

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

COMPENSATION COMMITTEE

Tuesday, October 18, 2022, No Sooner Than 9:45 AM

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

This SRP District Committee meeting will be held in the Board Committee Room with an option to attend in-person or observe via Zoom. The public may receive the teleconference meeting access information by contacting the Corporate Secretary's Office at (602) 236-4398. Supplemental materials will be posted on the SRP website.

Committee Members: Mark Pace, Vice Chairman;
and Anda McAfee, Paul Rovey, Jack White Jr., and Leslie C. Williams

Call to Order

Roll Call

1. **CONSENT AGENDA:** The following agenda item(s) will be considered as a group by the Committee and will be enacted with one motion. There will be no separate discussion of these item(s) unless a Committee Member requests, in which event the agenda item(s) will be removed from the Consent Agenda and considered as a separate item VICE CHAIRMAN MARK PACE
 - Request for approval of the minutes for the meeting of September 20, 2022
2. SRP Employees' Retirement Plan – Manager Presentation by PRIMECAP
..... CHALESE HARALDSEN;
and DOUGLAS McCRARY, PRIMECAP

Informational presentation by PRIMECAP Management Company, a domestic small cap and mid-cap equity manager in the SRP Employees' Retirement Plan (the Plan). Discussion will include current performance, portfolio positioning, and market outlook relative to the Plan.
3. Report on Current Events by the General Manager and Chief Executive Officer or Designees MIKE HUMMEL
4. Future Agenda Topics..... VICE CHAIRMAN MARK PACE

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 records and proceedings relating to competitive activity, including trade secrets or privileged or confidential commercial or financial information.

Visitors: All property in your possession, including purses, briefcases, packages or containers, will be subject to inspection.



THE NEXT COMPENSATION COMMITTEE MEETING
IS SCHEDULED FOR TUESDAY, NOVEMBER 15, 2022

10/11/2022

MINUTES
COMPENSATION COMMITTEE

DRAFT

September 20, 2022

A meeting of the Compensation Committee of the Salt River Project Agricultural Improvement and Power District (the District) and the Salt River Valley Water Users' Association (the Association), collectively SRP, convened at 9:55 a.m. on Tuesday, September 20, 2022, from the 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.

Committee Members present at roll call were R.J. Miller, Chairman; and A.G. McAfee, K.H. O'Brien, P.E. Rovey, J.M. White Jr., and L.C. Williams.

Committee Member absent at roll call was M.V. Pace, Vice Chairman.

Also present were President D. Rousseau; District Vice President C.J. Dobson; Association Vice President J.R. Hoopes; Board Members R.C. Arnett, N.R. Brown, M.J. Herrera, L.D. Rovey, and S.H. Williams; Council Chairman T.M. Francis; Council Vice Chairman J.R. Shelton; Councils Liaisons J.W. Lines and B.E. Pacey; Council Members A.A. Freeman and R.S. Kolb; Mmes. K.J. Barr, M.J. Burger, A.P. Chabrier, C. Haraldsen, L.F. Hobaica, L.A. Meyers, and G.A. Mingura; Messrs. J.D. Coggins, J.M. Felty, R.T. Judd, B.J. Koch, K.J. Lee, A.J. McSheffrey, J.M. Pratt, D.C. Roberts, G. Saint Paul, and R.R. Taylor; Emily Lio and Kelly McKale of Capital Trust; Tim Egan and Ellen Martel of CAPTRUST; and Pete Ewen of Freeport-McMoRan.

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 Compensation Committee meeting at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona, at 9:00 a.m. on Friday, September 16, 2022.

Chairman R.J. Miller called the meeting to order.

Consent Agenda

Chairman R.J. Miller requested a motion for Committee approval of the Consent Agenda, in its entirety.

On a motion duly made by Board Member A.G. McAfee, and seconded by Board Member J.M. White Jr., the Committee unanimously approved and adopted the following item on the Consent Agenda:

- Minutes of the Compensation Committee meeting on August 16, 2022, as presented

Corporate Secretary J.M. Felty polled the Committee Members on Board Member A.G. McAfee's motion to approve the Consent Agenda, in its entirety. The vote was recorded as follows:

YES:	Board Members R.J. Miller, Chairman; and A.G. McAfee, K.H. O'Brien, P.E. Rovey, J.M. White Jr., and L.C Williams	(6)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Board Member M.V. Pace, Vice Chairman	(1)

SRP Employees' Retirement Plan – Manager Presentation by Capital Group

Chalese Haraldsen, SRP Assistant Treasurer of Financial Trusts and Investments, said that Capital Group, an international equity, collective investment trust, was hired in December 2003 to manage assets in the SRP Employees' Retirement Plan (the Plan), and that the current market value of the Plan is \$2.54 billion. She introduced Kelly McHale of Capital Group.

Using a PowerPoint presentation, Ms. K. McHale stated that the purpose of the presentation was to provide information regarding the performance, portfolio positioning, and market outlook relative to the Plan. She reviewed the materials distributed to the Members regarding the capital market environment and performance of the Plan. Ms. K. McHale introduced Emily Liao of Capital Group.

Continuing, Ms. E. Liao reviewed SRP's portfolio positioning and allocation of assets. She discussed the composition and performance of the Plan's investment managers for the period ended August 31, 2022. Ms. E. Liao concluded with an overview of markets, investment results, and international equity.

Mmes. K. McHale and E. Liao responded to questions from the Committee.

Copies of the handouts distributed and 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 and Chief Executive Officer or Designees

Geri A. Mingura, SRP Associate General Manager and Chief Executive of Human Resources, reported on a variety of federal, state, and local topics of interest to the Committee.

Ms. C. Haraldsen; Mr. B.J. Koch; Emily Lio and Kelly McKale of Capital Trust; and Tim Egan and Ellen Martel of CAPTRUST left the meeting.

Future Agenda Topics

Chairman R.J. Miller asked the Committee if there were any future agenda topics. None were requested.

There being no further business to come before the Compensation Committee, the meeting adjourned at 10:14 a.m.

John M. Felty
Corporate Secretary

SRP Employees' Retirement Plan

**Board Compensation Committee
October 18, 2022**

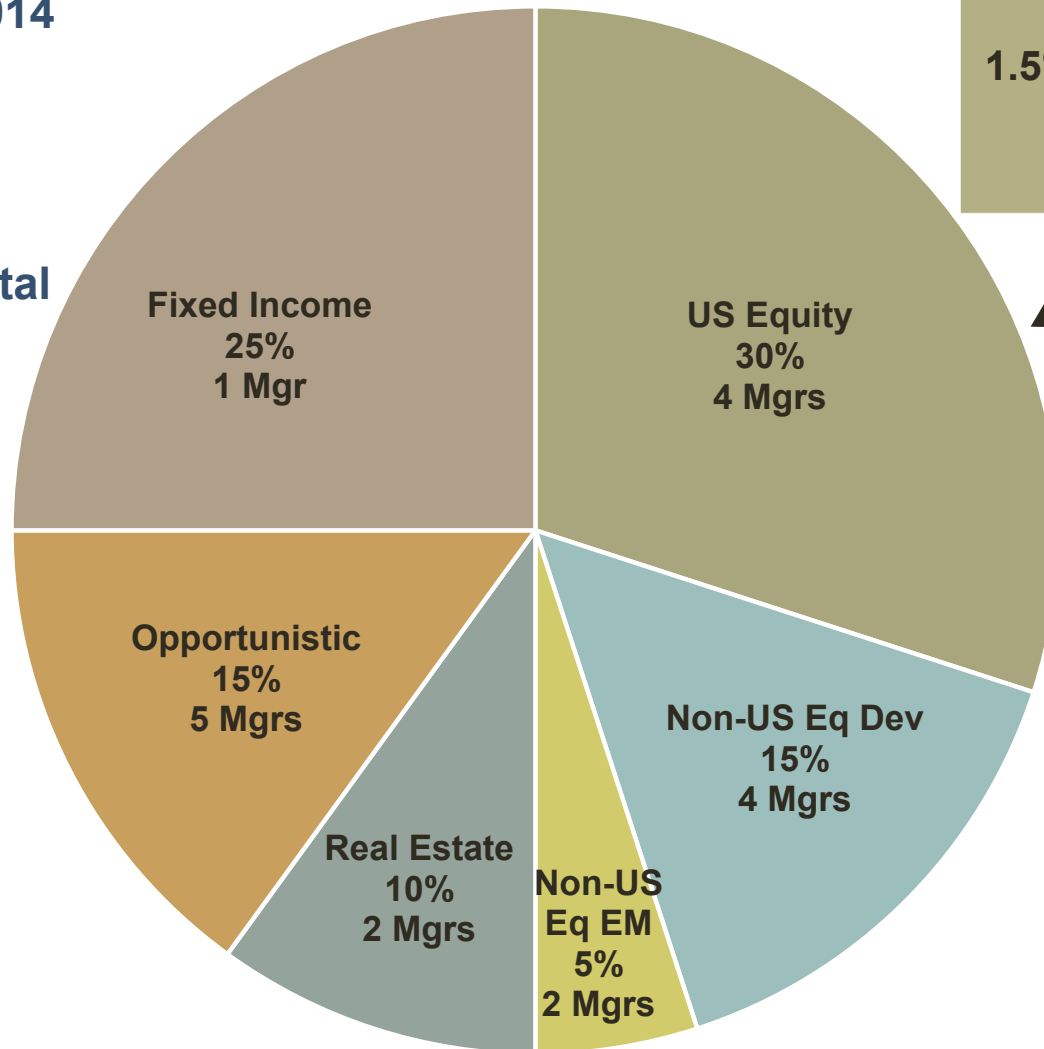


Delivering water and power™

PRESENTING INVESTMENT MANAGER: PRIMECAP MANAGEMENT CO.

RETIREMENT PLAN MARKET VALUE: \$2.37 BILLION*

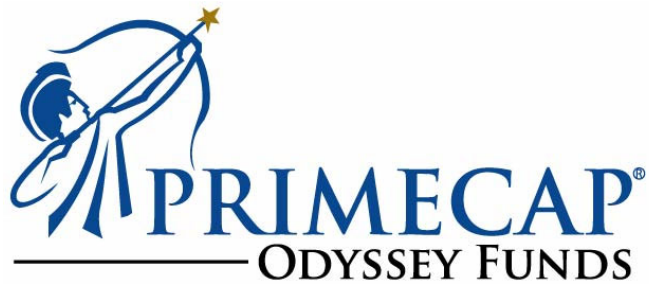
- Manager since May 2014
- Domestic mid-cap growth, mutual fund
- Bottom-up, fundamental research
- Value discipline
- Invest for the long-term, low turnover



PRIMECAP*
1.5% Target | 1.2% Actual
\$28.7 million
Fee: 65 bps



Presentation to Salt River Project: October 18, 2022



PRIMECAP Odyssey Aggressive Growth Fund

October 18, 2022
SRP Compensation Committee
Douglas E. McCrary, PRIMECAP Management Co.
Slide Number: 1

PRIMECAP
MANAGEMENT COMPANY

Relationship Overview

Initial Contribution: May 2014
Approximate Amount: \$27.7 Million

Withdrawals: \$11 Million (May 2017)
\$10 Million (June 2018)
\$11 Million (Jan 2021)

Additional Contributions: \$3.5 Million (Feb 2019)

Approximate Balance Oct 3, 2022: \$28.3 Million

Contacts:

PRIMECAP Management Company:

Douglas E. McCrary

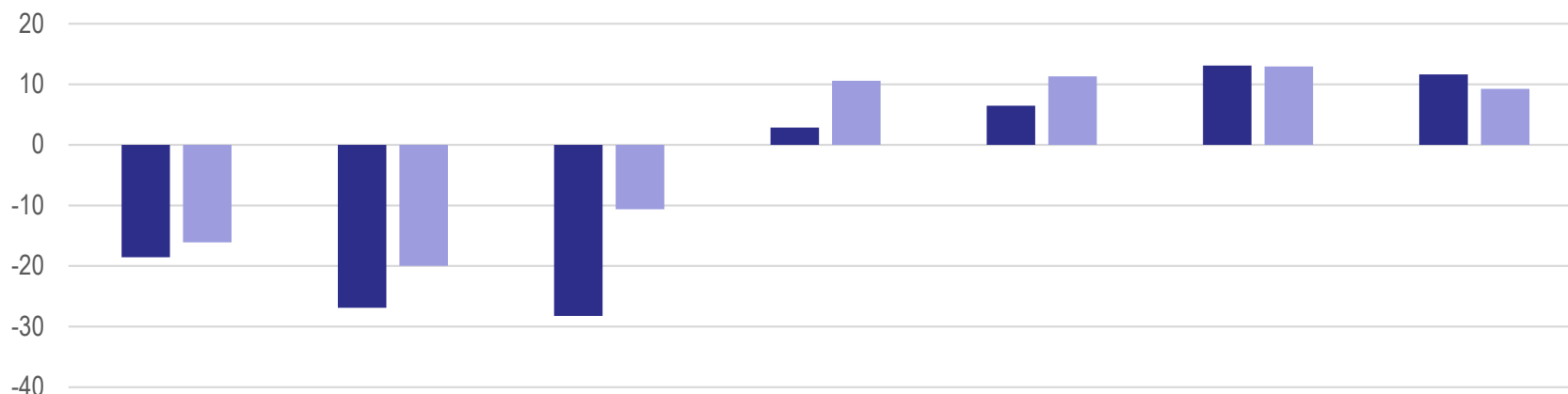
dmccrary@primecap.com

US Bancorp

800-729-2307

PRIMECAP Odyssey Aggressive Growth Fund

Investment results (6-30-2022)



	Quarter end	YTD	Annualized				
			1-year	3-year	5-year	10-year	Inception
POAGX	-18.55%	-26.90%	-28.23%	2.87%	6.48%	13.10%	11.64%
S&P500	-16.10%	-19.96%	-10.62%	10.60%	11.31%	12.96%	9.26%

Data through June 30, 2022 and net of fees

Performance data quoted represents past performance; past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by calling 1-800-729-2307.

The Fund's investment objectives, risks, charges, and expenses must be considered carefully before investing. The prospectus contains this and other important information about the investment company, and it may be obtained by calling 1-800-729-2307 or by visiting www.odysseyfunds.com. Read it carefully before investing.

Mutual fund investing involves risk. Principal loss is possible. The Funds invest in small companies, which involve additional risks such as limited liquidity and greater volatility. All Funds may invest in foreign securities which involves greater volatility and political, economic and currency risks and differences in accounting methods. Growth stocks typically are more volatile than value stocks; however, value stocks have lower expected growth rates in earnings and sales.

The PRIMECAP Odyssey Funds are distributed by ALPS Distributors, Inc.

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

Slide Number: 3

PRIMECAP Odyssey Aggressive Growth Fund

Fast facts

Designation	Domestic mid-cap growth
Fund inception date	November 1, 2004
Total holdings	219
Benchmark	S&P500
CUSIP	74160Q202
Total assets	\$7.2 billion
Expense ratio	65 basis points

AUM data as of 6/30/2022

Portfolio management

Theo A. Kolokotronis, Chairman
Joel P. Fried, President
Alfred W. Mordecai, Vice-Chairman
M. Mohsin Ansari, Executive Vice President
James Marchetti, Executive Vice President

Primary investment strategies

The Fund invests mainly in stocks of U.S. companies, emphasizing those companies with prospects for rapid earnings growth. These stocks typically provide little current income. The Fund's portfolio predominantly consists of small- and mid-cap stocks and may include stocks of foreign companies. Through its research, PRIMECAP Management Company identifies stocks that it believes will outperform the Standard & Poor's 500 Index, a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies, over a three-to five-year time frame.

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

Slide Number: 4

PRIMECAP Odyssey Aggressive Growth Fund – Attribution Report

12-month attribution report

	PRIMECAP Odyssey Aggressive Growth			S&P500			Attribution		
	Average weight	12-month return	Contribution to return	Average weight	12-month return	Contribution to return	Allocation effect	Selection effect	Total effect
Communication Services	6.4%	-30.1%	-1.9%	10.2%	-29.1%	-2.8%	0.7%	-0.2%	0.4%
Cash	2.9	0.4	0.0	0.0	0.0	0.0	0.2	0.0	0.2
Materials	0.6	-3.7	-0.1	2.6	-8.7	-0.3	0.0	0.0	0.0
Real Estate	0.1	-20.6	0.0	2.7	-5.2	-0.2	-0.1	0.0	-0.1
Financials	5.1	-22.4	-1.1	11.3	-12.8	-1.4	0.1	-0.5	-0.4
Utilities	0.0	0.0	0.0	2.6	14.2	0.3	-0.5	0.0	-0.5
Consumer Staples	0.1	30.1	0.0	6.1	6.7	0.2	-0.8	0.0	-0.8
Energy	0.7	4.4	-0.1	3.3	40.0	0.7	-1.0	-0.1	-1.1
Industrials	11.0	-24.8	-3.2	7.8	-13.6	-1.1	0.0	-1.3	-1.3
Consumer Discretionary	14.4	-34.5	-5.4	12.0	-24.2	-2.9	-0.3	-1.8	-2.1
Information Technology	28.3	-29.0	-8.7	28.0	-13.5	-3.6	0.0	-4.3	-4.3
Health Care	30.2	-28.6	-7.2	13.5	3.4	0.4	1.6	-8.8	-7.1
Total	100%	-27.7%	-27.7%	100%	-10.6%	-10.6%	-0.1%	-17.0%	-17.1%

The portfolio attribution data above is provided by Factset based on information that may vary from actual holdings. Therefore, it should be considered to be an estimate.

Top absolute contributors-12 months

	12-month return	Total effect	POAGX ending weight
Eli Lilly and Company	43.3%	1.0%	4.0%
Seagen, Inc.	12.1	0.8	4.0
Axcelis Technologies	35.7	0.1	1.2
Array Technologies	59.1	0.1	0.4
Turning Point Thera.	-3.6	0.1	0.5

Top absolute detractors-12 months

	12-month return	Total effect	POAGX ending weight
Micron Technology	-34.7%	-1.5%	3.0%
Nektar Therapeutics	-77.9	-1.2	0.5
BeiGene Ltd	-52.8	-1.1	1.6
Splunk Inc.	-38.8	-0.9	2.1
Biogen Inc.	-41.1	-0.9	2.5

Data through June 30, 2022

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

Slide Number: 5

Fund holdings and sector allocations are subject to change and should not be considered recommendations to buy or sell any security.
Earnings growth is not a measure of the Fund's future performance.

PRIMECAP Odyssey Aggressive Growth Fund – Quarterly Attribution

3-month attribution report

	PRIMECAP Odyssey Aggressive Growth			S&P500			Attribution		
	Average weight	3-month return	Contribution to return	Average weight	3-month return	Contribution to return	Allocation effect	Selection effect	Total effect
Health Care	29.6%	-7.5%	-1.5%	14.3%	-5.9%	-0.7%	1.5%	-0.4%	1.2%
Communication Services	6.5	-14.8	-0.9	8.9	-20.7	-1.9	0.1	0.4	0.5
Cash	3.1	0.3	0.0	0.0	0.0	0.0	0.5	0.0	0.5
Financials	5.3	-16.3	-0.8	11.0	-17.5	-1.9	0.1	0.1	0.1
Materials	0.8	-20.5	-0.2	2.7	-15.9	-0.5	0.0	0.0	0.0
Real Estate	0.1	-18.1	0.0	2.8	-14.7	-0.4	0.0	0.0	0.0
Consumer Discretionary	13.8	-25.9	-3.9	11.2	-26.2	-3.2	-0.2	0.0	-0.3
Utilities	0.0	0.0	0.0	2.9	-5.1	-0.1	-0.3	0.0	-0.3
Energy	1.0	-15.6	-0.2	4.5	-5.2	-0.4	-0.3	-0.1	-0.4
Industrials	12.2	-20.8	-2.8	7.8	-14.9	-1.2	0.1	-0.7	-0.6
Consumer Staples	0.1	29.0	0.0	6.6	-4.6	-0.3	-0.7	0.0	-0.6
Information Technology	27.5	-27.7	-8.2	27.1	-20.2	-5.5	0.0	-2.2	-2.2
Total	100%	-18.4%	-18.4%	100%	-16.1%	-16.1%	0.7%	-2.9%	-2.3%

The portfolio attribution data above is provided by Factset based on information that may vary from actual holdings. Therefore, it should be considered to be an estimate.

Top absolute contributors-3 months

	3-month return	Total effect	POAGX ending weight
Seagen, Inc.	22.8%	0.9%	4.0%
Eli Lilly and Company	13.6	0.5	4.0
Turning Point Therap.	180.3	0.3	0.5
Baidu Inc	12.4	0.3	2.0
BioMarin Pharmaceutical	7.5	0.2	2.3

Top absolute detractors-3 months

	3-month return	Total effect	POAGX ending weight
Tesla Inc	-37.5%	-1.5%	2.8%
Splunk Inc.	-40.5	-1.1	2.1
Micron Technology	-28.9	-1.1	3.0
ABIOMED, Inc.	-25.3	-0.7	2.6
Sony Group	-20.2	-0.6	3.3

Data through June 30, 2022

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

Slide Number: 6

Fund holdings and sector allocations are subject to change and should not be considered recommendations to buy or sell any security.
Earnings growth is not a measure of the Fund's future performance.

PRIMECAP Odyssey Aggressive Growth Fund – Portfolio Changes

Top purchases for twelve months ending June 30, 2022

Company	Sector	Ending position
Pulmonx Corp.	Health Care	0.7%
Alibaba Group	Consumer Discretionary	1.8
Aurora Innovation, Inc. Class A	Industrials	0.1
MarketAxess Holdings Inc.	Financials	1.6
Perimeter Solutions SA	Materials	0.2
Splunk Inc.	Information Technology	2.1
Array Technologies Inc	Industrials	0.4
Ollie's Bargain Outlet Holdings Inc	Consumer Discretionary	0.2
Li-Cycle Holdings Corp.	Industrials	0.2
Madison Square Garden Entertainment	Communication Services	0.4

bolded names are new positions

Top sales for twelve months ending June 30, 2022

Company	Sector	Ending position
Tesla Inc	Consumer Discretionary	2.8%
Eli Lilly and Company	Health Care	4.0
BioNTech SE	Health Care	3.0
Micron Technology	Information Technology	3.0
HubSpot, Inc.	Information Technology	0.6
Alphabet Inc.	Communication Services	2.2
Sony Group	Consumer Discretionary	3.3
Nuance Communications	Information Technology	0.0
ABIOMED, Inc.	Health Care	2.6
Qualcomm Incorporated	Information Technology	0.6

bolded names are no longer in fund

*Nuance Communications acquired by Microsoft Corp. in March 2022

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

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PRIMECAP Odyssey Aggressive Growth Fund - Summary 6-30-2022

Equity characteristics

	PRIMECAP	
	Odyssey Aggressive Growth	S&P500
Number of holdings	219	503
Wgt. average market cap	\$104.6 B	\$483.5 B
P/E ratio-trailing	15.6 x	18.5 x
P/E ratio-FY1 estimate	15.5 x	16.7 x
3-5 year EPS growth estimate	19%	12%
Return on equity	8.6%	27.4%
LT Debt/total capitalization	34.7%	43.3%
Turnover	5.7%	na
Active share	88.8	na
Foreign holdings	16.4%	0%

Sector diversification

	PRIMECAP	
	Odyssey Aggressive Growth	S&P500
Health Care	32.8%	15.1%
Information Technology	25.1	26.8
Consumer Discretionary	12.9	10.5
Industrials	11.3	7.8
Communication Services	6.6	8.9
Financials	5.2	10.8
Energy	1.0	4.4
Materials	0.7	2.6
Consumer Staples	0.2	7.0
Real Estate	0.1	2.9
Utilities	0.0	3.1
Cash	4.0	0.0
Total	100.0%	100.0%

Top ten holdings

	PRIMECAP
	Odyssey Aggressive Growth
Seagen, Inc.	4.0%
Eli Lilly and Company	4.0
Sony Group	3.3
Micron Technology	3.0
BioNTech SE	3.0
Tesla Inc	2.8
ABIOMED, Inc.	2.6
Biogen Inc.	2.5
AECOM	2.3
BioMarin Pharmaceutical	2.3
Total Top 10	29.9%
Total Top 20	48.0%

Market-cap breakdown

	PRIMECAP	
	Odyssey Aggressive Growth	S&P500
Greater than \$50 billion	24.9%	76.4%
\$15-\$50 billion	27.0	19.4
\$2-\$15 billion	32.1	4.1
Less than \$2 billion	11.9	0.0
Cash	4.0	0.0
Total	100.0%	100.0%

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

Slide Number: 8

Fund holdings and sector allocations are subject to change and should not be considered recommendations to buy or sell any security.

Earnings growth is not a measure of the Fund's future performance.

PRIMECAP Management Company – Firm Overview

Fast facts

- Total assets under management of \$119 billion
- Long-only US equity focused strategies
- Founded in 1983 and headquartered in Pasadena, CA
- 20 investment professionals, 45 total employees

Portfolio management

Theo A. Kolokotronis, Chairman
 Joel P. Fried, President
 Alfred W. Mordecai, Vice-Chairman
 M. Mohsin Ansari, Executive Vice President
 James Marchetti, Executive Vice President

Investment products

Separately managed accounts*

- Corporate pensions & savings plans (10)
- Foundations & endowments (10)
- Other (1)
- Total AUM: \$9.5 billion

Representative accounts

General Motors Company
 Hewlett Packard Enterprises
 Metropolitan Museum of Art
 Norfolk Southern Corporation
 Rockwell Automation
 S&P Global
 Smithsonian Institution



PRIMECAP Fund (VPMCX)*

- Launched on November 1, 1984
- Total assets: \$60.0 billion

Capital Opportunity Fund (VHCOX)*

- Began management on February 2, 1998
- Total assets: \$16.7 billion

PRIMECAP Core Fund (VPCCX)*

- Launched on December 9, 2004
- Total assets: \$10.3 billion



PRIMECAP Odyssey Growth Fund (POGRX)

- Launched on November 1, 2004
- Total assets: \$7.1 billion

PRIMECAP Odyssey Aggressive Growth (POAGX)*

- Launched on November 1, 2004
- Total assets: \$7.2 billion

PRIMECAP Odyssey Stock Fund (POSKX)

- Launched on November 1, 2004
- Total assets: \$5.8 billion

*closed to new investors

**all AUM data on this page as of 6/30/2022

References to other mutual funds should not be interpreted as an offer of these securities.

October 18, 2022

SRP Compensation Committee

Douglas E. McCrary, PRIMECAP Management Co.

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