

SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT COUNCIL MEETING NOTICE AND AGENDA

BY-LAWS COMMITTEE MEETING

Tuesday, September 1, 2026, 9:30 AM

**SRP Administration Building
1500 N. Mill Avenue, Tempe, AZ 85288**

Committee Members: Brandon Brooks, Chair; Paul Van Hofwegen, Vice Chair;
Tyler Francis, Adam Hatley, Aaron Herrera, Ron Kolb, Cliff Leatherwood, Eric Pedersen,
Mike Rakow, Billy Schrader III, and Rick Swier

Call to Order

Roll Call

1. Request for Approval of the Minutes for the Meeting of April 17, 2025
..... CHAIR BRANDON BROOKS

2. Process for Filling Board and Council Vacancies..... MICHAEL O'CONNOR

Informational presentation regarding the process for filling Board and Council vacancies. This meeting will also allow elected officials to propose and discuss any modifications to the current process for filling Board and Council vacancies.

3. Elected Officials Compensation and Benefits MICHAEL O'CONNOR

Informational presentation regarding the current elected officials compensation and benefits. This meeting will also allow elected officials to propose and discuss any modifications to the current compensation and benefits. Pursuant to A.R.S. §38-431.03 (A)(3), the Committee may vote to go into Executive Session, which will not be open to the public, to discuss certain matters regarding compensation of its elected officials.

4. Report on Current Events by the General Manager and Chief Executive Officer or Designees JIM PRATT

5. Future Agenda Topics..... CHAIR BRANDON BROOKS

The Committee may vote during the meeting to go into Executive Session, pursuant to A.R.S. §38-431.03 (A)(3), for the purpose of discussion or consultation for legal advice with legal counsel to the Committee on any of the matters listed on the agenda.

The Committee may go into Closed Session, pursuant to A.R.S. §30-805(B), for discussion of records and proceedings relating to competitive activity, including trade secrets or privileged or confidential commercial or financial information.

Visitors: The public has the option to attend in-person or observe via Zoom and may receive teleconference information by contacting the Corporate Secretary's Office at (602) 236-4398. If attending in-person, all property in your possession, including purses, briefcases, packages, or containers, will be subject to inspection.



**NOTICE WILL BE SENT REGARDING THE NEXT MEETING OF
THE COUNCIL BY-LAWS COMMITTEE**

08/25/2026

MINUTES
COUNCIL BY-LAWS COMMITTEE
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND
POWER DISTRICT

DRAFT

April 17, 2025

A meeting of the Council By-Laws Committee of the Salt River Project Agricultural Improvement and Power District (the District) convened at 9:59 a.m. on Thursday, April 17, 2025, from the Hoopes Board Conference Room at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona. This meeting was conducted in-person and via teleconference in compliance with open meeting law guidelines. The District and Salt River Valley Water Users' Association (the Association) are collectively known as SRP.

Committee Members present at roll call were M.B. Brooks, Chair; N.J. Vanderwey, Vice Chair; and M.L. Farmer, C.M. Leatherwood, J.W. Lines, J.L. Miller, T.S. Naylor, B.E. Paceley, W.P. Schrader III, and P.A. Van Hofwegen.

Committee Members absent at roll call were I.M. Rakow; and M.A. Freeman of the Association.

Also present were President D. Rousseau; Vice President C.J. Dobson; Council Chair J.R. Shelton; Council Members A.A. Freeman, G.E. Geiger, E.L. Gorseger, A.M. Herrera, M.R. Mulligan, M.G. Rakow, and C. Resch-Geretti; Board Liaison M.J. Herrera; Board Member S.D. Kennedy; and I.R. Avalos, M.J. Burger, J.M. Felty, L.F. Hobaica, K.J. Lee, M.J. O'Connor, J.M. Pratt, and C.M. Sifuentes-Kohlbeck of SRP.

In compliance with A.R.S. §38-431.02, Andrew Davis of the Corporate Secretary's Office had posted a notice and agenda of the Council By-Laws Committee meeting at the SRP Administration Building, 1500 North Mill Avenue in Tempe, at 9:00 a.m. on Tuesday, April 15, 2025.

Chair M.B. Brooks called the meeting to order.

Approval of Minutes

On a motion duly made by Council Member M.L. Farmer, seconded by Council Member P.A. Van Hofwegen and carried, the Committee approved the minutes for the meeting of December 10, 2024, as presented.

Corporate Secretary J.M. Felty polled the Committee Members on Council Member M.L. Farmer's motion to approve the minutes for the meeting of December 10, 2024. The vote was recorded as follows:

YES:	Council Members M.B. Brooks, Chair; N.J. Vanderwey, Vice Chair; and M.L. Farmer, C.M. Leatherwood, J.W. Lines, J.L. Miller, T.S. Naylor, B.E. Paceley, W.P. Schrader III, and P.A. Van Hofwegen	(10)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Council Member I.M. Rakow	(1)

“Resign-to-Run” Provision

Using a PowerPoint presentation Michael J. O’Connor, SRP Associate General Manager and Chief Legal Executive, stated that the purpose of the presentation was to provide information regarding SRP’s consideration of adopting a “resign-to-run” provision for SRP elected officials.

M.J. O’Connor stated that pursuant to A.R.S. §48-2362(C), terms of office; election provides in pertinent part: “A petitioner shall not file petitions for more than one office or seat and shall not be eligible for election to any other seat or office at the District of that election.” They further stated that, the staggered nature of District elections allows certain elected officials in the middle of their term to run for another seat – without having to resign their office; for example, an “odd number seat” could run for President or Vice President without resigning current seat, while an “even number seat” could run for President or Vice President, but only if he/she resigned his/her current seat.

M.J. O’Connor said that the proposed change would be that the previously proposed solution would put the “odd” and “even” seats on par – requiring that the “odd number seat” to resign his/her seat if running for President or Vice President. They highlighted that to institute a resign-to-run provision, SRP would need to seek a statutory change to A.R.S. §48-2365(C).

M.J. O’Connor said that a prior proposal considered by the Council added the following language at the end of A.R.S. §48-2365(C): “A board or council member who files a petition for the office of President or Vice President will be deemed to have resigned such board or council position effective as of the first Monday in May following the election”. They further said that the resign-to-run issue has come before the Council and Board several times since 2007.

M.J. O’Connor concluded with a discussion and responded to questions from the Committee.

Copies of the PowerPoint slides used in this presentation are on file in the Corporate Secretary's Office and, by reference, made a part of these minutes.

Council Members A.A. Freeman and A.M. Herrera left the meeting during the presentation. Council Member I.M. Rakow; and J.D. Coggins, V.P. Kisicki, B.J. Koch, B.A. Olsen, and R.R. Taylor of SRP entered the meeting during the presentation.

Term Limits for the Offices of the SRP President and Vice President

Using a PowerPoint presentation M.J. O'Connor stated that the purpose of the presentation was to provide information regarding SRP consideration of adopting a term limit for the offices of the SRP President and Vice President.

M.J. O'Connor stated that there are currently no term limits, i.e., no limitation on the number of years or terms a person may serve as President and Vice President. They presented the following question to the Committee: "What term limits would the Board and Council propose, if any, regarding a limit on the number of terms or number of years in office?"

M.J. O'Connor explained that the Board and Council would need to direct management to seek a statutory change to the Arizona Revised Statutes Title 48 to enact term limits. They concluded with a discussion and next steps.

M.J. O'Connor responded to questions from the Committee.

Copies of the PowerPoint slides used in this presentation are on file in the Corporate Secretary's Office and, by reference, made a part of these minutes.

Reducing the Number of Council Meetings

Using a PowerPoint presentation M.J. O'Connor stated that the purpose of the presentation was to provide information and discussion regarding reducing the number of Council meetings to be held every year.

M.J. O'Connor said that statutory requirements under A.R.S. §48-2362(C), require the Council to meet at least once per year. They stated that the Council's current practice is to meet monthly, except for July and December and discussed further options. They concluded with a discussion and next steps.

M.J. O'Connor responded to questions from the Committee.

Copies of the PowerPoint slides used in this presentation are on file in the Corporate Secretary's Office and, by reference, made a part of these minutes.

Report on Current Events by the General Manager or Designees

Jim M. Pratt, SRP General Manager and Chief Executive Officer, reported on a variety of federal, state, and local topics of interest to the Committee. They provided a legislative update.

Board Member S.D. Kennedy left the meeting during the report.

Future Agenda Topics

Chair M.B. Brooks asked the Committee if there were any future agenda topics. None were requested.

There being no further business to come before the By-Laws Committee, the meeting adjourned at 11:18 a.m.

John M. Felty
Corporate Secretary

Potential Guidelines for Filling Vacancies on the Board

Michael J. O'Connor | September 1, 2026

District Council By-Laws Committee Meeting

District Council Process to Fill Vacancies on District Board of Directors

- Statutory Authority
- By-Laws Authority
- Council 2012 Guidelines
- Discussion

Statutory Authority Regarding District Council to Fill Vacancies on Board

- District Council may fill vacancies on District Board and Council and must fill vacancies in President and Vice President
- A.R.S. §48-2366 States:

“If any member of the council or board of directors ceases to be a qualified district elector for land in the member’s division or a resident of the district, or if the president, vice-president or an at large director ceases to be a qualified district elector for lands within the boundaries of the district or a resident of the district, the office shall thereupon become vacant. The council may by appointment fill a vacancy in the council and in the board of directors. The council shall adopt by-laws providing for the filling of vacancies in the office of president or vice-president.”

District By-Laws Authority Regarding Council to Fill Vacancy on Board

- Article VIII, Section 3

In case of the absence, illness, or inability of the President to act from any cause, or in case of a vacancy in that office, the Vice President shall act in the place and stead of the President. In the event a vacancy exists or occurs in the office of Vice president, a majority of the members of the Council, present and voting at a special meeting called for that purpose, shall select a Vice President from the qualified electors of the District. (Amended November 17, 1970)

2012 District Council Guidelines Regarding Filling Council Vacancy

Process to Fill Council Vacancy

1. The process will begin with a subcommittee consisting of the SRP elected officials (board and council members) within the voting area in which the vacancy occurs.
2. The members from that voting area will develop a list of names of potential candidates from which to fill the Council vacancy in their area. The members may solicit names from other resources to help identify and develop a pool of candidates, such as other SRP elected officials or SRP internal resources.
3. The members will contact the Corporate Secretary's Office to determine the eligibility of the prospective candidates. (The qualifications criteria will include residency, ownership of property, manner in which the property is held, voter registration, and employment of relatives at SRP). Typically, this step will narrow the list of candidates.

2012 District Council Guidelines Regarding Filling Council Vacancy

Process to Fill Council Vacancy, Continued

4. The members will contact the prospective individuals to affirm their interest in serving as an SRP elected official.
5. The members will interview the prospective candidate.
6. Following the interview process, the members will develop a “short list” of at least one name to submit to the Councils for consideration (deemed nominees).
7. The Councils will also accept nominations from the floor (in addition to those deemed nominated by the subcommittee in Step 6); provided, however, that nominees from the floor must have been cleared through the Corporate Secretary’s Office prior to the meeting according to Step 3 above. The Councils will then interview each individual nominee in attendance at the meeting before making a final decision on filling the vacancy.

2012 District Council Guidelines Regarding Filling Council Vacancy

Process to Fill Council Vacancy, Continued

8. The Councils also have the authority to fill Board vacancies. Typically, a recommendation is made to fill a vacant Board seat with a senior Council member from the voting area in which the vacancy occurs.
9. The Council also have the authority to fill a vacancy in the office of Vice President. Typically, the seat is filled with a senior member from among the currently elected Board members.

District Council Past Practices Regarding Filling Board Vacancy

- Discussion

Questions?

thank you!



Compensation of Elected Officials

Michael J. O'Connor | September 1, 2026

District Council By-Laws Committee Meeting

Issues to be Addressed

- District Board and Council Compensation/Per Diems

Compensation Review Sheet District Board of Directors

Philosophy

- The District Board of Directors are elected officials who should receive compensation that reflects their duties and responsibilities.
- The Council believes that service on the District Board of Directors is an honor and a privilege and should always be for the benefit of SRP shareholders and SRP customers.

Source: 2013 SRP Council Resolution

Compensation Review Sheet District Council Members

Philosophy

- The District Council members are elected officials who should receive compensation that reflects their duties and responsibilities.
- The Council believes that service on the District Council is an honor and a privilege and should always be for the benefit of SRP shareholders and SRP customers.

Source: 2013 SRP Council Resolution

Compensation Review Sheet District Board of Directors

Board of Directors:

1. Current Per Diem: \$60*

- Last Change: 2000
- Last Review: 2023
- Discussion

*A.R.S. 48-2362 – Provides that the Council shall determine the compensation of the Board, but limits compensation to a maximum of \$60 per diem.

Compensation Review Sheet District Council Members

Council Members:

1. Current Per Diem: \$60*

- Last Change: 2000
- Last Review: 2023
- Discussion

*A.R.S. 48-2362 – Provides that the Council shall determine the compensation of the Board, but limits compensation to a maximum of \$60 per diem.

Data Regarding Other Public Power/Government/Arizona Utility Director Compensation

Public Power Board Compensation

Updated 2024

ORGANIZATION	NUMBER OF BOARD MEMBERS	MEMBER SALARY	MEMBER PER DIEM
SANTEE COOPER	12	\$10K	\$200/\$2K Cap
LCRA	15	\$0	\$100
IMPERIAL IRRIGATION DISTRICT	5	\$67K	\$0
NPPD	11	\$26K	\$0
OPPD	8	\$26K	\$0
AMP PUBLIC POWER PARTNERS	22	\$0	\$0
ORLANDO UTILITIES COMMISSION	5	\$0	\$0
CPS	5	\$2.5K	\$0
GRAND RIVER DAM AUTHORITY	7	\$0	\$0
TACOMA PUBLIC UTILITIES	5	\$0	\$0
PLATTE RIVER POWER AUTHORITY	8	\$0	\$0
NASHVILLE ELECTRIC SERVICE	5	\$0	\$0
LONG ISLAND POWER AUTHORITY	9	\$0	\$0
GRANT PUD	5	\$1.8K	\$90
CHELAN COUNTY PUD	5	\$1.8K	\$90
CLARK PUD	5	\$1.8K	\$90
LINCOLN ELECTRIC SYSTEM	9	\$0	\$0
SMUD	7	\$0	\$317

Survey of Arizona Elected Officials Compensation

	MAYOR	COUNCIL	NUMBER OF COUNCIL MEMBERS	EFFECTIVE DATE
Phoenix	\$103,840	\$77,000	8	25-Apr
Tempe	\$63,390	\$31,696	6	21-May
Glendale	\$49,200	\$35,200	6	21-May
Mesa	\$89,400	\$50,503	6	25-May
Peoria	\$58,451	\$16,500	6	21-May
Scottsdale	\$59,462	\$36,179	6	23-Dec

Arizona Title 48 Entities Comparisons - 2024

Power District	48-1501 et seq.	\$30 per diem
Electrical District	48-1701 et seq.	\$30 per diem
Drainage and Flood Control District	48-2601 et seq.	\$30 per diem
Irrigation and Water Conservation	48-2901 et seq.	\$50 per diem
Central Arizona Project	48-3701 et seq.	No Compensation

Investors-Owned Board of Directors Compensation 2024

	NUMBER OF BOARD OF DIRECTORS	BOARD OF DIRECTOR AVERAGE BASE PAY	BOARD OF DIRECTOR STOCK AWARDS
APS/Pinnacle West	12	\$100,990	\$116,185
Southwest Gas	10	\$146,935	\$140,979

Questions?

thank you!

