



Member Packet  
April 2025



# A Future of **POSSIBILITY**



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Aberdeen Proving Ground Federal Credit Union  
Annual Membership Meeting  
**AGENDA**

April 17, 2025  
Broadcast Live via Zoom from APGFCU Edgewood Operations Center

<b>6:00 pm</b>	<b>Invocation .....</b>	Michael L. Dixon, LTC (Ret.) Board of Directors
	<b>Pledge of Allegiance .....</b>	Emanuel C. Hatton Board of Directors
	<b>Business Meeting .....</b>	Donald J. Burnett, COL (Ret.) Chairman, Board of Directors
	• <b>Call to Order</b>	
	• <b>Quorum - Attendance Announced</b>	
	• <b>Appointments</b>	
	<b>Recording Secretary .....</b>	Stephanie Provenza Executive Assistant to the CEO
	• <b>Minutes and Reports .....</b>	Available Online in Member Packet
	• <b>Introduction of Board of Directors and President/CEO ....</b>	Donald J. Burnett, COL (Ret.)
	• <b>Introduction of Executive Staff .....</b>	Rebecca Smith, President/CEO
	• <b>APGFCU Scholarship Awards .....</b>	Liz M. Monti Financial Education Director
	• <b>Chairman of the Board's Remarks .....</b>	Donald J. Burnett, COL (Ret.)
	• <b>Treasurer's Report .....</b>	Cheryl D. Rice Treasurer, Board of Directors
	• <b>Election of Directors .....</b>	Marjorie E. Warfield Chair, Supervisory Committee
	• <b>Unfinished Business .....</b>	Donald J. Burnett, COL (Ret.)
	• <b>New Business .....</b>	Donald J. Burnett, COL (Ret.)
	• <b>Adjournment</b>	

**Minutes of the 2024 Annual Meeting**  
**ABERDEEN PROVING GROUND FEDERAL CREDIT UNION**  
**April 18, 2024**

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1. **OPENING CEREMONIES** – The business portion of the Annual Meeting, held virtually via Zoom, began at 6:00 p.m. on Thursday, April 18, 2024. The meeting was broadcast live to three in-person viewing centers – the Edgewood Operations Center Community Room; the Cecil College Technology Center, Room D106; and the Towson YMCA, Matte Room, 600 W. Chesapeake Avenue in Towson.

E. Hatton delivered the invocation, and M. Dixon delivered the Pledge of Allegiance.

2. **WELCOME** – Chairman D. Burnett welcomed everyone to the Annual Meeting.
3. **CALL TO ORDER** – Chairman D. Burnett announced a quorum was present. A total of 127 members and two guests (total of 129) were in attendance.

The Chairman appointed Stephanie Provenza as Recording Secretary. He also introduced Marjorie Warfield, Chair of the Supervisory Committee, who would be announcing the election results later in the meeting.

4. **MINUTES AND REPORTS OF APRIL 18, 2024** – *Motion was made by Monica Worrell and seconded by John Golding to accept the minutes of the meeting held on April 20, 2023. No objections were raised during the period when objections could be raised prior to the meeting. Motion carried.* The reports of the Treasurer, Supervisory Committee, and Governance Committee were included in the member packet.
5. **INTRODUCTIONS** – Chairman Burnett introduced the APGFCU Board of Directors, beginning with the Executive Committee. Introduced were: Donald Burnett, Timothy Sherwood, Emanuel Hatton, Cheryl Rice, B. Daniel DeMarinis, Paul Eikenberg, Michael Dixon, Wayne Taylor, and Joseph A. Traino. Associate Director Sherif Eskaros was also introduced.

Chairman Burnett then introduced Interim CEO Chuck Kelly, who is serving in this role while President and Chief Executive Officer Don Lewis is on medical leave. He noted that C. Kelly joined the credit union in 2017 as Chief Financial Officer, and was promoted to Executive Vice President in January 2023. C. Kelly has worked closely with the CEO and has provided leadership in the areas of accounting, finance, lending, marketing and operations. Prior to joining APGFCU, C. Kelly spent nearly 15 years consulting with credit unions as a senior audit manager with an accounting firm that serves credit unions.

C. Kelly thanked the Chairman for his comments and welcomed everyone. He thanked the Board of Directors for their governance and support and also thanked the excellent staff of over 350 credit unionists. He noted that APGFCU is member owned and member driven. C. Kelly then noted Don Lewis, President and CEO, has served the credit union for 45 years, with nearly 30 years in his present role. D. Lewis began his career at APGFCU in 1979 and was appointed as the credit union's second CEO in 1995, after the retirement of the first CEO, Nancy Stubbs. D. Lewis's vision for how credit unions can empower people, strengthen families and build stronger communities has allowed APGFCU to flourish. Under his leadership, membership has increased from 65,000 to more than 157,000, and assets have increased from \$286 million to nearly \$2.3 billion. C. Kelly introduced executive leadership: Genene LaCour, Chief Administration Officer; Scott Weaver, Chief Lending Officer; Amber Askew, Chief Financial Officer; Wayne Beall, Chief Information Officer; Joelle Hash, Chief Operations Officer; Robyn Mannone, SVP Consumer Lending; and Brian Wilcox, Chief Marketing Officer

6. **APGFCU SCHOLARSHIP AWARDS** – C. Kelly introduced Liz Monti, Financial Education Director, to announce the winners of

APGFCU's 2024 annual scholarship competition. L. Monti thanked C. Kelly and noted this is the 27<sup>th</sup> year for the scholarship program. L. Monti stated the program recognizes exemplary graduating high school seniors, as well as returning students and adults who are continuing their education. She thanked the APGFCU financial education department for the scholarships and the Community Involvement Committee for participating as judges. APGFCU awarded a total of \$66,000 in scholarships to the following 22 students:

### **Graduating High School Seniors**

<b><u>Student</u></b>	<b><u>School</u></b>
Kaitlyn Calland	North Harford High School
Jasmine Flowers	Sidwell Friends School
Sara Ford	North Harford High School
Leah Holman	C. Milton Wright High School
Omo Imode	Havre de Grace High School
Odelia Kolbon	Harford Technical High School
Maya Millsape	John Carroll School
Abigail Richard	Fallston High School
Larkin Stojka	C. Milton Wright High School

### **Returning Students/Adult Continuing Education**

<b><u>Student</u></b>	<b><u>School</u></b>
Anna Breneman	Towson University
Gerald Brown	Johns Hopkins University
Jhadiel Lopez Camacho	University of Lynchburg
Mason Darsney	State University of NY, College of Environmental Science and Forestry
Ian Doherty	Michigan State University
Marielle Fitzgerald	York College of Pennsylvania
Nathaniel Hornberger	Cedarville University
Angelique Lee	Bryn Mawr College
Abigail Melick	University of Maryland
Ryan Messer	Harford Community College
Christopher Oh	University of Maryland
Kylie Street	Coastal Carolina University
Dylan Whitney	Cecil College

7. **CHAIRMAN OF THE BOARD'S REMARKS** – D. Burnett noted APGFCU marked 85 years of service to members. It began in 1938 when 54 employees at Aberdeen Proving Ground each pledged a \$5 share to form a financial cooperative to meet the saving and borrowing needs of workers in the wake of the Great Depression. They saw the potential of a member-owned institution with a common vision, focused on serving the needs of their

community. That underlying mission continues today. APGFCU now empowers over 157,000 members to build their wealth through consumer-friendly products and services. APGFCU has nearly \$2.3 billion in assets, and was named the number one *Forbes* Best In-State Credit Union in Maryland in 2023. The credit union model for success is simple and remains the same today as in 1938. Members are the shareholders and owners. Each has an equal voice, regardless of the amount on deposit. They express this voice by electing a volunteer board of directors to represent their interests.

D. Burnett encouraged members to take an active role by volunteering to serve on board-appointed committees, which help guide and shape credit union policies and strategies. The board is seeking those who are willing to give their time and talent as volunteers. Members were encouraged to visit the website at [apgfcu.com/about-us/volunteers.html](http://apgfcu.com/about-us/volunteers.html) if they, or someone they know, would be interested in serving as a volunteer at APGFCU.

As part of a movement of people helping people, APGFCU remains committed to supporting the communities it serves. The board's Community Involvement Committee allocated over \$215,000 in charitable donations to local nonprofits in 2023. These organizations do tremendous work, helping those who are at risk of social and economic exclusion. This includes people facing homelessness, poverty and addiction, as well as at-risk youth, people with special needs and survivors of domestic violence. In addition, the committee awarded \$72,000 in scholarships to 36 students enrolled in college, trade school or continuing their education in 2023.

D. Burnett noted APGFCU's long-standing commitment to serving Aberdeen Proving Ground, Harford County and Cecil County and APGFCU looks forward to the opportunities ahead to make positive impacts in Baltimore City and Baltimore County. As the credit union's reach is extended, APGFCU leads with a message of financial empowerment, providing people with the knowledge and tools they need to achieve, prosper and grow.

D. Burnett thanked members for the trust they place in APGFCU and for the opportunity to serve as its chairman.

8. **FINANCIAL REPORT** – Cheryl Rice, Treasurer of the Board, noted that 2023 was a year of financial growth for APGFCU. The ratio of net worth to total assets of 8.6% remains well capitalized. Total net worth as of year-end was 5.1% higher than the previous year. Assets primarily consist of loans, investments, cash, buildings and equipment. The assets increased 4.6% to \$2.3 billion during 2023. APGFCU is currently ranked fifth in size out of federally chartered credit unions in Maryland. Members' shares ended the year at \$2 billion, 4.6% higher than 2022. Members earned \$24.2 million in dividends. Membership grew to 157,184 at year-end. Total loans in the credit union increased 9.0%, ending at \$1.8 billion. Net charge-offs of loans were \$10.9 million. In 2023, \$9.5 million of net income was generated, interest on loans reached \$92.3 million, miscellaneous income equaled \$24.0 million and interest on investments was \$12.4 million. The accounting firm, CliftonLarsonAllen LLP, issued an unmodified opinion on the financial statements, which means the statements present fairly, in all material respects, the financial position of the credit union as of December 31, 2023, and the results of its operations and cash flows for the year then ended.

9. **ELECTION RESULTS** – Marjorie Warfield, Chair of the Supervisory Committee, thanked the Supervisory Committee members, the Internal Audit staff and the Election Tellers. Members could choose to vote online, by mail or by ballot boxes in the branches. All votes were tallied by our vendor, CU Ballot.

Total ballots received: 2,013

Mail (paper) ballots: 372

Electronic (website) ballots: 1,554

In-branch ballots: 47

40 of the total ballots received were invalidated, leaving 1,973 ballots to be counted for final results.

There were four candidates running for three, three-year terms:

**Elected to the Board to serve three-year terms were:**

Cheryl D. Rice with 1,591 votes

Paul D. Eikenberg with 1,387 votes

Wayne G. Taylor with 1,226 votes

**Not elected was:**

Sherif Eskaros with 620 votes

10. **UNFINISHED BUSINESS** – There was no unfinished business.

11. **NEW BUSINESS** – D. Burnett noted that members had an opportunity to submit questions upon meeting registration. D. Burnett advised that Board members would answer submitted questions of broad interest to the majority of the membership.

- *What steps is APGFCU taking to encourage the building of more modestly priced and sized homes in Harford County? (Response by D. Burnett.)*

The credit union has taken various steps to help make housing more affordable. APGFCU volunteers helped form the Habitat for Humanity Susquehanna chapter 30 years ago. Over the decades, monetary and volunteer support has been offered to help Habitat in its work of creating affordable housing opportunities.

APGFCU is committed to offering mortgage programs designed to make purchasing a home more affordable for everyone. For example, we offer:

- 100% financing options for qualified buyers
- Low down-payment programs
- Closing-cost assistance for qualified buyers
- Competitive rates on both fixed-rate and adjustable-rate mortgage options

Members were encouraged to visit [APGFCU.com/Mortgage](https://www.apgfcu.com/Mortgage) for more information.

- *How do we make changes to expense categories in online banking?* (Response by E. Hatton.)

The expense category for specific transactions in online banking can be updated by clicking the three dots at the end of the transaction line. Click “Change Category.” There will be a variety of categories from which to choose, and your own subcategory can also be customized.

- *How can we get help in understanding our Visa bill?* (Response by E. Hatton.)

Staff members are happy to assist. Members can visit a branch or call the main number to speak to a representative. For convenience, a branch visit can be scheduled via the website at APGFCU.com.

- *Do you anticipate lowering interest rates for savings this year?* (Response by M. Dixon.)

APGFCU maintains a critical strategic balance between the needs of individual members and the best interests of the overall membership. An individual member may be a saver, a borrower, or a mix of both. As a saver, a member will be looking to earn the highest possible dividend on savings. As a borrower, the focus switches to finding the lowest interest rate possible.

Interest rates are influenced by many factors, including the economy, market competition, and supply and demand. Last year, for example, overall deposits shrank in our market, as consumers spent more of their paychecks and savings on living expenses due to inflation. As a result, financial institutions were competing for deposit dollars. This pushed up savings rates, particularly for certificates. Certificate rates are beginning to decline, while other deposit rates remain fairly stable.

The APGFCU Asset/Liability Management team meets every week to review and set rates for both deposits and loans. We gather

and analyze current rates from local area financial institutions including savings banks, commercial banks and other credit unions. We examine the competitive picture and make rate decisions in the best interests of our overall membership. The rates the credit union offers are among the best available in the local market, as we seek to give back to our member-owners, while balancing other factors, such as building net worth to ensure the credit union stays strong to weather future storms.

- *How can I become a member of the APGFCU Board?* (Response by C. Rice.)

To become a board member, one must be elected by the membership. Each year, an election is held to fill open seats, just as was seen with the results announced at this meeting. There are two ways to be nominated for inclusion on the ballot. The first is to be selected as a nominee by the board’s Governance Committee. Candidates are typically individuals who have gained experience by serving as volunteers on one of the many committees. The best place to start is by becoming a credit union volunteer. Nominations for vacancies can also be made by petition, which requires the signatures of at least 500 members. Such a petition must be filed with the secretary of the board at least 40 days prior to the election. Per the credit union bylaws, there are specific deadlines for the nomination process. These are published each year in the fall quarterly newsletter, which is available on the website at APGFCU.com.

- *How do I find out what I have in my Thrift Savings Plan? Can you share fraud information concerning investing in gold as a hedge?* (Response by E. Hatton.)

Thrift Savings Plans (or TSPs) are offered through the federal government, not through financial institutions such as APGFCU. TSPs can be managed by going to [www.TSP.gov](http://www.TSP.gov). Regarding gold investment, members were encouraged to consult with a trusted financial advisor as the credit union does not provide investment advice.

- *Would it be possible to implement a reminder text message for APGFCU Visa card payments? Other credit cards offer this and I find it helpful. (Response by M. Dixon.)*

Yes, text alerts can be set up in the online banking system. For instructions, please visit APGFCU.com/Online Banking, then click the Online and Mobile Banking FAQs quick link.

- *When and what locations are being looked at for a Baltimore County APGFCU branch? (Response by D. Burnett.)*

APGFCU is developing a comprehensive branching plan to serve the expanded field of membership in Baltimore City and Baltimore County. The credit union takes a data-driven approach and has a proven process for determining the best ways to serve the membership. A site for a Baltimore-area branch is anticipated to be selected this year, depending on availability, which will optimize convenience for both existing and future members. In addition, there are many and varied ways for members to conduct business without visiting a branch location. These include online and mobile banking, the call center (which has extended hours), secure messaging, online chat, online account opening, and an online loan application.

12. **ADJOURNMENT** – Chairman Burnett thanked everyone who attended the meeting. The business meeting adjourned at 6:45 p.m.

13. **DOOR PRIZE DRAWINGS** – D. Burnett stated that everyone who attended today's meeting will receive a complimentary gift from the credit union via U.S. mail. In addition, as has been done in the past, members attending today's annual meeting will be entered into a door prize drawing. He then reviewed the rules of eligibility to win door prizes.

The following individuals were declared winners of the door prize drawings: Reginald Flowers, Nathaniel Hornberger, Ruthie Bright,

Christina Calabrese, Sandra Sasser, Wanda Burrell, Benjamin Burke, Suzanne Keefer, Leopolda Salvi, and Gleela Kolakowski.

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Donald J. Burnett, Chairman of the Board

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Emanuel C. Hatton, Secretary



# Treasurer's Report

Cheryl D. Rice, Treasurer  
Annual Membership Meeting  
April 17, 2025

2024 was a year of financial growth for your credit union. Our deliberate efforts to increase capital continue to be successful. Net worth represents your credit union's accumulated net earnings over the years. It serves as a "rainy day" fund to help us weather hard times. Our ratio of net worth to total assets of 8.96% remains well capitalized. Total net worth as of year-end was 8.4% higher than the previous year.

When financial experts and regulators refer to the size of a credit union, they typically refer to the amount of its assets. Our assets primarily consist of loans, investments, cash, buildings and equipment. Our assets increased 4.0% to \$2.4 billion during 2024. APGFCU is currently ranked fifth in size out of federally chartered credit unions in Maryland.

Members' shares ended the year at \$2.1 billion, 4.1% higher than 2023. You and your fellow members earned \$24.7 million in dividends.

The variety and quality of the services we offer prompted 10,913 people to join the credit union and become owners of their own financial institution. Overall membership stood at 168,097 at year-end.

Total loans in the credit union increased 9.8% in 2024, ending at \$1.9 billion. Net charge-offs of loans were \$15 million.

The interest on loans to members is our primary source of income, followed by miscellaneous income and interest on investments. These three sources together make up gross income. Gross income pays for your dividends, NCUA share insurance, provision for loan losses, the cost of running the credit union and increases in our reserves. Interest on loans reached \$112.1 million, while miscellaneous income amounted to \$25.7 million. Interest on investments was \$15.7 million. In 2024, our credit union was able to generate \$16.3 million of net income, which was used to increase our net worth.

Your credit union received its annual audit by our accounting firm CliftonLarsonAllen LLP. I am proud to report our auditor has issued an unmodified opinion on the financial statements, which means the statements present fairly, in all material respects, the financial position of the credit union as of December 31, 2024, and the results of its operations and cash flows for the year then ended.

The financial statements in your annual report spell out in more detail the financial condition of our credit union.

Respectfully submitted,

Cheryl D. Rice  
Treasurer



# Supervisory Committee's Report

Marjorie E. Warfield, Chair  
Annual Membership Meeting  
April 17, 2025

## The 2024 Supervisory Committee:

Marjorie E. Warfield, Chair  
Charles C. Gibson, Secretary  
William J. Bunn  
Barry D. Decker, CSM (Ret.)  
Antha W. Edwards  
Louise A. Leon-Guerrero (Alternate)

The primary responsibilities of the Supervisory Committee are to ensure the effectiveness of internal checks and balances; for example, the system of internal controls, and adherence to established policies and procedures, which contribute to the overall safety and soundness of your credit union. In accordance with NCUA's Rules and Regulations, the Supervisory Committee is responsible for:

- The annual financial statement audit
- The review and verification of member accounts

Further duties and responsibilities of the committee are:

- Verification of newly opened accounts, closed accounts, and charged-off loans
- Examination of accounting records and transactions, loan documentation, and meeting minutes of your Board of Directors
- Ensure effective internal controls are established and maintained
- Ensure all departments are carrying out the policies and procedures for which they are responsible

In addition to these regulatory duties and responsibilities, the Board of Directors has delegated the responsibility to oversee the Annual Election process, ensure the ballots are counted by an independent third party according to the predetermined time schedule,

and report the results to the Board Chair prior to the Annual Meeting.

The Supervisory Committee ensures the credit union is healthy in all areas for which it has responsibility. An annual audit and all the work associated with it was conducted by our accounting firm, CliftonLarsonAllen LLP.

CliftonLarsonAllen LLP has issued an unmodified opinion on the financial statements, which means the financial statements present fairly, in all material respects, the financial position of the credit union as of December 31, 2024, and the results of its operations and cash flows for the year then ended. The financial report as printed in the annual report is extracted from the audited financial statements. A complimentary copy of the audited financial statements is available by calling (410) 272-4000 and asking for the Internal Audit Department.

All members of the Supervisory Committee are currently enrolled in or have completed a volunteers' training course. Additional training is scheduled throughout the coming year to ensure all committee members are kept up-to-date on regulations and procedures.

The next year promises to be busy for the Supervisory Committee. A plan has been drafted for the committee's activities for the coming year; designated training sessions, the annual audit, and many other activities are scheduled to help ensure your credit union continues to be healthy and sound.

In closing, the Supervisory Committee can be contacted at P.O. Box 335, Churchville, MD 21028-0335 or [SupervisoryGroup@apgfcu.com](mailto:SupervisoryGroup@apgfcu.com).

Respectfully submitted,

Marjorie E. Warfield  
Chair

# Governance Committee's Report

Cheryl D. Rice, Chair  
Annual Membership Meeting  
April 17, 2025

There were three open board seats for the 2025 Board of Directors election, and three candidates were nominated. Nominations for vacancies via petition were open to the membership from October 1, 2024, to November 27, 2024. Since no additional petitions were received for candidates, the three nominees will be automatically elected to the board. There was no election in 2025.

One of the key initiatives of the board has been an emphasis on recruiting volunteers to serve on committees. The strength of our credit union lies in the collective effort of staff and volunteers. Volunteers play a vital role in shaping the credit union's direction and ensuring that decisions reflect the needs of a diverse membership. We are grateful to those who have already volunteered their time and expertise, and encourage others to consider contributing to APGFCU's continued success. For more information about becoming a credit union volunteer, please visit the website at [www.apgfcu.com/volunteers](http://www.apgfcu.com/volunteers) or email [volunteer@apgfcu.com](mailto:volunteer@apgfcu.com).

The 2024 Governance Committee was comprised of:

Cheryl D. Rice, Chair  
Michael L. Dixon, LTC (Ret.)  
Paul D. Eikenberg  
Timothy A. Sherwood  
Wayne G. Taylor

According to Board policy, the committee is charged to nominate a minimum of four candidates to fill three, three-year terms. However, only three candidates were available for the 2025 election.

The Governance Committee considered all current credit union volunteers as potential candidates for nomination. Criteria considered included the qualifications as set forth in the Board's Volunteer Participation Policy, their performance in their current volunteer positions, and their willingness and ability to serve.

The committee determined that the following three individuals were fully qualified and nominated them to comprise the official 2025 slate of candidates running for the three positions on the Board of Directors:

B. Daniel DeMarinis  
Michael L. Dixon, LTC (Ret.)  
Sherif Eskaros

Michael L. Dixon recused himself from the vote. The Governance Committee, upon recusal of those members of the Governance Committee eligible to be nominated, at its duly called meeting with the participation of the Board Chair ex-officio, reported the slate of nominees to the Board's Secretary as required by the APGFCU bylaws.

Respectfully submitted,

Cheryl D. Rice  
Chair

# APGFCU Scholarship Awards

Annual Membership Meeting

April 17, 2025

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The winners of the 2025 APGFCU annual scholarship competition are:

## Graduating High School Seniors

### Student

### School

Liliana Baldwin	Patterson Mill High School
Samantha Bender	The John Carroll School
Owen Coleman	Patterson Mill High School
Ian Lewis	North Harford High School
Jillian Moore	North Harford High School
Madelyn Mullahey	The John Carroll School
Camie Nguyen	Havre de Grace High School
Matthew Ohler	The John Carroll School
Mia Romano	The John Carroll School
Olivia Rotella	Fallston High School
Samantha Ruth	Fallston High School
Katelyn Schramm	Harford Technical High School
Katherine Taylor	Fallston High School
Kaylei Thomas	Red Lion Christian Academy
Amanda Wang	Aberdeen High School

## Returning Students/Adult Continuing Education

Yianna Andrews	University of Delaware
Thomas Bock	University of Maryland College Park
Lauren Carty	The Wharton School of the Univ. of Pennsylvania
Haley Hardiman	University of Maryland Global Campus
Sydney Levesque	University of Delaware
Abigail Melick	University of Maryland College Park
Lillian Morelli	Savannah College of Art and Design
Natasha Newson	Western Governors University
Abigail Richard	University of Maryland College Park
Marissa Shatzer	University of Maryland College Park
Ariana Smith	Morgan State University
Jiana Stamas	University of Delaware
Alaina Taylor	University of Maryland Baltimore County
Caroline Taylor	University of Maryland College Park
Melissa Vu	Towson University

Congratulations to the Scholarship Class of 2025!