

Minutes of the 55th Annual Membership Meeting held Tuesday, March 25, 2014

1. Call to Order. The 55th Annual Meeting of the members of the Boulder Valley Credit Union was called to order by Chairman Wayne Turnacliff at 3:03 p.m. at the Arapahoe Branch in Boulder, Colorado on Tuesday, March 25, 2014. Each member in attendance received a copy of a document entitled "2013 Annual Report."

Mr. Turnacliff introduced the members of the Board of Directors in attendance including; Joanne Tilley, Ken Black, Jim Clemmer, Wade Payne, Ron Reichert and Lynel Vallier. He also introduced the members of the Supervisory Committee in attendance including; Robert Carruthers and Jean Bonelli. Mr. Turnacliff described the duties of the Board and of the Supervisory Committee and thanked the volunteers for their continued hard work, dedication and support to perpetuate the Credit Union's spirited philosophies and guidance throughout the past year.

2. Ascertainment of Quorum. Secretary Ken Black confirmed that a quorum was present for the transaction of business.

3. Adoption of Agenda. It was moved by Jim Clemmer and seconded by Lynel Vallier that the agenda in the Annual Report be approved as printed. Motion carried.

4. Minutes of the March 26, 2013 Meeting. Mr. Turnacliff announced that he would entertain a motion to waive the reading of the minutes which were printed in the 2013 Annual Report. It was moved by Ron Reichert and seconded by Joanne Tilley that the minutes of the Annual Meeting of March 26, 2013 be approved as printed. Motion carried.

5. Reports. Mr. Turnacliff announced that he would entertain a motion to waive the reading of the reports of the Chairman of the Board of

Directors, the Treasurer, the Supervisory Committee, the Credit Officer and the President/CEO noting that they were printed in the 2013 Annual Report. It was moved by Ken Black and seconded by Shellie Joiner that the reading of the reports be waived. Motion carried.

6. Election of Officers. Ron Reichert, Chair of the Nominating Committee, reported that the following candidates were nominated for positions and terms as noted:

| Board of Directors | |
|--------------------|-------------|
| Ken Black | 3-year term |
| Jim Clemmer | 3-year term |
| Wade Payne | 1-year term |
| Lynel Vallier | 1 year term |

| Supervisory Committee | |
|-----------------------|-------------|
| Diane Henderson | 3-year term |
| Bud Clifford | 3-year term |

Mr. Reichert stated that as there are the same numbers of candidates as the number of listed positions: candidates are elected by acclamation.

7. Unfinished Business. There were no items of unfinished business.

8. New Business. There were no items of new business.

9. Adjournment. There being no further business, Mr. Turnacliff declared the 55th Annual Meeting of the Boulder Valley Credit Union adjourned at 3:06 p.m.

Wayne Turnacliff, Chairman
Ken Black, Secretary/Treasurer
Steve Shrader, Recording Secretary

Better Banking. Naturally.

Sustainability Statement

BVCU strives to be a zero-waste organization. We believe environmentally-friendly business practices are extremely important. This is another way your local Credit Union is doing everything possible to support our community.

This is not about simply "Going Green", but is our way of doing business. We encourage our members and business partners to do their part in practicing an eco-conscious lifestyle. We have chosen to set an example within our organization in addition to the promotions and incentives we make available to our members.

By working together today, we can make a difference by reducing the negative footprint we leave on our environment for future generations.

Visit www.WeCareColorado.com to discover ALL that BVCU is doing to embrace and promote ecological awareness. Bookmark this website as an online Eco-Resource Center for eco-friendly living and check it often for BVCU's special eco-promotions, updated eco-efforts, and the eco-partnerships we have forged within the communities we serve.



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BVCU is an EQUAL HOUSING
LENDER



2014 Annual Report



we're here for you
TODAY & TOMORROW

FINANCIAL STATEMENTS

(Unaudited)

Chairman Report

The Board of Directors sets policies and guides our Credit Union in the direction that is most beneficial to all members. We have continued to grow this past year in assets, members and especially loans to members.

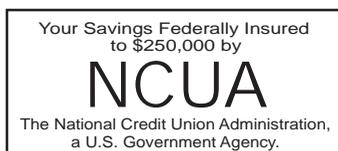
The leadership and dedication of President/CEO Rick Allen, the management team, the staff, and the volunteers on the Board and Supervisory Committee have made this a successful year. The members deserve the greatest thanks of all because of their support and allegiance. The Credit Union is committed to working together with you to make BVCU the best place to do all of your financial transactions.

Wayne Turnacliiff, Chairman

Supervisory Committee Report

The Supervisory Committee is responsible for ensuring that the Board of Directors and management of BVCU meet required financial reporting objectives and establish practices and procedures sufficient to safeguard members' assets. Our Committee meets every other month to ensure this is accomplished. The Committee engaged the certified public accounting firm of Holben Hay Lake & Balzer to perform internal audits for the Committee every two months. The Committee also engaged the CPA firm of CliftonLarsonAllen to perform the independent annual opinioned audit to ensure the financial statements present fairly, in all material respects, the financial position of the Credit Union as of December 31, 2014, and the results of its operations and its cash flows for the year ended 2014. BVCU is operating in compliance with all state and federal laws and policies. Our Credit Union continues to be in a strong financial position.

Robert Carruthers, Chairman



President/CEO Report

Your Credit Union is constantly working towards conducting business responsibly in the best interests of our members. I am proud to say that we worked diligently to accomplish this goal during 2014. We maintain our efficiencies to keep our operating expense low to provide the best rates and value we can in this low interest rate market. To get the best value to members is to provide loans to our membership and return that in low fees and the best share rates we can. We grew by over 37% in loans and over 4% in assets. We serve our local communities and manage a variety of risks to keep your Credit Union safe and sound. We are proud of the valuable partnership between our members and the Credit Union and would like to thank each member for utilizing Boulder Valley Credit Union for your financial services. The volunteers, staff and I will continue to strive to find the best ways to serve our membership. Finally, the staff and volunteers are key and instrumental with their commitment to the future of the Credit Union, and I would like to thank them for their dedication and efforts over the past year.

Rick Allen, President/CEO

Treasurer's Report

BVCU is a sound financial institution for 56 years, that perpetually strives to meet the needs of the members. The Credit Union continues to receive excellent reports from the financial examiners and auditors whose regular examinations are required by law. BVCU compares very favorably in all measurements and ratios with other Credit Unions of comparable size both in Colorado and nationally.

The Credit Union's Net Worth increased from last year's 8.71% to 8.81% and remains strong overall. The Credit Union's Total Assets continue to grow to over \$328 million which equates to a 4.25% growth. Your Credit Union now serves over 24,124 members.

BVCU is proud to serve the financial needs of the members and continues to explore additional means to provide the highest level of services accompanied by the lowest possible costs and the highest returns to the members.

Ken Black, Secretary/Treasurer

Credit Officer Report

BVCU ended the year with \$167.9 million in loans. The Credit Union originated \$100 million in new loans in 2014. Overall net loan growth in 2014 was 37.02%. BVCU had the largest loan growth of any Colorado Credit Union in 2014! We saw good growth in Real Estate, Auto loans, and Visa cards. BVCU continues to manage the interest rate risk of fixed rate First Mortgages by selling the long term loans to Fannie Mae, while maintaining the Servicing of these loans for our members. The Credit Union's year-end Loans to Shares was 56.37%, up from last year's 42.60%. As you can see, we have money to lend to members and will do all we can to see that members get affordable loans without sacrificing our focus on quality.

Affordable loan products and a trusted resource will continue to be a focus of BVCU. We aim to give members the best overall value and service possible. We offer Home Buyer Education Seminars throughout the year to educate members on home purchasing and budgeting. We have Auto Buying Services to aid members in their auto buying. We will continue to improve our online applications to allow members to join, apply for a loan, and sign disclosures, when and where they want. Our goal is to provide fast, easy, and efficient service to our members in your preferred method of doing business. This can be at the Branch, online, on your Smartphone/Tablet, or by phone.

BVCU invites our members to visit any of our branch locations to discuss their financial needs with our knowledgeable, professional, and friendly staff. The Credit Union strives to extend affordable loan products to meet your needs and strengthen our financial Cooperative.

Chad Wilcox, VP Lending

| ASSETS | 12/31/2014 | 12/31/2013 |
|-------------------------------------|-----------------------|-----------------------|
| Loans to Members | \$ 167,993,030 | \$ 122,603,865 |
| Allowance For Loan Losses | \$ (577,196) | \$ (525,828) |
| Cash & Equivalents | \$ 1,339,026 | \$ 1,638,740 |
| Investments | \$ 146,278,719 | \$ 177,318,153 |
| Property and Equipment | \$ 8,082,423 | \$ 8,686,915 |
| Other Assets | \$ 5,554,473 | \$ 5,537,472 |
| Total Assets | \$ 328,670,475 | \$ 315,259,318 |
| LIABILITIES | | |
| Share Savings | \$ 55,429,433 | \$ 50,050,998 |
| Share Drafts | \$ 55,832,559 | \$ 52,453,220 |
| IRA Accounts | \$ 14,200,067 | \$ 14,160,364 |
| Money Market | \$ 119,698,400 | \$ 118,658,347 |
| Certificates | \$ 52,832,892 | \$ 52,460,135 |
| Borrowed Funds | \$ - | \$ - |
| Accrued Expense & Liabilities | \$ 2,689,071 | \$ 2,497,728 |
| Reserves & Undivided Earnings | \$ 27,988,055 | \$ 24,978,526 |
| Total Liabilities and Equity | \$ 328,670,475 | \$ 315,259,318 |
| Statement of Income | | |
| INCOME | | |
| Interest On Loans | \$ 6,174,990 | \$ 5,165,050 |
| Interest on Investments | \$ 1,615,082 | \$ 1,622,503 |
| Other Income | \$ 3,398,051 | \$ 4,649,329 |
| Total Income | \$ 11,188,122 | \$ 11,436,882 |
| EXPENSES | | |
| Dividends and Interest | \$ 761,795 | \$ 837,845 |
| Interest on Borrowed Funds | \$ 1 | \$ 1 |
| Provision for Loan Losses | \$ 233,483 | \$ 155,430 |
| Operational Expenses | \$ 8,709,386 | \$ 8,286,069 |
| Total Expenses | \$ 9,704,665 | \$ 9,279,345 |
| NET INCOME | \$ 1,483,458 | \$ 2,157,537 |

