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

BY-LAWS COMMITTEE MEETING

Tuesday, September 29, 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 September 1, 2026 ..... CHAIR BRANDON BROOKS

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

   Follow up discussion and potential action from the September 1, 2026, By-Laws Committee meeting on the process for filling Board and Council vacancies.

3. Payment of Per Diem for Hybrid Participation in Meetings ... MICHAEL O'CONNOR

   Request for approval to amend the District By-Laws provisions in Article V, Sections 6 and 7 to provide for compensation to elected officials who participate in a meeting by hybrid (Teams or Zoom) attendance.

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

09/22/2026

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

DRAFT

September 1, 2026

A meeting of the Council By-Laws Committee of the Salt River Project Agricultural Improvement and Power District (the District) convened at 9:30 a.m. on Tuesday, September 1, 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 B. Brooks, Chair; P. Van Hofwegen, Vice Chair; and A. Hatley, A. Herrera, R. Kolb, M. Rakow, W. Schrader III, and R. Swier.

Committee Members absent at roll call were T. Francis, C. Leatherwood, and E. Pedersen.

Also present were Vice President B. Paceley; Council Chair R. Shelton; Council Vice Chair S. Naylor; Council Members N. Brown, E. Gorsegner, A. Gullick, R. Gutierrez, N. Haddad, W. Lines, R. Miller, C. Resch-Geretti, J. Travise, and S. Travise; Board Liaison M. Pace; Board Members K. Clark and M. Harlan; Board Member L. Rovey of the Association; I. Avalos, M. Burger, J. Felty, L. Hobaica, V. Kisicki, K. Lee, A. Lucas, K. Morrison, M. O'Connor, B. Olsen, J. Overstreet, D. Palmer, M. Purnell, and J. Schuricht of SRP; and Nick Arnold of Western Resource Advocates (WRA).

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 Friday, August 28, 2026.

Chair B. Brooks called the meeting to order.

Approval of Minutes

On a motion duly made by Council Member M. Rakow, seconded by Council Member R. Kolb and carried, the Committee approved the minutes for the meeting of April 17, 2025, as presented.

Corporate Secretary J. Felty polled the Committee Members on Council Member M. Rakow's motion to approve the minutes for the meeting of April 17, 2025. The vote was recorded as follows:

YES:	Council Members B. Brooks, Chair; P. Van Hofwegen, Vice Chair; and A. Hatley, A. Herrera, R. Kolb, M. Rakow, W. Schrader III, and R. Swier	(8)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Council Members T. Francis, C. Leatherwood, and E. Pedersen	(3)

Process for Filling Board and Council Vacancies

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 the process for filling Board and Council vacancies and allow elected officials to propose and discuss any modifications to the current process for filling Board and Council vacancies.

M. O'Connor stated that the District Council may fill vacancies on the District Board and Council and must fill vacancies for the President and Vice President. They concluded with an overview of the District By-Laws, Article VIII, Section 3 and the 2012 District Council guidelines regarding the process for filling vacancies.

Discussion was held regarding the process for filling Board and Council vacancies.

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 T. Francis; Board Member S. Kennedy; and Gwen Farnsworth of WRA entered the meeting during the agenda item.

Elected Officials Compensation and Benefits

Using a PowerPoint presentation, M. O'Connor stated that the purpose of the presentation was to provide information regarding the current elected officials' compensation and benefits and allow elected officials to propose and discuss any modifications to the current compensation and benefits.

M. O'Connor provided an overview of the philosophies for compensation for both the District Board of Directors and District Council Members. They discussed the current compensation for the District Board of Directors and the District Council Members.

M. O'Connor provided an overview of the following 2024 compensation comparisons: 1) public power board organizations; 2) Arizona elected officials; 3) Arizona Title 48 entities; and 4) investors-owned board of directors. They 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 Member K. O'Brien entered the meeting during the agenda item.

Report on Current Events by the General Manager or Designees

There was no report on current events by Jim Pratt, SRP General Manager and Chief Executive Officer.

Future Agenda Topics

Chair B. Brooks asked the Committee if there were any future agenda topics. Chair B. Brooks stated that the following agenda topics would be further discussed and be voted on by the By-Laws Committee at the next meeting: process for filling Board and Council vacancies and per diem compensation to elected officials who participate in meetings by hybrid attendance. Council Member M. Rakow requested presentations on the SRP elections and a code of conduct, ethics, and civil discourse workshop. Vice Chair P. Van Hofwegen requested presentations on President and Vice President terms and a "resign-to-run" provision for elected officials.

J. Overstreet, D. Palmer, and M. Purnell of SRP left the meeting during the agenda item.

There being no further business to come before the By-Laws Committee, the meeting adjourned at 11:19 a.m.

John Felty
Corporate Secretary

Request for Approval Regarding Guidelines or By-Laws Changes Regarding Process for Filling Board and Council Vacancies

Michael J. O'Connor | September 29, 2026

District Council By-Laws Committee Meeting

Request for Approval Regarding Guidelines or By-Laws Changes Regarding Process for Filling Board and Council Vacancies

- September 1, 2026, District By-Laws Committee – Informational discussion regarding potential changes to process – 4 options:
  - A) No changes – retain the 2012 Council guidelines
  - B) Repeal the guidelines – leave only the Arizona Revised Statute as process
  - C) Repeal the 2012 guidelines – replace with new guidelines
  - D) Repeal the 2012 guidelines – replace with formal District By-Laws which would outline the process to fill vacancies
- September 29, 2026, By-Laws Committee Meeting will allow for discussion and potential action
- October/November Council Meeting – request for Council approval

Option A – No Changes

No Changes – Retain the 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.

Option A – No Changes (continued)

No Changes – Retain the 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 Council for consideration (deemed nominees).
7. The Council 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.

Option A – No Changes (continued)

No Changes – Retain the 2012 District Council Guidelines Regarding Filling Council Vacancy

Process to Fill Council Vacancy, Continued

8. The Council also has 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 has 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.

Option B – Repeal the Current 2012 Guidelines

Repeal of the 2012 Guidelines would leave the District Council to rely on the statutory reference of A.R.S. §48-2336, which reads:

"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."

Thus – at each vacancy, the Council itself would address the process it would follow

Option C – Repeal the Current 2012 Guidelines and Replace with a New Set of Guidelines

Questions Regarding New Revisions to Guidelines Regarding Vacancies:

1) Does the By-Laws Committee screen and make a recommendation of a preferred candidate to Council?
2) Does a potential candidate need a specific number of Council members to nominate them to be a candidate?
3) Does Council adopt firm deadlines for potential candidates to submit material to Corporate Secretary to be qualified?
4) Does Council adopt specific rules regarding nominations first made at the Council meeting that has been set to vote on the item?
5) Does Council adopt specific rules regarding the conduct of the meeting where the vote will occur i.e., candidate speeches/questions?
6) Does Council provide any presumption regarding a recommendation from members of the District (or the By-Law's Committee) when being filled?

Option D – Repeal the Current 2012 Guidelines and Replace with Specific By-Laws

Questions Regarding New Revisions to Guidelines Regarding Vacancies:

1) Does the By-Laws Committee screen and make a recommendation of a preferred candidate to Council?
2) Does a potential candidate need a specific number of Council members to nominate them to be a candidate?
3) Does Council adopt firm deadlines for potential candidates to submit material to Corporate Secretary to be qualified?
4) Does Council adopt specific rules regarding nominations first made at the Council meeting that has been set to vote on the item?
5) Does Council adopt specific rules regarding the conduct of the meeting where the vote will occur i.e., candidate speeches/questions?
6) Does Council provide any presumption regarding a recommendation from members of the District (or the By-Law's Committee) when being filled?

By-Laws Committee Discussion of the Options

Request for Motions and Approval

Direction to Staff to Prepare Documents Consistent with Approval

Questions?

thank you!

COUNCIL GUIDELINES FOR FILLING A 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 qualification 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.

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 candidates.

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 nominee in attendance at the meeting before making a final decision on filling the vacancy.

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 Councils 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.

On a motion made by Council Member Farmer, seconded by Council Member Shelton and carried, the Council granted approval, as recommended by the By-Laws Committee.

Request for Approval Regarding Payment of Per Diem for Hybrid Participation in Meetings

Michael J. O'Connor | September 29, 2026

District Council By-Laws Committee Meeting

Request for Approval Regarding Payment of Per Diem for Hybrid Participation in Meetings

- At the September 1, 2026, District By-Laws Meeting, the Committee held an informational session regarding allowing per diem payments for hybrid participation in meetings
- Allowing per diem payment for hybrid participation will require amending the District By-Laws provisions in Article V, Sections 6 and 7
- The September 29, 2026, District By-Laws Committee may take action and propose changes to the Council at the October or November 2026 meeting.

Current Status of Per Diem Payment

Current District By-Laws Only Allow Per Diem Payment for Physical Attendance at a Meeting

ARTICLE V, SECTIONS 6 AND 7

SECTION 6

Each member of the Board of Directors, other than the President or other member who draws a salary, shall receive the sum of Sixty Dollars ($60.00) per day for each day in physical attendance upon the regular or special meetings of the Board of Directors, or committees thereof. (Amended May 2, 2017)

SECTION 7

Each member of the Council shall receive the sum of Sixty Dollars ($60.00) per day for each day in physical attendance upon the regular or special Council meetings, or meetings attended as Council Liaison to the Board of Directors, and shall receive the sum of Sixty Dollars ($60.00) per day for other business authorized by the Council.

Potential Amendments to By-Laws re Per Diem Payment

There are Several Options if the Committee Wishes to Amend the Current By-Laws

1) Always provide for per diem payment for virtual attendance at a meeting
2) Allow the member a maximum number of virtual per diem payments per year that would be compensated
3) Allow the member to receive a per diem compensation for virtual attendance only upon permission of the Chair of the Board, the Council or the relevant committee, if the member is physically unable to attend the meeting, if out of town, or substantial burden to attend

Discussion and Action

Direction to Staff to Prepare Amendment Consistent with Approval

Questions?

thank you!

RULES OF PROCEDURE OF THE
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT
BOARD OF DIRECTORS

(Adopted February 7, 2011; Amended May 7, 2012; Amended July 13, 2015; Amended May 1, 2017)

Rule 11: Telephonic or Electronic Attendance at Meetings (Renumbered and Amended May 1, 2017)

The Board prefers and encourages all members to attend and participate in person (i.e. actual physical attendance) at all meetings to which they are a member of. The Board nonetheless recognizes that there may be occasions when in-person participation is not reasonably feasible. In such situations, and upon a determination of good cause by the chair of the meeting, the affected member(s) may participate in a meeting of the Board or a Board Committee, and vote, by conference call or other approved electronic means subject to the following conditions: (Amended May 1, 2017)

a) The member may vote on all matters so long as he or she was present, telephonically or electronically, for the roll call and was able to participate in the discussions and presentations related to the item and not just for the vote; (Amended May 1, 2017)

b) Reasonable means must be used to ensure that members of the Board or Committee and members of the public are able to hear the participation of telephonic and electronic attendees in compliance with the Arizona Open Meeting Law; and (Amended May 1, 2017)

c) A member who intends to participate telephonically or electronically in any Board or Board Committee meeting must provide the Corporate Secretary with advance notice of his or her intent. Such advance notice must be provided as soon as reasonably practicable. (Amended May 1, 2017)

In the event of an SRP or civil emergency, such may require a special meeting on short notice. In such event, the Corporate Secretary shall contact all members of the committee, and members shall be able to participate and vote, by conference call or other approved electronic means subject to the following conditions: (Renumbered and Amended May 1, 2017)

a) The member may vote on all matters so long as he or she was present, telephonically or electronically, for the roll call and was able to participate in the discussions and presentations related to the item and not just for the vote; and (Adopted May 1, 2017)

b) Reasonable means must be used to ensure that members of the Board or Committee and members of the public are able to hear the participation of telephonic and electronic attendees in compliance with the Arizona Open Meeting Law. (Adopted May 1, 2017)

BY-LAWS

OF THE SALT RIVER PROJECT

AGRICULTURAL IMPROVEMENT

AND POWER DISTRICT

Amendments through September 10, 2019

Original By-Laws Adopted
September 15, 1953

ARTICLE V
COMPENSATION OF OFFICERS AND BOARD OF DIRECTORS AND OFFICIAL BONDS

(Recaptioned October 7, 1997)

Section 1
The President of the District shall receive a salary as fixed by the Council and shall receive benefits comparable to those provided to executive management of the District, as approved by the Council. (Amended January 7, 2014)

Section 2
The Vice President of the District shall receive a salary as fixed by the Council and shall receive benefits comparable to those provided to executive management of the District, as approved by the Council. (Amended January 7, 2014)

Section 3
The Treasurer of the District shall perform the duties of Treasurer as prescribed in the Arizona Revised Statutes, as amended, and shall perform other duties as may thereafter from time to time be delegated by the Board of Directors or By-Laws of the District. The Treasurer shall receive such compensation as may be fixed by the Board of Directors. (Amended February 6, 1996)

Section 4
The Secretary of the District shall perform the duties of Secretary as prescribed by the Board of Directors, and shall perform other duties as may thereafter, from time to time, be delegated by the Board of Directors or By-Laws of the District. The Secretary shall receive such compensation as may be fixed by the Board of Directors. (Amended February 6, 1996)

Section 5
The Board of Directors is hereby authorized to appoint and employ legal counsel for the District and to fix their compensation.

Section 6
Each member of the Board of Directors, other than the President or other member who draws a salary, shall receive the sum of Sixty Dollars ($60.00) per day for each day in actual attendance upon the regular or special meetings of the Board of Directors, or committees thereof. (Amended January 7, 2014)

Effective May 1, 2020, this Section 6 is amended in full to read as follows: Each member of the Board of Directors, other than the President or other member who

draws a salary, shall receive the sum of Sixty Dollars ($60.00) per day for each day in physical attendance upon the regular or special meetings of the Board of Directors, or committees thereof. (Amended May 2, 2017)

Section 7

Each member of the Council shall receive the sum of Sixty Dollars ($60.00) per day for each day in actual attendance upon the regular or special Council meetings, or meetings attended as Council Liaison to the Board of Directors, and shall receive the sum of Sixty Dollars ($60.00) per day for other business authorized by the Council. (Amended October 7, 1997)

Effective May 1, 2020, this Section 7 is amended in full to read as follows: Each member of the Council shall receive the sum of Sixty Dollars ($60.00) per day for each day in physical attendance upon the regular or special Council meetings, or meetings attended as Council Liaison to the Board of Directors, and shall receive the sum of Sixty Dollars ($60.00) per day for other business authorized by the Council. (Amended May 2, 2017)