

MINUTES OF THE ANNUAL MEETING
OF THE MEMBERSHIP OF
TRICO ELECTRIC COOPERATIVE, INC.
April 6, 2019

The Annual Meeting of the Members of Trico Electric Cooperative, Inc., was held at the Casino del Sol Resort located at 5655 W. Valencia Road, in Tucson, Arizona on Saturday, April 6, 2019, pursuant to a notice of said meeting regularly and duly given. Present were Directors Don Black, L. Nick Buckelew, C. Brad DeSpain, Larry Hinchliffe, Jim Pyers, Barbara Stockwell and Marsha Thompson, and CEO/General Manager Vincent Nitido.

Welcome and Call to Order – President Buckelew called the meeting to order at 10:11 a.m., welcomed those in attendance to the 73rd Annual Membership Meeting and stated that reports and updates would be made at this time.

Invocation – Director Stockwell gave the Invocation.

Pledge of Allegiance – Director Thompson led the Pledge of Allegiance.

Introductions – Director DeSpain welcomed and introduced special guests and former directors in attendance.

Quorum – President Buckelew declared that there was a quorum with 291 registered Members present.

2019 Official Notice and 2018 Annual Meeting Minutes – President Buckelew began the business meeting by calling for a motion to waive the reading of the 2019 Official Notice and 2018 Annual Meeting Minutes.

For purposes of officially recording the facts in these minutes, envelopes containing the Notice of this annual meeting of the Members 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.

It was moved, seconded and carried to waive the reading of the Official Notice of the Annual Membership Meeting, and accept as mailed the 2018 Annual Meeting Minutes. These minutes were printed in the March 2019 Livewire that was sent to all Members of record.

Director Elections – Mr. Nitido announced that there were two seats on the Trico Board up for election in Districts #4 and #7. He stated that both candidates were running unopposed. He then introduced the director candidates by district and gave them an opportunity to address the Members present: District #4 – Marsha Thompson and District #7 – Jim Pyers. Each candidate made a short statement to the Members.

Mr. Nitido announced that only incumbent Directors Thompson and Pyers submitted petitions, and in accordance with the Cooperative's By-Laws they were the only candidates for those districts.

Trico's By-Laws do not allow for nominations from the floor; and they call for a ballot election at the annual meeting. Based upon previous discussions with Trico's Corporate Attorney, it was determined that if the Members at the annual meeting unanimously approved a motion to elect Marsha Thompson and Jim Pyers, the ballot vote could be dispensed with.

A motion was duly made, seconded and carried unanimously approving the re-election of Marsha Thompson – District #4 and Jim Pyers – District #7, to the Trico Board of Directors.

Treasurer's Report – Director Pyers presented the 2018 Treasurer's Report.

President's Report – President Buckelew presented the 2018 President's Report.

Manager's Report – Mr. Nitido provided a report on Trico's operating and financial results in 2018.

Q & A Session – The Board and Mr. Nitido entertained questions from the Membership.

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

Raffle/Prizes – The raffle consisted of an overnight stay at the Casino del Sol Resort, day passes to Old Tucson Studios, two NEST thermostats, an iPad, two Amazon Echo Dots, a RoboVac donated by AZG&T, \$250 energy appliance credit and several billing credits were drawn by lot and awarded to various Trico Members. The grand prize, a 2012 Chevrolet Truck, also drawn by lot, was awarded to Trico Members Juan and Maria Cruz.

Adjournment – The President requested a motion to adjourn. Upon motion made, seconded and approved, the meeting was duly adjourned at 11:35 a.m.

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