



MINUTES OF THE ANNUAL MEMBERSHIP MEETING
OF TRICO ELECTRIC COOPERATIVE, INC.
April 5, 2025

The Annual Membership Meeting of Trico Electric Cooperative, Inc. was held on Saturday, April 5, 2025, 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.

Call to Order – President Hinchliffe called the meeting to order at 11:00 a.m. and welcomed all to the 79th Annual Membership Meeting.

Quorum – President Hinchliffe noted that 379 registered members and 616 people were present at the 2025 Annual Membership Meeting and there were 797 members who voted online for the Director elections. The quorum needed (124 Members) per the Trico Electric Cooperative Bylaws was met for purposes of the election and the Annual Membership Meeting.

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

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

Recognition of Trico Electric Cooperative's 80th Anniversary – Arizona Representative Juan Ciscomani presented Trico Electric Cooperative with an award to honor its 80th anniversary celebration.

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

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.

2025 Official Notice of the Annual Membership Meeting – Trico COO and General Counsel Eric Hawkins called for a motion to waive the reading of the 2025 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 2025 Official Notice of the Annual Membership Meeting.

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Trico is an equal opportunity provider and employer.

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 Bylaws. Additional notice was provided via social media, e-mail, Trico's website, and other advertising sources.

2024 Annual Meeting Minutes –Copies of the 2024 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 2024 Annual Membership Meeting Minutes and approve those minutes.

Director Candidates – The candidates are as follows: for District #4 – James King; for District #4 – John Pestle; and for District #7 – Kevin McCarthy (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.

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

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

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

Director Election Results – Mr. Hawkins reported that after the tabulation of all ballots, including online, absentee, and electronic ballots, James King – District #4; and Kevin McCarthy (incumbent) – District #7 were elected to the Trico Board of Directors.

Old/New Business –There were none raised. Upon motion made, seconded, and approved, the meeting was duly adjourned at 12:04 p.m.

Larry Hinchliffe, President

Kevin McCarthy, Secretary