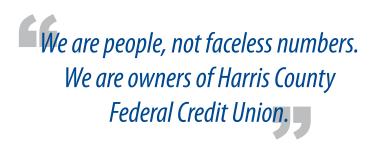






AGENDA

Secretary Ascertains Quorum
Approval of the Minutes of the Last Annual Meeting on March 28, 2012
Financial Report
Board of Directors Report
Supervisory Committee Report
Old Business
New Business
Drawing for Door Prizes
Adjournment



SUPERVISORY COMMITTEE REPORT

The Supervisory Committee's responsibility is to serve Harris County Federal Credit Union (HCFCU) members by ensuring that credit union operations are effective in protecting credit union assets and records are accurately and properly reported. The committee fulfills its obligation to members by monitoring and auditing the activities of the credit union. The committee provides oversight related to the establishment of effective internal controls, adherence to board policies and compliance with appropriate laws and regulations.

The Supervisory Committee contracts with an independent auditing firm to perform an annual audit of the credit union. Their latest review, conducted in accordance with the National Credit Union Administration (NCUA) Rules and Regulations, effective July 31, 2012, indicated that the overall records and operations of the credit union were found to be in good condition. In addition, the NCUA reviews the credit union annually to confirm compliance with board policies and federal laws and regulations. This review found HCFCU to be in excellent financial condition.

Based on a thorough analysis, the Supervisory Committee is satisfied that adequate internal controls exist to protect member accounts and that the financial statements accurately reflect the performance and condition of the credit union.

The Supervisory Committee takes its responsibility to the credit union and its members seriously. We are thankful for your continued confidence in our oversight. The assistance and cooperation of staff, management and the Board of Directors in the performance of our duties is much appreciated.

Pam Speer | Tom Rackley | Rosanette Bosco

BOARD OF DIRECTORS REPORT

As volunteers serving on the board of Harris County Federal Credit Union, we have the responsibility of ensuring that the credit union lives up to its mission. At the heart of this mission is the key philosophy of "people helping people." This is not just something we say, it is something that guides us as we deliberate on key issues. We are all members that have chosen, like you, to take an active role in our credit union. Your Board of Directors has a vested interest in making sure our financial institution adheres to high ethical and fiduciary standards and holds true to its mission.

In an effort to further this mission in 2012, the credit union added key services such as instant issue debit cards and text alerts to increase value to our members. We created an annual scholarship program to give back to the community we serve. 2012 brought growth as more members found value in credit union loans and deposits. The past year also brought with it some challenges as the economic environment experienced little improvement and increased regulations continued to consume staff resources.

The board participated in required training to ensure we have the knowledge to uphold our duties on your behalf. We conducted annual reviews of many important credit union policies to maintain compliance and risk assessments to protect the assets of the credit union.

As big banks continue to drive away customers with high fees and poor service, it is important that we increase awareness within the community we serve that the credit union is here to help. We can do what a bank does, but we do it better because our credit union is not out to nickel-and-dime our members in order to maximize profits. Whether it is loans, checking accounts, CDs, ATMs, shared branches or mobile banking, you name it—we've worked to bring you the products and services you can count on for financial success. We ask that you take action to educate your families, friends, colleagues and neighbors about what it means to be a member of HCFCU.

We are people, not faceless numbers. We are owners of Harris County Federal Credit Union. Each of us has a voice to choose our leadership and drive the decisions that affect our money. Thank you for your participation in the process that makes our credit union so special.

BOARD OF DIRECTORS

Larry T. Dehnert - Chairman **Edward Gardner** - Vice Chairman **Diana Woodley** - Secretary Peggy Sparks - Treasurer Janet Bryant - Director Darla Coons - Director Mercedes Leal - Director John Matthews - Director Jimmy Ray - Director Pam Speer - Director

STAFF

EXECUTIVE MANAGEMENT

Vicki Squires - President

Gertie Toups - Vice President, Accounting & Technology **Dawn Daily** - Vice President, Lending & Collections Mike Wilson - Vice President, Sales & Service

ACCOUNTING & TECHNOLOGY DEPARTMENT

Veronica King - Executive Support Specialist Zamoni Bryant - IT System Specialist Jennifer McDermott - Plastic Card Specialist

LOAN DEPARTMENT

Regina Graves - Sr. Loan Officer Tamera Lopez - Sr. Loan Officer Rachel Morales - Loan Officer Roberto Becerril - Loan Officer Christina Deshotel - Loan Assistant

COLLECTION DEPARTMENT

Rhonda White - Collection Manager **Gricelda Vela** - Collection Specialist Kristy Hayter - Collection Specialist

MARKETING DEPARTMENT

Christa Martin - Marketing Specialist

OPERATIONS DEPARTMENT

Diana Cromeans - Operations Manager Connie Myers - Teller Supervisor Alice Hardy - Vault Teller Lisa Hester - Teller Roger Zermeno - Teller Randee Del Bosque - Teller Jorge Martinez - Teller Marco Hernandez - Teller/Member Services **Tiffany Harris** - Teller/Member Services **Diana Howse** - Member Services **Jeannette Sharpe** - Member Services

Tekyrian Stephens - Member Services

FINANCIAL REPORT 2012

As of December 31, 2012

ASSETS	2011	2012
Loans to Members	\$54,743,125	\$57,542,545
Cash on Hand and in Banks	\$15,144,855	\$13,301,429
Investments	\$52,379,478	\$62,281,519
Fixed Assets	\$1,402,536	\$1,181,549
All Other Assets	\$4,946,271	\$5,189,144
Total Assets	\$128,616,265	\$139,496,187
LIABILITIES AND EQUITY	2011	2012
Accounts Payable	\$1,025,364	\$1,455,959
Dividends Payable	\$0	\$0
Notes Payable	\$0	\$0
All Other Liabilities	\$188,169	\$211,019
Total Liabilities	\$1,213,533	\$1,666,978
Member Deposits	\$114,030,740	\$123,693,300
Reserves	\$1,188,669	\$1,188,669
Retained Earnings	\$12,183,323	\$12,947,240
Total Member Equity	\$127,402,732	\$137,829,209
Total Liabilities and Equity	\$128,616,265	\$139,496,187

STATEMENT OF INCOME AND EXPENSES

INCOME	2011	2012
From Loans	\$4,402,605	\$4,298,985
From Investments	\$666,960	\$600,602
From Fees and Miscellaneous	\$1,374,479	\$1,545,906
Total Income	\$6,444,044	\$6,445,494
EXPENSES	2011	2012
Salaries and Benefits	\$1,547,174	\$1,376,029
General Administration	\$1,920,552	\$2,210,649
Depreciation	\$110,611	\$95,027
Dividends on Member Deposits	\$1,367,422	\$1,002,139
Provisions for Loan Losses	\$516,200	\$540,590
Gain/Loss on Disposition of Assets	\$12,119	\$0
Total Expenses	\$5,474,078	\$5,224,434
Net Income	\$969,966	\$1,221,059
NCUSIF Stabilization Expense	\$259,896	\$110,388
Transfer to Undivided Earnings	\$710,070	\$1,110,671

At the heart of this mission is the key philosophy of people helping people.



PRODUCTS AND SERVICES

Share Accounts

Share Draft (Checking) Accounts

Share Certificates

Individual Retirement Accounts (IRAs)

Money Market Checking Accounts

Loans

Overdraft Lines of Credit

Extended Warranties

GAP Insurance

Home Improvement Loans

Home Equity Loans

Visa® & MasterCard® Credit Cards

Platinum MasterCard

Payroll Deduction/Direct Deposit

Courtesy Pay

Full-Family Membership

Traveler's Checks Money Orders

Text Alerts

Financial Consulting

Vehicle Pricing Guides

Credit Life/Credit Disability Insurance

Free Notary Services

Audio Response

Online Banking

Free Financial Education Seminars

Savings Bond Redemption

Kid's Treasure Accounts

Home Equity Lines of Credit

Instant Issue Visa Debit Cards

Metro "Q" Cards

Visa Gift Cards

Free Online Bill Pay

Shared Branches

Allpoint® Surcharge-Free ATMs

Mortgage Loans

Mobile Banking

E-Statements



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