

MAPPING OUR MISSION At the Vermont Community Loan Fund we transform Vermonters' lives by providing loans, grants and technical assistance for affordable housing, small businesses, child care providers and other community facilities benefiting lower-income Vermonters. **BLAZING TRAILS** VCLF makes loans wherever our mission and our values take us. For over 25 years, we've guided borrowers from those first early steps — starting or growing a business, planning for a new affordable housing development — providing secure footing as they start off on the path toward financial stability and success. **CLIMBING TOGETHER** As a journey proceeds across changing and sometimes challenging terrain, fellow travelers come to rely on each other. Everyone shares the challenges of the journey. and everyone shares in the successes of another day on the trail. VCLF's socially responsible investors walk side by side with our borrowers and stakeholders, providing the loan capital that makes the journey possible. **SURVEYING THE LANDSCAPE** Since 1987, VCLF has loaned over \$75 million to Vermont's businesses, affordable housing developers, community organizations and child care programs. Yet there is no 'summit' per se in the work we do. We're always surveying Vermont's social and economic landscape with an eye for emerging needs and innovative ideas that will bring our communities over the next rise, and the next, and on toward wealth and well-being.

investinvermont.org (802) 223-1448

Dear Friends,

the year documented in the following pages, found the Loan Fund celebrating our 25th anniversary. Like any anniversary, it was a time for reflection on past milestones and future goals. Accordingly, the theme of this year's annual report is "The Path Behind Us, the Journey Ahead."

Over the last quarter-century, we've been fortunate to share our journey. Just as any long trek requires contributions from every member of the team, so many partners have been essential to getting VCLF to where we are today. Our investors have provided the capital and our supporters have made our daily work possible...both creating the solid footing that's enabled our borrowers to forge ahead with their critical work, growing businesses, building homes and creating stronger communities.

As you make your own journey through Vermont communities large and small, you'll visit more and more places every year where VCLF has helped a family find a home, helped a business create jobs or helped a community become happier, healthier and more financially resilient. As you survey Vermont's landscape, you'll see our work together in thriving family farms, our unique community of entrepreneurs and small business owners and a child care industry that's growing to meet the need for quality care. You'll see community organizations providing essential services that make our quality of life possible. You'll see Vermont families coming home to homes they can afford.

Ultimately, VCLF's journey is about creating opportunities that lift Vermonters up out of poverty, that help us all participate more fully in the vibrant, healthy communities we love. This report offers a glimpse of what we've achieved together, as we look ahead to the challenges to come. Thank you for being a part of it.

Elizabeth Glenshaw

President, Board of Directors

Sincerely,

Will Belongia
Executive Director

Win Bhi



Will Belongia



Elizabeth Glenshaw

Board of Directors

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Hope Campbell, Director of Child Care Programs
Cindy Daniels, Business Development Specialist,
Project SUCCESS

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Cindy Houston, Microloan and Grant Portfolio Manager Susan Hood, Investment and Grant Coordinator Ryan Humke, Senior Accountant Jake Ide, Director of Development Maria Lamberti, Loan Coordinator, Child Care Programs Anne Loecher, Marketing and Communications Manager Linda Markin, Director of Finance and Administration Barbara Petrie, Loan Coordinator,

Housing and Community Facilities Programs

Dan Winslow, Loan Coordinator, Business Programs

LENDING FOR SMALL BUSINESS: NAVIGATING THE PATH TO PROSPERITY

ermont's small business entrepreneurs face a challenging route. The Loan Fund is there at every turn, with funding for start-ups and existing businesses, offering training and technical assistance at all points along the way. VCLF is dedicated to the hardworking business sector whose momentum moves the state's economy forward.



Rachel Lee Cummings (right), founder, Armistead Caregiving Services, South Burlington

2012 Highlights:

- · Loaned \$1,143,000 to Vermont's micro- and small businesses.
- Leveraged **\$658,000** in additional project funding.
- · Created or preserved jobs for **142** Vermonters.
- Awarded five Rural Business Enterprise Grants (RBEG), totaling over \$10,000.





Green Mountain Power's Cow Power

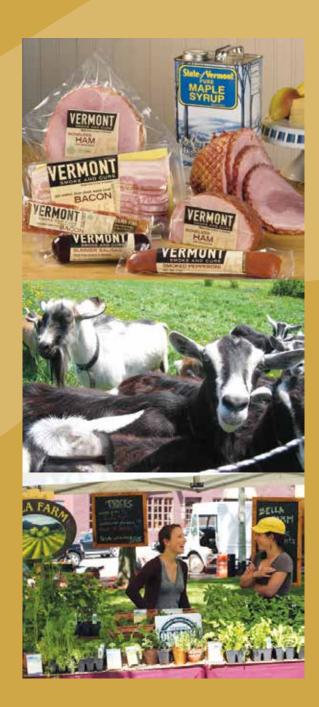
VCLF manages Green Mountain Power's Cow Power Fund, supporting the use of methane from manure to create a renewable source of electricity, benefiting farmers, consumers and the environment. greenmountainpower.com/renewable

To date:

 VCLF has awarded Cow Power grants to 12 farms throughout Vermont; grantees have converted their total farm waste methane into **16,000,000** kWh of electricity annually.



- VCLF allows you to build your business and get your feet underneath you, before you go out into the wider world.
 - Chris Bailey, CEO, Vermont Smoke and Cure, Hinesburg
- The Vermont Community Loan Fund was the only one to say 'yes' to my business. ??
 - Laini Fondiller, owner, Lazy Lady Farm, Westfield
- Of The Loan Fund's Business Loan Program focuses on providing opportunity to help people achieve their goals. Those achievements and goals are the road to independence and financial stability for our borrowers. 99
 - Sam Buckley, VCLF Director of Business Programs



LENDING FOR QUALITY CHILD CARE: STEPS TOWARD THE FUTURE

uality early education and care form the bedrock for children's development. A parent's ability to stake their trust in a child care provider is a critical link in their ability to succeed in the workforce and grow their family's quality of life. Together with Vermont's dedicated child care providers, VCLF's steps in child care lending and support services are adding up to great strides forward.

2012 Highlights:

- Loaned \$543,102 for child care center start-up and expansion.
- Created or retained slots for 263 children.
- Created or retained jobs for 47 child care providers.

Project SUCCESS

VCLF's Project SUCCESS (**SU**pporting **Child C**are **E**ntrepreneurs with **S**kills and **S**trategies) offers a wide range of business skills training at no cost to Vermont's child care facilities. This year alone, Project SUCCESS provided **1,569** hours of training to **104** child care programs. **projectsuccessvt.org**

Building Bright Futures Facilities Fund

In partnership with the Department for Children and Families and funded by special-issue license plates, donations and state appropriations, BBFFF was created to increase the quality of Vermont's child care facilities. Since 2002, **85** programs have received grants totaling **\$1,020,000** to benefit more than **3,000** children.

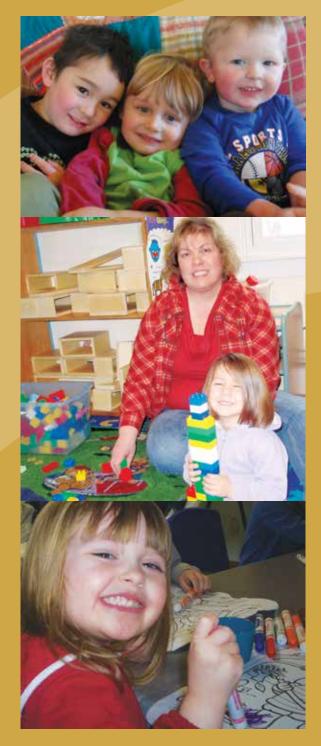
Vermont Birth to Three Small Grants

VB3 grants are available to child care programs serving infants and toddlers for staff development and equipment. VB3 is funded and guided by a group of philanthropists committed to fostering quality care statewide.





- Loan Fund. We had a vision, but Hope knew the business. From eight years ago sitting around our kitchen table with her, to standing here today...it's amazing.
 - Tracy Patnoe, owner, Mud City Kids Child Care Center, Morrisville
- Gold. Because of VCLF, I can offer quality child care, pay competitive wages, and run a real business now. ??
 - Sheila Bedi, owner, Creative Spirit Children's Center, Thetford
- Vermont Community Loan Fund Child Care programs are critical in the work to achieve long-lasting sustainability of quality early care and education programs.
 - Hope Campbell, VCLF Director of Child Care Programs



LENDING FOR AFFORDABLE HOUSING: THE JOURNEY HOME

The journey to a safe, affordable home is daunting for so many Vermonters. The supply of affordable

housing in our state remains far below the demand. The Loan Fund works closely with the strong community of local and regional housing trusts and developers dedicated to the building and restoration of homes that will be affordable in perpetuity. Together, we help low-wealth Vermonters find their way home.

66 At those times when our organization has had to make difficult decisions and faced tough challenges, VCLF has always been there to help with solutions... ??

- Elisabeth Kulas, Executive Director Housing Trust of Rutland County, Rutland

2012 Highlights: · Loaned \$3,068,906 for safe, affordable homes throughout Vermont. · Leveraged \$11,509,930 in

additional financing. · Built or rehabilitated homes for 261 lower-income families.

 Created or preserved construction jobs for 252 Vermonters.





LENDING FOR COMMUNITY FACILITIES:

WHERE PATHS CONVERGE

Itimately, it is our communities that the Loan Fund serves. Community-based organizations and facilities — medical centers, senior centers, family programs, arts organizations — they bring Vermonters together and provide us with essential and enriching services. They're where our paths intertwine — where we find and build community.

66 VCLF isn't just concerned with what's on the bank statement.

They're really concerned with what the project is about, and how that project will impact Vermont. ??

- Kate Neubauer, former Executive Director Lake Champlain Community Sailing Center

6 Vermont is truly blessed to have the network of talented and creative people working in so many nonprofit organizations, providing affordable housing and supportive services for many, many families. ??

- Paul Hill, Jr., VCLF Director of Housing and Community Facilities Programs

2012 Highlights:

- Loaned \$380,000 to Vermont's community-based organizations.
- Provided financing to organizations serving 1,700 Vermonters a year.
- Created or preserved jobs for 44 Vermonters.



Business Lending:

Bella Farm, Monkton

A farmer and pesto producer operating out of incubator space at Burlington's Intervale since 2009, Rachel Schattman lost her entire basil crop to Tropical Storm Irene in August 2011. VCLF financing helped her move



her operation to "higher ground" in Monkton, where she's been successfully expanding her production and growing her business. **bellapesto.com**

Highfields Center for Composting, Hardwick

The Highfields Center for Composting makes and sells compost, consults with farmers and other composters, provides lectures and workshops and offers composting education in Vermont schools. Highfields used a VCLF loan to purchase equipment to transport and process compost. The loan resulted in the creation of three jobs and the retention of six full-time livable wage jobs. *highfieldscomposting.org*

Maple Leaf Malt and Brewing Company, Wilmington

Maple Leaf is a casual, pub-style restaurant located in Wilmington, one of the towns most devastated by Tropical Storm Irene. With help from VCLF, Maple Leaf reopened quickly last spring, and a new loan was used for working capital during the slower spring months. Seven jobs were preserved as a result.

Paine's Christmas Trees, Morrisville

Tom Paine's family has been growing and selling Christmas trees on their homestead just north of Stowe for almost five decades. He used a VCLF loan



to make improvements to their farm store and sugar house, resulting in the preservation of six part-time and two seasonal jobs. *paineschristmastrees.com*

Resort Ski Shops, Killington, Ludlow and West Dover

RSS, which does business under the name The Great Outdoors of Vermont, is a retail chain specializing in outdoor gear and clothing. The three communities in which RSS operates retail outlets were severely affected by Tropical Storm Irene. They used VCLF financing to purchase inventory for the 2012/2013 ski season. The loan helped RSS retain 22 full-time jobs and create six new ones, all paying a livable wage. *greatoutdoorsvermont.com*

Vermont Wood Pellet. North Clarendon

Vermont Wood Pellet used a VCLF line of credit to purchase raw materials and finance the production of finished goods during the off-heating season. There is a nearby, ready supply of the wood used for VWP's pellets, allowing for local harvesting and processing. *vermontwoodpellet.com*

Walker Motors. Berlin

Walker Motors is a Volkswagen dealership in Berlin, family-owned and in operation for over 50 years. They used a VCLF loan to finance the purchase and expansion of a property they had been leasing. The loan resulted in increased revenues, reduced operating costs and the retention of jobs for 20 Vermonters. *walkervt.com*

Wall/Goldfinger, Randolph

A manufacturer of high-end, woodcrafted office furnishings with a worldwide clientele, Wall/Goldfinger used a VCLF loan to replace and repair equipment that was damaged as a result of flooding from Tropical Storm Irene. wallgoldfinger.com



Webiomass. Rutland

Producers of wood pellet boilers for residential and commercial heating, Webiomass used a VCLF loan to finance purchase orders to expand their inventory. The loan led to the creation of one new job and the retention of another one. **webiomass.com**

William Austin Antiques, Chester

William Austin Antiques specializes in the restoration and sale of antique furnishings, and also operates an ice cream stand and small restaurant. VCLF financing helped them recover from damage and losses resulting from Tropical Storm Irene. The loan helped preserve three jobs and create one new part-time position. *wmaustin.com*

W. Masonry, Westford

When this commercial masonry company was awarded the contract for the new CVS Pharmacy project in Williston, they used a VCLF loan to finance their payroll until the contract's completion. The loan resulted in three jobs created and two jobs preserved.

Child Care Lending:

Creative Spirit Children's Center, Vershire

Creative Spirit, a five-STARs-rated, licensed child care center, used a VCLF loan to buy new cribs to meet licensing requirements due to a federal recall of more than two million cribs. The loan helped them retain 27 child care slots, 90% of which are available to families receiving subsidies. Seven jobs were preserved as a result of the loan.

Heather's House, Shelburne

Heather's House, a home-based, registered early childhood program serving children ages birth to 12, used a VCLF loan to make playground upgrades, install fire-rated doors, construct a roof to cover the outside play space and build storage space inside and out. This loan resulted in six child care slots retained, six created, one job preserved and another new job created.

Imagination Station Preschool, Barre

Imagination Station Preschool, a home-based, licensed preschool program, used a VCLF loan to expand services, resulting in 22 child care slots retained and eight new slots created. Fifty percent of Imagination Station's slots serve families receiving child care subsidies.

Mud City Kids Child Care Center, Morrisville

Mud City Kids Child Care Center, a for-profit, full-year child care facility, used a VCLF loan to expand their facility and program,

and add an afterschool program. The loan resulted in 47 child care slots retained, 12 new slots created, ten jobs retained and six new jobs created.



VCLF PORTFOLIO, DECEMBER 2012: \$23,866,799 - 234 LOANS JOBS CREATED/RETAINED: 2,012

Red Doors Children's Center, Sutton (2 loans)

Red Doors Children's Center, a for-profit child care center, used a VCLF pre-development loan for costs associated with the program's start-up. The loan resulted in the creation of 40 new child care slots in the Northeast Kingdom.

Sunny Lane Daycare, Brookline

Sunny Lane, a home-based program, used a loan from VCLF to expand services, add playground space and new equipment. The loan resulted in 11 child care slots retained, 34 new slots created, one job created, and one preserved.

Turtles 'N Tots Daycare, Johnson

Turtles 'N Tots meets a significant community need: there are no other licensed child care centers in the towns it serves. They used a VCLF loan for equipment, supplies and their operating costs during start-up, resulting in 24 child care slots retained, 26 slots created, two jobs retained and eight jobs created.



Housing and Community Facilities Lending:

Addison County Community Trust, Middlebury (2 loans)

ACCT purchased a seven-acre parcel in Middlebury that will ultimately provide up to 36 new units of affordable housing for seniors. A second loan was used to purchase an existing 3-bedroom condominium unit in Middlebury for transitional, emergency family housing. *addisontrust.org*

Central Vermont Community Land Trust – Phoenix House, Barre

CVCLT, which manages and develops affordable housing in Washington and Orange Counties, used a VCLF loan to convert an existing residence into transitional housing, in partnership with a mental health counseling agency, resulting in the creation of two new jobs. central-vt.com/web/landtrust

Champlain Housing Trust – Bright Street, Burlington (3 loans)

The Champlain Housing Trust (CHT), a nonprofit providing affordable housing throughout Chittenden, Franklin and Grand Isle counties, used a VCLF loan to purchase .8 acres of land and two homes. A second loan, made in conjunction with **ECHO Housing Limited Partnership**, was used to refinance existing debt to help preserve 32 affordable homes. A third loan was used to purchase and renovate an apartment building in Essex Junction, providing five affordable homes with additional office space to be leased to the Howard Center, northwestern Vermont's largest human and family services provider, to house a program supporting patients with long-term mental health issues. The office space will house an around-the-clock staff therapist to provide care and oversight for the patients. *champlainhousingtrust.org*

Chittenden Housing Corporation, Winooski

The Chittenden Housing Corporation, an affiliate of the Winooski Housing Authority, used a VCLF loan to refinance their purchase of the Courtyard Senior Apartments in Winooski, providing 101 affordable homes. winooskihousing. org/about/chittenden-housing-corp

Rural Edge, Orleans

Rural Edge (formerly Gilman Housing Trust) used a loan from VCLF to refinance a single-family affordable home. *ruraledge.org*



Housing Trust of Rutland County, Brandon

The Housing Trust of Rutland County, a nonprofit serving Rutland County with affordable housing, used a VCLF loan for predevelopment costs associated with the creation of 25 affordable homes at the redeveloped Brandon Training School, including three handicap-accessible units, and to



preserve an additional nine affordable homes at the Erastus Thayer House in Brandon. *housingrutland.org*

Rutland County Parent Child Center, Rutland

Rutland County Parent Child Center provides early childhood programs, parent education and more to children and families

throughout Rutland County. They used a VCLF loan to purchase a larger facility in downtown Rutland, allowing for reduced operating costs and increased capacity of their programs. The loan resulted in three new jobs created and 41 jobs retained. *rcpcc.org*



Saxton's River Housing, Saxton's River

Saxton's River Housing is an affordable housing project with 17 affordable homes. SRH used a VCLF loan for energy improvements to their buildings.

We're always so happy to work with the Loan Fund on our housing projects. They're always flexible and easy to work with. We know we're in good hands. 99

- Amy Demetrowitz, Director of Real Estate Development Champlain Housing Trust, Burlington

CHILDREN IN QUALITY CARE: 2,069 HOMES FINANCED: 1,187 VERMONTERS RECEIVING SERVICES: 51,381

Supporting the Loan Fund

YOU are the "community" in the Vermont Community Loan Fund. Your commitment to your values and your generosity turn our goals into realities, all across Vermont. We thank you for all you've done to improve the lives of low-income and low-wealth Vermonters, to create a stronger, healthier, happier Vermont for all. Together, we can continue that good work, when you:

Invest

YOU lend us the capital that sustains our work. Hundreds of individuals and families, local banks and businesses, foundations, educational and faith-based groups, even the State of Vermont itself...these are the people who have aligned their investment dollars with their values by making an investment with VCLF. It's easy: you select an interest rate and term that matches your social investment and financial goals. You can even earn credit toward your Vermont state income tax.

Give

As a nonprofit organization, we rely on contributions and grants to support our programs. You can also choose to make gifts directly to our Permanent Capital Fund, to be used as loan capital in perpetuity.

Join the Legacy Investors Circle

Make a planned gift that will be an ongoing source of support to the Loan Fund's work: a Legacy Investment. You'll receive interest payments for life while the capital you've provided to VCLF is loaned out to create opportunities throughout Vermont. At the end of life, your Legacy investment will become part of our Permanent Capital Fund, to be loaned and re-loaned in perpetuity.

For more information on investing or contributing, please contact:

Jake Ide, Director of Development (802) 223-4423 or jake@vclf.org

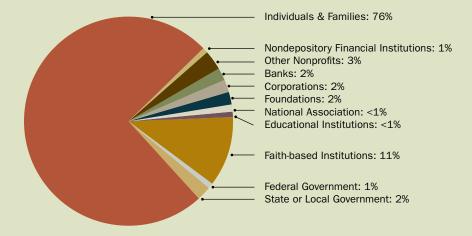
Current Investment Rates as of July 1, 2013*

Social Investment Term Account					Social Investment Cash Account
1-2 Years	3-4 Years	5-6 Years	7-9 Years	10+ Years	No Term, Withdrawals on Demand
1.0%	1.5%	2.5%	2.75%	3.0%	0.5%

^{*} Investors may choose to invest at lower rates. Lower rates allow us to keep financing affordable for our borrowers, furthering our impact in Vermont communities. Rates are subject to change. Check our web site under Rates & Terms at investinvermont.org.

For more information, contact Susan Hood at (802) 223-4426 or susan@vclf.org

VCLF Investors by Category as of December 31, 2012



Che more we can help each other out as neighbors, the better off we'll all be. The Loan Fund helps others like you would expect a neighbor to help you.

Zeke Goodband,Dummerston,VCLF investor



Statement of Financial Position

On December 31st, 2012

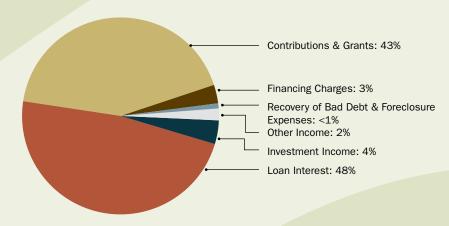
Assets

H99Gf9	
Cash and Investments	\$ 7,511,958
Loans Receivable	\$22,958,400
Reserve for Loan Losses	(\$ 1,348,184)
Plant and Equipment	\$ 15,198
Other Assets	\$ 146,967
TOTAL ASSETS	\$ 29,284,339
Liabilities and Net Assets	
Accrued and Other Payables	\$ 241,313
Deferred Revenue	\$ 60,088
Loans Payable	\$21,166,772
TOTAL LIABILITIES	\$ 21,468,173
Net Assets	
Unrestricted	\$ 6,664,566
Temporarily Restricted	\$ 499,210
Permanently Restricted	\$ 652,390
TOTAL NET ASSETS	\$ 7,816,166
TOTAL LIABILITIES AND NET ASSETS	\$ 29,284,339

VCLF's complete audited financial statements through December 31st, 2012 are available upon request and at our web site: *investinvermont.org*. Our 2012 Audit was prepared by Kittell Branagan & Sargent.

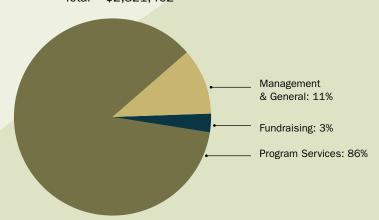
Revenues and Support

Total = \$2,822,744



Expenses

Total = \$2,821,462



Thank you!

The following community members have been investors in, or made contributions to, VCLF during 2012. We are grateful to those who have contributed so generously to VCLF's mission. If we inadvertently left out your name from this list, please contact us.

CONTRIBUTORS

Businesses & Organizations

Anonymous (7)

American Flatbread

Peter Backman and Annie Christopher Fund

Ben and Jerry's Foundation

H.H. Benedict, Architect

The Jack and Dorothy Byrne Foundation

Cape Air Sustainability Program

Castanea Foundation

Central Vermont Community Land Trust

Central Vermont Public Service Corporation

Citizens Bank Foundation

Community National Bank

Concept2, Inc.

Create Jobs for USA

Crystal Springs Services

Danforth Pewter

David N. Deutsch & Company, LLC

O.P. & W.E. Edwards Foundation

Fat Toad Farm

Forward Philanthropy

Greater Burlington Industrial Corporation

Green Mountain Power Corporation

Green Mountain Spinnery

Jerry Greenfield and Elizabeth Skarie

Foundation

Grow Compost of Vermont

High Mowing Organic Seeds

Hollister Hill Farm

Hudak Farm

J.A. Morrissey, Inc.

Lake Champlain Community Sailing Center

Lamoille Economic Development Corporation

Laraway Youth and Family Services

Latchis Theatre

Mad River Rocket

Main Street Landing Company

Maple Leaf Malt & Brewing Co.

New England Federal Credit Union

Olivia's Croutons

Office of Congressman Peter Welch

People's United Bank

People's United Community Foundation

Renaissance Development Company

Russian Life Magazine

Sisters of Mercy of the Americas

Spectrum Youth and Family Services, Inc.

The Stettenheim Foundation

Stitzel, Page & Fletcher, P.C.

Studio Place Arts

TD Bank

The Richard E. and Deborah L. Tarrant

Foundation

Trustco Bank

Turrell Fund

US Department of Treasury/ CDFI Fund US Small Business Administration

Vermont Affordable Housing Coalition

The Vermont Community Foundation Vermont Compost Company

Vermont Department of Children

and Families

Vermont Economic Development

Authority

Vermont Housing and Conservation

Board

Vermont Smoke and Cure

Walter Cerf Community Fund

White & Burke RE Investment Advisors, Inc.

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Bonnie Acker and John Davis

Isabella Acker

David Aldrich

Katherine Arthaud

Judith Asch-Goodkin

David and Meredith Babbott

Alec Barclay

Will and Kim Belongia

John and Betty Berlenbach

Barry Bernstein

Jeffrey Bernstein

Kathy Beyer

Diana Bingham

Valerie Wilkins and Dean Bloch

valerie Wilkins and Dean Bloch

Lynn Bohi

Lynne Bond and David Watts

Ben and Anne Bosher Bill and Ruth Botzow

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Dedication to Deb and Tico Brighton Nancy Rowden Brock and Thomas Brock

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Pat Burnham

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Hope and Patrick Campbell

Alan Cantor

Mary Ann Carlson

Bruce and Holly Catlin

Anne Comstock

Mags and Steve Conant

Paul Couture

Mac and Laurie Cox

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Fran and Scott Rathke Signa Lynch Read

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Patricia Sampson Sheafe Satterthwaite

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Rev. Sister Laurian Seeber

Lori Shaw and Anne Rodenrys

Marc Sherman Anne S. Segal

Jennifer Silpe

Jennifer Smith

Stuart and Anne Smith

Susan Smith

Jeb and Susan Spaulding Janice St. Onge

Ann Stanton and David Connor

Elizabeth Steele

Lee and Byron Stookey
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Gaye Symington and Chuck Lacy

Katherine and Edward Van Woert

John and Val Vincent Todd Walker

Hannah Wasserman David Weinstein

Stephanie and Kris Wernhoff

Stephanie Evans Wernhoff David White

Sarah Williams

Steven Wisbaum Suzi Wizowaty and Joan Robinson

Amy Wright and Gil Livingston

INVESTORS

Margaret Ziolkowski

Organizations, Entities & Businesses

Anonymous (26)
Addison County Community Trust, Inc.

Anne Slade Frey Charitable Trust Basilian Fathers of Toronto

Ben Harris Revocable Trust
Brattleboro Area Affordable Housing

Corporation
Burlington Airport Board of

Commissioners
Burlington Meeting of the Religious

Society of Friends
Calvert Social Investment Foundation

Cathedral Church of St. Paul

Charlie Burchard Memorial Trust

Christ Church, Bethel Christ Church Presbyterian Burlington

Church of the Good Shepherd, Barre

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