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Stockholder Information

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# **River Valley AgCredit 2025 Annual Stockholders' Meeting Official Notice**

## **Annual Meeting Information Statement**

The annual meeting of River Valley AgCredit will be held virtually this year for your convenience.

You are invited to attend the virtual River Valley AgCredit Annual Stockholders' Meeting:

**Monday, November 17th, 2025**

**6:00 pm CT/7:00 pm ET**

**To join the meeting virtually, please visit:**

**<https://www.rivervalleyagcredit.com/AnnualMeeting>**

Eligible Voting Stockholders shall cast their ballots in any Branch Office on Wednesday, November 19, 2025.

Branches will be open from 8:00 am local time to 7:00 pm local time.

As of September 2, 2025 there were 3,506 C stockholders of River Valley AgCredit, comprised of 1,893 C stockholders in the East Region and 1,613 in the West Region. The East Region consists of the Tennessee counties of: Bledsoe, Bradley, Hamilton, Loudon, Marion, McMinn, Meigs, Monroe, Polk, Rhea, Roane, and Sequatchie. The West Region consists of the Kentucky counties of: Ballard, Calloway, Carlisle, Fulton, Graves, Hickman, McCracken, and Marshall. All C stockholders, as of the meeting dates, will be eligible to vote on candidates for director positions for West Region, Seat 1; West Region, Seat 2; and East Region, Seat 2. They will also vote for candidates for the 2026 Nominating Committee, which will consist of at least 11 Voting Stockholders, one from each of the following regions: Hamilton/Rhea/Marion, Bradley/Polk, Bledsoe/Sequatchie, McMinn/Meigs, Monroe/Roane/Loudon, Graves, Carlisle, Hickman, Fulton, Ballard/McCracken, Calloway/Marshall. Nominees for both director and nominating committee positions are selected from specific regional areas in order to achieve fair representation of stockholders in the Association's territory.

# NOMINATING COMMITTEE REPORT

The 2025 Nominating Committee of River Valley AgCredit consisting of Nathan Campbell, Collin Cooper, Kelly Overbey, Cody Payne, Phillip Beane, Deke Deweese, James Housley, Charles Hannah, Justin Jackson, Dustin Beck, and Jonathan Rhea met by conference call at 8:30 am CT/9:30 am ET on Wednesday, August 20, 2025. The purpose of this meeting was to make nominations for directors for West Region, Seat 1; West Region, Seat 2; and East Region, Seat 2 positions. The Committee also made nominations for the 2026 Nominating Committee members, all of which are to be elected at the 2025 Annual Stockholders Meeting. James Housley was elected as Chairman and Cody Payne was elected as Secretary.

The Corporate Secretary of the Association reviewed the information that was previously provided at the recent Advisory Committee meetings, which included: the Association Bylaws, the Director Qualification Policy, the Election of Director Policy, a list of all stockholders, the previous year's Board Self-Evaluation, the FCA publication – The Director's Role, and the FCA publication – The Role of the Farm Credit System Nominating Committee. A nomination was made, seconded and carried by the Nominating Committee to place the following candidates on the ballot for the director's positions:

**WEST REGION, SEAT 1:** Darrin Holder

**WEST REGION, SEAT 2:** Aaron Wilson

**EAST REGION, SEAT 2:** Michael "Heath" Green, Patrick "Cody" Hale, and Dirk Morris

It must be noted the Nominating Committee, as directed by the Board, diligently sought to find two possible nominees for the director position for the West Region, Seat 1 position and the West Region, Seat 2 position, but only one nominee could be obtained for these seats. The Nominating Committee promptly submitted written explanation of the reasons why it was unable to find more than one such persons, directly following the Committee Meeting.

A motion was made, seconded and carried by the Nominating Committee to list director candidates on the ballot, listing the incumbent director first on the ballot and alphabetical order for the seat with no incumbent director.

Nominations from the floor for both Director Candidates and Nominating Committee members will be handled as follows:

- Will be considered for every open stockholder-elected Director position or Nominating Committee Member
- Will be accepted at the first sectional meeting only (held virtually this year)
- Must be made by a voting stockholder
- May be seconded by a voting stockholder
- Must be accepted by the nominee
- Nominee must complete in writing at the meeting all disclosures required by FCA regulation

Prior to the Nominating Committee meeting, the Board voted to hold the 2025 Annual Meeting virtually. Logistics will be adjusted accordingly.

It was noted by the Nominating Committee that all nominees had been contacted personally by a committee member from the respective counties.

Also a motion was made, seconded and carried to nominate the following candidates for the 2026 Nominating Committee. A motion was made, seconded and carried to list the nominees for the 2026 Nominating Committee in alphabetical order on the ballot. From the Nominating Committee candidates, one will be elected as the Nominating Committee member and the others will serve as the Nominating Committee alternates.

## **CARLISLE COUNTY:**

Phillip Beane and Garrett Terry

## **HICKMAN COUNTY:**

Deke Deweese and Carl "Dillon" Pirtle

## **FULTON COUNTY:**

Nathan Campbell and Nathan Wilson

## **BALLARD/MCCRACKEN COUNTIES:**

Collin Cooper and Tyler Powell

## **CALLOWAY/MARSHALL COUNTIES:**

Timothy "Tim" Lax and Kelly Overbey

## **GRAVES COUNTY:**

Keith Lowry, Johnny "Monroe" Matheny III, and Cody Payne

## **HAMILTON/RHEA/MARION COUNTIES:**

William Jacob "Jake" Burnette and James Housley

## **BRADLEY/POLK COUNTIES:**

Dustin Day and Adam Hair

## **BLEDSON/SEQUATCHIE COUNTIES:**

Brandon Hudson and Justin E. Jackson

## **MCMINN/MEIGS COUNTIES:**

Scott Brady and Will Thompson

## **MONROE/ROANE/LOUDON COUNTIES:**

Andy Barr and Jonathan Rhea

There being no further business, the meeting was adjourned.

Respectfully submitted,

*Cody Payne*

Cody Payne, Secretary

# Annual Meeting Information Statement

In accordance with FCA regulations 620.21, the following information must be provided to stockholders:

1. The following are the present members of the River Valley AgCredit Board of Directors:

**Annette Bryant**, age 44, was elected to complete a term expiring in 2025. Annette has been an Agriculture Teacher for over 16 years. She also owns and operates a cow/calf operation in McMinn County with her husband, Andy Bryant. They also raise market hogs for their on-site store, Harmony Hill Market. She attended the University of Tennessee at Martin, where she received her BS in Animal Science and Kansas State University where she received her MS in Ruminant Nutrition. Annette currently serves as an FFA Advisor, a committee member of McMinn Livestock Association and a committee member of McMinn Junior Livestock Association.

**Andrew Falwell**, age 47, serving a three-year term expiring in 2027. Andrew was elected to serve on the board in 2018. Mr. Falwell operates a row-crop, dark-tobacco, and fruit/vegetable operation in Calloway County, Kentucky. He received his BS in Agricultural Business and Agricultural Education from Murray State University and a Masters Degree in Agricultural Economics from Purdue University.

**Darren Grogan**, , age 52, serving a three-year term expiring in 2026. Darren has served on the Board since 2008. Mr. Grogan operates a row crop operation headquartered in Carlisle County, Kentucky. He is a graduate of Ashford University with his BS degree in Economics, with specialization in finance and a minor in accounting.

**Darrin Holder**, age 47, serving a three-year term expiring in 2025. Darrin has served on the Board since 2022. Mr. Holder is employed by WinField United, a Land O'Lakes Company and is the owner of a small row crop farm. He also raises a small acreage of pumpkins and ornamental corn with his wife and kids. He obtained his BS in Agriculture Science from Murray State University, and also holds a Master's Degree in Agriculture with an emphasis in Agronomy.

**Don Massengale**, age 65, serving a three-year term expiring in 2027. Don was elected to serve on the Board in 2018. Don operates a cow/calf operation and a commercial breeder poultry operation. Don is President

of the Rhea County Fair Board, Vice President of Rhea County Cattleman's Association, and serves as a board member for Rhea County Farm Bureau.

**Tiffany Myers**, CPA, age 54, was elected by the Board of Directors as Outside Director with her term expiring in 2027. Tiffany has served on the Board since 2015. Mrs. Myers is a Certified Public Accountant and retired CFO for WK&T Telecommunications. She continues to work with WK&T part-time as Special Projects Director. She has a BS degree from Murray State University in Accounting and a Master of Information Systems from the University of Phoenix. Tiffany serves as a WoodmenLife National Board Director. She is also a member of the Kentucky Society of CPA's and the American Institute of Certified Public Accountant Organization.

**David Richesin**, (Board Chairman), age 59, serving a three-year term expiring in 2026. David has served on the Board since 2008. Mr. Richesin owns and manages a grain operation based in Loudon County, Tennessee. Currently, he serves as a director of the AgFirst Farm Credit Council, as well as on the AgFirst Board of Directors. He is a State Director-At-Large of the Tennessee Farm Bureau Board. Mr. Richesin received his BS Degree in Agriculture Business from the University of Tennessee.

**Dr. Aaron Smith**, age 45, was elected by the Board of Directors as Outside Director with his term expiring in 2025. Dr. Smith has served on the Board since 2022. Dr. Smith holds a diploma in Agriculture Business with a Major in Finance from Olds College, a Bachelor of Arts in Agribusiness from the University of Lethbridge, a Masters of Science from the University of Arkansas, and earned his PhD from the University of Arkansas. He serves as a Professor in the Department of Agriculture and Resource Economics at the University of Tennessee, Knoxville.

**Aaron Wilson**, age 50, serving a three-year term that expires in 2025. Aaron was elected to serve on the board in 2019. Mr. Wilson operates a row crop and beef cattle operation located in Ballard Co, KY. He received his Bachelor of Arts degree from Transylvania University. He also serves as the chairman of the Ballard Co Soil Conversation Service.

2. No incumbent director attended fewer than 75 percent of the total of board meetings or any board committee on which he served during the last fiscal year.
3. No director has resigned or declined to stand for re-election during the last fiscal year due to a policy disagreement with the Board.
4. The employee and director loans of the River Valley AgCredit are regulated by the Employee and Director Standards of Conduct policy as approved/adopted by the Board of Directors.
5. River Valley AgCredit has had loans outstanding during the last fiscal year-to-date to its senior officers, directors and nominees for directors that:
  - a. were made in the normal course of business;
  - b. were made on the same terms, including interest rate, amortization schedule and collateral as those prevailing at the time from comparable transactions with other persons; and,
  - c. had not been the subject of any order, judgment or decree which suspended, permanently or temporarily, their engagement in any type of business practice.
6. Nominations for directors and nominating committee can be made from the floor at the Dayton, TN Branch, located at 230 Main Street, Dayton, TN 37321, on the date of the virtual meeting, until 7:05 pm ET. Any nominees from the floor will require disclosure in accordance with FCA regulations prior to being placed on the ballot. Copies of these regulations can be obtained at the Administrative Office (located at 2731 Olivet Church Road, Paducah, KY 42001), upon request. Nominations from the floor will require a nomination and second by separate voting stockholders. After receiving a floor nomination, the floor nominee must state if he or she accepts the nomination and must provide the appropriate disclosures as mentioned above immediately before voting occurs.
7. In accordance with Section 510 of the bylaws, the candidate receiving the largest number of votes for each position shall be declared elected. In the event of a tie, a runoff election between those tying shall be held, and the results shall be reported in the same manner as in the original election. However, if the tie is between only two candidates and if the candidates agree, the tie may be broken by any other method approved by the Board.

8. The most recent 2024 Annual Report for River Valley AgCredit was provided to the membership by March 31, 2025. Quarterly financial statements are provided to all stockholders via the Association Website.
9. We, the undersigned, certify this statement has been prepared in accordance with applicable statutory and regulatory requirements, that it has been reviewed by the certifying parties as listed below, and the information contained herein is true, correct and complete to the best of our knowledge and belief.

*Kyle M. Yancey*

10/20/2025

Kyle M. Yancey, Chief Executive Officer

Date

*David Richesin*

10/20/2025

David Richesin, Board Chairman

Date

*Beth Barkley*

10/20/2025

Beth Barkley, Chief Financial Officer

Date

# Director Nominees

The following list provides the names and biographical information on each candidate nominated for director by the Nominating Committee.

## West Region, Seat 1:



### Darrin Holder

**Age:** 47

**City:** Clinton

**State:** Kentucky

**County:** Hickman

**Business Address:**

407 Via Road | Clinton, KY 42031

**Education:** Hickman County High School  
Murray State University- BS in Agricultural Science  
Murray State University- MS in Agriculture, emphasis in Agronomy

**Personal Information:**  
Wife, Jennifer; Children, Landon, Miller

**Principal Occupation/Employments for Last 5 years:**  
Agronomy Manager for Winfield United, a Land O'Lakes Company,  
Owner of a small row crop farm and raises a small acreage of Pumpkins  
and Ornamental corn

**Boards on Which Nominee Serves and Nature of Business:**  
Director of River Valley AgCredit- 3 years  
Hickman County Recreation League Board Chair

**Other Organizations:** AgCredit Member- 20 years  
New Harmony Baptist Church Member

**Related Party Transactions:** Self, Spouse

## West Region, Seat 2:



### Aaron Wilson

**Age:** 50

**City:** LaCenter

**State:** Kentucky

**County:** Ballard

**Business Address:**

1493 Mosstown Road | LaCenter, KY 42056

**Education:** Lone Oak High School  
Transylvania University- BA in Biology

**Personal Information:**  
Wife, Michelle; Children, Logan, Callie

**Principal Occupation/Employments for Last 5 years:**  
Owns/Operates a row crop and beef cattle operation in Ballard  
County, KY.

**Boards on Which Nominee Serves and Nature of Business:**  
River Valley AgCredit Director- 15 years  
Ballard County Soil Conservation- Chairman  
Ballard County Ag Development Board

**Other Organizations:** AgCredit Member- 29 years  
Bethel Cumberland Presbyterian Church- Member

**Related Party Transactions:** Self, Spouse, Father,  
Father-In-Law



# Director Nominees

The following list provides the names and biographical information on each candidate nominated for director by the Nominating Committee.

## East Region, Seat 3, Nominee 1:



### Dirk Morris

**Age:** 54

**City:** Ooltewah

**State:** Tennessee

**County:** Hamilton

**Business Address:**

9447 Silver Stone Lane | Ooltewah, TN 37363

**Education:** Wapakoneta Senior High School  
Eastern Methodist University- BS in Business Administration

**Personal Information:**

Wife, Melanie; Children, Madison, Alison

**Principal Occupation/Employments for Last 5 years:**

Owns/Operates a 15 acre farm consisting of horses, donkeys, goats, chickens and pigs

**Other Organizations:** AgCredit Member- 1 year

Owner of Morris Consulting

Co-Owner of Volleyball Club in Knoxville, TN

Board Member of No Net Needed, a non-profit created to help empower young girls and give them positive life experience along with athletics.

Faith Promises Church- Member

**Related Party Transactions:** Self and Spouse

## East Region, Seat 3, Nominee 2:



### Michael "Heath" Green

**Age:** 41

**City:** Cleveland

**State:** Tennessee

**County:** Bradley

**Business Address:**

161 Waddell Road | Cleveland, TN 37311

**Education:** Bradley Central High School  
Washtenaw College- Trade Certificate

**Personal Information:**

Wife, Caren; Child, Piper

**Principal Occupation/Employments for Last 5 years:**

Owns/Operates a poultry and cow/calf operation consisting of four broiler houses and 220 acres. Journeyman sprinkler fitter for 21 years.

**Other Organizations:** AgCredit Member- 19 years

TN Poultry Association- Member

2024 Bradley County Soil Conservation Farmer of the Year

IBEW Member

Heritage Fellowship Church of God- Member

**Related Party Transactions:** Self and Spouse

## East Region, Seat 3, Nominee 3:



### Patrick "Cody" Hale

**Age:** 40

**City:** Riceville

**State:** Tennessee

**County:** McMinn

**Business Address:**

299 County Road 752 | Riceville, TN 37370

**Education:** McMinn County High School  
University of Tennessee, Knoxville- BS in Agriculture Science

**Personal Information:**

Wife, Melissa

**Principal Occupation/Employments for Last 5 years:**

Owns/operates a commercial cow/calf operation and farms around 500 acres, growing corn, hay, and small grains for use in the cattle operation.

**Boards on Which Nominee Serves and Nature of Business:**

McMinn Livestock Association past President in 2023 and 2024

McMinn County Farm Bureau Board

**Other Organizations:** AgCredit Member- 9 years

First Baptist, Cleveland TN- Member

**Related Party Transactions:** Self and Spouse

# IMPORTANT STOCKHOLDER INFORMATION

