

MINUTES OF THE ANNUAL MEMBERSHIP MEETING
OF TRICO ELECTRIC COOPERATIVE, INC.

April 6, 2024

The Annual Membership Meeting of Trico Electric Cooperative, Inc., was held on Saturday, April 6, 2024, pursuant to a notice of said meeting regularly and duly given. Present were Directors Larry Hinchliffe, Joe King, Marsha Thompson, Darrell Birkhimer, David Proctor, Kevin McCarthy, and Jerry Rutherford. Also present were CEO/General Manager Brian Heithoff, several members of Trico management and staff, Board Counsel Skip Whitley, and emcee J.D. Wallace.

Welcome – Meeting emcee, J.D. Wallace opened the meeting by welcoming all in attendance to Trico’s Annual Membership Meeting. He then called Board President Larry Hinchliffe to come up and conduct the first order of business.

Call to Order – President Hinchliffe called the meeting to order at 11:00 a.m. and welcomed all to the 78th Annual Membership Meeting.

Quorum – President Hinchliffe noted that 468 registered members and 744 people were present at the 2024 Annual Membership Meeting and there were 444 members who voted online for the Director elections. The quorum needed (122 Members) per Article IV, Section 4 of the Trico Electric Cooperative By-Laws was met for purposes of the election and the Annual Membership Meeting.

Agenda – A motion was duly made, seconded, and carried approving the Annual Membership Meeting agenda as presented.

Invocation – Director King gave the Invocation.

Pledge of Allegiance and National Anthem – Director Thompson led the Pledge of Allegiance, and the National Anthem was performed by Trico employee Cristina Cruz.

Manager’s Report – Mr. Heithoff gave the Manager’s Report.

Raffle – Mr. Wallace drew numbers and awarded four raffle prizes at this time. The prizes were two \$50 Trico bill credits; and two \$100 Trico bill credits.

Introductions and Recognition of Guests – Mr. Heithoff began by thanking all the former Trico board members in attendance. He then introduced the current Trico board of directors.

2024 Official Notice of the Annual Membership Meeting – Trico COO and General Counsel Eric Hawkins called for a motion to waive the reading of the 2024 Official Notice of Annual Membership Meeting.

The Members in attendance and the Trico Board of Directors moved, seconded, and carried a motion to waive the reading of the 2024 Official Notice of the Annual Membership Meeting.

For purposes of officially recording the notice procedures in these minutes, envelopes containing the Notice of Annual Membership Meeting addressed to all Members of record were sent by first class mail placed in the U.S. Mail within the time prescribed by the By-Laws. Additional notice was provided via social media, e-mail, Trico's website, and other advertising sources.

2023 Annual Meeting Minutes – Mr. Hawkins stated that the By-Laws call for the reading of these Minutes. However, reading of the minutes may be waived. Copies of the 2023 Annual Membership Meeting Minutes were distributed to Members via the online voting system, the Trico Livewire, and Trico's website.

The Members in attendance and the Trico Board of Directors moved, seconded, and carried a motion to waive the reading of the 2023 Annual Membership Meeting Minutes and approve those minutes.

Raffle – Mr. Wallace drew numbers and awarded three raffle prizes at this time. The prizes were 1) an overnight stay at the Casino del Sol plus a \$50 resort credit; 2) KitchenAid Mixer; and 3) Beats headphones.

The King Ranch video was shown at this time.

Director Elections – Mr. Hawkins announced that there were three seats on the Trico Board of Directors for election in Districts #1, #2, and #5. He stated that all three candidates were running unopposed.

The candidates are as follows: for District #1 – Jerry Rutherford (incumbent); for District #2 – David Proctor (incumbent); and for District #5 – Joe King (incumbent). These were the Members that submitted sufficient nominating petitions, and in accordance with the Cooperative's By-Laws they were the only candidates for those districts. Each candidate recorded a speech that was available on the Trico website since early February.

This year online voting was offered, and those results will be added to the results of in person voting today.

Financial Report – A video report on Trico's financial status was shown.

President's Report – A video of the President's Report was shown.

Raffle – Mr. Wallace drew numbers and awarded three raffle prizes. The prizes were 1) Robotic Vacuum from Arizona G&T Cooperatives; 2) a Pelican 50-quart ice chest; and 3) a Nintendo Switch.

CEO Q & A – Mr. Heithoff was interviewed by Mr. Wallace to answer frequently asked questions about Trico's programs and future.

Trico Foundation Scholarship Recognition– Mr. Wallace recognized the Trico Foundation's scholarship recipients for the 2024-2025 school year.

Raffle – Mr. Wallace drew numbers and awarded two raffle prizes. The prizes were 1) an iPad; 2) a 42-inch TV; and 3) a Bicycle donated by the International Brotherhood of Electrical Workers.

Director Election Results – Mr. Hawkins reported that after the tabulation of all ballots, including online, absentee and electronic ballots, Jerry Rutherford – District #1 (incumbent); David Proctor – District #2 (incumbent); and Joe King (incumbent) – District #5 were elected to the Trico Board of Directors.

Closing Remarks – Mr. Heithoff thanked Staff and offered closing remarks.

Old/New Business – President Hinchliffe inquired if there were any Old or New Business matters for discussion. There were none raised.

Raffle – Mr. Wallace drew numbers and awarded the two final raffle prizes. The prizes were 1) an electric bicycle; and 2) a 2006 Chevy Silverado Truck.

Adjournment – The President requested a motion to adjourn. Upon motion made, seconded, and approved, the meeting was duly adjourned at 11:48 a.m.

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