



Notice of Special Meeting of the Members of Erie Metro Federal Credit Union

May 1, 2019

On January 17, 2019, the Board of Directors of Erie Metro FCU approved a proposition to merge with the Financial Trust Federal Credit Union. You are encouraged to attend a special meeting of your credit union at the Woodlawn Vol. Fire Co., 3281 Lakeshore Rd., Blasdell, NY on **Tuesday, June 18, 2019 at 6:00 pm.**

Purpose of the Meeting: The meeting has 2 purposes:

1. To consider and act upon a plan and proposal for merging Erie Metro FCU with and into Financial Trust FCU, (hereinafter referred to as the “Continuing Credit Union”), whereby all assets and liabilities of Erie Metro FCU will be merged with and into the Continuing Credit Union. All members of Erie Metro FCU will become members of the Continuing Credit Union and will be entitled to and will receive shares in the Continuing Credit Union for the shares they own in Erie Metro FCU on the effective date of the merger.
2. To ratify, confirm and approve the action of the Board of Directors in authorizing the officers of Erie Metro FCU, subject to the approval of members, to do all things and to execute all agreements, documents, and other papers necessary to carry out the proposed merger.

If this merger is approved, our credit union will transfer all its assets and liabilities to the continuing credit union. As a member of our credit union, you will become a member of the continuing credit union. On the effective date of the merger, you will receive shares in the continuing credit union for the shares you own now in our credit union.

The Board of Directors of Erie Metro FCU encourages you to attend the meeting and vote on the proposed merger. Whether or not you expect to attend the meeting, we urge you to sign, date and promptly return the enclosed ballot to vote on the proposed merger.

If you wish to submit comments about the merger to share with other members, you may submit them to the National Credit Union Administration (NCUA) at (<https://www.ncua.gov/services/Pages/resources-expansion/comments-proposed-merger.aspx>). The NCUA will post comments received from members on its website, along with the member’s name, subject to the limitations and requirements of its regulations.

Other Information Related to the Proposed Merger

The directors of the participating credit unions carefully analyzed the assets and liabilities of the participating credit unions and appraised each credit union's share values. The appraisal of the share values appears on the attached individual and consolidated statements of the participating credit unions.

The directors of the participating credit unions have concluded that the proposed merger is desirable for the following reasons:

- Financial Trust offers all the products and services available at Erie Metro FCU along with Remote Deposit Capture and Individual Retirement Accounts (IRAs), to name a few.
- Financial Trust provides four convenient locations at Harlem Road in Buffalo, Grand Island, West Seneca and Orchard Park, NY. They will also keep both of Erie Metro offices open and retain all staff.
- Financial Trust serves all of Erie County and provide a Shared-Branching Network with over 5,000 branches nationwide that members can use to access their accounts.

Net Worth: The net worth of a merging credit union (Erie Metro FCU) at the time of a merger transfers to the continuing credit union (Financial Trust FCU). Erie Metro FCU does not have a higher net worth ratio than Financial Trust FCU.

Share adjustment or distribution: Erie Metro FCU will not distribute a portion of its net worth to its members in the merger. The board of directors has determined a share adjustment, or other distribution of Erie Metro's net worth is unnecessary because Financial Trust offers dividend rates that are comparable to or better than other credit unions of similar size in the local market.

Locations of merging and continuing credit unions: Erie Metro FCU's main office at 3291 Lakeshore Road, Blasdell, NY 14219 will remain open. The Erie County Medical Center branch at 462 Grider St., Buffalo NY 14215 will remain open as well. The main office of the continuing credit union will be at 6520 Webster Road, Orchard Park, NY 14127. Financial Trust FCU has the following other full-service locations that are near Erie Metro FCU:

- 3333 Harlem Road, Buffalo, NY 14225
- 4257 Seneca St., West Seneca, NY 14224
- 2014 Grand Island Blvd., Grand Island, NY 14072
- 6520 Webster Road, Orchard Park, NY 14127

The merger must have the approval of a majority of members of the credit union who vote on the proposal.

Enclosed with this Notice of Special Meeting is a Ballot for Merger Proposal. If you cannot attend the meeting, we encourage you to complete the ballot form and return it in the enclosed envelope to the credit union office at 3291 Lakeshore Rd. Blasdell, NY 14219 no later than **June 18, 2019 at 6:00 pm.** To be counted, your ballot must reach us by the date and time announced for the meeting.

BY ORDER OF THE BOARD OF DIRECTORS



Board Presiding Officer

May 1, 2019

Date