

MINUTES OF THE ANNUAL MEETING
OF THE MEMBERSHIP OF
TRICO ELECTRIC COOPERATIVE, INC.
May 5, 2020

The Annual Meeting of the Members of Trico Electric Cooperative, Inc., was held using virtual meeting software with call-in capability, due to the COVID-19 pandemic, on Tuesday, May 5, 2020, 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 and Marsha Thompson. Director Barbara Stockwell was necessarily absent. Also present were CEO/General Manager Vincent Nitido, Chief Operating Officer Karen Cathers, Chief Financial Officer Brian Fickett, Chief Legal and Administrative Officer Eric Hawkins, Chief Information Officer Janice Rast, and Executive Assistant/Records Management Supervisor Sandra Mendez.

Welcome and Call to Order – President Hinchliffe called the meeting to order at 10 a.m. and welcomed all to the 74th Annual Membership Meeting.

Quorum – President Hinchliffe noted that 265 online and absentee votes had been cast in the election of directors, meeting the quorum needed to validate the election. It was explained that, because of technological limitations, a quorum could not be confirmed and Members would not be able to vote on actions taken at the Annual Meeting. Therefore, ratification of actions taken at the meeting will occur at the 2021 Annual Membership Meeting.

Invocation – Director Thompson gave the Invocation.

2020 Official Notice and 2019 Annual Meeting Minutes – President Hinchliffe began the business meeting by calling for a motion to waive the reading of the 2020 Official Notice of Annual Meeting and the 2019 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.

The Trico Board of Directors moved, seconded and carried a motion to waive the reading of the Official Notice of the Annual Membership Meeting, and accept as mailed the 2019 Annual Meeting Minutes. These minutes were printed in the March 2020 Livewire that was sent to all Members of record.

President's Report – President Hinchliffe thanked the Members for attending the meeting virtually. He then gave the 2019 President's Report.

Treasurer's Report – Director Buckelew gave the 2019 Treasurer's Report.

Manager's Report – Mr. Nitido provided a report on Trico's operating and financial results in 2019. He also reported on the impact to Trico of the COVID-19 pandemic and the protocols in place to ensure there is no disruption to the day-to-day operations of the cooperative. Mr. Nitido further reported that the Board had recently approved a \$200,000 donation to Wildfire and a bill

credit program to provide assistance to Trico Members.

Director Elections – Mr. Nitido reported that due to the COVID-19 pandemic, the Director Elections were conducted online and via absentee ballots.

Mr. Nitido announced that there were two seats on the Trico Board up for election in Districts #3 and #6. He stated that in District #3 there was one candidate running unopposed; and in District #6 there were two candidates. The candidates were as follows: for District #3 – L. Nick Buckelew (incumbent); and for District #6 – Larry Hinchliffe (incumbent) and Lorena Leal.

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.

Director Election Results – Mr. Hawkins reported that after the tabulation of absentee and electronic ballots, L. Nick Buckelew – District #3 and Larry Hinchliffe – District #6 had been re-elected to the Trico Board of Directors.

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

Adjournment – The President requested a motion to adjourn. Upon motion made, seconded and approved, the meeting was duly adjourned at 10:20 a.m.