

MINUTES OF THE ANNUAL MEMBERSHIP MEETING
OF TRICO ELECTRIC COOPERATIVE, INC.
April 1, 2023

The Annual Membership Meeting of Trico Electric Cooperative, Inc. was held on Saturday, April 1, 2023, pursuant to a notice of said meeting regularly and duly given. Present were Directors Larry Hinchliffe, Joe King, Marsha Thompson, Darrell Birkhimer, Arnoldo B. Burrue, Kevin McCarthy, and Jerry Rutherford. Also present were CEO/General Manager Brian Heithoff, several members of Trico management and staff, and Board Counsel Skip Whitley.

Welcome and Call to Order – President Hinchliffe called the meeting to order at 11:08 a.m. and welcomed all to the 77th Annual Membership Meeting.

Quorum – President Hinchliffe noted that 390 registered members were present at the 2023 Annual Membership Meeting and there were 239 members who voted online for the Director elections, totaling 629 Members. The quorum needed (119 Members) per Article IV, Section 4 of the Trico Electric Cooperative Bylaws was met for purposes of the election and the Annual Membership Meeting.

Invocation – Director King gave the Invocation.

Pledge of Allegiance and National Anthem – Director Thompson led the Pledge of Allegiance and National Anthem.

Introductions – Mr. Heithoff welcomed and introduced special guests and former directors in attendance.

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

2023 Official Notice of the Annual Membership Meeting – Trico COO and General Counsel Eric Hawkins called for a motion to waive the reading of the 2023 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 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 Bylaws. Additional notice was provided via social media, Trico's website, and other advertising sources.

2022 Annual Meeting Minutes – Mr. Hawkins stated that the Bylaws call for the reading of these Minutes. However, reading of the minutes may be waived. Copies of the 2022 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 2022 Annual Membership Meeting Minutes and approve those minutes.

Director Elections – Mr. Heithoff announced that there were two seats on the Trico Board up for election in Districts #3 and #6. He stated two candidates were running unopposed. The candidates were as follows: for District #3 – Darrell Birkhimer (incumbent); and for District #6 – Larry Hinchliffe (incumbent). These were the Members who 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.

Financial Report – Chief Financial Officer James Freeman gave the Financial Report.

President’s Report – President Hinchliffe thanked the Members for attending the meeting and gave the President’s Report.

Director Retirements – President Hinchliffe thanked former Director L. Nick Buckelew for his service on the Trico Board for the past 44 years. Recently deceased former Director Don Black was recognized for his 12 years of service on the Trico Board.

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

A video of the Chirreon Solar and Battery Facility ribbon cutting ceremony was played at this time.

Trico Foundation Scholarship Recognition – Directors McCarthy and Birkhimer recognized Emily Gauthier as one of the Trico Foundation’s scholarship recipients.

Q & A – Mr. Heithoff and Mr. Hawkins addressed questions from the Membership.

Director Election Results – Mr. Hawkins reported that after the tabulation of all ballots, including absentee and electronic ballots, Darrell Birkhimer – District #3 (incumbent); and Larry Hinchliffe (incumbent) – District #6 were 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 12:33 p.m.

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