

# 2018 ANNUAL REPORT



**smart** **financial**  
CREDIT UNION



**85<sup>th</sup>** ANNUAL MEMBERSHIP MEETING  
Thursday, April 4, 2019



2018

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## Meeting Agenda

Invocation  
Ascertainment of Quorum  
Appointment of Recording Secretary  
Welcome and Introduction of Guests  
Adoption of Standing Rules  
Approval of Minutes of the 84<sup>th</sup> Annual Meeting  
Report of the Chairman of the Board  
Report of the President/Chief Executive Officer  
Smart Financial Foundation Report  
Unfinished Business  
New Business Report from the Nominating Committee & Election of Directors  
Drawing for Door Prizes  
Other New Business  
Adjournment

## Standing Rules

- I.** Robert 's Rules of Order are the governing rules of this meeting.
- II.** Debate by any one member is limited to two minutes at one time on any motion.
- III.** A member may speak only twice on any motion and the second time only after others who wish to have been allowed to speak once.
- IV.** Affirmation and negative views will be recognized alternately, when possible.
- V.** All motions must be submitted in writing, signed by the maker, if requested by the Chairman.
- VI.** The Credit Union bylaws state that written ballots shall be required for any contested position. The nominee receiving a plurality of the votes cast shall win the election; otherwise, the election may be by voice vote.



# Annual Meeting Minutes

**85<sup>th</sup>** ANNUAL MEMBERSHIP MEETING  
Thursday, April 4, 2019

The Annual Meeting of the members of Smart Financial Credit Union was called to order by the Chairman of the Board, Mr. Jeffrey Hamlin, Thursday, April 5, 2018, at 7:05 p.m. at the Sheraton Houston Brookhollow Hotel, 3000 North Loop West, Houston, Texas.

Mr. Samuel Massie gave the invocation. The Chair determined that a quorum was present and appointed Mrs. Sandra Torres as Recording Secretary.

Chairman Hamlin welcomed the member-owners to the 84th Annual Membership Meeting. He then introduced the individuals seated at the head table and special guests in the audience. Mr. Hamlin then introduced the Board of Directors and Audit Committee members of Smart Financial Credit Union.

Mr. Hamlin then recognized two long-term Board members that were retiring from the Board. He presented a plaque to Dr. Jane K. Silva for 22 years of service, and Dr. William A. Young, Jr., for 44 years of service. Mr. Hamlin thanked them for their time and service to the Board.

Mr. Hamlin referred to the Standing Rules as printed in the Annual Report and requested adoption of the Standing Rules as distributed. Mr. Larry Frazier moved, and Mr. Samuel Massie seconded that the Standing Rules be adopted as presented. The motion carried.

He then referred to the printed minutes of the April 6, 2017, Annual Meeting contained in the Annual Report and asked for any corrections. There were none.

Mr. Hamlin commented that it had been an honor serving as 2017 Chairman of the Board. He added that he had served on the Smart Financial Board for over ten years. He then referred to his written report on pages 14-15 and gave a few highlights on the activities in 2017.

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# Annual Meeting Minutes cont'd

**85<sup>th</sup>** ANNUAL MEMBERSHIP MEETING  
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Mr. Hamlin thanked the Board, staff, and member-owners for making Smart Financial one of the best financial institutions in Houston. He added that he looked forward to more of the exciting opportunities that 2018 would bring.

Mr. Larry Seidl, President and CEO, thanked Mr. Hamlin and welcomed the member-owners to the 84th Annual Membership Meeting. He then thanked the Board of Directors for all their time and continued support of the Smart Financial team. In addition, he asked the Executive team to stand as he thanked them for all they do on a daily basis. Mr. Seidl also recognized the entire Smart Financial team stating that 2017 would not have been as strong without their dedication and caring attitudes towards the member-owners and fellow employees. He then referred to his written report on pages 16-17 and the events of 2017, most notably Hurricane Harvey, which devastated the entire city and surrounding areas.

Mr. Seidl then highlighted the financial state of the Credit Union. We ended the year as a \$700 million Credit Union. Assets grew by \$50 million, deposits by \$48 million, and loans by just under \$23 million. The year ended \$1.3 million under budget on expenses making the Credit Union even stronger.

Mr. Seidl commented on the state of credit unions around the country and added that Smart Financial was in a great position.

He then stated that he would answer any questions following the meeting. In closing, he expressed that he was blessed to be a part of this family and the Smart Financial team and was looking forward to growing this Credit Union the Smart way. He thanked the member-owners for their continued loyalty, support, and allowing Smart Financial to be their financial services provider.

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# Annual Meeting Minutes cont'd

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Mr. Seidl then introduced Mr. Jason Deitz, President of the Smart Financial Foundation.

Mr. Deitz announced that Ms. Sue Rightly, Chairman of the Smart Financial Foundation, was unable to attend the meeting. He added that her report could be found on pages 18-19.

Mr. Deitz then expressed the Foundation's appreciation and gratitude to the volunteer Board of Directors and staff of the Foundation for their tireless support and devotion. He also thanked the Credit Union and its employees for the resources given to make the Foundation's effort so successful.

Since its inception in 2013, the Smart Financial Foundation has donated over \$550,000 in scholarships, grants, and sponsorships, along with thousands of volunteer hours.

He added that the written report highlights the efforts with Habitat for Humanity, Easter Seals, Susan G. Komen, and various scholarships programs. This diverse sampling of our efforts illustrates the versatility of the Foundation. Through Habitat for Humanity, we helped build decent and affordable housing for a deserving family. The Easter Seals walk benefitted adults and children with disabilities. We supported cancer research and survivors through the Susan G. Komen walk. In addition, we helped people realize their educational dreams by providing numerous scholarships.

Mr. Deitz stated that for 2018, we would increase our efforts to create member-owner awareness for the Foundation. On the new Credit Union website, the Foundation has its own section where member-owners can read about the Foundation's efforts, look for volunteer opportunities and make donations. He added that a Foundation awareness video would

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# Annual Meeting Minutes cont'd

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be featured on the new website. This video is a compilation of Credit Union staff in action in the communities. Mr. Deitz then presented the premiere of the video to the member-owners.

Mr. Deitz asked member-owners to be proud of their Foundation as we continue efforts to fulfill our mission to change lives, improve communities and achieve dreams.

Mr. Hamlin asked if there was unfinished business from the last Annual Meeting and stated the Chair knew of none.

Mr. Hamlin turned the meeting over to Mr. Michael O'Neill, Chairman of the Nominating Committee. Mr. O'Neill explained the Election Process and then introduced the 2017-2018 Nominating Committee members. Mr. O'Neill reported that the Committee placed the following slate of nominees before the membership for their consideration:

POSITION	NAME	LENGTH OF TERM
1	Mr. Chad G. Greer (Incumbent Director)	3 Years
2	Ms. Dee Koch	3 Years
3	Ms. Tammie Y. Moore	3 Years
4	Mr. Larry Frazier (Incumbent Director)	3 Years

Mr. O'Neill reported that no nominations by petition had been received for Position 1, Position 2, Position 3, and Position 4; therefore, the election for these positions may be held by voice vote. Mr. Samuel Massie made a motion for election by acclamation for Position 1, Position 2, Position 3, and Position 4 for three-year terms. Mr. Chad G. Greer seconded the motion. The motion carried. Mr. O'Neill then congratulated the elected Board members.

Mr. Seidl introduced Smart Financial Resources, Smart Insurance Group, Smart Financial Credit Union Mortgage Division, Smart Auto Direct, and other providers and special guests. Mr. Urjit Patel, Senior Vice President-Member Experience, conducted the drawings for door prizes.

Mr. Hamlin asked for any other new business, and hearing none; he expressed his appreciation to the membership for attending.

The meeting adjourned at 7:53 p.m.



**Mr. Chad G. Greer**, Secretary  
Board of Directors



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# Report from the Chairman

**85<sup>th</sup>** ANNUAL MEMBERSHIP MEETING  
Thursday, April 4, 2019

**B**efore I begin my 2018 report, I would like to say that it has been an honor and a privilege to have been your Board Chair for the past three years. This will likely be my last report to you as Chairman because a new Chairman will take over at the end of this month. I will, however, remain on the Board. It has been unreal and a journey for me beyond my wildest imagination and expectation. I want to thank you and my fellow Board members for this wonderful opportunity. On behalf of the Board of Directors, I am proud to make my 2018 Chairman's report to the membership of Smart Financial.

In 2017, you may remember, we introduced our new tagline **People, Passion, Purpose** but it has turned out to be much, much more than just a tagline. It is a statement of commitment and vision that guides every decision made by staff, management, and your Board of Directors to best serve you, our member-owners.

Perhaps the most important decisions made are those that affect the safety and soundness of the organization. Your Credit Union is subject to annual audits and examinations by an independent CPA firm and state and national regulatory agencies. Smart Financial consistently receives top ratings in all areas reviewed. This year was no exception but Mr. Seidl, our president and CEO will humbly tell you that this year's examinations were the best ever. In fact, they were blowouts when for the first time in history the Credit Union in one of its most important examinations came in with the top ratings in all categories. This is a testament to the consistency, diligence and hard work of your excellent management team.

The decision to partner with the City of Sugar Land and ACE Theatrical to sponsor the Smart Financial Centre was a strategic partnership that continues to pay great dividends. This award-winning venue continues to raise awareness for the Smart Financial brand while contributing to the economy of Sugar Land and the surrounding counties that benefit from additional business opportunities associated with its operation. In 2018, we were proud to announce another exciting sponsorship. Smart Financial is now the official sponsor of Rice University Athletics. Along with sponsoring Rice athletic teams, their athletes will also be partnering with our Foundation to give back to our communities.

We continue to look for opportunities to provide you the best products and services possible. In 2018, we streamlined our checking account offerings to two new improved accounts – the Smart Choice and Smart Select Checking. We made improvements to our Smart Auto Direct program with the addition of Auto Link. If you haven't tried this service, you are really missing out. It takes the hassle out of the car buying process and assures our member-owners of good value. We also added adjustable rate mortgage products.

Perhaps, one of the most exciting additions to our extensive list of products and services is the wonderful array of insurance products now available to you. Through our subsidiary, Smart Financial Insurance, you can now get competitive pricing on auto, mortgage, renter, and flood insurance. We will soon have close to 100 new carriers available to serve your insurance needs.

Smart Financial continues to be committed to supporting education in our schools and communities. This includes financial literacy. Through our partnership with Stafford Municipal School District, the Smart Financial Foundation will be providing financial literacy to all levels of students, ensuring that they are better prepared for the challenges they will face out in "the real world". Additionally, we provide financial literacy training as an employee benefit to many of our Select Employee Groups (SEGs). Smart Financial currently has 20 staff members that participate in a weekly reading tutoring program for first grade students. In addition to the "boots on the ground" effort, Smart Financial sponsors and supports many organizations that directly impact teachers and students. These are just a few examples of how we are supporting education in the communities we serve.

As you can see, **People, Passion, Purpose** is a way of life at Smart Financial and it takes a whole team of dedicated individuals to make it happen. I would like to thank my fellow board members for their continued support and on behalf of the Board of Directors, Management, and Staff, I want to thank you for your membership and loyalty to Smart Financial.

  
**Mr. Jeffrey Hamlin**, Chairman  
Board of Directors

2018

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# Report from the President

**85<sup>th</sup>** ANNUAL MEMBERSHIP MEETING  
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It was a phenomenal year for Smart Financial, your Credit Union. The year can be summed up as one of strong financial performance, loan growth, improved member service and community involvement. We are committed to investing in the future of our member-owners, our employees, and the communities we serve. It is my privilege to present my report to the membership.

As our member-owners, we work for you. We understand the importance of being dedicated stewards with the hard-earned money that you have chosen to entrust with our organization. I am proud to report that our annual exam performed by the NCUA and state examiners was one of the best ever. Your credit union is a well-capitalized credit union that will continue to grow stronger, the Smart way.

One of the things that make credit unions unique is how we operate as a financial cooperative. Your deposits are loaned to other member-owners. During 2018, Smart Financial has grown our loan portfolio to over \$448 million. You can take pride in the fact that you are investing in the growth and success of the communities where you live.

Our staff and management team truly believe in our tagline People, Passion, Purpose. At Smart Financial, building relationships is second nature. It's just something we do. We also know there are always ways to improve. You may have received a survey by email or been asked to give your feedback after speaking with our Call Center. Along with our new focus on community involvement our team is constantly looking for ways to improve the member experience whether it is in person in the branch, on the phone with our representatives, or online with our website or mobile banking. Your answers on these and other surveys will be used to improve the service we provide to you, our valued member-owners. We know we have room for improvement, but our goal continues to be building lasting relationships, one member at a time.

Our new streamlined website was launched in 2018 to improve your online experience. With improved navigation and updated content, the new site will help member-owners keep up to date on our promotions and product upgrades. We are also upgrading and adding new branches. We remodeled our Wayside Branch, opened our new Kingwood Branch, and added a new branch to serve our members in

the Katy/Fulshear area. We will also be opening a new flagship branch in the Woodlands in late 2019. These changes are designed to improve and enhance the service and experience you receive from your Credit Union.

Service doesn't stop with our member-owners. The Smart Financial team is committed to partnering with other organizations to support our community. I want to sincerely thank all of you who donated to our Beary Merry Holiday fundraiser that raised funds for The Neuroscience Center at Children's Memorial Hermann Hospital. We were able to deliver over 100 giant teddy bears to children in the hospital as well as donate additional funds to the Memorial Hermann Foundation. We are grateful for your generosity and will continue to provide opportunities for us to make a difference, together!

In closing, I would like to thank our staff, management, and Board of Directors for your tireless devotion to making this great organization what it is today. Most importantly, I want to thank you, our member-owners, for your continued support and patronage. We are honored that you have chosen to be a part of the Smart Financial family.



**Mr. Larry Seidl**, President/CEO  
Smart Financial Credit Union

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# Smart Financial Foundation Chairman Report

Over the past year, it has been my privilege to serve as the Board Chair of the Smart Financial Foundation. I would like to personally thank each of the Foundation Board of Directors and Foundation staff for all their hard work and dedication this past year. Their time and insights have been instrumental within this Foundation.

I am proud to report that in 2018, the Foundation distributed more than \$60,000 back to the communities. Even more impressive is that since its inception in 2013, the Foundation has donated over \$600,000 in scholarships, grants and sponsorships, along with thousands of volunteer hours to worthy organizations.

The Foundation held two successful Fundraisers, which resulted in raising over \$90,000. The 6th Annual Golf Tournament was held in April. The 4th Annual Fall Luncheon was held in October with guest speaker Connie Watt. The Foundation honored the Justin J. Watt Foundation with its Community Impact Award; while Dr. William A. Young, Jr. received the Lifetime Achievement Award.

Each year during the Spring Semester, the Smart Financial Foundation begins the application process for the Ruby Sue Clifton Scholarship Program. This scholarship program was designed for credit union members who had graduating high school students within their household. In 2018, the Foundation happily awarded \$15,000 to students within the following school districts: Cypress Fairbanks ISD, Fort Bend ISD, Humble ISD, Pasadena ISD and Spring ISD. To date, this program has awarded over \$200,000 to graduating high school students.

The Foundation also increased its focus on providing employees of Smart Financial with ways to give back to the community. Smart Financial employees volunteered over 600 hours to organizations such as the Houston Independent School District, Rice University, the Houston Zoo and Memorial Hermann Children's Hospital. In conjunction to volunteering, over 100 individuals, either Smart Financial Employees, their families and/or friends, participated in two Susan G. Komen Race for the Cure Events and the Easter Seals of Greater Houston Walk with Me 5K.

The mission for the Smart Financial Foundation is simple – to change lives, improve communities and achieve dreams. I am excited to build on the success the Foundation has laid out. I know there are incredible opportunities ahead of us and that the Foundation will continue to achieve great things in the communities we serve.

Sincerely,



**Mrs. Lucy Bremond**, Chairwoman  
Smart Financial Foundation

**CHANGING LIVES  
IMPROVING COMMUNITIES  
ACHIEVING DREAMS**

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FOUNDATION





# Statement of Financial Position

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	DEC. 31, 2018	DEC. 31, 2017
<b>ASSETS</b>		
Cash	\$40,529,840	\$48,834,262
Investments	144,121,181	197,636,446
Loans	444,723,838	402,909,421
Receivables	228,548	15,696
Accrued Income	1,755,631	1,740,576
Land	5,723,245	4,977,146
Building and Leasehold Improvements	17,999,707	18,776,491
Furniture and Equipment	3,944,951	4,174,861
Other Assets	28,396,042	21,472,554
<b>TOTAL ASSETS</b>	<b>\$687,422,982</b>	<b>\$700,537,453</b>
<b>LIABILITIES</b>		
Accounts and Drafts Payable	\$12,524,265	\$13,522,339
Other Payables	3,291,313	3,084,555
	<b>\$15,815,578</b>	<b>\$16,606,894</b>
<b>MEMBERS' DEPOSITS</b>		
Member Shares	\$299,397,478	\$300,048,198
Other Member Deposits	309,639,962	328,743,921
	<b>\$609,037,440</b>	<b>\$628,792,119</b>
<b>RESERVES and UNDIVIDED EARNINGS</b>	<b>\$62,569,965</b>	<b>\$55,138,440</b>
<b>TOTAL LIABILITIES, MEMBER DEPOSITS, and RESERVES</b>	<b>\$687,422,982</b>	<b>\$700,537,453</b>

# Statement of Income & Expenses

	DEC. 31, 2018	DEC. 31, 2017
<b>INCOME</b>		
Income on Loans	\$22,191,175	\$21,349,912
Income from Investments	3,471,824	2,556,549
Other Income	17,163,820	16,656,817
<b>TOTAL OPERATING INCOME</b>	<b>\$42,826,819</b>	<b>\$40,563,278</b>
<b>EXPENSES</b>		
Salaries and Benefits	\$18,057,862	\$18,557,549
Travel and Conference	87,599	81,926
Office Occupancy	3,219,461	3,210,465
Office Operations	6,168,308	5,957,629
Marketing	1,270,342	1,444,807
Loan Servicing	1,440,115	1,283,329
Professional Services	3,220,114	3,074,315
Provision for Loan Loss	2,572,031	3,473,655
Interest	761	-
Other Operating Expenses	192,964	197,643
<b>TOTAL OPERATING EXPENSE</b>	<b>\$36,229,557</b>	<b>\$37,281,318</b>
<b>INCOME FROM OPERATIONS</b>	<b>\$6,597,263</b>	<b>\$3,281,959</b>
Non-Operating Gain (Loss)	(88,263)	490,424
Dividends Paid to Members	1,962,689	1,555,022
<b>NET INCOME</b>	<b>\$4,546,311</b>	<b>\$2,217,361</b>

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As of December 31, 2018, Smart Financial Credit Union's investment portfolio included Federal Agency Securities classified as available for sale with a book value of \$99,430,386. At December 31, 2018, these Federal Agency Securities had a market value of \$98,339,705. The unrealized gain on these securities was included in the calculation of the Credit Union's reserves and undivided earnings.

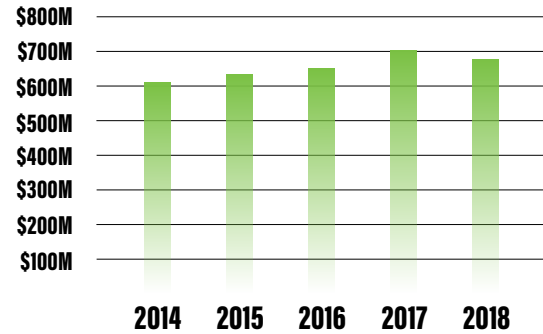
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# Smart Financial Credit Union Profile

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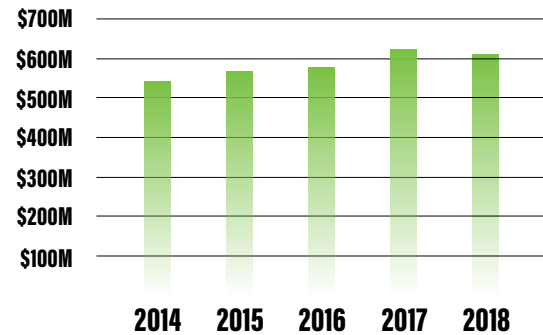
## Total Assets

2014	\$608,603,691
2015	\$633,501,243
2016	\$650,153,305
2017	\$700,537,453
2018	\$687,422,982



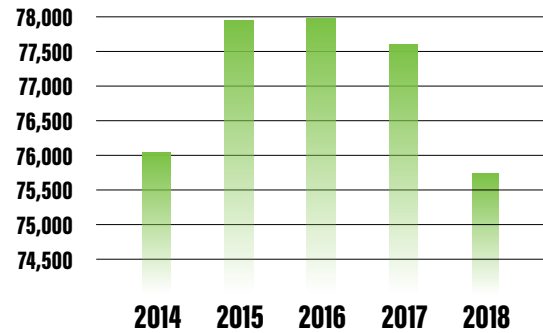
## Total Deposits

2014	\$546,760,354
2015	\$568,679,830
2016	\$580,642,993
2017	\$628,792,119
2018	\$609,037,440



## Membership Size

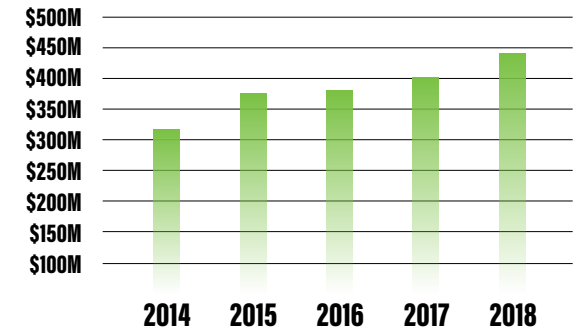
2014	76,050
2015	77,946
2016	77,958
2017	77,603
2018	75,249



## Financial Highlights

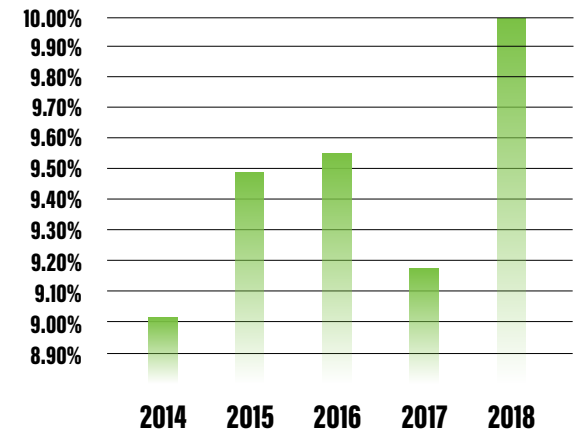
### Total Loans

2014	\$321,132,419
2015	\$375,248,541
2016	\$380,038,512
2017	\$402,909,421
2018	\$444,723,838



### Net Worth Ratio

2014	9.01%
2015	9.49%
2016	9.54%
2017	9.17%
2018	10.00%



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# Board of Directors and Officers

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Thursday, April 4, 2019

## BOARD OF DIRECTORS

## TERM ENDS

## OFFICERS

<b>Mr. Jeffrey Hamlin</b> , Chairman	<b>2019</b>
<b>Mr. Michael O'Neill</b> , Vice Chairman	<b>2018</b>
<b>Mrs. Maria Diaz</b> , Treasurer	<b>2019</b>
<b>Mr. Chad G. Greer</b> , Secretary	<b>2020</b>
<b>Mr. Larry Frazier</b> , Director	<b>2020</b>
<b>Mrs. Douthulia Gardner</b> , Director	<b>2019</b>
<b>Ms. Dee Koch</b> , Director	<b>2020</b>
<b>Mr. Samuel Massie</b> , Director	<b>2018</b>
<b>Ms. Tammie Moore</b> , Director	<b>2020</b>

## AUDIT COMMITTEE

**Ms. Lena Gilmore**, Chairperson\*  
**Mr. Jerold Johnson**, Member  
**Mrs. Diana Carrion**, Member

\*In remembrance of Ms. Ann Petrillo who selflessly served the Smart Financial Audit Committee from 2007 to 2018 and as its chairperson from 2013 to 2018.

**Larry Seidl**, Chief Executive Officer  
**LeAnn Kaczynski**, Executive Vice-President  
**Jason Deitz**, President, Smart Financial Resources  
**Angela Chan**, Chief Financial Officer  
**Jeffrey Keene**, Chief Lending Officer  
**Mike Piwetz**, Chief Information Officer  
**Preston Price**, SVP Member Relations  
**Sean Price**, SVP Support Operations  
**Darcy Stephens**, SVP Human Resources  
**Corbin Wilson**, SVP Member Engagement  
**Loretta Wolsey**, SVP Risk Management & Compliance  
**Angela Aguirre**, VP Lending Sales  
**Susan Chapman**, VP Community Engagement  
**Chris Conway**, VP Retail Operations  
**Michael Davis**, VP Credit  
**Ray Finnegan**, VP Facilities and Technical Operations  
**Cynthia Galindo**, VP Core Applications/Electronic Payments  
**Jeremy Huddleston**, VP Information Technology  
**Tricia Smith**, VP Lending Services  
**Sandra Torres**, VP Board Services / Assistant to CEO  
**Erin Townsend**, VP Member Experience

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## Branch Locations

### Newcastle

4605 Southwest Freeway, Suite 100  
Houston, Texas 77027

### Westchase

5840 W. Sam Houston Parkway, Suite 100  
Houston, TX 77072

### FM 2920

5200 FM 2920, Suite 100,  
Spring, TX 77388

### FM 1960

520 FM 1960 East  
Houston, Texas 77073

### Conroe

3201 West Davis  
Conroe, TX 77304

### Missouri City

10330 Highway 6, Suite J,  
Missouri City, TX 77459

### Wayside

4411 South Wayside Drive  
Houston, Texas 77087

### Kingwood

4529 Kingwood Drive,  
Suite 100, Kingwood,  
Texas 77345

### Pearland

10201 Broadway St., Suite 117  
Pearland, TX 77584

### North Loop

2510 North Loop West  
Houston, Texas 77092

### Sugar Land

9810 Highway 90A  
Sugar Land, Texas 77478

### Rayford

602 Rayford Road  
Spring, Texas 77386

### Katy/Fulshear

6727 FM 1463, Suite 100  
Katy, Texas 77494

## Outlet Locations

### Debakey VA Medical Center

2002 Holcombe Blvd (1st floor),  
Houston, Texas 77030

### Lamar High School

3325 Westheimer Rd,  
Houston, TX 77098

### Nabors

(Limited Access)



Katy/Fulshear Branch Ribbon Cutting Ceremony on Wed, Jan 16, 2019.





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P.O. Box 920719  
Houston, Texas 77292-0719  
713-850-1600 or 1-800-392-5084  
[smartcu.org](http://smartcu.org)