

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

GOVERNANCE COMMITTEE

Tuesday, October 13, 2026, 9:30 AM

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

Committee Members: Robert Arnett, Chair; Krista O'Brien, Vice Chair; and
Ken Clark, Mario Herrera, Sandra Kennedy, Mark Pace, and Paul Rovey

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 CHAIR ROBERT ARNETT
 - Request for approval of the minutes for the meeting of June 25, 2026.
2. Public Comment at District Board and Committee Meetings
..... DIRECTOR KEN CLARK and MICHAEL O'CONNOR

Discussion and potential action on proposed changes to the District Board Rules of Procedure regarding public comment at Board and Committee meetings.
3. SRP Governance MICHAEL O'CONNOR, JIM PRATT, and ROB TAYLOR

Informational presentation regarding the current status of SRP Governance and potential changes to SRP Governance.
4. Report on Current Events by the General Manager and Chief Executive Officer or Designees.....JIM PRATT
5. Future Agenda Topics..... CHAIR ROBERT ARNETT

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: 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.



THE NEXT GOVERNANCE COMMITTEE MEETING
IS SCHEDULED FOR THURSDAY, DECEMBER 3, 2026

10/06/2026

MINUTES
GOVERNANCE COMMITTEE
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND
POWER DISTRICT

DRAFT

June 25, 2026

A meeting of the Governance Committee of the Salt River Project Agricultural Improvement and Power District (the District) convened at 9:30 a.m. on Thursday, June 25, 2026, 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 R. Arnett, Chair; K. O'Brien, Vice Chair; and K. Clark, M. Pace, and P. Rovey.

Committee Members absent at roll call were M. Herrera and S. Kennedy.

Also present were President C. Dobson; Vice President B. Paceley; Board Members N. Brown, M. Harlan, and K. Mohr-Almeida; Board Members L. Rovey and L. Williams of the Association; Council Chair R. Shelton; Council Vice Chair S. Naylor; Council Members N. Brown, R. Gutierrez, and C. Resch-Geretti; I. Avalos, J. Baran, M. Burger, B. Davis, J. Felty, M. Greene, L. Hobaica, R. Judd, M. Klein, K. Lee, A. Lucas, L. Meyers, K. Morrison, N. Mullins, M. O'Connor, B. Olsen, A. Ortega, D. Patterson, J. Pratt, M. Purnell, J. Schuricht, P. Sigl, and R. Taylor of SRP; and Nick Arnold of Arizona Solar Energy Industries Association (AriSEIA).

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 Governance Committee meeting at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona, at 9:00 a.m. on Tuesday, June 23, 2026.

Chair R. Arnett called the meeting to order.

Consent Agenda

Chair R. Arnett requested a motion for Committee approval of the Consent Agenda, in its entirety.

On a motion duly made by Board Member P. Rovey and seconded by Board Member K. Clark, the Committee unanimously approved and adopted the following item on the Consent Agenda:

- Minutes of the Governance Committee meeting on October 4, 2023, as presented.

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

YES:	Board Members R. Arnett, Chair; K. O'Brien, Vice Chair; and K. Clark, M. Pace, and P. Rovey	(5)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Board Members M. Herrera and S. Kennedy	(2)

Conference Selection Process

Using a PowerPoint presentation, President C. Dobson stated that the purpose of the presentation was to provide information regarding a formal process/criteria to be developed regarding Board Members' ability to select conferences to attend and be reimbursed by SRP.

Continuing, Corporate Secretary J. Felty stated that the three annual conferences approved for attendance by the Board and Council are the following: 1) the American Public Power Association (APPA), since 1940; 2) the National Water Resources Association (NWRA), since 1932; and 3) the Colorado River Water Users Association (CRWUA), since 1941. They discussed SRP's history and reasons for its participation in the conferences.

Corporate Secretary J. Felty summarized the current process of attending local and non-local conferences and discussed conference attendance from other organizations. They stated that if the Board would like to consider attending additional conferences, budgets, a selection and approval process, and a report on how the conference applies to SRP are recommended.

President C. Dobson and Corporate Secretary J. Felty 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.

Board Members M. Herrera and S. Williams; Council Member E. Gorsegner; B. Koch of SRP; Will Greene of Southwest Energy Efficiency Project (SWEET); and Andy Jacobs of Strategy 48 entered the meeting during the presentation.

National Association of Corporate Directors (NACD) Membership

Using a PowerPoint presentation, Corporate Secretary J. Felty stated that the purpose of the presentation was to provide information regarding potential SRP membership with the NACD.

They provided the following information on NACD: 1) background; 2) who makes up the NACD; 3) services it offers; 4) membership access – dedicated member engagement

advisor; 5) governance resources – virtual library; 6) relevant content – addressing fiduciary duty, culture, and strategy; and 7) membership pricing.

President C. Dobson and Corporate Secretary J. Felty 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 Member S. Travise; and V. Kisicki and C. Worden of SRP entered the meeting during the presentation.

Potential Revisions of the Board Rules of Procedures and Provisions

Using a PowerPoint presentation, Michael O'Connor, SRP Associate General Manager and Chief Legal Executive, stated that the purpose of the presentation was to provide information regarding potential areas of changes/improvements to the SRP Board of Directors Rules of Procedures, including public comments at meetings and the process for adding a topic to a Committee agenda or Board agenda.

M. O'Connor provided background on the SRP Board Rules of Procedure and explained the following provisions: 1) Rule 8 – Public Comment; 2) Rule 8, Section A – Board Agenda Items; 3) Rule 8, Section B – Board Committee Agenda Items; 4) Rule 4 – Standing and Special Committees; and 5) Rule 6 – Chair of Board and Committee Meetings.

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

Copies of the handout 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.

R. Judd of SRP left the meeting during the presentation. Sandy Bahr of Sierra Club entered the meeting during the presentation.

Political Involvement Committee (PIC)

Using a PowerPoint presentation, Rob Taylor, SRP Associate General Manager and Chief Public Affairs and Corporate Services Executive, stated that the purpose of the presentation was to provide information regarding the Association's PIC, SRP's corporate political action committee. They provided an organizational chart of the Public Affairs and Corporate Services Department. R. Taylor introduced Delia Patterson, SRP Senior Director of Regulatory Affairs and Compliance.

Continuing, D. Patterson provided history on PIC and stated that PIC exists to support SRP's mission and its ability to serve its customers. They discussed member eligibility and current membership.

D. Patterson provided an overview of the PIC events, the 2025-2026 event highlights, and highlights of the 2026 PIC picnic. They reviewed the PIC Voter's Guide, PIC members' feedback, and an overview of PIC contributions.

D. Patterson presented the PIC Advisory Committee and explained that the political contribution process is governed and overseen by the PIC Advisory Committee. They reviewed the allocations of PIC contributions for the 2026 election cycle and the 2024 election.

D. Patterson discussed PIC contributions with regards to federal and state benchmarking. In conclusion, they stated that PIC contributions are governed and overseen by SRP's Public Affairs Department, the PIC Advisory Committee, and the PIC Administration.

D. Patterson and R. Taylor responded to questions from the Committee.

Copies of the handouts 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.

A. Lucas and N. Mullins of SRP; and Sandy Bahr of Sierra Club left the meeting during the presentation. J. Baran, B. Davis, M. Klein, K. Lee, D. Patterson, and C. Worden of SRP left the meeting.

Report on Current Events by the General Manager and Chief Executive Officer (GM/CEO) or Designees

Jim Pratt, SRP GM/CEO, reported on a variety of federal, state, and local topics of interest to the Committee. They presented a video of ABC15 News featuring SRP and AllThrive365 working together in replacing air conditioning units for low-income residents at no cost.

M. Greene, K. Morrison, A. Ortega, and J. Schuricht of SRP left the meeting during the report. Sandy Bahr of Sierra Club entered the meeting during the report. I. Avalos, V. Kisicki, B. Koch, L. Meyers, B. Olsen, J. Pratt, and R. Taylor of SRP left the meeting.

Board-Approved Executive Extension Process

Using a PowerPoint presentation, McKell Purnell, SRP Associate General Manager and Chief Human Resources Executive, stated that the purpose of the presentation was to provide information regarding the Board-approved executive extension process, specifically related to the extension of employment for the SRP GM/CEO.

M. Purnell reviewed the governing policy and procedure (HR-BEN-030 and HR-BEN-031) regarding mandatory retirement adopted by SRP's Board in 2015 and modified in 2021. They provided an employment extension timeline for the current GM/CEO and significant target dates.

M. Purnell 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.

Executive Session: Potential Extension
of Employment for the SRP GM/CEO

Chair R. Arnett requested a motion to enter into executive session, pursuant to A.R.S. §38-431.03(A)(1), to discuss the potential extension of employment for the SRP GM/CEO.

On a motion duly made by Board Member M. Herrera, seconded by Board Member P. Rovey and carried, the Governance Committee convened into executive session at 11:57 a.m.

Corporate Secretary J. Felty polled the Committee Members on Board Member M. Herrera's motion to enter into executive session. The vote was recorded as follows:

YES:	Board Members R. Arnett, Chair; K. O'Brien, Vice Chair; and K. Clark, M. Herrera, M. Pace, and P. Rovey	(6)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Board Member S. Kennedy	(1)

P. Sigl of SRP; Nick Arnold of AriSEIA; Sandy Bahr of Sierra Club; Will Greene of SWEEP; and Andy Jacobs of Strategy 48 left the meeting.

The Committee reconvened into open session at 12:36 p.m. with the following members and others present were President C. Dobson; Vice President B. Paceley; Board Members R. Arnett, N. Brown, K. Clark, M. Harlan, M. Herrera, K. Mohr-Almeida, K. O'Brien, M. Pace, P. Rovey, and S. Williams; Board Members L. Rovey and L. Williams of the Association; Council Chair R. Shelton; Council Vice Chair S. Naylor; Council Members N. Brown, E. Gorseger, R. Gutierrez, C. Resch-Geretti, and S. Travise; and M. Burger, J. Felty, L. Hobaica, M. O'Connor, and M. Purnell of SRP.

Nick Arnold of AriSEIA; and Will Greene of SWEEP entered the meeting.

Future Agenda Topics

Chair R. Arnett asked the Committee if there were any future agenda topics. Board Member K. Clark requested the following: 1) information regarding SRP's contributions to APPA and other organizations; and 2) language approving public comments. Board Member K. Mohr-Almeida requested a meeting with Susan Schultz of The Board Institute. President C. Dobson requested a discussion on SRP's voting structure and process improvements.

There being no further business to come before the Governance Committee, the meeting adjourned at 12:37 p.m.

John Felty
Corporate Secretary

Proposal Regarding Change to Public Comment at District Board/Committee Meetings

Michael J. O'Connor | October 13, 2026

Governance Committee Meeting

Agenda

- 1) Current SRP District Board Rule of Procedure Regarding Public Comment
- 2) Proposed Changes – By Board Member Ken Clark
- 3) Discussion of Changes/Questions
- 4) Potential Vote

Current District Board of Procedure – Public Comment

Rule 10: Public Comments:

The District appreciates attendance by members of the public at its public meetings. While members of the public are welcome to attend, public comments are typically not accepted at these meetings. Members of the public who have comments or suggestions are asked to submit them in writing to the Corporate Secretary who, in turn, will forward them to the appropriate persons for review. Comments may be sent (i) by mail to the attention of the SRP Corporate Secretary, mail station PAB215, P.O. Box 52025, Phoenix, Arizona 85072-2025, or (ii) by email to John.Felty@srpnet.com.

Redline – Proposed District Changes/Ken Clark

Rule 10: Public Comments:

The District appreciates attendance by members of the public at its public meetings. At every regular or special Board meeting, the President, and every Committee meeting, the Committee Chair, shall allow public comment on any noticed agenda item and shall have the discretion to regulate such public comment by the amount of time allowed per speaker and by reducing redundant comments. At every regular or special Board meeting, the President, and every Committee meeting, the Committee Chair, shall allow an open call to the public, subject to a reasonable time, to allow individuals to address the Board on any issue within the Boards jurisdiction all in accordance with A.R.S. §38-431.01(H). While members of the public are welcome to attend, public comments are typically not accepted at these meetings. Members of the public who have comments or suggestions ~~are asked to~~may in turn also submit them in writing to the Corporate Secretary who ~~in turn,~~ will forward them to the appropriate persons for review. ~~Comments may be sent (i) by mail to the attention of the SRP Corporate Secretary, mail station PAB215, P.O. Box 52025, Phoenix, Arizona 85072-2025, or (ii) by email to John.Felty@srpnet.com. and any written public comments will be posted along with other meeting minutes and documents for each meeting. Staff may omit portions of any public comments that include offensive language.~~

Final Proposed Change - District

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Questions?

Motion Regarding Approval – Ken Clark

thank you!



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