Cooperative Finance: The CFO Perspective



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Co-op Finance: CFO Perspective

- The CFO's Role
- Financial Condition (Co-op Finance 101)
- Equity Programs (Co-op Finance 401)
- Value Creation (Co-op Finance 901)



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CFO's Role

- Safeguard financial condition
- Manage budget and control processes
- Manage equity program
- Track the co-op's value creation strategies
- Be THE source for financial knowledge
 - Internally
 - For the board
 - For the members (annual meeting & beyond!)



What the Board Needs to Know

- Board needs to know enough to properly carry out
 - Safeguard financial condition (fiduciary)
 - Be fully informed about options, returns and risks (current and future)
 Operations
 Investments

 - Equity program
 - Execute policy level review
 - Exercise strategic control
- CFO is fundamental to each of these.



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What Members Need to Know

- Co-op is in good financial condition.
 Expected service can and will be delivered
 Equity contribution will not be lost
 Equity contribution will come back to them
- Co-op is creating value for them.
 At the co-op level
 At the farm level
- No one is getting cheated!

 - No special dealsNet income is earned, not stolen from the members
- CFO is fundamental to each of these.



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What % understand your cooperative's?	Board Members	Co-op Members
Financial Condition	Less than 20% 20-40% 40%-60% 60%-80% More than 80%	Less than 20% 20-40% 40%-60% 60%-80% More than 80%
Budget & Control Processes	Less than 20% 20-40% 40%-60% 60%-80% More than 80%	Less than 20% 20-40% 40%-60% 60%-80% More than 80%
Equity program & its alternatives	Less than 20% 20-40% 40%-60% 60%-80% More than 80%	Less than 20% 20-40% 40%-60% 60%-80% More than 80%
Value creation strategies	Less than 20% 20-40% 40%-60% 60%-80% More than 80%	Less than 20% 20-40% 40%-60% 60%-80% More than 80%



Financial Condition

(Co-op Finance 101)

- Good financial condition arises from:
 - Operating profitability
 - Income statement
 - Efficient asset management
 - Left hand side of balance sheet
 - Efficient capital structure management
 - Right hand side of balance sheet
 - Appropriate returns to owners
 - Where do you find this for a cooperative?



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Financial Condition Basics

- A cooperative is in danger if:
 - It can not pay its bills.
 - Short-run → liquidity
 - Long-run → solvency
 - It can not make the "right" investments.
 - · Access and timing are everything!
 - It can not pay members appropriate returns.
 - · Fair, sustainable, and competitive



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Financial Condition: Analysis

- DuPont Formula

 - DuPont Formula

 PM x TAT x EM = ROE

 Profit Margin (PM) =

 Net Margin / Total Revenue (Sales) [x100]

 Total Asset Turnover (TAT) =

 Total Revenue / Total Assets

 Equity Multiplier (EM) = Total Assets

 Return on Equity (ROE) =

 Net Margin / Equity [x100]

- All four keys to good financial condition!
 operating profitability (PM)—income statement
 asset management (TAT)—balance sheet left side
 capital structure management (EM)—right side
 ownership profitability (ROE)—composite result



Financial Condition: Analysis

- Three Ways to Generate 20% ROE?
 - $-PM \times TAT \times EM = ROE$
 - 5% x 2 x 2 = 20% (ROI = 10%) 2% x 5 x 2 = 20% (ROI = 10%) 2% x 2 x 5 = 20% (ROI = 4%)
 - Which way would you prefer?
 - Which comes closest to matching your cooperative's actual situation?
- Do you have a "system" of interconnected analysis?



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Presenting Financial Condition Variance Reporting

Budget	Actual	Expected	Variance
Item	Result	Standard	(actual -
		(Budget)	standard)
Product Sales	\$220	\$229	\$ 9 U
Variable Cost	\$110	\$100	\$10 U
Fixed Cost	\$ 90	\$ 98	\$ 8 F
Profit	\$ 20	\$ 31	\$ 11U

(U = unfavorable; F = favorable)

How do you present co-op's financial condition?	Notes on how you present
Reporting to the board? Basic budget and financial statements? Highlight "exceptions"? How much time in board meeting? Setting next year's operating & capital budgets? What measures used with the board? Raw numbers, ratios and variances? DuPont Formula: PM x TAT x EM = ROE? Or something that shows interconnections? Have standards of comparison? Set trigger points for management action?	
Focus on a manageable number of key financial performance measures? Reporting to the member? Annual report only? Other means of reporting?	

Cooperative Equity

(Co-op Finance 401)

- Basic definitions
 - What is equity?
 - Why is it needed?
 - Why do members want to minimize it?
- What are the elements of a comprehensive equity plan?
- How do you decide on a plan?

Remember we are looking through the eyes of the board and the members.

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What is equity?

- Net Worth = Assets minus Liabilities
- Funds invested by owners in the business!
- For a co-op, the funds invested by members Equity holders have rights to all residual value.
- It is the source of debt and risk capacity
 - No one will "lend" you money if you don't have some of yours in the game!
 - Members must show commitment!
- What isn't equity is debt
 - Foreclose, Lose control, Equity holders always come last
- Size of loans needed, Riskiness of those loans, bank syndications
- It is the source of investment capacity
 - Without equity (and the debt capacity it generates) you cannot invest in assets!



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Why do members want to minimize equity?

- Do your members willing give you equity?
- If equity is source of investment and strong financial condition for a co-op, why do members want to minimize it?
- Lot's of reasons
 - They don't have enough equity in their own operations.
 - It is at risk.
 - Any smart investor wants to invest as little as possible to get as much as possible.



How much equity? If too little equity:

- - Debt providers want more interest and/or say in the operation (covenants)
 - Limited flexibility to pursue profitable assets investments.
 - Inability to manage risk and volatility
 Short-run → liquidity
 Long-run → solvency
 Big return on equity but high risk
- If too much equity:

 Too much financial flexibility often results in bad asset decisions
 - Members will resist!
 - Members may become disinterested (lose their commitment)
- Hard to generate fair returns on member equity
 Therefore, should be just right!
- - Maximize debt capacity and minimize interest rates
 Maximize investment capacity and flexibility
 Maximize investment returns to members



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What Is an Equity Program?

- An EQUITY PROGRAM provides for:
 - 1. Plan for needed equity level
 - 2. Method to raise equity
 - 3. Method to redeem equity
 - 4. Method to pay returns to equity



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How good is your co-op's equity program?	1= poor performance; 5= strong performance
Raises adequate equity for investment	12345
Raises adequate equity for debt capacity	12345
Raises adequate equity to manage risk	12345
Minimizes cooperative's need to redeem equity	12345
Treats members fairly	12345
Assures proper returns to member equity	12345
Assures members' willingness to invest equity	12345



1. Plan for Needed Equity Level

- Capital Budget
 - Long-term and annual asset investments
 - Reserves for moving fast or managing risk
- Sources of funding
 - Non-equity sources
 - Internal cash flow
 - Short-term debt and trade credit
 - · Long-term debt
 - Equity
 - Member contributions (common stock; retained patronage)
 - Preferred stock
- Needed Equity = Capital Budget Non-equity Sources



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2. Method to Raise Equity

- Publicly-traded Firms
 - Up-front from any willing investor
 - Across time through retained earnings
- Cooperatives
 - Up-front through direct investment
 - Across time through retained patronage with promise to repay
 - Across time through unallocated (tax paid) retained earnings (URE)



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Which Method for Raising?

- Does up-front make sense?
 - Is the asset worth buying up-front?
 - Do the members have ability/will to buy?
- Is income reliable?
 - Retained patronage refund
 - Capital retains
- Where do losses go?
 - Who's responsible?
 - URE minimizes risk & return



Other Sources of Equity?

- Partnering with private firms
 - joint ventures
 - LLCs
- "True" preferred stock
 - as opposed to converted retained refunds
 - non-producer investors
 - limited control but more costly than debt
 - must withstand market scrutiny
- Non-member common: Wyoming Co-op



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3. Method to Redeem Equity

- Publicly-traded firm
 - Liquid secondary market
- Cooperatives
 - Redemption/Retirement
 - Revolving fund
 - Base capital plan
 - Special situation (e.g., death, age)
 - Member exchange (illiquid sec. mkt.)
 - Conversion to preferred stock



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Which Redemption Method?

- Burden of redemption?
 - Dollars for redemption can't go toward growth and new investment.
- Impact on expected returns?
 - Death & long revolvement cycles don't create much present value for members.
- Fairness?
 - Current members should finance co-op
 - Some recognition of residual value



4. Method to Pay Returns to Equity

- How does your cooperative pay returns on equity?
 - Thought co-ops paid returns on patronage?
 - Turns out this is makes co-op returns a very fuzzy issue for members and co-ops both.
- Moving into the 901 course!
 - Many cooperatives have not done this well.
 - Cooperatives are challenged to justify how they create value.



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How Paid?

- Cooperatives
 - Co-op Level
 - Patronage Refund: Cash & Retained Pat.
 - Dividends rarely used
 - Member Level
 - In members' operations
 - To everyone--free riders!
- Publicly-traded firms
 - Firm level only
 - Dividends & stock appreciation



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Which Payment Method?

- Balance of co-op & member levels?
 - Co-op level: measurable but suspect
 - Member level: subjective but real
- Tax consequences?
 - Min. 20% in cash for qualified refund
 - Members taxed on whole refund
- Can co-op be closed membership?
 - Closed: no free-riders
 - Open: can add to market clout



Equity Program: Summary

- An EQUITY PROGRAM provides for:
 - 1. Plan for needed equity level
 - 2. Method to raise equity
 - 3. Method to redeem equity
 - 4. Method to pay returns to equity
- An effective equity program
 - Raises adequate equity for investment, debt capacity, and risk management
 - Minimizes redemption burden
 - Treats members fairly
 - Assures proper returns to members
 - Assures members' willingness to invest equity



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Equity Program I

- No up-front equity required
- Patronage optional
- Patronage refund
 - 50% of net income
 - 20% cash/80% retained
- 50% of NI to unallocated equity
- Redemption by death

Would this program be effective?

- Raises adequate equity for investment, debt capacity, and risk management
- Minimizes redemption burden
- Treats members fairly
- Assures proper returnsAssures members'
- willingness to invest equity



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Equity Program II

- No up-front equity required
- Patronage optional
- Patronage refund
 - 90% of net income (10% URE)
 - 30% cash/70% retained if under target
- Base capital plan
 - Base period: 5 years
 - Target capital level: 15% of patronage

Would this program be effective?

- Raises adequate
 equity for investment,
 debt capacity, and risk
 management
- Minimizes redemption burden
- Treats members fairlyAssures proper returns
- Assures members' willingness to invest



Equity Program III

- Equity raised up-front
- Patronage obligation: delivery rights
- Patronage refund
 - 90% cash/10% URE
- Equity trades with exchange of delivery rights between members

Would this program be effective?

- Raises adequate equity for investment, debt capacity, and risk management
- Minimizes redemption burden
- Treats members fairly
- Assures proper returns
- Assures members' willingness to invest



How does your co-op do it?

- Set the amount of equity needed?
- Raise equity?
- Redeem equity?
- Pay returns on equity?
- Describe at least one improvement that you would make to your co-op's equity program?
 - How would you implement it?
 - Why would board/members agree?



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Cooperative Equity

- Equity programs
 - Raise proper levels of equity.Use "best" method of raising.

 - Use "best" method of cashing out.
 - Pay adequate returns to member equity
- What is your co-op's target equity?
 - Maximize debt capacity & minimize interest rates
 - Maximize investment capacity and flexibility
 - Maximize investment returns to members



Creating Value (Co-op Finance 901)

- Does your co-op have unrealized residual value?
- How does your co-op create value?
- The 901 course!
 - Many cooperatives have not done well in creating value.
 - Cooperatives are challenged to justify how they create value.



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Residual Value: What can't be redeemed

- Publicly-traded Firm
 - Secondary market assures that stock price reflects residual value.
- Cooperatives
 - Redemption is at book.
 - Member trades are illiquid & reflect member value only.
 - Little incentive for residual value creation.
- Realizing residual value
 - Example: the value of the Diamond Walnut brand
 - Market value >>> Book value
 - The remaining fundamental problem in co-op finance
- - "Appraise" the co-op's value periodically Sell the co-op

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Cooperative Business Value?

- What **VALUE PROPOSITION** does a cooperative seek to fulfill and how well does it manage to fulfill it?
- Consider three value propositions:
 - Traditional: Mutual Benefit
 - Strictly Business: Economic Value
 - Total System Value: Maximize Joint Cooperative-Member Returns



Traditional Value Proposition

- Cooperative: A business organization run for mutual benefit.
 - Member benefits
 - Motive is to patronize (sell through or buy from).
 - Returns paid to patronage (not capital).
 - Member ownership
 - Only source of common equity
 - Member control
 - Traditionally one member, one vote



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Benefits of Mutual Benefit

- Member Preference: Fair Dealing!
 - Member is on both sides of the transaction → Co-op has no incentive to cheat or behave as a monopoly.
 - One member, one vote & limited return on capital → Members have no incentive to cheat each other.
 - Critical assumption: Members are alike!
- Public Policy Preference
 - Limited exemption from anti-trust (Capper Volstead)
 - Single taxation (benefit blunted by LLC)
 - Access to "agency-like" debt capital (CoBank)



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Traditional Value Proposition

- Guarantee members have market access.
- Guarantee fair dealing.
- Open membership (all comers; limited upfront investment).
- "Earn" your equity contribution through retained patronage refund (or retain).
- Redeem equity as cooperative was able.



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Problems with Traditional VP

- What if needed investment exceeds internal capital generation *or* is needed up front?
- What if member capital gets out of whack?
 - No or very little redemption ever occurs
 - "Retired" members vs. existing members
 - Big members vs. little members
 - "Temporary" equity capital
- What if mutual benefit is *not* enough?

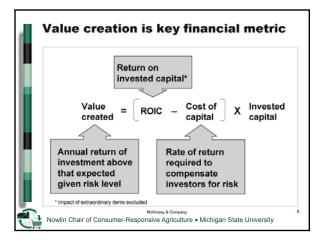


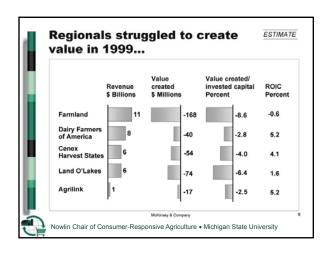
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Strictly Business Value Proposition

- *Value Proposition*: Economic value created by the cooperative enterprise.
- McKinsey Study (2002 based on 1999 data)
 - Agricultural cooperatives collectively destroyed over \$1 billion of value in 1999.
 - Call to action:
 - Leverage horizontal scale
 - Pursue operational excellence
 - Drive customer integration
 - Exploit vertical opportunities
 - Create performance obsession







What Happened?			
	Cooperative	ROIC/%EVC (McKinsey1999)	Status 2013
ı	Farmland	-0.6% / -8.6%	Bankrupt
	DFA	5.2% / -2.8%	Successful
	CHS	4.1% / -4.0%	Successful
U.	Land O'Lakes	1.6% / -6.4%	Successful
I	Agrilink (Birdseye)	5.2% / -2.5%	Gone private
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Strictly Business Value Proposition Economic value takes into account the cooperative level performance. But is that all members want? Is strictly business value creation enough for a cooperative? What happened to mutual benefit? Why be a cooperative at all? How do members reap the benefit?

Total System Value Proposition Cooperative membership is a joint decision to patronize and to invest. Therefore, joint decision MUST BE better than making two decisions separately.

Farm Profit from using Co-op
+
Investment Profit

from Co-op



Farm Profit from not using Co-op

Investment Profit not using Co-op

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Would you join this co-op? Case 1

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ 100	\$ 0
Total Profit	\$1,100	\$1,000
One-time Investment	0	0

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When is Case 1 true?

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ 100	\$ 0
Total Profit	\$1,100	\$1,000
One time levels	0	0

- Would you join? **YES!**
- Traditional open-membership co-op
- No money up front (or insignificant amount for CS)
- \$100 investment profit = *after-tax cash portion* of classic patronage refund
 - YES even if retained patronage never comes back!
- What's the risk?
 - The co-op can't afford to pay the cash!
 - The member thinks the \$1,100 is all farm profit!

Would you join this co-op? Case 2

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ -100	\$ 0
Total Profit	\$ 900	\$1,000
One-time Investment	0	0

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When is Case 2 true?

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ -100	\$ 0
Total Profit	\$ 900	\$1,000
One-time Investment	0	0

- Would you join? NO!
- Traditional open-membership co-op
- No money up front
- \$-100 investment profit = after-tax cash portion of classic patronage refund because:
 - the co-op didn't return enough cash to pay the member's taxes!
 - The member is disadvantaged vs. other members

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	Median	High	Low
Dividends	0	0	0
Cash Pat.	0	0	0
PV of Retain.	0	0	0
Price Diff.	100	200	(300)
Service Diff.	45	160	0
Existence	200	600	(400)
Risk Red.	75	300	0
TOTAL	406	915	(230)

Would you join this co-op? Case 3

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ 0	\$ 0
Total Profit	\$1,000	\$1,000
One-time Investment	0	0

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When is Case 3 true?

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op	
Annual Farm Profit	\$1,000	\$1,000	
Annual Investment Profit	\$ 0	\$ 0	
Total Profit	\$1,000	\$1,000	
One-time Investment	0	0	

- Would you join? NO!
- Traditional open-membership co-op
- No money up front
- No investment profit
 - Cash patronage refund = taxes paid
 - Patronage refund kept as tax-paid surplus by co-op
 - Retained patronage is never returned (e.g. member has to die to get it)
- Would the answer ever be YES?
 - If the co-op would deal in a situation when an alternative firm would not.
 - Assuring market access has value! But, how much?

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Would you join this co-op? Case 4

Cash Flows	Cash Flows Producer deals with Co-op	
Annual Farm Profit	\$1,000	\$ 600
Annual Investment Profit	\$ 0	\$ 70
Total Profit	\$1,000	\$ 670
One-time Investment	\$ 700	\$_700

First time co-op has upfront investment Must match in "no co-op" analysis

When is Case 4 true?

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op	
Annual Farm Profit	\$1,000	\$ 600	
Annual Investment Profit	\$ 0	\$ 70	
Total Profit	\$1,000 \$ 670		
One-time Investment	\$ 700	\$ 700	

- Would you join? YES!
 Upfront \$700 paid back in little more than 2 years from gain in total of \$330 per year.
 - This "yes" holds even if no annual investment profits.
- New Generation Co-op
 - Taking over the failing assets of an alternative firm
 - Creating a new profitable venture
- What's the risk?
 - The co-op assets fail!
 - The member's opportunity cost changes!
 - The \$700 is never paid back!
 - The member really thinks the \$1,000 is farm-level profit!



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Case 4 Restated!

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op	
Annual Farm Profit	\$ 600	\$ 600	
Annual Investment Profit	\$ 400	\$ 70	
Total Profit	\$1,000	\$ 670	
One-time Investment	\$ 700	\$ 700	

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Investment Decisions?

- Two-Step Decision Process
 - Evaluate co-op returns as a private firm.
 - Then estimate member level returns.
- Example: Co-op buys "failing" private
 - Private firm: \$20m asset; \$3m PV loss
 - Co-op returns?

\$3m PV loss

– Member returns? \$7m PV lose from lack of market access

Would you join this co-op? Case 5

Cash Flows	Producer deals with Co-op	Producer doesn't deal with Co-op
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ 0	\$ 70
Total Profit	\$1,000	\$1,070
One-time Investment	\$ 700	\$ 700

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When is Case 5 true?

Cash Flows	Producer Producer deals with doesn't de Co-op with Co-o	
Annual Farm Profit	\$1,000	\$1,000
Annual Investment Profit	\$ 0	\$ 70
Total Profit	\$1,000 \$1,07	
One-time Investment	\$ 700	\$ 700

- Would you join? NO!
 - The member would be better off investing elsewhere.
- New Generation Co-op
 - Profits beyond the farm are essential.
 - The \$700 coming back is essential.
- Would the answer ever be YES?
 - Again, the issue of market access.

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Elevator Co-op Example

- If the co-op suddenly disappeared?
 - Impact on input supply prices
 - 59% little change or fall
 - Impact on prices for commodities sold
 - 57% little change or rise
 - Impact on quality/availability of inputs
 - 68%/55% little change or improve
 - Impact on quality of marketing services
 - 62% decline substantially or slightly

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20

Lesson from the Cases: Total (Co-op + Farm) Profits Matter!

- Member investment matters
- Cooperative-level profits (net income)
 - Patronage Refunds
 - Dividends on Capital
 - "Retirement" of Equity
- Member farm-level profits
 - Opportunity differences
 - Price differences
 - Service differences
 - Existence

on Equity

- Risk reduction

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Member's View of ROE

Dividends

+Cash Patronage Refund

Member's +PV of Retained Patronage

Return = +Price Differences +Price Differences

= +Service Differences

+Value of "Existence"

+Value of Risk Reduction

Member's Equity

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Challenges with Total System VP

- Cooperative-level returns are suspect
 - Co-op accused of not making them in the marketplace, but rather off the members
- Member-level returns can make the co-op returns look worse than they are.
- Member-level returns are subjective, specific to individual members, and yet real!
 - The co-op must "measure" them.
 - They are part of the value proposition.
 - Do members give the co-op credit for these???

Other Value Creation Options

- Evolution and experimentation
 - Mix pure investors & patron-members • Joint Ventures, Alliances, Subsidiaries, LLCs
 - Wyoming Cooperative Law
 - Extreme: Sell the co-op or take it private
- Each of these trades off market access and opportunities for member control.
 - Isn't a share of something better than all of nothing?



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The Value Creation Challenge

- Traditional "mutual benefit" is not enough.
 Yet it earns us special public policy treatment.
- Strict "economic value" is not enough.
 It ignores the member level returns
 Yet highlights the need for co-ops to perform
- Total System "cooperative plus member level returns" is not Co-op level returns are suspect
 Member-level returns difficult to measure meaningfully
- Oh by the way, you have to create value for customers (marketing co-op) and supply partners (supply co-op).
- What will work?
 A value proposition meaningful to members that keeps the cooperative relevant to the marketplace of customers and partners.

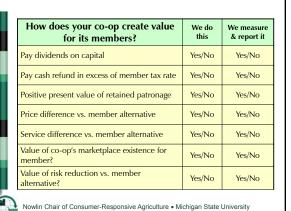


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Do Cooperatives Create or Destroy Value?

- Yes!
 - Create when the value proposition fits the members <u>and</u> the co-op performs
 - **Destroy** when the value proposition doesn't fit or the co-op doesn't perform.
- Always challenged by:
 - What is the mutual benefit?
 - What are the co-op and member level returns?
 - How do co-ops remain relevant to the game?





How are you doing as CFO? (only you will ever see this)	1= poor performance; 5= strong performance
Safeguarding financial condition	123
Managing budget and control processes	12345
Managing co-op's equity program	12345
Tracking co-op's value creation strategies	123
Being THE source for financial knowledge Internally	12345
 For the board For the members	12345

Why Does It Matter? The future demands more capital, more financial savvy! Product (value-added) ag vs. commodity ag Investment in technology and people Investment in intangible assets Continual product innovation Partnering in the supply chain Technology providers Food industry firms International markets

Cooperative Finance: Conclusions Your co-op needs an effective set of performance signals about financial condition. Your co-op needs an effective equity program. Your co-op needs an effective set of strategies for creating value. Do your members and board understand all these things about finance? Nowlin Chair of Consumer-Responsive Agriculture • Michigan State University