Community Bank

# EXECUTIVE AND BOARD COMPENSATION SURVEY

Midwest Region June 2018



#### 1. GENERAL INSTRUCTIONS AND INFORMATION

- Please be sure to read all information carefully and complete as much of the survey as you can.
- You must complete the "ABOUT YOUR BANK" sheet with the survey forms in order for us to properly process your information and ensure that you get a copy of the results.
- Please complete the forms and mail them by July 13, 2018, to:

Mary Boortz · Wipfli LLP · PO Box 690 · Eau Claire, WI 54702-0690

2. JOB DESCRIPTIONS – Select the title and job description that most closely matches the position and role performed within your Bank when completing the survey. We understand that some of your executives may fulfill more than one area of responsibility. Enter compensation information for the executive's primary role.

**President/CEO:** Top executive position at the Bank. Responsible for planning, organizing, directing, and controlling Bank resources to achieve objectives. Reports to the Board of Directors. May also serve as Board Chairman.

**Chief Financial Officer:** Top executive position overseeing the financial functions of the Bank. Responsible for developing and implementing financial plans and policies and directing treasury, budgeting, audit, and tax. Supervises activities of the Treasurer and/or Controller. Titles may include EVP, SVP, VP of Finance.

**Chief Operating Officer:** Typically the #2 position in the Bank. Top executive that assists the President/CEO in the overall administration of the Bank in accordance with policies, goals, and objectives. Develops strategic/budget plans for multiple departments. In the absence of the CEO, may act in his/her place. Titles may include EVP or SVP.

Chief Banking Officer: Top sales and lending executive position in the Bank. Oversees the Bank's overall lending function and is held accountable for bank-wide sales of loans, deposits, and fees. Responsible for the origination, underwriting, processing, closing, servicing, and compliance of the Bank's lending activities, including residential and commercial real estate, commercial, small business, agricultural, and, in some cases, consumer/installment lending. Titles may include EVP, SVP, VP of Lending.

**Chief Credit Officer:** Top executive position responsible for the overall management of credit administration, credit policy, and credit risk management. Coordinates credit underwriting and special assets/collections. Titles may include EVP, SVP, VP of Credit Administration.

Chief Human Resources Officer: Top human resources management position responsible for planning, developing, implementing, and administering the Bank's human resources programs. Provides leadership and guidance on policy and program matters to achieve Bank objectives. Ensures compliance with federal and state employment laws. Titles may include Chief People Officer (CPO), SVP, VP of Human Resources, Human Resources Director.

**Chief Information Officer:** Top executive position responsible for directing and coordinating the Bank's information systems, information technology, and data processing activities. Coordinates the development, implementation, and operation of automated systems and electronic delivery. Evaluates and provides leadership for future technology needs. Titles may include EVP, SVP, VP of Information Systems and Technology.

Chief Risk Officer: Top executive position at the Bank responsible for planning and directing the development of risk management and/or enterprise-wide risk management (ERM). An evolving function at most community banks, this position can oversee bank-wide compliance, regulatory examination preparation, loan review coordination/supervision, whether internal or external, and the development of loss prevention programs that provide maximum protection of the Bank's assets. May also oversee internal or external audit. Titles may include EVP, SVP, VP of Risk Management.

Chief Compliance Officer: Top compliance position responsible for developing, administering, and monitoring programs that ensure compliance with laws, regulations, and rules that govern the Bank's operations and product offerings. Develops training and continuing education programs in concert with specific functional areas to maintain the Bank's compliance. Titles may include SVP, VP of Compliance.

**Chief Operations Officer:** Top operations executive responsible for the management, supervision, and direction of all operation activities including processing and maintaining customer accounts, check processing, funds transfer, lockbox processing, loan operations, and other back office operational activities.

Chief Commercial Banking Officer: Top executive position responsible for the Bank's commercial lending function. Develops and approves lending policies and procedures for lending areas; represents the financial institution in major transactions; makes credit decisions that exceed loan officers' authority. May also supervise banking operations including underwriting, processing, closing, servicing, compliance, and cross sales of deposit services. Supervises the activities of Commercial and Agricultural Banking Officers and monitors loan portfolio performance. Titles may include EVP, SVP, VP of Commercial Banking/Lending.

Chief Retail Banking Officer: Top executive position of the Bank responsible for the management, supervision, and direction of retail/consumer products and services including delivery channels (branch, electronic, contact center). Typically oversees all or many of the following functions: consumer lending, customer service, new accounts, tellers, branch operations, personal/private banking, and possibly marketing. Titles may include EVP, SVP, VP of Branch Administration, VP of Retail Banking.

**Chief Mortgage Loan Officer:** Top executive position responsible for the Bank's mortgage lending function including origination, underwriting, processing, closing, servicing, compliance, and cross sales of other Bank services. Supervises and monitors the activities of Mortgage Loan Originators and Mortgage Operations staff. Titles may include EVP, SVP, VP of Mortgage Lending.

**Head of Wealth:** Top executive position responsible for the Bank's Wealth and Trust businesses including operations and investment services. Develops and reviews trust policies and procedures. Directs staff and/or interacts directly with customers to promote services, including estate planning, financial management, and investment strategies. Titles may include EVP, SVP, VP of Wealth and Trust Management.

**Head of Insurance:** Top executive position responsible for planning, organizing, directing, and managing the overall insurance business including sales and insurance operations. Supervises insurance team and interacts with key customers to promote insurance and Bank products and services. Titles may include EVP, SVP, VP of Insurance. (NOTE: If this position reports to the Chief Retail Officer or Chief Banking Officer, do not submit data.)

#### **ABOUT YOUR BANK**

Bank Name:							
Main Office Street Address:	City, Stat	e, ZIP:					
Individual Supplying Information: This is the person the survey analyst will contact to address any questions regarding the survey.							
Name:	Title:						
Phone:							
Name and Address of Person to Whom the Survey Results Sho	Name and Address of Person to Whom the Survey Results Should Be Sent:						
Name:							
PLEASE COMPLETE THE SURVEY ORDER FORM							
Bank Information:	12. Annual retainer paid to Board member?						
1. Asset size in millions of dollars as of May 31, 2018	\$	If yes, do they also receive per meeting fees in addition to the retainer? If yes, please include fees amount in number 13 below.					
2. Total number of employees for ALL locations as of May 31, 20	18 <u>#</u>	13. Board/Committees (indicate number of meetings					
3. Total number of full-time equivalents for all locations (FTEs)	<u>#</u>	per year and per meeting f		J			
4. Total number of locations (including main)	#	Full Board Meeting	<u>#</u>	<u>\$</u>			
5. Is the Bank majority family owned? YES or NO		Executive/Governance	#	<u>\$</u>			
6. Bank is a (choose one)		Committee					
7. Publicly traded (choose one)		Audit Committee	<u>#</u>	<u></u>			
8. Number of shareholders	<u>#</u>	Compensation Committee					
9. How many Directors are on your Bank Board?	#	Directors' Loan Committee	#	<u>\$</u>			
10. Number of inside Directors on Board	#	Other:		\$			
11. Number of outside Directors on Board	#						
* * * IMPORTANT	INFORMATION AN	ID INSTRUCTIONS * * *					

- 1. Please return this sheet with the attached survey forms. This will ensure you get a copy of the results.
- 2. The only two people who will have access to your bank's individual information are Julia Johnson, Senior Manager, and Mary Boortz, Survey Manager, all at Wipfli LLP. It will not be shared with any other person or group, either within or outside of Wipfli, or with any other bank-period. The confidentiality of your bank's individual information is absolutely ensured. Survey results are compiled and reported only where they will not identify data with an individual bank or person. Only those items with three or more banks AND at least four or more individual incumbents in a position will be reported, and only in summary form.

#### This survey must be returned by July 13, 2018:

Mary Boortz · Wipfli LLP · PO Box 690 · Eau Claire, WI 54702-0690

Questions? Contact Mary Boortz at 715.858.6677 (mboortz@wipfli.com)



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							Chief Risk Officer
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CPAs and Consultants	/		/ //		, /		\
	Chief Compilance	Chief Operations	Chief Commercial Banking Co	Chief Refail	Chief Mortgage	Thea <sub>M</sub> so pea <sub>H</sub>	Head of Insurance
Officer Compensation	/ <sup>2</sup> / <sub>2</sub> / <sub>2</sub> / <sub>2</sub> / <sub>2</sub>	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	Chie Ba,	C. Ban	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	/ /ea/	/ 1/6·3/
1. Years at <u>THIS</u> Bank							
Years in <u>THIS</u> position (including prior employers)							
3. % of ownership in the Bank	%	%	%	%	%	%	%
1. Position is on the Board?	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
5. Does this position have a Change of Control Agreement?	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
6. Does this position have a noncompete agreement?	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
7. Annual base salary as of 6/1/2018	\$	\$	\$	\$	\$	\$	\$
Annual incentive/bonus compensation for 2017 (regardless of when it was paid)	\$	\$	\$	\$	\$	\$	\$
<ul><li>a. Incentive/Bonus comp determined by (F)ormula or (D)iscretionary or (B)oth?</li></ul>	F D B	F D B	F D B	F D B	F D B	F D B	F D B
paid)	\$	\$	\$	\$	\$	\$	\$
Reasons and type of additional cash compensation (please describe)							
Position eligible for long-term incentive comp? (typically 3- to 5-year vesting time horizon)	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
a. If yes, what is the value of the annual contribution?							
<ol> <li>Cash vested (based on specific results or increase in total shareholder equity)</li> </ol>	\$	\$	\$	\$	\$	\$	\$
2) Performance Unit Stock	\$	\$	\$	\$	\$	\$	\$
3) Stock Options	\$	\$	\$	\$	\$	\$	\$
4) Restricted Stock	\$	\$	\$	\$	\$	\$	\$
5) Phantom Stock Options	\$	\$	\$	\$	\$	\$	\$
6) Stock Appreciation Rights (SARS)	\$	\$	\$	\$	\$	\$	\$
11. Inside Director fees	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
a. Director fees paid for regular board meetings?	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
b. Director fees paid for regular committee meetings?	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N	Y or N
c. If yes, total inside director fees paid per year	\$	\$	\$	\$	\$	\$	\$



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	CPAs and Consultants	President/CE <sub>O</sub>		Officer Officer	Chier Operating	Chief Banking Officer	Chier Great Office	Chier Human Resources Oct.	Chier Information Officer	Chief Risk Officer	/
C	Officer Benefits	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		,			/ <i>Spi</i>				/
1.	Health insurance level - (S)ingle, (L)imited, (F)amily or (N)one (choose one)								,		
	a. % of health insurance premium paid by Bank	%		%	%	%	%	%	%	%	
	<ul> <li>Annual premium for health insurance paid by Bank/year (Bank portion only)</li> </ul>	\$	\$		\$	\$	\$	\$	\$	\$	
	c. Position eligible for retiree health insurance?										
2.	Position covered by bank-paid individual life insurance policy with employee as beneficiary?										
	a. If yes, face value of policy	\$	\$		\$	\$	\$	\$	\$	\$	
	b. If yes, annual premium paid by the Bank	\$	\$		\$	\$	\$	\$	\$	\$	
3.	Annual premium for short-term disability insurance/year (for executives only)	\$	\$		\$	\$	\$	\$	\$	\$	
4.	Annual premium for supplemental long-term disability insurance/year (for executives only)	\$	\$		\$	\$	\$	\$	\$	\$	
5.	Do you have a qualified retirement plan (401(k), profit sharing, defined benefit, etc.)?										
	<ul> <li>a. If yes, annual contribution made by the Bank to the executive's account</li> </ul>	% \$	% \$		% \$	% \$	% \$	% \$	% \$	% \$	
6.	Position covered by a SERP (supplemental employee retirement plan—nonqualified plan)?										
	a. % of base salary, OR annual \$\$ put into plan by the Bank	% \$	% \$		% \$	% \$	% \$	% \$	% \$	% \$	
	b. Performance based? (circle one)										
	<ul> <li>Number of years for payment of benefit (please indicate)</li> </ul>	#	#		#	#	#	#	#	#	
	d. Average annual benefit paid upon retirement	\$	\$		\$	\$	\$	\$	\$	\$	
	Other nonqualified benefit plan or contribution plan	% \$	% \$		* % \$	% \$	% \$	% \$	% \$	% \$	
8	Cost of company car or car allowance/year	\$	\$		\$	\$	\$	\$	\$	\$	
9.	Cost of professional dues paid by Bank/year	\$	\$		\$	\$	\$	\$	\$	\$	
10	0. Cost of club memberships paid by Bank/year	\$	\$		\$	\$	\$	\$	\$	\$	
1	Cost of tablet including Internet fees, if provided	\$	\$		\$	\$	\$	\$	\$	\$	
1:	2. Cost of cell/smart phone, if provided	\$	\$		\$	\$	\$	\$	\$	\$	

7	VIPFLi CPAs and Consultants	Chier Compleme	Chief Operations	Chier Commercial Banking Osercial	Chier Relail Banking	Chier Morigage	Head of Wealth	Head of Insurance
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1.	Health insurance level - (S)ingle, (L)imited, (F)amily or (N)one (choose one)							
	a. % of health insurance premium paid by Bank	%	%	%	%	%	%	%
	<ul> <li>b. Annual premium for health insurance paid by Bank/year (Bank portion only)</li> </ul>	\$	\$	\$	\$	\$	\$	\$
	c. Position eligible for retiree health insurance?							
2.	Position covered by bank-paid individual life insurance policy with employee as beneficiary?							
	a. If yes, face value of policy	\$	\$	\$	\$	\$	\$	\$
	b. If yes, annual premium paid by the Bank	\$	\$	\$	\$	\$	\$	\$
3.	Annual premium for short-term disability insurance/year (for executives only)	\$	\$	\$	\$	\$	\$	\$
4.	Annual premium for supplemental long-term disability insurance/year (for executives only)	\$	\$	\$	\$	\$	\$	\$
5.	Do you have a qualified retirement plan (401(k), profit sharing, defined benefit, etc.)?							
	If yes, annual contribution made by the Bank to the executive's account	% \$	% \$	% \$	% \$	% \$	% \$	% \$
6.	Position covered by a SERP (supplemental employee retirement plan—nonqualified plan)?							
	<ul> <li>a. % of base salary, OR annual \$\$ put into plan by the Bank</li> </ul>	% \$	% \$	% \$	% \$	% \$	% \$	% \$
	b. Performance based? (circle one)							
	<ul> <li>Number of years for payment of benefit (please indicate)</li> </ul>	#	#	#	#	#	#	#
	d. Average annual benefit paid upon retirement	\$	\$	\$	\$	\$	\$	\$
7.	Other nonqualified benefit plan or contribution plan	% \$	% \$	% \$	% \$	% \$	% \$	% \$
8.	Cost of company car or car allowance/year	\$	\$	\$	\$	\$	\$	\$
9.	Cost of professional dues paid by Bank/year	\$	\$	\$	\$	\$	\$	\$
10	. Cost of club memberships paid by Bank/year	\$	\$	\$	\$	\$	\$	\$
11	. Cost of tablet including Internet fees, if provided	\$	\$	\$	\$	\$	\$	\$
12	. Cost of cell/smart phone, if provided	\$	\$	\$	\$	\$	\$	\$



	CPAs and Consultants	/w	Oulside Boeltd Chairman	100	
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		) p <sub>a</sub> eog	Boan P	Board Director Board Threetor Board Threetor	
ſ	Director's Compensation and Benefits	Inside Board Chairman	Julside	Peard Director Board Treestor Board Treestor	
	. % Ownership of the Bank				
-	Total Director cash compensation paid for 2017 (For Board Director, please do not include the inside or outside Board Chairman. The amount in a-d below should be an average paid per Director.)	%	%	%	
	a. Total of <u>all</u> full board meeting fees paid in 2017	\$	\$	\$	
	b. Total of <u>all</u> other committee meeting fees paid in 2017	\$	\$	\$	
	c. Total amount of retainer paid in 2017	\$	\$	\$	
	d. Total of <u>all</u> other cash compensation paid in 2017 (excluding base and incentive compensation for inside directors	\$	\$	\$	
3	Considering all Board members, what is the average number of committees that your Board members serve on?				
4	. Do you allow deferral of Director fees under a deferred comp arrangement?				
5	i. Does the Board have a Board Succession Plan?				
6	5. Does your Bank have a Board-approved mandatory retirement age for Directors?				
	a. If yes, what is the mandatory retirement age?				
7	7. Does your Bank have a Board-approved mandatory term limit policy for Directors?				
	a. If yes, how many years per term?	#	#	#	
	b. If yes, maximum number of terms (or N/A if no limit)	#	#	#	
8	s. Does your institution utilize Emeritus status for retired Directors?				
ç	. Do you provide any additional benefits to Directors:				
	a. Professional dues or memberships?				
	b. Reimbursements for seminars, conferences, etc.?				
	c. Cost of tablets, notebooks, including Internet fees?				
	d. Cost of cell/smart phone, including calling plan fees?				
	e. Any other perks or benefits?				



#### **Executive Officer Incentive Compensation**

EXCOUNTY OFFICER INCOMMITTE	omponoation						
1. Does the Board have a Compensation Cor	mmittee?						
a. If yes, is there a formal Compensation (	Committee Charter?						
2. Does the Bank have a formal, written Com	pensation Philosophy for executive total con	npensation?					
3. What metrics are taken into consideration v	when determining formula-driven annual inc	centive awards? (check all tha	at apply)				
Pretax Net Income	Pretax ROE	Loan Quality	Efficiency Ratio				
Net Income	ROE	Loan Growth	Bank Performance Relative to	Peer			
Pretax ROA	Net Interest Margin	Deposit Growth	Individual Performance				
ROA	Noninterest Income	CAMELS Rating	Other:				
4. What metrics are taken into consideration	when determining formula-driven <u>l<b>ong-term</b></u>	incentive awards? (check all	that apply)				
Pretax Net Income	Pretax ROE	Loan Quality	Efficiency Ratio				
Net Income	ROE	Loan Growth	Bank Performance Relative to	) Peer			
Pretax ROA	Net Interest Margin	Deposit Growth	Individual Performance				
ROA	Noninterest Income	CAMELS Rating	Other:				
5. Does the Bank have a formal, written plan document(s) and calculation tools for annual incentive compensation for executive officers?							
6. Does the Bank have a formal, written plan document(s) and calculation tools for long-term incentive compensation for executive officers?							
7. Does the Board review and verify annual ir	ncentive targets and incentive payment calcu	ulations for executive officers?					
				1			
<b>Executive and Board Develop</b>	oment						
Has the Bank invested in Executive Development							
Has the Bank invested in Board Developm	•						
3. If YES to numbers 1 and 2, in what ways (o							
		Outside was suesse (De	akina Cabaal Craduata Education				
Executive coaching Mentoring Outside programs (Banking School, Graduate Education)							
Individual development plan	In-house executive-led training	In-house consultant-le	a training				
Other (please list):							
4. Does the Bank have plans to invest in Executive Development?							
If yes, in what ways?							
5. Does the Bank have plans to invest in Boa	rd Development?						
If yes, in what ways?							



### Succession and Talent Management (Only respond to the position you have in your Bank.)

1. For each position listed below, please indicate ho	ow many years before the anticipated date of retirement	nt. (A=1-2 years, B=3-4 years, C=5-6 years, D=7+ years)
President/CEO	Chief Human Resource Officer	Chief Commercial Banking Officer
Chief Financial Officer	Chief Information Officer	Chief Retail Officer
Chief Operating Officer	Chief Risk Officer	Chief Mortgage Loan Officer
Chief Banking Officer	Chief Compliance Officer	Head of Wealth
Chief Credit Officer	Chief Operations Officer	Head of Insurance
2. Does the Bank have a formal, well-developed su	ccession management plan in place for each position	listed below? (Y or N)
President/CEO	Chief Human Resource Officer	Chief Commercial Banking Officer
Chief Financial Officer	Chief Information Officer	Chief Retail Officer
Chief Operating Officer	Chief Risk Officer	Chief Mortgage Loan Officer
Chief Banking Officer	Chief Compliance Officer	Head of Wealth
Chief Credit Officer	Chief Operations Officer	Head of Insurance
3. Does the Bank have a talent management plan t	o ensure a qualified pool of internal talent in considera	ation of executive's pending retirement? (Y or N)
President/CEO	Chief Human Resource Officer	Chief Commercial Banking Officer
Chief Financial Officer	Chief Information Officer	Chief Retail Officer
Chief Operating Officer	Chief Risk Officer	Chief Mortgage Loan Officer
Chief Banking Officer	Chief Compliance Officer	Head of Wealth
Chief Credit Officer	Chief Operations Officer	Head of Insurance
4. What is the age of the current incumbent? (A=<3	85, B=36-50, C=51-70, D=71+)	
President/CEO	Chief Human Resource Officer	Chief Commercial Banking Officer
Chief Financial Officer	Chief Information Officer	Chief Retail Officer
Chief Operating Officer	Chief Risk Officer	Chief Mortgage Loan Officer
Chief Banking Officer	Chief Compliance Officer	Head of Wealth
Chief Credit Officer	Chief Operations Officer	Head of Insurance



## 2018 Annual Executive & Board Compensation Survey Midwest Region

Please send me a copy of the 2018 Executive & Board Compensation Survey. I understand that the cost of the survey is \$250 for participants or \$700 for nonparticipants plus applicable state and local sales tax.

	Price	Sales Tax	Total Amount Due
Participant (Sales Tax – i.e., 5% = \$12.75, 5.5% = \$14.03, 6.	<b>\$255.00</b> 875% = \$17.53)		
Nonparticipant (Sales Tax – i.e., 5% = \$35.00, 5.5% = \$38.50, 6.6	<b>\$700.00</b> 875% = \$48.13)		
How would you like to receive your su	rvey results?		
Electronically via email	Hard c	ору	
Send Survey Results to:			
Name		Title	
Bank Name			
Mailing Address			
City, State, ZIP Code			
Phone	E-	Mail	
Please complete and mail along with	your payment payat	ole to Wipfli LLP to	:

Mary Boortz, Survey Manager Wipfli LLP PO Box 690

Eau Claire, WI 54702-0690

If you would like a copy of the survey results, <u>please complete and return this form and payment</u> along with your completed survey by July 13, 2018. You should receive your survey results in early September.