

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

**DISTRICT COUNCIL**  
**Tuesday, October 8, 2024, 9:30 AM**

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

Call to Order  
Invocation  
Pledge of Allegiance  
Roll Call  
Safety Minute

- 1. Request for Approval of the Minutes for the Meetings of September 10 and September 17, 2024 ..... CHAIR ROCKY SHELTON
- 2. Council Committee Chairs and Liaisons Reports ..... CHAIR ROCKY SHELTON
- 3. SRP 2024 Series Bond Sale Review ..... JASON RIGGS;  
and MIKE MACE, PFM FINANCIAL ADVISORS  
  
Informational presentation to provide a review of the sale of the SRP 2024 Series Bonds that took place in September 2024.
- 4. Report on Current Events by the General Manager and Chief Executive Officer and Designees ..... JIM PRATT
  - A. Finance and Information Services .....BRIAN KOCH
  - B. Water Stewardship .....LESLIE MEYERS
- 5. Reservoir Report / Weather Report ..... JAMES WALTER
- 6. President's Report .....PRESIDENT DAVID ROUSSEAU
- 7. Future Agenda Topics ..... CHAIR ROCKY SHELTON

The Council 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 Council on any of the matters listed on the agenda.

The Council 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.



**THE NEXT COUNCIL MEETING IS SCHEDULED FOR**  
**TUESDAY, NOVEMBER 5, 2024**



**SAFETY MINUTE: HALLOWEEN HAZARDS  
SRP COUNCIL**

**DENNY COX  
SENIOR MANAGER, SAFETY SERVICES  
OCTOBER 8, 2024**



Delivering water and power™

# HALLOWEEN HAZARDS: WATCH FOR UNUSUAL SITUATIONS



Watch for Pedestrians  
(Running Kids, Scooters, Skateboards, Bikes)



Heat Precautions  
(Fire Pits, Heat Stress)



Holiday Excitement  
(Crowds, Carelessness)





MINUTES OF COUNCIL  
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER  
DISTRICT

DRAFT

September 10, 2024

A meeting of the Council of the Salt River Project Agricultural Improvement and Power District (the District) convened at 9:30 a.m. on Tuesday, September 10, 2024, from the Board 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.

Council Chair J.R. Shelton called the meeting to order, and Corporate Secretary J.M. Felty entered into the minutes the order for the meeting, as follows:

Tempe, Arizona  
September 3, 2024

NOTICE OF COUNCIL MEETING

A meeting of the Council of the Salt River Project Agricultural Improvement and Power District (the District) is hereby called to convene at 9:30 a.m. on Tuesday, September 10, 2024, from the Board Room at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona. The purpose of the meeting is to discuss, consider, or make decisions on the matters listed on the agenda.

WITNESS my hand this 3rd day of September 2024.

/s/ John R. Shelton  
Council Chair

Council Member D.B. Lamoreaux offered the invocation. Corporate Secretary J.M. Felty led the Council in the Pledge of Allegiance.

Council Members present at roll call were Council Chair J.R. Shelton; Council Vice Chair T.M. Francis; and M.L. Farmer, A.A. Freeman, G.E. Geiger, E.L. Gorseger, A.M. Herrera, R.S. Kolb, D.B. Lamoreaux, J.W. Lines, J.L. Miller, M.R. Mulligan, T.S. Naylor, B.E. Paceley, M.C. Pedersen, M.G. Rakow, C. Resch-Geretti, W.P. Schrader Jr., W.P. Schrader III, W.W. Sheely, R.W. Swier, N.J. Vanderwey, P.A. Van Hofwegen, and M.A. Warren.

Council Members absent at roll call were J.R. Augustine, M.B. Brooks, A.S. Hatley, C.M. Leatherwood, and I.M. Rakow.

Also present were Vice President C.J. Dobson; Council Member M.A. Freeman of the Association; Board Liaison M.J. Herrera; Director K.L. Mohr-Almeida; I.R. Avalos, P.R. Bachman, T. Cooper, A.P. Chabrier, A.C. Davis, J.M. Felty, A.J. Fitzpatrick, E.T. Hallock, L.F. Hobaica, V.P. Kisicki, B.J. Koch, K.J. Lee, S.C. McCoy, L.A. Meyers, G.A. Mingura, B.A. Olsen, J.M. Pratt, C.M. Sifuentes, R.R. Taylor, and J. Terry of SRP; Dennis Hoffman of the Center for Competitiveness and Prosperity Research, L. William Seidman Research Institute, and Arizona State University (ASU); and Mark Lewis of the Water Resource Institute.

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 of the District meeting at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona, at 9:00 a.m. on Friday, September 6, 2024.

### Safety Minute

Using a PowerPoint presentation, Sara C. McCoy, SRP Director of Risk Management, provided a safety minute regarding eye injury prevention and potential hazards.

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.

### Approval of Minutes

On a motion duly made by Council Member B.E. Paceley, seconded by Council Member P.A. Van Hofwegen and carried, the Council approved the minutes for the meeting of August 6, 2024, as presented.

Corporate Secretary J.M. Felty polled the Council Members on Council Member B.E. Paceley's motion to approve the minutes for the meeting of August 6, 2024. The vote was recorded as follows:

YES:	Council Chair J.R. Shelton; Council Vice Chair T.M. Francis; and Council Members M.L. Farmer, A.A. Freeman, G.E. Geiger, E.L. Gorseger, A.M. Herrera, R.S. Kolb, D.B. Lamoreaux, J.W. Lines, J.L. Miller, M.R. Mulligan, T.S. Naylor, B.E. Paceley, M.C. Pedersen, M.G. Rakow, C. Resch-Geretti, W.P. Schrader Jr., W.P. Schrader III, W.W. Sheely, R.W. Swier, N.J. Vanderwey, P.A. Van Hofwegen, and M.A. Warren	(24)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	Council Members J.R. Augustine, M.B. Brooks, A.S. Hatley, C.M. Leatherwood, and I.M. Rakow	(5)

### Council Committee Chairs and Liaisons Reports

Council Chair J.R. Shelton asked for reports from the Council Committee Chairs and Liaisons to the Standing Board Committees. Council Member M.G. Rakow reported on discussions held at the Compensation Committee. Council Member D.B. Lamoreaux reported on discussions held at the Power Committee. Council Member M.L. Farmer reported on discussions held at the Water Committee. Council Member E.L. Gorsegner reported on discussions held at the Community Relations Committee. Council Member J.L. Miller reported on discussions held at the Customer Utility Panel. Council Member W.P. Schrader III reported on discussions held at the Finance and Budget Committee.

S.C. McCoy of SRP left the meeting during the reports. Director S.D. Kennedy; and J.D. Coggins of SRP entered the meeting during the reports.

### 2024 SRP Boosters Campaign

Using a PowerPoint presentation, Alaina J. Fitzpatrick, SRP Senior Manager of Facility Development and SRP Employee Boosters Association President, discussed the 2023 Annual Fundraising Campaign success for SRP Employee Boosters and the 2024 campaign goals. They provided a video regarding employee participants in the Boosters program. A.J. Fitzpatrick highlighted booster campaign agencies, SRP Boosters Campaign's path to success, risks, and campaign potential.

A.J. Fitzpatrick responded to questions from the Council.

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.

### Economic Outlook

Bobby A. Olsen, SRP Associate General Manager and Chief Planning, Strategy, and Sustainability Executive, stated that the purpose of the presentation was to provide information regarding the national and local economic outlooks and a brief overview of the economic implications relevant to SRP. They introduced Dennis Hoffman, Director for the Center for Competitiveness and Prosperity Research and the L. William Seidman Research Institute and an Economics Professor at ASU. Using a PowerPoint presentation, D. Hoffman stated that the current economic outlook is still impacted by the 2020 pandemic. They reviewed nonfarm employment since 1990, Gross Domestic Product (GDP) growth history, inflation, daily job postings, and job cuts.

D. Hoffman provided a forecast of the US economy, including risks and opportunities. They reviewed the overall performance of the regional economy, detailing the following: Arizona job growth; domestic migration; Phoenix metro area labor market; Phoenix unemployment; and Phoenix Consumer Price Index (CPI). D. Hoffman discussed Phoenix home prices, wages, and deficit in housing surplus across the country. They compared the following economic indicators in the Phoenix metro area over 2023, 2024,



and 2025: employment growth; job creation; population growth; single family permits; and multi-family permits. D. Hoffman reviewed the risks and opportunities for the Phoenix economy.

Continuing, Paul R. Bachman, SRP Senior Corporate Economist, detailed the economic implications for SRP. They provided an overview of SRP's robust economic development pipeline. P.R. Bachman reviewed the Quarter 3 business activity for Big Lots, Prileo Home Care, Northrop Grumman, Setna iO, Home Run Dugout, and KoMiCo. They concluded with an overview of the challenges and opportunities in the resilient local economy, including continued vigorous future load growth and the impact of low affordability.

P.R. Bachman and D. Hoffman responded to questions from the Council.

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.

Director S.D. Kennedy; A.J. Fitzpatrick and J. Terry of SRP left during the presentation. Director P.E. Rovey; and R.T. Judd of SRP entered the meeting during the presentation.

#### Report on Current Events by the General Manager and Chief Executive Officer and Designees

Using a PowerPoint presentation, Jim M. Pratt, SRP General Manager and Chief Executive Officer, reported on a variety of federal, state, and local topics of interest to the District.

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.

Director K.L. Mohr-Almeida; P.R. Bachman and E.T. Hallock of SRP; and Dennis Hoffman of the Center for Competitiveness and Prosperity Research, L. William Seidman Research Institute, and ASU left the meeting.

#### Status of Power System

Using a PowerPoint presentation, John D. Coggins, SRP Associate General Manager and Chief Power System Executive, provided an update on SRP's power system. They provided operational updates for August 2024, stating that August's customer peak demand of 8,219 Megawatts (MW) occurred on August 4th with 116 degree temperature. J.D. Coggins said that this summer is officially the hottest summer on record; 54 days at 110 degrees or higher and 100 consecutive days at 100+ degrees. They highlighted that SRP's grid assets continue to perform extremely well during the record heat.

J.D. Coggins provided an update on the year-to-date reliability metrics, with exceptional performance. They reviewed the August 22 storm response, including the number of customers interrupted, number of poles down, and transforms impacted. J.D. Coggins provided an image of a fallen 22 kilovolt (kV) tower.

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.

#### Status of Financial and Information Services

Using a PowerPoint presentation, Brian J. Koch, SRP Associate General Manager and Chief Financial Executive, provided key dates on the Fiscal Year 2025 (FY25) financial calendar. They reviewed the financial summary through July 2024 and year-to-date. B.J. Koch discussed what rating agencies value, reviewing S&P criteria and Moody's scorecard.

Copies of the handout 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.

T. Cooper left the meeting during the presentation.

#### Status of Water Resources

Using a PowerPoint presentation, Leslie A. Meyers, SRP Associate General Manager and Chief Water Resources and Services Executive, provided an update on the Colorado River 2025 shortage sharing implementation. They reviewed how to plan for a shortage, water allocations, and Lower Basin drought planning. L.A. Meyers discussed the Lake Mead elevations, including the August 2024 24-month study and storage and conservation. They concluded with an overview of the Imperial Irrigation District (IID) conservation deal.

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.

S.P. Flora of SRP entered the meeting during the presentation.

#### Reservoir and Weather Report

Using a PowerPoint presentation, Stephen P. Flora, SRP Senior Hydrologist, reviewed the cumulative watershed precipitation outlook for Water Year 2024 (October 2023 – September 2024). They discussed the surface runoff and pumping data for August 2024 and year-to-date.

S.P. Flora reviewed the reservoir storage data for the Salt River, Verde River, C.C. Cragin Reservoir, Lake Pleasant, San Carlos Reservoir, and Upper and Lower

Colorado River Basin systems as of September 1, 2024. They concluded with a September weather outlook, a 7-day precipitation forecast, and the Fall/Winter 2024 seasonal outlook.

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.

President's Report

There was no report by Vice President C.J. Dobson.

Future Agenda Topics

Council Chair J.R. Shelton asked the Council if there were any future agenda topics. None were requested.

There being no further business to come before the Council, the meeting was adjourned at 12:03 p.m.

John M. Felty  
Corporate Secretary



MINUTES OF COUNCIL  
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER  
DISTRICT

DRAFT

September 17, 2024

A meeting of the Council of the Salt River Project Agricultural Improvement and Power District (the District) convened at 9:30 a.m. on Tuesday, September 17, 2024, from the Board 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.

Council Chair J.R. Shelton called the meeting to order, and Corporate Secretary J.M. Felty entered into the minutes the order for the meeting, as follows:

Tempe, Arizona  
September 10, 2024

NOTICE OF COUNCIL MEETING

A meeting of the Council of the Salt River Project Agricultural Improvement and Power District (the District) is hereby called to convene at 9:30 a.m. on Tuesday, September 17, 2024, from the Board Room at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona. The purpose of the meeting is to consider the approval of a resolution approving the private sale by the District and ratifying and confirming the issuance and sale of Salt River Project Electric System Revenue Bonds, 2024 Series, pursuant to Title 48, Chapter 17, Article 7 of the Arizona Revised Statutes.

WITNESS my hand this 10th day of September 2024.

/s/ John R. Shelton  
Council Chair

Council Members present at roll call were Council Chair J.R. Shelton; Council Vice Chair T.M. Francis; and, M.B. Brooks, M.L. Farmer, A.A. Freeman, G.E. Geiger, E.L. Gorsegner, A.S. Hatley, A.M. Herrera, R.S. Kolb, D.B. Lamoreaux, J.W. Lines, T.S. Naylor, B.E. Pacey, M.C. Pedersen, I.M. Rakow, M.G. Rakow, C. Resch-Geretti, W.P. Schrader III, W.W. Sheely, R.W. Swier, N.J. Vanderwey, and P.A. Van Hofwegen.

Council Members absent at roll call were J.R. Augustine, C.M. Leatherwood, J.L. Miller, M.R. Mulligan, W.P. Schrader Jr., and M.A. Warren.

Also present were President D. Rousseau; Vice President C.J. Dobson; Council Member M.A. Freeman of the Association; Board Liaison M.J. Herrera; Directors

R.C. Arnett, N.R. Brown, C. Clowes, K.J. Johnson, S.D. Kennedy, R.J. Miller, K.L. Mohr-Almeida, K.H. O'Brien, M.V. Pace, P.E. Rovey, J.M. White Jr., L.C. Williams, and S.H. Williams; L. Arthanari, I.R. Avalos, M.J. Burger, J.M. Felty, L.F. Hobaica, J.W. Hubbard, V.P. Kisicki, B.J. Koch, G.A. Mingura, M.J. O'Connor, B.A. Olsen, J.M. Pratt, J.I. Riggs, D.S. Roach, C.M. Sifuentes, A.A. Tapia, R.R. Taylor, and D.W. Tennis of SRP; Mike Mace of Public Financial Management, Inc. (PFM); Tricia Gasparine of Chiesa Shahinian & Giantomasi PC (CGS); Eric Smith and Jill Sternthal of Bank of America; Rajendra Gangadean of Spencer Fane LLP; and Michael Melzer of Katten Muchin Rosenman LLP.

In compliance with A.R.S. §38-431.02 and A.R.S. §48-2465, Andrew Davis of the Corporate Secretary's Office had sent notice of the meeting to the Council Members by certified mail on Tuesday, September 10, 2024, and had posted a notice and agenda of the meeting of the Council of the District at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona, at 9:00 a.m. on the same day.

President D. Rousseau announced that the purpose of the meeting was to review and take action on the issuance and sale of not exceeding \$800,000,000 in par value of Salt River Project Electric System Revenue Bonds, 2024 Series. They stated that the Board and Council had been called together to hear details of the proposed sale from SRP Management, the District's financial advisor for the bond sale, the District's lead banker for the bond sale, and the District's bond counsel.

President D. Rousseau stated that upon completion of the presentations, the Board would take action on the **"RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING \$800,000,000 IN PAR VALUE SALT RIVER PROJECT ELECTRIC SYSTEM REVENUE BONDS, 2024 SERIES OF THE SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT, AND PROVIDING FOR THE FORM, DETAILS AND TERMS THEREOF"**, and the Board meeting would be adjourned.

President D. Rousseau stated that Council Chair J.R. Shelton would continue the Council meeting and seek action on the **"RESOLUTION OF THE COUNCIL APPROVING THE PRIVATE SALE BY THE SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT AND RATIFYING AND CONFIRMING TERMS AND CONDITIONS OF NOT EXCEEDING \$800,000,000 IN PAR VALUE SALT RIVER PROJECT ELECTRIC SYSTEM REVENUE BONDS, 2024 SERIES."**

President D. Rousseau asked Mike Mace, Managing Director of PFM, the District's financial advisor for the bond sale, to proceed. Using a PowerPoint presentation, M. Mace stated that the purpose of the presentation was to provide supporting education about bonds and the bond sale process. They reviewed the basics of bonds, including terms and provisions, bond sale process, public power versus IOU differences, bond math, tax-exemption, and interest rate impact.

Continuing, M. Mace detailed the bond issue and investor communication process. They reviewed bond pricing using SRP's bond sale from October 2023 as an example. M. Mace compared public power vs IOU bond sales using the 2024 Arizona Public Service Company (APS) bond sale as a case study.

M. Mace responded to questions from the Board and Council.

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

President D. Rousseau asked Jon W. Hubbard, SRP Treasurer and Senior Director of Financial Operations and Compliance, to proceed. Using a PowerPoint presentation, J.W. Hubbard provided introductory remarks on the 2024 Series bond sale. They reviewed SRP's Board approved projected capital budget for Fiscal Year 2025 (FY25) and Financial Plan 2025 (FP25) and stated that continued SRP growth will require more financing.

JJ.W. Hubbard provided an overview of the 2024 Series bond sale and said that, if approved, the proceeds will support capital in the Budget as approved by the SRP Board and eventually be applied to the General Fund. They introduced Jason I. Riggs, SRP Assistant Treasurer and Director of Treasury Operations and Compliance.

Continuing, J.I. Riggs provided a list of the transaction participants of the 2024 Series bond sale. They reviewed the bond sale parameters including the par value, true interest cost, final maturity, call option, purchaser's compensation, and pricing execution. J.I. Riggs concluded with the schedule for bond sale approval and execution.

J.W. Hubbard and J.I. Riggs responded to questions from the Board and Council.

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

President D. Rousseau asked Mike Mace, Managing Director of PFM, the District's financial advisor for the bond sale, to proceed.

Using a PowerPoint presentation, M. Mace detailed the 2024 Series bond sale. They provided a comprehensive overview of the prevailing market conditions and recent interest rate trends. M. Mace highlighted the active Public Power bond market and explained that the election influences borrowers. They concluded by stating that SRP's "parameters" approach is prudent in the current market.

M. Mace offered their recommendation for approval of the sale and responded to questions from the Board and Council.

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

President D. Rousseau asked Brad Walker, Managing Director of Bank of America Securities, the District's lead bank for the bond sale, to proceed.

Using a PowerPoint presentation, B. Walker provided an overview of the current market and factors impacting the debt markets, including interest rate outlook, market volatility, politics, and central banks. They reviewed historical rates for the US Treasury and Municipal market, Municipal supply and demand, and economic data calendar. B. Walker discussed SRP's target pricing and closing dates for the 2024 Series bond sale. They concluded with an overview of the process for Board and Council members to place retail orders for bonds.

B. Walker offered their recommendation for approval of the sale and responded to questions from the Board and Council.

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

President D. Rousseau asked Tricia Gasparine of CGS, the District's bond counsel for the bond sale, to proceed.

Using a PowerPoint presentation, T. Gasparine reviewed the proposed resolutions, purchase contract, bond issuance parameters, and authorizations required.

T. Gasparine responded to questions from the Board and Council.

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

President D. Rousseau asked J.I. Riggs to proceed with the recommendation. Using a PowerPoint presentation, J.I. Riggs recommended that the Board of Directors adopt a resolution authorizing the issuance and sale of not exceeding \$800,000,000 in par value of Salt River Project Electric System Revenue Bonds, 2024 Series of the District, subject to the explicit parameters set forth in such resolution; and that the District Council adopt a resolution approving the private sale by the District and ratifying and confirming the terms and conditions of not exceeding \$800,000,000 in par value of Salt River Project Electric System Revenue Bonds, 2024 Series, pursuant to the terms set forth in the Board resolution.

There being no further questions, President D. Rousseau asked for a motion by the Board of Directors to adopt the proposed form of resolution authorizing the issuance and sale of not exceeding \$800,000,000 in par value of Salt River Project Electric System Revenue Bonds, 2024 Series of the District, and providing for the form, details and terms thereof.



A motion was made Director R.J. Miller and seconded by Director K.L. Mohr-Almeida to table the agenda item to approve the resolution.

Corporate Secretary J.M. Felty polled the Directors on Director R.J. Miller’s motion to table the agenda item. The motion failed for lack of a majority vote. The vote was recorded as follows:

YES:	Directors N.R. Brown, C. Clowes, S.D. Kennedy, R.J. Miller, K.L. Mohr-Almeida, and K.H. O’Brien	(6)
NO:	President D. Rousseau; Directors R.C. Arnett, M.J. Herrera, K.J. Johnson, M.V. Pace, P.E. Rovey, J.M. White Jr., L.C. Williams, and S.H. Williams	(9)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

On a motion duly made by Director M.J. Herrera, seconded by Director J.M. White Jr. and carried, the Board adopted the resolution, the form of which appeared before the Board of Directors.

Corporate Secretary J.M. Felty polled the Directors on Director M.J. Herrera’s motion to adopt the resolution. The vote was recorded as follows:

YES:	President D. Rousseau; and Directors R.C. Arnett, M.J. Herrera, K.J. Johnson, M.V. Pace, P.E. Rovey, J.M. White Jr., L.C. Williams, and S.H. Williams	(9)
NO:	Directors N.R. Brown, C. Clowes, S.D. Kennedy, R.J. Miller, K.L. Mohr-Almeida, and K.H. O’Brien	(6)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

President D. Rousseau declared the Board resolution adopted and the Board meeting was adjourned at 11:43 a.m.

Directors N.R. Brown, C. Clowes, K.J. Johnson, S.D. Kennedy, K.H. O’Brien, M.V. Pace, P.E. Rovey, J.M. White Jr., L.C. Williams, and S.H. Williams left the meeting.

Council Chair J.R. Shelton continued the Council meeting. They announced that the Board of Directors had approved and adopted its **RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING \$800,000,000 IN PAR VALUE SALT RIVER PROJECT ELECTRIC SYSTEM REVENUE BONDS, 2024 SERIES OF THE SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT, AND PROVIDING FOR THE FORM, DETAILS AND TERMS THEREOF.** Council Chair J.R. Shelton stated that the Council was now asked to consider its approval and

ratification of the terms and conditions of the bond issuance as approved by the Board of Directors.

On a motion duly made by Council Member B.E. Paceley, seconded by Council Member P.A. Van Hofwegen and carried, the Council adopted the following resolution, the form of which appeared before the Council Members:

**RESOLUTION OF THE COUNCIL APPROVING THE PRIVATE SALE BY THE SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT AND RATIFYING AND CONFIRMING TERMS AND CONDITIONS OF NOT EXCEEDING \$800,000,000 IN PAR VALUE SALT RIVER PROJECT ELECTRIC SYSTEM REVENUE BONDS, 2024 SERIES**

**WHEREAS**, The Board of Directors (the “Board”) of the Salt River Project Agricultural Improvement and Power District (the “District”), by resolution entitled “Supplemental Resolution Dated September 10, 2001 Authorizing an Amended and Restated Resolution Concerning Revenue Bonds,” which became effective January 11, 2003, as amended and supplemented, has created and established an issue of Salt River Project Electric System Revenue Bonds (the “Bonds”), which Bonds may be authorized from time to time pursuant to Series Resolutions; and

**WHEREAS**, the Board adopted on this date its “RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING \$800,000,000 IN PAR VALUE SALT RIVER PROJECT ELECTRIC SYSTEM REVENUE BONDS, 2024 SERIES OF THE SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT, AND PROVIDING FOR THE FORM, DETAILS AND TERMS THEREOF” (the “2024 Bond Resolution”) (the form of which is attached hereto as **Exhibit A**), that, among other things, fixes the form, terms and conditions of the 2024 Series Bonds, authorizes the issuance of the 2024 Series Bonds, in one or more series, and the private sale of the 2024 Series Bonds to purchasers represented by and including BofA Securities, Inc., Goldman, Sachs & Co., LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and TD Securities (USA) LLC (hereinafter collectively referred to as the “2024 Purchasers”) pursuant to the terms and conditions of a Purchase Contract, to be dated the date of sale of the 2024 Series Bonds, by and among the District and the 2024 Purchasers (the “2024 Purchase Contract”) (the form of which is attached hereto as **Exhibit B**); and

**WHEREAS**, pursuant to the 2024 Bond Resolution, (i) the par amount of the 2024 Series Bonds shall not exceed \$800,000,000, (ii) the final maturity of any 2024 Series Bonds shall not be later than forty (40) years from the date of issuance of such 2024 Series Bonds, (iii) the true interest cost of the 2024 Series Bonds shall not exceed five and one-half percent (5.50%) per annum, (iv) the 2024 Series Bonds shall be subject to

optional redemption no later than ten and one-half (10 ½) years from the date of issuance of such 2024 Series Bonds, (v) the Redemption Price for any 2024 Series B Bond shall not exceed one hundred percent (100%) of the principal amount of such 2024 Series B Bond, (vi) the compensation paid to the 2024 Purchasers shall not exceed \$2.00 per \$1,000 of 2024 Series Bonds to be issued and (vii) the 2024 Series Bonds shall be sold not later than December 31, 2024.

**WHEREAS**, pursuant to the requirements of Title 48, Chapter 17, Article 7, of the Arizona Revised Statutes, no bonds may be issued by the District unless the Council, by resolution adopted by an affirmative vote of a majority of its members, ratifies and confirms the amount of the bonds authorized to be issued by the Board and, if the Board determines to sell bonds at private sale, such sale shall be subject to prior approval by a majority of the members of the Council;

**NOW, THEREFORE, BE IT RESOLVED**, by the members of the Council of the Salt River Project Agricultural Improvement and Power District as follows:

- (i) The final maturity, redemption provisions and other terms and conditions of the 2024 Series Bonds, as contained in the 2024 Bond Resolution, are hereby ratified, confirmed and approved.
- (ii) The private sale of not exceeding \$800,000,000 2024 Series Bonds to the 2024 Purchasers, pursuant to the 2024 Bond Resolution and the 2024 Purchase Contract is hereby ratified, confirmed and approved.
- (iii) This resolution shall take effect immediately.

Corporate Secretary J.M. Felty polled the Council Members on Council Member B.E. Paceley’s motion to adopt the resolution. The vote was recorded as follows:

YES:	Council Chair J.R. Shelton; Council Vice Chair T.M. Francis; and Council Members, M.B. Brooks, M.L. Farmer, A.A. Freeman, G.E. Geiger, E.L. Gorsegner, A.S. Hatley, A.M. Herrera, R.S. Kolb, D.B. Lamoreaux, J.W. Lines, J.L. Miller, T.S. Naylor, B.E. Paceley, M.C. Pedersen, C. Resch-Geretti, W.P. Schrader III, W.W. Sheely, R.W. Swier, N.J. Vanderwey, and P.A. Van Hofwegen	(22)
NO:	Council Members I.M. Rakow and M.G. Rakow	(2)
ABSTAINED:	None	(0)
ABSENT:	Council Members J.R. Augustine, C.M. Leatherwood, M.R. Mulligan, W.P. Schrader Jr., and M.A. Warren	(5)

Council Chair J.R. Shelton declared the Council resolution adopted.

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

Council Members J.L. Miller and M.R. Mulligan; and K.L. Morrison of SRP entered the meeting during the presentation.

Report on Current Events by the General Manager and Chief Executive Officer and Designees

Jim Pratt, SRP General Manager and Chief Executive Officer, reported on a variety of federal, state, and local topics of interest to the District.

There being no further business to come before the Council, the meeting was adjourned at 11:50 a.m.

John M. Felty  
Corporate Secretary



# 2024 Series Bond Sale Review of Results

October 8, 2024 | SRP Council Meeting

Jason I. Riggs | Director & Asst. Treasurer, Treasury Operations & Compliance

# 2024 Series Bond Sale Overview – Priced 9/25

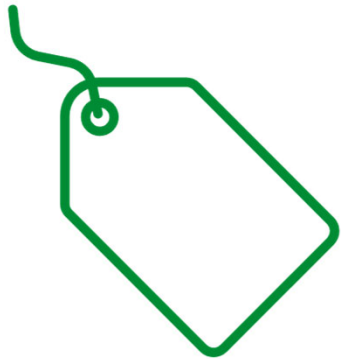
• Par Value Amount	<b>\$700 million in par value</b> of new money revenue bonds
• Lead Banker:	<b>BofA Securities, Inc.</b>
• Co-managers:	<b>J.P. Morgan Securities LLC Goldman Sachs &amp; Co. LLC Morgan Stanley &amp; Co. LLC TD Securities LLC</b>
• Underwriter’s Counsel:	<b>James Normile, <i>Katten Muchin Rosenman LLP</i></b>
• Financial Advisor:	<b>Michael Mace, <i>PFM Financial Advisors LLC</i></b>
• Bond Counsel:	<b>Tricia Gasparine, <i>Chiesa Shahinian &amp; Giantomasi PC</i></b>
• Tax Counsel:	<b>Mitch Rapaport, <i>Nixon Peabody</i></b>
• Arizona Counsel:	<b>Bill Clarke/Raj Gangadean, <i>Spencer Fane</i></b>

# Bond Sale: Approved Parameters and Final Execution

1	2	3	4	5	6
<b>Par Value</b>	<b>True Interest Cost</b>	<b>Final Maturity</b>	<b>Redemption Price &amp; Timing</b>	<b>Underwriter's Compensation</b>	<b>Pricing Execution</b>
<ul style="list-style-type: none"> <li>• Not to exceed \$800,000,000 in par value</li> </ul>	<ul style="list-style-type: none"> <li>• Not to exceed 5.5%</li> </ul>	<ul style="list-style-type: none"> <li>• Not greater than 40 years</li> </ul>	<ul style="list-style-type: none"> <li>• Not to exceed 100%</li> <li>• Not later than 10 years from date of issuance</li> </ul>	<ul style="list-style-type: none"> <li>• Not to exceed \$2.00 per \$1,000 of bonds issued</li> </ul>	<ul style="list-style-type: none"> <li>• Execute final pricing within by 12/31/2024</li> </ul>
\$700,000,000 ✓	4.13 % ✓	30 years ✓	100% 10 years ✓	\$1.80 per \$1,000 ✓	9/25/2024 ✓
----- Final Revenue Bond Sale Results -----					



**Pricing  
Executed 9/25  
Total  
Subscription  
4.0x**



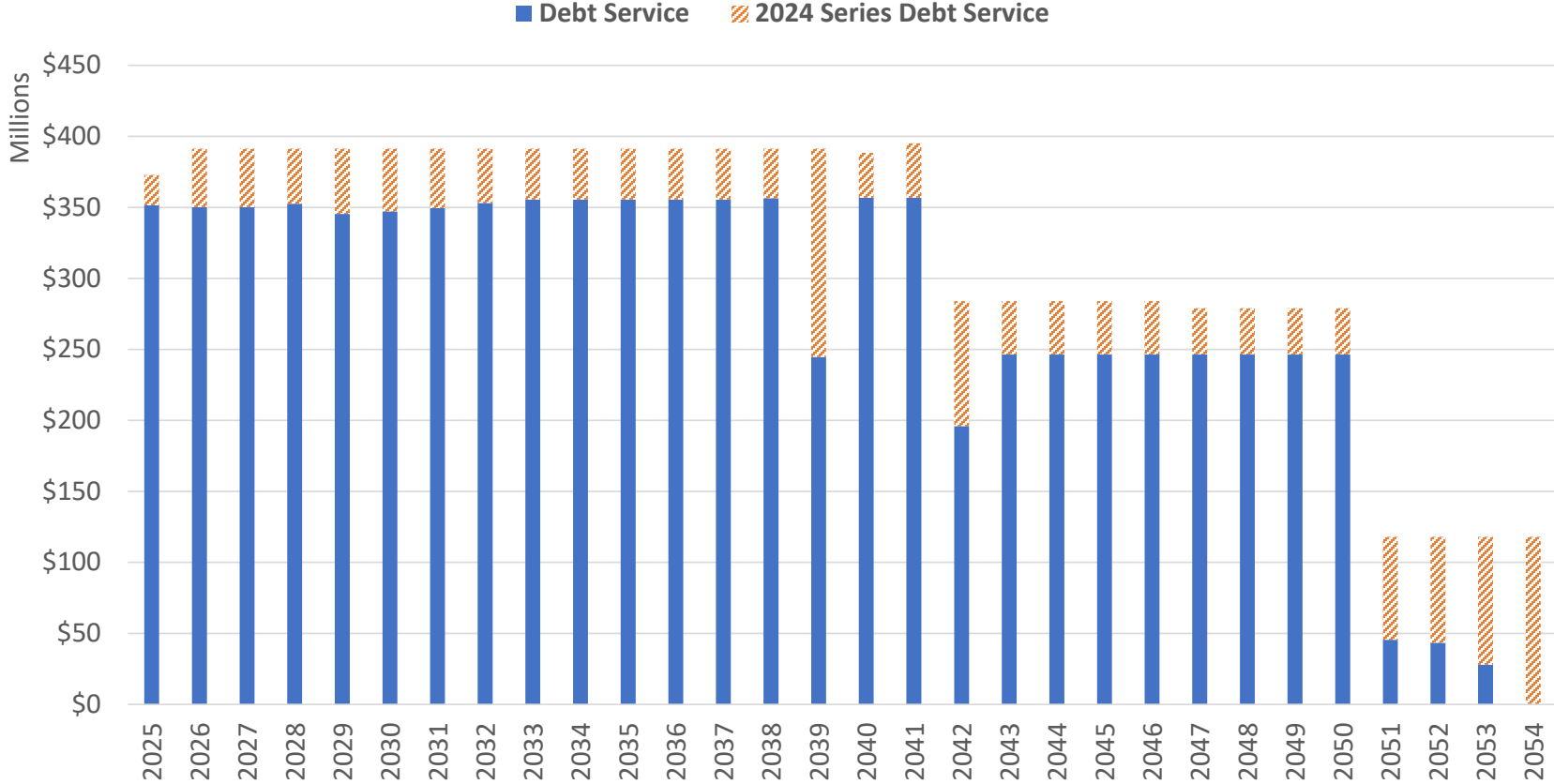
**Electric System Revenue Bonds, 2024 Series**

<u>Maturity</u>	<u>Principal Amount</u>	<u>Coupon Rate</u>	<u>Yield</u>	<u>Price</u>	<u>Premium</u>
1/1/2026	3,965,000	5.000%	2.430%	103.086	122,359.90
1/1/2027	8,780,000	5.000%	2.340%	105.737	503,708.60
1/1/2029	11,690,000	5.000%	2.360%	110.559	1,234,347.10
1/1/2030	10,440,000	5.000%	2.370%	112.856	1,342,166.40
1/1/2031	9,230,000	5.000%	2.510%	114.269	1,317,028.70
1/1/2032	6,180,000	5.000%	2.600%	115.717	971,310.60
1/1/2033	2,735,000	5.000%	2.660%	117.185	470,009.75
1/1/2034	2,930,000	5.000%	2.720%	118.492	541,815.60
1/1/2035	2,960,000	5.000%	2.810%	119.346	572,641.60
1/1/2036	3,340,000	5.000%	2.860%	118.856	629,790.40
1/1/2037	3,045,000	5.000%	2.950%	117.981	547,521.45
1/1/2038	4,120,000	5.000%	2.990%	117.594	724,872.80
5/1/2039	111,940,000	5.000%	3.060%	116.689	18,681,666.60
1/1/2040	8,120,000	5.000%	3.110%	116.444	1,335,252.80
1/1/2042	37,205,000	5.000%	3.300%	114.650	5,450,532.50
5/1/2042	32,925,000	5.000%	3.300%	114.451	4,757,991.75
1/1/2043	14,890,000	5.000%	3.340%	114.277	2,125,845.30
1/1/2044	16,185,000	5.000%	3.420%	113.534	2,190,477.90
1/1/2049	83,140,000	5.000%	3.640%	111.522	9,579,390.80
1/1/2054	151,180,000	5.000%	3.760%	110.442	15,786,215.60
1/1/2054	175,000,000	5.250%	3.720%	112.911	22,594,250.00

**\$ 700,000,000**

**\$ 91,479,196**

# Debt Service After 2024 Series Bond Sale

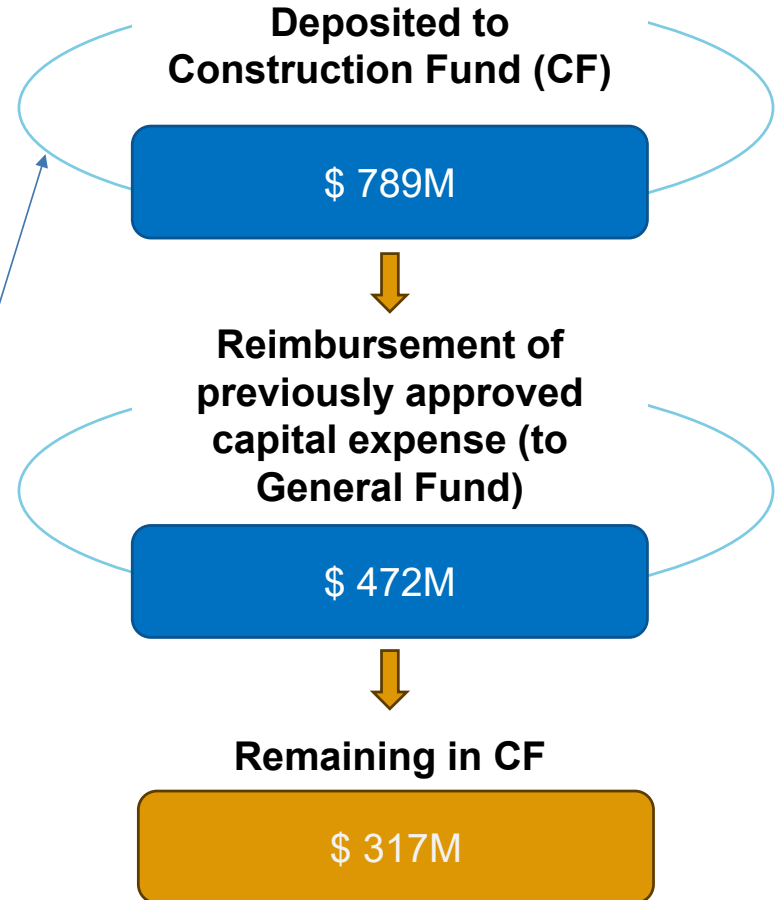


# Sources and Uses of Funds

Salt River Project  
 Electric System Revenue Bonds, 2024 Series A & 2024 Series B  
 \*\*Final Pricing Numbers\*\*

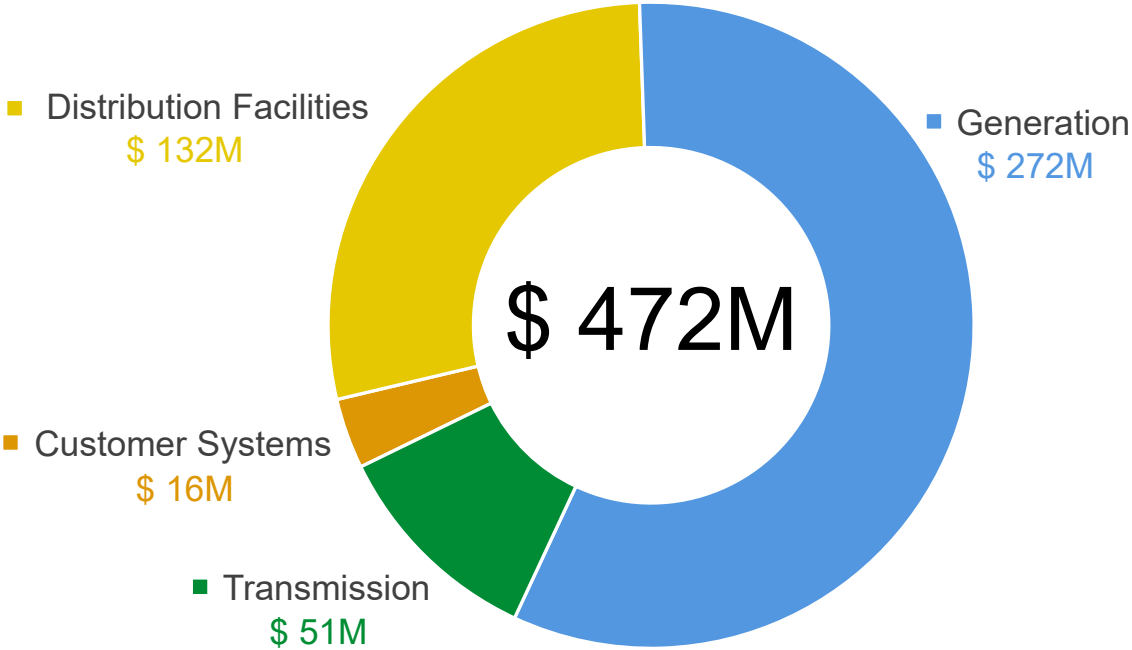
Dated Date 10/09/2024  
 Delivery Date 10/09/2024

Sources:	2024 Series A	2024 Series B	Total
<b>Bond Proceeds:</b>			
Par Amount	555,135,000.00	144,865,000.00	700,000,000.00
Premium	68,039,537.80	23,439,658.35	91,479,196.15
	623,174,537.80	168,304,658.35	791,479,196.15
<b>Uses:</b>			
	2024 Series A	2024 Series B	Total
<b>Project Fund Deposits:</b>			
Project Fund	621,562,680.02	167,884,036.74	789,446,716.76
<b>Delivery Date Expenses:</b>			
Cost of Issuance	609,657.19	159,092.81	768,750.00
Underwriter's Discount	1,002,200.59	261,528.80	1,263,729.39
	1,611,857.78	420,621.61	2,032,479.39
	623,174,537.80	168,304,658.35	791,479,196.15

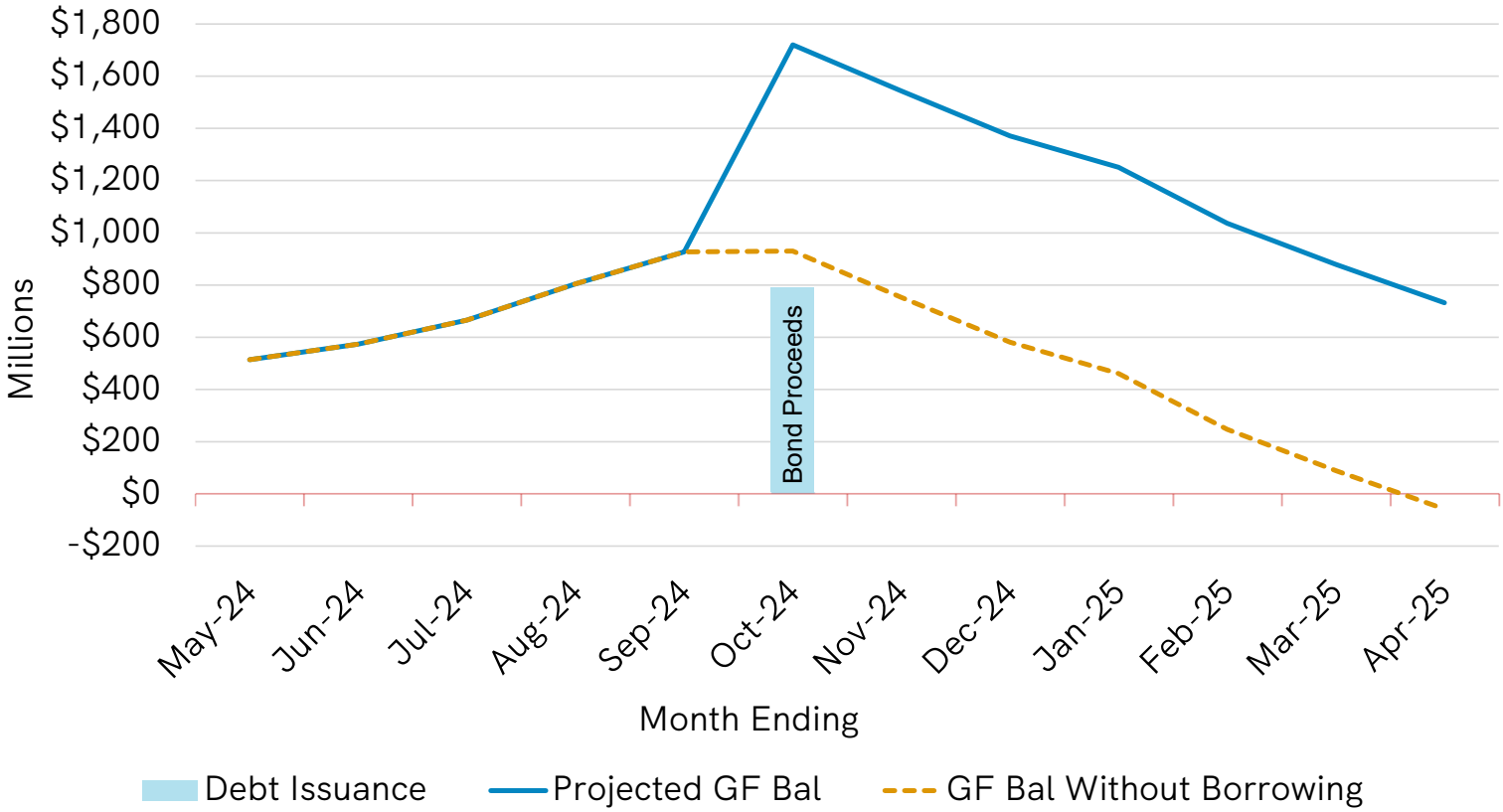


# Previously Approved Capital Projects



## Reimbursement of previously approved capital expense (to General Fund)



# Bond Issuance Helps Achieve Corporate Objective



# Refunding Outlook

Bond Series	Outstanding 10-7-24	Call Option Remaining	Committed to 2025A Forward
2010 Series A	490,915,000	Make whole call option	
 2015 Series A	867,285,000	<b>2025</b> call option on \$ 390 million	\$ 300 million
 2016 Series A	626,280,000	<b>2027</b> call option on \$ 531 million	
2017 Series A	623,555,000	<b>2028</b> call option on \$ 481 million	
2019 Series A	430,875,000	<b>2030</b> call option on \$ 375 million	
2020 Series A	177,330,000	<b>2031</b> call option on \$ 73 million	
2020 Series B	100,000,000	Make whole call option	
2021 Series A	205,875,000	No call option	
2022 Series A	193,065,000	No call option	
2023 Series A	500,000,000	<b>2033</b> call option on \$ 466 million	
2023 Series B	650,000,000	<b>2034</b> call option on \$ 650 million	
2024 Series A & B	700,000,000	<b>2035</b> call option on \$ 641 million	
<b>Total</b>	<b>5,565,180,000</b>		



# SRP 2024 Series Bonds

## *Information Prepared for the SRP Council*

**Mike Mace, Senior Director**

October 8, 2024

New York, NY  
Philadelphia, PA  
Charlotte, NC  
Chandler, AZ

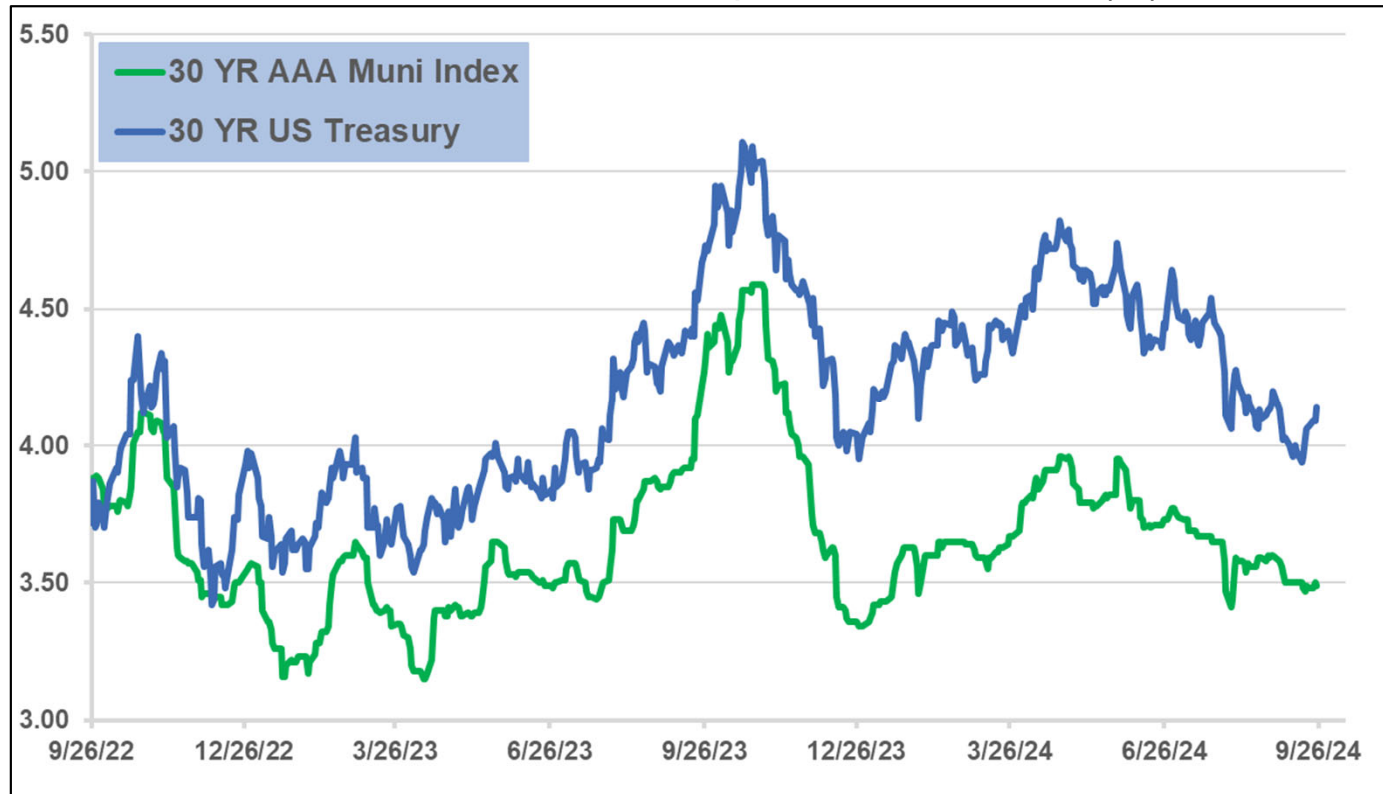
[pfm.com](http://pfm.com)



## SRP 2024 Series Bonds – Market Environment

- ◆ Muni rates trending toward recent lows

Taxable and Tax-Exempt Rates Since 2022 (%)

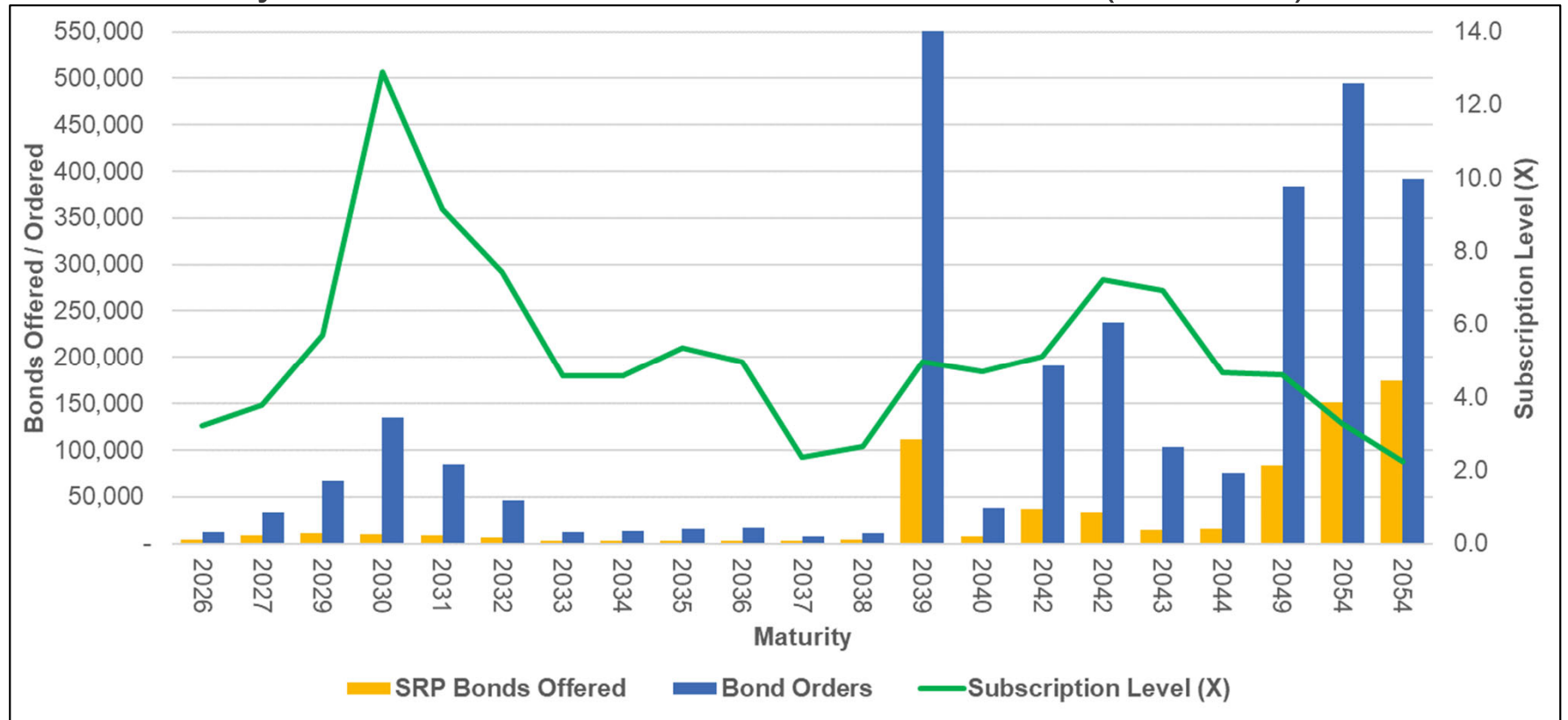






## SRP 2024 Series Bonds – Solid Market, Strong Investor Response

◆ Nearly \$3 billion orders for \$700 million bonds (4+ times)





## Top 10 Investors

### **\$555,135,000 2024 Series A Investor Summary – \$2.1 billion orders, 69 investors**

Type	Order Count	Full Orders	Total Orders	%Par	% Total Orders
Insurance	2	2	\$326,180	58.76%	15.30%
Insurance	4	3	\$151,280	27.25%	7.10%
Manager/Trader	5	2	\$150,410	27.09%	7.06%
Bank Portfolio	3	0	\$150,000	27.02%	7.04%
Insurance	1	1	\$83,140	14.98%	3.90%
Manager/Trader	4	4	\$76,400	13.76%	3.58%
Insurance	1	0	\$75,000	13.51%	3.52%
SMA	7	3	\$62,250	11.21%	2.92%
SMA/Funds	11	9	\$60,470	10.89%	2.84%
Hedge Fund	6	0	\$60,000	10.81%	2.82%
	<b>44</b>	<b>24</b>	<b>\$1,195,130</b>	<b>215.29%</b>	<b>56.08%</b>



## Top 10 Investors

### **\$144,865,000 2024 Series B Investor Summary – \$792 million orders, 24 investors**

Type	Order Count	Full Orders	Total Orders	%Par	% Total Orders
Broker/Dealer	2	2	\$144,865	100.00%	18.28%
Insurance	1	1	\$111,940	77.27%	14.13%
Bank Portfolio	2	1	\$82,925	57.24%	10.47%
Bond Fund	2	1	\$62,925	43.44%	7.94%
ETF	2	0	\$40,000	27.61%	5.05%
SMA	1	0	\$37,000	25.54%	4.67%
Manager/Trader	1	0	\$35,000	24.16%	4.42%
SMA/Funds	1	1	\$32,925	22.73%	4.16%
Manager/Trader	1	1	\$32,925	22.73%	4.16%
Insurance	1	0	\$32,000	22.09%	4.04%
	<b>14</b>	<b>7</b>	<b>\$612,505</b>	<b>422.81%</b>	<b>77.31%</b>



# SRP 2024 Series Bonds

## Pricing Day Progression

### PRELIMINARY PRICING WIRE

\$ 700,000,000*		2024 SERIES BONDS			TAKE
MATURITY	AMOUNT*	COUPON	YIELD	DOWN	
1/1/2026	3,965M	5.00%	2.46	0.15	
1/1/2027	8,780M	5.00%	2.38	0.15	
1/1/2029	11,690M	5.00%	2.42	0.15	
1/1/2030	10,440M	5.00%	2.50	0.15	
1/1/2031	9,230M	5.00%	2.60	0.15	
1/1/2032	6,180M	5.00%	2.67	0.15	
1/1/2033	2,735M	5.00%	2.71	0.15	
1/1/2034	2,930M	5.00%	2.77	0.15	
1/1/2035	2,960M	5.00%	2.86	0.15	
1/1/2036	3,340M	5.00%	2.91	0.15	
1/1/2037	3,045M	5.00%	2.97	0.15	
1/1/2038	4,120M	5.00%	3.01	0.15	
5/1/2039 B	111,940M	5.00%	3.10	0.15	
1/1/2040	8,120M	5.00%	3.16	0.15	
1/1/2042	37,205M	5.00%	3.35	0.15	
5/1/2042 B	32,925M	5.00%	3.37	0.15	
1/1/2043	14,890M	5.00%	3.41	0.15	
1/1/2044	16,185M	5.00%	3.47	0.15	
1/1/2049	83,140M	5.00%	3.69	0.15	
1/1/2054	151,180M	5.00%	3.79	0.15	
1/1/2054	175,000M	5.25%	3.74	0.15	

### FINAL PRICING WIRE

\$ 700,000,000		2024 SERIES BONDS			ORDERS	YIELD CHANGE
MATURITY	AMOUNT	COUPON	YIELD			
1/1/2026	3,965M	5.00%	2.43	3.2 X	-0.03	
1/1/2027	8,780M	5.00%	2.34	3.8 X	-0.04	
1/1/2029	11,690M	5.00%	2.36	5.7 X	-0.06	
1/1/2030	10,440M	5.00%	2.37	12.9 X	-0.13	
1/1/2031	9,230M	5.00%	2.51	9.1 X	-0.09	
1/1/2032	6,180M	5.00%	2.60	7.4 X	-0.07	
1/1/2033	2,735M	5.00%	2.66	4.6 X	-0.05	
1/1/2034	2,930M	5.00%	2.72	4.6 X	-0.05	
1/1/2035	2,960M	5.00%	2.81	5.4 X	-0.05	
1/1/2036	3,340M	5.00%	2.86	5.0 X	-0.05	
1/1/2037	3,045M	5.00%	2.95	2.4 X	-0.02	
1/1/2038	4,120M	5.00%	2.99	2.6 X	-0.02	
5/1/2039	111,940M	5.00%	3.06	5.0 X	-0.04	
1/1/2040	8,120M	5.00%	3.11	4.7 X	-0.05	
1/1/2042	37,205M	5.00%	3.30	5.1 X	-0.05	
5/1/2042	32,925M	5.00%	3.30	6.9 X	-0.07	
1/1/2043	14,890M	5.00%	3.34	7.2 X	-0.07	
1/1/2044	16,185M	5.00%	3.42	4.7 X	-0.05	
1/1/2049	83,140M	5.00%	3.64	4.6 X	-0.05	
1/1/2054	151,180M	5.00%	3.76	3.3 X	-0.03	
1/1/2054	175,000M	5.25%	3.72	2.2 X	-0.02	

# SRP 2024 Series Bonds – Premium Pricing Produces Proceeds

- Market standard premium bond structure produces **Proceeds** in excess of **Par**
  - Par \$700,000,000
  - Average Price 113.068%
  - Proceeds \$791,479,196
- Investors prefer premium structure for tax and performance reasons
- Issuers value future refinancing possibility and flexibility
- Governing bodies approve Par Amount
- Approval requests consider additional premium proceeds to fund capital programs
- Issuer final repayment is lower Par Amount

## FINAL PRICING WIRE

MATURITY	AMOUNT	COUPON	YIELD	PRICE	PREMIUM \$
1/1/2026	3,965M	5.00%	2.43	103.086%	122,360
1/1/2027	8,780M	5.00%	2.34	105.737%	503,709
1/1/2029	11,690M	5.00%	2.36	110.559%	1,234,347
1/1/2030	10,440M	5.00%	2.37	112.856%	1,342,166
1/1/2031	9,230M	5.00%	2.51	114.269%	1,317,029
1/1/2032	6,180M	5.00%	2.60	115.717%	971,311
1/1/2033	2,735M	5.00%	2.66	117.185%	470,010
1/1/2034	2,930M	5.00%	2.72	118.492%	541,816
1/1/2035	2,960M	5.00%	2.81	119.346%	572,642
1/1/2036	3,340M	5.00%	2.86	118.856%	629,790
1/1/2037	3,045M	5.00%	2.95	117.981%	547,521
1/1/2038	4,120M	5.00%	2.99	117.594%	724,873
5/1/2039	111,940M	5.00%	3.06	116.689%	18,681,667
1/1/2040	8,120M	5.00%	3.11	116.444%	1,335,253
1/1/2042	37,205M	5.00%	3.30	114.650%	5,450,533
5/1/2042	32,925M	5.00%	3.30	114.451%	4,757,992
1/1/2043	14,890M	5.00%	3.34	114.277%	2,125,845
1/1/2044	16,185M	5.00%	3.42	113.534%	2,190,478
1/1/2049	83,140M	5.00%	3.64	111.522%	9,579,391
1/1/2054	151,180M	5.00%	3.76	110.442%	15,786,216
1/1/2054	175,000M	5.25%	3.72	112.911%	22,594,250
<b>TOTAL</b>	<b><u>700,000M</u></b>				<b><u>91,479,196</u></b>



# SRP 2023 Series Bonds

## Pricing Day Progression

Priced on November 7, 2023

### PRELIMINARY PRICING WIRE

\$ 650,000,000*		2023 SERIES B		TAKE DOWN
MATURITY	AMOUNT*	COUPON	YIELD	
1/1/2043	33,765M	5.00%	4.27	0.15
1/1/2044	26,150M	5.00%	4.30	0.15
1/1/2048	247,290M	5.00%	4.54	0.15
1/1/2053	342,695M	5.25%	4.53	0.15

### FINAL PRICING WIRE

\$ 650,000,000		2023 SERIES B		YIELD	ORDERS	YIELD CHANGE
MATURITY	AMOUNT	COUPON	YIELD			
1/1/2043	33,765M	5.00%	4.18	8.6 X	-0.09	
1/1/2044	26,150M	5.00%	4.24	5.7 X	-0.06	
1/1/2048	247,290M	5.00%	4.46	7.1 X	-0.08	
1/1/2053	342,695M	5.25%	4.48	3.6 X	-0.05	



## SRP 2024 Series Bonds

Pricing Comparisons

Public Power

Public Power Issuer	Sale Date	Size (\$MM)	Final Maturity	Yield	Coupon
Salt River Project	Sep-25	700	30 Years	3.72%	5.25%
New York Power Authority	Sep-24	450	30 Years	4.03%	4.00%
JEA	Sep-17	331	16 Years	3.36%	5.00%
MEAG Power	Sep-05	398	30 Years	3.95%	5.25%
Orlando Util Comm	Sep-04	269	26 Years	3.86%	5.00%
San Antonio City Pub Serv	Aug-28	757	30 Years	4.02%	5.25%
Greenville Elec, TX	Aug-27	126	30 Years	4.15%	5.25%
Grant County WA PUD	Aug-21	180	20 Years	4.09%	4.00%
LA Dept of Water/Power	Aug-08	270	30 Years	3.73%	5.25%
Colorado Springs Util, CO	Aug-07	378	30 Years	3.87%	5.25%
Knoxville Elec, TM	Aug-07	91	30 Years	4.11%	4.00%
Anaheim Elec, CA	Aug-06	109	15 Years	2.88%	5.00%
Long Island Pow Auth	Aug-06	1,005	30 Years	3.78% 3.72%	5.00% 5.25%



# SRP 2024 Series Bonds

Pricing Comparisons

Highly Rated And Arizona

Recent Highly Rated and AZ Issuers	Sale Date	Size (\$MM)	Final Maturity	Yield	Coupon	Ratings M / S&P / F	Spread to AAA
Salt River Project	Sep-25	700	30 Years	3.72%	5.25%	Aa1/AA+/-	24 BP
NY Power Authority	Sep-24	450	30 Years	4.03%	4.00%	Aa1/AA/AA	~23BP
Texas Water	Sep-26	1,206	29 Years	3.84%	5.00%	- /AAA/AAA	37 BP
Indiana Water Green Bond	Sep-25	225	25 Years	3.66%	5.00%	- /AAA/AAA	26 BP
LA Co, CA School GO	Sep-25	995	25 Years	3.51%	5.25%	Aa2/- /AAA	10 BP
NY/NJ Port Auth	Sep-25	1,061	30 Years	3.82%	5.00%	Aa3/AA-/AA-	33 BP
NYC, NY Water	Sep-24	887	29 Years	3.85%	5.25%	Aa1/AA+/AA+	37 BP
Denver, CO W&S	Sep-24	261	30 Years	3.71%	5.00%	Aaa/AAA/-	21 BP
NY State Sales Tax	Sep-19	331	30 Years	3.80%	5.00%	- /AA+/AA+	32 BP
Honolulu, HI W&S	Sep-11	287	30 Years	3.87%	5.25%	- /AA+/AA	29 BP
Charleston, SC W&S	Sep-11	261	30 Years	3.68%	5.00%	Aaa/AAA/-	19 BP
Santa Clara, CA W&S	Sep-10	105	30 Years	3.56%	5.00%	Aa1/- /AA+	9 BP
Tampa, FL Water	Sep-10	395	30 Years	3.80%	5.25%	Aa1/AA+/-	30 BP
Westminster, CO W&WW	Sep-10	187	30 Years	3.79%	5.00%	- /AAA/AA+	29 BP
Memphis, TN Combined	Aug-28	198	30 Years	3.98%	5.00%	Aa2/- /AA	39 BP
Sierra Vista IDA, AZ ChSchl	Sep-25	202	30 Years	5.02%	5.00%	NonRated	153 BP
Glendale, AZ GO	Aug-27	43	20 Years	3.56%	5.00%	- /AA/AAA	27 BP
Phoenix, AZ GO	Jul-16	128	23 Years	3.75%	5.00%	Aa1/AA+/AAA	22 BP





## **SRP 2024 Series Bonds – Investor Demand = Lower Rates = More \$\$**

- ◆ Demand allowed rates to be reduced after initial order period – by roughly 4 basis points, 0.04%
  - Slight yield reduction translates to average bond price increase of ~1/3%
  - Which is over \$2 million in additional proceeds on \$700 million
  - Every basis point counts for SRP customers
- ◆ Strong Market Led to Very Low Credit Spreads
- ◆ A Good Result Positions SRP for Continued Favorable Market Access for its Capital Program

**thank you!**



An aerial photograph of a large dam and reservoir situated in a deep, rugged canyon. The canyon walls are composed of layered, reddish-brown rock. The reservoir is a deep blue color, and the dam is a long, curved structure across the middle of the canyon. The sky is a clear, pale blue.

# Board Report – Current Events

Council Meeting

October 8, 2024

# Current Events

Jim Pratt



# Financial Update

Brian Koch

# Financial Summary Through August 2024

Green text means better than budget/plan; red text means worse than budget/plan

## Combined Net Revenue

August	Year-To-Date
<b>\$224M</b> \$51M	<b>\$700M</b> \$182M

## Debt Service Coverage Ratio & Debt Ratio

Year-To-Date DSCR	Year-End* Debt Ratio
<b>8.45</b> 1.53	<b>46.6%</b> 0.8

## Liquidity (General Fund)

August	Year-End Forecast
<i>55 Days Cash</i> <b>\$805M</b> \$234M	<i>50 Days Cash</i> <b>\$721M</b> \$121M

## FPPAM Collection Balance

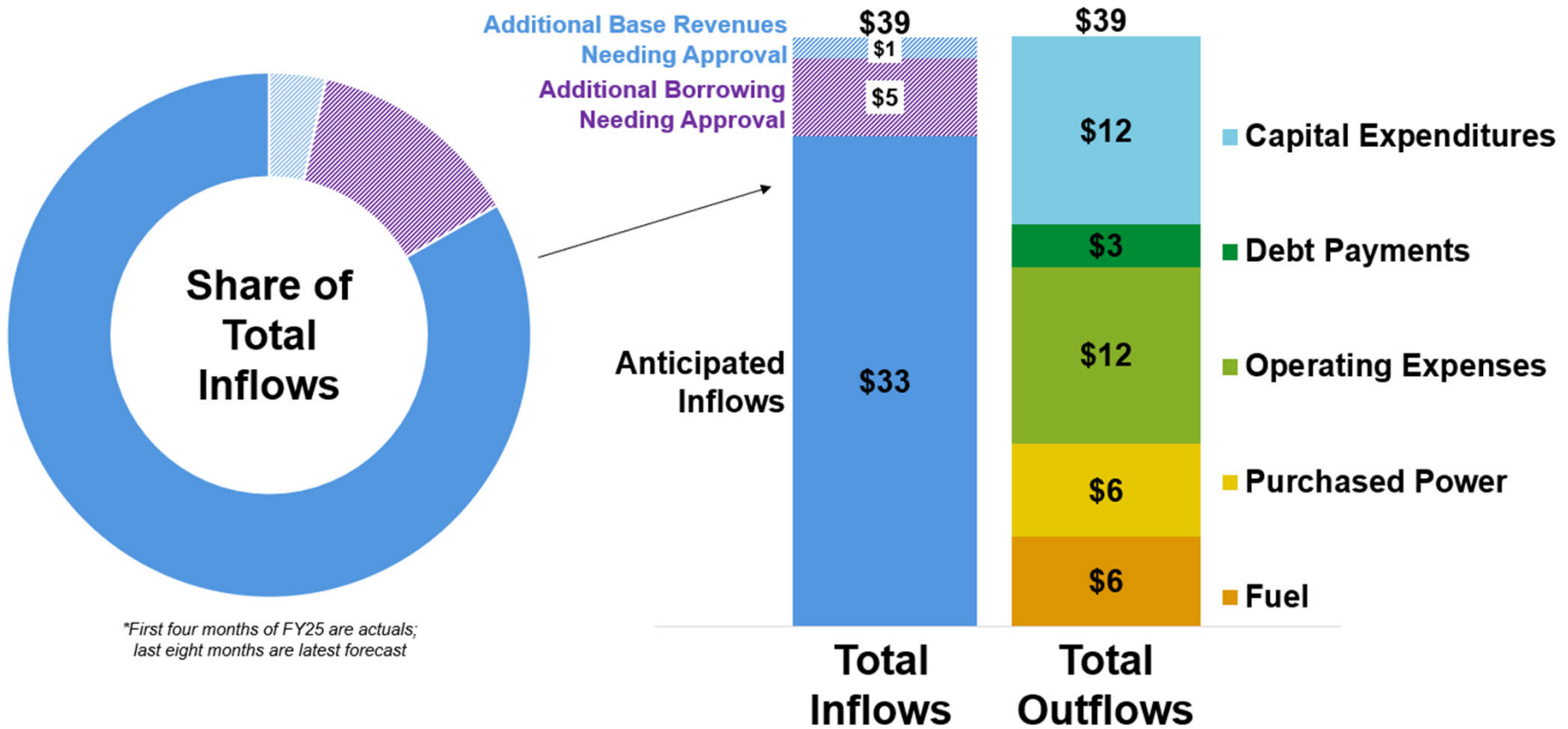
August	Year-End Forecast
<b>(\$256M)</b> \$82M	<b>(\$165M)</b> \$188M

\*Projected year-end Debt Ratio



# Projected FY25-30 Cash Inflows and Outflows\* (\$B)

To pay for latest financial estimates, there are still significant funds that need approval



\*First four months of FY25 are actuals;  
last eight months are latest forecast

# FY25 Financial Calendar – Key Dates

Final timing subject to financial performance, market conditions, & third-party preferences



**FY 2025**

✓ **Annual Year-End Financial Audit**



✓ **ACC Filing & Review for Bond Authorization**



✓ **Standard & Poor's (S&P) and Moody's Annual Reviews**



✓ **Customer/Stakeholder Feedback on Outlook, Goals & Customer Offerings**



✓ **Fuel and Purchased Power Adjustment Mechanism (FPPAM) Process**



☐ **Bond Issuance**



➤ **Financial Plan 26 and Fiscal Year 26 Budget Process**



➤ **Board/Council Work Study Session**



➤ **Price Process**



Legend

✓ Completed

☐ In Progress

➤ Upcoming



# Water Stewardship

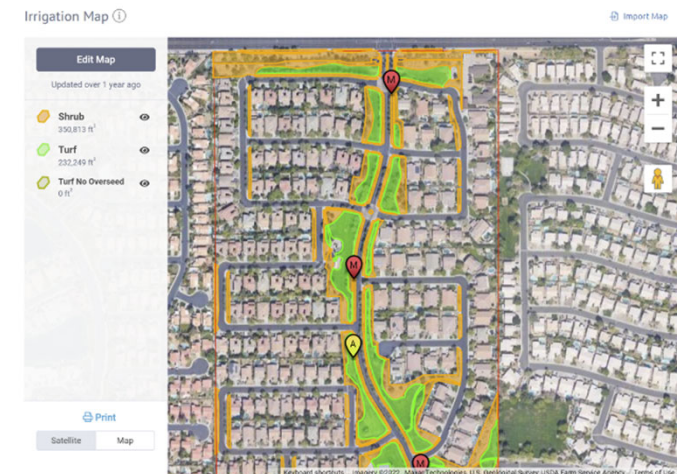
Leslie Meyers

# Water Conservation 2035 Sustainability Goal

- Achieve 5 billion gallons (~15,300 acre-feet) of water conservation by 2035 through partnership
- 209 million gallons saved since FY21
- FY25 budget is \$760,400
- 5-year milestone (FY26-FY30) – 3 billion gallons of water

# Current Programs and Projects

- Non-residential and residential grass to xeriscape (low-water-use landscape) conversion programs – Gilbert, Mesa and Tempe
- Waterfluence – Avondale, Chandler, Goodyear and Tempe
- Cooling Towers – Tempe
- Friends of the Verde River – River Friendly Living Grants



# Future Programs and Projects

- Commercial, Industrial and Institutional Water Efficiency Checkup Training – Hosting at Glendale Community College on October 21-24 and October 28-31
- SRP Water Conservation Expo on March 1 (in-person) and July 15 (virtual) at PERA
- Landscape Water Efficiency Checkups



**thank you!**





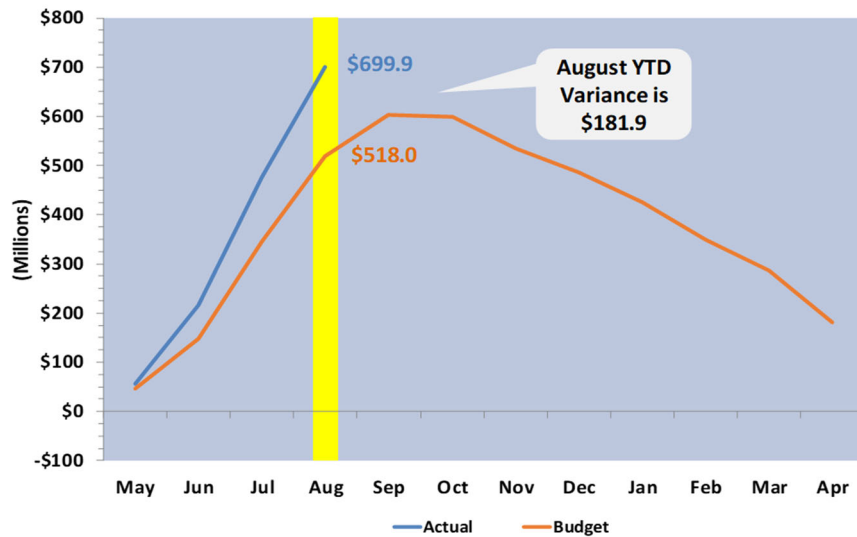
## Operating Environment – August 2024

	Actual	Budget	Variance	% Budget
Elec Customer Accounts – August 2024	1,166,609	1,160,294	6,315	101%
Elec Customer Accounts – April 2024	1,158,193			
Elec Customer Accounts – August 2023	1,140,926			
System Sales GWH	3,910	3,791	119	103%
Wholesale Sales GWH	1,056	703	353	150%
Total A.F. Water Delivered	93,959	93,000	959	101%

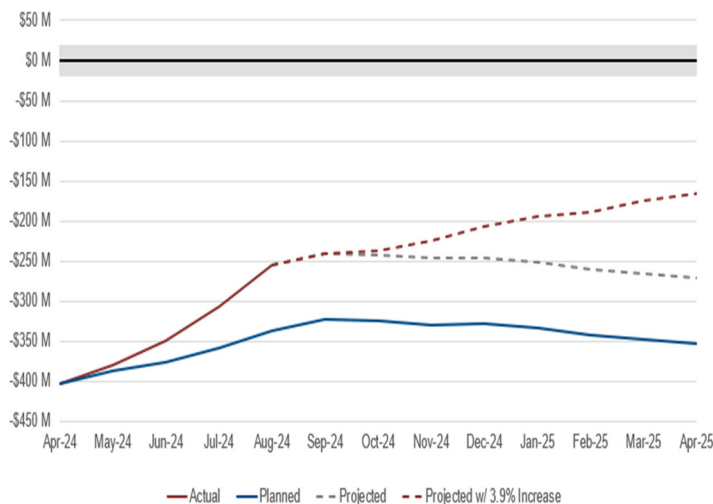
## Financial Summary – August 2024

\$ Millions	Actual	Budget	Variance	% Budget
Combined Revenues	\$570.9	\$540.5	\$30.4	106%
Combined Expenses	\$346.6	\$367.4	(\$20.8)	94%
Combined Net Revenues (Loss)	\$224.3	\$173.1	\$51.2	130%
Funds Available	\$262.0	\$211.4	\$50.6	124%
Capital Expenditures	\$125.5	\$119.1	\$6.4	105%

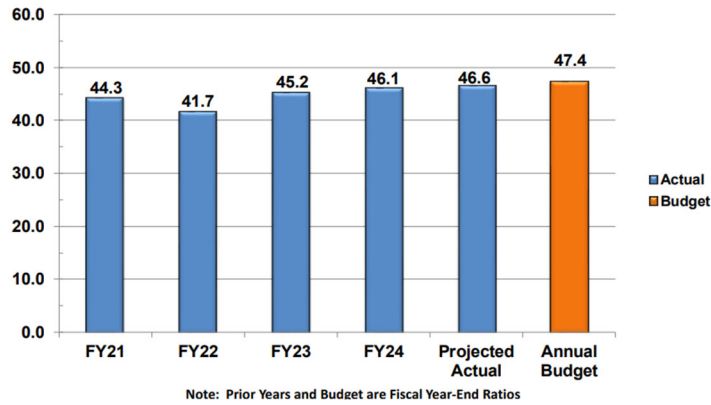
## Combined Net Revenues



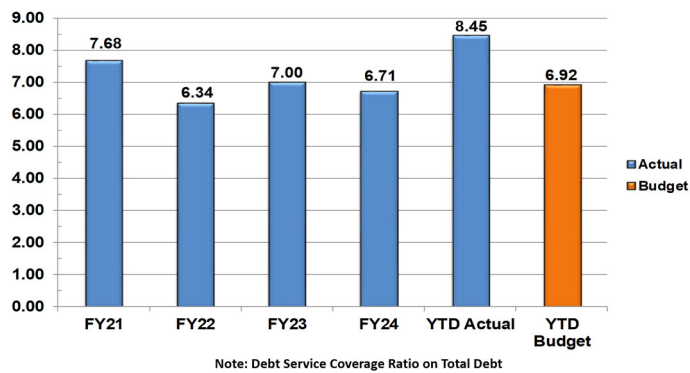
## Fuel & Purchased Power Adjustment Mechanism (FPPAM) – August 2024



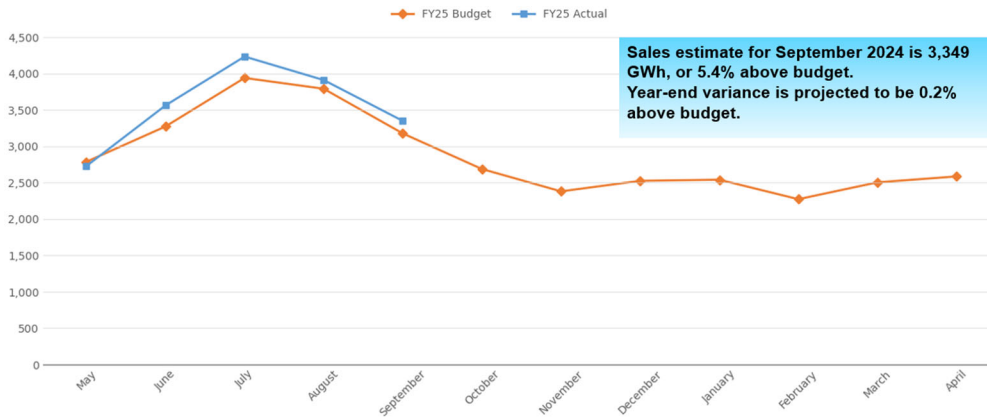
## Debt Ratio – Year End Actuals and Projection



## Debt Service Coverage Ratio – YTD Through August



## Preliminary Retail Sales (GWh) Estimate Through



## Financial Definitions for Dashboard

### Combined Net Revenue

- SRP's "bottom line"
- Comparable to Net Income
- "Combines" SRP's electric and water income statements

### Debt Service Coverage Ratio & Debt Ratio

- DSCR = ratio of net cash inflows vs. annual interest & principal payments
- Debt Ratio = percentage of long-life assets paid for with debt

### Liquidity (General Fund)

- SRP's checking account
- Days Cash = number of days that SRP can continue to pay its cash expenses without any cash inflow

### FPPAM Collection Balance

- Fuel & Purchased Power Adjustment Mechanism
- Recovers the appropriate fuel & purchased costs over time (no more, no less)



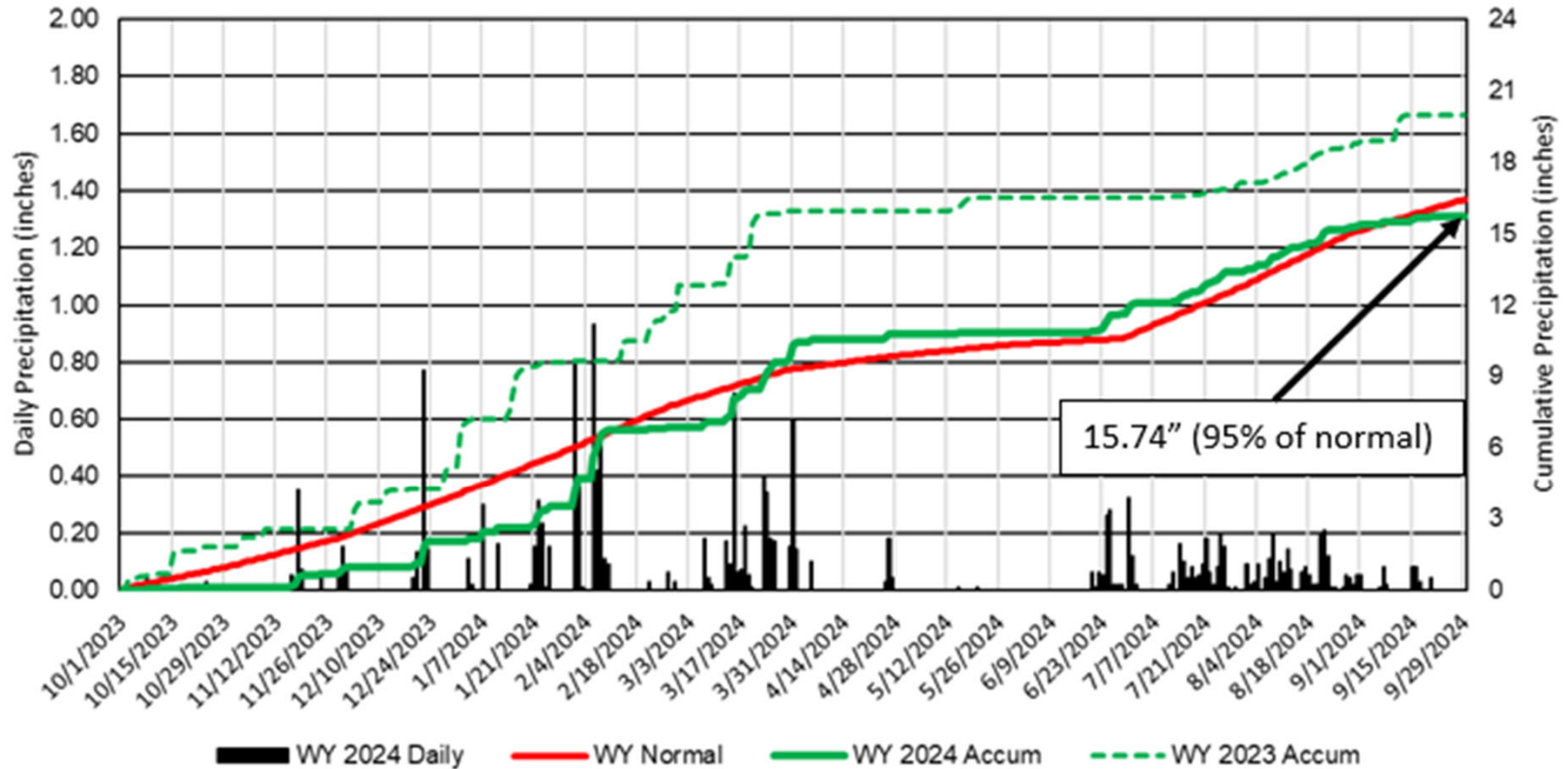
# **Water Supply and Weather Report**

**October Council Meeting**

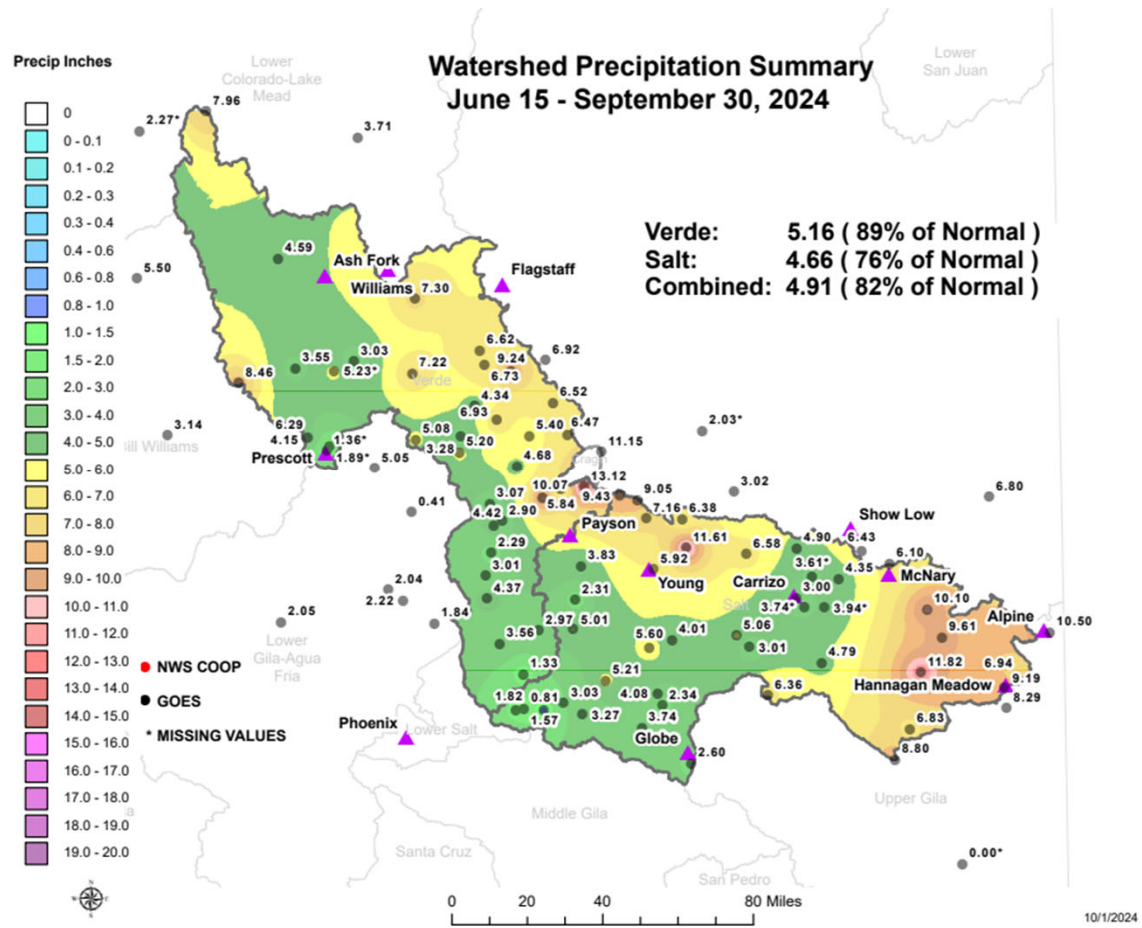
**October 8, 2024**

**James Walter**

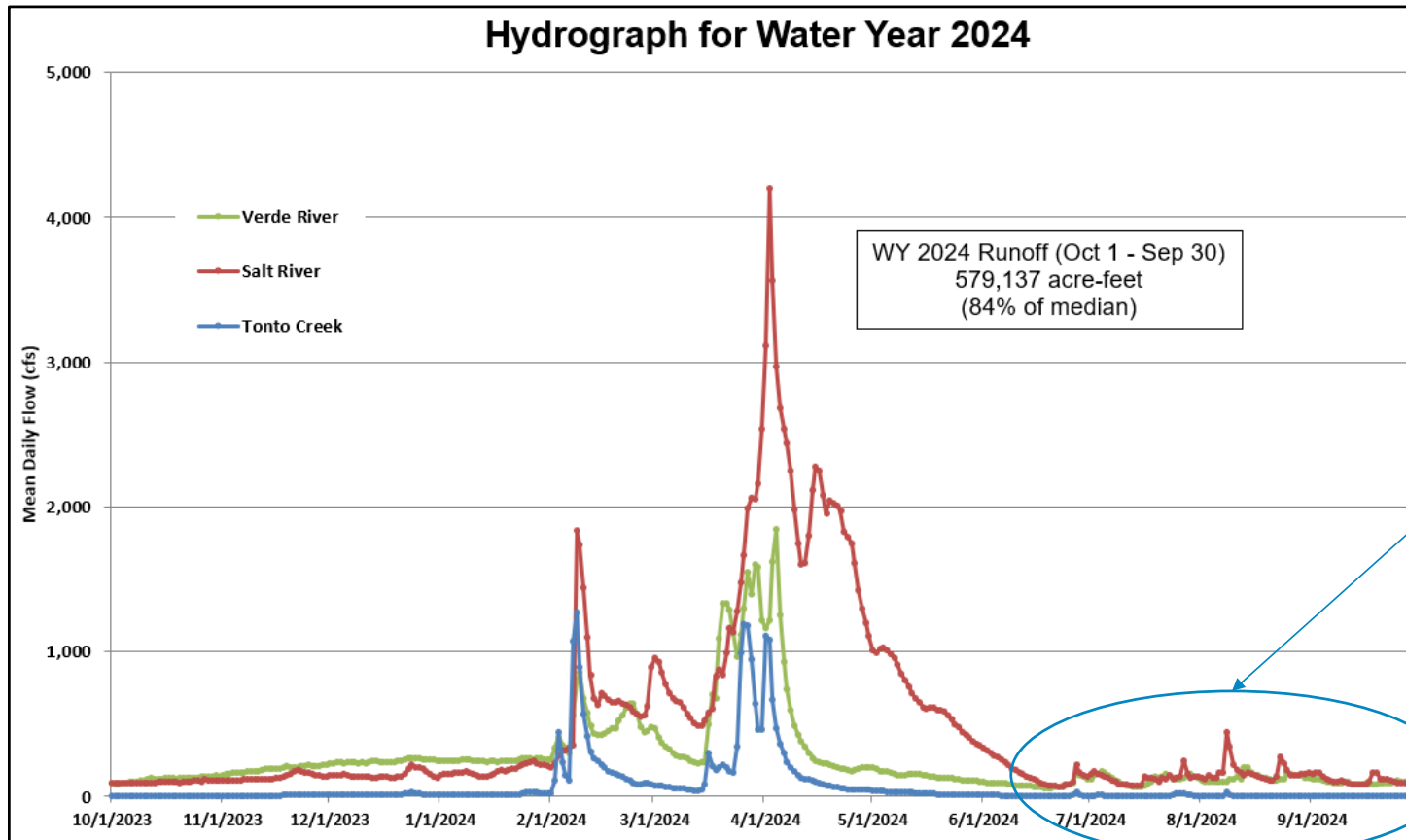
### Cumulative Watershed Precipitation: Water Year (Oct 2023 - Sep 2024)



# Watershed Precipitation: Monsoon Season 2024

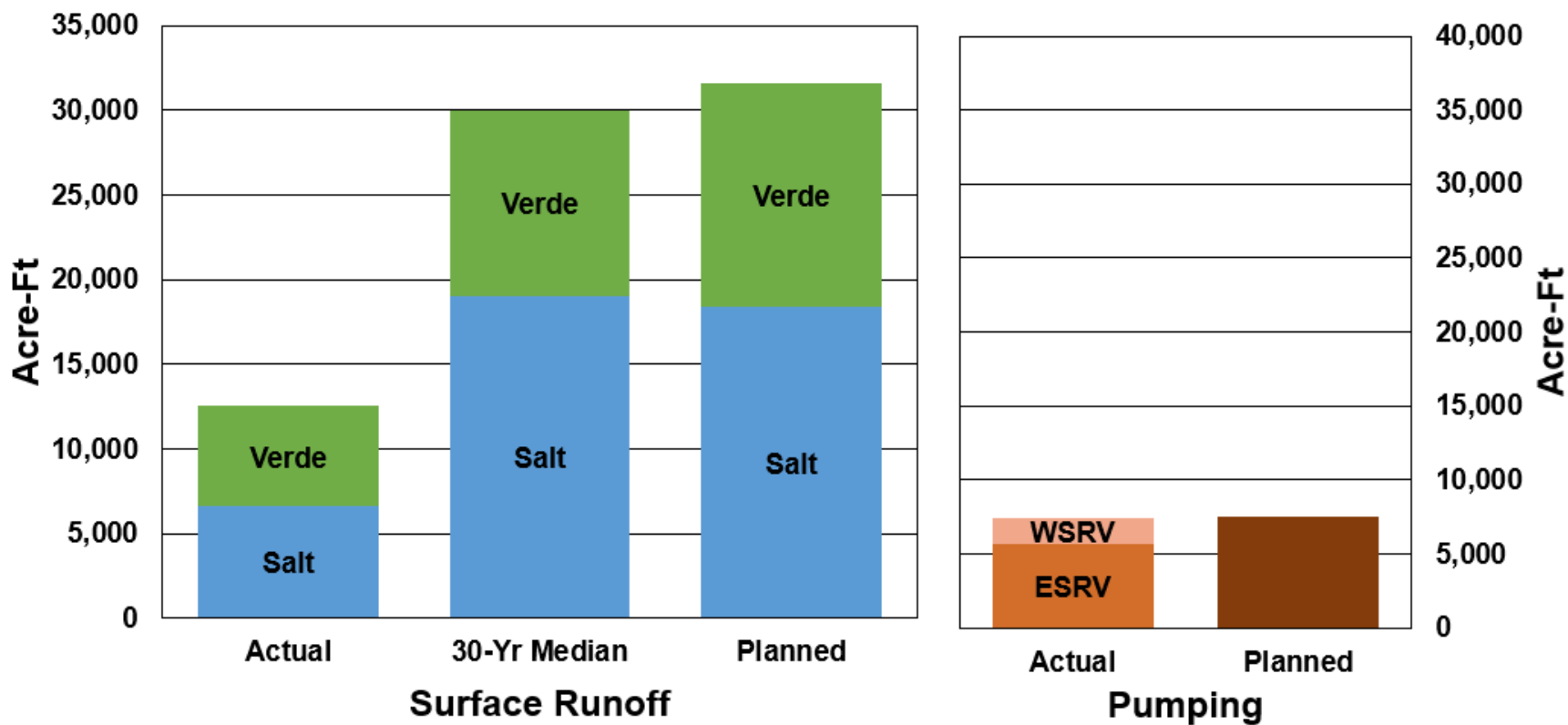


# SRP Reservoir Inflow: Water Year 2024

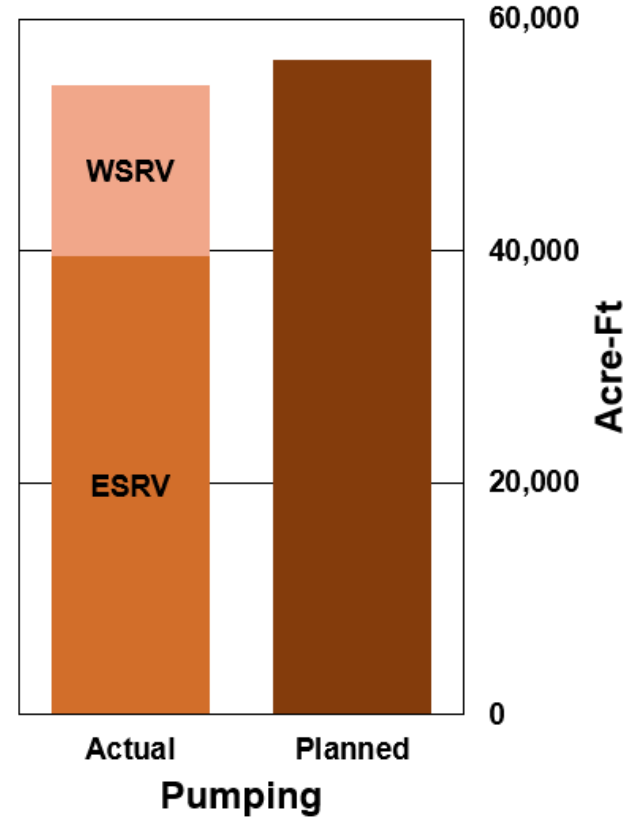
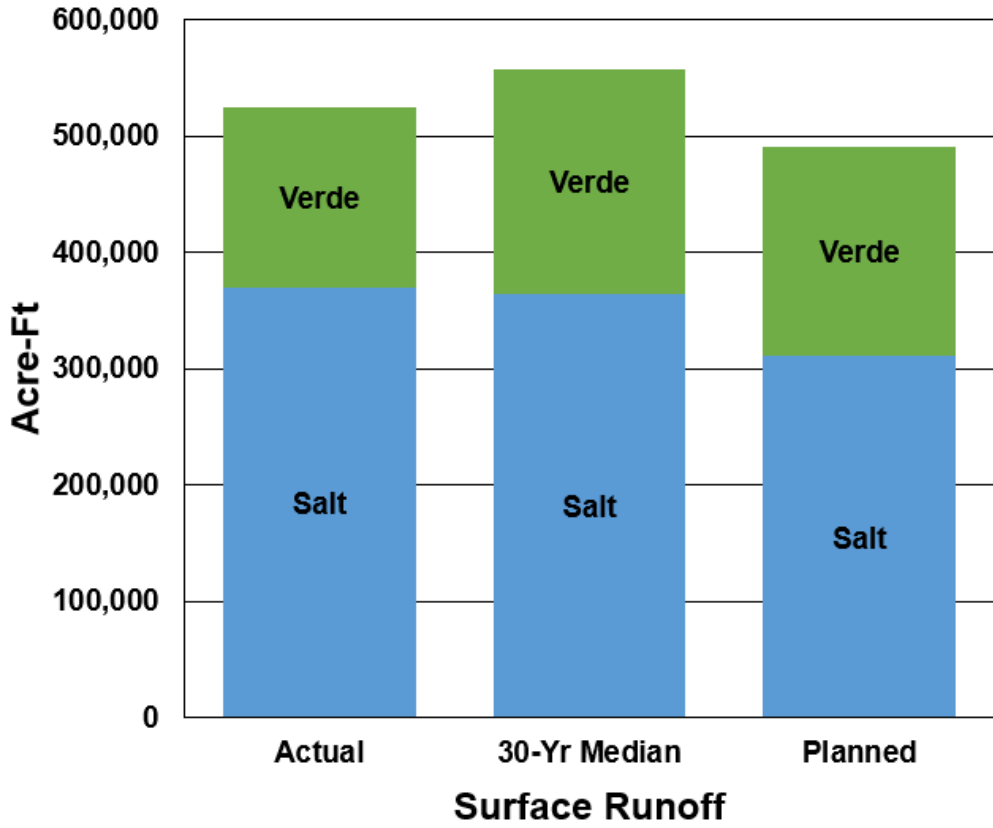




# September 2024



# Year to Date 2024

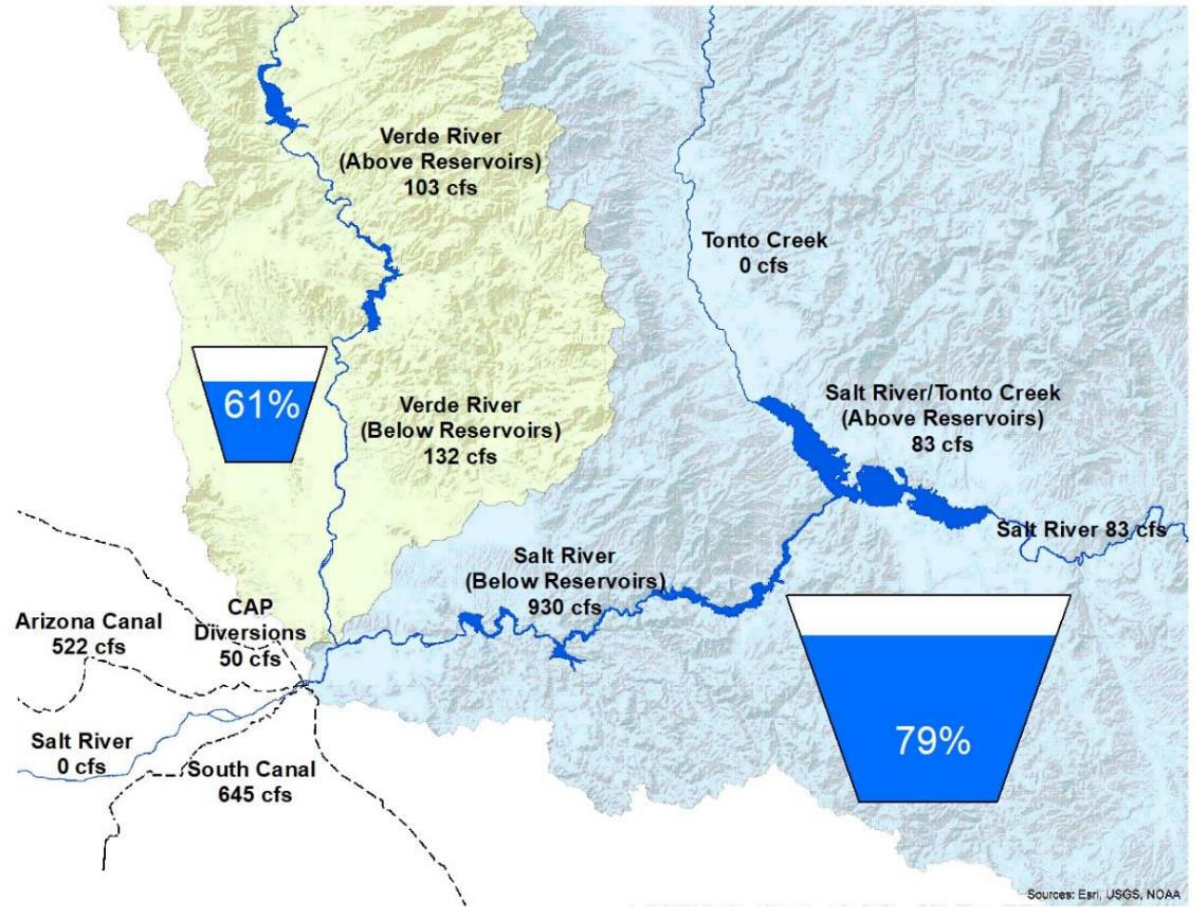


# SRP Reservoir System Status

October 1, 2024

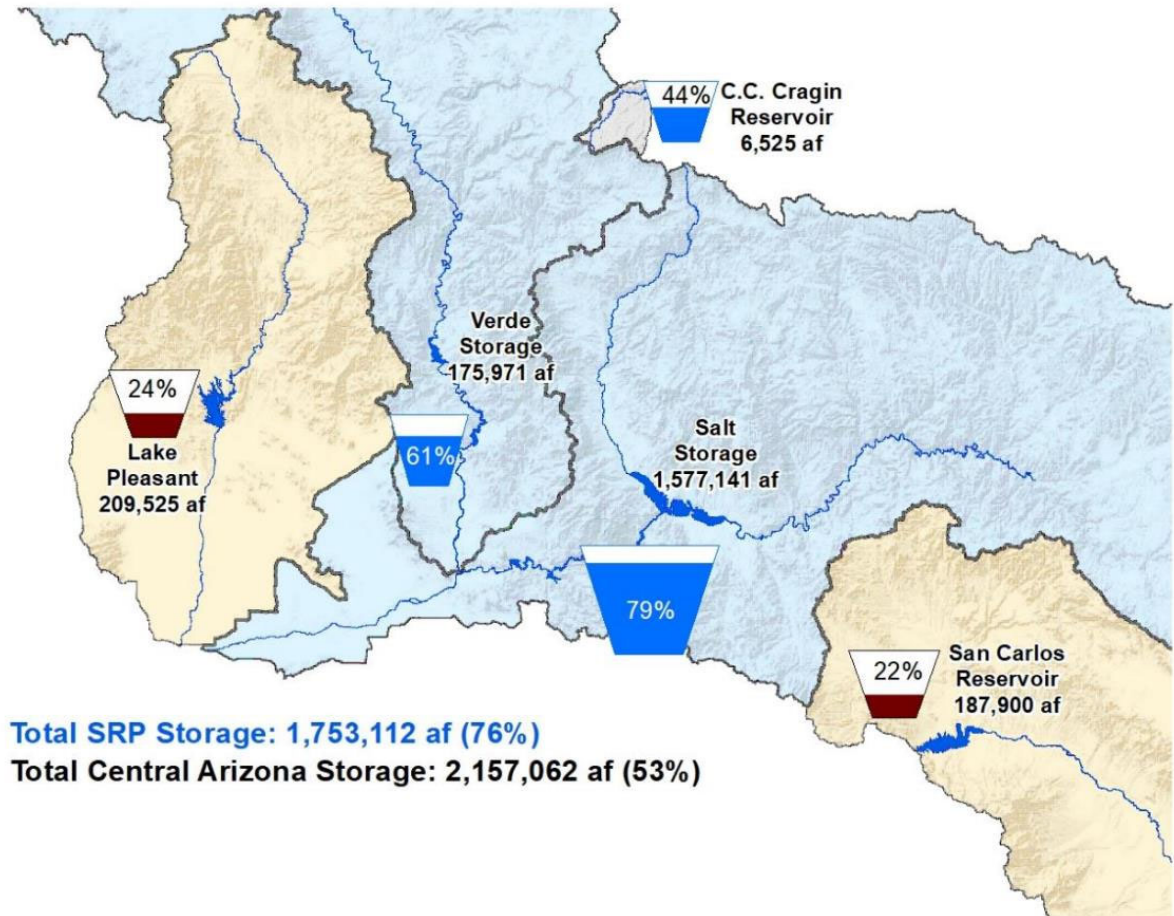
## Current Storage:

Salt	1,577,141 AF
Verde	175,971 AF
<hr/>	
Total	1,753,112 AF



# Central Arizona Reservoir Status

## October 1, 2024

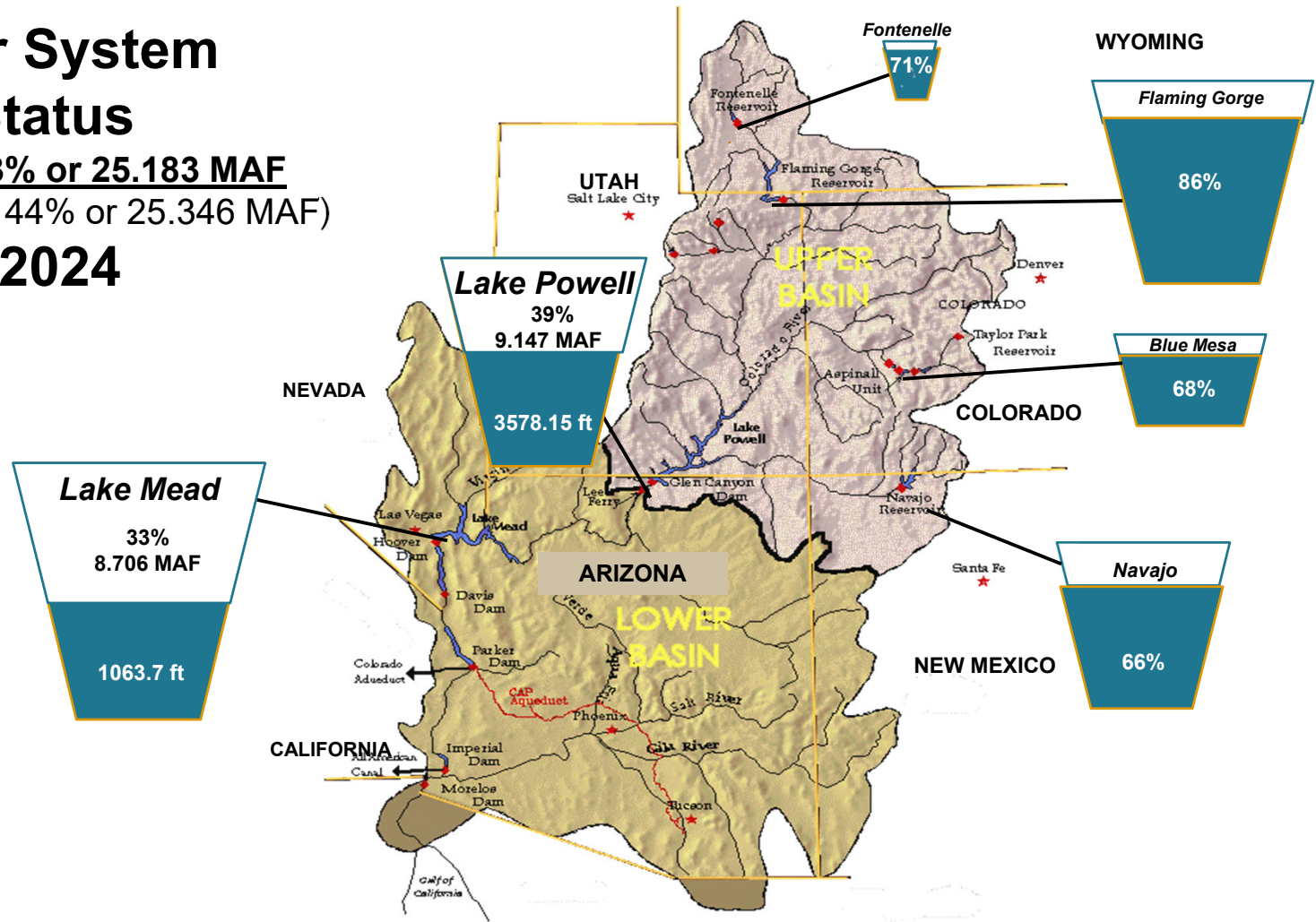


# Colorado River System Reservoir Status

**Total System Contents – 43% or 25.183 MAF**

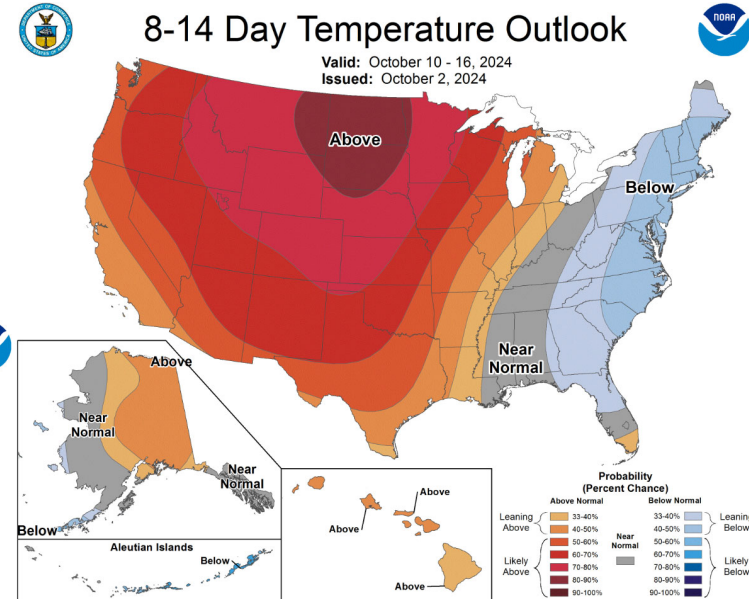
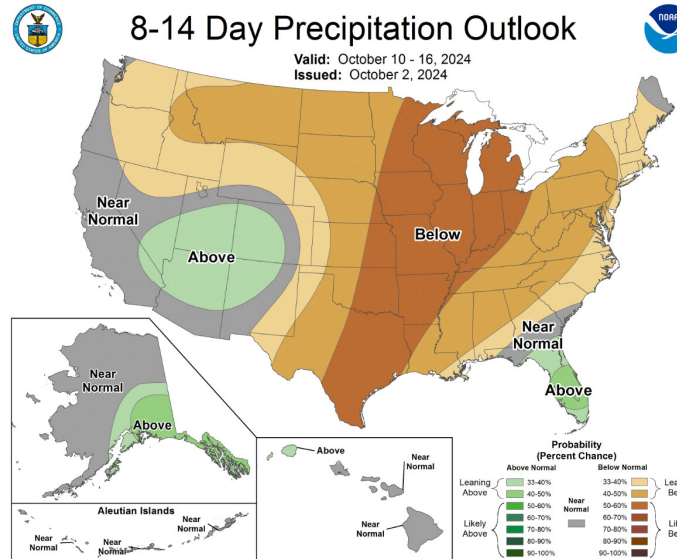
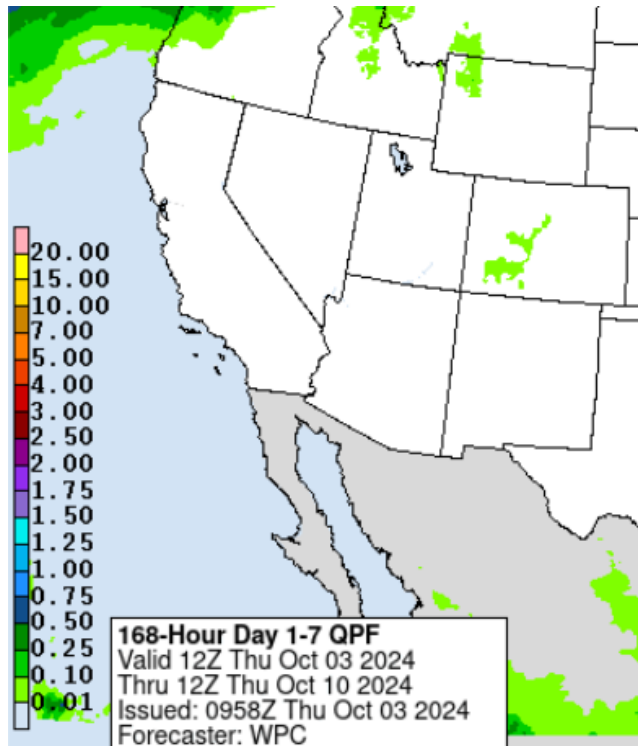
(Total system contents last year 44% or 25.346 MAF)

**October 1, 2024**



# October Weather Outlook

## 7-day Precipitation Forecast



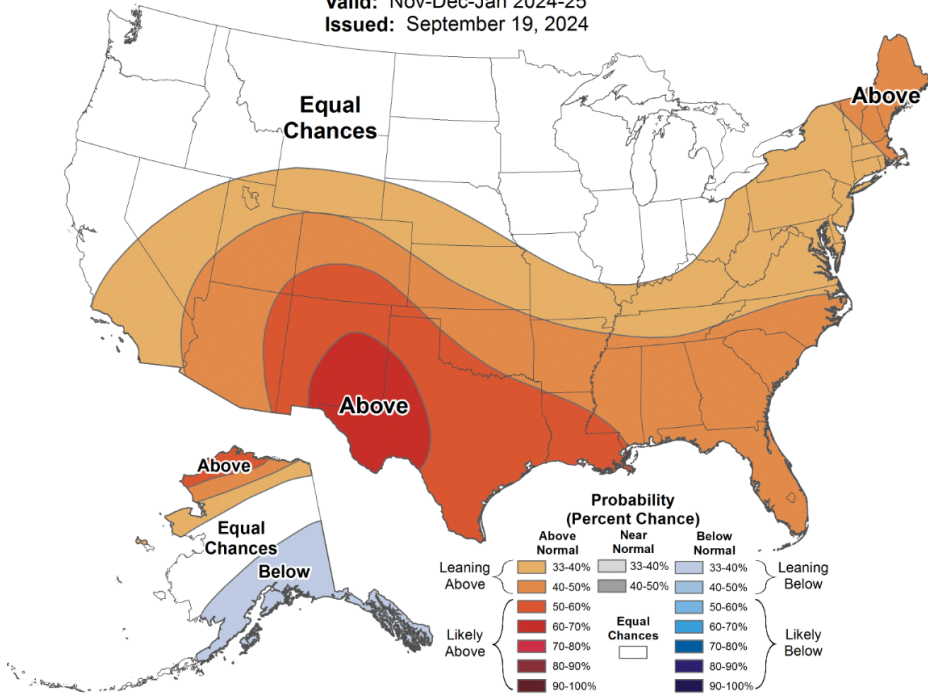
# Fall/Winter Seasonal Outlook



## Seasonal Temperature Outlook



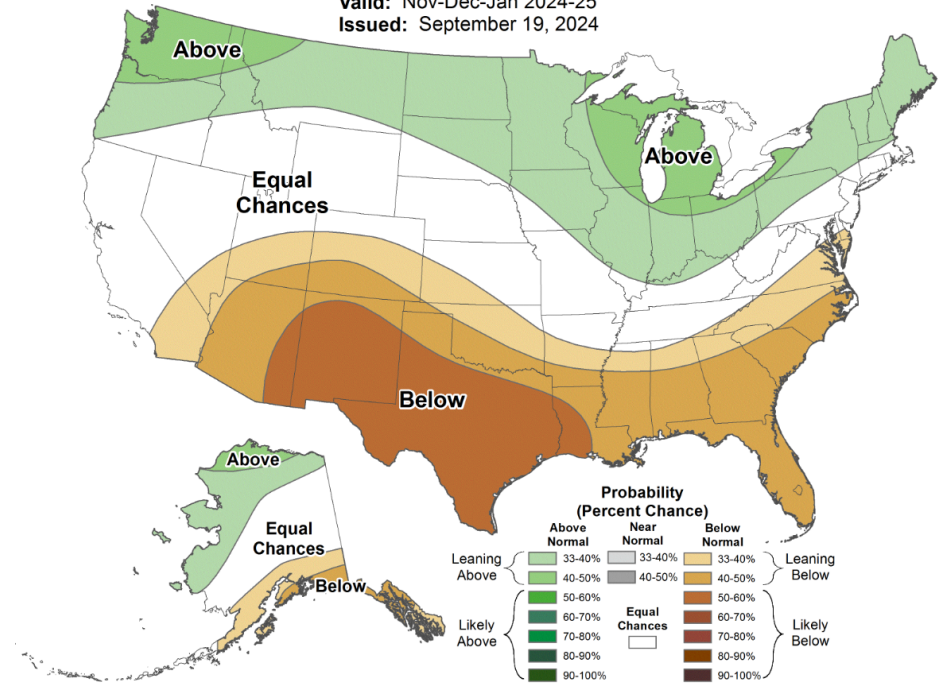
Valid: Nov-Dec-Jan 2024-25  
 Issued: September 19, 2024



## Seasonal Precipitation Outlook



Valid: Nov-Dec-Jan 2024-25  
 Issued: September 19, 2024



**La Niña is favored to emerge in September–November (71% chance) and is expected to persist through January–March 2025 (12 Sept 2024)**

**thank you!**



