



Dear Member,

At GEICO Federal Credit Union, we have always been committed to meeting the financial needs of our members and providing affordable financial products and services.

While we are immensely proud of everything GFCU has accomplished, the Board of Directors recognizes a need to generate even more value for you, your family, and GEICO associates. To continue building on the success of what we started and in order to remain viable, the Board of Directors made the decision to evaluate a partner who shares the same values and would be able to better serve the needs of GFCU members. As a result of significant research and evaluation, the Board of Directors selected Baxter Credit Union (BCU) as that partner.

### **Notice of Special Meeting of Members and Merger Ballot**

Enclosed, please find a Notice of Special Meeting of Members and a Merger Ballot. You are invited to attend this special meeting on **Friday, June 19, 2020 at 12 p.m. EDT**. The meeting will be hosted virtually as a result of the COVID-19 pandemic. To attend the meeting please register at the link below:

[www.bcu.org/geicocumerger](http://www.bcu.org/geicocumerger)

*For detailed directions on how to join the special meeting at the date and time of the meeting and how to vote electronically, please see the included page of this notice titled: [DIRECTIONS FOR ATTENDING VIRTUAL SPECIAL MEETING](#).*

The purpose of this meeting will be to discuss the opportunities the merger with BCU will bring and act on the proposed merger with BCU. **It is the recommendation of your Board of Directors that you vote "Yes" on the proposed merger with BCU.**

### **When Might This Merger Occur?**

If approved by the majority of the members who vote, the anticipated date for the merger would be on or before **August 14, 2020**.

### **Who is BCU?**

BCU is a purpose-driven organization that empowers people to discover financial freedom. At \$3.8 billion in assets, it is also one of the fastest-growing credit unions in the last four decades. Both not-for-profit and member-owned, BCU partners with America's best workplaces to offer lifetime membership for their employees and families. Members enjoy easy, on-the-go access to their money, a broad network of full-service retail locations, leading-edge technology, and well-being programming that inspire



## Important Message to Members

financial confidence. BCU is driven by an unwavering commitment to provide extraordinary service and measurable value for over 265,000 members across the US and Puerto Rico.

To learn more, visit [BCU.org/GEICOCUmerger](http://BCU.org/GEICOCUmerger).

### **What Are the Benefits of this Potential Partnership?**

If the merger is approved, GFCU will become part of and operate as a division of BCU. Members will realize significant benefits including access to the best online and mobile banking platforms, more branch and ATM locations, enhanced member services, competitive rates and products, and more:

- State of the art digital banking technology;
- Nationwide branch locations in addition to GFCU's 10 existing branches;
- Additional future branch and ATM locations at GEICO locations;
- 80,000 nationwide ATM locations;
- 24/7 call center;
- High yield savings accounts;
- Free checking that earns interest;
- Loans that fit your individual needs, including auto loans, mortgages, personal loans, home equity, student loan refinancing, and rewards credit cards.
- Certified financial coaches, free credit score, and other tools to empower members to take control of their money

We are excited about this opportunity and appreciate your support and trust. BCU and GFCU are committed to making this transition a smooth process for you.

We look forward to you joining us for the Special Meeting on **Friday, June 19, 2020**. For more information and to register to attend the meeting, please visit [BCU.org/GEICOCUmerger](http://BCU.org/GEICOCUmerger). If you have questions that are not answered on the website, please email [GEICOCU.merger@bcu.org](mailto:GEICOCU.merger@bcu.org). We will respond to every question within one business day.

Sincerely,

A handwritten signature in black ink that reads 'Bill Costa'.

Bill Costa

*Chairperson of the Board of Directors*



## Notice of Special Meeting of the Members on Proposal to Merge

On November 21, 2019, the Board of Directors of your credit union approved a proposition to merge with Baxter Credit Union (BCU), an Illinois chartered credit union. You are encouraged to attend the special meeting of your credit union which will be hosted virtually at:

[www.bcu.org/geicocumerger](http://www.bcu.org/geicocumerger)

*For detailed directions on how to join the special meeting at the date and time of the meeting and how to vote electronically, please see the included page of this notice titled: [DIRECTIONS FOR ATTENDING VIRTUAL SPECIAL MEETING](#).*

The meeting will have two purposes:

- To consider and act upon a plan and proposal for merging GEICO Federal Credit Union (GFCU), a federally chartered credit union, with and into BCU, whereby all assets and liabilities of GFCU will be merged with and into BCU. All members of GFCU will become members of BCU and will be entitled to and will receive shares in BCU for the shares they own in GFCU on the effective date of the merger.
- To ratify, confirm and approve the action of the Board of Directors in authorizing the officers of GFCU, subject to the approval of members, to do all things and to execute all agreements, documents, and other papers necessary to carry out the proposed merger.

The Board of Directors of GFCU encourages you to attend the meeting and vote on the proposed merger. Whether or not you expect to attend the meeting, we urge you to sign, date and promptly return the enclosed ballot to vote on the proposed merger.

If the merger is approved, GFCU will transfer its assets and liabilities to BCU. As a member of GFCU, you will become a member of BCU following the completion of the merger. On the effective date of the merger, you will receive shares in BCU for the shares you now own in GFCU.

**Your GEICO Federal Credit Union Board of Directors recommends that you vote “Yes” on the merger with BCU.**

If you wish to submit comments about the merger to share with other members, you may submit them to the National Credit Union Administration (NCUA) at:

- <https://www.ncua.gov/services/Pages/resources-expansion/comments-proposed-merger.aspx>
- Office of Credit Union Resources and Expansion (CURE), NCUA, 1775 Duke Street, Alexandria, VA 22314.



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The NCUA will post comments received from members on its website, along with the member's name, subject to the limitations and requirements of its regulations.

### Reasons for the Merger with BCU

Following the completion of significant research on the proposed merger, the Board of Directors has concluded that the proposed merger is desirable and in the best interests of our members. This merger will provide GFCU members with exceptional member service, more products and services, and the best resources for their continued financial health. The Board of Directors of both GFCU and BCU carefully analyzed the assets and liabilities and appraised the share values of each credit union. The appraisal of the share values appears on the attached individual and consolidated financial statements of both credit unions. Following such appraisal, the Board of Directors has concluded that the proposed merger is desirable and in the best interests of its members.

### Member Benefits of the Merger with BCU

After extensive consideration and evaluation, the Board of Directors concluded that offering credit union products and services through BCU would provide expanded value and more opportunity to support the members of GFCU and the associates of Government Employees Insurance Company (GEICO). Additionally, BCU's scale and expertise in successfully serving large companies with a diverse employee base and national footprint, paired with an emphasis on the financial well-being of our associates, makes the merger compelling.

### Expanded Access & Services

- 80,000 Nationwide ATM locations;
- 29 branch locations and investment in future branch locations;
- 24/7 Call Center staffed with both English and Spanish speaking representatives;
- State of the art online and mobile banking;
- ApplePay and SamsungPay;
- Loans that fit your individual needs, including auto loans, mortgages, personal loans, home equity, student loans, credit builder loans & rewards credit cards;
- High yield checking accounts;
- High yield savings accounts;
- Wealth management and investment services;
- Financial planning and retirement planning services;
- First time homebuyer programs;
- Enhanced direct deposit (funds available up to a day early).



# Notice of Special Meeting of the Members on Proposal to Merge

## More Branch Locations

GFCU's main office at 5260 Western Ave., Chevy Chase, MD 20815 will remain open.

BCU operates a similar branch model as GFCU and the majority of BCU branch locations are in employer group facilities and are open to only employees at those locations. However, BCU has 19 branch locations across the US that have public access, meaning that in addition to the existing ten (10) GFCU branch locations which will all remain open following the merger, **GFCU members will have access to a total of 29 branch locations.**

### GFCU Branch & ATM Locations

#### GFCU Headquarters

5260 Western Ave.  
Chevy Chase, MD 20815

#### Lakeland, FL

3535 W. Pipkin Road  
Lakeland, FL 33811

#### Indianapolis, IN – ATM

101 W 103rd Street  
Indianapolis, IN 46290

#### Woodbury, NY

750 Woodbury Road  
Woodbury, NY 11797

#### Fredericksburg, VA

1 GEICO Boulevard  
Fredericksburg, VA 22406

#### Tucson, AZ – ATM

930 N Finance Center Drive  
Tucson, AZ 85710

#### Macon I

4295 Ocmulgee East Blvd.  
Macon, GA 31295

#### Getzville, NY - ATM

150 Crosspoint Pkwy  
Getzville, NY 14068

#### Katy, TX – ATM

21420 Merchants Way  
Katy, TX 77449

#### Virginia Beach, VA

1345 Perimeter Pkwy  
Virginia Beach, VA 23454

#### San Diego, CA

14111 Danielson St.  
Poway, CA 92064

#### Macon II

4400 Ocmulgee East Blvd.  
Macon, GA 31295

#### Buffalo, NY

300 Crosspoint Parkway  
Getzville, NY 14068

#### Dallas, TX

2280 N Greenville Ave.  
Richardson, TX 75082

### BCU Headquarters & Branch Locations

#### BCU Headquarters (not accessible to the public)

340 N Milwaukee Ave.  
Vernon Hills, IL 60061

BCU has the following branch locations with public access:

#### Mountain Home, AR

1900 Highway 201 North  
Mountain Home, AR 72653

#### Vernon Hills, IL

300 N Milwaukee Ave  
Vernon Hills, IL 60061

#### Crystal Lake, IL

415 South Main Street  
Crystal Lake, IL 60014

#### Irvine, CA

1452 Alton Pkwy  
Irvine, CA 92606

#### Gurnee, IL

6409 Grand Ave, Unit B-2  
Gurnee, IL 60031

#### Cleveland, MS

911 North Davis Avenue  
Cleveland, MS 38732

#### Bannockburn, IL

1200 Lakeside Drive  
Bannockburn, IL 60015

#### Round Lake, IL

25212 W II Route 120  
Round Lake, IL 60073

#### Brooklyn Park, MN

7000 Target Parkway North, NCF 1180  
Brooklyn Park, MN 55445



# Notice of Special Meeting of the Members on Proposal to Merge

## Minneapolis, MN

1000 Nicollet Mall  
2nd Floor Suite #228  
Minneapolis, MN 55403

## San German, PR

Road 122 Kilometer 0.5  
San German, PR 00683

## Aibonito, PR

Road 721 km 0.3  
Aibonito, PR 00705

## Jayuya, PR

250 Carr. 144  
Jayuya, PR 00664

## Dublin, OH

7200 Cardinal Place  
Dublin, OH 43017

## Anasco, PR

Carretera #2 Kilómetro 143.0  
Anasco, PR 00610

## Anasco, PR

Salon de Actividades Bianca  
Carretera #2 Km 143.0  
Anasco, PR 00610

## Richardson, TX

1311 W President George Bush Hwy.  
Richardson, TX 75080

## Guaynabo, PR

No. 40 Carr, 165  
Guaynabo, PR 00968

## Arroyo, PR

#3, km.131.2  
Arroyo, PR 00714

BCU has the following branch locations near GFCU locations:

### BCU Headquarters (not accessible to the public)

340 N Milwaukee Ave.  
Vernon Hills, IL 60061

### Branch

1311 W President George Bush Hwy.  
Richardson, TX 75080

For a complete list of BCU locations visit: <https://www.bcu.org/About-Us/Contact-Info/Locations>

## Investment in Future Branch Locations

One of the benefits of partnering with BCU is that as a larger credit union, BCU has more resources to make investments in additional branch and ATM locations in GEICO facilities. Following the merger, the combined credit union plans to open several new branches in GEICO facilities across the US.

## Other Information Related to the Merger

### Net Worth

The net worth of a merging credit union at the time of a merger transfers to the continuing credit union. As of December 31, 2019, GFCU reported a net worth ratio of 9.50% and BCU reported a ratio of 9.40%.

### Effective date of merger

The proposed effective date of this merger shall be **August 14, 2020**, or such earlier or subsequent date as approved by the Illinois Department of Financial & Professional Regulation, Division of Financial Institutions and the National Credit Union Administration or any successor agency thereto.



## Directions for Attending the Virtual Special Meeting and Submitting Your Vote Electronically

### Directions for Attending the Virtual Special Meeting and Submitting Your Vote Electronically

Due to the extreme circumstances created by the COVID-19 pandemic the National Credit Union Administration is allowing the Special Meeting to be held virtually to protect the health and safety of all members. We are also providing you with the option to submit your vote electronically instead of mailing in the print ballot included with this notice.

**To submit your vote electronically, please visit the following link:**

[www.gfcuvote.com](http://www.gfcuvote.com)

You will be asked to enter the *Code* that is listed on the print ballot included with this notice. This is to ensure the validity of every member's vote. You will not be able to submit your electronic ballot without that code. Please submit only one ballot, either print or electronic. Any additional ballots from the same member will not be counted.

In order to be counted, your ballot must be completed in its entirety and be received by mail or electronically by the date and time of the Special Meeting on **Friday, June 19, 2020 at 12:00 p.m. EDT.**

**To attend the virtual Special Meeting, please register in advance at the link below:**

[www.bcu.org/geicocumerger](http://www.bcu.org/geicocumerger)

We understand these new procedures may be confusing and are certainly unprecedented. We are here to answer any questions you may have about submitting your ballot or attending the meeting. Please email [GEICOCU.merger@bcu.org](mailto:GEICOCU.merger@bcu.org) if you have any questions.