

MEMBER NOTICE

Annual Meeting Notice and Proxy Statement

January 1, 2021

To the Members of AAA Northern California, Nevada & Utah: Please be advised that the regular annual meeting of the Members of AAA Northern California, Nevada & Utah (“the Association”) will be held at 8 a.m. Pacific Standard Time on Thursday, March 4, 2021, at the Renaissance Walnut Creek Hotel, Rooms A and B, 2805 Jones Road, Walnut Creek, California. Please bring your Membership card for identification and admittance.

If you plan to attend the annual meeting, please observe the following health and safety precautions:

- Do not attend the meeting if you are experiencing any health symptoms, including fever, cough, congestion, or shortness of breath.
- Please wear a facial covering at all times.
- Please keep six feet of physical distance from all other attendees. Seating at the annual meeting will be arranged appropriately.
- We may be required to limit attendance at the meeting to comply with state and local laws and guidelines.

It’s important that your vote is counted at the annual meeting, whether or not you plan to attend in person. Please indicate on the proxy form on page 35 your proxy, then sign, date, and return the form to the address listed at right. If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.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:

Peter Calihan, Arizona

Paula Collins, California

Robert Elliott, Arizona

Maria Hernandez, California

Don Smith, Arizona

Leo Soong, California

Because the number of nominees and number of open director seats are the same, no election of directors will be held, and the candidates listed 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 2021 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 your wish to grant the proxy for a shorter term. Consequently, the proxyholder(s) will have broad discretion to represent you and will vote on your behalf on a broad variety of matters, which may include election of directors of the Association, and/or proposals presented for the approval of Members. As of today, the Association is not aware of any specific proposals to be presented to Members at the 2021 annual meeting or at subsequent Member meetings.

IMPORTANT INFORMATION

Before filling out the proxy form, please note:

- Every Member is entitled to vote, either in person or by proxy.
- You may attend and vote at any regular annual meeting or at any special meeting of the Membership, whether or not you have signed a proxy.
- If you now have a proxy in effect, you may substitute a proxy of a 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 in order 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 for 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 fill out the form online at proxyonline.com/AAA. Forms must be received by March 1, 2021.



Kamili Moreland, Secretary

MEMBER NOTICE

Director Bios



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 AAA Arizona; AAA Auto Partners, Inc.; 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 Catholic Diocese of Phoenix, Arizona Campfire, 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 more digital world, investing in innovative products will provide the highest level of service into the future.



Paula R. Collins

Member since 1981

OCCUPATION Founder and retired CEO, WDG Ventures Inc., and President, Portfolio Real

Estate Consulting, real estate development and consulting firms in Northern California. A director of AAA since 1997, Ms. Collins is also a board member of the National AAA Federation, and the CSAA Insurance Company. She earned a BA from Mount Holyoke College and an MCP degree from MIT. She is a founding director of Presidio Bank, and a member of the board of the Glide Foundation. Ms. Collins is a former Chair of the board of the Presidio Trust in San Francisco.

STATEMENT OF VIEWS The pandemic has spurred us at AAA to strive even harder to serve our Members. We recognize the paramount importance of safety on the road as we move forward. We will continue to innovate and expand our offerings.



Robert Elliott

Member since 1974

OCCUPATION Owner and President of Elliott Accounting. He is currently the Chair of the

Board for AAA NCNU and UNS Energy-Fortis. Mr. Elliott has also served as the Chair for 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 the CSAA Insurance Group; AAA Auto Partners, Inc.; the University of Arizona Foundation; and the University of Arizona Eller College of Business.

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.



Maria Hernandez

Member since 1974

OCCUPATION President and COO of Impact4Health LLC, a consulting firm. Ms.

Hernandez is considered a thought leader in advancing health equity and social-impact financing for upstream interventions to reduce chronic disease. A resident of Union City, Calif., she was recently inducted into the Alameda County Women's Hall of Fame for her contributions in health care. Since 2014, she has served on the board of AAA. She has also served on the Member Value & Innovation and Governance Committees.

STATEMENT OF VIEWS AAA strives to be your trusted partner for smart home and transportation needs. As one of the most trusted brands in the nation, AAA is your provider of home security, emergency road service, car care, car sharing, and travel assistance. Your safety at home and on the road is our priority.



Don Smith

Member since 2012

OCCUPATION Retired CEO of CopperPoint Mutual. Mr. Smith spent 20 years in private industry

with Continental Insurance Corporation followed by five years of service as Deputy Secretary for Compensation and Insurance in the Pennsylvania Department of Labor and 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 AAA NCNU 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.



Leo Soong

Member since 1967

OCCUPATION A director of the Association since 1990, Mr. Soong is active on the boards of two

high-tech start-ups. He was a financial analyst specializing in insurance before cofounding and becoming president of the Crystal Geyser Water Co. The Asian Business League's 1989 Entrepreneur of the Year, Mr. Soong was a trustee of the Sutter West Bay Hospitals and Medical Foundation and a board member of PBS Inc. and the Asian Pacific Fund. Mr. Soong earned a bachelor's degree with distinction from Stanford University and an MBA from Harvard University.

STATEMENT OF VIEWS Solving traffic-safety problems is of primary importance to AAA. In response to Member complaints about aggressive driving, we recently conducted surveys and publicly reported on problem areas. We provided the information to the highway patrol for use in reducing aggressive driving and will work to educate the driving public.



Submit this form by mail or online at 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 Thursday, March 4, 2021, 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 Thursday, March 4, 2021, and any adjournment or postponement of that meeting.

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

In the event that 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. **You may revoke this proxy 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 that 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 _____
YOUR SIGNATURE

DATE HERE
MONTH DAY YEAR
(IF UNDATED, THE DATE OF RECEIPT WILL BE INSERTED BY AAA)

NUMBER STREET + UNIT NUMBER CITY STATE ZIP CODE