

Sooper credit Union

ANNUAL MEETING MINUTES

May 28, 2019

The meeting was called to order by Chair, Donetta Davidson, at 5:30 p.m.

Chair Davidson welcomed all attendees to Sooper Credit Union's 2019 Annual Meeting. She introduced herself as the Chair of the Board of Directors and advised she would preside over the meeting. She advised that this meeting was not an open forum for individual questions or concerns but rather a report from the Board of Directors and the management team. Operation questions could be addressed with a staff member after the meeting adjourns.

Chair Davidson declared that there was a quorum present with 29 members in attendance and, therefore, the meeting could proceed.

Chair Davidson called for a motion to approve the May 2018 Annual Meeting minutes. The motion for approval was made by Ron Marquez. The motion was seconded by Marvin Wallingsford and carried.

Chair Davidson introduced President/CEO Dan Kester to the attendees.

President Kester stated that this is his 24th Sooper Credit Union Annual Meeting, and he is pleased to report that Sooper is in the best shape it has ever been in during the same period. We have had some great success, set some new records, and are looking for that to continue.

President Kester recognized former Sooper Credit Union Board member Ron Marquez and acknowledged that current Board Director Dan Bigandt will be ending his 12-year term on the Board of Directors this evening.

President Kester thanked the staff and stated that we have worked to enhance the staff over the past few years and feels that we have a great team to continue to move forward. We are getting a lot accomplished and are in a very strong financial

position, as shown in the Annual Report. Twenty-three years ago, Sooper was at \$60M in assets and now we are pushing \$400M. Sooper has always been stable financially and we look forward to continuing that trend into the future; and we have the staff here to make that happen.

President Kester introduced EVP Darrell Mann and stated that he would be retiring in January. EVP Mann has been with Sooper for 20 years. President Kester expressed his appreciation for all EVP Mann has done to shape Sooper into the credit union that it is today. He went on to introduce EVP of Corporate Mike Litzau and stated he would be retiring in January as well. EVP of Corporate Litzau has been with Sooper for 13 years and has had a long, distinguished career with credit unions, 34 years before Sooper. He stated that EVP of Corporate Litzau has brought many wonderful things to Sooper and has been an outstanding representative of the credit union in the community. President Kester explained it would be a big transition without them but the credit union is preparing for it. Our team is stepping up already and will continue to work to move us forward in the future. He is confident in what the future looks like for Sooper Credit Union. We are building from a fantastic foundation and look forward to seeing how the credit union grows even after he retires.

President Kester thanked the Board and Supervisory Committee volunteers for their guidance and leadership. Sooper has a great group of committed individuals dedicated to Sooper Credit Union and making sure we stay strong and solvent for our membership. The progress Sooper has made is outstanding and he is confident it will continue into the future.

Chair Davidson thanked President Kester for his report and introduced the Supervisory Committee Chair Lynn Sierras-Krone advising that she would present the Report of the Supervisory Committee.

Report of the Supervisory Committee

Chair Sierras-Krone introduced the Supervisory Committee; Don Blea, John Bodnar, Preston Branaugh and Rich Seymour.

Chair Sierras-Krone reported the sole responsibility of Sooper Credit Union's Supervisory Committee is to ensure that the credit union remains financially stable throughout the year. The committee is charged with the responsibility of assuring members that the credit union is being managed reliably. The committee hired an independent CPA firm to perform the annual Supervisory Committee audit. CliftonLarsonAllen, LLP, a certified public accounting firm, conducted the audit as of September 30, 2018, and noted that the results of Sooper Credit Union's operations and cash flows conformed to generally accepted accounting principles. The audit further stated that the financial statements presented fairly, in all material aspects, the financial position of Sooper Credit Union. Additionally, internal audits were conducted each month during 2018 by Holben Hay Lake Balzer. The National Credit Union Administration, in conjunction with the Colorado Division of Financial Services, examined Sooper Credit Union as of December 31, 2018. This examination determined that the capital, asset quality, management, earnings, liquidity, and sensitivity to market risk of Sooper Credit Union pose no material risk to members. The Supervisory Committee would like to take this opportunity to thank the Board, management, and staff of Sooper Credit Union for contributing to the stability and soundness of the credit union throughout 2018. In their opinion, the financial statements presented in this annual report accurately represent the financial condition of Sooper Credit Union as of December 31, 2018.

Chair Davidson thanked Chair Sierras-Krone for her presentation.

Report of Treasurer

Chair Davidson introduced Vice-Chair Williamson to present the Treasurer's Report on behalf of Tony Daymil, Treasurer of the Board of Directors.

Vice-Chair Williamson reported credit unions are not-for-profit financial cooperatives, organized solely to meet the needs of our members. The Credit Union National Association (CUNA) reports the U.S. economy continues to grow at a strong pace with unemployment low, consumer confidence high, and the economy continues to create jobs at a very strong pace which will have an impact on the lending and deposit environment in the upcoming years. The forecast for credit union financial operations remains upbeat, with strong credit union loan growth and healthy credit union earnings. For the financial industry, these positive economic trends translate into increased equity in the housing market, stable loan delinquency, and losses, as well as strong savings from our members.

In 2018, the credit union industry experienced growth in assets of 6.5%, loans of 9.5% and savings of 6.0%. The capital ratio for the industry sits at 11.2%. Comparatively, Sooper Credit Union reflected the financial performance of the industry. Asset growth measured 5.82%, loan growth was 8.06%, and savings growth was 10.44%. Our capital ratio, which measures the strength of our organization, sits at 11.0% at the end of December 2018. Just as we have done for years, Sooper Credit Union continues to maintain a strong financial position. Our financial strength ensures stability for our members and positions us to take advantage of future growth opportunities, as well as enhancing member service, technology and convenience as we move forward.

Assets:	\$388,078,000	+7.70%
Loans:	\$302,390,000	+8.06%
Member Deposits:	\$343,453,000	+10.44%
Capital:	\$41,774,000	+6.67%

The Board of Directors is pleased with the quality and the integrity of Sooper Credit Union's Management Team and Staff, all of whom have contributed to the growth and stability of this financial institution through their on-going commitment to service excellence.

On behalf of the Treasurer of the Board of Directors of Sooper Credit Union, Adam stated with confidence that our strong financial position makes it possible to provide convenient access to the high-quality products and services that our members have come to know and trust. At every stage of their lives, our members can depend on us to help them meet their financial goals and objectives. He thanked all the members that support Sooper and help us to live the credit union philosophy of "people helping people."

Chair Davidson thanked Vice-Chair Williamson for presenting the Treasurer's Report.

Chair Davidson asked for a motion to accept all reports as presented. Flossie O'Leary made a motion to approve the reports as presented. The motion was seconded by John Bodnar and carried.

Chair Davidson introduced the Board of Directors to the membership: Adam Williamson, Vice-Chair; John Bodnar, Secretary; Tony Daymil, Treasurer;

Sonia Adame, Dan Bigandt, Bob Bruhn, Tony Diiorio, Flossie O'Leary and Emeritus Director Dale Rutt.

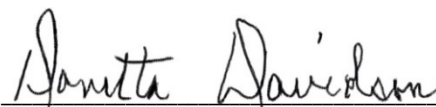
Unfinished Business

There was no unfinished business to report.

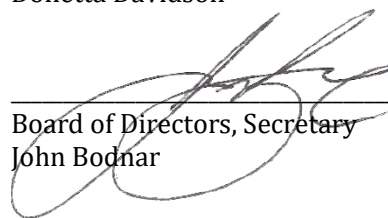
New Business

Board Vice-Chair Adam Williamson stated that the Nominating Committee is charged with soliciting members to fill positions on the Board of Directors. This year, the Committee consisted of Sonia Adame, Mike Litzau, EVP of Corporate and himself. Notice of the nomination process was sent to members in the January newsletter and no applications were received. Since there are no other candidates for the Board, John Bodnar, Bob Bruhn and Lynn Sierras-Krone are elected to three-year terms for the Board of Directors of Sooper Credit Union. Our democratic process continues to make Sooper Credit Union the strong financial institution it is today.

Chair Davidson requested a motion to adjourn. The motion to adjourn was made by Ron Marquez. The motion was seconded by Melvin Wallingsford, and carried. The 2019 Annual Meeting of Sooper Credit Union was adjourned at 4:55 p.m.



Board of Directors, Chair
Donetta Davidson



Board of Directors, Secretary
John Bodnar