized and a minimum 6.0% level to be well capitalized.

4. Total Risk-Based Capital Ratio

This ratio is defined as Millennium Corporate's total capital (i.e., Tier 1 capital plus PCC excluded from regulatory capital) divided by MMANRA.

Millennium Corporate is required to have a minimum 8.0% to be adequately capitalized and a minimum 10.0% level to be well capitalized.

The following tables outlines the components of regulatory capital at December 31, 2023 and 2022, respectively:

	<u>12/31/23</u>	<u>12/31/22</u>
Perpetual contributed capital	\$ 54,322,879	\$ 54,252,571
Retained earnings	77,763,905	59,605,732
Investments in credit union service organizations	<u>(2,624,469)</u>	<u>(2,891,788)</u>
Tier 1 capital	<u>\$ 129,462,315</u>	<u>\$ 110,966,515</u>
PCC excluded from regulatory capital	<u>-</u>	<u>-</u>
Total capital	<u><u>\$ 129,462,315</u></u>	<u><u>\$ 110,966,515</u></u>

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 12 REGULATORY REQUIREMENTS (CONT'D)

Millennium Corporate's moving daily average net assets (MDANA) and moving monthly average net risk-weighted assets (MMANRA) for December 31, 2023 and 2022, are as follows:

	<u>12/31/23</u>	<u>12/31/22</u>
Moving daily average net assets	<u>\$ 910,888,373</u>	<u>\$ 1,256,896,357</u>
Moving monthly average net risk-weighted assets	<u>\$ 125,911,207</u>	<u>\$ 149,100,062</u>

Millennium Corporate's calculated capital ratio requirements at December 31, 2023 and 2022, respectively, are as follows:

<u>Corporate Credit Unions</u> <u>Capital Ratio Requirements</u>	<u>Calculated Ratios</u>		<u>Adequately</u> <u>Capitalized</u> <u>Minimum</u>	<u>Well</u> <u>Capitalized</u> <u>Minimum</u>
	<u>12/31/23</u>	<u>12/31/22</u>		
Retained earnings ratio	8.54%	4.74%	1.00%	N/A
Tier 1 capital ratio	14.21%	8.83%	4.00%	5.00%
Tier 1 risk based capital ratio	102.82%	74.42%	4.00%	6.00%
Total risk based capital ratio	102.82%	74.42%	8.00%	10.00%

Millennium Corporate is also required under NCUA Regulation 704 to maintain a minimum net economic value ratio. The net economic value ratio is calculated by dividing the net economic value amount by the fair value of the assets. The net economic value is defined as the fair value of assets minus the fair value of liabilities.

The regulations require corporate credit unions to have a minimum net economic value ratio of 2.00%. The regulation also requires the net economic ratio to not decline more than 15.00% at any one time when the portfolio undergoes an interest rate shock of plus or minus 300 basis points.

Millennium Corporate uses a third-party pricing service to calculate these ratios on a monthly basis. The net economic value ratios at December 31, 2023 and 2022, respectively, are as follows:

	<u>12/31/23</u>	<u>12/31/22</u>
Net economic value ratio	9.412%	9.560%
Percentage change with 300 basis points down	2.317%	4.056%
Percentage change with 300 basis points up	-3.965%	-4.681%

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 13 REVENUE FROM CONTRACTS WITH MEMBERS

Millennium Corporate has portions of its revenue within non-interest income that falls within the scope of new revenue recognition guidelines. The following table presents Millennium Corporate's sources of non-interest income for the twelve months ended December 31, 2023 and December 31, 2022. Items outside of the scope of the new guidelines are noted as such.

	<u>12/31/23</u>	<u>12/31/22</u>
Financial services fees, net	\$ 3,213,250	\$ 2,000,574
Asset-liability management fees	444,256	361,799
Other, net	265,389	849,360
Non-interest income outside scope	<u>(267,319)</u>	<u>(73,223)</u>
Total Non-Interest Income	<u>\$ 3,655,576</u>	<u>\$ 3,138,510</u>

Financial Services Fees

Millennium Corporate earns fees from payment services from its members for transaction-based and account maintenance services provided to its members by third-party providers. Transaction-based fees, which include services such as ACH fees, share draft processing fees, vault cash ordering and delivery, securities safekeeping, and wire transfer fees, are recognized at the time the transaction is executed as that is the point in time that Millennium Corporate fulfills the member's request (via third party providers). Account maintenance fees, which relate primarily to monthly maintenance and access fees, are earned over the course of the month, representing the period over which Millennium Corporate (via third-party providers) satisfies the performance obligation. Because Millennium Corporate (1) acts as an agent in arranging the relationship between the member and the third-party providers and (2) does not control the services rendered to the members, financial services fees are shown net of related costs, including \$3,042,804 and \$2,944,979 in third-party costs to provide these services for the years ending December 31, 2023 and December 31, 2022, respectively.

Millennium Corporate earns fees by providing item processing services to its members. The revenue from these fees is recognized when services or transactions are completed and are based on the type of services provided and agreed-upon rates. Payments for services provided are either withdrawn from the member's account as services are rendered or in the billing period following the completion of the service.

Asset-Liability Management Fees

Millennium Corporate earns fees by providing asset-liability advisory services to its members. These fees are primarily earned upon the completion of consulting services over a period of time. The services performed over time are typically billed monthly and the income is recognized over the period of time the performance obligation is fulfilled.

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 13 REVENUE FROM CONTRACTS WITH MEMBERS (CONT'D)

Other

Millennium Corporate earns fees from third parties by providing brokerage services. Millennium Corporate receives commissions from the third-party service providers on a monthly basis based upon member activity for the month. A portion of the commissions are recognized at the service date and a receivable is recorded until commissions are received typically the following month. The remaining portion of the commissions are recognized when the commissions are received. Because Millennium Corporate (1) acts as agent in arranging the relationship between the member and the third-party providers and (2) does not control the services rendered to the members, a portion of other income is shown net of related costs, including \$80,027 and \$183,985 in third-party costs to provide these services for the years ending December 31, 2023 and December 31, 2022, respectively.

Millennium Corporate also earns fees by providing annual line of credit reviews to its members. These fees are primarily earned upon the completion of credit evaluation services over a period of time. The services performed over time are typically once a year, and the income is recognized over the period of time the performance obligation is fulfilled.

NOTE 14 COMMITMENTS AND CONTINGENT LIABILITIES

Off-Balance Sheet Risk

Millennium Corporate is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its members and to reduce its own exposure to fluctuations in interest rates. These financial instruments are commitments to extend credit. These instruments involve, in varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the statement of financial condition. The contract or notional amounts of those instruments reflect the extent of involvement the credit union has in particular classes of financial instruments.

Millennium Corporate's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit is represented by the contractual notional amount of those instruments. Millennium Corporate makes the same credit policies in making commitments as it does for on-balance-sheet instruments.

Millennium Corporate requires collateral or other security to support financial instruments with credit risk.

Millennium Corporate had the following financial instruments whose contract amounts represent credit risk as of December 31, 2023 and 2022, respectively:

	<u>12/31/23</u>	<u>12/31/22</u>
Unused advised lines of credit	\$ 1,367,470,124	\$ 1,100,556,721
	<u>\$ 1,367,470,124</u>	<u>\$ 1,100,556,721</u>

MILLENNIUM CORPORATE CREDIT UNION
Wichita, Kansas

NOTES TO THE FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 14 COMMITMENTS AND CONTINGENT LIABILITIES (CONT'D)

Off-Balance Sheet Risk (Cont'd)

Commitments to extend credit are agreements to lend to a member if there is no violation of any condition established in the contract. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Millennium Corporate annually evaluates each member's creditworthiness on a case-by-case basis.

Contingent Liabilities

Millennium Corporate management is unaware of any legal claims against Millennium Corporate that may have arisen in the normal course of business.