

Annual Meeting Notice and Proxy Statement

January 1, 2018

To the Members of AAA Northern California, Nevada & Utah: Please be advised the 2018 regular annual meeting of the Members of AAA Northern California, Nevada & Utah ("Association") will be held at 8 a.m. Pacific time on Thursday, March 15, 2018, 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 proxy form on the next page your vote on the matters presented, and 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 If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.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:

Robert Barone, Reno, Nev.

Paula Collins, San Francisco, Calif.

Leo Soong, Walnut Creek, Calif.

Bashir Wada, San Francisco, Calif.

Since the number of nominees and number of open director seats is the same, no election of directors will be held and the candidates above will be considered elected, per Section 9(f) 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 2018 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 2018 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.

Please 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
Forms must be received by Feb. 26, 2018.



Kamili Moreland
SECRETARY

DIRECTOR BIOS



Robert N. Barone—Member since 1992

OCCUPATION: Principal, Universal Value Advisors, an investment adviser associated with SEC-registered Fieldstone Financial. Mr. Barone has been a director of the Association since 2000 and served as board chair from 2007 to 2009. He was chairman 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, a global supplier of refractories, and a director or adviser to various charitable organizations in Reno. **STATEMENT OF VIEWS:** The Association 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, partner with others to bring those products and services to our Members, and keep Member interests at the forefront of our decisions.



Paula R. Collins—Member since 1981

OCCUPATION: CEO, WDG Ventures Inc., and president, Portfolio Real Estate Consulting, real-estate development and consulting firms in Northern California. A director of the Association since 1997, Ms. Collins is also a board member of the national AAA federation. She earned a bachelor's degree from Mount Holyoke College and a master's in city planning from MIT. She is a founding director of Presidio Bank in San Francisco and a board member of the International Women's Forum and the Glide Foundation. In 2013, Ms. Collins was appointed by President Obama to the board of the Presidio Trust in San Francisco. **STATEMENT OF VIEWS:** At AAA we take pride in our long tradition of service, but we are not content to rest on our laurels. We are energetically working to expand our offerings to appeal to increasingly diverse communities while upholding our tradition of excellence and responsiveness to Members.



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 its special attention and use in reducing aggressive driving and will work to educate the driving public.



Bashir Wada—Member since 1978

OCCUPATION: A director of the Association since 2008, 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. Mr. Wada started his career at Wells Fargo Bank, where he held positions in investment management, private banking, retirement programs, and international banking. He has an MBA in finance from the University of California, Berkeley, and a bachelor's degree from the University of Wisconsin, Milwaukee. **STATEMENT OF VIEWS:** Proud of its long history of community service, AAA won the Points of Light award for excellence in workplace volunteer programs. AAA employees are involved in volunteer activities such as child car-seat safety checkpoints and Komen Race for the Cure.

Submit this form by mail or go online to www.proxyonline.com/AAA



YOUR AAA MEMBERSHIP NUMBER

PLEASE 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 March 15, 2018, 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 March 15, 2018, 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.

PLEASE SIGN

YOUR SIGNATURE HERE

PLEASE DATE

MONTH	DAY	YEAR	

(IF UNDATED, THE DATE OF RECEIPT WILL BE INSERTED BY AAA)

NUMBER

STREET

CITY

STATE

ZIP CODE