

**SALT VERDE FINANCIAL CORPORATION  
BOARD MEETING NOTICE AND AGENDA**

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**BOARD OF DIRECTORS MEETING**

**Thursday, August 8, 2024, No Sooner Than 10:30 AM**

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

Directors: David Rousseau, President; Christopher Dobson, Vice President; and Nicholas Brown

Call to Order  
Roll Call

1. Request for Approval of the Minutes for the Meeting of April 11, 2024  
.....PRESIDENT DAVID ROUSSEAU
2. Fiscal Year 2024 Audit Findings by PricewaterhouseCoopers (PwC)  
.....RAÚL PIÑA, PwC  
  
Informational presentation of the Fiscal Year 2024 audit by PwC including audit findings, accounting and reporting matters, and required communications.
3. Update on Current Operations .....JASON RIGGS  
  
Informational presentation on operations and current counterparty credit ratings.
4. Financial Matters .....JEFFREY WRIGHT  
  
Informational presentation of the financial summary covering the year ended April 30, 2024.
5. Adjourn .....PRESIDENT DAVID ROUSSEAU

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

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.
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**NOTICE WILL BE SENT REGARDING THE NEXT  
SVFC MEETING**

08/01/2024



MINUTES  
BOARD OF DIRECTORS  
SALT VERDE FINANCIAL CORPORATION,  
an Arizona Nonprofit Corporation

**DRAFT**

April 11, 2024

A meeting of the Board of Directors of the Salt Verde Financial Corporation (SVFC), an Arizona nonprofit corporation organized under the Arizona Nonprofit Corporation Act, convened at 9:30 a.m. on Thursday, April 11, 2024, 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.

Directors of SVFC present at roll call were David Rousseau, President of SVFC and SRP; Christopher J. Dobson, Vice President of SVFC and SRP; and Kathy L. Mohr-Almeida of SVFC and SRP.

Also present were Kevin J. Johnson and Leslie C. Williams, Directors of SRP; J. Rocky Shelton, Council Vice Chairman of SRP; Brian J. Koch, Treasurer of SVFC and Associate General Manager and Chief Financial Executive of SRP; John M. Felty, Secretary of SVFC and Corporate Secretary of SRP; Lora F. Hobaica, Assistant Secretary of SVFC and Assistant Corporate Secretary of SRP; Mmes. Irene R. Avalos, Melissa J. Burger, Nina J. Mullins, and Sue Ann Perkinson of SRP; Messrs. Jon W. Hubbard, Michael J. O'Connor, Jim M. Pratt, Mitchell B. Rosen, Jason I. Riggs, and Jeff A. Wright of SRP; and Raul Piña and Scott Gavin of PricewaterhouseCoopers LLP (PwC).

In compliance with A.R.S. §38-431.02, Andrew Davis of the SRP Corporate Secretary's Office had posted a notice and agenda of a meeting of the Board of Directors of SVFC at the SRP Administration Building, 1500 North Mill Avenue, Tempe, Arizona, at 9:00 a.m. on Tuesday, April 9, 2024.

President and Director D. Rousseau served as Chairman. He called the meeting to order at 9:30 a.m. and acknowledged the existence of a quorum of the Board of Directors.

Approval of the Minutes

On a motion duly made by Vice President and Director C.J. Dobson and seconded by President and Director D. Rousseau, the Board of Directors of the SVFC unanimously approved and adopted the minutes for the meeting of August 17, 2023, as presented.

Secretary J.M. Felty polled the Directors on Vice President and Director C.J. Dobson's motion to approve the minutes for the meeting of August 17, 2023. The vote was recorded as follows:

YES:	Directors David Rousseau, President; Christopher J. Dobson, Vice President; and Kathy L. Mohr-Almeida	(3)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

#### Appointment of Officers for Fiscal Year 2025 (FY25)

Using a PowerPoint presentation, President and Director D. Rousseau reminded the Members that the SVFC Bylaws (Article III, Section 3.2) provide that the Board of Directors, at each annual meeting, appoint the officers of the Corporation to serve for the ensuing year. He stated that the current officers of SVFC are David Rousseau, President; Chris J. Dobson, Vice President; John M. Felty, Secretary; Lora F. Hobaica, Assistant Secretary; Brian J. Koch, Treasurer; and vacant, Assistant Treasurer.

President and Director D. Rousseau concluded by recommending that the SVFC Board of Directors appoint the individuals listed below to serve in their respective capacities in FY25.

There being no other nominations, on a motion duly made by Vice President and Director C.J. Dobson, seconded by Director K.L. Mohr-Almeida and carried, the Board adopted the following resolution:

#### **RESOLUTION APPOINTING THE OFFICERS OF THE CORPORATION FOR FISCAL YEAR 2025**

**RESOLVED**, that the following persons are hereby appointed as Officers of Salt Verde Financial Corporation, to serve in their respective capacities in Fiscal Year 2025 and until their successors are appointed:

President	David Rousseau
Vice President	Christopher J. Dobson
Secretary	John M. Felty
Asst. Secretary	Lora F. Hobaica
Treasurer	Jon W. Hubbard
Asst. Treasurer	Jason I. Riggs

**RESOLVED FURTHER**, that the Officers of the Corporation are hereby authorized, empowered and directed to execute such documents, instruments and other writings, and to do all such things on behalf of and in the name of the Corporation, as may be deemed appropriate, required or necessary to perform the duties incidental to their respective offices.

Secretary J.M. Felty polled the Directors on Vice President and Director C.J. Dobson's motion to approve the appointment of officers for FY25. The vote was recorded as follows:

YES:	Directors David Rousseau, President; Christopher J. Dobson, Vice President; and Kathy L. Mohr-Almeida	(3)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

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

Mark V. Pace, Director of SRP; and Aidan J. McSheffrey of SRP entered the meeting during the presentation.

#### PwC FY24 Audit

Using a PowerPoint presentation and referencing the material distributed, Raul Piña, Partner of PwC, presented the audit plan and the primary objective of the audit plan. He discussed the shared responsibility in compliance with the auditor independence rules between a company's management and its independent auditor.

Mr. R. Piña reviewed areas of audit emphasis including the risk of override of controls by Management, fraud in revenue recognition, and fair value of derivatives. He concluded with an explanation of the audit approach by PwC to these areas of risks and an overview of the members of PwC's audit team.

Continuing, Jeff A. Wright, SRP Director of Financial Reporting, requested approval to retain PwC to serve as an independent public accountant for the FY24 year-end audit.

On a motion duly made by Vice President and Director C.J. Dobson, seconded by Director K.L. Mohr-Almeida and carried, the Board approved the retention of PwC for the FY24 year-end audit.

Secretary J.M. Felty polled the Directors on Vice President and Director C.J. Dobson's motion to approve the FY24 year-end audit. The vote was recorded as follows:

YES:	Directors David Rousseau, President; Christopher J. Dobson, Vice President; and Kathy L. Mohr-Almeida	(3)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

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

Financial MattersUnaudited Financial Statements

Using a PowerPoint presentation, Mr. J.A. Wright provided a financial summary of the FY24 and the FY25 budgets, and he reviewed the unaudited financial statements of the Corporation for the nine-month period ended January 31, 2024.

FY25 Operating Budget

Continuing, Mr. J.A. Wright reviewed the key elements of the proposed Operating Budget of the Corporation for FY25, including the estimated income and expenses. He concluded by recommending that the SVFC Board of Directors approve the proposed Operating Budget for FY25, as presented.

On a motion duly made by Director K.L. Mohr-Almeida, seconded by Vice President and Director C.J. Dobson and carried, the Board granted approved, as recommended.

Secretary J.M. Felty polled the Directors on Director K.L. Mohr-Almeida's motion to approve the Operating Budget for FY25. The vote was recorded as follows:

YES:	Directors David Rousseau, President; Christopher J. Dobson, Vice President; and Kathy L. Mohr-Almeida	(3)
NO:	None	(0)
ABSTAINED:	None	(0)
ABSENT:	None	(0)

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

Status of Operations and Counterparty Credit Ratings Update

Using a PowerPoint presentation, Jason I. Riggs, Assistant Treasurer of SVFC and Director and Assistant Treasurer of Treasury Operations and Compliance of SRP, updated the Board on the status of operations of SVFC and its credit rating. He reported that the inception to-date gas discount was \$8.6 million and that there had been no delivery issues.

Mr. J.I. Riggs provided a review of Moody's and Standard and Poor's current credit ratings of Citigroup Inc. (Citi) and the other counterparties involved. He reviewed the Citi collateral received and invested, which included interest earned and interest paid to Citi through March 2024.

Mr. J.I. Riggs concluded with background information, key elements, transaction participants, and the structure of SVFC's operations.

Copies of the PowerPoint slides used in this presentation are on file in the SRP

Corporate Secretary's Office and, by reference, made a part of these minutes.

Reuben T. Judd of SRP; and Pam Collins of Chamberlain Enterprises entered the meeting during the presentation.

There being no further business to come before the Board, the meeting adjourned at 10:04 a.m.

John M. Felty  
Secretary





August 8, 2024

# The PwC audit

For when trust matters



**Salt Verde Financial Corporation**

## Audit Results

Report to the Board of Directors



**CONFIDENTIAL**

This report and the information that it contains is intended solely for the information and use of those charged with governance and, if appropriate, management, and is not intended to be, and should not be used by anyone other than these specified parties.





## The PwC Audit

For when trust matters

August 8, 2024

Dear Members of the Board of Directors of Salt Verde Financial Corporation:

We are pleased to submit our Report to the Board of Directors related to the results of our FY2024 audit of Salt Verde Financial Corporation (the "Company"). Our report includes an update on the status of our audit, a summary of the results of our audit work and other required communications. This report has been prepared in advance of our meeting and prior to the completion of our procedures. Other matters of interest to the Board of Directors may arise, which we will bring to your attention at our meeting.

We look forward to presenting this report on your PwC Audit. If you have any questions or wish to discuss any other matters prior to our meeting, please do not hesitate to contact me at (708) 310-2358 or [raul.pina@pwc.com](mailto:raul.pina@pwc.com).

Very truly yours,

Raúl Piña  
Engagement Partner

*PricewaterhouseCoopers LLP, 4300 E Camelback Rd, Suite 475, Phoenix, AZ 85018 T: (602) 364 8000*

August 8, 2024 – SVFC Board Meeting, R. Piña



# Executive Summary

## Status of the Audit:

- We are substantially complete with our audit of the financial statements pending completion of the items below:
  - Review of final version of the financial statements
  - Receipt of the signed management representation letters
  - Keeping current procedures
  - Review and finalization of our audit file documentation
- We expect to issue an unqualified opinion.

## Significant Changes to Audit Plan:

- We presented our planned audit approach, including our preliminary risk assessment, and related scoping considerations for 2024 to the Board of Directors on April 11, 2024.
- Throughout the audit, we continuously evaluated the appropriateness of our audit strategy.
- There were no significant changes to the planned audit approach.

## Audit Findings:

- Based on our procedures performed to date, we have not identified any material misstatements in the financial statements.



# Audit risks

During our planning phase of the audit, we previously provided you with a preliminary list of areas of audit emphasis in response to identified risk. Below is the listing of areas of significant risk:

- Management override of controls (Presumed Risk for all Audits)
- Fair value of derivatives may not be properly recorded (Valuation)
- Risk of fraud in revenue recognition (Accuracy)

There were no changes to our identified areas of significant risk during the execution phase of the audit. There were no misstatements identified in connection with our audit procedures in these areas.



# Other required communications

Matter to report	No	Yes	Comments
<b>Independence</b>	✓		There were no independence matters that occurred or were identified subsequent to the date of our most recent independence communication to the Audit Committee on April 11, 2024. We are not aware of any relationships between our Firm (or any of the Firm's affiliates) and the Company or persons in financial reporting oversight roles at the Company that may reasonably be thought to bear on our independence.
<b>Fraud</b>	✓		We did not identify any potential or known fraud.
<b>Non-compliance with laws and regulations</b>	✓		We are not aware of any instances of non-compliance with laws and regulations.
<b>Related Parties</b>	✓		After evaluating the company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, we have identified no significant findings or issues arising during the audit in connection with the company's related parties.
<b>Quality of the company's financial reporting</b>	✓		We have considered the qualitative aspects of the company's significant accounting policies and practices, and we identified no reportable matters.
			We have evaluated whether the difference between (1) estimates best supported by the audit evidence and (2) estimates included in the financial statements, which are individually reasonable, indicate a possible bias on the part of the company's management. We did not identify any areas of possible bias.
			We have performed an evaluation of whether the presentation of the financial statements and the related disclosures are in conformity with the applicable financial reporting framework, including our consideration of the form, arrangement, and content of the financial statements (including the accompanying notes). We did not identify any instances of nonconformity.
<b>Alternative accounting treatments</b>	✓		The basis of accounting is disclosed in Note 2 in the financial statements. These policies are consistent with those followed in previous years and we believe such policies are appropriate.



# Other required communications

Matter to report	No	Yes	Comments
Material uncertainties related to events and conditions (specifically going concern)	✓		There were no conditions and events that we identified that indicate that there is substantial doubt about the Company’s ability to continue as a going concern.
Other information in documents containing audited financial statements	✓		<p>Effective for AICPA-standards audits for entities with fiscal years ending on or after December 15, 2021, AICPA Auditing Standards Board Statement on Auditing Standards No. 137 (SAS 137) requires that we communicate to you our responsibility with respect to other information, the procedures performed related to the other information, and the results.</p> <p>These standards require that we read other information, whether financial or nonfinancial, included in the Company’s annual report and consider whether a material inconsistency exists between the other information and the financial statements and to remain alert for indications that</p> <ul style="list-style-type: none"><li>• A material inconsistency exists between the other information and the auditor’s knowledge obtained in the audit, and/or</li><li>• A material misstatement of fact exists, or the other information is otherwise misleading.</li></ul> <p>We assume no obligation to perform procedures to corroborate such other information as part of our audit.</p> <p>As it relates to other information included in the annual report, management has provided us with a written acknowledgment of the document(s) which comprise the annual report and the planned manner and timing of issuance of those document(s). We have completed our procedures over the other information and have not identified uncorrected material inconsistencies, material misstatements or statements that are otherwise misleading.</p>



# Other required communications

Matter to report	No	Yes	Comments
Disagreements with management	✓		There were no disagreements with management.
Consultation with other accountants	✓		We are not aware of any consultations management has had with other accountants about significant accounting or auditing matters.
Difficulties encountered during the audit	✓		There were no significant difficulties encountered during the audit.
Difficult or contentious matters	✓		There were no difficult or contentious matters for which we consulted outside the engagement team, and we reasonably determined are significant and relevant to those charged with governance regarding the responsibility to oversee the financial reporting process.
Other material written communications	✓		In connection with our audit, management has provided us with a written representation letter to confirm certain facts about the company's financial information, such as its accuracy and completeness. The letter also serves to document management's responsibilities for the financial statements.
Other matters	✓		There were no other matters arising from the audit that are significant and relevant to the oversight of the company's financial reporting process.



# For when trust matters

Report to the **Board of Directors**

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August 8, 2024

# The PwC audit

For when trust matters



**Salt Verde Financial Corporation**

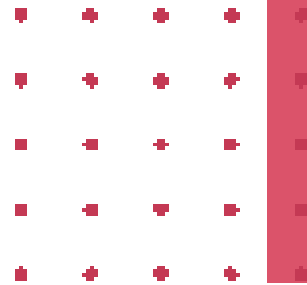
## Audit Results

Report to the Board of Directors



**CONFIDENTIAL**

This report and the information that it contains is intended solely for the information and use of those charged with governance and, if appropriate, management, and is not intended to be, and should not be used by anyone other than these specified parties.





## The PwC Audit

For when trust matters

August 8, 2024

Dear Members of the Board of Directors of Salt Verde Financial Corporation:

We are pleased to submit our Report to the Board of Directors related to the results of our FY2024 audit of Salt Verde Financial Corporation (the "Company"). Our report includes an update on the status of our audit, a summary of the results of our audit work and other required communications. This report has been prepared in advance of our meeting and prior to the completion of our procedures. Other matters of interest to the Board of Directors may arise, which we will bring to your attention at our meeting.

We look forward to presenting this report on your PwC Audit. If you have any questions or wish to discuss any other matters prior to our meeting, please do not hesitate to contact me at (708) 310-2358 or [raul.pina@pwc.com](mailto:raul.pina@pwc.com).

Very truly yours,

Raúl Piña  
Engagement Partner

*PricewaterhouseCoopers LLP, 4300 E Camelback Rd, Suite 475, Phoenix, AZ 85018 T: (602) 364 8000*



## What's inside

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Audit Results

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Other Required  
Communications

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Appendices



# Audit results



# Audit risks and results

## Significant Risks – Risk of management override of controls

### Description of matter

Risk of management override of controls is a presumed risk for all audits under professional standards.

### Our audit response

- We inquired with management and others regarding their knowledge of fraud or suspected fraud and the fraud risk assessment process.
- We incorporated an element of unpredictability in the selection of nature, timing and extent of audit procedures.
- We tested manual journal entries meeting certain criteria.
- We planned to review the business purpose of significant unusual transactions, of which there were none in FY24.
- We evaluated and corroborated management's key judgments, assumptions and estimates as seen in the following slides.
- As of the date of this report, the engagement team has not identified any instances of management override of controls.

## Executive Summary

### Status of the Audit:

- We are substantially complete with our audit of the financial statements pending completion of the items below:
  - Review of final version of the financial statements
  - Receipt of the signed management representation letters
  - Keeping current procedures
  - Review and finalization of our audit file documentation
- We expect to issue an unqualified opinion.
- Draft audit report has been included in Appendix I.
- Draft management representation letter is included in Appendix II.

### Significant Changes to Audit Plan:

- We presented our planned audit approach, including our preliminary risk assessment, and related scoping considerations for 2024 to the Board of Directors on April 11, 2024.
- Throughout the audit, we continuously evaluated the appropriateness of our audit strategy.
- There were no significant changes to the planned audit approach.

### Audit Findings:

- Based on our procedures performed to date, we have not identified any material misstatements in the financial statements.



# Audit risks and results

## Significant Risks – Risk of fraud in revenue recognition (Accuracy Assertion)

### Description of matter

Income statement impact at April 30, 2024:

\$78.6M (\$20.8M Gas Sales, \$57.8M Commodity Swap Revenue)

### Our audit response

- We planned to obtain and review significant contracts entered or modified during the year and assess for appropriate accounting. None were identified in FY24.
- We performed subsequent cash vouching by tracing the total revenue amount from the customer invoice to the bank statement. We also agreed the volumes and price per unit to the invoices. All selections were agreed to the underlying contracts which were confirmed with the appropriate parties in FY24.
- We obtained 3rd party confirmations for the gas sales revenue and expenses.
- As of the date of this report, the engagement team has not identified any material misstatements.



# Audit risks and results

## Significant Risks – Fair value of derivatives may not be properly recorded (valuation assertion)

### Description of matter

Balance sheet impact at April 30, 2023:

Derivative Asset \$762M, Derivative Liability \$795M

### Description of estimate

Valuation of Derivative Instruments accounting estimate – Management's judgement in determining valuation of derivative instruments.

### Significant Assumptions

The significant assumptions underlying the estimate are the calculated discount rate and the future gas curve (for the gas swap and offsetting prepaid gas instrument) and the spread between taxable and tax-exempt entity interest rates (for the supply agreement instrument).

### Management's process for developing estimates

Management uses several data sources to calculate the fair value of derivative investments. Management obtains the future gas curve and Bloomberg screenshot for Citigroup CDS rates from the ERM department. The forward interest rates for tax-exempt and the taxable entities are obtained from the treasury department. The risk-free rates are pulled from the US treasury department website. The forward curves are San Juan obtained from Allegro and Wood Mackenzie. The inputs are used within models to calculate the fair value of the derivative instruments.

### Our audit response

- We obtained an understanding of management's process for valuing derivative instruments.
- We utilized our PwC commodity derivative specialists to review the inputs from pricing agencies and forward price curves, and the appropriateness of the methodology used to value the derivative instruments.
- As of the date of this report, the engagement team has not identified any material misstatements.





# Other required communications



# Other required communications

Matter to report	No	Yes	Comments
Independence	✓		There were no independence matters that occurred or were identified subsequent to the date of our most recent independence communication to the Audit Committee on April 11, 2024. We are not aware of any relationships between our Firm (or any of the Firm's affiliates) and the Company or persons in financial reporting oversight roles at the Company that may reasonably be thought to bear on our independence.
Fraud	✓		We did not identify any potential or known fraud.
Non-compliance with laws and regulations	✓		We are not aware of any instances of non-compliance with laws and regulations.
Related Parties	✓		After evaluating the company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, we have identified no significant findings or issues arising during the audit in connection with the company's related parties.
Quality of the company's financial reporting	✓		We have considered the qualitative aspects of the company's significant accounting policies and practices, and we identified no reportable matters.
			We have evaluated whether the difference between (1) estimates best supported by the audit evidence and (2) estimates included in the financial statements, which are individually reasonable, indicate a possible bias on the part of the company's management. We did not identify any areas of possible bias.
Alternative accounting treatments	✓		We have performed an evaluation of whether the presentation of the financial statements and the related disclosures are in conformity with the applicable financial reporting framework, including our consideration of the form, arrangement, and content of the financial statements (including the accompanying notes). We did not identify any instances of nonconformity.
			The basis of accounting is disclosed in Note 2 in the financial statements. These policies are consistent with those followed in previous years and we believe such policies are appropriate.



# Other required communications

Matter to report	No	Yes	Comments
Material uncertainties related to events and conditions (specifically going concern)	✓		There were no conditions and events that we identified that indicate that there is substantial doubt about the Company's ability to continue as a going concern.
Other information in documents containing audited financial statements	✓		<p>Effective for AICPA-standards audits for entities with fiscal years ending on or after December 15, 2021, AICPA Auditing Standards Board Statement on Auditing Standards No. 137 (SAS 137) requires that we communicate to you our responsibility with respect to other information, the procedures performed related to the other information, and the results.</p> <p>These standards require that we read other information, whether financial or nonfinancial, included in the Company's annual report and consider whether a material inconsistency exists between the other information and the financial statements and to remain alert for indications that</p> <ul style="list-style-type: none"><li>• A material inconsistency exists between the other information and the auditor's knowledge obtained in the audit, and/or</li><li>• A material misstatement of fact exists, or the other information is otherwise misleading.</li></ul> <p>We assume no obligation to perform procedures to corroborate such other information as part of our audit.</p> <p>As it relates to other information included in the annual report, refer to the management representation letter attached for management's written acknowledgment of the document(s) which comprise the annual report and the planned manner and timing of issuance of those document(s). We have completed our procedures over the other information and have not identified uncorrected material inconsistencies, material misstatements or statements that are otherwise misleading.</p>



# Other required communications

Matter to report	No	Yes	Comments
Disagreements with management	✓		There were no disagreements with management.
Consultation with other accountants	✓		We are not aware of any consultations management has had with other accountants about significant accounting or auditing matters.
Difficulties encountered during the audit	✓		There were no significant difficulties encountered during the audit.
Difficult or contentious matters	✓		There were no difficult or contentious matters for which we consulted outside the engagement team, and we reasonably determined are significant and relevant to those charged with governance regarding the responsibility to oversee the financial reporting process.
Other material written communications	✓		Appendix II includes a copy of other material written communications with management, including a copy of management's representation letter.
Other matters	✓		There were no other matters arising from the audit that are significant and relevant to the oversight of the company's financial reporting process.



# Appendices



# Appendices

Audit report draft

I

Management representation letter draft

II



# Audit report draft - Appendix I



## **Report of Independent Auditors**

To the Board of Directors of Salt Verde Financial Corporation

### ***Opinion***

We have audited the accompanying financial statements of Salt Verde Financial Corporation ("SVFC"), which comprise the statements of net position as of April 30, 2024 and 2023, the related statements of revenues, expenses, and changes in net position and of cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of SVFC as of April 30, 2024 and 2023, and the changes in financial position and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Basis for Opinion***

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of SVFC and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about SVFC's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS, will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material





if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of SVFC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about SVFC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

### ***Required Supplemental Information***

Accounting principles generally accepted in the United States of America require that the *management's discussion and analysis* on pages 1 through 7 be presented to supplement the basic financial statements. Such information is the responsibility of management, although not a part of the basic financial statements, is required by *the Governmental Accounting Standards Board* who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplemental information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

**Signature**

August 16, 2024



# Management representation letter draft – Appendix II



August 16, 2024

PricewaterhouseCoopers LLP  
Attn: Raúl Piña  
1850 N Central Ave., Suite 700  
Phoenix, AZ 85004

We are providing this letter in connection with your audits of the financial statements of Salt Verde Financial Corporation (the "Company") as of April 30, 2024 and April 30, 2023 and for the years then ended for the purpose of expressing an opinion as to whether such financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows of the Company in conformity with accounting principles generally accepted in the United States of America. We acknowledge and confirm that we have fulfilled our responsibility, as set out in our engagement letter of April 19, 2024, for the preparation and fair presentation in the financial statements of financial position, results of operations, and of cash flows in conformity with generally accepted accounting principles, including the appropriate selection and application of accounting policies.

Certain representations in this letter are described as being limited to those matters that are material. Materiality is entity specific. The omission or misstatement of an item in a financial report is material, regardless of size, if in light of surrounding circumstances, the magnitude of the item is such that it is probable that the judgment of a reasonable person relying upon the report would have been changed or influenced by the inclusion or correction of the item. Materiality used for purposes of these representations is \$2,000,000.

We confirm, to the best of our knowledge and belief, as of August 16, 2024, the date of your report, the following representations made to you during your audits:

1. The financial statements referred to above are fairly presented in conformity with accounting principles generally accepted in the United States of America (GAAP), and include all disclosures necessary for such fair presentation and disclosures otherwise required to be included therein by the laws and regulations to which the Company is subject. We have prepared the Company's financial statements on the basis that the Company is able to continue as a going concern. There are no conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date the financial statements are issued.

2. We have made available to you:
  - a. All financial records and related data.
  - b. Unconditional access to persons within the entity from whom you have requested audit evidence.
  - c. All minutes of the meetings of the Board of Directors. For meetings not approved in final form, PwC was made aware by management and the Board of all substantive actions planned for the meeting. The most recent meeting held was on August 8, 2024.
3. We have appropriately reconciled our books and records (e.g., general ledger accounts) underlying the financial statements to their related supporting information (e.g., sub ledger or third-party data). All related reconciling items considered to be material were identified and included on the reconciliations and were appropriately adjusted in the financial statements, as necessary. There were no material unreconciled differences or material general ledger suspense account items that should have been adjusted or reclassified to another account balance. There were no material general ledger suspense account items written off to a balance sheet account, which should have been written off to an income statement account and vice versa.
4. There have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices.
5. There are no material transactions, agreements or accounts that have not been properly recorded in the accounting records underlying the financial statements.
6. We acknowledge and confirm that we have fulfilled our responsibility, as set out in our engagement letter of April 19, 2024, for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error and we have disclosed to you all deficiencies in the design or operation of internal control over financial reporting of which we are aware.
7. We acknowledge our responsibility for the design and implementation of programs and controls to provide reasonable assurance that fraud is prevented and detected.
8. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud, and we have no knowledge of any fraud or suspected fraud affecting the Company involving:
  - a. Management,
  - b. Employees who have significant roles in internal control over financial reporting, or
  - c. Others where the fraud could have a material effect on the financial statements.

9. We have no knowledge of any allegations of fraud or suspected fraud affecting the Company received in communications from employees, former employees, analysts, regulators, short sellers, or others.

(As to items 7, 8 and 9, we understand the term “fraud” to mean those matters described in AICPA AU-C 240.)

10. There have been no violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
11. The Company has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
12. We have disclosed to you the identity of all the Company’s related parties and all the related party relationships and transactions of which we are aware.
13. There are no side agreements or other arrangements (either written or oral) that have not been disclosed to you.
14. The following, if material, have been properly recorded or disclosed in the financial statements:
  - a. Relationships and transactions with related parties, as described in Governmental Accounting Standards Board Statement (GASBS) No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA pronouncements* (GASBS 62) including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties.
  - b. Guarantees, whether written or oral, under which the Company is contingently liable.
  - c. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with GASBS 62. (Significant estimates are estimates at the balance sheet date that could change materially within the next year. Concentrations refer to volumes of business, revenues, available sources of supply, or markets or geographic areas for which events could occur that would significantly disrupt normal finances within the next year.)
15. The Company has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral, except as disclosed in the financial statements.
16. The Company has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

17. All liabilities of the Company of which we are aware are included in the financial statements at the balance sheet dates. There are no other liabilities or gain or loss contingencies that are required to be recognized or disclosed by GASBS 62, and no unasserted claims or assessments that our legal counsel has advised us are probable of assertion and required to be disclosed in accordance with that topic.
18. We are responsible for all significant estimates and judgments affecting the financial statements. The methods, underlying data, and significant assumptions used in developing accounting estimates and the related disclosures are reasonable and appropriate to achieve recognition, measurement, or disclosure in the financial statements in accordance with accounting principles generally accepted in the United States of America. The methods used in developing accounting estimates have been consistently applied in the periods presented and the data used in developing accounting estimates is accurate and complete. Accounting estimates and judgments appropriately reflect management's intent and ability to carry out specific courses of action, where relevant. There have been no subsequent events that would require the adjustment of any significant estimates and related disclosures.
19. We acknowledge and confirm that we understand your responsibility, as set out in our engagement letter of April 19, 2024, to obtain an understanding of the design and implementation of the Company's internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. We also acknowledge that you have not tested the operating effectiveness of our internal control over financial reporting as part of your audit of the financial statements.
20. We have provided you with the final version of the document(s) that comprise the annual report (as defined by AU-C Section 720), as listed in Attachment 1 to this letter. The other information included in the Company's annual report is consistent with the financial statements and does not contain any material misstatements. Should there be any changes to the annual report, we acknowledge and confirm our responsibility to notify you of the change and provide a written acknowledgement of the document or documents that comprise the annual report and the planned manner and timing of issuance of such documents and to provide the final version of the document(s) prior to issuance of the updated annual report, such that you can complete the procedures required by applicable professional standards.
21. We acknowledge our responsibility for the presentation of the management's discussion and analysis in accordance with GASBS No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments* (GASBS 34). We believe such information, including its form and content, is fairly presented in accordance with GASBS 34. The methods of measurement or presentation have not changed from those used in the prior period. We have informed you about any significant assumptions or interpretations underlying the measurement or presentation of the information.

22. The Company has adopted GASBS No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*. Governmental entities are given the option whether or not to apply all FASB statements and Interpretations issued after November 30, 1989, except for those that conflict with or contradict GASB pronouncements. The Company has elected to not implement FASB Statements and Interpretations issued after November 30, 1989. Such election is properly disclosed in the financial statements.
23. All cash and deposit accounts and all other properties and assets of the Company are included in the financial statements. Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances, lines of credit, collateral posted or similar arrangements have been properly disclosed in the financial statements.
24. We consistently applied our policy regarding classification of cash and cash equivalents, which are short-term, highly liquid investments that are readily convertible to known amounts of cash and are so near their maturity that there is insignificant risk of changes in value due to interest rate or other credit risk changes.
25. All borrowings and financial obligations of the Company have been disclosed to you and are properly recorded and disclosed in the financial statements.
26. The Company has appropriately classified as current and non-current its Senior and Subordinated Gas Revenue Bonds in the Company's classified balance sheet in accordance with the appropriate authoritative guidance.
27. The Company has not violated any covenants of its Senior and Subordinated Gas Revenue Bonds during any of the periods presented, and we disclosed to you all covenants and information related to how we determined compliance with the covenants.
28. The tax-exempt bonds issued by the Company have retained their tax-exempt status.
29. We evaluated all contracts and financial instruments to determine whether they meet the definition of a derivative under GASBS No. 53, *Accounting and Financial Reporting for Derivative Instruments* (GASBS 53).
30. We evaluated financial instruments and other contracts to determine whether the hybrid instrument contains embedded derivative instruments and have separated the embedded derivative from the host contract and accounted for it separately at fair value in accordance with GASBS 53, if the following criteria in accordance with GAAP have been met: (i) the economic characteristics and risks of the embedded derivative are not clearly and closely related to the host contract, (ii) the hybrid instrument that includes the embedded and host contracts is not remeasured at fair value in accordance with GAAP

and (iii) a separate instrument with the same terms as the embedded derivative instrument, would, under GAAP, be a derivative instrument.

31. We are responsible for all significant estimates and judgments affecting derivative financial instruments and commodity derivatives valuation. The methods, underlying data, and significant assumptions used in derivative financial instruments and commodity derivatives valuation and related disclosures are consistent with what a market participant would use, and are reasonable and appropriate to achieve recognition, measurement or disclosure in the financial statements, in accordance with GASB No. 53, *Accounting and Financial Reporting for Derivative Instruments*. The methods used in valuation have been consistently applied in the periods presented and the data used in valuation is accurate and complete. Accounting estimates and judgments appropriately reflect management's intent and ability to carry out specific courses of action, where relevant. There have been no subsequent events that would require the adjustment of any valuations and related disclosures.
32. We disclosed in the financial statements each significant concentration of credit risk arising from all financial instruments.
33. Components of net position (restricted, and unrestricted) are properly classified.
34. The financial statements disclose all matters of which we are aware that are relevant to the Company's ability to continue as a going concern, including all significant conditions and events and management's plans. There have been no events that indicate a termination event (as defined by the Agreement for Purchase and Sale of Natural Gas between the Company and Citigroup Energy, Inc.) has or is likely to occur. In addition, all obligations under the operable documents, including gas deliveries, are being satisfied. Accordingly, the Company's financial statements are prepared on a going-concern basis. We made available to you all relevant information on the Company's ability to continue as a going concern that could affect the financial statements. There have been no subsequent events which would indicate a termination event is likely to occur.
35. We have accounted for our investments in accordance with the requirements of GASBS No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. In accordance with this guidance, we have concluded that investments held are "nonparticipating" contracts and, as such, the investments are recorded at cost. Furthermore, we have considered whether the fair value of the investments has been significantly affected by the impairment of the credit standing of the issuer or other facts. The posting of collateral by MBIA Inc. and AIG Matched Funding Corp. (AIGM FC) to support the investments precluded the need to record any impairment as of April 30, 2024.



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**David Rousseau**  
**President and Director**

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**Jon Hubbard**  
**Treasurer**

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**Sue Ann Perkinson**  
**Senior Director & Controller**  
**Salt River Project, on behalf of Salt Verde Financial Corporation**

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**Jeff Wright**  
**Director, Financial Reporting**  
**Salt River Project, on behalf of Salt Verde Financial Corporation**

Acknowledgement of Plans to Issue Other Information

As set forth in the terms of our engagement letter dated April 19, 2024, we acknowledge and understand our responsibility to provide written acknowledgment of which document or documents comprise Salt Verde Financial Corporation's (the "Company") annual report and the Company's planned manner and timing of issuance of such documents. We also acknowledge and understand our responsibility for the preparation of any other information, whether financial or nonfinancial, accompanying the consolidated financial statements and the auditor's report thereon in the Company's annual report ("other information"), in a manner which is (a) materially consistent with information appearing in the financial statements (b) materially factual; and (c) not otherwise misleading. We acknowledge and understand our responsibility to provide you with the final version of the document or documents comprising the annual report in a timely manner, and, if possible, provide the final version of other information prior to the date of your audit report on the financial statements. When some or all of the other information will not be available until after the date of your report on the financial statements, we acknowledge and understand our responsibility to provide a written representation that the final version of the other information will be provided to you when available, and prior to the Company's issuance of other information, such that you can complete any procedures that may be required by auditing standards generally accepted in the United States of America.

The purpose of this Attachment is to provide the written acknowledgment described in the preceding paragraph.

We acknowledge and confirm that, as of the date of this letter, we plan to furnish an annual report containing, accompanying, or incorporating by reference the financial statements and your report thereon.

Documents comprising the annual report include:

- The financial statements
- Management's Discussion & Analysis

The following summarizes the planned manner and timing of issuance of the other information comprising the annual report:

- Management's Discussion & Analysis – plan to be issued in hardcopy simultaneously with the issuance of the financial statements at the conclusion of your audit.



# For when trust matters

Report to the **Board of Directors**



# **Salt Verde Financial Corporation Update on Current Operations & Investments**

Jason I. Riggs | August 8<sup>th</sup>, 2024

# Salt Verde Financial Corporation - Operations Update

FY24 Gas Discount \$ 8.6 million

Total savings – Inception through June 2024 \$ 177.0 million

- Gas Discount \$ 127.0 million
- Interest Earnings\* \$ 50.0 million

No delivery issues

Current credit ratings



Senior Debt		Subordinate Debt	
Moody's	S&P	Moody's	S&P
A3	BBB+	Ba3	BBB+

*\*Excluding collateral*

# Counterparty Ratings – August 2024

Counterparties Monitored in Pre-Pay Gas Transaction							
Counterparty	Role	Current Rating		Trigger Rating		Notches to Reach Trigger	
		S&P	Moody's	S&P	Moody's	S&P	Moody's
Salt Verde Financial Corp.'s Primary Exposure							
Citigroup Inc.	Guarantor for CEI	BBB+	A3	BBB+	Baa1	Trigger Reached	1
Other Entities Involved in Transaction							
Citigroup Energy Inc.	Gas Supplier	A+	NR	N/A			
Royal Bank of Canada	Commodity Swap Provider	AA-	Aa1	A-	A3	3	5
MBIA Insurance Corp. (MBIA Inc's Guarantor)	Investment Agreement Provider (Debt Reserve)	NR	Caa1	A+	A1	Trigger Reached	Trigger Reached
	Surety Bond Provider	NR	Caa1	N/A			
National Public Finance Guarantee Corp.	Reinsurance Provider for MBIA Insurance Corp.	NR	Baa2	N/A			
American General Life Insurance Co.	Investment Agreement Provider (Debt Service & Capitalized Interest)	A+	A2	A+	A1	Trigger Reached	Trigger Reached
		A+	A2	BBB+	Baa1	3	2
U.S. Bank NA	Bond Trustee	A+	A2	N/A			

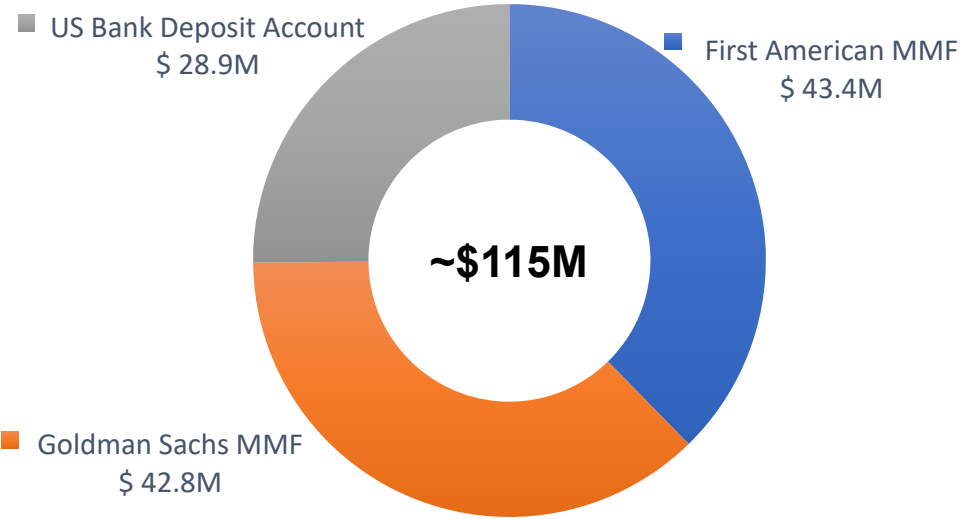
# Citi Collateral

Initial Amount Received on May 10, 2016

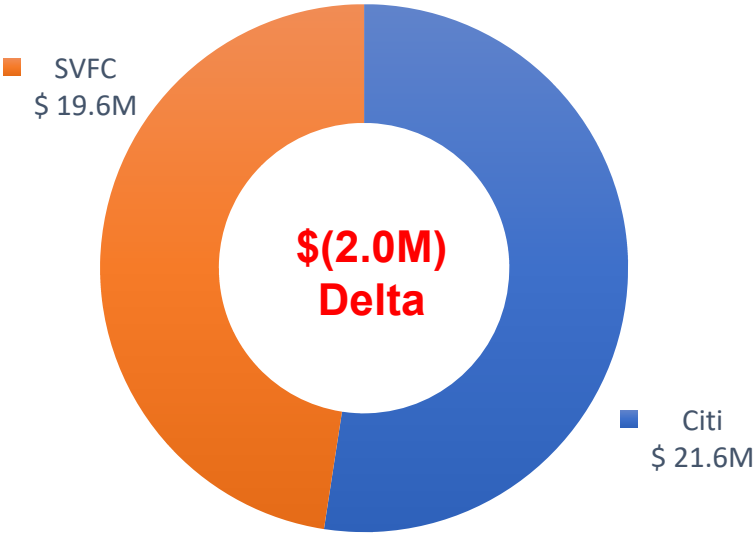
\$197.6 million

- Required balance is re-calculated/adjusted, ~\$118M at 6/30/2024

Collateral Held – Breakdown



Interest Earned - Inception thru June 2024





# Operating Account

Operating Funds	\$	7.8 million
• US Bank Operating Fund Bank Account	\$	5.3 million
• First American Money Market Fund	\$	2.5 million

## Operating Account Functions

- Interest earnings flow through to the Operating Account, and from there are rebated to SRP
- Interest SVFC earns and interest paid to Citi on Collateral flows through Operating Account
- Payments from SRP for SVFC services are made here, on a per MMBtu basis
- US Bank monthly charges

# Investment Review

## Investment Policy Statement of Compliance

- The Investment Portfolio meets all the credit, liquidity, threshold, security type, maturity, prudence, controls, custody and safety objectives the Policy requires.

**thank you**



# **Salt Verde Financial Corporation**

## **Year-End Financial Update**

Jeff Wright  
August 8, 2024

Confidential

# Salt Verde Financial Corporation

## Financial Update

(Amounts in thousands)	<u>FY 2024</u> <u>Actual</u>	<u>FY 2024</u> <u>Budget</u>	<u>Variance</u>
<b><u>Income</u></b>			
Gas Revenues	\$ 78,590	\$ 78,590	\$ -
Investment Income	3,165	3,167	(2)
Investment Income on Collateral	6,273	5,871	402
Total Income	<u>88,028</u>	<u>87,628</u>	<u>400</u>
<b><u>Expenses</u></b>			
Bond Interest	54,910	54,910	-
Amortization of Prepaid Gas	35,721	35,721	-
Transfers to SRP	3,220	3,167	53
Interest Expense on Collateral	6,412	6,625	(213)
Other	100	157	(57)
Total Expenses	<u>100,363</u>	<u>100,580</u>	<u>(217)</u>
Gain (loss) on Derivatives	<u>16,673</u>	<u>-</u>	<u>16,673</u>
<b>Net Income (Loss)</b>	<u>\$ 4,338</u>	<u>\$ (12,952)</u>	<u>\$ 17,290</u>

# Salt Verde Financial Corporation

## Financial Update

(Amounts in thousands)

	<u>April 30, 2024</u>	<u>April 30, 2023</u>	<u>Variance</u>
<b><u>Assets</u></b>			
Current Assets	\$ 100,397	\$ 100,469	\$ (72)
Current portion of derivative asset	68,654	58,038	10,616
Derivative asset, net of current portion	693,041	774,146	(81,105)
Collateral Assets	114,832	125,941	(11,109)
Other Assets	464,377	500,098	(35,721)
Total Assets	<u>\$ 1,441,301</u>	<u>\$ 1,558,692</u>	<u>\$ (117,391)</u>
<b><u>Liabilities &amp; Equity</u></b>			
Current Liabilities	\$ 50,190	\$ 46,514	\$ 3,676
Current portion of derivative liability	76,993	66,296	10,697
Collateral Liability	114,832	125,941	(11,109)
Long Term Liabilities	1,040,866	1,068,000	(27,134)
Derivative liability, net of current portion	717,604	815,463	(97,859)
Equity	(559,184)	(563,522)	4,338
Total Liabilities & Equity	<u>\$ 1,441,301</u>	<u>\$ 1,558,692</u>	<u>\$ (117,391)</u>

