

# Annual Meeting Notice and Proxy Statement

January 1, 2019

To the Members of AAA Northern California, Nevada & Utah: Please be advised that the 2019 regular annual meeting of the Members of AAA Northern California, Nevada & Utah ("the Association") will be held at 8 a.m. Pacific time on Monday, March 4, 2019, at the Renaissance ClubSport Hotel, 2805 Jones Road, Walnut Creek, Calif. Please bring your Membership card for identification and admittance.

It's important your votes be represented at the annual meeting, whether or not you plan to attend in person. Please indicate on the form on the next page your proxy, and then sign, date, and return the proxy form to the address listed below. If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.

## ELECTION OF DIRECTORS

The following candidates for election to the Board of Directors have been nominated by the Nominating Committee, per the Bylaws of the Association:

**Spencer Angerbauer**, Utah

**Robert N. Barone**, Nevada

**Peter Calihan**, Arizona

**Robert Elliott**, Arizona

**Margie Emmermann**, Arizona

**Tom Hayes**, Montana

**Maria Hernandez**, California

**Wendy Paskin-Jordan**, California

**Donald Smith**, Arizona

**Bashir Wada**, California

**Shirley Ward**, California

**Joseph Warren**, Arizona

Since the number of nominees and the number of open director seats are the same, no election of directors will be held, and the candidates above will be considered elected, per Section 9 of the Bylaws.

## GENERAL PROXY

The proxy form on the next page appoints the person(s) named on the form as your proxyholder(s) to vote and act for you on any other matter to be voted on at the 2019 annual meeting, or at any other

meeting of the Members of the Association during the term of the proxy. The term of the proxy will be three years, unless you indicate you wish to grant the proxy for a shorter term. Consequently, the proxyholder(s) will have broad discretion to represent you and vote on your behalf on a broad variety of matters, which may include election of directors of the Association, as well as a variety of proposals that may be presented for approval of the Members. The Association is not aware of any specific proposals to be presented to Members at the 2019 annual meeting or subsequent Member meetings as of today.

## IMPORTANT INFORMATION

Before filling out the proxy form, please note:

- Every Member is entitled to vote, in person or by proxy.
- You may attend and vote at any regular annual meeting or special meeting of the Membership, whether you have signed a proxy or not.
- If you now have a proxy in effect, you may substitute a proxy of more recent date.
- You may revoke your proxy at any time by written notice.
- Your proxyholder must attend the annual meeting of Members in person to vote.

## PROXY INSTRUCTIONS

1. Print your name, your address, and your Membership number in the spaces provided on the proxy form.
2. If you wish anyone other than Tim Condon (Chief Executive Officer) and Clay Creasey (Chief Financial Officer) to act as your proxy(ies), print their name(s) in the space provided.
3. Sign and date the proxy form on the lines provided. If the proxy is undated, your signature authorizes the Association to insert the date of receipt.
4. Your proxy can only be exercised at the regular annual meeting if it has been signed and filed with the Secretary before the polls open for the first contested issue, if any, at the meeting.

Mail your completed proxy form to:

**Secretary**  
**AAA Northern California, Nevada & Utah**  
**P.O. Box 24502**  
**Oakland, CA 94623**

You may also go online to [www.proxyonline.com/AAA](http://www.proxyonline.com/AAA). Forms must be received by March 1, 2019.

  
Kamili Moreland, Secretary

## DIRECTOR BIOS



**Spencer Angerbauer**—Member since 2013

**OCCUPATION:** CEO, Venture Slopes LLC, a technology investment and consulting firm. Mr. Angerbauer has been a director of the Association since 2014. He was previously President and CEO of Equinox Business Solutions. He now serves as director of CSAA and AAA Life, and he has served as a director and chair for other charitable organizations in Utah, including the Leukemia and Lymphoma Society.

**STATEMENT OF VIEWS:** AAA has been a staple and an icon for over 100 years. In order to remain one of the most trusted and recognizable brands in the world, we must continue to focus on the needs of our amazing Members through continued innovation within transportation, home, and life overall.



**Robert N. Barone**—Member since 1992

**OCCUPATION:** Principal, Universal Value Advisors, an investment firm associated with Fieldstone Financial. Mr. Barone has been a director of the Association since 2000 and served as board chair from 2007 to 2009. He was chair and CEO of Comstock Bank of Nevada from 1984 to 1999 and director of the Federal Home Loan Bank of San Francisco from 1996 to 2004. He now serves as a director of Allied Mineral Products and a director or adviser to various charitable organizations in Reno.

**STATEMENT OF VIEWS:** AAA has served its Members well for more than 100 years. To continue a high level of service, we need to provide new, innovative products and services to our Members and keep Member interests at the forefront of our decisions.



Submit this form by mail or go online to [www.proxyonline.com/AAA](http://www.proxyonline.com/AAA).



Proxy

YOUR AAA MEMBERSHIP NUMBER

PRINT YOUR NAME BELOW

\_\_\_\_\_  
LAST FIRST INITIAL

**Please choose option A or B:**

- Proxy Option A**—I wish to appoint Tim Condon (CEO) and Clay Creasey (CFO), and their respective successors as Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah as my proxies to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on Monday, March 4, 2019, and any adjournment or postponement of that meeting.
- Proxy Option B**—I wish to appoint the person(s) named below as my prox(ies) to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on Monday, March 4, 2019, and any adjournment or postponement of that meeting.

I APPOINT: \_\_\_\_\_  
NAME(S) OF PROXYHOLDER(S) ADDRESS(ES) IF KNOWN

In the event a proxyholder is not designated, the Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah will be deemed to be the proxyholders appointed hereby. Said proxies shall vote in their discretion on all matters which may come before such meeting(s). Each proxy shall have power of substitution and any one of them shall have the powers hereby granted. **This proxy may be revoked at any time.** This proxy, unless revoked or replaced by substitution, shall remain in force for three years from the date hereof; but, if you wish this proxy to remain in force for only one year, check here:

**Voting on Other Matters and at Other Meetings.** I further appoint the person(s) named above my lawful proxyholder(s) to vote and act for me and in my name at all regular and special meetings of AAA Northern California, Nevada & Utah, or at any adjournment or postponement thereof, held during the term of this proxy, in transacting any business as may come before said meetings, including but not limited to the election of directors, as fully as I could do if personally present. Said proxyholder(s) shall vote at their discretion on all matters that may come before such meetings.

SIGN HERE \_\_\_\_\_ DATE HERE \_\_\_\_\_  
YOUR SIGNATURE MONTH DAY YEAR  
(IF UNDATED, THE DATE OF RECEIPT WILL BE INSERTED BY AAA)

\_\_\_\_\_  
NUMBER STREET CITY STATE ZIP CODE



**Peter Calihan**—Member since 1980

**OCCUPATION:** Retired president of Hughes-Calihan Corp., Mr. Calihan is also the past Chair of the Boards of Directors for the AAA Arizona, AAA Auto Partners Inc., the University of Arizona Foundation, St. Joseph’s Hospital and Medical Center, PGA Tour Tournament Association, Business Product Council Association, and the Phoenix Thunderbirds. He has also served on the boards of the Roman Catholic Diocese of Phoenix, Arizona Camp Fire, Arizona Town Hall, and Luke’s Men.

**STATEMENT OF VIEWS:** At AAA we are committed to providing products and services that make Members’ lives more secure and fulfilling. In our increasingly digital world, investing in innovative products will provide the highest level of service into the future.



**Robert Elliott**—Member since 1974

**OCCUPATION:** Owner and president of Elliott Accounting. He is currently Chair of the Board for the Association and UNS Energy-Fortis. Mr. Elliott also served as the chair of the boards of the NBA Retired Players Association, Tucson Airport Authority, Tucson Metropolitan Chamber of Commerce, University of Arizona Alumni Association, and Tucson Urban League. He is currently a board member for CSAA Insurance Group, AAA Auto Partners Inc., University of Arizona Foundation, and University of Arizona Eller College of Management.

**STATEMENT OF VIEWS:** At AAA, we are committed to delivering the best and most-needed services. It is a privilege to serve our Members and a responsibility we take seriously.

## DIRECTOR BIOS



**Margie Emmermann**—Member since 2000

**OCCUPATION:** Ms. Emmermann is a retired businessperson and government affairs professional. In her 20-year career in state government, she was appointed by four Arizona governors to head key state agencies. She has been honored by many local and national organizations and is a recipient of the prestigious Ohtli Award from Mexico's Secretary of Foreign Relations, for her outstanding contributions to the Hispanic community in the U.S. She is a member of the Board of Directors of the Association, AAA Club Partners, and CALA Alliance.

**STATEMENT OF VIEWS:** With laser focus on Members, AAA is continually looking to transform the services we offer and the ways we deliver them. It is imperative that we remain relevant.



**Tom Hayes**—Member since 2006

**OCCUPATION:** Mr. Hayes is an Accredited Wealth Manager. After 15 years with a farming operation, he worked for five years as a commodity merchandiser with General Mills. Mr. Hayes has been a director of the Association since 2016. He is a past board member of AAA Mountainwest Inc. and Big Brothers Big Sisters of Helena and Great Falls, and he served on the board of directors of Columbus Hospital.

**STATEMENT OF VIEWS:** AAA, like many businesses, is impacted by the disruptive forces of technology. Thriving in this environment requires operational excellence and visionary leadership. We are fortunate to have a team with both qualities—and a commitment to bringing value to our Members now and in the future.



**Maria Hernandez**—Member since 1974

**OCCUPATION:** President and COO of Impact4Health LLC, a consulting firm that provides hospital systems strategy and organizational learning solutions. Hernandez is considered a thought leader in social impact financing for health interventions to address chronic disease. She is a Danforth Fellow and an American Psychological Association Minority Fellow. Hernandez is on the Board of Trustees for the Alameda Health System. Since 2014, she has served on the Board of the Association.

**STATEMENT OF VIEWS:** AAA—a longtime, reliable provider of emergency road service, car care, and travel assistance—is one of the most trusted brands in the nation. Our goal is to help you and your family get home safely.



**Wendy Paskin-Jordan**—Member since 1972

**OCCUPATION:** Ms. Paskin-Jordan serves as a member of the Board of Directors for the Association and was elected in 2001. She is the CEO of Paskin Capital Advisors. Previously, she was Managing Director at Montgomery Asset Management, National Sales Director at Wells Fargo, and corporate counsel at Bechtel Corp.

**STATEMENT OF VIEWS:** AAA strives to provide the services and products that Members want, while maintaining a company that is fiscally sound. With increased U.S. economic pressures, AAA must continue to focus on improving its technology and delivery systems so that Members receive service and value in the most efficient way possible.



**Donald Smith**—Member since 2012

**OCCUPATION:** Retired CEO of CopperPoint Mutual. Mr. Smith spent 20 years in private industry with Continental Insurance Corp. followed by five years as Deputy Secretary for Compensation and Insurance in the Pennsylvania Department of Labor & Industry. He was named a *Phoenix Business Journal* Most Admired CEO in 2009. Mr. Smith previously served on the Board of AAA Arizona and currently serves on the Boards of the Association and CSAA Insurance Group.

**STATEMENT OF VIEWS:** This is a special time to be part of AAA. After decades of excellence in serving our Members, we now face a changing world requiring us to rethink how we meet their needs. I'm thrilled to be a part of it.



**Bashir Wada**—Member since 1978

**OCCUPATION:** Mr. Wada is a financial and business consultant. He most recently served as a senior vice president at Capmark Financial Group Inc., an international real estate financial company. Previously, Mr. Wada was a senior executive for an emerging markets alternative asset manager and a founding partner of a venture capital firm. He started his career at Wells Fargo Bank, where he held positions in investment management, private banking, retirement programs, and international banking.

**STATEMENT OF VIEWS:** With its long history of community service, AAA won the Points of Light award for excellence in workplace volunteerism. AAA employees are involved in child car-seat safety checkpoints and Susan G. Komen Race for the Cure.



**Shirley Ward**—Member since 1985

**OCCUPATION:** Ms. Ward was elected to the Board of the Association in 1996 and served as its Chair in 2011 and 2012. In 1983, she joined Bank of America in San Francisco; she retired as an executive vice president in the Corporate Human Resources division in 1998. She has also served as a board member or director for numerous institutions in Northern California.

**STATEMENT OF VIEWS:** The Association is an engaged community-service leader. AAA should continue to partner with nonprofits, public service organizations, and schools, while supporting families and Members with traffic-safety resources and information at the time of need.



**Joseph Warren**—Member since 2000

**OCCUPATION:** Retired CFO, Treasurer, and Secretary of CoorsTek Inc. Additionally, Mr. Warren was CFO of White Electronic Designs Inc. Among his civic and professional roles, he served as a board member for the Epilepsy Foundation of Denver, the Financial Executives Institute, Grand Canyon Association, and AAA Arizona. Mr. Warren has served on the Board of the Association since 2016.

**STATEMENT OF VIEWS:** Since our inception AAA has worked very hard to be helpful to our Members, and we should continue to strategically focus and evolve to sustain that role throughout the 21st century.