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Transcript Exhibit(s)

AZ CORP COMMISSION
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Docket#(s): E 01345A-06-0779

Exhibit #: APS-1, APS-2, APS-3, S-1,
S-2.

Arizona Corporation Commission
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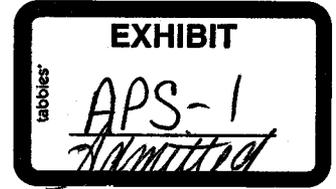
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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

JEFF HATCH-MILLER, Chairman
WILLIAM A. MUNDELL
MIKE GLEASON
KRISTIN K. MAYES
BARRY WONG



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AZ CORP COMMISSION
DOCUMENT CONTROL
VERIFIED APPLICATION

DOCKET NO. E-345-06-

IN THE MATTER OF THE APPLICATION
OF ARIZONA PUBLIC SERVICE
COMPANY FOR AN ORDER OR
ORDERS AUTHORIZING IT TO ISSUE,
INCUR, AND AMEND EVIDENCES OF
LONG-TERM INDEBTEDNESS AND
SHORT-TERM INDEBTEDNESS, TO
EXECUTE NEW SECURITY
INSTRUMENTS TO SECURE ANY SUCH
INDEBTEDNESS, TO REPAY AMOUNTS
PAID UNDER ANY PINNACLE WEST
CAPITAL CORPORATION GUARANTEE
OF ARIZONA PUBLIC SERVICE
COMPANY INDEBTEDNESS AND FOR
DECLARATORY ORDER

IN THE MATTER OF THE APPLICATION
OF PINNACLE WEST CAPITAL
CORPORATION FOR AN ORDER OR
ORDERS AUTHORIZING IT TO
GUARANTEE THE INDEBTEDNESS OF
ARIZONA PUBLIC SERVICE COMPANY

I. VERIFIED APPLICATION

Pursuant to Sections 40-285, 40-301, and 40-302 of the Arizona Revised Statutes ("A.R.S."), Arizona Public Service Company (the "Company") hereby files this Application seeking one or more orders which, together, will authorize the Company to: (i) incur the Continuing Long-Term Debt (as defined herein); (ii) redeem, refinance, refund, renew, reissue, roll-over, repay, and re-borrow from time to time such Continuing Long-Term Debt, and establish and amend the terms and provisions of Continuing Long-Term Debt from time to time; (iii) incur the Continuing Short-Term Debt (as defined herein); (iv) redeem, refinance, refund, renew, reissue, roll-over, repay, and re-borrow from time to time such Continuing Short-Term Debt, and establish and amend the terms

1 and provisions of Continuing Short-Term Debt from time to time; (v) determine the form
2 of security, if any, for the Continuing Long-Term Debt and the Continuing Short-Term
3 Debt, execute and deliver one or more Security Instruments (as defined herein) in
4 connection with the Continuing Long-Term Debt and the Continuing Short-Term Debt,
5 and establish and amend the terms and provisions of any such Security Instruments from
6 time to time; and (vi) reimburse any amounts paid by Pinnacle West Capital Corporation
7 (“Pinnacle West”) under any Guarantee (as defined herein).

8 APS further requests a declaratory order that confirms that only traditional
9 indebtedness for borrowed money (and not the other types of arrangements described in
10 paragraph 13 of this Application) constitutes an “evidence of indebtedness” under A.R.S.
11 Sections 301 and 302 and that, therefore, such other arrangements (of the type described
12 in paragraph 13) neither require prior Commission authorization nor count against the
13 Continuing Long-Term Debt or Continuing Short-Term Debt authorizations requested in
14 this Application.

15 Pursuant to A.A.C. R14-2-806, Pinnacle West hereby files this Application seeking
16 an ongoing waiver of or authorization under A.A.C. R14-2-803 to allow Pinnacle West to
17 guarantee the indebtedness of the Company from time to time.

18 APS and Pinnacle West request issuance of the order or orders sought in this
19 Application no later than June 30, 2007 so that APS will have sufficient financing
20 authority to support its obligations without interruption. APS and Pinnacle West also
21 request that the order or orders sought in this Application become effective immediately
22 upon the issuance thereof.

23 II. SUPPORTING STATEMENTS

24 In support of this Application, the Company and Pinnacle West respectfully state
25 as follows:

26 1. Both the Company and Pinnacle West are corporations duly organized and
27 existing under the laws of the State of Arizona. Their principal place of business is 400
28

1 North Fifth Street, Phoenix, Arizona, 85004, and their post office address is P.O. Box
2 53999, Phoenix, Arizona 85072-3999.

3 2. The Company is a public service corporation principally engaged in serving
4 electricity in the State of Arizona.

5 3. The Company is a wholly-owned subsidiary of Pinnacle West.

6 4. On October 18, 2006, each of the Company's and Pinnacle West's Board of
7 Directors approved the filing of this Application with the Commission.

8 5. The attorney for the Company in this proceeding is Thomas L. Mumaw.
9 The attorney for Pinnacle West in this proceeding Robert J. Metli of Snell & Wilmer LLP.

10 6. This Application is supported by the Affidavit of Barbara M. Gomez, the
11 Vice President and Treasurer of both the Company and Pinnacle West (the "Affidavit"),
12 which is attached hereto as Exhibit A.

13 Financing Needs and Issues

14 7. The Commission's Decision No. 55017, dated May 6, 1986 (the "1986
15 Order"), allows the Company, among other things, to have, at any one time outstanding in
16 1986 or thereafter, long-term indebtedness (including current maturities thereof) in an
17 aggregate principal amount of up to \$2,698,917,000. Such authorization also permits any
18 redemptions, refinancings, refundings, renewals, reissuances, and roll-overs of any such
19 outstanding indebtedness, the incurrence or issuance of any long-term indebtedness, and
20 the amendment or revision of any terms or provisions of or relating to any long-term
21 indebtedness, as long as total long-term indebtedness at any one time outstanding does not
22 exceed \$2,698,917,000 during any period of more than thirty days. The 1986 Order
23 specifies that the nature and terms of all such issuances and sales of such long-term
24 indebtedness may be determined by the Company by reference to conditions in the
25 financial markets at the time or times of such issuances. A copy of the 1986 Order is
26 attached to this Application as Exhibit B.

27 8. In Commission Decision No. 65796, dated April 4, 2003 (the "2003
28 Financing Order"), the Commission authorized the Company to issue \$500 million of

1 long-term debt and to loan the proceeds thereof to Pinnacle West or Pinnacle West Energy
2 Corporation ("PWEC") for the purpose of repaying Pinnacle West debt incurred to
3 finance construction of the Arizona electric generating plants built to serve APS native
4 load and owned by PWEC and that were later transferred to the Company. In May of
5 2003, the Company issued \$300 million of its 4.650% Notes due 2015 and \$200 million
6 of its 5.625% Notes due 2033 (the "2003 Financing Order Debt")¹. The 2003 Financing
7 Order specified that the 2003 Financing Order Debt would not be counted against the then
8 existing continuing debt limits authorized by the Commission in the 1986 Order. The
9 increased amount requested for the Continuing Long-Term Debt limit in this Application
10 includes the 2003 Financing Order Debt. The 1986 Order and the 2003 Financing Order
11 are referred to herein as the "Orders." The Affidavit describes the benefits to the
12 Company and its customers that have derived from the Orders during the twenty years
13 since the 1986 Order was issued. See "Benefits of Historical Financial Flexibility" in the
14 Affidavit.

15 9. In view of the growth of the Company and its customer base during the 20
16 year period following the issuance of the 1986 Order, as well as changes in financial
17 market conditions, the Company requests Commission authorization to increase the long-
18 term indebtedness limitation set forth in the 1986 Order, so that the Company may have,
19 at any one time outstanding from the date of such authorization or thereafter, up to an
20 aggregate principal amount of long-term indebtedness of \$4.2 billion. The Affidavit
21 describes the Company's outstanding long-term indebtedness, the reasons for its request
22 for additional financing authority, and the basis of the requested increase. See "APS'
23 Long-Term Debt Financing Needs" in the Affidavit. The Company requests that such
24 authorization permit any redemptions, refinancings, refundings, renewals, reissuances,
25 roll-overs, repayments, and re-borrowings of any such outstanding indebtedness, the
26 incurrence or issuance of any additional long-term indebtedness, and the establishment,

27 ¹ Although the loan from APS to PWEC has subsequently been repaid in full, the above APS debt issuances remain
28 outstanding.

1 amendment, or revision of any terms or provisions of or relating to any long-term
2 indebtedness, as long as total long-term indebtedness (including current maturities
3 thereof) at any one time outstanding does not exceed \$4.2 billion for any period of more
4 than thirty days. Such authorization will allow the Company to maintain its flexibility to
5 refund and/or incur or issue long-term indebtedness as market conditions dictate. At no
6 time, however, will the Company be able to exceed the proposed long-term indebtedness
7 limitation for any period of more than thirty days without further Commission
8 authorization. (All long-term indebtedness outstanding on the date of the order or orders
9 of the Commission in this matter or thereafter issued or incurred pursuant to this
10 paragraph being herein referred to as "Continuing Long-Term Debt.") The authorization
11 sought in this paragraph 9 would supersede the long-term indebtedness limitation
12 authorized by the 1986 Order and would be inclusive of the debt issued pursuant to the
13 2003 Financing Order.

14 10. A.R.S. Section 40-302.D allows the Company to issue short-term debt in an
15 amount not to exceed 7% of its capitalization without Commission approval. However,
16 Section 40-302.D restricts the refunding or roll-over of any such notes. The
17 Commission's Decision No. 54230, dated November 8, 1984 (the "1984 Order"), allows
18 the Company to reissue, renew, and resell any such short-term indebtedness and to refund,
19 refinance, and roll-over any such short-term indebtedness with or into additional short-
20 term indebtedness, as long as such 7% limit is not exceeded. The Company requests
21 authority to issue short-term debt at any time and from time to time (excluding current
22 maturities of long-term debt) in an amount not to exceed the sum of: (i) 7% of the
23 Company's capitalization and (ii) \$500 million. The Affidavit describes the Company's
24 outstanding short-term indebtedness, the reason for its request for additional short-term
25 financing authority, and the basis of the requested increase. See "APS' Short-Term Debt
26 Financing Needs" in the Affidavit. The Company requests that such authorization permit
27 any redemptions, refinancings, refundings, renewals, reissuances, roll-overs, repayments,
28 and re-borrowings of any such outstanding indebtedness, the incurrence or issuance of any

1 additional short-term indebtedness, and the establishment, amendment, or revision of any
2 terms or provisions of or relating to any short-term indebtedness, as long as total short-
3 term indebtedness at any one time outstanding (excluding current maturity of long-term
4 debt) does not exceed, for any period of more than thirty days, the sum of: (i) 7% of the
5 Company's capitalization and (ii) \$500 million without further Commission authorization.
6 (All short-term indebtedness outstanding on the date of the order or orders of the
7 Commission in this matter or thereafter issued or incurred pursuant to this paragraph
8 being herein referred to as "Continuing Short-Term Debt.")

9 11. The Company proposes to determine the nature of the Continuing Long-
10 Term Debt and Continuing Short-Term Debt (or the individual components of each
11 issuance of Continuing Long-Term Debt or Continuing Short-Term Debt), the maturities
12 thereof, the interest and/or discount rates thereon, the necessity for and form of any
13 security therefor, the applicable financial markets (e.g., whether domestic or foreign) or
14 lenders, the nature (e.g., whether public or private) of the offerings or borrowings, and the
15 type or types of transaction in which debt would be sold or incurred by reference to
16 conditions in the financial markets at the time or times of commitment or sale. Terms
17 would be negotiated with the intent of obtaining the most favorable results for the
18 Company and its customers. The security, if any, for any such debt by the Company
19 could consist of a mortgage or other lien as discussed in paragraph 12 below or a letter of
20 credit of a third party, bond purchase agreement, or other security instrument.

21 12. In the event that the rating on the Company's long-term unsecured
22 indebtedness is rated non-investment grade or if market conditions otherwise dictate, the
23 Company may find it necessary or advantageous to secure all or any portion of the
24 Continuing Long-Term Debt and the Continuing Short-Term Debt. The Company
25 requests authority to enter into a new mortgage and deed of trust or similar instrument that
26 establishes a lien on all or substantially all of the Company's property, including after-
27 acquired property, as security for all or any part of the Company's indebtedness. The
28 Company also requests authority to enter into separate security instruments of various

1 types that establish liens on separate properties or groups of properties of the Company to
2 secure particular issues or groups of issues of indebtedness. (Any such mortgage and
3 deed of trust or other security instrument to be entered into pursuant to this paragraph
4 being herein referred to as a "Security Instrument.") Any such Security Instrument may
5 be used to secure indebtedness previously issued as well as new indebtedness issued after
6 the date of the financing order requested by this Application. The Affidavit describes the
7 mortgage and deed of trust previously utilized by the Company and its termination in
8 2004, and further describes the basis and rationale for the requests in this paragraph 12.
9 See paragraphs 13 and 22 in the Affidavit.

10 13. The Affidavit describes recent changes in accounting rules and
11 interpretations that have altered and may continue to alter the basis for treatment of
12 various financial arrangements as indebtedness. For example, the Affidavit describes
13 certain circumstances in which a long-term power purchase agreement, long-term fuel
14 supply contract, or similar agreements may be treated as a capital lease or a substantive
15 consolidation and thus be treated as indebtedness on the Company's balance sheet under
16 Generally Accepted Accounting Principles. The Company requests that the Commission
17 confirm that only traditional indebtedness for borrowed money (and not the types of
18 arrangements described in the preceding sentence) is subject to A.R.S. Sections 301 and
19 302 and that, therefore, such other arrangements will not require prior Commission
20 authorization or count against the Continuing Long-Term Debt authorization requested in
21 this Application. The Affidavit further describes the basis and rationale for APS' requests
22 in this paragraph 13. See paragraph 21 in the Affidavit.

23 14. From time to time, it may be advantageous for Pinnacle West to guarantee
24 debt issued, incurred, or sold by the Company. Pinnacle West requests either an ongoing
25 waiver of A.A.C. Rule 14-2-803 in that respect or, alternatively, that the Commission
26 expressly grant to Pinnacle West authority to guarantee the Company's debt from time to
27 time in indeterminate amounts (the "Guarantees"). The Company also seeks authorization
28 to reimburse Pinnacle West for any amounts that Pinnacle West is required to pay under

1 any such Guarantee, along with interest on such amounts until the date of reimbursement
2 at a rate not greater than the rate of interest payable on the debt so Guaranteed and paid by
3 Pinnacle West. The Affidavit describes certain of the circumstances in which such a
4 Guarantee may be required or advantageous and further describes the basis and rationale
5 for the requests in this paragraph 14. See paragraph 23 in the Affidavit.

6 Purposes

7 15. The Company proposes that the net proceeds from its issuance of
8 Continuing Long-Term Debt and Continuing Short-Term Debt will be applied, directly or
9 indirectly, to augment the funds available from all sources to finance its construction,
10 resource acquisition and maintenance programs, to redeem or retire outstanding securities,
11 to repay or refund other outstanding long-term or short-term debt, and to meet certain of
12 the Company's working capital and other cash requirements.

13 16. The purpose of any Guarantees of Company debt by Pinnacle West would
14 be to allow the Company to achieve greater access to the financial markets.

15 General

16 17. In the Company's opinion, the proposed issuance or incurrence of the
17 Continuing Long-Term Debt and the Continuing Short-Term Debt, the establishment and
18 amendment of any terms and provisions of any long-term or short-term indebtedness, the
19 execution and delivery of the Security Instruments, and the establishment and amendment
20 of any terms and provisions of the Security Instruments, all as contemplated herein, are
21 for lawful purposes that are within its corporate powers and are compatible with the public
22 interest, with sound financial practices, and with the proper performance by the Company
23 of service as a public service corporation and will not impair its ability to perform that
24 service. The Company is further of the opinion that the foregoing, all as contemplated
25 herein, are reasonably necessary or appropriate for such purposes and that such purposes
26 are not, wholly or in part, reasonably chargeable to the Company's operating expenses or
27 to income, except to the extent required by generally accepted accounting principles or by
28 other accounting requirements applicable to the Company, including regulatory

1 requirements. To the extent that the purposes set forth herein may be considered
2 reasonably chargeable to operating expenses or to income, the Company requests that the
3 order or orders of the Commission in this matter authorize such charge or charges.

4 18. A.A.C. R14-2-803 requires notice to the Commission of "reorganizations"
5 by a public utility holding company such as Pinnacle West. A "reorganization" includes
6 the "acquisition or divestiture of a financial interest in an affiliate or a [Class A] utility."
7 A.A.C. R14-2-801(5). The Company is a Class A utility, and thus both it and Pinnacle
8 West are subject to the provisions of Rule 803. In Decision No. 58063, dated November
9 3, 1992, the Commission interpreted the aforementioned language to also include any
10 increase or decrease of an existing "financial interest" in a utility in excess of a specified
11 "exempt amount," which in the case of the Company and Pinnacle West, is \$100 million
12 per year, even if the increase/decrease did not change the status of the utility as a wholly-
13 owned subsidiary of the public utility holding company. The proposed Guarantees could
14 result in an increase in Pinnacle West's existing financial interest in the Company in
15 excess of \$100 million per year. The test for whether a "reorganization" can be rejected
16 by the Commission under Rule 14-2 803 is whether the "reorganization" would: (1)
17 impair the financial status of the public utility, (2) prevent the public utility from
18 attracting capital on fair and reasonable terms, or (3) impair the ability of the public utility
19 to provide safe, reasonable, and adequate service. The proposed Guarantees clearly will
20 not have any of these negative impacts on the Company. Rather they will enhance the
21 financial status of the Company, permit the Company to attract capital and access the
22 capital markets on terms that are more favorable, and are essential to the Company's
23 ability to provide safe, reasonable, and reliable service. The Company notes that pursuant
24 to A.A.C. R14-2-806.C, if the Commission fails to approve, disapprove, or suspend for
25 further consideration an application for waiver within thirty days following filing of a
26 verified application for waiver, the waiver shall become effective on the 31st day
27 following the filing of the application.

28

1 19. The Company requests that notice of the filing of this Application be given
2 in conformity with A.R.S. Section 40-302.

3 20. The Company requests that the order or orders sought by this Application
4 become effective immediately upon the issuance thereof.

5 21. The most current public financial statements of the Company and Pinnacle
6 West, which are included in their most recent combined Quarterly Report on Form 10-Q
7 filed with the Securities Exchange Commission, are attached to this Application as
8 Exhibit C.

9 WHEREFORE, the Company and Pinnacle West ask that the Commission cause
10 notice of the filing of this Application to be given as above-requested; hold such a hearing
11 or hearings as the Commission finds are necessary at a time or times to be specified,
12 making such inquiry or investigation as the Commission may deem of assistance; and
13 make any findings required by A.R.S. Sections 40-285, 40-301, and 40-302, or A.A.C.
14 R14-2-803 and R14-2-806, as applicable, relative to the issuances and incurrences of
15 Continuing Long-Term Debt and Continuing Short-Term Debt, the execution and delivery
16 of the Security Instruments, the establishment and amendment of any terms and
17 provisions of any long-term or short-term indebtedness or any such Security Instruments,
18 the issuance of the Guarantees, and the reimbursement by the Company of amounts paid
19 by Pinnacle West under the Guarantees, all as contemplated herein; and thereafter make
20 one or more immediately effective orders which, together, (i) authorize the Company to
21 issue, sell, and incur the Continuing Long-Term Debt and the Continuing Short-Term
22 Debt, redeem, refinance, refund, renew, reissue, roll-over, repay, and re-borrow from time
23 to time such Continuing Long-Term Debt and Continuing Short-Term Debt, and establish
24 and amend the terms and provisions of long-term and short-term indebtedness from time
25 to time, (ii) authorize the Company to determine the form of security, if any, for the
26 Continuing Long-Term Debt and the Continuing Short-Term Debt, execute and deliver
27 the Security Instruments, and establish and amend the terms and provisions of the Security
28 Instruments, as may be deemed appropriate by the Company in connection with the

1 Continuing Long-Term Debt and the Continuing Short-Term Debt, (iii) state that the
2 issuances and incurrences of the Continuing Long-Term Debt and the Continuing Short-
3 Term Debt and the establishment and amendment of the terms and provisions of any
4 outstanding long-term or short-term indebtedness are reasonably necessary or appropriate
5 for the purposes set forth in this Application and that such purposes are within those
6 permitted by A.R.S. Section 40-301, (iv) permit such purposes to the extent that they may
7 be reasonably chargeable to operating expenses or to income, (v) authorize a continuing
8 waiver of or authorization under R14-2-803 with respect to Pinnacle West Guarantees of
9 Company indebtedness, (vi) authorize the Company to reimburse Pinnacle West for any
10 payment on any such Guarantees, with interest as contemplated herein and (vii) confirm
11 that only traditional indebtedness for borrowed money (and not the other types of
12 arrangements described in paragraph 13 of this Application) are subject to A.R.S. Sections
13 301 and 302 and that, therefore, such arrangements will not count against the Continuing
14 Long-Term Debt or Continuing Short-Term Debt authorizations requested in this
15 Application or require prior Commission approval.

16 Financing orders of the kind requested herein require very specific language to
17 satisfy prospective lenders. Thus, proposed language for certain key paragraphs of the
18 order requested in this matter is attached to this Application as Exhibit D.

19 Dated at Phoenix, Arizona this 15th day of December, 2006.

20 ARIZONA PUBLIC SERVICE COMPANY

21 By: Barbara M. Gomez
22 Barbara M. Gomez
23 Vice President and Treasurer

24 ATTEST:

25 Betsy Pregulman
26 Betsy Pregulman
27 Associate Secretary
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ATTORNEY FOR ARIZONA PUBLIC SERVICE COMPANY

By: Thomas L. Mumaw
Thomas L. Mumaw
Arizona Public Service Company

PINNACLE WEST CAPITAL CORPORATION

By: Barbara M. Gomez
Barbara M. Gomez
Vice President and Treasurer

ATTEST:

Betsy Pregulman
Betsy Pregulman
Associate Secretary

ATTORNEY FOR PINNACLE WEST CAPITAL CORPORATION

By: Robert J. Metli
Robert J. Metli
Snell & Wilmer LLP

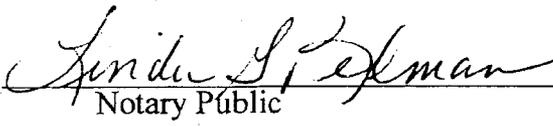
1 STATE OF ARIZONA)
2 County of Maricopa)ss.

3 Barbara M. Gomez, being first duly sworn, deposes and says:

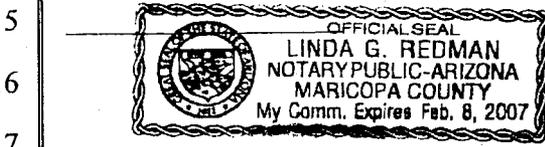
4 That she, Barbara M. Gomez, is the Vice President and Treasurer of Arizona
5 Public Service Company; that she has read the foregoing Application and knows the
6 contents thereof as it relates to Arizona Public Service Company; and that the same is
7 true in substance and in fact, except as to matters therein stated on information and
8 belief, and as to those she believes them to be true.

9 
10 Barbara M. Gomez

11 SUBSCRIBED AND SWORN to before me this 15th day of December, 2006.

12 
13 Notary Public

14 My commission expires:



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1 STATE OF ARIZONA)
2)ss.
3 County of Maricopa)

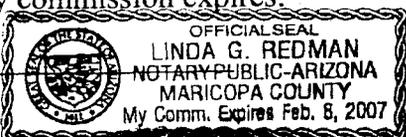
4 Barbara M. Gomez , being first duly sworn, deposes and says:

5 That she, Barbara M. Gomez, is the Vice President and Treasurer of Pinnacle
6 West Capital Corporation; that she has read the foregoing Application and knows the
7 contents thereof as it relates to Pinnacle West Capital Corporation; and that the same is
8 true in substance and in fact, except as to matters therein stated on information and
9 belief, and as to those she believes them to be true.

10 *Barbara M. Gomez*
11 Barbara M. Gomez

12 SUBSCRIBED AND SWORN to before me this 15th day of December, 2006.

13 *Linda S. Redman*
14 Notary Public

15 My commission expires:
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EXHIBITS

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- Exhibit A Affidavit of Barbara M. Gomez, the Vice President and Treasurer of each of the Company and Pinnacle West.
- Exhibit B Arizona Corporation Commission Order in Decision No. 55017, dated May 6, 1986.
- Exhibit C Pinnacle West Capital Corporation and Arizona Public Service Company Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.
- Exhibit D Certain Language for Proposed Order.

EXHIBIT A

Affidavit

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1 §40-302.D restricts the refunding or roll-over of any such notes. The Commission's Decision No.
2 54230 dated November 8, 1984 (the "1984 Order") allows the Company to refund or roll-over
3 any such short-term debt as long as the 7% limit is not exceeded.

4 **Benefits of Historical Financial Flexibility**

5 8. The 1986 Order and 2003 Financing Order have provided significant financing
6 flexibility that has served the Company's customers extremely well for, in the case of the 1986
7 Order, the past 20 years. The Company accessed the frequently volatile capital markets in a
8 timely and efficient manner, thereby reducing the Company's financing costs and the cost of
9 capital reflected in customer rates.

10 9. During the period from 1985 to the present, the Company has issued nearly
11 \$7 billion in long-term debt, taking advantage of troughs in the interest rate cycle and turning
12 over the Company's entire debt capitalization about three times. As a result, average long-term
13 debt costs have dropped from 10.5% in 1985 to 5.2% in 2005. See Attachment A for a graphical
14 representation of the decline in APS' long-term debt costs. In 1992 alone, the Company
15 voluntarily refinanced \$650 million of debt, producing total interest savings of some \$120 million
16 over the then remaining life of the refinanced debt.

17 10. The concept of an overall limit on the amount of long-term debt outstanding, as
18 contained in the 1986 Order, has provided APS financial flexibility to take advantage of optimal
19 financial conditions at the time of each financing. This flexibility occurs in a number of areas.
20 First, there is the ability to time the financing at the optimal point in terms of financial market
21 conditions, SEC disclosure requirements, and cash flow requirements. Markets are volatile, and
22 having the ability to quickly enter the markets to issue new debt yields better financing pricing
23 and terms. Second, there is the ability to size the borrowing at the optimal level. Since APS
24 knew it could enter the market as many times as necessary as long as it stayed within the limit, it
25 could do smaller debt issuances if that were advantageous at the time. Third, there is the ability
26 to obtain the best terms available at the time. Since the Company was given the ability to
27 negotiate the terms deemed appropriate, it could adapt to changing market conditions and get the
28 best terms available at the time of the financing.

1 11. APS' long-term debt portfolio compares quite favorably with its peers. The most
2 applicable index available for comparison purposes is the Lehman Brothers Electric Utility Index
3 ("Index"), which is comprised of over 250 bonds issued by about 100 companies. The weighted
4 average coupon of the Index at year-end 2005 was 6.10%, which exceeded APS' average coupon
5 on its taxable debt of 5.86% by 24 basis points. APS was able to achieve a lower cost of long-
6 term debt while having slightly longer dated bonds. APS has an average years to maturity on its
7 taxable debt of 12.0 years, which is 0.5 years longer than the 11.5 year average life of the Index.

8 12. The Company has also done an excellent job of managing its tax-exempt bond
9 portfolio. APS has outstanding approximately \$656 million of tax-exempt debt, the proceeds of
10 which financed pollution control equipment at its coal and nuclear power plants. In addition,
11 APS has refinanced the tax-exempt bonds several times in order to obtain lower interest rates or
12 more favorable credit enhancements. At December 31, 2005, the average cost of the tax-exempt
13 debt was 3.25%, and the average life was 24 years. The financing flexibility of the 1986 Order
14 has enabled APS to obtain this low cost form of financing, which results in a lower cost of capital
15 reflected in customer rates.

16 13. APS redeemed the last of its secured debt in April of 2004. Prior to that time APS
17 had issued debt that was secured by substantially all of the property of APS pursuant to the 1946
18 Mortgage and Deed of Trust. The 1946 Mortgage was almost 60 years old at the time of
19 termination, and it did not reflect current market standards for utility secured bond indentures. It
20 also contained certain restrictive covenants. By eliminating the 1946 Mortgage, APS has greater
21 financial flexibility. However, there may come a time when it is advantageous for APS to enter
22 into a new mortgage or other security agreements and once again issue secured debt.

23 14. APS manages its debt portfolio with the goal of having an appropriate mix of fixed
24 and floating rate instruments. The Board of Directors has established a Pinnacle West
25 consolidated limit on floating rate debt of 20% of capitalization. APS had 10.2% floating rate
26 debt at December 31, 2005. Most of the floating rate debt is in the tax-exempt instruments, which
27 have less volatility of interest rates than taxable debt. This is another example of how the 1986
28

1 Order has enabled the Company to manage its debt portfolio so as to benefit the Company and its
2 customers.

3 15. A.R.S. Section 40-302.D and the 1984 Order enable the Company to issue short-
4 term debt up to 7% of capitalization. APS meets its seasonal working capital requirements with
5 short-term borrowings, often in the form of commercial paper. Since the statutory limit is a
6 percent of capitalization, as the Company has grown in size and its capital structure has increased,
7 the amount of short-term debt capacity has also increased. This has provided APS the flexibility
8 to continue to meet its growing working capital needs.

9 16. The Company has continuously complied with each of the terms and conditions of
10 the 1986 Order and the 2003 Financing Order and is in compliance with such Orders as of the
11 date of this Application.

12 17. The Company has operated under the 1986 Order and the 2003 Financing Order in
13 a manner that is compatible with sound financial policy and the public interest. By having ready
14 access to the capital markets as well as the ability to refinance existing debt when the opportunity
15 arises, the Company is able to reduce interest costs, which results in lower customer rates. The
16 new financing authority requested in the Application would enable APS to continue to manage its
17 debt requirements despite changing financial needs and conditions. Thus, the requested financing
18 order is compatible with sound financial policy and the public interest.

19 **APS' Long-Term Debt Financing Needs**

20 18. At September 30, 2006, the Company had total outstanding long-term debt
21 (authorized under the 1986 Order and the 2003 Financing Order) in an aggregate principal
22 amount of \$2,962,071,043. This amount includes current maturities of long-term debt. On
23 November 15, 2006, APS had a bond maturing in the amount of \$83,695,000. At December 31,
24 2006 the amount of long-term debt is expected to be approximately \$2.88 billion. As stated
25 above, the 1986 Order and 2003 Financing Order collectively limit long-term debt to an aggregate
26 principal amount of \$3,198,917,000. Comparing the expected year-end 2006 debt balance to the
27 limit on long-term debt shows that APS would have authorization to issue approximately an
28 additional \$300 million.

1 This could potentially erode the debt-issuing capability of APS and greatly affects the ability of
2 the Company to plan its normal financing activities if these arrangements are included in the
3 continuing debt limit or require prior authorization. By finding that such arrangements are not
4 subject to A.R.S. Sections 301, et seq., the new continuing debt limits will then only apply to
5 traditional borrowings, and the Company will not be at the mercy of changes in accounting
6 regulations.

7 22. In the future APS may find it necessary or advantageous to secure its debt with the
8 property of the Company. APS' credit ratings are currently just one notch above non-investment
9 grade. If APS' credit rating were to fall to non-investment grade, its access to the debt capital
10 markets would be severely curtailed. Even if APS were able to locate non-investment grade
11 investors, there would likely be much more restrictive covenant requirements. These restrictions
12 could include limitations on the use of proceeds, draconian financial tests, and restrictions on free
13 cash flow. In such an environment, APS may be required to issue secured debt in order to obtain
14 the necessary financing. In addition, there may be an interest rate or financial market
15 environment in which it is advantageous for APS to issue secured debt. While the 1986 Order
16 allowed APS to use its assets to secure debt, this authorization was granted under the 1946
17 Mortgage, which has since been retired. Therefore, APS is also requesting Commission
18 authorization to pledge or mortgage APS assets as security for its debt. This would include
19 authority to enter into a new mortgage and deed of trust that establishes a lien on all or
20 substantially all of the Company's property, as well as the authority to enter into separate security
21 instruments for one or more particular debt issuances.

22 23. It may be advantageous for Pinnacle West to guarantee APS debt issuances. APS'
23 debt is currently registered with the Securities and Exchange Commission ("SEC") under the
24 recently enacted short-form registration forms and procedures. In the event the Company is not
25 rated investment grade by at least one nationally recognized statistical rating organization at the
26 time of a debt issuance, a Pinnacle West guarantee would be necessary under the SEC rules to
27 allow continued utilization of these short-form registration forms and procedures. With a parental
28 guarantee, the Company would have greater access to the public financial markets. Pinnacle

1 West requests a waiver of or authority under A.A.C. R14-2-803 to guarantee the Company's debt
2 as needed from time to time. The Company also seeks authorization to reimburse Pinnacle West
3 for any amounts that Pinnacle West is required to pay under any such guarantee, along with
4 associated interest.

5 **APS' Short-Term Debt Financing Needs**

6 24. In addition to an increase in the long-term debt limit, the Company also requests
7 an increase in the short-term debt limit. A.R.S. § 40-302.D allows the Company to issue short-
8 term debt in an amount not to exceed 7% of its capitalization without Commission approval. The
9 1984 Order allows the Company to refinance and roll-over short-term debt as long as the 7% limit
10 is not exceeded. APS is required to obtain approval from the Commission to exceed the limit.
11 Based on its current capitalization, APS' short-term debt is limited to approximately \$420
12 million. As of September 30, 2006, APS had no short-term debt outstanding.

13 25. As APS continues to grow, so does its need for working capital. The 7% limit has
14 adequately met the seasonal working capital requirements of the utility for many years. However,
15 APS' load growth has resulted in an increased exposure to contracted commodity and purchased
16 power. These contracts have cash collateral provisions that can result in significant liquidity
17 demands on the Company as market prices change. APS has recently experienced changes in
18 cash collateral positions in the magnitude of \$100 million in just several days. If APS were to
19 become a non-investment grade company, the magnitude of the collateral changes would be even
20 more extreme since counterparties require additional collateral depending on credit quality. The
21 increased liquidity required to respond to volatile and increasing collateral requirements has
22 resulted in the need for short-term debt in excess of the currently authorized amount.

23 26. The Company recently completed an assessment of its liquidity needs and
24 determined that an additional \$500 million was necessary. In September of 2006, APS closed a
25 \$500 million revolving credit facility which was syndicated in the bank markets primarily with its
26 existing group of lenders. This facility is in addition to the \$400 million revolving credit facility
27 that is used for normal working capital requirements. In order to fully utilize the short-term debt
28 capability provided by the new revolver, additional Commission authority is required.

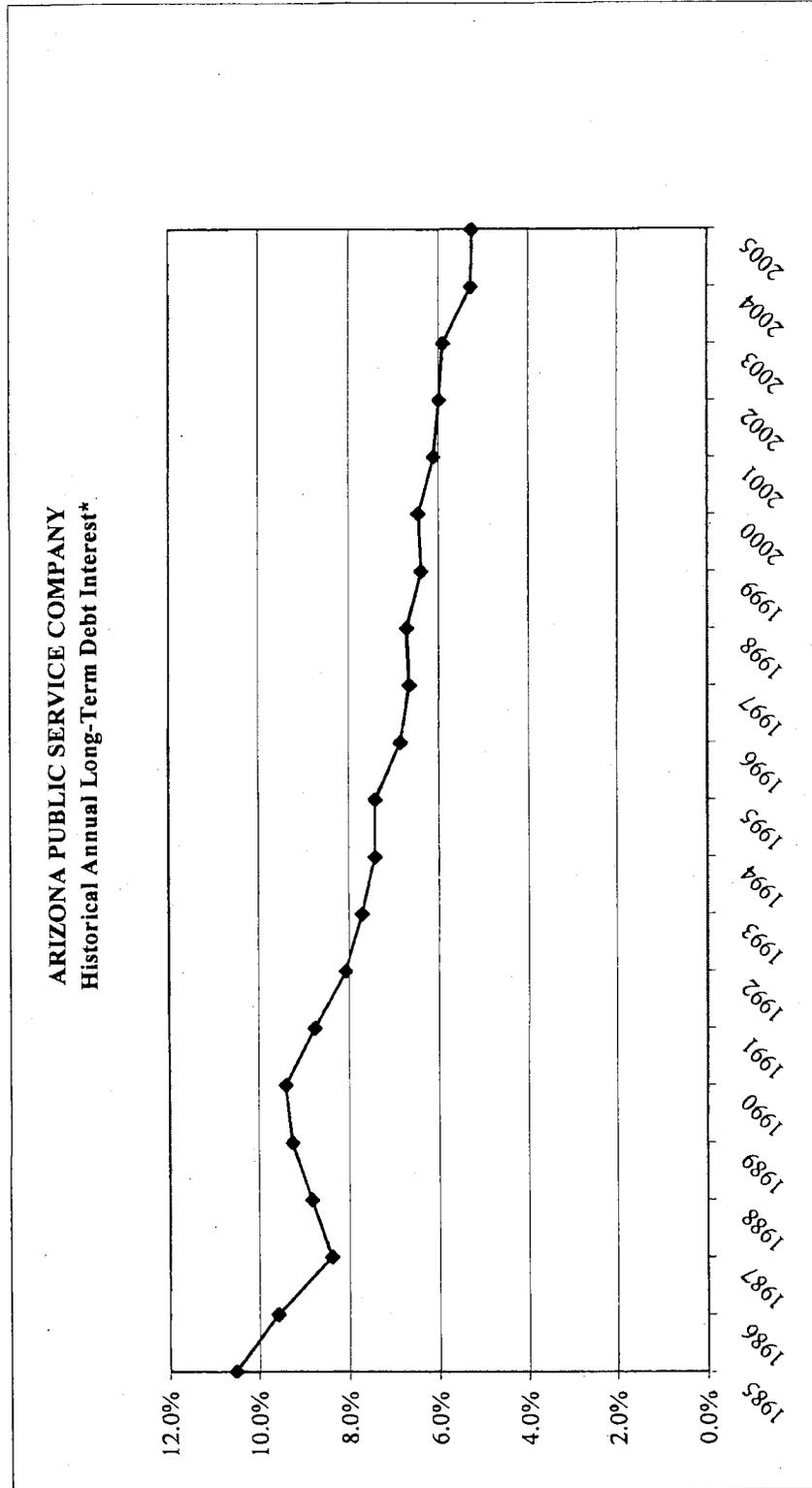
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SUBSCRIBED AND SWORN TO BEFORE ME this 15th day of December, 2006, by
Barbara M. Gomez, Vice President and Treasurer of Arizona Public Service Company and
Pinnacle West Capital Corporation


Notary Public

MY COMMISSION EXPIRES:





* Calculated as Interest Expense before Capitalized Interest (Income Statement) divided by two-point average Long-Term Debt including Current Maturities (Balance Sheet).

Arizona Public Service
Financing Requirements 2007 - 2009
(\$Millions)

Line #	2007	2008	2009 (same as 2008)	Total
1	\$ 263	\$ 267	\$ 267	\$ 797
2	376	395	395	1,166
3	41	43	43	127
4	(30)	(35)	(35)	(100)
5	76	53	53	182
6	(9)	(4)	(4)	(17)
7	(9)	(10)	(10)	(29)
8	(13)	(15)	(15)	(43)
9	695	694	694	2,083
10	(170)	(200)	(200)	(570)
11	525	494	494	1,513
12	895	924	924	2,743
13	6	6	6	18
14	901	930	930	2,761
15	\$ 376	\$ 436	\$ 436	<u>\$ 1,248</u>

Note: 2007 and 2008 projections included in rebuttal in amended 2005 general rate case. Imputed depreciation has been removed from the typical rating agency calculation of FFO to provide a more realistic estimate of financing needs.

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EXHIBIT B
Arizona Corporation Commission Order in Decision No. 55017,
dated May 6, 1986

DOCKETED

BEFORE THE ARIZONA CORPORATION COMMISSION

MAY 06 1986

1
2 RENZ D. JENNINGS
CHAIRMAN
3 MARCIA WEEKS
COMMISSIONER
4 SHARON B. MEGDAL
COMMISSIONER

DOCKETED BY	C.M.
-------------	------

5 IN THE MATTER OF THE APPLICATION)
6 OF ARIZONA PUBLIC SERVICE COMPANY)
7 FOR AN ORDER OR ORDERS AUTHORIZING IT)
8 TO ISSUE, INCUR AND AMEND EVIDENCES OF)
9 LONG-TERM INDEBTEDNESS, TO ISSUE OR)
EXECUTE A NEW SUPPLEMENTAL INDENTURE OR)
INDENTURES.)

DOCKET NO. U-1345-86-003

DECISION NO. 55017

ORDER

10 Open Meeting
11 April 30, 1986
12 Phoenix, Arizona

12 BY THE COMMISSION:

13 On December 31, 1985, Arizona Public Service Company ("APS") filed an
14 Application with the Arizona Corporation Commission ("Commission") wherein APS
15 sought authorization to, among other things, implement various financings.

16 On February 25, 1986, the Residential Utility Consumer Office ("RUCO")
17 filed an Application to Intervene herein. Said Application was granted by
18 Procedural Order dated March 4, 1986.

19 On April 17, 1986, the Commission's Utilities Division Staff ("Staff")
20 filed a Memorandum recommending approval without hearing of the proposed
21 financing program. Attached thereto was written testimony by a Staff Senior
22 Rate Analyst, which testimony supported Staff's overall recommendation.

23 * * * * *

24 Having considered the Application, the exhibits and draft testimony
25 submitted therewith, as well as Staff's memorandum and attached testimony, and
26 being fully advised in the premises, the Commission finds, concludes and orders
27 that:
28

FINDINGS OF FACT

1
2 1. APS is an Arizona corporation engaged in providing electric service
3 to the public within portions of Arizona pursuant to authority granted by this
4 Commission.

5 2. By its Application, as supplemented by APS's draft testimony in this
6 matter, APS requests one or more orders seeking the following:

- 7 (a) authorization to issue, sell, and incur in 1986
8 or pursuant to lending, purchase, or underwriting
9 commitments obtained in 1986, in one or more
10 transactions, up to \$275,000,000 in aggregate
11 principal amount of additional evidences of long-term
12 indebtedness (all such evidences of indebtedness
13 hereinafter being referred to as "New Debt"),
14 it being specified that the nature and terms of all
15 such issuances and sales of New Debt would be determined
16 by APS by reference to conditions in the financial
17 markets at the time or times of commitment;
- 18 (b) authorization to increase the long-term indebtedness
19 limitation authorized in the Commission's Order in
20 Decision No. 54230, dated November 8, 1984, that allowed
21 APS, among other things, to have, at any one time
22 outstanding in 1985 or thereafter, long-term indebtedness
23 (including current maturities thereof) in an aggregate
24 principal amount of \$2,374,093,000, so as to allow
25 APS to have, at any one time outstanding, up to an
26 aggregate principal amount of long-term indebtedness
27 (including current maturities thereof) of \$2,698,917,000,
28 such authorization to permit any redemptions, refinancings,

1 refundings, renewals, reissuances and roll-overs of any
2 such outstanding indebtedness, the incurrence or
3 issuance of any additional long-term indebtedness, and the
4 amendment or revision of any terms of provisions of or
5 relating to any long-term indebtedness, as long as
6 total long-term indebtedness at any one time outstanding
7 does not exceed (without further Commission authorization)
8 \$2,698,917,000 during any period of more than thirty days,
9 it being specified that the nature and terms of all such
10 issuances and sales of such long-term indebtedness
11 would be determined by APS by reference to conditions
12 in the financial markets at the time or times of such
13 issuances (all such long-term indebtedness to be issued
14 pursuant to this authorization being herein referred to
15 as "Continuing Debt"), and such authorization to
16 supercede the long-term indebtedness limitation
17 authorized by Decision No. 54230.

18 (c) authorization in connection with providing security
19 for any New Debt or Continuing Debt, to execute and
20 deliver one or more new supplemental indentures to its
21 Mortgage and Deed of Trust in the event it is
22 deemed appropriate by APS to do so;

23 (d) authorization for APS to finance its nuclear fuel
24 requirements in connection with the operation of
25 the Palo Verde Nuclear Generating Station by
26 instituting a financing program involving the issuance
27 of APS of commercial paper, intermediate-term notes,
28

1 and/or other evidences of indebtedness in an aggregate
2 principal amount of up to \$200,000,000, all of which
3 may constitute long-term debt (collectively, the
4 "Nuclear Fuel Debt"), and in connection therewith, to
5 issue or incur evidences of indebtedness in 1986 or
6 thereafter, and to refund or roll-over all or a portion
7 of the Nuclear Fuel Debt, any short-term debt to be issued
8 in connection therewith to be in addition to short-term
9 debt previously authorized by the Commission or per-
10 mitted by A.R.S. Section 40-302.D, it being specified
11 that the nature and terms of any issuances and sales
12 of Nuclear Fuel Debt would be determined by APS by
13 reference to conditions in the financial markets at the
14 time or times of commitment.

15 3. On April 17, 1986, Staff filed a Memorandum and written testimony
16 supporting the Application and recommending summary approval thereof.

17 4. The New Debt and the Continuing Debt will be utilized for APS's
18 construction program, the refinancing, retirement, or redemption of outstanding
19 securities, the repayment of short-term debt which previously financed
20 construction projects, and, if necessary, the payment of certain of APS's
21 working capital and other cash requirements. The Nuclear Fuel Debt will be
22 used to finance APS's nuclear fuel requirements for the Palo Verde Nuclear
23 Generating Station, and/or to refund or roll-over the Nuclear Fuel Debt.

24 5. The costs of nuclear fuel will be charged to operating expense or
25 income as such fuel is consumed.

26 6. The Nuclear Fuel Debt would not exceed \$200,000,000 through a
27 combination of intermediate-term domestically issued debt (not to exceed
28 \$50,000,000), a European commercial paper program, and a short-term European

1 loan facility. The Nuclear Fuel Debt may exceed APS's net nuclear fuel assets
2 (up to the \$200,000,000 limit).

3 7. The exact timing of any issuances to be made pursuant to the
4 requested authorization would be dictated by then prevailing market conditions
5 as would the terms and conditions of such issuances, including the type of
6 security (mortgage, deed of trust, letter of credit, standby purchase
7 agreement, etc.), if any, provided therefor.

8 8. The reasonableness of such timing as well as of terms and conditions
9 of sale would be governed by the exercise in good faith of prudent business
10 judgement.

11 9. APS does not anticipate that it will actually have to issue all of
12 the debt for which authorization is being sought.

13 10. The financing flexibility sought herein and as previously granted by
14 Decision No. 54230 has permitted APS to take advantage of rapid and sometimes
15 unanticipated changes in the capital markets.

16 11. Upon the issuance of all the debt for which authorization is sought
17 herein, APS would have adequate operating income to service such debt under
18 existing rates for electric service.

19 12. After issuance of all the debt for which authorization is sought
20 herein, APS's financial ratios as to interest coverage, long-term debt, cash
21 flow, and common equity would be below those of comparable investment grade
22 investor-owned utilities, thus creating some risk of down-rating to
23 sub-investment grade.

24 13. Although such a down-rating would be significantly harmful to both
25 APS and its ratepayers, the risk of its occurrence is small and can be further
26 reduced by either APS receiving rate relief in its pending rate application or
27 by a reduction in discretionary expenditures or by a combination of both.

28 14. There is no reason to believe that any other form of long-term

1 financing would on a risk adjusted basis prove to be less expensive to APS and
2 its ratepayers.

3 15. With the possible exception of the Nuclear Fuel Debt and the payment
4 of certain of APS's working captial and other cash requirements, none of the
5 purposes for which debt is to be issued pursuant to the authorization sought
6 herein is reasonably chargeable to operating expense or income.

7 16. The proposed financing and the authorizations in connection
8 therewith are reasonably necessary for the purposes set forth herein and in the
9 Application.

10 17. The proposed financing program is compatible with sound financial
11 practices and with APS's obligations as a public service corporation and will
12 not impair its ability to provide service to the public.

13 18. The proposed financing program has been approved by APS's board of
14 directors.

15 CONCLUSIONS OF LAW

16 1. APS is a public service corporation within the meaning of Article XV
17 of the Arizona Constitution and A.R.S. §§40-301, et seq.

18 2. The Commission has jurisdiction over APS and of the subject matter
19 of the Application.

20 3. The proposed financing plan, as described herein and in APS's
21 Application, is for lawful purposes within the corporate powers of APS and is
22 compatible with the public interest.

23 ORDER

24 IT IS THEREFORE ORDERED that Arizona Public Service Company be, and the
25 same is hereby authorized:"

26 (a) to issue, sell, and incur up to \$275,000,000 in aggregate
27 principal amount of New Debt, to issue, sell, and incur the
28 Continuing Debt, and to amend the terms and provisions of

1 outstanding long-term indebtedness:

2 (b) to execute and deliver one or more supplemental indentures to
3 the Arizona Public Service Company's Mortgage and Deed of Trust
4 as may be deemed appropriate by Arizona Public Service Company
5 in connection with the New Debt and Continuing Debt:

6 (c) to issue, sell, and incur up to \$200,000,000 in aggregate
7 principal amount of Nuclear Fuel Debt: and,

8 (d) to pay related expenses, all as contemplated in the Application
9 and by the exhibits and testimony filed in connection
10 therewith.

11 IT IS FURTHER ORDERED that Arizona Public Service Company is hereby
12 authorized to sign and deliver such documents and to engage in such acts as are
13 reasonably necessary to effectuate the authorization granted hereinabove.

14 IT IS FURTHER ORDERED that the purposes for which the proposed issuances
15 of New Debt and Continuing Debt are herein authorized are to augment the funds
16 available from all sources to finance Arizona Public Service Company's
17 construction program, to redeem or retire outstanding securities, to repay or
18 refund other outstanding long-term debt, to repay short-term debt which has
19 previously financed construction projects, and, if necessary, to meet certain
20 working capital and other cash requirements, regardless of the extent to which
21 such purposes may be reasonably chargeable to operative expenses or to income.

22 IT IS FURTHER ORDERED that the purposes for which the proposed issuances
23 of Nuclear Fuel Debt are herein authorized are to finance the Arizona Public
24 Service Company's nuclear fuel requirements in connection with the operation of
25 the Palo Verde Nuclear Generating Station, and/or to refund or roll-over the
26 Nuclear Fuel Debt, which purposes are hereby specifically authorized regardless
27 of the extent to which they may be reasonably chargeable to operative expenses
28 or to income.

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IT IS FURTHER ORDERED that the Commission's authorization of the above financing does not constitute approval of any particular expenditure of the proceeds derived thereby for the purposes of setting just and reasonable rates.

IT IS FURTHER ORDERED that this Decision shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

[Signature]
CHAIRMAN

COMMISSIONER

[Signature]
COMMISSIONER

IN WITNESS WHEREOF, I, JAMES MATTHEWS, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of this Commission to be affixed at the Capitol, in the City of Phoenix, this 6 day of May, 1986.

[Signature]
JAMES MATTHEWS
Executive Secretary

DISSENT *[Signature]*
TLM/djp

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EXHIBIT C

Pinnacle West Capital Corporation
and
Arizona Public Service Company
September 30, 2006 Form 10-Q

TABLE OF CONTENTS

	Page
Glossary	2
Part I	4
Item 1. Financial Statements	4
Pinnacle West Capital Corporation.....	4
Arizona Public Service Company	32
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	42
Item 3. Quantitative and Qualitative Disclosures About Market Risk	68
Item 4. Controls and Procedures	68
Part II	69
Item 1. Legal Proceedings	69
Item 1A. Risk Factors.....	69
Item 4. Submission of Matters to a Vote of Security Holders.....	70
Item 5. Other Information	70
Item 6. Exhibits	72
Signatures	74

GLOSSARY

ACC – Arizona Corporation Commission
ADEQ – Arizona Department of Environmental Quality
ALJ – Administrative Law Judge
APB – Accounting Principles Board
APS – Arizona Public Service Company, a subsidiary of the Company
APS Energy Services – APS Energy Services Company, Inc., a subsidiary of the Company
Clean Air Act – Clean Air Act, as amended
Company – Pinnacle West Capital Corporation
DOE – United States Department of Energy
EITF – FASB's Emerging Issues Task Force
El Dorado – El Dorado Investment Company, a subsidiary of the Company
EPA – United States Environmental Protection Agency
ERMC – Energy Risk Management Committee
FASB – Financial Accounting Standards Board
FERC – United States Federal Energy Regulatory Commission
FIP – Federal Implementation Plan
GAAP – accounting principles generally accepted in the United States of America
IRS – United States Internal Revenue Service
kWh – kilowatt-hour
Moody's – Moody's Investors Service
MWh – megawatt-hour, one million watts per hour
Native Load – retail and wholesale sales supplied under traditional cost-based rate regulation
NPC – Nevada Power Company
NRC – United States Nuclear Regulatory Commission
OCI – other comprehensive income
Off-System Sales – sales of electricity from generation owned by the Company that is over and above the amount required to serve APS' retail customers and traditional wholesale contracts
Palo Verde – Palo Verde Nuclear Generating Station
Pinnacle West – Pinnacle West Capital Corporation, the Company
Pinnacle West Energy – Pinnacle West Energy Corporation, a subsidiary of the Company
PRP – potentially responsible party
PSA – power supply adjustor

PWEC Dedicated Assets – the following power plants, each of which was transferred by Pinnacle West Energy to APS on July 29, 2005: Redhawk Units 1 and 2, West Phoenix Units 4 and 5 and Saguaro Unit 3

Salt River Project – Salt River Project Agricultural Improvement and Power District

SEC – United States Securities and Exchange Commission

SFAS – Statement of Financial Accounting Standards

Silverhawk – Silverhawk Power Station, a 570-megawatt, natural gas-fueled, combined-cycle electric generating facility located 20 miles north of Las Vegas, Nevada

Standard & Poor's – Standard & Poor's Corporation

SunCor – SunCor Development Company, a subsidiary of the Company

Sundance Plant – 450-megawatt generating facility located approximately 55 miles southeast of Phoenix, Arizona

Superfund – Comprehensive Environmental Response, Compensation and Liability Act

Trading – energy-related activities entered into with the objective of generating profits on changes in market prices

2005 Form 10-K – Pinnacle West/APS Annual Report on Form 10-K for the fiscal year ended December 31, 2005

VIE – variable interest entity

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(unaudited)

(dollars and shares in thousands, except per share amounts)

	Three Months Ended June 30,	
	2006	2005
OPERATING REVENUES		
Regulated electricity segment	\$ 712,718	\$ 579,652
Marketing and trading segment	89,925	71,172
Real estate segment	112,603	84,259
Other revenues	9,782	20,259
Total	<u>925,028</u>	<u>755,342</u>
OPERATING EXPENSES		
Regulated electricity segment fuel and purchased power	263,944	160,590
Marketing and trading segment fuel and purchased power	72,716	57,593
Operations and maintenance	168,332	153,097
Real estate segment operations	98,412	67,713
Depreciation and amortization	89,297	85,323
Taxes other than income taxes	32,700	34,638
Other expenses	8,430	17,556
Total	<u>733,831</u>	<u>576,510</u>
OPERATING INCOME	<u>191,197</u>	<u>178,832</u>
OTHER		
Allowance for equity funds used during construction	3,633	2,952
Other income (Note 14)	12,022	8,684
Other expense (Note 14)	(5,815)	(3,846)
Total	<u>9,840</u>	<u>7,790</u>
INTEREST EXPENSE		
Interest charges	45,882	50,077
Capitalized interest	(4,959)	(3,544)
Total	<u>40,923</u>	<u>46,533</u>
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	160,114	140,089
INCOME TAXES	49,271	54,988
INCOME FROM CONTINUING OPERATIONS INCOME (LOSS) FROM DISCONTINUED OPERATIONS	110,843	85,101
Net of income tax expense (benefit) of \$855 and \$(37,673) (Note 17)	1,311	(58,366)
NET INCOME	<u>\$ 112,154</u>	<u>\$ 26,735</u>
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING – BASIC	99,221	96,192
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING – DILUTED	99,640	96,299
EARNINGS PER WEIGHTED – AVERAGE COMMON SHARE OUTSTANDING		
Income from continuing operations – basic	\$ 1.12	\$ 0.88
Net income – basic	1.13	0.28
Income from continuing operations – diluted	1.11	0.88
Net income – diluted	1.13	0.28
DIVIDENDS DECLARED PER SHARE	\$ -	\$ -

See Notes to Pinnacle West's Condensed Consolidated Financial Statements.

PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(dollars and shares in thousands, except per share amounts)

	Six Months Ended June 30,	
	2006	2005
OPERATING REVENUES		
Regulated electricity segment	\$ 1,178,844	\$ 995,682
Marketing and trading segment	174,927	160,429
Real estate segment	220,457	154,195
Other revenues	21,006	30,394
Total	1,595,234	1,340,700
OPERATING EXPENSES		
Regulated electricity segment fuel and purchased power	421,339	239,013
Marketing and trading segment fuel and purchased power	146,891	128,402
Operations and maintenance	346,759	308,181
Real estate segment operations	169,742	123,047
Depreciation and amortization	176,918	176,267
Taxes other than income taxes	68,273	69,203
Other expenses	16,952	25,930
Total	1,346,874	1,070,043
OPERATING INCOME	248,360	270,657
OTHER		
Allowance for equity funds used during construction	7,434	5,555
Other income (Note 14)	17,489	9,487
Other expense (Note 14)	(10,356)	(8,232)
Total	14,567	6,810
INTEREST EXPENSE		
Interest charges	93,408	96,042
Capitalized interest	(8,983)	(6,833)
Total	84,425	89,209
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	178,502	188,258
INCOME TAXES	56,064	73,558
INCOME FROM CONTINUING OPERATIONS	122,438	114,700
INCOME (LOSS) FROM DISCONTINUED OPERATIONS		
Net of income tax expense (benefit) of \$1,412 and \$(40,992) (Note 17)	2,171	(63,517)
NET INCOME	\$ 124,609	\$ 51,183
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING – BASIC	99,168	94,089
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING – DILUTED	99,562	94,189
EARNINGS PER WEIGHTED – AVERAGE COMMON SHARE OUTSTANDING		
Income from continuing operations – basic	\$ 1.23	\$ 1.22
Net income – basic	1.26	0.54
Income from continuing operations – diluted	1.23	1.22
Net income – diluted	1.25	0.54
DIVIDENDS DECLARED PER SHARE	\$ 1.00	\$ 0.95

See Notes to Pinnacle West's Condensed Consolidated Financial Statements.

PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)
(dollars in thousands)

	<u>June 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 15,608	\$ 154,003
Customer and other receivables	510,086	502,681
Allowance for doubtful accounts	(4,868)	(4,979)
Materials and supplies (at average cost)	112,891	109,736
Fossil fuel (at average cost)	25,210	23,658
Assets from risk management and trading activities (Note 10)	473,551	827,779
Assets held for sale (Note 17)	22,568	202,645
Other current assets	78,607	75,869
Total current assets	1,233,653	1,891,392
INVESTMENTS AND OTHER ASSETS		
Real estate investments – net	453,947	390,702
Assets from long-term risk management and trading activities (Note 10)	321,131	597,831
Decommissioning trust accounts (Note 18)	306,981	293,943
Other assets	118,034	111,931
Total investments and other assets	1,200,093	1,394,407
PROPERTY, PLANT AND EQUIPMENT		
Plant in service and held for future use	10,974,195	10,727,695
Less accumulated depreciation and amortization	3,725,592	3,622,884
Total	7,248,603	7,104,811
Construction work in progress	337,949	327,172
Intangible assets, net of accumulated amortization	101,293	90,916
Nuclear fuel, net of accumulated amortization	57,394	54,184
Net property, plant and equipment	7,745,239	7,577,083
DEFERRED DEBITS		
Deferred fuel and purchased power regulatory asset (Note 5)	174,666	172,756
Other regulatory assets	176,018	151,123
Other deferred debits	120,030	135,884
Total deferred debits	470,714	459,763
TOTAL ASSETS	\$ 10,649,699	\$ 11,322,645

See Notes to Pinnacle West's Condensed Consolidated Financial Statements.

PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)
(dollars in thousands)

	June 30, 2006	December 31, 2005
LIABILITIES AND COMMON STOCK EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 293,386	\$ 377,107
Accrued taxes	336,338	289,235
Accrued interest	26,455	31,774
Short-term borrowings	174,019	15,673
Current maturities of long-term debt	85,601	384,947
Customer deposits	66,952	60,509
Deferred income taxes	24,845	94,710
Liabilities from risk management and trading activities (Note 10)	399,368	720,693
Other current liabilities (Note 10)	153,245	297,425
Total current liabilities	1,560,209	2,272,073
LONG-TERM DEBT LESS CURRENT MATURITIES	2,815,665	2,608,455
DEFERRED CREDITS AND OTHER		
Deferred income taxes	1,200,030	1,225,253
Regulatory liabilities	570,697	592,494
Liability for asset retirements	277,592	269,011
Pension liability	284,060	264,476
Liabilities from long-term risk management and trading activities (Note 10)	243,886	256,413
Unamortized gain – sale of utility plant	43,469	45,757
Other	369,162	363,749
Total deferred credits and other	2,988,896	3,017,153
COMMITMENTS AND CONTINGENCIES (Notes 5, 12, 13 and 15)		
COMMON STOCK EQUITY		
Common stock, no par value	2,079,774	2,067,377
Treasury stock	(895)	(1,245)
Total common stock	2,078,879	2,066,132
Accumulated other comprehensive income (loss) (Note 11):		
Minimum pension liability adjustment	(97,277)	(97,277)
Derivative instruments	84,233	262,397
Total accumulated other comprehensive income	(13,044)	165,120
Retained earnings	1,219,094	1,193,712
Total common stock equity	3,284,929	3,424,964
TOTAL LIABILITIES AND COMMON STOCK EQUITY	\$ 10,649,699	\$ 11,322,645

See Notes to Pinnacle West's Condensed Consolidated Financial Statements.

PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(dollars in thousands)

	Six Months Ended June 30,	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 124,609	\$ 51,183
Adjustments to reconcile net income to net cash provided by operating activities:		
Silverhawk impairment loss	-	91,057
Depreciation and amortization including nuclear fuel	188,863	185,613
Deferred fuel and purchased power	(94,565)	(33,785)
Deferred fuel and purchased power amortization	92,656	-
Allowance for equity funds used during construction	(7,434)	(5,555)
Deferred income taxes	16,481	(36,209)
Change in mark-to-market valuations	11,730	(17,436)
Changes in current assets and liabilities:		
Customer and other receivables	(764)	344
Materials, supplies and fossil fuel	580	(15,773)
Other current assets	3,806	(27,571)
Accounts payable	(91,543)	(107,299)
Accrued taxes	50,074	70,268
Other current liabilities	5,754	16,726
Proceeds from the sale of real estate assets	15,482	41,259
Real estate investments	(61,758)	(39,968)
Change in risk management and trading – assets	64,893	16,360
Change in risk management and trading – liabilities	(132,448)	5,603
Change in collateral	(155,354)	91,969
Change in other long-term assets	4,532	6,016
Change in other long-term liabilities	20,631	41,344
Net cash flow provided by operating activities	<u>56,225</u>	<u>334,146</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(363,795)	(302,880)
Capitalized interest	(8,983)	(6,833)
Purchase of Sundance	-	(185,046)
Proceeds from the sale of Silverhawk	207,620	-
Purchases of investment securities	(280,527)	(1,579,906)
Proceeds from sale of investment securities	280,527	1,431,348
Proceeds from nuclear decommissioning trust sales	114,875	82,764
Investment in nuclear decommissioning trust	(125,246)	(90,814)
Other	1,618	2,724
Net cash flow used for investing activities	<u>(173,911)</u>	<u>(648,643)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of long-term debt	255,984	664,003
Repayment of long-term debt	(353,549)	(430,673)
Short-term borrowings and payments – net	158,336	16,253
Dividends paid on common stock	(99,227)	(90,364)
Common stock equity issuance	8,910	271,069
Other	8,837	21,246
Net cash flow provided by (used for) financing activities	<u>(20,709)</u>	<u>451,534</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(138,395)	137,037
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	154,003	163,366
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 15,608	\$ 300,403
Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Income taxes, net of refunds	\$ 251	\$ 7,733
Interest, net of amounts capitalized	\$ 87,290	\$ 87,617

See Notes to Pinnacle West's Condensed Consolidated Financial Statements.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Consolidation and Nature of Operations

The unaudited condensed consolidated financial statements include the accounts of Pinnacle West and our wholly-owned subsidiaries: APS, Pinnacle West Energy, APS Energy Services, SunCor and El Dorado. All significant intercompany accounts and transactions between the consolidated companies have been eliminated. Our accounting records are maintained in accordance with GAAP. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. We have reclassified certain prior year amounts to conform to the current year presentation.

2. Condensed Consolidated Financial Statements

Our unaudited condensed consolidated financial statements reflect all adjustments which we believe are necessary for the fair presentation of our financial position, results of operations and cash flows for the periods presented. We suggest that these condensed consolidated financial statements and notes to condensed consolidated financial statements be read along with the consolidated financial statements and notes to consolidated financial statements included in our 2005 Form 10-K.

3. Quarterly Fluctuations

Weather conditions cause significant seasonal fluctuations in our revenues. In addition, real estate and trading and wholesale marketing activities can have significant impacts on our results for interim periods. For these reasons, results for interim periods do not necessarily represent results to be expected for the year.

4. Changes in Liquidity

In January 2006, Pinnacle West infused into APS \$210 million of the proceeds from the sale of Silverhawk. See "Equity Infusions" in Note 5 for more information.

On February 28, 2006, Pinnacle West entered into an Uncommitted Master Shelf Agreement with Prudential Investment Management, Inc. ("Prudential") and certain of its affiliates. The agreement provides the terms under which Pinnacle West may offer up to \$200 million of its senior notes for purchase by Prudential affiliates at any time prior to December 31, 2007. The maturity of notes issued under the agreement cannot exceed five years. Pursuant to the agreement, on February 28, 2006, Pinnacle West issued and sold to Prudential affiliates \$175 million of its 5.91% Senior Notes, Series A, due February 28, 2011 (the "Series A Notes").

On April 3, 2006, Pinnacle West repaid \$300 million of its 6.40% Senior Notes due April 2006. Pinnacle West used the proceeds of the Series A Notes, cash on hand and commercial paper proceeds to repay these notes.

On August 3, 2006, APS issued \$400 million of debt as follows: \$250 million of its 6.25% Notes due 2016 and \$150 million of its 6.875% Notes due 2036. A portion of the proceeds will be used to pay at maturity approximately \$84 million of APS' 6.75% Senior Notes due November 15,

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2006, to fund its construction program and for other general corporate purposes. A portion of the proceeds may also be used to pay any liability determined to be payable as a result of the review by the Internal Revenue Service of a tax refund the Company received in 2002.

The following table shows principal payments due on Pinnacle West's and APS' total long-term debt and capitalized lease requirements (dollars in millions) as of June 30, 2006:

Year	Pinnacle West	APS
2006	\$ 86	\$ 85
2007	2	1
2008	130	1
2009	27	1
2010	227	224
Thereafter	2,438	2,261
Total	<u>\$ 2,910</u>	<u>\$ 2,573</u>

5. Regulatory Matters

APS General Rate Case

On January 31, 2006, APS filed with the ACC updated financial schedules, testimony and other data in the general rate case that APS originally filed on November 4, 2005. As requested by the ACC staff, the updated information uses the twelve months ended September 30, 2005 as the test period instead of the test year ended December 31, 2004 used in APS' original filing. As a result of the updated filing, APS is requesting a 21.3%, or \$453.9 million, increase in its annual retail electricity revenues effective no later than December 31, 2006. The original filing requested a 19.9%, or \$409.1 million, retail rate increase.

The updated requested rate increase is designed to recover the following (dollars in millions):

	Updated Filing (January 31, 2006)		Original Filing (November 4, 2005)	
	Annual Revenue Increase	Percentage Increase	Annual Revenue Increase	Percentage Increase
Increased fuel and purchased power	\$ 299.0	14.0%	\$ 246.8	12.0%
Capital structure update	98.3	4.6%	96.8	4.7%
Rate base update, including acquisition of Sundance Plant	46.2	2.2%	42.5	2.1%
Pension funding	41.3	1.9%	41.2	2.0%
Other items	<u>(30.9)</u>	<u>(1.4)%</u>	<u>(18.2)</u>	<u>(0.9)%</u>
Total increase	<u>\$ 453.9</u>	<u>21.3%</u>	<u>\$ 409.1</u>	<u>19.9%</u>

The request is based on (a) a rate base of \$4.4 billion as of September 30, 2005; (b) a base rate for fuel and purchased power costs of \$0.031904 per kilowatt-hour based on estimated 2006

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

prices; and (c) a proposed capital structure of 45% long-term debt and 55% common stock equity, with a weighted-average cost of capital of 8.73% (5.41% for long-term debt and 11.50% for common stock equity). The requested increase in annual retail electricity revenues from the original filing is based solely on increased fuel and purchased power costs, slightly offset by other items (see the above chart). If the ACC approves the requested base rate increase for fuel and purchased power costs (see clause (b) of this paragraph), subsequent PSA rate adjustments and/or PSA surcharges would be reduced because more of such costs would be recovered in base rates.

The updated request does not include the PSA annual adjustor rate increase of approximately 5% that took effect February 1, 2006, the PSA surcharge increase of approximately 0.7% that took effect May 1, 2006, or APS' pending application for a 1.9% PSA surcharge rate increase. See "Power Supply Adjustor" below. The interim rate increase described immediately below would, if it becomes permanent, accelerate the recovery of a portion of the fuel and purchased power component of the general rate case request.

Interim Rate Increase

On January 6, 2006, APS filed with the ACC an application requesting an emergency interim rate increase of \$299 million, or approximately 14%, to be effective April 1, 2006. APS later reduced this request to \$232 million, or approximately 11%, due to a decline in expected 2006 natural gas and wholesale power prices. The purpose of the emergency interim rate increase was solely to address APS' under-collection of higher annual fuel and purchased power costs. On May 2, 2006, the ACC approved an order in this matter that, among other things:

- authorized an interim PSA adjustor, effective May 1, 2006, that resulted in an interim retail rate increase of approximately 8.3% designed to recover approximately \$138 million of fuel and purchased power costs incurred in 2006 (this interim adjustor, combined with the \$15 million PSA surcharge approved by the ACC (see "Surcharge for Certain 2005 PSA Deferrals" below), resulted in a rate increase of approximately 9.0% designed to recover approximately \$149 million of fuel and purchased power costs during 2006);
- provides that amounts collected through the interim PSA adjustor "remain subject to a prudence review at the appropriate time" and that "all unplanned Palo Verde outage costs for 2006 should undergo a prudence audit by [the ACC] Staff" (see "PSA Deferrals Related to Unplanned Palo Verde Outages" below);
- encourages parties to APS' general rate case to "propose modifications to the PSA that will address on a permanent basis, the issues with timing of recovery when deferrals are large and growing";
- affirmed APS' ability to defer fuel and purchased power costs above the prior annual cap of \$776.2 million until the ACC decides the general rate case; and
- encourages APS to diversify its resources "through large scale, sustained energy efficiency programs, [using] low cost renewable energy resources as a hedge against high fossil fuel costs."

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As noted above, the interim PSA adjustor would, if it becomes permanent, accelerate the recovery of a portion of the fuel and purchased power component of APS' general rate case and is not an additional increase.

Power Supply Adjustor

PSA Provisions

The PSA approved by the ACC in April 2005 as part of APS' 2003 rate case provides for adjustment of retail rates to reflect variations in retail fuel and purchased power costs. On January 25, 2006, the ACC modified the PSA in certain respects. The PSA, as modified, is subject to specified parameters and procedures, including the following:

- APS will record deferrals for recovery or refund to the extent actual retail fuel and purchased power costs vary from the base fuel amount (currently \$0.020743 per kWh);
- the deferrals are subject to a 90/10 sharing arrangement in which APS must absorb 10% of the retail fuel and purchased power costs above the base fuel amount and may retain 10% of the benefit from the retail fuel and purchased power costs that are below the base fuel amount;
- amounts to be recovered or refunded through the PSA adjustor are limited to a) a cumulative plus or minus \$0.004 per kWh from the base fuel amount over the life of the PSA and b) a maximum plus or minus \$0.004 change in the adjustor rate in any one year;
- the recoverable amount of annual retail fuel and purchased power costs through current base rates and the PSA was originally capped at \$776.2 million; however, the ACC has removed the cap pending the ACC's final ruling on APS' pending request in the general rate case to have the cap eliminated or substantially raised;
- the PSA will remain in effect for a minimum five-year period, but the ACC may eliminate the PSA at any time, if appropriate, in the event APS files a rate case before the expiration of the five-year period (which APS did by filing the general rate case noted above) or if APS does not comply with the terms of the PSA; and
- APS is prohibited from requesting PSA surcharges until after the PSA annual adjustor rate has been set each year. The amount available for potential PSA surcharges will be limited to the amount of accumulated deferrals through the prior year-end, which are not expected to be recovered through the annual adjustor or any PSA surcharges previously approved by the ACC.

2006 PSA Annual Adjustor The effective date of the PSA's annual adjustor is February 1, 2006 and the adjustor rate was set at the maximum \$0.004 per kilowatt-hour effective February 1, 2006. The change in the adjustor rate represents a retail rate increase of approximately 5% designed to recover \$110 million of deferred fuel and purchased power costs over the twelve-month period beginning February 1, 2006.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Surcharge for Certain 2005 PSA Deferrals On April 12, 2006, the ACC approved APS' request to recover \$15 million of 2005 PSA deferrals over a twelve-month period beginning May 2, 2006, representing a temporary rate increase of approximately 0.7%. Approximately \$45 million of 2005 PSA deferrals remain subject to a pending application (see "PSA Deferrals Related to Unplanned Palo Verde Outages" below); the balance of the 2005 PSA deferrals is being recovered under the 2006 PSA annual adjustor described in the preceding paragraph.

PSA Deferrals Related to Unplanned Palo Verde Outages On February 2, 2006, APS filed with the ACC an application to recover approximately \$45 million over a twelve-month period, representing a temporary rate increase of approximately 1.9%, proposed to begin no later than the ACC's completion of its inquiry regarding the unplanned 2005 Palo Verde outages.

As noted under "Interim Rate Increase" above, the ACC has directed the ACC staff to conduct a "prudence audit" on unplanned 2006 Palo Verde outage costs. PSA deferrals related to these 2006 outages are estimated to be about \$70 million.

Proposed Modifications to PSA (Requested In General Rate Case)

In its pending general rate case, APS has requested the following modifications to the PSA:

- The cumulative plus or minus \$0.004 per kWh limit from the base fuel amount over the life of the PSA would be eliminated, while the maximum plus or minus \$0.004 limit to changes in the adjustor rate in any one year would remain in effect;
- The \$776.2 million annual limit on the retail fuel and purchased power costs under APS' current base rates and the PSA would be removed or increased (although APS may defer fuel and purchased power costs above \$776.2 million per year pending the ACC's final ruling on APS' pending request to have the cap eliminated or substantially raised);
- The current provision that APS is required to file a surcharge application with the ACC after accumulated pretax PSA deferrals equal \$50 million and before they equal \$100 million would be eliminated, thereby giving APS flexibility in determining when a surcharge filing should be made;
- The costs of renewable energy and capacity costs attributable to purchased power obtained through competitive procurement would be excluded from the existing 90/10 sharing arrangement under which APS absorbs 10% of the retail fuel and purchased power costs above the base fuel amount and retains 10% of the benefit from retail fuel and purchased power costs that are below the base fuel amount; and
- 10% of any realized gains or losses resulting from APS' hedges of retail fuel and purchased power costs would be retained or absorbed by APS before being subject to the 90/10 sharing provision under the PSA.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Equity Infusions

On November 8, 2005, the ACC approved Pinnacle West's request to infuse more than \$450 million of equity into APS during 2005 or 2006. These infusions consist of about \$250 million of the proceeds of Pinnacle West's common equity issuance on May 2, 2005 and about \$210 million of the proceeds from the sale of Silverhawk in January 2006 (see Note 17). Pinnacle West has made these equity infusions into APS.

Federal

Price Mitigation Plan

In July 2002, the FERC adopted a price mitigation plan that constrains the price of electricity in the wholesale spot electricity market in the western United States. The FERC adopted a price cap of \$250 per MWh for the period subsequent to October 31, 2002. On February 13, 2006, the FERC increased this price cap to \$400 per MWh for prospective sales. Sales at prices above the cap must be justified and are subject to potential refund.

FERC Order

On August 11, 2004, Pinnacle West, APS, Pinnacle West Energy, and APS Energy Services (collectively, the "Pinnacle West Companies") submitted to the FERC an update to its three-year market-based rate review pursuant to the FERC's order implementing a new generation market power analysis. On December 20, 2004, the FERC issued an order approving the Pinnacle West Companies' market-based rates for control areas other than those of APS, Public Service Company of New Mexico ("PNM") and Tucson Electric Power Company ("TEP"). The FERC staff required the Pinnacle West Companies to submit additional data with respect to these control areas, and the Pinnacle West Companies did so.

On April 17, 2006, the FERC issued an order revoking the Pinnacle West Companies' market-based rate authority in the APS control area (the "FERC Order"). The FERC found that the Pinnacle West Companies failed to provide the necessary information about the APS control area to allow the FERC to make a determination about the FERC's generation market power "screens" in the APS control area. The FERC found that the Pinnacle West Companies may charge market-based rates in the PNM and TEP control areas.

As a result of the FERC Order, the Pinnacle West Companies must charge cost-based rates, rather than market-based rates, in the APS control area for sales occurring after the date of the order, April 17, 2006. The Pinnacle West Companies are required to refund any amounts collected that exceed the default cost-based rates for all market rate sales within the APS control area from February 27, 2005 to April 17, 2006.

The Pinnacle West Companies filed a rehearing request of the FERC Order on May 17, 2006 and requested a technical conference with the FERC staff to discuss the order. The rehearing request is still pending. The FERC granted the request to hold a technical conference so that FERC staff and the Pinnacle West Companies may discuss how to implement the cost-based mitigation requirements of the FERC Order. The technical conference was held on July 10, 2006, and the Pinnacle West Companies submitted a supplemental compliance filing on July 31, 2006. Based upon an analysis of

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

the FERC Order and preliminary calculations of the refund obligations, at this time, neither Pinnacle West nor APS believes that the FERC Order will have a material adverse effect on its financial position, results of operations or cash flows.

6. Retirement Plans and Other Benefits

Pinnacle West sponsors a qualified defined benefit and account balance pension plan, a nonqualified supplemental excess benefit retirement plan, and other postretirement benefit plans for the employees of Pinnacle West and our subsidiaries. Pinnacle West uses a December 31 measurement date for its pension and other postretirement benefit plans. The market-related value of our plan assets is their fair value at the measurement date.

The following table provides details of the plans' benefit costs for the three and six months ended June 30, 2006 and 2005. Also included is the portion of these costs charged to expense, including administrative costs and excluding amounts billed to electric plant participants or capitalized as overhead construction (dollars in millions):

	Pension Benefits				Other Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005	2006	2005	2006	2005
Service cost-benefits earned during the period	\$ 9	\$ 11	\$ 24	\$ 23	\$ 2	\$ 5	\$ 10	\$ 11
Interest cost on benefit obligation	17	21	46	44	4	9	17	17
Expected return on plan assets	(18)	(21)	(48)	(44)	(4)	(8)	(18)	(16)
Amortization of:								
Transition (asset) obligation	--	(1)	(1)	(2)	--	1	2	2
Prior service cost	1	1	1	1	--	--	--	--
Net actuarial loss	4	4	12	10	1	2	4	5
Net periodic benefit cost	<u>\$ 13</u>	<u>\$ 15</u>	<u>\$ 34</u>	<u>\$ 32</u>	<u>\$ 3</u>	<u>\$ 9</u>	<u>\$ 15</u>	<u>\$ 19</u>
Portion of cost charged to expense	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ 14</u>	<u>\$ 13</u>	<u>\$ 1</u>	<u>\$ 4</u>	<u>\$ 6</u>	<u>\$ 8</u>
APS' share of costs charged to expense	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ 13</u>	<u>\$ 12</u>	<u>\$ 1</u>	<u>\$ 3</u>	<u>\$ 6</u>	<u>\$ 7</u>

Contributions

The contribution to our pension plan in 2006 is estimated to be approximately \$50 million, \$29 million of which has been contributed through June 30, 2006. The contribution to our other postretirement benefit plan in 2006 is estimated to be approximately \$29 million. APS' share is approximately 97% of both plans.

7. Business Segments

We have three principal business segments (determined by products, services and the regulatory environment):

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- our regulated electricity segment, which consists of traditional regulated retail and wholesale electricity businesses (primarily electricity service to Native Load customers) and related activities and includes electricity generation, transmission and distribution;
- our real estate segment, which consists of SunCor's real estate development and investment activities; and
- our marketing and trading segment, which consists of our competitive energy business activities, including wholesale marketing and trading and APS Energy Services' commodity-related energy services.

Financial data for the three and six months ended June 30, 2006 and 2005 and at June 30, 2006 and December 31, 2005 by business segment is provided as follows (dollars in millions):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Operating Revenues:				
Regulated electricity	\$ 713	\$ 580	\$ 1,179	\$ 996
Real estate	113	84	220	154
Marketing and trading	90	71	175	161
Other	9	20	21	30
Total	<u>\$ 925</u>	<u>\$ 755</u>	<u>\$ 1,595</u>	<u>\$ 1,341</u>
Net Income (Loss):				
Regulated electricity	\$ 95	\$ 69	\$ 82	\$ 83
Real estate	9	12	32	20
Marketing and trading(a)	7	(55)	10	(54)
Other	1	1	1	2
Total	<u>\$ 112</u>	<u>\$ 27</u>	<u>\$ 125</u>	<u>\$ 51</u>

- (a) The three and six months ended June 30, 2005 include a loss in discontinued operations related to the sale of Silverhawk of \$59 million and \$65 million, respectively.

	As of	As of
	June 30, 2006	December 31, 2005
Assets:		
Regulated electricity	\$ 9,663	\$ 9,732
Real estate	564	483
Marketing and trading	391	1,070
Other	32	38
Total	<u>\$ 10,650</u>	<u>\$ 11,323</u>

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

8. Stock-Based Compensation

Pinnacle West offers stock-based compensation plans for officers and key employees of Pinnacle West and our subsidiaries.

The 2002 Long-Term Incentive Plan ("2002 Plan") allows Pinnacle West to grant performance shares, stock ownership incentive awards and non-qualified and performance-accelerated stock options to key employees. We have reserved 6 million shares of common stock for issuance under the 2002 plan. No more than 1.8 million shares may be issued in relation to performance share awards and stock ownership incentive awards. The plan also provides for the granting of new non-qualified stock options at a price per share not less than the fair market value of the common stock at the time of grant. The stock options vest over three years, unless certain performance criteria are met, which can accelerate the vesting period. The terms of the options cannot be longer than 10 years and the options cannot be repriced.

Generally, each recipient of performance shares is entitled to receive shares of common stock at the end of a three-year period based upon Pinnacle West's earnings per share growth rate during that three-year period compared to the earnings per share growth rate of all relevant companies in a specified utilities index. The number of shares of common stock a recipient is entitled to receive is determined by Pinnacle West's relative percentile ranking during the three-year period.

The 1994 Long-Term Incentive Plan ("1994 Plan") includes outstanding options but no new options may be granted under the plan. Options vest one-third of the grant per year beginning one year after the date the option is granted and expire ten years from the date of the grant. The 1994 Plan also provided for the granting of any combination of shares of restricted stock, stock appreciation rights or dividend equivalents.

In the third quarter of 2002, we began applying the fair value method of accounting for stock-based compensation, as provided for in SFAS No. 123, "Accounting for Stock-Based Compensation." In accordance with the transition requirements of SFAS No. 123, we applied the fair value method prospectively, beginning with 2002 stock grants. In prior years, we recognized stock compensation expense based on the intrinsic value method allowed in APB No. 25, "Accounting for Stock Issued to Employees."

Effective January 1, 2006, we prospectively adopted SFAS No. 123(R), "Share-Based Payment." Because the fair value recognition provisions of both SFAS No. 123 and SFAS No. 123(R) are materially consistent with respect to our stock-based compensation plans, the adoption of SFAS No. 123(R) did not have a material impact on our financial statements.

The compensation cost that has been charged against income for share-based compensation plans was \$1.3 million and \$4.1 million for the three and six months ended June 30, 2006, respectively compared to \$1.6 million and \$2.2 million for the three and six months ended June 30, 2005, respectively. The total income tax benefit recognized in the condensed consolidated income statement for share-based compensation arrangements was \$0.5 million and \$1.5 million for the three and six months ended June 30, 2006, respectively, compared to \$0.6 million and \$0.9 million for the three and six months ended June 30, 2005, respectively.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following table is a summary of option activity under our equity incentive plans as of June 30, 2006 and changes during the six months ending on that date:

Options	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (dollars in thousands)
Outstanding at				
January 1, 2006	1,696	\$ 39.65		
Exercised	(28)	33.00		
Forfeited or expired	(21)	43.92		
Outstanding at				
June 30, 2006	1,647	39.70	4.6	\$ 3,411
Exercisable at				
June 30, 2006	1,641	39.71	4.6	3,400

There were no options granted during the six months ended June 30, 2006 and 2005. The intrinsic value of options exercised during the three months ended June 30, 2006 and 2005 was \$0.2 million and \$0.6 million, respectively. The intrinsic value of options exercised during the six months ended June 30, 2006 and 2005 was \$0.2 million and \$1.1 million, respectively.

The following table is a summary of the status of stock compensation awards, other than options, as of June 30, 2006 and changes during the six months ending on that date:

Nonvested shares	Shares (in thousands)	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2006	528	\$ 38.23
Granted	274	41.50
Vested	(13)	44.13
Forfeited	(224)	36.10
Nonvested at June 30, 2006	565	40.52

As of June 30, 2006, there was \$8.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the plan. That cost is expected to be recognized over a weighted-average period of 1.8 years. No shares vested during the three months ended June 30, 2006 and 2005. The total fair value of shares vested during the six months ended June 30, 2006 and 2005 was \$0.5 million and \$2.9 million, respectively.

Cash received from options exercised under our share-based payment arrangements was \$0.9 million and \$2.1 million for the three months ended June 30, 2006 and 2005, respectively. Cash received from options exercised under our share-based payment arrangements was \$0.9 million and \$6.1 million for the six months ended June 30, 2006 and 2005, respectively. The actual tax benefit realized for the tax deductions from option exercises of the share-based payment arrangements was immaterial for the three and six months ended June 30, 2006 and 2005.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Pinnacle West has a current policy of issuing new shares to satisfy share requirements for stock compensation plans and does not expect to repurchase any shares during 2006.

9. Variable-Interest Entities

In 1986, APS entered into agreements with three separate VIE lessors in order to sell and lease back interests in Palo Verde Unit 2. The leases are accounted for as operating leases in accordance with GAAP. We are not the primary beneficiary of the Palo Verde VIEs and, accordingly, do not consolidate them.

APS is exposed to losses under the Palo Verde sale leaseback agreements upon the occurrence of certain events that APS does not consider to be reasonably likely to occur. Under certain circumstances (for example, the NRC issuing specified violation orders with respect to Palo Verde or the occurrence of specified nuclear events), APS would be required to assume the debt associated with the transactions, make specified payments to the equity participants, and take title to the leased Unit 2 interests, which, if appropriate, may be required to be written down in value. If such an event had occurred as of June 30, 2006, APS would have been required to assume approximately \$228 million of debt and pay the equity participants approximately \$182 million.

10. Derivative and Energy Trading Accounting

We use derivative instruments (primarily forward purchases and sales, swaps, options and futures) to manage our exposure to the commodity price risk inherent in the purchase and sale of fuel, electricity and emission allowances and credits, as well as interest rate risk associated with long-term debt. As of June 30, 2006, we hedged exposures to the price variability of the power and gas commodities for a maximum of 3.25 years. The changes in market value of such contracts have a high correlation to price changes in the hedged transactions. In addition, subject to specified risk parameters monitored by the ERMC, we engage in marketing and trading activities intended to profit from market price movements.

Cash Flow Hedges

The changes in the fair value of our hedged positions included in the Condensed Consolidated Statements of Income, after consideration of amounts deferred under the PSA, for the three and six months ended June 30, 2006 and 2005 are comprised of the following (dollars in thousands):

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Gains (losses) on the ineffective portion of derivatives qualifying for hedge accounting	\$ (2,975)	\$ 453	\$ (3,154)	\$ 7,777
Gains (losses) from the change in options' time value excluded from measurement of effectiveness	3	(119)	(14)	739
Gains from the discontinuance of cash flow hedges	--	--	434	385

During the next twelve months ending June 30, 2007, we estimate that a net gain of \$47 million before income taxes will be reclassified from accumulated OCI as an offset to the effect of market price changes for the related hedged transactions. To the extent the amounts are eligible for inclusion in the PSA, the amounts will be recorded as either a regulatory asset or liability and have no effect on earnings (see Note 5).

Our assets and liabilities from risk management and trading activities are presented in two categories, consistent with our business segments.

The following table summarizes our assets and liabilities from risk management and trading activities at June 30, 2006 and December 31, 2005 (dollars in thousands):

June 30, 2006

	Current Assets	Investments and Other Assets	Current Liabilities	Deferred Credits and Other	Net Asset (Liability)
Regulated electricity:					
Mark-to-market	\$ 330,793	\$ 192,384	\$ (329,666)	\$ (161,754)	\$ 31,757
Margin account and options	15,632	--	--	(1,114)	14,518
Marketing and trading:					
Mark-to-market	126,604	128,461	(55,085)	(81,018)	118,962
Options and emission allowances	522	286	(14,617)	--	(13,809)
Total	<u>\$ 473,551</u>	<u>\$ 321,131</u>	<u>\$ (399,368)</u>	<u>\$ (243,886)</u>	<u>\$ 151,428</u>

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005

	Current Assets	Investments and Other Assets	Current Liabilities	Deferred Credits and Other	Net Asset (Liability)
Regulated electricity:					
Mark-to-market	\$ 516,399	\$ 228,873	\$ (335,801)	\$ (74,787)	\$ 334,684
Margin account and options	1,814	--	(124,165)	--	(122,351)
Marketing and trading:					
Mark-to-market	307,883	291,122	(236,922)	(181,417)	180,666
Options and emission allowances	1,683	77,836	(23,805)	(209)	55,505
Total	<u>\$ 827,779</u>	<u>\$ 597,831</u>	<u>\$ (720,693)</u>	<u>\$ (256,413)</u>	<u>\$ 448,504</u>

We maintain a margin account with a broker to support our risk management and trading activities. The margin account was an asset of \$13 million at June 30, 2006 and a liability of \$123 million at December 31, 2005 and is included in the margin account in the table above. Cash is deposited with the broker in this account at the time futures or options contracts are initiated. The change in market value of these contracts (reflected in mark-to-market) requires adjustment of the margin account balance.

Cash or other assets may be required to serve as collateral against our open positions on certain energy-related contracts. Collateral provided to counterparties was \$13 million at June 30, 2006 and \$6 million at December 31, 2005, and is included in other current assets on the Condensed Consolidated Balance Sheets. Collateral provided to us by counterparties was \$67 million at June 30, 2006 and \$216 million at December 31, 2005, and is included in other current liabilities on the Condensed Consolidated Balance Sheets.

Credit Risk

We are exposed to losses in the event of nonperformance or nonpayment by counterparties. We have risk management and trading contracts with many counterparties. Our risk management process assesses and monitors the financial exposure of all counterparties. Despite the fact that the great majority of trading counterparties' securities are rated as investment grade by the credit rating agencies, there is still a possibility that one or more of these companies could default, resulting in a material impact on consolidated earnings for a given period. Counterparties in the portfolio consist principally of financial institutions, major energy companies, municipalities and local distribution companies. We maintain credit policies that we believe minimize overall credit risk to within acceptable limits. Determination of the credit quality of our counterparties is based upon a number of factors, including credit ratings and our evaluation of their financial condition. To manage credit risk, we employ collateral requirements, standardized agreements that allow for the netting of positive and negative exposures associated with a single counterparty and credit default swaps. Valuation adjustments are established representing our estimated credit losses on our overall exposure to counterparties.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

11. Comprehensive Income (Loss)

Components of comprehensive income (loss) for the three and six months ended June 30, 2006 and 2005 are as follows (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Net income	\$ 112,154	\$ 26,735	\$ 124,609	\$ 51,183
OCI (loss):				
Net unrealized gains (losses) on derivative instruments (a)	(69,124)	(24,220)	(274,107)	135,424
Reclassification of realized gain to income (b)	(676)	(9,769)	(18,206)	(15,688)
Income tax benefit (expense) related to items of OCI	27,257	13,334	114,149	(46,972)
Total OCI (loss)	(42,543)	(20,655)	(178,164)	72,764
Comprehensive income (loss)	<u>\$ 69,611</u>	<u>\$ 6,080</u>	<u>\$ (53,555)</u>	<u>\$ 123,947</u>

(a) These amounts primarily include unrealized gains and losses on contracts used to hedge our forecasted electricity and natural gas requirements to serve Native Load. These changes are primarily due to changes in forward natural gas prices and wholesale electricity prices.

(b) These amounts primarily include the reclassification of unrealized gains and losses to realized for contracted commodities delivered during the period.

12. Commitments and Contingencies

Palo Verde Nuclear Generating Station

Spent Nuclear Fuel and Waste Disposal

Nuclear power plant operators are required to enter into spent fuel disposal contracts with the DOE, and the DOE is required to accept and dispose of all spent nuclear fuel and other high-level radioactive wastes generated by domestic power reactors. Although the Nuclear Waste Policy Act required the DOE to develop a permanent repository for the storage and disposal of spent nuclear fuel by 1998, the DOE has announced that the repository cannot be completed before 2010 and it does not intend to begin accepting spent nuclear fuel prior to that date. In November 1997, the United States Court of Appeals for the District of Columbia Circuit (D.C. Circuit) issued a decision preventing the DOE from excusing its own delay, but refused to order the DOE to begin accepting spent nuclear fuel. Based on this decision and the DOE's delay, a number of utilities, including APS (on behalf of itself and the other Palo Verde owners), filed damages actions against the DOE in the Court of Federal Claims.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

APS currently estimates it will incur \$147 million (in 2005 dollars) over the life of Palo Verde for its share of the costs related to the on-site interim storage of spent nuclear fuel. At June 30, 2006, APS had a regulatory asset of \$2 million that represents amounts spent for on-site interim spent fuel storage net of amounts recovered in rates per the ACC rate order that was effective April 1, 2005.

California Energy Market Issues and Refunds in the Pacific Northwest

FERC

In July 2001, the FERC ordered an expedited fact-finding hearing to calculate refunds for spot market transactions in California during a specified time frame. APS was a seller and a purchaser in the California markets at issue, and to the extent that refunds are ordered, APS should be a recipient as well as a payor of such amounts. The FERC is still considering the evidence and refund amounts have not yet been finalized. However, on September 6, 2005, the Ninth Circuit issued a decision, concluding that the FERC may not order refunds from entities that are not within the FERC's jurisdiction. Because a number of the entities owing refunds under the FERC's calculations are not within the FERC's jurisdiction, this order may affect the level of recovery of refunds due in this proceeding. In addition, on August 8, 2005, the FERC issued an order allowing sellers in the California markets to demonstrate that its refund methodology results in an overall revenue shortfall for their transactions in the relevant markets over a specified time frame. More than twenty sellers made such cost recovery filings on September 14, 2005. On January 26, 2006, the FERC conditionally accepted thirteen of these filings, reducing the refund liability for these sellers. Correspondingly, this will reduce the recovery of total refunds in the California markets. On August 2, 2006, the Ninth Circuit issued a decision on the appropriate temporal scope and the type of transactions properly subject to the refund orders. In the decision, the Court preserved the scope of the FERC's existing refund proceedings, but also expanded it potentially to include additional transactions, remanding the orders to the FERC for further proceedings. Petitions for rehearing on this order are due 90 days from the date of issuance. We currently believe the refund claims at FERC will have no material adverse impact on our financial position, results of operations, cash flow or liquidity.

On March 19, 2002, the State of California filed a complaint with the FERC alleging that wholesale sellers of power and energy, including the Company, failed to properly file rate information at the FERC in connection with sales to California from 2000 to the present under market-based rates. The complaint requests the FERC to require the wholesale sellers to refund any rates that are "found to exceed just and reasonable levels." This complaint was dismissed by the FERC and the State of California appealed the matter to the Ninth Circuit Court of Appeals. In an order issued September 9, 2004, the Ninth Circuit upheld the FERC's authority to permit market-based rates, but rejected the FERC's claim that it was without authority to consider retroactive refunds when a utility has not strictly adhered to the quarterly reporting requirements of the market-based rate system. On September 9, 2004, the Ninth Circuit remanded the case to the FERC for further proceedings. Several of the intervenors in this appeal filed a petition for rehearing of this decision on October 25, 2004. The petition for rehearing was denied on July 31, 2006. On August 4, 2006, the State of California filed a motion to stay the issuance of the mandate (scheduled to be issued on August 7, 2006), until the end of the period for seeking rehearing in the California refund

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

proceeding before the Ninth Circuit, discussed above. The outcome of the further proceedings cannot be predicted at this time.

The FERC also ordered an evidentiary proceeding to discuss and evaluate possible refunds for the Pacific Northwest. The FERC affirmed the ALJ's conclusion that the prices in the Pacific Northwest were not unreasonable or unjust and refunds should not be ordered in this proceeding. This decision has now been appealed to the Ninth Circuit Court of Appeals. Although the FERC ruling in the Pacific Northwest matter is being appealed and the FERC has not yet calculated the specific refund amounts due in California, we do not expect that the resolution of these issues, as to the amounts alleged in the proceedings, will have a material adverse impact on our financial position, results of operations or cash flows.

On March 26, 2003, the FERC made public a Final Report on Price Manipulation in Western Markets, prepared by its staff and covering spot markets in the West in 2000 and 2001. The report stated that a significant number of entities who participated in the California markets during the 2000-2001 time period, including APS, may potentially have been involved in arbitrage transactions that allegedly violated certain provisions of the Independent System Operator tariff. After reviewing the matter, along with the data supplied by APS, the FERC staff moved to dismiss the claims against APS and to dismiss the proceeding. The motion to dismiss was granted by the FERC on January 22, 2004. Certain parties have sought rehearing of this order, and that request is pending.

FERC Order

See "FERC Order" in Note 5 for a discussion of an order issued by the FERC on April 17, 2006.

Natural Gas Supply

Pursuant to the terms of a comprehensive settlement entered into in 1996 with El Paso Natural Gas Company, the rates charged for natural gas transportation were subject to a rate moratorium through December 31, 2005.

On July 9, 2003, the FERC issued an order that altered the capacity rights of parties to the 1996 settlement but maintained the cost responsibility provisions agreed to by parties to that settlement. On December 28, 2004, the D.C. Court of Appeals upheld the FERC's authority to alter the capacity rights of parties to the settlement. With respect to the FERC's authority to maintain the cost responsibility provisions of the settlement, a party has sought appellate review and is seeking to reallocate the cost responsibility associated with the changed contractual obligations in a way that would be less favorable to APS and Pinnacle West Energy than under the FERC's July 9, 2003 order. Should this party prevail on this point, APS and Pinnacle West Energy's annual capacity cost could be increased by approximately \$3 million per year after income taxes for the period September 2003 through December 2005. This appeal had been stayed pending further consideration by the FERC. On May 26, 2006, the FERC issued an Order on Remand affirming its earlier decision that there is no basis for modifying the settlement rates during the remaining term of the settlement. Despite the May 26 order, the party seeking appellate review is continuing to pursue an appeal of this issue.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Consistent with its obligations under the 1996 settlement, El Paso filed a new rate case on June 30, 2005, which proposed new rates, terms and conditions and services to become effective on January 1, 2006. These rates are subject to refund pending the outcome of a hearing. The cost impact of this rate case will not have a material adverse effect on APS' financial position, results of operations, cash flows or liquidity.

Navajo Nation Litigation

In June 1999, the Navajo Nation served Salt River Project with a lawsuit filed in the United States District Court for the District of Columbia (the "D.C. Lawsuit") naming Salt River Project, several Peabody Coal Company entities (collectively, "Peabody"), Southern California Edison Company and other defendants, and citing various claims in connection with the renegotiations of the coal royalty and lease agreements under which Peabody mines coal for the Navajo Generating Station and the Mohave Generating Station. APS is a 14% owner of the Navajo Generating Station, which Salt River Project operates. The D.C. Lawsuit alleges, among other things, that the defendants obtained a favorable coal royalty rate by improperly influencing the outcome of a federal administrative process under which the royalty rate was to be adjusted. The suit seeks \$600 million in damages, treble damages, punitive damages of not less than \$1 billion, and the ejection of defendants "from all possessory interests and Navajo Tribal lands arising out of the [primary coal lease]." In July 2001, the court dismissed all claims against Salt River Project.

In January 2005, Peabody served APS with a lawsuit filed in the Circuit Court for the City of St. Louis naming APS and the other Navajo Generating Station participants and seeking, among other things, a declaration that the participants "are obligated to reimburse Peabody for any royalty, tax, or other obligation arising out of the D.C. Lawsuit." Based on APS' ownership interest in the Navajo Generating Station, APS could be liable for up to 14% of any such obligation. APS believes Peabody's claims are without merit and intends to contest those claims. Because the litigation is in preliminary stages, however, APS cannot currently predict the outcome of this matter.

Superfund

Superfund establishes liability for the cleanup of hazardous substances found contaminating the soil, water or air. Those who generated, transported or disposed of hazardous substances at a contaminated site are among those who are PRPs. PRPs may be strictly, and often jointly and severally, liable for clean-up. On September 3, 2003, the EPA advised APS that the EPA considers APS to be a PRP in the Motorola 52nd Street Superfund Site, Operable Unit 3 (OU3) in Phoenix, Arizona. APS has facilities that are within this superfund site. APS and Pinnacle West have agreed with the EPA to perform certain investigative activities of the APS facilities within OU3. Because the investigation has not yet been completed and ultimate remediation requirements are not yet finalized, neither APS nor Pinnacle West can currently estimate the expenditures which may be required.

Income Taxes

As a result of a change in IRS guidance, we claimed a tax deduction related to an APS tax accounting method change on the 2001 federal consolidated income tax return. The accelerated deduction resulted in a \$200 million reduction in the current income tax liability and a corresponding

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

increase in the plant-related deferred tax liability. In 2002, we received an income tax refund of approximately \$115 million related to our 2001 federal consolidated income tax return. The 2001 federal consolidated income tax return is currently under examination by the IRS. As part of this ongoing examination, the IRS is reviewing this accounting method change and the resultant deduction. During 2004 and again in 2005, the current income tax liability was increased, with a corresponding decrease to plant-related deferred tax liability, to reflect the expected outcome of this audit. We do not expect the ultimate outcome of this examination to have a material adverse impact on our financial position or results of operations. We expect that it will have a negative impact on cash flows.

Litigation

We are party to various other claims, legal actions and complaints arising in the ordinary course of business, including but not limited to environmental matters related to the Clean Air Act, Navajo Nation issues and EPA and ADEQ issues. In our opinion, the ultimate resolution of these matters will not have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

13. Nuclear Insurance

The Palo Verde participants have insurance for public liability resulting from nuclear energy hazards to the full limit of liability under federal law. This potential liability is covered by primary liability insurance provided by commercial insurance carriers in the amount of \$300 million and the balance by an industry-wide retrospective assessment program. If losses at any nuclear power plant covered by the programs exceed the accumulated funds, APS could be assessed retrospective premium adjustments. The maximum assessment per reactor under the program for each nuclear incident is approximately \$101 million, subject to an annual limit of \$15 million per incident, to be periodically adjusted for inflation. Based on APS' interest in the three Palo Verde units, APS' maximum potential assessment per incident for all three units is approximately \$88 million, with an annual payment limitation of approximately \$13 million.

The Palo Verde participants maintain "all risk" (including nuclear hazards) insurance for property damage to, and decontamination of, property at Palo Verde in the aggregate amount of \$2.75 billion, a substantial portion of which must first be applied to stabilization and decontamination. APS has also secured insurance against portions of any increased cost of generation or purchased power and business interruption resulting from a sudden and unforeseen accidental outage of any of the three units. The property damage, decontamination, and replacement power coverages are provided by Nuclear Electric Insurance Limited (NEIL). APS is subject to retrospective assessments under all NEIL policies if NEIL's losses in any policy year exceed accumulated funds. The maximum amount of retrospective assessments APS could incur under the current NEIL policies totals \$17.8 million. The insurance coverage discussed in this and the previous paragraph is subject to certain policy conditions and exclusions.

14. Other Income and Other Expense

The following table provides detail of other income and other expense for the three and six months ended June 30, 2006 and 2005 (dollars in thousands):

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Other income:				
Asset sales	\$ 8,810	\$ 142	\$ 9,171	\$ 383
Interest income	2,285	3,872	7,190	5,191
SunCor joint venture earnings	717	2,370	883	2,342
Investment gains – net (a)	--	923	--	--
Miscellaneous	210	1,377	245	1,571
Total other income	<u>\$ 12,022</u>	<u>\$ 8,684</u>	<u>\$ 17,489</u>	<u>\$ 9,487</u>
Other expense:				
Non-operating costs (b)	\$ (3,828)	\$ (3,058)	\$ (7,547)	\$ (6,156)
Investment losses – net (a)	(1,066)	--	(1,097)	(326)
Miscellaneous	(921)	(788)	(1,712)	(1,750)
Total other expense	<u>\$ (5,815)</u>	<u>\$ (3,846)</u>	<u>\$ (10,356)</u>	<u>\$ (8,232)</u>

(a) Includes joint venture and other non-operating income.

(b) As defined by the FERC, includes below-the-line non-operating utility costs (primarily community relations and other costs excluded from utility rate recovery).

15. Guarantees

We have issued parental guarantees and letters of credit and obtained surety bonds on behalf of APS Energy Services. Our credit support instruments enable APS Energy Services to offer commodity energy and energy-related products. Non-performance or non-payment under the original contract by APS Energy Services would require us to perform under the guarantee or surety bond. No liability is currently recorded on the Condensed Consolidated Balance Sheets related to Pinnacle West's current outstanding guarantees on behalf of its subsidiary. Our guarantees have no recourse or collateral provisions to allow us to recover amounts paid under the guarantees. At June 30, 2006, we had guarantees totaling \$21 million and surety bonds totaling \$24 million with a term of approximately one year for APS Energy Services.

At June 30, 2006, Pinnacle West had approximately \$4 million of letters of credit related to workers' compensation expiring in 2007. We intend to provide from either existing or new facilities for the extension, renewal or substitution of the letters of credit to the extent required.

APS has entered into various agreements that require letters of credit for financial assurance purposes. At June 30, 2006, approximately \$200 million of letters of credit were outstanding to support existing pollution control bonds of approximately \$200 million. The letters of credit are available to fund the payment of principal and interest of such debt obligations and expire in 2010. APS has also entered into approximately \$93 million of letters of credit to support certain equity lessors in the Palo Verde sale leaseback transactions (see Note 9 for further details on the Palo Verde sale leaseback transactions). These letters of credit expire in 2010. Additionally, at June 30, 2006 APS had approximately \$5 million of letters of credit related to counterparty collateral requirements

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

expiring in 2006. APS intends to provide from either existing or new facilities for the extension, renewal or substitution of the letters of credit to the extent required.

We enter into agreements that include indemnification provisions relating to liabilities arising from or related to certain of our agreements. APS has agreed to indemnify the equity participants and other parties in the Palo Verde sale leaseback transactions with respect to certain tax matters. Generally, a maximum obligation is not explicitly stated in the indemnification provisions and, therefore, the overall maximum amount of the obligation under such indemnification provisions cannot be reasonably estimated. Based on historical experience and evaluation of the specific indemnities, we do not believe that any material loss related to such indemnification provisions is likely.

16. Earnings Per Share

The following table presents earnings per weighted average common share outstanding for the three and six months ended June 30, 2006 and 2005:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Basic earnings per share:				
Income from continuing operations	\$ 1.12	\$ 0.88	\$ 1.23	\$ 1.22
Income (loss) from discontinued operations	0.01	(0.60)	0.03	(0.68)
Earnings per share – basic	<u>\$ 1.13</u>	<u>\$ 0.28</u>	<u>\$ 1.26</u>	<u>\$ 0.54</u>
Diluted earnings per share:				
Income from continuing operations	\$ 1.11	\$ 0.88	\$ 1.23	\$ 1.22
Income (loss) from discontinued operations	0.02	(0.60)	0.02	(0.68)
Earnings per share – diluted	<u>\$ 1.13</u>	<u>\$ 0.28</u>	<u>\$ 1.25</u>	<u>\$ 0.54</u>

Dilutive stock options and performance shares increased average common shares outstanding by approximately 419,000 shares and 107,000 shares for the three months ended June 30, 2006 and 2005, respectively, and by approximately 394,000 shares and 100,000 shares for the six months ended June 30, 2006 and 2005, respectively.

Options to purchase 881,628 shares for the three-month period ended June 30, 2006 and 808,876 shares for the six-month period ended June 30, 2006 were outstanding but were not included in the computation of earnings per share because the options' exercise prices were greater than the average market price of the common shares. Options to purchase shares of common stock that were not included in the computation of diluted earnings per share for that same reason were 491,984 shares for the three-month period ended June 30, 2005 and 503,859 shares for the six-month period ended June 30, 2005.

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

17. Discontinued Operations

Silverhawk (marketing and trading segment) – In June 2005, we entered into an agreement to sell our 75% interest in the Silverhawk Power Station to NPC. The sale was completed on January 10, 2006. As a result of this sale, we recorded a loss from discontinued operations of approximately \$56 million (\$91 million pretax) in the second quarter of 2005. The marketing and trading segment discontinued operations amounts in the chart below also include the revenues and expenses related to the operations of Silverhawk.

SunCor (real estate segment) – In 2005 and 2006, SunCor sold commercial properties that are required to be reported as discontinued operations on Pinnacle West's Condensed Consolidated Statements of Income in accordance with SFAS No. 144.

The following table provides revenue and income (loss) before income taxes and after income taxes classified as discontinued operations on Pinnacle West's Condensed Consolidated Statements of Income for the three and six months ended June 30, 2006 and 2005 (dollars in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Revenue:				
Silverhawk	\$ --	\$ 15	\$ 1	\$ 43
SunCor – commercial operations	2	3	3	7
Total revenue	<u>\$ 2</u>	<u>\$ 18</u>	<u>\$ 4</u>	<u>\$ 50</u>
Income (loss) before income taxes:				
Silverhawk (a)	\$ --	\$ (97)	\$ 1	\$ (107)
SunCor – commercial operations	2	1	3	3
Total income (loss) before income taxes	<u>\$ 2</u>	<u>\$ (96)</u>	<u>\$ 4</u>	<u>\$ (104)</u>
Income (loss) after income taxes:				
Silverhawk	\$ --	\$ (59)	\$ 1	\$ (65)
SunCor – commercial operations	1	1	2	1
Total income (loss) after income taxes	<u>\$ 1</u>	<u>\$ (58)</u>	<u>\$ 3</u>	<u>\$ (64)</u>

- (a) For the three and six months ended June 30, 2005, income (loss) before income taxes includes an interest expense allocation, net of capitalized costs, of \$3 million and \$6 million respectively. The allocation was based on Pinnacle West's weighted-average interest rate applied to the net property, plant and equipment.

18. Nuclear Decommissioning Trust

To fund the costs APS expects to incur to decommission Palo Verde, APS established external decommissioning trusts in accordance with NRC regulations. APS invests the trust funds in debt and domestic equity securities. APS applies the provisions of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," in accounting for investments in

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

decommissioning trust funds, and classifies these investments as available for sale. As a result, we record the decommissioning trust funds at their fair value on our Condensed Consolidated Balance Sheets. Because of the ability of APS to recover decommissioning costs in rates and in accordance with the regulatory treatment for decommissioning trust funds, APS has recorded the offsetting amount of unrealized gains (losses) on investment securities in other regulatory liabilities/assets. The following table summarizes the fair value of APS' nuclear decommissioning trust fund assets at June 30, 2006 and December 31, 2005 (dollars in millions):

	Fair Value	Total Unrealized Gains	Total Unrealized Losses
June 30, 2006			
Equity securities	\$ 160	\$ 53	\$ --
Debt securities	147	1	2
Total	<u>\$ 307</u>	<u>\$ 54</u>	<u>\$ 2</u>
December 31, 2005			
Equity securities	\$ 150	\$ 50	\$ --
Debt securities	144	3	1
Total	<u>\$ 294</u>	<u>\$ 53</u>	<u>\$ 1</u>

The costs of securities sold are determined on the basis of specific identification. The following table sets forth approximate gains and losses and proceeds from the sale of securities by the nuclear decommissioning trust funds (dollars in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Realized gains	\$ 1	\$ --	\$ 1	\$ 1
Realized losses	(1)	--	(2)	(1)
Proceeds from the sale of securities	49	43	115	83

The fair value of debt securities, summarized by contractual maturities, at June 30, 2006 is as follows (dollars in millions):

	Fair Value June 30, 2006
Less than one year	\$ 14
1 year - 5 years	32
5 years - 10 years	38
Greater than 10 years	63
Total	<u>\$ 147</u>

PINNACLE WEST CAPITAL CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

19. New Accounting Standards

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109." This guidance requires us to recognize the tax benefits of an uncertain tax position if it is more likely than not that the benefit will be sustained upon examination by the taxing authority. The Interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating this new guidance and believe it will not have a material impact on our financial statements.

ARIZONA PUBLIC SERVICE COMPANY
CONDENSED STATEMENTS OF INCOME
(unaudited)
(dollars in thousands)

	Three Months Ended June 30,	
	2006	2005
ELECTRIC OPERATING REVENUES		
Regulated electricity	\$ 714,727	\$ 581,757
Marketing and trading	4,123	7,000
Total	<u>718,850</u>	<u>588,757</u>
OPERATING EXPENSES		
Regulated electricity fuel and purchased power	265,735	201,871
Marketing and trading fuel and purchased power	1,490	3,349
Operations and maintenance	164,373	138,314
Depreciation and amortization	87,969	76,808
Income taxes	46,650	41,772
Other taxes	32,666	31,322
Total	<u>598,883</u>	<u>493,436</u>
OPERATING INCOME	<u>119,967</u>	<u>95,321</u>
OTHER INCOME (DEDUCTIONS)		
Income taxes	953	(1,549)
Allowance for equity funds used during construction	3,633	2,952
Other income (Note S-3)	10,989	7,005
Other expense (Note S-3)	(4,558)	(2,876)
Total	<u>11,017</u>	<u>5,532</u>
INTEREST DEDUCTIONS		
Interest on long-term debt	34,890	35,612
Interest on short-term borrowings	2,985	2,055
Debt discount, premium and expense	1,025	1,188
Allowance for borrowed funds used during construction	(1,673)	(2,000)
Total	<u>37,227</u>	<u>36,855</u>
NET INCOME	<u>\$ 93,757</u>	<u>\$ 63,998</u>

See Notes to Pinnacle West's Condensed Consolidated Financial Statements and Supplemental Notes to Arizona Public Service Company's Condensed Financial Statements.

ARIZONA PUBLIC SERVICE COMPANY
CONDENSED STATEMENTS OF INCOME

(unaudited)
(dollars in thousands)

	Six Months Ended June 30,	
	2006	2005
ELECTRIC OPERATING REVENUES		
Regulated electricity	\$ 1,181,949	\$ 1,000,191
Marketing and trading	13,770	29,858
Total	1,195,719	1,030,049
OPERATING EXPENSES		
Regulated electricity fuel and purchased power	424,009	283,785
Marketing and trading fuel and purchased power	2,858	31,651
Operations and maintenance	337,726	280,608
Depreciation and amortization	174,280	159,022
Income taxes	43,621	58,152
Other taxes	68,214	62,767
Total	1,050,708	875,985
OPERATING INCOME	145,011	154,064
OTHER INCOME (DEDUCTIONS)		
Income taxes	1,189	(2,386)
Allowance for equity funds used during construction	7,434	5,555
Other income (Note S-3)	15,085	12,664
Other expense (Note S-3)	(7,528)	(6,234)
Total	16,180	9,599
INTEREST DEDUCTIONS		
Interest on long-term debt	69,140	71,129
Interest on short-term borrowings	5,011	3,246
Debt discount, premium and expense	2,198	2,192
Allowance for borrowed funds used during construction	(3,394)	(3,947)
Total	72,955	72,620
NET INCOME	\$ 88,236	\$ 91,043

See Notes to Pinnacle West's Condensed Consolidated Financial Statements and Supplemental Notes to Arizona Public Service Company's Condensed Financial Statements.

ARIZONA PUBLIC SERVICE COMPANY
CONDENSED BALANCE SHEETS

(unaudited)
(dollars in thousands)

	June 30, 2006	December 31, 2005
ASSETS		
UTILITY PLANT		
Electric plant in service and held for future use	\$ 10,919,272	\$ 10,682,999
Less accumulated depreciation and amortization	3,718,938	3,616,886
Total	7,200,334	7,066,113
Construction work in progress	323,975	314,584
Intangible assets, net of accumulated amortization	100,932	90,327
Nuclear fuel, net of accumulated amortization	57,394	54,184
Utility plant – net	7,682,635	7,525,208
INVESTMENTS AND OTHER ASSETS		
Decommissioning trust accounts (Note 18)	306,981	293,943
Assets from long-term risk management and trading activities (Note S-1)	195,319	234,372
Other assets	64,654	64,128
Total investments and other assets	566,954	592,443
CURRENT ASSETS		
Cash and cash equivalents	--	49,933
Customer and other receivables	441,811	421,621
Allowance for doubtful accounts	(3,438)	(3,568)
Materials and supplies (at average cost)	112,891	109,736
Fossil fuel (at average cost)	25,210	23,658
Assets from risk management and trading activities (Note S-1)	349,657	532,923
Deferred income taxes	3,364	--
Other current assets	18,012	14,639
Total current assets	947,507	1,148,942
DEFERRED DEBITS		
Deferred fuel and purchased power regulatory asset (Note 5)	174,666	172,756
Other regulatory assets	176,018	151,123
Unamortized debt issue costs	24,153	25,279
Other deferred debits	79,311	91,690
Total deferred debits	454,148	440,848
TOTAL ASSETS	\$ 9,651,244	\$ 9,707,441

See Notes to Pinnacle West's Condensed Consolidated Financial Statements and Supplemental Notes to Arizona Public Service Company's Condensed Financial Statements.

ARIZONA PUBLIC SERVICE COMPANY
CONDENSED BALANCE SHEETS

(unaudited)
(dollars in thousands)

	<u>June 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
CAPITALIZATION AND LIABILITIES		
CAPITALIZATION		
Common stock	\$ 178,162	\$ 178,162
Additional paid-in capital (Note 5)	2,063,098	1,853,098
Retained earnings	863,911	860,675
Accumulated other comprehensive income (loss):		
Minimum pension liability adjustment	(86,132)	(86,132)
Derivative instruments	37,804	179,422
Common stock equity	<u>3,056,843</u>	<u>2,985,225</u>
Long-term debt less current maturities	2,479,214	2,479,703
Total capitalization	<u>5,536,057</u>	<u>5,464,928</u>
CURRENT LIABILITIES		
Commercial paper	117,558	--
Current maturities of long-term debt	84,829	85,620
Accounts payable	186,510	215,384
Accrued taxes	396,069	360,737
Accrued interest	25,657	25,003
Customer deposits	58,493	55,474
Deferred income taxes	--	64,210
Liabilities from risk management and trading activities (Note S-1)	336,372	480,138
Other current liabilities (Note S-1)	90,428	227,398
Total current liabilities	<u>1,295,916</u>	<u>1,513,964</u>
DEFERRED CREDITS AND OTHER		
Deferred income taxes	1,212,106	1,215,403
Regulatory liabilities	570,697	592,494
Liability for asset retirements	277,592	269,011
Pension liability	251,116	233,342
Customer advances for construction	63,704	60,287
Unamortized gain – sale of utility plant	43,469	45,757
Liabilities from long-term risk management and trading activities (Note S-1)	167,987	83,774
Other	232,600	228,481
Total deferred credits and other	<u>2,819,271</u>	<u>2,728,549</u>
COMMITMENTS AND CONTINGENCIES (Notes 5, 12, 13, 15 and S-4)		
TOTAL CAPITALIZATION AND LIABILITIES	<u>\$ 9,651,244</u>	<u>\$ 9,707,441</u>

See Notes to Pinnacle West's Condensed Consolidated Financial Statements and Supplemental Notes to Arizona Public Service Company's Condensed Financial Statements.

ARIZONA PUBLIC SERVICE COMPANY
CONDENSED STATEMENTS OF CASH FLOWS

(unaudited)
(dollars in thousands)

	Six Months Ended June 30,	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 88,236	\$ 91,043
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization including nuclear fuel	186,225	162,641
Deferred fuel and purchased power	(94,565)	(33,785)
Deferred fuel and purchased power amortization	92,655	--
Allowance for equity funds used during construction	(7,434)	(5,555)
Deferred income taxes	16,481	(1,926)
Change in mark-to-market valuations	2,464	(12,191)
Changes in current assets and liabilities:		
Customer and other receivables	(13,257)	(12,223)
Materials, supplies and fossil fuel	(4,707)	(10,854)
Other current assets	1,677	2,566
Accounts payable	(26,765)	(61,798)
Accrued taxes	38,303	80,816
Collateral	(162,310)	84,071
Other current liabilities	25,063	(20,592)
Change in risk management and trading activities – liabilities	(120,505)	2,244
Change in other long-term assets	(5,045)	23,726
Change in other long-term liabilities	21,553	3,201
Net cash flow provided by operating activities	<u>38,069</u>	<u>291,384</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(313,479)	(301,098)
Allowance for borrowed funds used during construction	(3,394)	(3,947)
Purchase of Sundance Plant	--	(185,046)
Purchases of investment securities	(133,026)	(769,166)
Proceeds from sale of investment securities	133,026	677,558
Proceeds from nuclear decommissioning trust sales	114,875	82,764
Investment in nuclear decommissioning trust	(125,246)	(90,814)
Repayment of loan by Pinnacle West Energy	--	500,000
Other	(1,626)	(3,113)
Net cash flow used for investing activities	<u>(328,870)</u>	<u>(92,862)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of long-term debt	--	163,975
Repayment and reacquisition of long-term debt	(1,690)	(264,975)
Short-term borrowings, net	117,558	--
Equity infusion	210,000	100,000
Dividends paid on common stock	(85,000)	(42,500)
Net cash flow provided by (used for) financing activities	<u>240,868</u>	<u>(43,500)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(49,933)	155,022
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	49,933	49,575
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ --	\$ 204,597
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Income taxes, net of refunds	\$ --	\$ (8,829)
Interest, net of amounts capitalized	\$ 70,103	\$ 73,656

See Notes to Pinnacle West's Condensed Consolidated Financial Statements and Supplemental Notes to Arizona Public Service Company's Condensed Financial Statements.

Certain notes to APS' Condensed Financial Statements are combined with the Notes to Pinnacle West's Condensed Consolidated Financial Statements. Listed below are the Condensed Consolidated Notes to Pinnacle West's Condensed Consolidated Financial Statements, the majority of which also relate to APS' Condensed Financial Statements. In addition, listed below are the Supplemental Notes which are required disclosures for APS and should be read in conjunction with Pinnacle West's Condensed Consolidated Notes.

	<u>Condensed Consolidated Footnote Reference</u>	<u>APS' Supplemental Footnote Reference</u>
Consolidation and Nature of Operations	Note 1	--
Condensed Consolidated Financial Statements	Note 2	--
Quarterly Fluctuations	Note 3	--
Changes in Liquidity	Note 4	--
Regulatory Matters	Note 5	--
Retirement Plans and Other Benefits	Note 6	--
Business Segments	Note 7	--
Stock-Based Compensation	Note 8	--
Variable Interest Entities	Note 9	--
Derivative and Energy Trading Accounting	Note 10	Note S-1
Comprehensive Income	Note 11	Note S-2
Commitments and Contingencies	Note 12	--
Nuclear Insurance	Note 13	--
Other Income and Other Expense	Note 14	Note S-3
Guarantees	Note 15	--
Earnings Per Share	Note 16	--
Discontinued Operations	Note 17	--
Nuclear Decommissioning Trust	Note 18	--
New Accounting Standards	Note 19	--
Related Party Transactions	--	Note S-4

ARIZONA PUBLIC SERVICE COMPANY
SUPPLEMENTAL NOTES TO THE CONDENSED FINANCIAL STATEMENTS

S-1. Derivative and Energy Trading Accounting

APS is exposed to the impact of market fluctuations in the commodity price of electricity, natural gas, coal and emissions allowances. As part of its overall risk management program, APS uses various commodity instruments that qualify as derivatives to hedge purchases and sales of electricity, fuels, and emission allowances and credits. As of June 30, 2006, APS hedged exposures to these risks for a maximum of 3.25 years.

Cash Flow Hedges

The changes in the fair value of APS' hedged positions included in the APS Condensed Statements of Income, after consideration of amounts deferred under the PSA, for the three and six months ended June 30, 2006 and 2005 were comprised of the following (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Gains (losses) on the ineffective portion of derivatives qualifying for hedge accounting	\$ (2,824)	\$ 451	\$ (3,260)	\$ 7,868
Gains (losses) from the change in options' time value excluded from measurement of effectiveness	3	(119)	(14)	739
Gains from the discontinuance of cash flow hedges	--	--	159	302

During the next twelve months ending June 30, 2007, APS estimates that a net gain of \$15 million before income taxes will be reclassified from accumulated OCI as an offset to the effect of market price changes for the related hedged transactions. To the extent the amounts are eligible for inclusion in the PSA, the amounts will be recorded as either a regulatory asset or liability and have no effect on earnings (see Note 5).

APS' assets and liabilities from risk management and trading activities are presented in two categories, consistent with Pinnacle West's business segments.

The following table summarizes APS' assets and liabilities from risk management and trading activities at June 30, 2006 and December 31, 2005 (dollars in thousands):

ARIZONA PUBLIC SERVICE COMPANY
SUPPLEMENTAL NOTES TO THE CONDENSED FINANCIAL STATEMENTS

June 30, 2006

	Current Assets	Investments and Other Assets	Current Liabilities	Deferred Credits and Other	Net Asset (Liability)
Regulated Electricity:					
Mark-to-market	\$ 330,793	\$ 192,384	\$ (329,666)	\$ (161,754)	\$ 31,757
Margin account and options	15,632	--	--	(1,114)	14,518
Marketing and Trading:					
Mark-to-market	3,232	2,935	(3,951)	(5,119)	(2,903)
Options	--	--	(2,755)	--	(2,755)
Total	\$ 349,657	\$ 195,319	\$ (336,372)	\$ (167,987)	\$ 40,617

December 31, 2005

	Current Assets	Investments and Other Assets	Current Liabilities	Deferred Credits and Other	Net Asset (Liability)
Regulated Electricity:					
Mark-to-market	\$ 516,399	\$ 228,873	\$ (335,801)	\$ (74,787)	\$ 334,684
Margin account and options	1,814	--	(124,165)	--	(122,351)
Marketing and Trading:					
Mark-to-market	13,027	5,499	(20,172)	(8,778)	(10,424)
Options	1,683	--	--	(209)	1,474
Total	\$ 532,923	\$ 234,372	\$ (480,138)	\$ (83,774)	\$ 203,383

We maintain a margin account with a broker to support our risk management and trading activities. The margin account was an asset of \$13 million at June 30, 2006 and a liability of \$123 million at December 31, 2005 and is included in the margin account in the table above. Cash is deposited with the broker in this account at the time futures or options contracts are initiated. The change in market value of these contracts (reflected in mark-to-market) requires adjustment of the margin account balance.

Cash or other assets may be required to serve as collateral against APS' open positions on certain energy-related contracts. Collateral provided to counterparties was \$4 million at June 30, 2006 and is included in other current assets on the Condensed Balance Sheets. No collateral was provided at December 31, 2005. Collateral provided to us by counterparties was \$16 million at June 30, 2006 and \$175 million at December 31, 2005, and is included in other current liabilities on the Condensed Balance Sheets.

S-2. Comprehensive Income (Loss)

Components of APS' comprehensive income (loss) for the three and six months ended June 30, 2006 and 2005 are as follows (dollars in thousands):

ARIZONA PUBLIC SERVICE COMPANY
SUPPLEMENTAL NOTES TO THE CONDENSED FINANCIAL STATEMENTS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Net income	\$ 93,757	\$ 63,998	\$ 88,236	\$ 91,043
OCI (loss):				
Unrealized gains (losses) on derivative instruments (a)	(62,304)	(24,147)	(225,196)	84,070
Reclassification of realized (gains) losses to income (b)	2,958	(4,437)	(7,157)	(5,819)
Income tax (expense) benefit related to items of OCI	23,175	11,253	90,735	(30,807)
Total OCI (loss)	(36,171)	(17,331)	(141,618)	47,444
Comprehensive income (loss)	<u>\$ 57,586</u>	<u>\$ 46,667</u>	<u>\$ (53,382)</u>	<u>\$ 138,487</u>

- (a) These amounts primarily include unrealized gains and losses on contracts used to hedge our forecasted electricity and natural gas requirements to serve Native Load. These changes are primarily due to changes in forward natural gas prices and wholesale electricity prices.
- (b) These amounts primarily include the reclassification of unrealized gains and losses to realized gains and losses for contracted commodities delivered during the period.

S-3. Other Income and Other Expense

The following table provides detail of APS' other income and other expense for the three and six months ended June 30, 2006 and 2005 (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Other income:				
Asset sales	\$ 8,810	\$ 142	\$ 9,171	\$ 383
Interest income	1,970	4,177	5,504	9,600
Investment gains – net	--	981	165	479
Miscellaneous	209	1,705	245	2,202
Total other income	<u>\$ 10,989</u>	<u>\$ 7,005</u>	<u>\$ 15,085</u>	<u>\$ 12,664</u>
Other expense:				
Non-operating costs(a)	\$ (3,311)	\$ (2,708)	\$ (6,527)	\$ (5,335)
Investment losses – net	(710)	--	--	--
Miscellaneous	(537)	(168)	(1,001)	(899)
Total other expense	<u>\$ (4,558)</u>	<u>\$ (2,876)</u>	<u>\$ (7,528)</u>	<u>\$ (6,234)</u>

- (a) As defined by the FERC, includes below-the-line non-operating utility costs (primarily community relations and other costs excluded from utility rate recovery).

ARIZONA PUBLIC SERVICE COMPANY
SUPPLEMENTAL NOTES TO THE CONDENSED FINANCIAL STATEMENTS

S-4. Related Party Transactions

From time to time, APS enters into transactions with Pinnacle West or Pinnacle West's other subsidiaries. The following table summarizes the amounts included in the APS Condensed Statements of Income and Condensed Balance Sheets related to transactions with affiliated companies (dollars in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Electric operating revenues:				
Pinnacle West – marketing and trading	\$ 2	\$ 2	\$ 3	\$ 3
Pinnacle West Energy	--	1	--	2
Total	<u>\$ 2</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ 5</u>
Fuel and purchased power costs:				
Pinnacle West Energy	\$ --	\$ 39	\$ --	\$ 47
Other:				
Pinnacle West Energy interest income	\$ --	\$ --	\$ --	\$ 5
	As of June 30, 2006	As of December 31, 2005		
Net intercompany receivables (payables):				
Pinnacle West – marketing and trading	\$ 13	\$ 82		
APS Energy Services	1	2		
Pinnacle West	(19)	(2)		
Total	<u>\$ (5)</u>	<u>\$ 82</u>		

Electric revenues include sales of electricity to affiliated companies at contract prices. Purchased power includes purchases of electricity from affiliated companies at contract prices. APS purchases electricity from and sells electricity to APS Energy Services; however, these transactions are settled net and reported net in accordance with EITF 03-11, "Reporting Realized Gains and Losses on Derivative Instruments That Are Subject to FASB Statement No. 133 and Not 'Held for Trading Purposes' As Defined in EITF Issue No. 02-3."

Intercompany receivables primarily include amounts related to the intercompany sales of electricity. Intercompany payables primarily include amounts related to the intercompany purchases of electricity. Intercompany receivables and payables are generally settled on a current basis in cash.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

The following discussion should be read in conjunction with Pinnacle West's Condensed Consolidated Financial Statements and Arizona Public Service Company's Condensed Financial Statements and the related Notes that appear in Item 1 of this report.

OVERVIEW

Pinnacle West owns all of the outstanding common stock of APS. APS is a vertically-integrated electric utility that provides retail and wholesale electric service to most of the state of Arizona, with the major exceptions of about one-half of the Phoenix metropolitan area, the Tucson metropolitan area and Mohave County in northwestern Arizona. APS has historically accounted for a substantial part of our revenues and earnings, and is expected to continue to do so. Customer growth in APS' service territory is about three times the national average and remains a fundamental driver of our revenues and earnings.

The ACC regulates APS' retail electric rates. The key issue affecting Pinnacle West's and APS' financial outlook is the satisfactory resolution of APS' retail rate proceedings pending before the ACC. As discussed in greater detail in Note 5, these proceedings consist of:

- a general retail rate case pursuant to which APS is requesting a 21.3%, or \$453.9 million, increase in its annual retail electricity revenues effective no later than December 31, 2006;
- an application for a temporary rate increase of approximately 1.9%, through a PSA surcharge, to recover \$45 million in retail fuel and purchased power costs relating to Palo Verde's 2005 unplanned outages that were deferred by APS in 2005 under the PSA and are subject to the ACC's completion of an inquiry regarding the outages; and
- the ACC's prudence review of amounts collected through the May 2, 2006 interim PSA adjustor (see "Interim Rate Increase" in Note 5) related to unplanned 2006 Palo Verde outages. The related PSA deferrals were approximately \$70 million for the six months ended June 30, 2006.

SunCor, our real estate development subsidiary, has been and is expected to be an important source of earnings and cash flow. Our subsidiary, APS Energy Services, provides competitive commodity-related energy services and energy-related products and services to commercial and industrial retail customers in the western United States. El Dorado, our investment subsidiary, owns minority interests in several energy-related investments and Arizona community-based ventures.

Pinnacle West Energy is our subsidiary that previously owned and operated unregulated generating plants. Pursuant to the ACC's April 7, 2005 order in APS' 2003 rate case, on July 29, 2005, Pinnacle West Energy transferred the PWEC Dedicated Assets to APS. See "APS 2003 Rate Case" in Note 5. Pinnacle West Energy sold its 75% interest in Silverhawk to NPC on January 10, 2006. See Note 17 for discussion of discontinued operations. As a result, Pinnacle West Energy no longer owns any generating plants and has ceased operations.

We continue to focus on solid operational performance in our electricity generation and delivery activities. In the delivery area, we focus on superior reliability and customer satisfaction. We plan to expand long-term resources and our transmission and distribution systems to meet the electricity needs of our growing retail customers and sustain reliability.

See “Pinnacle West Consolidated – Factors Affecting Our Financial Outlook” below for a discussion of several factors that could affect our future financial results.

EARNINGS CONTRIBUTION BY BUSINESS SEGMENT

Pinnacle West has three principal business segments (determined by products, services and the regulatory environment):

- our regulated electricity segment, which consists of traditional regulated retail and wholesale electricity businesses (primarily electric service to Native Load customers) and related activities and includes electricity generation, transmission and distribution;
- our real estate segment, which consists of SunCor’s real estate development and investment activities; and
- our marketing and trading segment, which consists of our competitive energy business activities, including wholesale marketing and trading and APS Energy Services’ commodity-related energy services.

The following table summarizes net income by segment for the three months and six months ended June 30, 2006 and 2005 (dollars in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2006	2005	2006	2005
Regulated electricity	\$ 95	\$ 69	\$ 82	\$ 83
Real estate	8	11	30	19
Marketing and trading	7	4	9	11
Other	1	1	1	2
Income from continuing operations	111	85	122	115
Discontinued operations – net of tax:				
Real estate (a)	1	1	2	1
Marketing and trading (b)	-	(59)	1	(65)
Net income	\$ 112	\$ 27	\$ 125	\$ 51

(a) Primarily relates to sales of commercial properties.

(b) Relates to the loss on the sale of Silverhawk in June 2005 and the operations of Silverhawk.

PINNACLE WEST CONSOLIDATED – RESULTS OF OPERATIONS

General

Throughout the following explanations of our results of operations, we refer to “gross margin.” With respect to our regulated electricity segment and our marketing and trading segment, gross margin refers to operating revenues less fuel and purchased power costs. “Gross margin” is a “non-GAAP financial measure,” as defined in accordance with SEC rules. Exhibit 99.1 reconciles this non-GAAP financial measure to operating income, which is the most directly comparable financial measure calculated and presented in accordance with accounting principles generally accepted in the United States (GAAP). We view gross margin as an important performance measure of the core profitability of our operations. This measure is a key component of our internal financial reporting and is used by our management in analyzing our business segments. We believe that investors benefit from having access to the same financial measures that our management uses. In addition, we have reclassified certain prior-period amounts to conform to our current-period presentation.

Deferred Fuel and Purchased Power Costs

APS’ retail rate settlement became effective April 1, 2005. As part of the settlement, the ACC approved the PSA, which permits APS to defer for recovery or refund fluctuations in retail fuel and purchased power costs, subject to specified parameters. In accordance with the PSA, APS defers for future rate recovery 90% of the difference between actual retail fuel and purchased power costs and the amount of such costs currently included in base rates. APS’ recovery of PSA deferrals from its customers is subject to the ACC’s approval of annual PSA adjustments and periodic surcharge applications. See “Power Supply Adjustor” in Note 5.

Since the inception of the PSA, APS has incurred substantially higher fuel and purchased power prices than those authorized in APS’ current base rates and has deferred those cost differences in accordance with the PSA. The balance of APS’ PSA deferrals at June 30, 2006 was \$175 million. APS estimates that its PSA deferral balance at December 31, 2006 will be approximately \$155 million to \$175 million, based on APS’ hedged positions for fuel and purchased power at June 30, 2006 and recent forward market prices for natural gas and purchased power (which are subject to change). The recovery of PSA deferrals through ACC approved adjustors and surcharges recorded as revenue is offset dollar-for-dollar by the amortization of those deferred expenses.

APS operated Palo Verde Unit 1 at reduced power levels from December 25, 2005 until March 18, 2006 due to vibration levels in one of the Unit’s shutdown cooling lines. During an outage at Unit 1 from March 18, 2006 to July 7, 2006, APS performed the necessary work and modifications to remedy the situation. APS estimates that incremental replacement power costs resulting from Palo Verde’s outages and reduced power levels were approximately \$78 million during the six months ended June 30, 2006. The related PSA deferrals were approximately \$70 million in that period. The Palo Verde replacement power costs were partially offset by \$30 million of lower than expected replacement power costs related to APS’ fossil-fueled generating units during the six months ended June 30, 2006. As a result, the corresponding deferrals were reduced in that six-month period by \$27 million.

The PSA deferral balance at June 30, 2006 and estimated balance as of December 31, 2006 each includes (a) \$45 million related to replacement power costs associated with unplanned 2005

Palo Verde outages and (b) \$70 million related to replacement power costs associated with unplanned 2006 outages or reduced power operations at Palo Verde. The PSA deferrals associated with these unplanned Palo Verde outages and reduced power operations are the subject of ACC prudence reviews. See "PSA Deferrals Related to Unplanned Palo Verde Outages" in Note 5.

Operating Results – Three-month period ended June 30, 2006 compared with three-month period ended June 30, 2005

Our consolidated net income for the three months ended June 30, 2006 was \$112 million compared with \$27 million for the comparable prior-year period. The three months ended June 30, 2005 included a net loss from discontinued operations of \$58 million, substantially all of which was related to the sale and operations of Silverhawk. Income from continuing operations increased \$26 million in the period-to-period comparison, reflecting the following changes in earnings by segment:

- **Regulated Electricity Segment** – Income from continuing operations increased approximately \$26 million primarily due to higher retail sales volumes related to customer growth; effects of warmer weather on retail sales; income tax credits related to prior years resolved in 2006; and lower interest expense. These positive factors were partially offset by higher operations and maintenance expense related to generation and customer service. Higher fuel and purchased power costs (as discussed above) were substantially offset by the deferral of those costs in accordance with the PSA.
- **Real Estate Segment** – Income from continuing operations decreased approximately \$3 million primarily due to decreased margins on parcel sales, partially offset by increased margins on residential sales.
- **Marketing and Trading Segment** – Income from continuing operations increased approximately \$3 million primarily due to higher unit margins on wholesale sales.

Additional details on the major factors that increased (decreased) net income are contained in the following table (dollars in millions):

	Increase (Decrease)	
	Pretax	After Tax
Regulated electricity segment gross margin:		
Higher fuel and purchased power costs	\$ (43)	\$ (26)
Increased deferred fuel and purchased power costs	40	24
Higher retail sales volumes due to customer growth, excluding weather effects	26	16
Effects of warmer weather on retail sales	16	10
Miscellaneous items, net	(9)	(6)
Net increase in regulated electricity segment gross margin	30	18
Higher marketing and trading segment gross margin primarily due to higher unit margins on wholesale sales	3	2
Lower real estate segment contribution primarily related to decreased margins on parcel sales, partially offset by increased margins on residential sales	(5)	(3)
Operations and maintenance increases primarily due to:		
Generation costs, including maintenance and overhauls	(6)	(4)
Customer service costs, including regulatory demand-side management programs and planned maintenance	(4)	(2)
Miscellaneous items, net	(5)	(3)
Lower interest expense, net of capitalized financing costs, primarily due to lower debt balances, partially offset by higher rates	6	4
Income tax credits related to prior years resolved in 2006	--	10
Miscellaneous items, net	1	4
Net increase in income from continuing operations	\$ 20	26
Discontinued operations related to the sale of Silverhawk		59
Net increase in net income		\$ 85

Regulated Electricity Segment Revenues

Regulated electricity segment revenues were \$133 million higher for the three months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$75 million increase in revenues related to recovery of PSA deferrals, which had no earnings effect because of amortization of the same amount recorded as fuel and purchased power expense (see "Deferred Fuel and Purchased Power Costs" above);
- a \$36 million increase in retail revenues related to customer growth, excluding weather effects;
- a \$22 million increase in retail revenues related to warmer weather;
- a \$10 million increase in Off-System Sales due to higher prices; and
- a \$10 million decrease due to miscellaneous factors.

Real Estate Segment Revenues

Real estate segment revenues were \$28 million higher for the three months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$32 million increase from residential sales due to higher prices and volumes;
- an \$11 million decrease from parcel sales due to timing; and
- a \$7 million increase due to miscellaneous sales.

Marketing and Trading Segment Revenues

Marketing and trading segment revenues were \$19 million higher for the three months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$12 million increase due to higher power prices on delivered wholesale electricity sales;
- a \$10 million increase from higher prices on competitive retail sales in California; and
- a \$3 million decrease in mark-to-market gains on contracts for future delivery due to changes in forward prices.

Operating Results – Six-month period ended June 30, 2006 compared with six-month period ended June 30, 2005

Our consolidated net income for the six months ended June 30, 2006 was \$125 million compared with \$51 million for the comparable prior-year period. The six months ended June 30, 2005 included a net loss from discontinued operations of \$64 million, substantially all of which was related to the sale and operations of Silverhawk. Income from continuing operations increased \$7 million in the period-to-period comparison, reflecting the following changes in earnings by segment:

- **Regulated Electricity Segment** – Income from continuing operations decreased approximately \$1 million primarily due to higher fuel and purchased power costs (as discussed above); and higher operations and maintenance expense related to generation and customer service. These negative factors were partially offset by deferred fuel and purchased power costs; higher retail sales volumes due to customer growth; income tax credits related to prior years resolved in 2006; effects of weather on retail sales; a retail price increase effective April 1, 2005; lower interest expense; and higher interest income.
- **Real Estate Segment** – Income from continuing operations increased approximately \$11 million primarily due to increased margins on residential and parcel sales.
- **Marketing and Trading Segment** – Income from continuing operations decreased approximately \$2 million primarily due to lower mark-to-market gains on contracts for future delivery, partially offset by higher unit margins on wholesale sales.

Additional details on the major factors that increased (decreased) net income are contained in the following table (dollars in millions):

	Increase (Decrease)	
	Pretax	After Tax
Regulated electricity segment gross margin:		
Higher fuel and purchased power costs	\$ (98)	\$ (60)
Increased deferred fuel and purchased power costs (deferrals began April 1, 2005)	53	32
Higher retail sales volumes due to customer growth, excluding weather effects	39	24
Effects of weather on retail sales	13	8
Retail price increase effective April 1, 2005	7	4
Miscellaneous items, net	(13)	(7)
Net increase in regulated electricity segment gross margin	1	1
Lower marketing and trading segment gross margin primarily related to lower mark-to-market gains, partially offset by higher unit margins on wholesale sales	(4)	(2)
Higher real estate segment contribution primarily related to increased margins on residential and parcel sales	18	11
Operations and maintenance increases primarily due to:		
Generation costs, including maintenance and overhauls	(28)	(17)
Customer service costs, including regulatory demand-side management programs and planned maintenance	(11)	(7)
Lower interest expense, net of capitalized financing costs, primarily due to lower debt balances, partially offset by higher rates	7	4
Higher other income, net of expense, primarily due to miscellaneous asset sales and increased interest income	6	4
Income tax credits related to prior years resolved in 2006	--	10
Miscellaneous items, net	1	3
Net increase (decrease) in income from continuing operations	\$ (10)	7
Discontinued operations related to the sale of Silverhawk and sales of real estate assets		67
Net increase in net income		\$ 74

Regulated Electricity Segment Revenues

Regulated electricity segment revenues were \$183 million higher for the six months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$93 million increase in revenues related to recovery of PSA deferrals, which had no earnings effect because of amortization of the same amount recorded as fuel and purchased power expense (see "Deferred Fuel and Purchased Power Costs" above);
- a \$54 million increase in retail revenues related to customer growth, excluding weather effects;

- an \$18 million increase in retail revenues related to weather;
- a \$12 million increase in Off-System Sales primarily resulting from sales previously reported in the marketing and trading segment that were classified beginning in April 2005 as sales in the regulated electricity segment in accordance with the APS retail rate case settlement;
- a \$10 million increase in Off-System Sales due to higher prices;
- a \$7 million increase in retail revenues due to a price increase effective April 1, 2005; and
- an \$11 million decrease due to miscellaneous factors.

Real Estate Segment Revenues

Real estate segment revenues were \$66 million higher for the six months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$48 million increase from residential sales due to higher prices and volumes;
- a \$9 million increase from parcel sales due to timing; and
- a \$9 million increase due to miscellaneous sales.

Marketing and Trading Segment Revenues

Marketing and trading segment revenues were \$15 million higher for the six months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$32 million increase from higher prices on competitive retail sales in California;
- a \$12 million decrease in off-system sales due to the absence of sales previously reported in the marketing and trading segment that were classified beginning in April 2005 as sales in the regulated electricity segment in accordance with the APS retail rate case settlement;
- a \$7 million decrease in mark-to-market gains on contracts for future delivery due to changes in forward prices; and
- a \$2 million increase due to miscellaneous factors.

LIQUIDITY AND CAPITAL RESOURCES

Capital Needs and Resources – Pinnacle West Consolidated

Capital Expenditure Requirements

The following table summarizes the actual capital expenditures for the six months ended June 30, 2006 and estimated capital expenditures for the next three years:

	CAPITAL EXPENDITURES			
	(dollars in millions)			
	Six Months Ended June 30,	Estimated for the Year Ended December 31,		
	2006	2006	2007	2008
APS				
Distribution	\$ 184	\$ 322	\$ 323	\$ 362
Transmission	55	120	169	203
Generation	73	184	207	279
Other (a)	10	23	16	13
Subtotal	322	649	715	857
SunCor (b)	100	232	142	119
Other	5	6	2	6
Total	<u>\$ 427</u>	<u>\$ 887</u>	<u>\$ 859</u>	<u>\$ 982</u>

(a) Primarily information systems and facilities projects.

(b) Consists primarily of capital expenditures for land development and retail and office building construction reflected in "Real estate investments" and "Capital expenditures" on the Condensed Consolidated Statements of Cash Flows.

Distribution and transmission capital expenditures are comprised of infrastructure additions and upgrades, capital replacements, new customer construction and related information systems and facility costs. Examples of the types of projects included in the forecast include lines, substations, line extensions to new residential and commercial developments and upgrades to customer information systems. Major transmission projects are driven by strong regional customer growth.

Generation capital expenditures are comprised of various improvements to APS' existing fossil and nuclear plants and the replacement of Palo Verde steam generators (see below). Examples of the types of projects included in this category are additions, upgrades and capital replacements of various power plant equipment such as turbines, boilers and environmental equipment. Generation also includes nuclear fuel expenditures of approximately \$35 million annually for 2006 through 2008.

The Palo Verde owners have approved the manufacture of one additional set of steam generators. These generators will be installed in Unit 3 and are scheduled for completion in the fall of 2007 at an approximate cost of \$75 million (APS' share). Approximately \$25 million of the Unit

3 steam generator costs have been incurred through June 30, 2006, with the remaining \$50 million included in the capital expenditures table above. Capital expenditures will be funded with internally generated cash and/or external financings.

Contractual Obligations

Our future contractual obligations have not changed materially from the amounts disclosed in Part II, Item 7 of the 2005 Form 10-K, with the exception of our aggregate:

- fuel and purchased power commitments, which increased from approximately \$1.9 billion at December 31, 2005 to \$2.9 billion at June 30, 2006 as follows (in billions):

2006	2007-2008	2009-2010	Thereafter	Total
\$0.5	\$0.6	\$0.4	\$1.4	\$2.9

See Note 4 for a list of payments due on total long-term debt and capitalized lease requirements.

Off-Balance Sheet Arrangements

In 1986, APS entered into agreements with three separate VIE lessors in order to sell and lease back interests in Palo Verde Unit 2. The leases are accounted for as operating leases in accordance with GAAP. We are not the primary beneficiary of the Palo Verde VIEs and, accordingly, do not consolidate them.

APS is exposed to losses under the Palo Verde sale leaseback agreements upon the occurrence of certain events that APS does not consider to be reasonably likely to occur. Under certain circumstances (for example, the NRC issuing specified violation orders with respect to Palo Verde or the occurrence of specified nuclear events), APS would be required to assume the debt associated with the transactions, make specified payments to the equity participants, and take title to the leased Unit 2 interests, which, if appropriate, may be required to be written down in value. If such an event had occurred as of June 30, 2006, APS would have been required to assume approximately \$228 million of debt and pay the equity participants approximately \$182 million.

Guarantees and Letters of Credit

We have issued guarantees and letters of credit in support of our unregulated businesses. We have also obtained surety bonds on behalf of APS Energy Services. We have not recorded any liability on our Condensed Consolidated Balance Sheets with respect to these obligations. We generally agree to indemnification provisions related to liabilities arising from or related to certain of our agreements, with limited exceptions depending on the particular agreement. See Note 15 for additional information regarding guarantees and letters of credit.

Credit Ratings

The ratings of securities of Pinnacle West and APS as of August 7, 2006 are shown below. The ratings reflect the respective views of the rating agencies, from which an explanation of the significance of their ratings may be obtained. There is no assurance that these ratings will continue for any given period of time. The ratings may be revised or withdrawn entirely by the rating

agencies, if, in their respective judgments, circumstances so warrant. Any downward revision or withdrawal may adversely affect the market price of Pinnacle West's or APS' securities and serve to increase the cost of and access to capital. It may also require additional collateral related to certain derivative instruments (see Note 10).

	Moody's	Standard & Poor's
Pinnacle West		
Senior unsecured ^(a)	Baa3 (P)	BB+ (prelim)
Commercial paper	P-3	A-3
Outlook	Negative	Stable
APS		
Senior unsecured	Baa2	BBB-
Secured lease obligation bonds	Baa2	BBB-
Commercial paper	P-2	A-3
Outlook	Negative	Stable

^(a)Pinnacle West has a combined shelf registration under SEC Rule 415. Moody's assigns a provisional (P) rating and Standard & Poor's assigns a preliminary (prelim) rating to such shelf registrations. Pinnacle West currently has no outstanding, rated senior unsecured securities.

Debt Provisions

Pinnacle West's and APS' debt covenants related to their respective bank financing arrangements include a debt to capitalization ratio. Certain of APS' bank financing arrangements also include an interest coverage test. Pinnacle West and APS comply with these covenants and each anticipates it will continue to meet these and other significant covenant requirements. For each of Pinnacle West and APS, these covenants require that the ratio of consolidated debt to total consolidated capitalization cannot exceed 65%. At June 30, 2006, the ratio was approximately 48% for Pinnacle West and 46% for APS. The provisions regarding interest coverage require a minimum cash coverage of two times the interest requirements for APS. The interest coverage was approximately 4 times under APS' bank financing agreements as of June 30, 2006. Failure to comply with such covenant levels would result in an event of default which, generally speaking, would require the immediate repayment of the debt subject to the covenants and could cross-default other debt.

Neither Pinnacle West's nor APS' financing agreements contain "rating triggers" that would result in an acceleration of the required interest and principal payments in the event of a rating downgrade. However, in the event of a further rating downgrade, Pinnacle West and/or APS may be subject to increased interest costs under certain financing agreements.

All of Pinnacle West's bank agreements contain "cross-default" provisions that would result in defaults and the potential acceleration of payment under these loan agreements if Pinnacle West or APS were to default under certain other material agreements. All of APS' bank agreements contain cross-default provisions that would result in defaults and the potential acceleration of payment under these bank agreements if APS were to default under certain other material agreements. Pinnacle West and APS do not have a material adverse change restriction for revolver borrowings.

See Note 4 for further discussions.

Capital Needs and Resources - By Company

Pinnacle West (Parent Company)

Our primary cash needs are for dividends to our shareholders and principal and interest payments on our long-term debt. The level of our common stock dividends and future dividend growth will be dependent on a number of factors including, but not limited to, payout ratio trends, free cash flow and financial market conditions.

Our primary sources of cash are dividends from APS, external financings and cash distributions from our other subsidiaries, primarily SunCor. An existing ACC order requires APS to maintain a common equity ratio of at least 40% and prohibits APS from paying common stock dividends if the payment would reduce its common equity below that threshold. As defined in the ACC order, the common equity ratio is common equity divided by the sum of common equity and long-term debt, including current maturities of long-term debt. At June 30, 2006, APS' common equity ratio, as defined, was approximately 54%.

Pinnacle West sponsors a qualified defined benefit and account balance pension plan for the employees of Pinnacle West and our subsidiaries. We contribute at least the minimum amount required under IRS regulations, but no more than the maximum tax-deductible amount. The minimum required funding takes into consideration the value of the plan assets and our pension obligation. The assets in the plan are comprised of common stocks, bonds, common and collective trusts and short-term investments. Future year contribution amounts are dependent on fund performance and valuation assumptions of plan assets. We contributed \$53 million in 2005. The contribution to our pension plan in 2006 is estimated to be approximately \$50 million, \$29 million of which has been contributed through June 30, 2006. The contribution to our other postretirement benefit plan in 2006 is estimated to be approximately \$29 million. APS and other subsidiaries fund their share of the contributions. APS' share is approximately 97% of both plans.

In January 2006, Pinnacle West infused into APS \$210 million of the proceeds from the sale of Silverhawk. See "Equity Infusions" in Note 5 for more information.

On February 28, 2006, Pinnacle West entered into an Uncommitted Master Shelf Agreement with Prudential Investment Management, Inc. ("Prudential") and certain of its affiliates. The agreement provides the terms under which Pinnacle West may offer up to \$200 million of its senior notes for purchase by Prudential affiliates at any time prior to December 31, 2007. The maturity of notes issued under the agreement cannot exceed five years. Pursuant to the agreement, on February 28, 2006, Pinnacle West issued and sold to Prudential affiliates \$175 million of its 5.91% Senior Notes, Series A, due February 28, 2011 (the "Series A Notes").

On April 3, 2006, Pinnacle West repaid \$300 million of its 6.40% Senior Notes due April, 2006. Pinnacle West used the proceeds of the Series A Notes, cash on hand and commercial paper proceeds to repay these notes.

On July 19, 2006, the Pinnacle West Board of Directors declared a quarterly dividend of \$0.50 per share of common stock, payable on September 1, 2006, to shareholders of record on August 1, 2006.

In connection with the FERC Order discussed under "Federal" in Note 5, the FERC revoked a previous FERC order allowing Pinnacle West to issue securities or incur long-term debt without FERC approval. On May 3, 2006, the FERC issued an order approving Pinnacle West's application to issue a broad range of debt and equity securities through June 30, 2008. Pinnacle West does not expect this FERC order to limit its ability to meet its capital requirements.

APS

APS' capital requirements consist primarily of capital expenditures and optional and mandatory redemptions of long-term debt. APS pays for its capital requirements with cash from operations and, to the extent necessary, external financings. APS has historically paid its dividends to Pinnacle West with cash from operations. See "Pinnacle West (Parent Company)" above for a discussion of the common equity ratio that APS must maintain in order to pay dividends to Pinnacle West.

Although provisions in APS' articles of incorporation and ACC financing orders establish maximum amounts of preferred stock and debt that APS may issue, APS does not expect any of these provisions to limit its ability to meet its capital requirements.

On August 3, 2006, APS issued \$400 million of debt as follows: \$250 million of its 6.25% Notes due 2016 and \$150 million of its 6.875% Notes due 2036. A portion of the proceeds will be used to pay at maturity approximately \$84 million of APS' 6.75% Senior Notes due November 15, 2006, to fund its construction program and for other general corporate purposes. A portion of the proceeds may also be used to pay any liability determined to be payable as a result of the review by the Internal Revenue Service of a tax refund the Company received in 2002.

See "Deferred Fuel and Purchased Power Costs" above and "Power Supply Adjustor" in Note 5 for information regarding the PSA approved by the ACC. Although APS defers actual retail fuel and purchased power costs on a current basis, APS' recovery of the deferrals from its ratepayers is subject to the ACC's approval of annual PSA adjustments and periodic surcharge applications. During the six months ended June 30, 2006, APS recovered approximately \$93 million of PSA deferrals, which had no effect on earnings because of amortization of the same amount recorded as fuel and purchased power expense.

See "Cash Flow Hedges" in Note 10 for information related to collateral provided to us by counterparties.

Pinnacle West Energy

See Note 17 of Notes to Condensed Consolidated Financial Statements above for a discussion of the sale of our 75% ownership interest in Silverhawk.

Other Subsidiaries

During the past three years, SunCor funded its cash requirements with cash from operations and its own external financings. SunCor's capital needs consist primarily of capital expenditures for land development and retail and office building construction. See the capital expenditures table above for actual capital expenditures during the six months ended June 30, 2006 and projected capital expenditures for the next three years. SunCor expects to fund its future capital requirements with cash from operations and external financings.

El Dorado expects minimal capital requirements over the next three years and intends to focus on prudently realizing the value of its existing investments.

APS Energy Services expects minimal capital expenditures over the next three years.

CRITICAL ACCOUNTING POLICIES

In preparing the financial statements in accordance with GAAP, management must often make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the date of the financial statements and during the reporting period. Some of those judgments can be subjective and complex, and actual results could differ from those estimates. Our most critical accounting policies include the impacts of regulatory accounting, the determination of the appropriate accounting for our pension and other postretirement benefits and derivatives accounting. There have been no changes to our critical accounting policies since our 2005 Form 10-K. See "Critical Accounting Policies" in Item 7 of the 2005 Form 10-K for further details about our critical accounting policies.

OTHER ACCOUNTING MATTERS

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109." This guidance requires us to recognize the tax benefits of an uncertain tax position if it is more likely than not that the benefit will be sustained upon examination by the taxing authority. The Interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating this new guidance and believe it will not have a material impact on our financial statements.

PINNACLE WEST CONSOLIDATED - FACTORS AFFECTING OUR FINANCIAL OUTLOOK

Factors Affecting Operating Revenues, Fuel and Purchased Power Costs

General Electric operating revenues are derived from sales of electricity in regulated retail markets in Arizona and from competitive retail and wholesale power markets in the western United States. These revenues are affected by electricity sales volumes related to customer mix, customer growth and average usage per customer as well as electricity rates and tariffs and variations in weather from period to period. Competitive sales of energy and energy-related products and services are made by APS Energy Services in certain western states that have opened to competition.

Retail Rate Proceedings The key issue affecting Pinnacle West's and APS' financial outlook is the satisfactory resolution of APS' retail rate proceedings pending before the ACC. As discussed in greater detail in Note 5, these proceedings consist of a general rate case request; an application for a 1.9% temporary rate increase that is subject to the ACC's completion of an inquiry regarding unplanned 2005 Palo Verde outages; and a "prudency review" of amounts collected through the May 2, 2006 interim PSA adjustor, including a "prudence audit" of unplanned 2006 Palo Verde outages to be conducted by the ACC staff.

Fuel and Purchased Power Costs Fuel and purchased power costs are impacted by our electricity sales volumes, existing contracts for purchased power and generation fuel, our power plant performance, transmission availability or constraints, prevailing market prices, new generating plants being placed in service, variances in deferrals and amortization of fuel and purchased power since April 1, 2005 and our hedging program for managing such costs. See "Power Supply Adjustor" in Note 5 for information regarding the PSA, including PSA deferrals related to unplanned Palo Verde outages and reduced power operations that are the subject of ACC prudence reviews. See "Natural Gas Supply" in Note 12 for more information on fuel costs. APS' recovery of PSA deferrals from its ratepayers is subject to the ACC's approval of annual PSA adjustments and periodic surcharge applications.

Customer and Sales Growth The customer and sales growth referred to in this paragraph applies to Native Load customers and sales to them. Customer growth in APS' service territory averaged about 3.8% a year for the three years 2003 through 2005; we currently expect customer growth to average about 4.2% per year from 2006 to 2008. We currently estimate that total retail electricity sales in kilowatt-hours will grow 3.7% on average, from 2006 through 2008, before the effects of weather variations. Customer growth was 4.5% higher for the six-month period ended June 30, 2006 when compared with the prior-year period.

Actual sales growth, excluding weather-related variations, may differ from our projections as a result of numerous factors, such as economic conditions, customer growth, usage patterns and responses to retail price changes. Our experience indicates that a reasonable range of variation in our kilowatt-hour sales projection attributable to such economic factors can result in increases or decreases in annual net income of up to \$10 million.

Weather In forecasting retail sales growth, we assume normal weather patterns based on historical data. Historical extreme weather variations have resulted in annual variations in net income in excess of \$20 million. However, our experience indicates that the more typical variations from normal weather can result in increases or decreases in annual net income of up to \$10 million.

Wholesale Power Market Conditions The marketing and trading division focuses primarily on managing APS' risks relating to fuel and purchased power costs in connection with its costs of serving Native Load customer demand. The marketing and trading division, subject to specified parameters, markets, hedges and trades in electricity, fuels and emission allowances and credits.

Other Factors Affecting Financial Results

Operations and Maintenance Expenses Operations and maintenance expenses are impacted by growth, power plant additions and operations, inflation, outages, higher trending pension and other postretirement benefit costs and other factors.

Depreciation and Amortization Expenses Depreciation and amortization expenses are impacted by net additions to utility plant and other property, which include generation construction, acquisition, the sale of generation (see discussion of the sale of Silverhawk – Note 17), changes in depreciation and amortization rates, and changes in regulatory asset amortization.

Property Taxes Taxes other than income taxes consist primarily of property taxes, which are affected by tax rates and the value of property in-service and under construction. The average property tax rate for APS, which currently owns the majority of our property, was 9.2% of assessed value for 2005 and 2004. We expect property taxes to increase as new power plants, the acquisition of the Sundance Plant in 2005 and our additions to transmission and distribution facilities are included in the property tax base.

Interest Expense Interest expense is affected by the amount of debt outstanding and the interest rates on that debt. The primary factors affecting borrowing levels in the next several years are expected to be our capital requirements and our internally generated cash flow. Capitalized interest offsets a portion of interest expense while capital projects are under construction. We stop accruing capitalized interest on a project when it is placed in commercial operation.

Retail Competition Although some very limited retail competition existed in Arizona in 1999 and 2000, there are currently no active retail competitors providing unbundled energy or other utility services to APS' customers. We cannot predict when, and the extent to which, additional competitors will re-enter APS' service territory.

Subsidiaries SunCor's net income was \$56 million in 2003, \$45 million in 2004 and \$56 million in 2005.

APS Energy Services' and El Dorado's historical results are not indicative of future performance.

General Our financial results may be affected by a number of broad factors. See "Forward-Looking Statements" for further information on such factors, which may cause our actual future results to differ from those we currently seek or anticipate.

Market Risks

Our operations include managing market risks related to changes in interest rates, commodity prices and investments held by our nuclear decommissioning trust fund.

Interest Rate and Equity Risk

We have exposure to changing interest rates. Changing interest rates will affect interest paid on variable-rate debt and the market value of debt securities held by our nuclear decommissioning trust fund. The nuclear decommissioning trust fund also has risk associated with the changing market value of its investments. Nuclear decommissioning costs are recovered in regulated electricity prices.

Commodity Price Risk

We are exposed to the impact of market fluctuations in the commodity price and transportation costs of electricity, natural gas, coal and emissions allowances. We manage risks associated with these market fluctuations by utilizing various commodity instruments that qualify as derivatives, including exchange-traded futures and options and over-the-counter forwards, options and swaps. Our ERMC, consisting of officers and key management personnel, oversees company-wide energy risk management activities and monitors the results of marketing and trading activities to ensure compliance with our stated energy risk management and trading policies. As part of our risk management program, we use such instruments to hedge purchases and sales of electricity, fuels and emissions allowances and credits. The changes in market value of such contracts have a high correlation to price changes in the hedged commodities. In addition, subject to specified risk parameters monitored by the ERMC, we engage in marketing and trading activities intended to profit from market price movements.

The mark-to-market value of derivative instruments related to our risk management and trading activities are presented in two categories consistent with our business segments:

- Regulated Electricity – non-trading derivative instruments that hedge our purchases and sales of electricity and fuel for APS' Native Load requirements of our regulated electricity business segment; and
- Marketing and Trading – non-trading and trading derivative instruments of our competitive business segment.

The following tables show the pretax changes in mark-to-market of our non-trading and trading derivative positions for the six months ended June 30, 2006 and 2005 (dollars in millions):

	Six Months Ended June 30, 2006		Six Months Ended June 30, 2005	
	Regulated Electricity	Marketing and Trading	Regulated Electricity	Marketing and Trading
Mark-to-market of net positions at beginning of period	\$ 335	\$ 181	\$ 33	\$ 107
Recognized in earnings:				
Change in mark-to-market for future period deliveries – gains (losses)	(6)	(3)	12	12
Mark-to-market gains (losses) realized including ineffectiveness during the period	(4)	1	(1)	(10)
Deferred as a regulatory (asset) liability	(61)	--	4	--
Recognized in OCI:				
Change in mark-to-market for future period deliveries – gains (losses) (a)	(225)	(49)	84	52
Mark-to-market gains realized during the period	(7)	(11)	(6)	(10)
Mark-to-market of net positions at end of period	<u>\$ 32</u>	<u>\$ 119</u>	<u>\$ 126</u>	<u>\$ 151</u>

(a) The gains (losses) in regulated mark-to-market recorded in OCI are due primarily to increases (decreases) in forward natural gas prices.

The tables below show the fair value of maturities of our non-trading and trading derivative contracts (dollars in millions) at June 30, 2006 by maturities and by the source for calculating the fair values. See Note 1, "Derivative Accounting," in Item 8 of our 2005 Form 10-K for more discussion of our valuation methods.

Source of Fair Value	Maturities						Total fair value
	2006	2007	2008	2009	2010	Years thereafter	
Prices actively quoted	\$ (20)	\$ 63	\$ 20	\$ (1)	\$ --	\$ --	\$ 62
Prices provided by other external sources	(2)	4	(1)	(1)	--	--	--
Prices based on models and other valuation methods	(4)	(4)	(4)	--	(4)	(14)	(30)
Total by maturity	<u>\$ (26)</u>	<u>\$ 63</u>	<u>\$ 15</u>	<u>\$ (2)</u>	<u>\$ (4)</u>	<u>\$ (14)</u>	<u>\$ 32</u>

Marketing and Trading

Source of Fair Value	2006	2007	2008	2009	2010	Years thereafter	Total fair value
Prices actively quoted	\$ 9	\$ --	\$ --	\$ --	\$ --	\$ --	\$ 9
Prices provided by other external sources	--	66	19	--	--	--	85
Prices based on models and other valuation methods	11	(2)	16	(1)	(1)	2	25
Total by maturity	<u>\$ 20</u>	<u>\$ 64</u>	<u>\$ 35</u>	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$ 2</u>	<u>\$ 119</u>

The table below shows the impact that hypothetical price movements of 10% would have on the market value of our risk management and trading assets and liabilities included on Pinnacle West's Condensed Consolidated Balance Sheets at June 30, 2006 and December 31, 2005 (dollars in millions).

Commodity	June 30, 2006 Gain (Loss)		December 31, 2005 Gain (Loss)	
	Price Up 10%	Price Down 10%	Price Up 10%	Price Down 10%
Mark-to-market changes reported in earnings (a):				
Electricity	\$ 1	\$ (1)	\$ --	\$ --
Mark-to-market changes reported in OCI (b):				
Electricity	85	(85)	66	(66)
Natural gas	88	(88)	103	(103)
Total	<u>\$ 174</u>	<u>\$ (174)</u>	<u>\$ 169</u>	<u>\$ (169)</u>

- (a) These contracts are primarily structured sales activities hedged with a portfolio of forward purchases that protects the economic value of the sales transactions.
- (b) These contracts are hedges of our forecasted purchases of natural gas and electricity. The impact of these hypothetical price movements would substantially offset the impact that these same price movements would have on the physical exposures being hedged.

Credit Risk

We are exposed to losses in the event of non-performance or non-payment by counterparties. See Note 1, "Derivative Accounting" in Item 8 of our 2005 Form 10-K for a discussion of our credit valuation adjustment policy. See Note 10 for further discussion of credit risk.

ARIZONA PUBLIC SERVICE COMPANY – RESULTS OF OPERATIONS

General

Throughout the following explanations of our results of operations, we refer to “gross margin.” Gross margin refers to electric operating revenues less fuel and purchased power costs. Gross margin is a “non-GAAP financial measure,” as defined in accordance with SEC rules. Exhibit 99.2 reconciles this non-GAAP financial measure to operating income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP. We view gross margin as an important performance measure of the core profitability of our operations. This measure is a key component of our internal financial reporting and is used by our management in analyzing our business. We believe that investors benefit from having access to the same financial measures that our management uses. In addition, we have reclassified certain prior-period amounts to conform to our current-period presentation.

Deferred Fuel and Purchased Power Costs

APS’ retail rate settlement became effective April 1, 2005. As part of the settlement, the ACC approved the PSA, which permits APS to defer for recovery or refund fluctuations in retail fuel and purchased power costs, subject to specified parameters. In accordance with the PSA, APS defers for future rate recovery 90% of the difference between actual retail fuel and purchased power costs and the amount of such costs currently included in base rates. APS’ recovery of PSA deferrals from its customers is subject to the ACC’s approval of annual PSA adjustments and periodic surcharge applications. See “Power Supply Adjustor” in Note 5.

Since the inception of the PSA, APS has incurred substantially higher fuel and purchased power prices than those authorized in APS’ current base rates and has deferred those cost differences in accordance with the PSA. The balance of APS’ PSA deferrals at June 30, 2006 was \$175 million. APS estimates that its PSA deferral balance at December 31, 2006 will be approximately \$155 million to \$175 million, based on APS’ hedged positions for fuel and purchased power at June 30, 2006 and recent forward market prices for natural gas and purchased power (which are subject to change). The recovery of PSA deferrals through ACC approved adjustors and surcharges recorded as revenue is offset dollar-for-dollar by the amortization of those deferred expenses.

APS operated Palo Verde Unit 1 at reduced power levels from December 25, 2005 until March 18, 2006 due to vibration levels in one of the Unit’s shutdown cooling lines. During an outage at Unit 1 from March 18, 2006 to July 7, 2006, APS performed the necessary work and modifications to remedy the situation. APS estimates that incremental replacement power costs resulting from Palo Verde’s outages and reduced power levels were approximately \$78 million during the six months ended June 30, 2006. The related PSA deferrals were approximately \$70 million in that period. The Palo Verde replacement power costs were partially offset by \$30 million of lower than expected replacement power costs related to APS’ fossil-fueled generating units during the six months ended June 30, 2006. As a result, the corresponding deferrals were reduced in that six-month period by \$27 million.

The PSA deferral balance at June 30, 2006 and estimated balance as of December 31, 2006 each includes (a) \$45 million related to replacement power costs associated with unplanned 2005 Palo Verde outages and (b) \$70 million related to replacement power costs associated with unplanned 2006 outages or reduced power operations at Palo Verde. The PSA deferrals associated

with these unplanned Palo Verde outages and reduced power operations are the subject of ACC prudence reviews. See "PSA Deferrals Related to Unplanned Palo Verde Outages" in Note 5.

See "Power Supply Adjustor" in Note 5 for further information regarding the PSA.

Operating Results – Three-month period ended June 30, 2006 compared with three-month period ended June 30, 2005

APS' net income for the three months ended June 30, 2006 was \$94 million compared with \$64 million for the comparable prior-year period. The \$30 million increase was primarily due to the higher retail sales volumes due to customer growth; effects of warmer weather on retail sales; and income tax credits related to prior years resolved in 2006. These positive factors were partially offset by higher operations and maintenance expense related to generation and customer service costs and higher depreciation and amortization related to increased depreciable assets. In addition, the increase also related to the absence of a prior year cost-based contract for PWEC Dedicated Assets which was partially offset by increased operations and maintenance expense and depreciation of those units. Higher fuel and purchased power costs (as discussed above) were substantially offset by the deferral of those costs in accordance with the PSA.

Additional details on the major factors that increased (decreased) net income are contained in the following table (dollars in millions):

	Increase (Decrease)	
	Pretax	After Tax
Gross margin:		
Higher fuel and purchased power costs	\$ (43)	\$ (26)
Deferred fuel and purchased power costs	40	24
Absence of prior year cost-based contract for PWEC Dedicated Assets	40	24
Higher retail sales volumes due to customer growth, excluding weather effects	26	16
Effects of warmer weather on retail sales	16	10
Miscellaneous items, net	(11)	(6)
Net increase in gross margin	68	42
Operations and maintenance increases primarily due to:		
Costs of PWEC Dedicated Assets not included in prior year period	(8)	(5)
Generation costs, including maintenance and overhauls	(6)	(4)
Customer service costs, including regulatory demand-side management programs and planned maintenance	(6)	(4)
Miscellaneous items, net	(6)	(4)
Depreciation and amortization increases primarily due to:		
Higher depreciable assets due to transfer of PWEC Dedicated Assets	(6)	(4)
Higher other depreciable assets partially offset by lower depreciation rates	(5)	(3)
Income tax credits related to prior years resolved in 2006	--	7
Miscellaneous items, net	1	5
Net increase in net income	\$ 32	\$ 30

Regulated Electricity Revenues

Regulated electricity revenues were \$133 million higher for the three months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$75 million increase in revenues related to recovery of PSA deferrals, which had no earnings effect because of amortization of the same amount recorded as fuel and purchased power expense (see “Deferred Fuel and Purchased Power Costs” above);
- a \$36 million increase in retail revenues related to customer growth, excluding weather effects;
- a \$22 million increase in retail revenues related to warmer weather;
- a \$10 million increase in Off-System Sales due to higher prices; and
- a \$10 million decrease due to miscellaneous factors.

Operating Results – Six-month period ended June 30, 2006 compared with six-month period ended June 30, 2005

APS’ net income for the six months ended June 30, 2006 was \$88 million compared with \$91 million for the comparable prior-year period. The \$3 million decrease was primarily due to higher fuel and purchased power costs (as discussed above); higher operations and maintenance expense related to generation and customer service costs; and higher depreciation and amortization related to increased depreciable assets. These negative factors were partially offset by deferred fuel and purchased power costs; higher retail sales volumes due to customer growth; effects of weather on retail sales; income tax credits related to prior years resolved in 2006; and a retail price increase effective April 1, 2005. In addition, the increase also related to the absence of a prior year cost-based contract for PWEC Dedicated Assets which was partially offset by increased operations and maintenance expense and depreciation of those units.

Additional details on the major factors that increased (decreased) net income are contained in the following table (dollars in millions):

	Increase (Decrease)	
	Pretax	After Tax
Gross margin:		
Higher fuel and purchased power costs	\$ (98)	\$ (60)
Deferred fuel and purchased power costs (deferrals began April 1, 2005)	53	32
Absence of prior year cost-based contract for PWEC Dedicated Assets	42	26
Higher retail sales volumes due to customer growth, excluding weather effects	39	24
Effects of weather on retail sales	13	8
Higher marketing and trading gross margin primarily related to higher mark-to-market gains	13	8
Retail price increase effective April 1, 2005	7	4
Miscellaneous items, net	(15)	(9)
Net increase in gross margin	54	33
Operations and maintenance increases primarily due to:		
Generation costs, including maintenance and overhauls	(25)	(15)
Costs of PWEC Dedicated Assets not included in prior year period	(15)	(9)
Customer service costs, including regulatory demand-side management programs and planned maintenance	(12)	(7)
Miscellaneous items, net	(5)	(3)
Depreciation and amortization increases primarily due to:		
Higher depreciable assets due to transfer of PWEC Dedicated Assets	(12)	(7)
Higher other depreciable assets partially offset by lower depreciation rates	(3)	(2)
Higher property taxes due to increased plant in service	(5)	(3)
Income tax credits related to prior years resolved in 2006	--	7
Miscellaneous items, net	2	3
Net decrease in net income	\$ (21)	\$ (3)

Regulated Electricity Revenues

Regulated electricity revenues were \$182 million higher for the six months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$93 million increase in revenues related to recovery of PSA deferrals, which had no earnings effect because of amortization of the same amount recorded as fuel and purchased power expense (see "Deferred Fuel and Purchased Power Costs" above);
- a \$54 million increase in retail revenues related to customer growth, excluding weather effects;

- an \$18 million increase in retail revenues related to weather;
- a \$12 million increase in Off-System Sales primarily resulting from sales previously reported in marketing and trading that were classified beginning in April 2005 as sales in regulated electricity in accordance with the APS retail rate case settlement;
- a \$10 million increase in Off-System Sales due to higher prices;
- a \$7 million increase in retail revenues due to a price increase effective April 1, 2005; and
- a \$12 million decrease due to miscellaneous factors.

Marketing and Trading Revenues

Marketing and trading revenues were \$16 million lower for the six months ended June 30, 2006 compared with the prior-year period primarily as a result of:

- a \$15 million decrease in energy trading revenues on realized sales of electricity primarily due to lower delivered electricity prices and lower volumes;
- an \$11 million increase in mark-to-market gains on contracts for future delivery due to changes in forward prices; and
- a \$12 million decrease in Off-System Sales due to the absence of sales previously reported in marketing and trading that were classified beginning in April 2005 as sales in regulated electricity in accordance with the APS retail rate case settlement.

ARIZONA PUBLIC SERVICE COMPANY – LIQUIDITY AND CAPITAL RESOURCES

Contractual Obligations

APS' future contractual obligations have not changed materially from the amounts disclosed in Part II, Item 7 of the 2005 Form 10-K, with the exception of our aggregate:

- fuel and purchased power commitments, which increased from approximately \$1.7 billion at December 31, 2005 to \$2.7 billion at June 30, 2006 as follows (in billions):

2006	2007-2008	2009-2010	Thereafter	Total
\$0.4	\$0.5	\$0.4	\$1.4	\$2.7

See Note 4 for a list of APS' payments due on total long-term debt and capitalized lease requirements.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements based on current expectations, and neither Pinnacle West nor APS assumes any obligation to update these statements or make any further statements on any of these issues, except as required by applicable law. These forward-looking statements are often identified by words such as “estimate,” “predict,” “hope,” “may,” “believe,” “anticipate,” “plan,” “expect,” “require,” “intend,” “assume” and similar words. Because actual results may differ materially from expectations, we caution readers not to place undue reliance on these statements. A number of factors could cause future results to differ materially from historical results, or from results or outcomes currently expected or sought by Pinnacle West or APS. In addition to the Risk Factors described in Item 1A of the 2005 Form 10-K, these factors include, but are not limited to:

- state and federal regulatory and legislative decisions and actions, including the outcome and timing of APS’ retail rate proceedings pending before the ACC;
- the timely recovery of PSA deferrals, including approximately \$115 million of deferrals at June 30, 2006 associated with unplanned Palo Verde outages and reduced power operations that are the subject of ACC prudence reviews;
- the ongoing restructuring of the electric industry, including the introduction of retail electric competition in Arizona and decisions impacting wholesale competition;
- the outcome of regulatory, legislative and judicial proceedings, both current and future, relating to the restructuring;
- market prices for electricity and natural gas;
- power plant performance and outages;
- transmission outages and constraints;
- weather variations affecting local and regional customer energy usage;
- customer growth and energy usage;
- regional economic and market conditions, including the results of litigation and other proceedings resulting from the California energy situation, volatile fuel and purchased power costs and the completion of generation and transmission construction in the region, which could affect customer growth and the cost of power supplies;
- the cost of debt and equity capital and access to capital markets;
- current credit ratings remaining in effect for any given period of time;
- our ability to compete successfully outside traditional regulated markets (including the wholesale market);
- the performance of our marketing and trading activities due to volatile market liquidity and any deteriorating counterparty credit and the use of derivative contracts in our business (including the interpretation of the subjective and complex accounting rules related to these contracts);
- changes in accounting principles generally accepted in the United States of America and the interpretation of those principles;
- the performance of the stock market and the changing interest rate environment, which affect the amount of required contributions to Pinnacle West’s pension plan and APS’ nuclear decommissioning trust funds, as well as the reported costs of providing pension and other postretirement benefits;
- technological developments in the electric industry;

- the strength of the real estate market in SunCor's market areas, which include Arizona, Idaho, New Mexico and Utah; and
- other uncertainties, all of which are difficult to predict and many of which are beyond the control of Pinnacle West and APS.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Pinnacle West Consolidated – Factors Affecting Our Financial Outlook - Market Risks" in Item 2 above for a discussion of quantitative and qualitative disclosures about market risks.

Item 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

The term "disclosure controls and procedures" means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. 78a *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to a company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Pinnacle West's management, with the participation of Pinnacle West's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of Pinnacle West's disclosure controls and procedures as of June 30, 2006. Based on that evaluation, Pinnacle West's Chief Executive Officer and Chief Financial Officer have concluded that, as of that date, Pinnacle West's disclosure controls and procedures were effective.

APS' management, with the participation of APS' Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of APS' disclosure controls and procedures as of June 30, 2006. Based on that evaluation, APS' Chief Executive Officer and Chief Financial Officer have concluded that, as of that date, APS' disclosure controls and procedures were effective.

(b) Changes In Internal Control Over Financial Reporting

The term "internal control over financial reporting" (defined in SEC Rule 13a-15(f)) refers to the process of a company that is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

No change in Pinnacle West's or APS' internal control over financial reporting occurred during the fiscal quarter ended June 30, 2006 that materially affected, or is reasonably likely to materially affect, Pinnacle West's or APS' internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Note 12 of Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this report in regard to pending or threatened litigation or other disputes.

Item 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in the 2005 Form 10-K, which could materially affect the business, financial condition or future results of APS and Pinnacle West. The risks described in this report and the 2005 Form 10-K are not the only risks facing APS and Pinnacle West. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect the business, financial condition and/or operating results of APS and Pinnacle West.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Proposal 1 – Election of Directors

At our Annual Meeting of Shareholders held on May 17, 2006, the following persons were elected as directors:

<u>Class III (Term to expire at 2009 Annual Meeting)</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Abstentions and Broker Non-Votes</u>
Jack E. Davis	86,958,623	1,821,065	N/A
Pamela Grant	86,967,924	1,811,764	N/A
Martha O. Hesse	86,924,165	1,855,523	N/A
William S. Jamieson, Jr.	86,990,842	1,788,846	N/A

Continuing Directors

The terms of Roy A. Herberger, Jr., Humberto S. Lopez, Kathryn L. Munro, and William L. Stewart will expire in 2007. The terms of Edward N. Basha, Jr., Michael L. Gallagher, Bruce J. Nordstrom and William J. Post will expire in 2008.

Proposal 2 - Independent Auditors

At the same meeting, a proposal for the ratification of the selection of Deloitte & Touche LLP as independent Auditors of the Company for fiscal year ending 2006 was submitted to the shareholders, and the voting was as follows:

Proposal for the ratification of the selection of Deloitte & Touche LLP for fiscal year ending 2006	Votes For	Votes Against	Abstentions and Broker Non-Votes
	87,880,830	234,347	664,511

Proposal 3 – Shareholder Proposal

Also at this annual meeting, a shareholder proposal requesting that the Board of Directors take action to allow for the annual election of directors was submitted to the shareholders, and the voting was as follows:

Proposal to elect each director annually	Votes For	Votes Against	Abstentions and Broker Non-Votes
	61,797,460	12,834,465	14,147,763

Item 5. OTHER INFORMATION

Construction and Financing Programs

See “Liquidity and Capital Resources” in Part I, Item 2 of this report for a discussion of construction and financing programs of the Company and its subsidiaries.

Regulatory Matters

See Note 5 of Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this report for a discussion of regulatory developments.

Environmental Matters

See “Environmental Matters – Superfund” in Note 12 of Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this report for a discussion of a Superfund site.

Mercury. By November 2006, the Arizona Department of Environmental Quality will submit a State Implementation Plan to the EPA to implement the Clean Air Mercury Rule or an alternate mercury program, as authorized by the EPA. See “Environmental Matters – Mercury” in Part I, Item 1 of the 2005 Form 10-K. ADEQ issued a proposed mercury rule on July 25, 2006. The proposed rule generally incorporates EPA’s model cap-and-trade program, but requires sources to acquire two allowances for every one allowance needed for compliance. The proposed rule also requires coal-fired power plants to achieve a 90% mercury removal efficiency or to achieve certain emission limits. APS is still evaluating the potential impacts of the proposed rule and cannot currently estimate the expenditures which may be required.

Federal Implementation Plan. In September 1999, the EPA proposed a FIP to set air quality standards at certain power plants, including the Navajo Generating Station and the Four Corners Power Plant. See "Environmental Matters – Federal Implementation Plan" in Part I, Item 1 of the 2005 Form 10-K. On July 26, 2006, the Sierra Club sued the EPA to compel the EPA to issue a final FIP for Four Corners Power Plant. APS does not currently expect the FIP to have a material adverse effect on its financial position, results of operations, cash flows or liquidity.

Item 6. EXHIBITS

(a) Exhibits

<i>Exhibit No.</i>	<i>Registrant(s)</i>	<i>Description</i>
10.1	Pinnacle West	First Amendment to Amended and Restated Credit Agreement, dated as of May 15, 2006, supplementing and amending the Amended and Restated Credit Agreement, dated as of December 9, 2005, among Pinnacle West Capital Corporation, as Borrower, JPMorgan Chase Bank, N.A., as Agent and the other parties thereto
12.1	Pinnacle West	Ratio of Earnings to Fixed Charges
12.2	APS	Ratio of Earnings to Fixed Charges
12.3	Pinnacle West	Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements
31.1	Pinnacle West	Certificate of William J. Post, Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2	Pinnacle West	Certificate of Donald E. Brandt, Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.3	APS	Certificate of Jack E. Davis, Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.4	APS	Certificate of Donald E. Brandt, Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
32.1	Pinnacle West	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1850, as adopted pursuant to Section 906 of the Sarbanes-

<u>Exhibit No.</u>	<u>Registrant(s)</u>	<u>Description</u>
		Oxley Act of 2002
32.2	APS	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1850, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Pinnacle West	Reconciliation of Operating Income to Gross Margin
99.2	APS	Reconciliation of Operating Income to Gross Margin

In addition, the Company hereby incorporates the following Exhibits pursuant to Exchange Act Rule 12b-32 and Regulation §229.10(d) by reference to the filings set forth below:

<u>Exhibit No.</u>	<u>Registrant(s)</u>	<u>Description</u>	<u>Previously Filed as Exhibit^a</u>	<u>Date Effective</u>
3.1	Pinnacle West	Articles of Incorporation, restated as of July 29, 1988	19.1 to Pinnacle West's September 1988 Form 10-Q Report, File No. 1-8962	11-14-88
3.2	Pinnacle West	Pinnacle West Capital Corporation Bylaws, amended as of December 14, 2005	3.1 to Pinnacle West/APS December 9, 2005 Form 8-K Report, File Nos. 1-8962 and 1-4473	12-15-05
3.3	APS	Articles of Incorporation, restated as of May 25, 1988	4.2 to APS' Form S-3 Registration Nos. 33-33910 and 33-55248 by means of September 24, 1993 Form 8-K Report, File No. 1-4473	9-29-93
3.4	APS	Arizona Public Service Company Bylaws, amended as of June 23, 2004	3.1 to APS' June 30, 2004 Form 10-Q Report, File No. 1-4473	8-9-04

^a Reports filed under File Nos. 1-4473 and 1-8962 were filed in the office of the Securities and Exchange Commission located in Washington, D.C.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PINNACLE WEST CAPITAL CORPORATION
(Registrant)

Dated: August 8, 2006

By: /s/ Donald E. Brandt
Donald E. Brandt
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer
and Officer Duly Authorized to sign this Report)

ARIZONA PUBLIC SERVICE COMPANY
(Registrant)

Dated: August 8, 2006

By: /s/ Donald E. Brandt
Donald E. Brandt
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer and
Officer Duly Authorized to sign this Report)

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EXHIBIT D
Certain Language for Proposed Order

EXHIBIT D

PROPOSED LANGUAGE FOR ORDER

[Capitalized terms used in the paragraphs below are intended to have the meanings given in the Application.]

IT IS THEREFORE ORDERED that the Company is hereby authorized (i) to issue, sell, and incur the Continuing Long-Term Debt and the Continuing Short-Term Debt, redeem, refinance, refund, renew, reissue, roll-over, repay, and re-borrow from time to time such Continuing Long-Term Debt and Continuing Short-Term Debt, and establish and amend the terms and provisions of long-term and short-term indebtedness from time to time, (ii) to determine the form of security, if any, for the Continuing Long-Term Debt and the Continuing Short-Term Debt, execute and deliver the Security Instruments, and establish and amend the terms and provisions of the Security Instruments, as may be deemed appropriate by the Company in connection with the Continuing Long-Term Debt and the Continuing Short-Term Debt, and (iii) to pay all related expenses, all as contemplated in the Application and by the exhibits and testimony presented during the hearing in this matter.

IT IS FURTHER ORDERED that only traditional indebtedness for borrowed money (and not the other types of arrangements described in paragraph 13 of the Application) is subject to A.R.S. Sections 301 and 302 and that, therefore, such other arrangements will not count against the Continuing Long-Term Debt or Continuing Short-Term Debt authorizations provided in this Decision or require prior Commission approval.

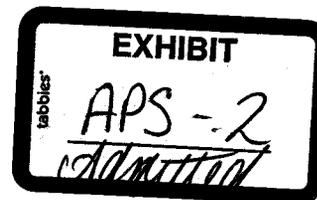
IT IS FURTHER ORDERED that the Company is hereby authorized to sign and deliver such documents and to engage in such acts as are reasonably necessary to effectuate the authorization granted hereinabove.

IT IS FURTHER ORDERED that the purposes for which the proposed issuances of Continuing Long-Term Debt and the Continuing Short-Term Debt are herein authorized are to augment the funds available from all sources to finance the Company's construction, resource acquisition and maintenance programs, to redeem or retire outstanding securities, to repay or refund other outstanding long-term or short-term debt and to meet certain of the Company's working capital and other cash requirements. Such purposes are within those permitted by A.R.S. Section 301 and are permitted regardless of the extent to which they may be reasonably chargeable to operating expenses or to income.

IT IS FURTHER ORDERED that Pinnacle West is hereby granted an ongoing waiver of and authorization under A.C.C. R14-2-803 for the purpose of guaranteeing the Company's indebtedness from time to time. The Company is hereby authorized to reimburse Pinnacle West for any amounts paid by Pinnacle West under any guarantee of the Company's debt from time to time, along with interest thereon to the date of reimbursement at a rate of interest not greater than the rate payable on the debt so guaranteed and paid by Pinnacle West.

IT IS FURTHER ORDERED That this Decision shall become effective immediately.

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**



2
3 COMMISSIONERS

4 MIKE GLEASON, Chairman
5 WILLIAM A. MUNDELL
6 JEFF HATCH-MILLER
7 KRISTIN K. MAYES
8 GARY PIERCE

9 IN THE MATTER OF THE APPLICATION
10 OF ARIZONA PUBLIC SERVICE
11 COMPANY FOR AN ORDER OR
12 ORDERS AUTHORIZING IT TO ISSUE,
13 INCUR, AND AMEND EVIDENCES OF
14 LONG-TERM INDEBTEDNESS AND
15 SHORT-TERM INDEBTEDNESS, TO
16 EXECUTE NEW SECURITY
17 INSTRUMENTS, TO SECURE ANY
18 SUCH INDEBTEDNESS, TO REPAY
19 AMOUNTS PAID UNDER ANY
20 PINNACLE WEST CAPITAL
21 CORPORATION GUARANTEE OF
22 ARIZONA PUBLIC SERVICE COMPANY
23 INDEBTEDNESS AND FOR
24 DECLARATORY ORDER

DOCKET NO. E-01345A-06-0779

25 IN THE MATTER OF THE APPLICATION
26 OF PINNACLE WEST CAPITAL
27 CORPORATION FOR AN ORDER OR
28 ORDERS AUTHORIZING IT TO
GUARANTEE THE INDEBTEDNESS OF
ARIZONA PUBLIC SERVICE COMPANY

29 **COMMENTS OF ARIZONA PUBLIC SERVICE COMPANY**

30 **ON STAFF REPORT**

31 **I. INTRODUCTION**

32 Arizona Public Service Company ("APS" or the "Company") hereby submits the
33 following comments on the Staff Report (the "Staff Report") filed in the above docket on
34 May 18, 2007. The Staff Report recognizes the continued benefits to APS and its
35 customers of the financial flexibility that previous Arizona Corporation Commission

1 (“Commission”) financing orders have provided since 1984. The Company supports the
2 Staff Report’s fundamental recommendations but must suggest specific modifications and
3 clarifications, as discussed in greater detail below. In doing so, the Company seeks to
4 insure that the flexibility and other benefits provided by a new financing order are not lost
5 because APS or APS’ future lenders and investors are unable to definitively confirm that
6 the Commission has clearly authorized a particular debt issuance or how any limitation on
7 that authority is to be interpreted.
8

9
10 Pinnacle West Capital Corporation (“Pinnacle West”) joins in this filing for the
11 purpose of the subject matter of Paragraph 14 below. Paragraph 14 addresses Pinnacle
12 West’s request to guarantee the debt of APS, which likely constitutes a “reorganization”
13 of Pinnacle West under A.A.C. R14-2-803.
14

15 Capitalized terms used in this filing that are not otherwise specifically
16 defined in these comments have the meanings ascribed to those terms in the APS/Pinnacle
17 West Verified Application in this Docket, dated December 15, 2006 (the “Application”).
18

19 II. CONDITIONS TO ISSUANCES OF DEBT

20 1. The Staff Report recommends Commission approval of the Company’s requested
21 increase in its Continuing Long-Term Debt limit to \$4.2 billion if, “subsequent to any debt
22 issuance, APS can satisfy the following conditions: (1) common equity must represent at
23 least 40 percent of total [capital] (common equity, preferred stock, long-term debt and
24 short-term debt) and (2) the debt service coverage ratio (“DSC”) is equal to or greater than
25 1.0.” (Staff Report at 5.)
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1 2. As explained in greater detail below, the Company agrees with the Staff's
2 recommendation regarding a common equity and debt service coverage test, subject to
3 specific clarifications and modifications. As a preliminary matter, however, the Company
4 requests that instead of the tests applying to "any debt issuance," the tests should apply
5 only when the Company is issuing long-term debt in recognition of the fact that the
6 Company normally issues short-term debt in the form of commercial paper on a daily
7 basis. Computing these tests on a daily basis would be impractical and unnecessarily
8 burdensome. The Company agrees that a short-term debt component would be included
9 in the coverage calculations at the time the Company issues long-term debt.
10
11

12 **Calculation of Common Equity Test**

13 3. Commission Decision No. 65796 (April 4, 2003), which prohibits APS from
14 paying dividends unless it maintains a minimum common equity ratio of 40%, calculates
15 the common equity percentage as follows: "APS' common equity [shall] be divided by
16 the sum of such common equity and APS long-term debt (including current maturities of
17 such debt)." (Commission Decision No. 65796 at 25.) Although there is little difference
18 between the two calculations under normal circumstances, for the sake of consistency of
19 application, the calculation methodology in Commission Decision No. 65796 should be
20 adopted for purposes of this limitation. APS also proposes that the calculation be made as
21 of the end of APS' most recent fiscal quarter, adjusted to give effect to the issuance of any
22 new indebtedness. Calculations of APS' common equity percentages under each
23 approach at March 31, 2007, APS' most recent fiscal quarter, are attached to this filing as
24 Exhibit A.
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Debt Service Coverage Ratio

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2 4. The Staff Report recommends that the DSC be “calculated as operating income
3 plus depreciation and amortization and income tax divided by interest and [principal] on
4 short-term and long-term debt less short-term debt and interest related to purchased power
5 and natural gas and using the most recent audited financial statements adjusted to reflect
6 changes to outstanding debt.” (Staff Report at 5, n. 1.)
7

8 5. APS acknowledges the Staff’s request “for financial parameters to place conditions
9 on the borrowings to prevent APS from taking on an excessive amount of debt” (Staff
10 Report at 4). APS believes that the common equity ratio referenced in Paragraph 2,
11 combined with a debt service coverage test, could effectively address this request. As
12 proposed by the Staff, however, the DSC would require numerous modifications and
13 clarifications so that the DSC calculation methodology is clear under the various
14 circumstances when the DSC would need to be calculated. Absent these modifications
15 and clarifications, neither APS nor APS’ future lenders and investors will have the
16 required certainty that the Commission has clearly authorized APS’ incurrence of a
17 specific debt obligation. As a result, APS proposes a “Modified DSC,” as discussed
18 below.
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22 (a) The inclusion of long-term and short-term principal debt repayments in the
23 “denominator” of the DSC calculation would result in (i) a debt service coverage
24 calculation inconsistent with APS’ historical financing program and the coverage tests
25 applied to APS by its lenders and the rating agencies and (ii) numerous interpretive issues,
26 which are addressed below in clause (c) of this Paragraph 5.
27
28

1 (b) Historically, APS' debt has not been amortized and repaid over the life of
2 the debt, as is the case with the debt of many other public service corporations regulated
3 by the Commission. With amortizing debt, much like a typical home mortgage loan, a
4 portion of each payment is used to pay down principal. On the other hand, APS and other
5 large investor-owned utilities generally repay in full their outstanding debt obligations at
6 maturity, usually with the proceeds of another debt issuance. During 2005, for example,
7 APS repaid approximately \$568 million of maturing long-term debt and issued
8 approximately \$412 million of new long-term debt. When APS repays its long-term debt,
9 the DSC will be artificially reduced and will not provide an accurate measure of APS'
10 financial health given that APS generally issues new debt to replace the "bullet maturity"
11 debt. Similarly, maturing short-term debt is typically rolled over with new issuances of
12 short-term debt. APS proposes a modified DSC (the "Modified DSC") that would exclude
13 principal debt repayments. The coverage test that would be reflected in the Modified DSC
14 is widely accepted in the financial community and is the only type of coverage test found
15 in APS' credit agreements. In addition, the rating agencies evaluate APS using this type
16 of coverage test. Calculations of the DSC (using the Company's best interpretation of that
17 test) and the proposed Modified DSC at December 31, 2006 are attached to this filing as
18 Exhibit B.¹

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23 (c) If the Commission determines that the DSC, rather than the Modified DSC,
24 is an appropriate financial test, APS requests that the Commission address the issues
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27 ¹ Under the DSC, the Staff also recommended the exclusion of "short-term debt and interest related to purchased
28 power and natural gas" from the denominator of the DSC calculation. Under the Modified DSC, APS proposes that
this exclusion would no longer be necessary.

1 related to the DSC that are set forth on Exhibit C, which APS believes are the significant,
2 but perhaps not the only, issues that must be addressed to resolve existing ambiguities.

3 4 **III. OTHER STAFF REPORT RECOMMENDATIONS**

5 **Short-Term Debt Limit**

6 6. The Staff Report recommends that the Commission authorize APS to incur short-
7 term debt of up to 7% of APS' capitalization plus up to \$500 million of additional short-
8 term borrowings for purchases of natural gas and power. (Staff Report at 5.) APS agrees
9 with this recommendation but requests two modifications:
10

11 (a) First, the Staff Report recommends that, as a condition of APS incurring the
12 additional \$500 million of short-term debt, "APS has a Commission authorized adjustor
13 mechanism for recovery of these costs" (Staff Report at 6). For purposes of clarity, APS
14 suggests that the phrase "for recovery of these costs" be changed to "for recovery of
15 natural gas or power purchases."
16

17 (b) Second, if the "Commission authorized mechanism" is terminated, APS
18 requests that the Commission's authorization for the related short-term debt would
19 terminate 12 months thereafter. This would provide APS with sufficient time to prudently
20 address its short-term debt balances.
21

22 **Declaratory Order Regarding Traditional Indebtedness for Borrowed Money**

23 7. The Staff Report recommends that the Commission deny APS' request for a
24 declaratory order confirming that only traditional indebtedness for borrowed money
25 requires prior Commission authorization. (Staff Report at 5.) If the Commission accepts
26 the Staff's recommendation in this regard, APS suggests that the Commission adopt the
27
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1 following additional provisions to avoid unintended and patently unfair consequences
2 should APS exceed its authorized debt limits solely as a result of future changes in United
3 States generally accepted accounting principles ("GAAP") or future changes in the
4 interpretation of GAAP (collectively, "GAAP Changes"):
5

6 (a) Any contract or other legally-binding arrangement to which APS was a
7 party as of the date of the Commission's order in this matter (the "Existing Obligations"),
8 will not be considered indebtedness for purposes of the order (including the order's debt
9 limitations, common equity test, and debt service coverage test) if the Existing Obligation
10 was not considered indebtedness under GAAP as of such date.
11

12 (b) If a GAAP Change subsequently occurs that results in an Existing
13 Obligation being reclassified as indebtedness, APS will notify the Commission of such
14 GAAP Change within 30 days after APS files its Quarterly Report on Form 10-Q or its
15 Annual Report on Form 10-K with the Securities and Exchange Commission following
16 the end of the fiscal quarter in which such GAAP Change occurs (the "Notification
17 Period").
18

19 (c) If, after the Commission's issuance of an order in this matter, APS enters
20 into a contract or binding arrangement that is not considered indebtedness under GAAP
21 but subsequently is considered indebtedness because of a GAAP Change, APS'
22 obligations under such contract or arrangement will not be considered indebtedness for
23 purposes of the order (including the order's debt limitations, common equity test, and debt
24 service coverage test) until further Commission action if, within the Notification Period,
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1 APS files an application with the Commission specifically requesting approval of such
2 reclassified debt obligations.

3
4 **Replacement of Existing Authorizations**

5 8. The Staff Report recommends that “[the] authorizations to incur short-term and
6 long-term debt obligations provided in this proceeding should replace all existing
7 authorizations, and all existing authorizations should terminate upon the effective date of
8 the authorizations provided in this proceeding.” (Staff Report at 6.)

9
10 9. APS agrees with Staff’s recommendations in this regard, which APS believes were
11 focused on Decision Nos. 55017 (May 6, 1986) and 54230 (November 8, 1984) (identified
12 in the Application as the 1986 Order and the 1984 Order, respectively), with the following
13 exceptions. Commission Decision Nos. 55120 (July 24, 1986) and 55320 (December 5,
14 1986) (the “Sale-Leaseback Authorizations”) are separate and independent financing
15 authorizations that must remain in full force and effect. Each of these Decisions, copies
16 of which are attached as Exhibits D and E, respectively, relates to the Company’s sale and
17 leaseback of a portion of Unit 2 of the Palo Verde Nuclear Generating Station. The Sale-
18 Leaseback Authorizations, pursuant to which APS entered into three separate sale-
19 leaseback transactions in 1986, are also financing authorizations in that they permit APS
20 to:
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23 “issue, assume, guarantee, and incur evidences of indebtedness in order to
24 consummate, and to perform its obligations and exercise its options under,
25 the Lease Transactions (including the issuance or incurrence of evidences of
26 indebtedness in connection with the financing of Capital Improvements as
27 required or permitted by the terms of the Leases, the costs of which will be
28 reflected in an adjustment to lease rentals) including, but not limited to, (i)
the issuance or incurrence of evidences of indebtedness by the Funding
Corporation, secured by the direct obligation of the Company; (ii) the

1 issuance or incurrence of evidences of indebtedness in connection with any
2 letter of credit or financial guaranty securing the Equity Investors for the
3 payment of amounts payable by the Company under the Lease and related
4 documents; (iii) the issuance or incurrence of evidences of indebtedness
5 necessary for any refunding of indebtedness; (iv) the assumption of
6 indebtedness by the Company upon the occurrence of certain events as
7 required by the Leases; (v) the adjustment of rents from time to time as
8 required by the Leases; and (vi) the extension of supplements to the Lease
9 as required or permitted by the Leases.” (Decision No. 55120 at 9-10.)

10 10. It is important to APS and the numerous other parties to the sale-leaseback
11 transactions that the Sale-Leaseback Authorizations remain in full force and effect. The
12 parties entered into those transactions in reliance upon the Sale-Leaseback Authorizations.

13 Termination of Authorizations Under New Order

14 11. The Staff Report recommends that “[the] short-term and long-term debt levels
15 authorized in this proceeding terminate on December 31, 2012.” (Staff Report at 6.) In
16 order to alleviate potential concerns about the validity of APS’ indebtedness after
17 December 31, 2012, APS suggests that the Commission order in this proceeding confirm
18 that all short-term and long-term debt legally outstanding at December 31, 2012 remain
19 authorized and valid obligations of APS.

20 12. APS also requests that the December 31, 2012 termination date be extended until
21 the Commission issues a new financing order replacing the then-existing order, provided
22 that (a) APS files an application for a new financing order on or before December 31,
23 2011 and (b) the Commission has not issued an order pursuant to such application on or
24 before December 31, 2012. This will ensure that APS’ ability to access the capital
25 markets is not abruptly terminated, which would prohibit APS from funding its ongoing
26 operations and meeting its obligations as a public service corporation.
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Miscellaneous Comments

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13. The Staff Report states that “[t]o the extent that the purposes set forth in the application may be considered reasonably chargeable to operating expenses or to income, APS requests that the order or orders from the Commission in this matter authorize such charge or charges and that they be deemed working capital requirements.” (Staff Report at 3.) The Application did not request the Commission to find that purposes reasonably chargeable to operating expenses or to income “be deemed working capital requirements.” In order to comply with A.R.S. Section 40-302(A), the Application stated that “[t]o the extent that the purposes set forth herein may be considered reasonably chargeable to operating expenses or to income, the Company requests that the order or orders of the Commission in this matter authorize such charge or charges.” (Application at 9.) The Company respectfully requests that the Commission’s order in this matter not include language regarding “deemed working capital requirements” because not all the uses to which cash proceeds from the requested financing order would potentially be used can be classified as “working capital.”

14. The Staff Report references a “waiver now in existence (per Decision Nos. 65796 and 55017) of A.A.C. R14-2-803” (Staff Report at 2) in connection with its recommendation that the Commission “[authorize] Pinnacle West to guarantee APS’ debt from time to time in indeterminate amounts” (Staff Report at 7). No such waiver was granted to Pinnacle West in either of the cited Decisions, but Pinnacle West supports the Staff’s recommendation.

1 15. The Staff Report recommends that, “on each occasion when APS enters into a new
2 long-term debt agreement, APS file with Docket Control a description of the transaction
3 and a demonstration that the rates and terms are consistent with those generally available
4 to comparable entities at the time.” (Staff Report at 7.) Recognizing that the Staff Report
5 also recommends that the Commission deny APS’ request for a declaratory order
6 confirming that only traditional indebtedness for borrowed money requires Commission
7 approval (Staff Report at 5), APS assumes that the Staff’s filing recommendation would
8 cover any transaction classified as long-term debt from a GAAP perspective, regardless of
9 its nature or size. If so, APS believes that such a requirement will result in filings for
10 transactions in which the Commission presumably will have little or no interest and which
11 will require APS time and expense to prepare. For example, every capital lease with a
12 term of 12 months or longer that APS enters into would be subject to the filing
13 requirement, including capital leases for vehicles, equipment, and copy machines. APS
14 requests that such filing requirement be limited to long-term debt agreements involving
15 traditional indebtedness for borrowed money. In addition, APS requests that such filing
16 requirement exclude any long-term debt agreement that has a principal value of less than
17 \$5 million. As is the case with non-traditional indebtedness, APS believes that including
18 immaterial debt agreements among the required filings will result in filings for
19 transactions in which the Commission presumably will have little or no interest on an
20 individual basis and which will require APS time and expense to prepare.

21 16. The Staff Report “further recommends authorization of the other financing requests
22 made by APS in this application except as otherwise specified [in the Staff Report].”
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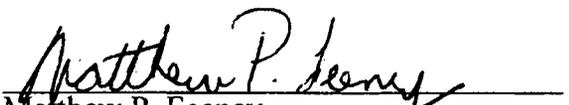
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(Staff Report, Executive Summary.) Consistent with the Staff's position in this regard, as well as the Company's suggested modifications and clarifications above, the Company has attached as Exhibit F to this filing proposed language for a Commission Order in this matter, including alternative language in those cases in which the Company has suggested different approaches to the resolution of a specific issue.

RESPECTFULLY SUBMITTED this 29th day of May, 2007.

By: 
Thomas L. Mumaw

ATTORNEY FOR ARIZONA PUBLIC
SERVICE COMPANY

By: 
Matthew P. Feeney
Snell & Wilmer, L.L.P.

ATTORNEY FOR PINNACLE WEST
CAPITAL CORPORATION

1 ORIGINAL and 13 copies filed with
2 Docket Control this 29th day of May 2007.

3 COPIES hand-delivered this 29th day of
4 May 2007, to:

5 Mr. Christopher C. Kempley
6 Chief Counsel, Legal Division
7 Arizona Corporation Commission
8 1200 West Washington Street
9 Phoenix, Arizona 85007

10 Mr. Ernest G. Johnson
11 Director, Utilities Division
12 Arizona Corporation Commission
13 1200 West Washington Street
14 Phoenix, Arizona 85007

15 Ms. Lyn Farmer
16 Chief Administrative Law Judge, Hearing Division
17 Arizona Corporation Commission
18 1200 West Washington Street
19 Phoenix, Arizona 85007

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1 EXHIBITS

2 Exhibit A Calculations of Arizona Public Service Company's Common
3 Equity Percentages at March 31, 2007, Using Alternative
Approaches.

4 Exhibit B Calculation of Arizona Public Service Company's DSC and
5 proposed Modified DSC at December 31, 2006.

6 Exhibit C Issues Regarding the DSC Requiring Commission Resolution.

7 Exhibit D Arizona Corporation Commission Order in Decision No. 55120,
dated July 24, 1986.

8 Exhibit E Arizona Corporation Commission Order in Decision No. 55320,
dated December 5, 1986.

9 Exhibit F Certain Language for Proposed Order.
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EXHIBIT A

ARIZONA PUBLIC SERVICE COMPANY
Calculation of Common Equity Test
Per ACC Order No. 65796 Dated April 4, 2003
As of March 31, 2007
(\$000)

ARIZONA PUBLIC SERVICE COMPANY
Calculation of Common Equity Test
Per ACC Staff Report in Docket No. E-01345A-06-0779
As of March 31, 2007
(\$000)

Common Equity	\$ 3,202,664 A	Common Equity	\$ 3,202,664 A
Long Term Debt less Current Maturities	2,877,377	Long Term Debt less Current Maturities	2,877,377
Current Maturities of Long Term Debt	1,049	Current Maturities of Long Term Debt*	1,049
Total Long Term Debt	\$ 2,878,426	Total Debt	\$ 2,878,426
Total Capitalization	\$ 6,081,090 B	Total Capitalization	\$ 6,081,090 B
Common Equity Ratio	52.7% A/B	Common Equity Ratio	52.7% A/B

* Staff Report does not specifically list Current Maturities of Long Term Debt as being included in this calculation. We assume it's included in Staff's definition of long term debt.

EXHIBIT B

ARIZONA PUBLIC SERVICE COMPANY
Calculation of Debt Service Coverage Ratio ⁽¹⁾
Twelve Months Ended December 31, 2006
(\$000)

Operating Income	\$ 397,942	
Depreciation & Amortization	353,057	
Income Taxes	144,127	
Cash Flow	<u>\$ 895,126</u>	A
Long-Term Principal Repayments	\$ 86,086	
Short-Term Principal Repayments	-	
Long-Term Interest	149,240	
Short-Term Interest	9,529	
Less:		
Short-Term Debt for Natural Gas and Purchased Power (PP)	-	
Interest on Short-Term Debt for Natural Gas and PP	-	
Plus:		
Principal on New Short-Term Debt	-	
Interest on New Short-Term Debt	-	
Principal on New Long-Term Debt	-	
Interest on New Long-Term Debt	-	
Total Principal & Interest	<u>\$ 244,855</u>	B

Debt Service Coverage Ratio 3.66 A/B

ARIZONA PUBLIC SERVICE COMPANY
Calculation of Modified Debt Service Coverage Ratio
Twelve Months Ended December 31, 2006
(\$000)

Operating Income	\$ 397,942	
Depreciation & Amortization	353,057	
Income Taxes	144,127	
Cash Flow	<u>\$ 895,126</u>	A
Long-Term Interest	149,240	
Short-Term Interest	9,529	
Plus:		
Interest on New Short-Term Debt ⁽²⁾	-	
Interest on New Long-Term Debt ⁽³⁾	-	
Total Interest	<u>\$ 158,769</u>	B

Modified Debt Service Coverage Ratio 5.64 A/B

Notes:

(1) See Exhibit C for list of questions in order to calculate this ratio.

(2) The interest impact of changes to outstanding short-term debt to the date of calculation, calculated as the annualized interest at the actual interest rate on any new short-term debt issued after the 12 month period covered by the applicable audited financial statements and remaining outstanding on the date of calculation.

(3) The interest impact of changes to outstanding long-term debt to the date of calculation, calculated as the annualized interest at the actual interest rate on any new long-term debt issued after the 12 month period covered by the applicable audited financial statements and remaining outstanding on the date of calculation, plus the new annualized interest at the expected interest rate on the new long-term debt to be issued or incurred and for which the DSC calculation is being made.

Exhibit C

Issues Regarding the DSC Requiring Commission Resolution

Questions regarding principal on long-term and short-term debt:

1. Are maturities of long-term debt that existed during the prior calendar year to be included, even if the principal on such debt has already been repaid?
2. Does APS assume that the short-term debt balance that exists at the prior year-end is to be repaid, even if those balances may be rolled over?
3. Does APS include maturities of long-term debt that are expected to be paid during the upcoming calendar year?
4. Since new long-term debt is usually issued prior to the maturity date of an existing long-term debt series, does APS net the new long-term debt against the matured/repurchased long-term debt during the upcoming calendar year?
5. If the new long-term debt issuance occurs before the calendar year of the matured/repurchased long-term debt but the use of proceeds in the financing prospectus identifies the purpose as repaying the maturing long-term debt, does APS net the new long-term debt against the maturing long-term debt?
6. Since short-term debt is often incurred prior to the issuance of new long-term debt, does APS assume maturing short-term debt and new long-term debt can be netted against each other?

Questions Regarding “Subsequent Adjustments”:

7. The footnote definition of DSC states that the DSC calculation is “adjusted to reflect changes to outstanding debt”.

- (a) Does this include long-term and short-term debt?
- (b) Does it include both increases and decreases to debt balances?
- (c) Is it meant to cover both principal and interest?
- (d) If long-term debt does not mature for several years and no principal payments are required until maturity, does that principal payment need to be added?
- (e) If interest is to be added, should it be annualized?
- (f) What rate of interest should be used for short-term debt that has been issued at various points in time?

8. APS must satisfy the DSC “subsequent to any debt issuance.”

- (a) Does APS do a pro-forma calculation that would add the principal and annualized interest on the impending debt issuance?
- (b) Please respond to questions 7(a), 7(c), 7(d) and 7(e) in regard to the pro-forma calculation of principal and interest.

Questions regarding the phrase “less short-term debt related to purchased power and natural gas” in the definition of DSC:

9. How should APS calculate the interest offset for short-term debt related to purchased power and natural gas costs?

BEFORE THE ARIZONA CORPORATION COMMISSION

1
2 RENE D. JENNINGS
CHAIRMAN
3 MARCIA WEEKS
COMMISSIONER
4 SHARON S. MEGDAL
COMMISSIONER

5 IN THE MATTER OF THE APPLICATION OF)
ARIZONA PUBLIC SERVICE COMPANY FOR AN)
6 ORDER OR ORDERS; (1) AUTHORIZING IT TO)
ENTER INTO VARIOUS TRANSACTIONS AND)
7 AGREEMENTS RELATING TO THE SALE AND)
OPERATING LEASE OF ALL OR A PORTION OF)
8 THE COMPANY'S UNDIVIDED OWNERSHIP)
INTEREST IN UNIT 2 OF THE PALO VERDE)
9 NUCLEAR GENERATING STATION AND CERTAIN)
COMMON FACILITIES; (2) AUTHORIZING IT)
10 TO ISSUE OR INCUR EVIDENCES OF INDEBTED-)
NESS IN CONNECTION THEREWITH; (3) CON-)
11 FIRMING THAT THE OWNER TRUSTEE AND THE)
EQUITY INVESTORS WILL NOT BE "PUBLIC)
12 SERVICE CORPORATIONS"; (4) CONFIRMING)
THAT THE LEASES WILL BE "OPERATING)
13 LEASES" FOR ACCOUNTING PURPOSES; AND,)
14 (5) DESCRIBING THE RATE-MAKING)
TREATMENT OF THE PROPOSED TRANSACTIONS.)

DOCKET NO. U-1345-86-105

DECISION NO. 55120

Arizona Corporation Commission

DOCKETED

JUL 24 1986

DOCKETED BY *[Signature]*

OPINION AND ORDER

15
16 DATE OF HEARING: July 10, 1986
17 PLACE OF HEARING: Phoenix, Arizona
18 PRESIDING OFFICER: Thomas L. Numsav, Chief Hearing Officer
19 IN ATTENDANCE: Rene D. Jennings, Chairman
Marcia Weeks, Commissioner
Sharon S. Megdal, Commissioner
20
21 APPEARANCES: Jaron B. Norberg, Senior Vice President and Corporate
Counsel, Raymond Heyman, and Snell & Wilmer,
22 by Steven N. Wheeler, Attorneys for Arizona Public
Service.
23 Elizabeth Kushibab, Attorney, Legal Division, for
the Arizona Corporation Commission Staff
24
25 Steven Avilla, Attorney, for the Residential Utility
Consumer Office

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27 . . .
28 . . .

1 BY THE COMMISSION:

2 On April 22, 1986, Arizona Public Service Company ("APS" or "Company")
3 filed an Application with the Commission requesting an Order authorizing the
4 Company, among other things, to enter into various transactions and agreements
5 relating to the sale and operating lease of all or a portion of the Company's
6 undivided ownership interest in the Palo Verde Unit 2 Facilities as hereinafter
7 defined.

8 On April 27, and May 21, 1986, the Coalition for Responsible Energy
9 Education ("CREE") and the Residential Utility Consumer Office ("RUCO") filed
10 Petitions to Intervene herein. Both said Petitions were granted by Procedural
11 Order prior to the scheduled hearing on APS's Application.

12 Pursuant to Notice dated June 26, 1986, APS's Application came on for
13 hearing before a duly authorized Hearing Officer of the Commission at its
14 offices in Phoenix, Arizona, on July 10, 1986. APS, RUCO, and the
15 Commission's Utilities Division Staff ("Staff") appeared through counsel, and
16 each presented testimony and exhibits in support of APS's Application. At the
17 conclusion of a full public hearing, this matter was adjourned pending
18 submission of a Recommended Opinion and Order by the Presiding Officer to the
19 Commission.

20 DISCUSSION

21 As indicated above, both Staff and Intervenor RUCO supported the
22 Application. Staff did propose various reporting requirements which would keep
23 the Commission informed as to the details of the sale and leaseback (as well as
24 any material changes in the transaction both prior to and after closing), and
25 suggested that proceeds derived from such sale and leaseback be placed in a
26 separate interest bearing bank account. Staff and RUCO further recommended
27 that the Commission be circumspect in its language approving this matter so as
28 to retain its flexibility to disallow all or part of the operating lease

1 payments from APS's cost of service in its pending rate proceeding (Docket No.
2 U-1345-85-367). Finally, RUCO noted that recoverability of these lease
3 payments in rates should be subject to performance criteria, and that it would
4 be proposing such criteria in the aforementioned rate Docket.

5 As in Docket No. U-1933-86-036, decided this same day, we will adopt
6 Staff's reporting requirements and will use the same language generally
7 disclaiming any prior judgement on the recoverability through rates of these
8 operating lease payments.¹ We also agree that performance criteria for Palo
9 Verde are appropriate. See Decision No. 5511R in Docket No. U-1345-85-156
10 (Phase I), also decided this day. We will not require that APS separately
11 deposit the funds received through the sale and leaseback transaction.
12 However, periodic reporting on APS's use of such proceeds will serve to
13 reassure the Commission that the limitations on their use both agreed to by APS
14 and ordered hereinafter are being properly observed.

15 * * * * *

16 Having considered the entire record herein and being fully advised in the
17 premises, the Commission finds, concludes and orders that:

18 FINDINGS OF FACT

19 1. APS is an Arizona corporation engaged in providing electric service
20 within various portions of Arizona pursuant to authority granted by this
21 Commission.

22 2. By its Application and testimony in this matter, the Company
23 requests one or more orders granting the following:

- 24 (a) authorization to refinance its construction financing for
25 Unit 2 of the Palo Verde Nuclear Generating Station
26 ("Palo Verde") by entering into one or more sale and leaseback
27 transactions (the "Lease Transactions") relating to (1) all or

28 ¹ Similar language is included in all Commission Decisions authorizing
financing transactions.

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a portion of the Company's 29.1% undivided ownership interest in Unit 2, including, without limitation, all or a portion of the Company's generation entitlement share in Unit 2 and (ii) certain real property interests in the Palo Verde plant site and related real property (such interest in Unit 2 and the real property interests being hereinafter collectively referred to as the "Unit 2 Facilities");

(b) authorization for the Company to issue, assume, guarantee, or incur evidences of indebtedness in connection with the Lease Transactions;

(c) confirmation that the Leases (as hereinafter defined) will be treated as "operating leases" for accounting and rate-making purposes;

(d) confirmation of the rate-making treatment of the Lease Transactions; and,

(e) confirmation that the Lessors and the Equity Investors (as hereinafter defined) will not be "public service corporations" subject to regulation under Arizona law by reason of their holding title to, or possessing an interest in, the Unit 2 Facilities.

3. The Lease Transactions will involve the Company's sale of the Unit 2 Facilities to, and then the lease of the Unit 2 Facilities back from, institutional investors ("Equity Investors").

4. Each of the Equity Investors will form a trust for the purpose of holding title to its undivided interest in the Unit 2 Facilities, and the trustees under the trusts will act as lessors ("Lessors") of the Unit 2

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1 Facilities and will lease the Unit 2 Facilities to APS under one or more leases
2 ("Leases").

3 5. If the Lease Transactions are completed as to less than all of APS's
4 interest in the Unit 2 Facilities, APS will retain an undivided ownership
5 interest in the remainder of the Unit 2 Facilities.

6 6. The Unit 2 Facilities will be sold to the Lessors at a fair market
7 price, and prior to the closing of the Lease Transactions, an appraisal will
8 confirm that the purchase price is a reasonable estimate of fair market value
9 in order to comply with certain Internal Revenue Service requirements to
10 preserve certain tax benefits of the transactions.

11 7. APS's profit on the sale at fair market value of the Unit 2
12 Facilities (net of associated income tax) will be amortized as a credit against
13 APS's operating lease expense over the term of the lease.

14 8. Lessors will borrow approximately 70% to 80% of the purchase price
15 from a funding corporation (the "Funding Corporation") formed for that purpose,
16 and the Funding Corporation, in turn, will borrow the debt portion of the
17 purchase price by issuing debt that will be non-recourse to the Lessors and the
18 Equity Investors.

19 9. The debt referred to in Finding of Fact No. 8, hereinabove, will be
20 indirectly secured by an assignment of the rentals and other payments due from
21 the Company under the Leases.

22 10. APS will be named the "Registrant" in any Registration Statement
23 filed with the Securities and Exchange Commission in connection with the
24 issuance of such debt.

25 11. Upon the occurrence of certain events to be described in the leases,
26 APS will be required to assume the Lessors' debt to the Funding Corporation.

27 12. Throughout the terms of the Leases, APS may direct the Lessors to
28 refund the Lessors' debt to the Funding Corporation at then prevailing interest

1 rates, with net benefits of such refunding to be reflected in the Company's
2 rental payments under the Leases.

3 13. Financial support in the form of letters of credit or financial
4 guarantees will also be obtained to secure the Equity Investors for the payment
5 of amounts by the Company under the leases and related documents, and APS may
6 be required to issue or incur evidences of indebtedness in connection with such
7 financial support.

8 14. Although the Lessors will be the owners of the Unit 2 Facilities,
9 APS will remain responsible for all expenses of operation and maintenance.

10 15. The initial term of the Leases will be approximately 29-1/2 years,
11 and the Company will have certain renewal options.

12 16. APS will have certain options to repurchase the Unit 2 Facilities.

13 17. The rent to be paid by APS over the term of the Leases will be a
14 function of the interest rates payable on the debt issued by the Funding
15 Corporation, the purchase price, marginal tax rates, etc.

16 18. Throughout the term of the Leases, APS will be required with respect
17 to the Unit 2 Facilities to be and to act as a "participant" under the ANPP
18 Participation Agreement, as amended, which governs the construction, operation,
19 and maintenance of Palo Verde and the rights and duties of the joint owners of,
20 and participants in Palo Verde.

21 19. The Company will also continue to serve as "Operating Agent" of Unit
22 2 responsible to the other Palo Verde participants, and as the sole licensee
23 responsible to the Nuclear Regulatory Commission (the "NRC"), for the use and
24 operation of Unit 2, including decommissioning.

25 20. Although APS will remain liable for its share of the decommissioning
26 cost of Unit 2 under NRC regulations, the Lease Transactions may require the
27 Equity Investors to fund a portion of the estimated costs of decommissioning
28 the portion of the Unit 2 Facilities acquired by the Equity Investors.

1 21. Any addition, betterment, or enlargement of the Unit 2 Facilities,
2 or replacement of units of the property within the Unit 2 Facilities ("Capital
3 Improvements") will be APS's obligation under the Leases.

4 22. APS may, but will not be obligated to, request that the Lessors provide
5 financing under the Leases ("Supplemental Financings") for their respective
6 shares of Capital Improvements.

7 23. The terms and conditions of Supplemental Financing will be subject
8 to mutual agreement between the Company and each Equity Investor, and each
9 Equity Investor will have the option, but no obligation, to make additional
10 equity investments in Capital Improvements that are the subject of Supplemental
11 Financings.

12 24. If any such Capital Improvement is not funded by an Equity Investor,
13 such Equity Investor will, subject to certain conditions, permit the Lessor to
14 borrow additional funds from the Funding Corporation in an amount sufficient to
15 fund such Equity Investor's share of the Capital Improvement.

16 25. Concurrently with any Supplemental Financings, the rent payments
17 will be adjusted to support the amortization of the additional debt issued in
18 connection with the Supplemental Financing and to preserve the Equity
19 Investors' net economic return.

20 26. The Company and the Lessors will enter into support agreements that
21 will provide the Lessors with such rights in parts of the company's interest in
22 Palo Verde not constituting Unit 2 Facilities as may be necessary to enable the
23 Lessors and their successors and assigns to realize the residual values of
24 their interests under the Lease Transactions that may be consummated.

25 27. The proposed Leases will be "operating leases" as defined in
26 accordance with generally accepted accounting principles, and for rate-making
27 purposes the aggregate amount of Lease payments will be accounted for by the
28 Company as an operating and maintenance expense, with the recoverability of

1 such Lease payments through rates to be decided in Docket U-1345-85-367.

2 28. APS intends to use the net proceeds from the Lease Transactions for
3 the redemption, retirement, or refunding of outstanding long-term debt and/or
4 preferred stock that previously financed construction projects and, if
5 necessary, the satisfaction of certain of the Company's working capital and
6 other cash requirements, including the financing of APS's ongoing construction
7 program.

8 29. The payments under the Leases will be chargeable to the Company's
9 operative expenses or to income.

10 30. The issuance, assumption, guarantee, or incurrence of evidences of
11 indebtedness by the Company in connection with the lease Transactions will be
12 for the purpose of allowing the company to perform its obligations and/or
13 exercise its options under the Lease Transactions.

14 31. It has been estimated by Staff and APS that the expected present
15 value savings to ratepayers resulting from the Lease Transactions will range
16 from roughly \$10,000,000 to \$128,000,000.

17 32. The above savings assume the subtraction from APS's rate base of all
18 tax credits generated by the Lease Transactions and retained by APS, subject to
19 ratable restoration over a 35 year period.

20 33. The Lease Transactions and the issuance, assumption, guarantee, or
21 incurrence of evidences of indebtedness in connection therewith are compatible
22 with the public interest, with sound financial practices, and with the proper
23 performance by the Company of service as a public service corporation and will
24 not impart its ability to perform that service.

25 34. The Lease Transactions and the issuance, assumption, guarantee, or
26 incurrence of evidences of indebtedness in connection therewith are reasonably
27 necessary or appropriate for the purposes set forth herein and, except as
28 otherwise set forth herein, are not, wholly or in part, reasonably chargeable

1 to the Company's operative expenses or to income.

2 35. Performance criteria are specifically required in order to assure
3 that ratepayers pay only the allowable costs under efficient operations. The
4 Commission expects the parties to present such performance criteria in the rate
5 case involving the sale and leaseback.

6 CONCLUSIONS OF LAW

7 1. APS is a public service corporation within the meaning of Article XV
8 of the Arizona Constitution and A.R.S. §§ 40-285 and 40-301, et seq.

9 2. The Commission has jurisdiction over APS and of the subject matter
10 of the Application.

11 3. The proposed Lease Transactions and the issuance, assumption,
12 guarantee, or incurrence of evidences of indebtedness in connection therewith,
13 as well as the other matters set forth in the Application, exhibits, and
14 testimony relating to this matter are for lawful purposes within the corporate
15 powers of APS and are compatible with the public interest.

16 4. APS's leasehold interest in the Unit 2 Facilities, including its
17 contractual rights under said Leases, shall be subject to the Commission's
18 authority under A.R.S. § 40-285(A).

19 ORDER

20 IT IS THEREFORE ORDERED that Arizona Public Service Company is hereby
21 authorized:

- 22 (a) to undertake and consummate the Lease Transactions and to
23 take all such actions as may be necessary or appropriate in
24 connection therewith, subject to the limitations and conditions
25 contained in this Decision;
- 26 (b) to issue, assume, guarantee, and incur evidences of indebtedness
27 in order to consummate, and to perform its obligations and exercise
28 its options under, the Lease Transactions (including the issuance

1 or incurrence of evidences of indebtedness in connection with the
2 financing of Capital Improvements as required or permitted by the
3 terms of the Leases, the costs of which will be reflected in an
4 adjustment to lease rentals) including, but not limited to, (i) the
5 issuance or incurrence of evidences of indebtedness by the Funding
6 Corporation, secured by the direct obligation of the Company; (ii)
7 the issuance or incurrence of evidences of indebtedness in
8 connection with any letter of credit or financial guarantee securing
9 the Equity Investors for the payment of amounts payable by the
10 Company under the Lease and related documents; (iii) the issuance
11 or incurrence of evidences of indebtedness necessary for any
12 refunding of indebtedness; (iv) the assumption of indebtedness
13 by the Company upon the occurrence of certain events as
14 required by the leases; (v) the adjustment of rents from time
15 to time as required by the Leases; and (vi) the execution of
16 supplements to the Lease as required or permitted by the
17 Leases; and

18 (c) to exercise its options to renew the Leases and to repurchase
19 all or any portion of the Unit 2 Facilities in accordance with
20 the terms of the Leases.

21 IT IS FURTHER ORDERED that the Leases will be treated as operating leases
22 for both accounting and rate-making purposes and that the aggregate amount of
23 Lease payments will be accounted for by the Company as an operating and
24 maintenance expense.

25 IT IS FURTHER ORDERED that all profit from the sale of the Unit 2
26 Facilities (less associated income tax) should be amortized over the initial
27 term of the lease as a credit against such lease expense.

28 IT IS FURTHER ORDERED that Arizona Public Service Company shall treat any

1 tax credits generated by the sale of the Unit 2 Facilities and retained by the
2 Company as an offset (deduction) against its "fair value" rate base, subject to
3 rateable restoration over a 35 year period.

4 IT IS FURTHER ORDERED that approval of the requested Lease Transactions as
5 set forth in the Application and authorized hereinabove does not constitute or
6 imply approval or disapproval by the Commission of any particular expenditure
7 for purposes of establishing just and reasonable rates.

8 IT IS FURTHER ORDERED that Arizona Public Service Company shall file a
9 Plan of Disposition with the Commission within thirty (30) days of the entry of
10 this Decision, which Plan shall indicate the use to be made of the proceeds
11 derived from the transactions authorized herein over the succeeding twelve (12)
12 month period.

13 IT IS FURTHER ORDERED that Arizona Public Service Company shall thereafter
14 annually update such Plan and shall keep the Commission informed of any
15 material change in said Plan.

16 IT IS FURTHER ORDERED that the purposes for which the proposed Lease
17 Transactions are herein authorized are to redeem, retire, or refund outstanding
18 long-term debt and/or preferred stock that previously financed construction
19 projects and, if necessary, to satisfy certain of the Company's working capital
20 and other cash requirements, including the financing of Arizona Public Service
21 Company's ongoing construction program, regardless of the extent to which such
22 purposes may be reasonably chargeable to operative expenses or income.

23 IT IS FURTHER ORDERED that the purpose for which the proposed issuance,
24 assumption, guarantee, or incurrence of evidences of indebtedness in connection
25 with the Lease Transactions is herein authorized is to allow Arizona Public
26 Service Company to perform its obligations and/or exercise its options under
27 the Lease Transactions, which purpose is hereby specifically authorized
28 regardless of the extent to which it may be reasonably chargeable to operative

1 expenses or to income.

2 IT IS FURTHER ORDERED that the terms of the Leases and other documents to
3 be entered into in connection with the Lease Transactions are hereby approved
4 for the specific purpose of enabling each of the Equity Investors and the
5 Lessors to qualify for an exemption by the Securities and Exchange Commission
6 from the Public Utility Holding Company Act of 1935, as amended.

7 IT IS FURTHER ORDERED that Arizona Public Service Company's assumption,
8 guarantee, and incurrence of evidences of indebtedness as herein authorized
9 shall be separate and apart from, and not counted against, Arizona Public
10 Service Company's existing Debt limitation, or against such limitation as it
11 may be hereafter modified by the Commission, that limitation presently being
12 \$2,698,917,000, as approved in the Commission's Order in Decision No. 55017
13 (May 6, 1986).

14 IT IS FURTHER ORDERED that the Commission hereby declares that the Lease
15 Transactions will not cause any of the Equity Investors or the Lessors to be
16 deemed to be a "public service corporation" subject to the jurisdiction,
17 control, or regulation of the Commission under current provisions of Article XV
18 of the Arizona Constitution.

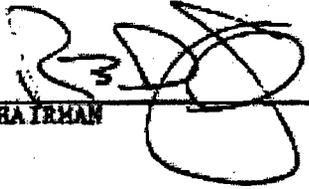
19 IT IS FURTHER ORDERED that Arizona Public Service Company shall file with
20 the Commission any and all documents executed pursuant to the authorizations
21 granted hereinabove (including amendments to such documents executed subsequent
22 to closing) within five (5) business days of their execution, or with regard to
23 those documents executed prior to the effective date of this Decision, within
24 five (5) business days of such date.

25 IT IS FURTHER ORDERED that Arizona Public Service Company shall notify the
26 Commission of any material changes in the terms and conditions of the sale and
27 leaseback transaction authorized hereinabove as soon as is reasonably possible.
28

1 but in any event, at least five (5) business days prior to the closing date.

2 IT IS FURTHER ORDERED that this Decision shall become effective
3 immediately.

4 BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

5   
6 CHAIRMAN COMMISSIONER COMMISSIONER

7 IN WITNESS WHEREOF, I, JAMES MATTHEWS,
8 Executive Secretary of the Arizona
9 Corporation Commission, have hereunto set my
10 hand and caused the official seal of this
11 Commission to be affixed at the Capitol, in
12 the City of Phoenix, this 24 day
13 of July, 1986.

14 
15 JAMES MATTHEWS
16 Executive Secretary

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14 DISSENT _____
15 TLM/djp

BEFORE THE ARIZONA CORPORATION COMMISSION

RENZ D. JENNINGS
Chairman
MARCIA WEEKS
Commissioner
SHARON B. MEGDAL
Commissioner

IN THE MATTER OF THE APPLICATION OF)
ARIZONA PUBLIC SERVICE COMPANY FOR AN)
ORDER OR ORDERS (1) AUTHORIZING IT TO)
ENTER INTO VARIOUS TRANSACTIONS AND)
AGREEMENTS RELATING TO THE SALE AND)
OPERATING LEASE OF ALL OR A PORTION OF)
THE COMPANY'S UNDIVIDED OWNERSHIP)
INTEREST IN UNIT 2 OF THE PALO VERDE)
NUCLEAR GENERATING STATION AND CERTAIN)
COMMON FACILITIES; (2) AUTHORIZING IT)
TO ISSUE OR INCUR EVIDENCES OF)
INDEBTEDNESS IN CONNECTION THEREWITH;)
(3) CONFIRMING THAT THE OWNER TRUSTEE)
AND THE EQUITY INVESTORS WILL NOT BE)
"PUBLIC SERVICE CORPORATIONS";)
(4) CONFIRMING THAT THE LEASES WILL BE)
"OPERATING LEASES" FOR ACCOUNTING)
PURPOSES; AND (5) DESCRIBING THE RATE-)
MAKING TREATMENT OF THE PROPOSED)
TRANSACTIONS.)

DOCKET NO. U-1345-86-105

DECISION NO. 55320

ORDER

Arizona Corporation Commission
DOCKETED

DEC - 5 1986

DOCKETED BY	C.M.
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Open Meeting
December 3, 1986
Phoenix, Arizona

BY THE COMMISSION:

On November 17, 1986, Arizona Public Service Company (the "Company") filed a Motion with the Commission requesting the Commission to issue an order confirming that (i) the Commission's order in Decision No. 55120, dated July 24, 1986, (the "Order") authorizes the Company to enter into Additional Lease Transactions (as hereinafter defined) and (ii) all other aspects of the Order, including, without limitation, the limitation and conditions, authorizations, statutory findings, and conclusions of law set forth therein, are applicable to Additional Lease Transactions.

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Having considered the Motion, and being fully advised in the premises, the Commission finds, concludes, and orders that:

FINDINGS OF FACT

1. The Company is an Arizona corporation engaged in providing electric service to the public within portions of Arizona pursuant to authority granted by this Commission.

2. On April 22, 1986, the Company filed an Application with the Commission requesting, among other things, authorization to enter into one or more sale and leaseback transactions relating to all or a portion of the Company's 29.1% undivided ownership interest in the Unit 2 Facilities (as hereinafter defined).

3. On July 24, 1986, the Commission issued the Order authorizing the Company, among other things, to "undertake and consummate the Lease Transactions and to take all such actions as may be necessary or appropriate in connection therewith, subject to the limitations and conditions contained in this Decision". The Order defines "Lease Transactions" as "one or more sale and leaseback transactions relating to (i) all or a portion of the Company's 29.1% undivided ownership interest in Unit 2, including, without limitation, all or a portion of the Company's generation entitlement share in Unit 2 and (ii) certain real property interests in the Palo Verde plant site and related real property (such interest in Unit 2 and the real property interests being hereinafter collectively referred to as the 'Unit 2 Facilities')".

4. Pursuant to the authorization contained in the Order, on August 18, 1986, the Company sold and leased back approximately 30.7% of its 29.1% undivided ownership interest in the Unit 2 Facilities (the "Initial Lease Transactions"). The total consideration to the Company from the Initial Lease Transactions was \$341,240,000.

1 5. The Company is currently evaluating additional Lease Transactions
2 relating to its remaining undivided ownership interest in the Unit 2 Facilities
3 ("Additional Lease Transactions"), including Additional Lease Transactions that
4 the Company proposes to consummate on or about December 15, 1986. Unlike the
5 Initial Lease Transactions, the proposed December 1986, Lease Transactions may
6 not include a letter of credit issued in favor of the equity investors and may
7 include a portion of the Company's interest in certain common facilities
8 associated with the operation of Unit 2. Another feature of the Initial Lease
9 Transactions, a stepped-up investment tax, will not be available in Additional
10 Lease Transactions.

11 6. By its Motion, the Company requests the Commission to issue an order
12 confirming that (i) the Order authorizes the Company to enter into Additional
13 Lease Transactions and (ii) all other aspects of the Order, including, without
14 limitation, the limitations and conditions, authorizations, statutory findings,
15 and conclusions of law therein, are applicable to Additional Lease
16 Transactions.

17 7. The Company is requesting the Commission to confirm that the Order
18 authorizes Additional Lease Transactions in order to provide potential lenders
19 and investors with the required explicit assurance that Commission approval for
20 the transactions has been obtained. Because the testimony in the
21 July 10, 1986, Commission hearing relating to the Lease Transactions discussed
22 the Initial Lease Transactions that were to take place the following month in
23 more detail than the possibility of Additional Lease Transactions, it is
24 conceivable that the Order may be improperly construed to authorize only the
25 Initial Lease Transactions.

26 8. The Additional Lease Transactions were approved in the Order to the
27 same extent the Initial Lease Transactions were. They are also subject to the
28 same limitations and conditions. Pursuant to the requirements of the

1 Order, the Company will file with the Commission (i) all documents executed
2 pursuant to the authorizations granted by the Order, including such documents
3 executed in connection with any Additional Lease Transactions, (ii) a plan of
4 disposition indicating the use to be made of the proceeds derived from any
5 Additional Lease Transactions, and (iii) at least five (5) days prior to
6 closing, notification of any material changes in the Lease Transactions
7 authorized by the Order.

8 9. The recoverability of the Company's lease payments under any
9 Additional Lease Transactions will be decided in Docket No. U-1345-85-367.

10 ORDER

11 IT IS THEREFORE ORDERED that this Commission hereby

12 (i) confirms that the Order authorizes Additional Lease Transactions;

13 (ii) confirms that all other aspects of the Order, including, without
14 limitation, the limitations and conditions, authorizations, statutory
15 findings, and conclusions of law set forth therein, are applicable to
16 Additional Lease Transactions.

17 IT IS FURTHER ORDERED that, without limiting the foregoing confirmation,
18 approval of the Additional Lease Transactions does not constitute or imply
19 approval or disapproval by the Commission of any particular expenditure for
20 purposes of establishing just and reasonable rates.

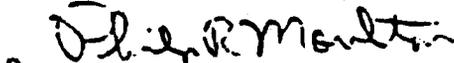
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1 IT IS FURTHER ORDERED that this Decision shall become effective
2 immediately.

3 BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

4  
5 CHAIRMAN COMMISSIONER COMMISSIONER

6
7 IN WITNESS WHEREOF, I, JAMES MATTHEWS,
8 Executive Secretary of the Arizona
9 Corporation Commission, have hereunto set my
10 hand and caused the official seal of this
11 Commission to be affixed at the Capitol, in
12 the City of Phoenix, this 5th day
13 of December, 1986.

14 
15 JAMES MATTHEWS
16 Executive Secretary

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DISSENT
TLM/sks

EXHIBIT F

PROPOSED LANGUAGE FOR ORDER

[Capitalized terms used in the paragraphs below and not otherwise defined are intended to have the meanings given in the Application.]

IT IS THEREFORE ORDERED that the Company is hereby authorized (i) to issue, sell, and incur the Continuing Long-Term Debt and the Continuing Short-Term Debt, as such term is defined below, redeem, refinance, refund, renew, reissue, roll-over, repay, and re-borrow from time to time such Continuing Long-Term Debt and Continuing Short-Term Debt, and establish and amend the terms and provisions of long-term and short-term indebtedness from time to time, (ii) to determine the form of security, if any, for the Continuing Long-Term Debt and the Continuing Short-Term Debt, execute and deliver the Security Instruments, and establish and amend the terms and provisions of the Security Instruments, as may be deemed appropriate by the Company in connection with the Continuing Long-Term Debt and the Continuing Short-Term Debt, and (iii) to pay all related expenses, all as contemplated in the Application and by the exhibits and testimony presented during the hearing in this matter.

IT IS FURTHER ORDERED that the Company is authorized to issue short-term debt at any time and from time to time (excluding current maturities of long-term debt) in an amount not to exceed 7% of the Company's capitalization plus up to an additional \$500 million for purchases of natural gas and power. (All short-term indebtedness outstanding on the date of this Order or hereafter issued or incurred pursuant to this paragraph is referred to as "Continuing Short-Term Debt.")

IT IS FURTHER ORDERED that prior to the issuance or incurrence of the up to \$500 million of short-term debt relating to purchases of natural gas and power, the Company must have a Commission authorized adjustor mechanism for recovery of natural gas or power purchases and, if such mechanism is terminated, the authorization for the additional \$500 million of short-term debt will terminate 12 months thereafter.

IT IS FURTHER ORDERED that if all or a portion of the authorized short-term debt relating to natural gas and power purchases becomes classified as long-term debt because the amount remains outstanding for more than 12 months, such debt will continue to be counted as Continuing Short-Term Debt and need not be counted against the Continuing Long-Term Debt limit.

IT IS FURTHER ORDERED that immediately subsequent to the issuance of any Continuing Long-Term Debt:

(a) The Company must have a minimum common equity ratio of 40% (the "Common Equity Test"). For purposes of this test, the common equity ratio is calculated as common equity divided by the sum of such common equity and the Company's long-term debt (including current maturities of long-term debt). The Common Equity Test will be calculated as of the end of the most recent calendar quarter prior to the date of calculation, adjusted to give effect to the issuance of any new indebtedness (including the proposed indebtedness for which the calculation is being made).

(b) The Company's debt service coverage ratio ("DSC") must be equal to or greater than 1.0. For purposes of this test, the DSC is calculated as operating income plus depreciation and amortization plus income tax, divided by interest on short-term and long-term debt, using the most recent audited financial statements adjusted to reflect the interest impact of changes to

outstanding debt to the date of calculation, calculated as the annualized interest at the actual interest rate on any new debt issued after the 12 month period covered by the applicable audited financial statements and remaining outstanding on the date of calculation and further including for purposes of this calculation, the annualized interest at the expected interest rate on the new long-term debt to be issued or incurred and for which the DSC calculation is being made.

IT IS FURTHER ORDERED that changes in United States generally accepted accounting principles ("GAAP") or changes in the interpretation of GAAP (collectively, "GAAP Changes") shall be treated as follows:

(a) Any contract or other legally-binding arrangement to which the Company is a party as of the date of this Order (the "Existing Obligations") will not be considered indebtedness for purposes of this Order, including the Continuing Long-Term Debt limit, the Continuing Short-Term Debt limit, the Common Equity Test, and the DSC, if the Existing Obligation was not considered indebtedness under GAAP as of the date of this Order, even if a GAAP Change subsequently occurs that results in an Existing Obligation being considered indebtedness. The Company will notify the Commission of any GAAP Change that results in an Existing Obligation being classified as indebtedness within 30 days after the Company files its Quarterly Report on Form 10-Q or its Annual Report on Form 10-K with the Securities and Exchange Commission following the end of the fiscal quarter in which such GAAP Change occurs (the "Notification Period").

(b) If, after the date of this Order, the Company enters into a contract or other legally-binding arrangement that is not considered indebtedness under GAAP but subsequently is considered indebtedness because of a GAAP Change, the Company's obligations under such contract or other legally-binding arrangement will not be considered indebtedness for purposes

of this Order, including the Continuing Long-Term Debt limit, the Continuing Short-Term Debt limit, the Common Equity Test, and the DSC, until further Commission action if, within the Notification Period, the Company files an application with the Commission specifically requesting approval of such reclassified debt obligations.

IT IS FURTHER ORDERED that the authorizations to incur short-term and long-term debt obligations provided in this Order shall replace all existing authorizations for the incurrence of short-term and long-term debt, and all such existing authorizations shall terminate upon the effective date of this Order. Notwithstanding the above, the Commission's Decision No. 55120 (July 24, 1986) and Decision No. 55320 (December 5, 1986) (the "Sale-Leaseback Authorizations") will remain in full force and effect.

IT IS FURTHER ORDERED that the short-term and long-term debt levels authorized in this Order will terminate on December 31, 2012, provided that all short-term and long-term debt outstanding at December 31, 2012 that was previously authorized pursuant to this Order shall remain authorized and valid obligations of the Company. The December 31, 2012 termination date will be extended until the Commission issues a new financing order replacing the then-existing order, provided that (a) the Company files an application for a new financing order on or before December 31, 2011 and (b) the Commission has not issued an order pursuant to such application on or before December 31, 2012.

IT IS FURTHER ORDERED that on each occasion when the Company enters into a new long-term debt agreement, the Company must file with Docket Control a description of the transaction and a demonstration that the rates and terms are consistent with those generally available to comparable entities at the time. No such filing need be made for any such new long-

term debt agreement not involving traditional indebtedness for borrowed money or that has a principal value of less than \$5 million.

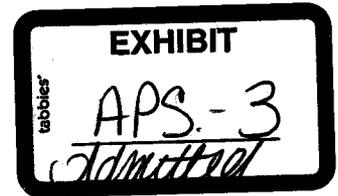
IT IS FURTHER ORDERED that the Company is hereby authorized to sign and deliver such documents and to engage in such acts as are reasonably necessary to effectuate the authorizations granted hereinabove.

IT IS FURTHER ORDERED that the purposes for which the proposed issuances of Continuing Long-Term Debt and the Continuing Short-Term Debt are herein authorized are to augment the funds available from all sources to finance the Company's construction, resource acquisition and maintenance programs, to redeem or retire outstanding securities, to repay or refund other outstanding long-term or short-term debt and to meet certain of the Company's working capital and other cash requirements. Such purposes are within those permitted by A.R.S. Section 301 and are permitted regardless of the extent to which they may be reasonably chargeable to operating expenses or to income.

IT IS FURTHER ORDERED that Pinnacle West is hereby authorized under A.C.C. R14-2-803 to guarantee the Company's indebtedness from time to time in indeterminate amounts. The Company is hereby authorized to reimburse Pinnacle West for any amounts paid by Pinnacle West under any guarantee of the Company's debt from time to time, along with interest thereon to the date of reimbursement at a rate of interest not greater than the rate payable on the debt so guaranteed and paid by Pinnacle West.

IT IS FURTHER ORDERED that this Decision shall become effective immediately.

1879023.7



Barbara Klemstine
Director
Regulation & Pricing

Tel. 602-250-4563
Fax 602-250-3003
e-mail Barbara.Klemstine@aps.com

Mail Station 9708
PO Box 53999
Phoenix, Arizona 85072-3999

March 6, 2007

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

RECEIVED
2007 MAR -6 11:32
AZ CORP COMMISSION
DOCUMENT CONTROL

RE: PUBLIC NOTICE UNDER DOCKET NO. E-01345A-06-0779

Dear Sir or Madam:

Arizona Public Service ("APS") hereby certifies that the attached copy of the Public Notice was published within APS' service territory, which ran in the Arizona Republic on February 24, 2007.

If you or your staff have any questions, please feel free to call me.

Sincerely,

Barbara Klemstine/eg

Barbara Klemstine

BAK/bec

Attachment

cc: Lyn Farmer
Steve Irvine
Christopher Kempley
Docket Control (Original, plus 13 copies)

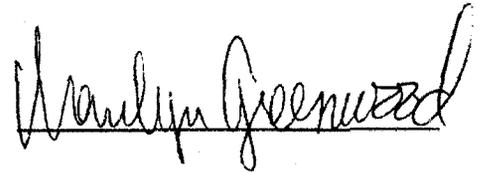
THE ARIZONA REPUBLIC

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

Marilyn Greenwood, being first duly sworn, upon oath deposes and says: That she is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

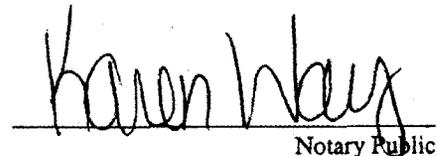
02/24/2007



Sworn to before me this
26TH day of
February A.D. 2007



KAREN WAY
Notary Public - Arizona
Maricopa County
Expires 08/31/09


Notary Public

**PUBLIC NOTICE OF AN
APPLICATION FOR AN ORDER
AUTHORIZING THE ISSUANCE OF
LONG AND SHORT-TERM DEBT
AND RELATED GUARANTEES
BY ARIZONA PUBLIC SERVICE
COMPANY AND PINNACLE WEST
CAPITAL CORPORATION**

Arizona Public Service Company (Company) and its parent, Pinnacle West Capital Corporation (Pinnacle West) filed an Application with the Arizona Corporation Commission (Commission) for an order authorizing the Company to issue long-term debt up to a "cap" of \$4.2 billion and short-term debt up to a "cap" equaling the sum of 7% of the Company's capitalization plus \$500 million. Pinnacle West also requested authorization to provide guarantees of the Company's debt if needed. The application is available for inspection during regular business hours at the office of the Commission in Phoenix, Arizona, and the Company's offices at 400 North 5th Street in Phoenix, Arizona.

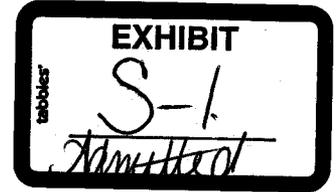
Intervention in the Commission's proceedings on the application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission which must be served upon applicant and which, at a minimum, shall contain the following information:

1. The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different than the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding.
3. Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing.
4. A statement certifying that a copy of the Motion to Intervene has been mailed to Applicants.

The granting of Motions to Intervene shall be governed by A.A.C. R14-3-105, except that all Motions to Intervene must be filed within 15 days after the date of this notice.

ORIGINAL

MEMORANDUM



3

TO: Docket Control
FROM: Ernest G. Johnson
Director
Utilities Division

DATE: May 18, 2007

RE: STAFF REPORT FOR ARIZONA PUBLIC SERVICE COMPANY AND PINNACLE WEST CAPITAL CORPORATION APPLICATION FOR A FINANCING ORDER AUTHORIZING VARIOUS FINANCING TRANSACTIONS DOCKET NO. E-01345A-06-0779

Attached is the Staff Report for Arizona Public Service Company and Pinnacle West Capital Corporation's joint application requesting authorization for various financing transactions and a declaratory order regarding long-term debt classifications.

Staff recommends conditional approval of the various financing transactions and denial of the request for a declaratory order.

Any party who wishes may file comments to the Staff Report with the Commission's Docket Control by 4:00 p.m. on or before May 28, 2007.

EGJ:DRR:tdp

Originator: Dennis Rogers

Attachment: Original and fourteen copies

Arizona Corporation Commission
DOCKETED

MAY 18 2007

DOCKETED BY NR

RECEIVED
2007 MAY 18 A 9:22
AZ CORP COMMISSION
DOCKET CONTROL

Service List for: Arizona Public Service Company and Pinnacle West Capital Corporation
Docket No. E-01345A-06-0779

Mr. Thomas Mumaw
Post Office Box 53999 MS 8695
Phoenix, Arizona 85702-3999

Mr. Christopher C. Kempley
Chief Counsel, Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Mr. Ernest G. Johnson
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Ms. Lyn Farmer
Chief Administrative Law Judge, Hearing Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

**STAFF REPORT
UTILITIES DIVISION
ARIZONA CORPORATION COMMISSION**

**ARIZONA PUBLIC SERVICE COMPANY AND PINNACLE WEST CAPITAL
CORPORATION
DOCKET NO. E-01345A-06-0779**

**APPLICATION FOR A FINANCING ORDER
AUTHORIZING VARIOUS FINANCING TRANSACTIONS**

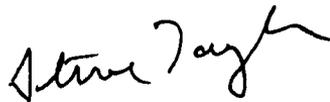
MAY 18, 2007

STAFF ACKNOWLEDGMENT

The Staff Report for Arizona Public Service Company and Pinnacle West Capital Corporation, Docket No. E-01345A-06-0779, is the responsibility of the Staff members listed below. Dennis Rogers was responsible for the financial review and analysis. Steven Taylor was responsible for the engineering review and analysis.



Dennis Rogers
Public Utilities Analyst V



Steven Taylor
Utilities Engineer - Electrical

**EXECUTIVE SUMMARY
ARIZONA PUBLIC SERVICE COMPANY AND
PINNACLE WEST CAPITAL CORPORATION
DOCKET NO. E-01345A-06-0779**

On December 15, 2006, Arizona Public Service Company ("APS") and Pinnacle West Capital Corporation ("Pinnacle West"), filed a joint application with the Arizona Corporation Commission ("Commission") requesting Commission authorization of various financing transactions.

APS is a wholly owned subsidiary of Pinnacle West. APS and Pinnacle West are requesting the following approvals:

First, an increase in APS' long-term indebtedness threshold from \$3,198,917,000 to \$4,200,000,000;

Second, an increase in APS' short-term indebtedness threshold from 7 percent of its total capitalization to the sum of 7 percent of total capitalization plus \$500 million;

Third, APS to determine the terms and types of both long-term and short-term debt instruments at the time(s) of commitment or sale without further Commission approval;

Fourth, APS to enter into new mortgages and deeds of trust or similar instrument that would establish a lien on all or substantially all of APS' property, as security for all or any part of APS' indebtedness;

Fifth, APS to enter into separate security instruments of various types that establish liens on separate APS properties or groups of APS properties to secure particular issues or groups of issues of indebtedness (properties constructed in the future);

Sixth, Pinnacle West asks the Commission to continue the waiver now in existence (per Decision Nos. 65796 and 55017) of A.A.C. R 14-2-803, or alternatively to authorize Pinnacle West to guarantee APS' debt from time to time in indeterminate amounts;

Seventh, APS seeks authorization to reimburse Pinnacle West for any amounts that Pinnacle West is required to pay under any such guarantee along with interest on such amounts at a rate not greater than the rate of interest payable on the debt so guaranteed and paid by Pinnacle West Capital Corporation;

Eighth, APS seeks a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization and that other arrangements would not be considered continuing long-term debt when considering the sum of total long-term debt in relation to the total debt threshold; and

Ninth, APS requests that it may use funds to the extent that the purposes set forth in the application may be considered reasonably chargeable to working capital requirements.

An increase in APS' long-term debt to \$4,200,000,000 would create a capital structure of 43.3 percent equity and 56.7 percent long-term debt. Staff concludes that incurrence of the short-term and long-term debt for which APS requests authorization, as modified by Staff, is within APS' corporate powers, is compatible with the public interest, would not impair APS' ability to provide service, and would be consistent with sound financial practices if, subsequent to any debt issuance, APS can satisfy the following conditions:(1) common equity must represent at least 40 percent of total capital (common equity, preferred stock, long-term debt and short-term debt) and (2) the debt service coverage ratio ("DSC") must be equal to or greater than 1.0.

Staff recommends authorization of the long-term debt threshold proposed by APS subject to the condition that subsequent to any debt issuance common equity must represent at least 40 percent of total capital and the DSC must be equal to or greater than 1.0 (calculated using the most recent audited financial statements adjusted to reflect changes to outstanding debt).

Staff further recommends authorization for APS to incur short-term debt not to exceed \$500 million above 7 percent of total capital as long as the amount exceeding 7 percent of total capital is solely for costs relating to natural gas or power purchases.

Staff further recommends that all authorizations to incur long-term debt terminate on December 31, 2012.

Staff further recommends that the authorizations to incur short-term and long-term debt obligations provided in this proceeding should replace all existing authorizations and that all existing authorizations should terminate upon the effective date of the authorizations provided in this proceeding.

Staff further recommends denial of Pinnacle West's request for authorization of a waiver of A.A.C. R14-2-803 pursuant to A.A.C. R14-2-806. In the alternative, Staff recommends authorization for Pinnacle West to guarantee APS' debt from time to time in indeterminate amounts.

Staff further recommends authorization for APS to reimburse Pinnacle West for debt service costs paid by Pinnacle West on behalf of APS in conjunction with the provision of guarantees of APS debt and a cost of money on those payments at a rate not to exceed that of the underlying loan(s).

Staff further recommends authorization of the other financing requests made by APS in this application except as otherwise specified.

Staff further recommends that short-term debt in excess of 7 percent of total capital, that is used solely for costs relating to natural gas or power purchases not be applied toward APS' long-term debt threshold even when the amount remains outstanding for more than 12 months.

Staff further recommends denial of APS' broader request for a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization.

TABLE OF CONTENTS

	<u>PAGE</u>
INTRODUCTION	1
NOTICE	1
COMPLIANCE.....	1
BACKGROUND	1
DESCRIPTION AND TERMS OF PROPOSED FINANCING.....	1
LONG-TERM DEBT.....	1
SHORT-TERM DEBT	2
TERMS AND CONDITIONS OF DEBT	2
DECLARATORY ACCOUNTING ORDER.....	3
PURPOSE.....	3
ENGINEERING ANALYSIS	3
FINANCIAL ANALYSIS.....	4
LONG-TERM AND SHORT-TERM DEBT THRESHOLDS	4
DECLARATORY ACCOUNTING ORDER.....	5
CONCLUSIONS AND RECOMMENDATIONS.....	5

Attachments

Engineering Report	A
Public Notice.....	B

Introduction

On December 15, 2006, Arizona Public Service Company ("APS") and Pinnacle West Capital Corporation ("Pinnacle West") filed a joint application with the Arizona Corporation Commission ("Commission"). In this application, APS requests Commission authorization of various financing transactions and a declaratory order regarding the classification of certain financial instruments. Pinnacle West requests Commission authorization to guarantee the indebtedness of APS.

Notice

On March 6, 2007, APS and Pinnacle West filed affidavits of publication verifying public notice of the financing application. APS and Pinnacle West published notice of the financing application in *The Arizona Republic* on February 24, 2007. The affidavit of publication is attached along with a copy of the Notice.

Compliance

There are no compliance issues outstanding for APS.

Background

APS is a wholly owned subsidiary of the Pinnacle West. Both APS and Pinnacle West are Arizona corporations, and each has its principal place of business in Phoenix, Arizona. Decision No. 55017 ("1986 Order") of May 1986 established APS' long-term debt threshold at \$2,698,917,000. Decision No. 65796 of April 2003 authorized APS to issue an additional \$500 million in long-term debt to repay Pinnacle West for construction of utility plant. Decision No. 65796 also designated the \$500 million issuance as separate from the continuing debt used in the calculation of the total debt that is bound by the \$2,698,917,000 threshold. Thus, APS has \$2,698,917,000 of general debt authorization and \$500 million of specific debt authorization for a total of \$3,198,917,000.

Description and Terms of Proposed Financing

Long-Term Debt

APS now asks for authorization of up to \$4.2 billion in long-term indebtedness inclusive of the \$500 million debt issued pursuant to Decision No. 65796. APS asks that this threshold apply only to long-term debt that exists for more than thirty days.

APS also requests that the Commission's authorization of such debt permit APS, without further Commission approval, to redeem, refinance, refund, renew, reissue, roll-over, repay, or re-borrow any of its outstanding long-term debt, to incur or issue additional long-term debt, or to establish, amend, or revise any terms or provisions of or relating to any long-term debt as long as

total long-term indebtedness (including current maturities thereof) at any one time outstanding does not exceed \$4.2 billion for any period of more than thirty days. In other words, APS requests authorization to conduct a variety of activities enumerated in the application that are necessary to secure and maintain long-term debt, subject to certain conditions.

Short-Term Debt

APS also seeks authority to increase its short-term borrowing capacity. A.R.S. §40-302.D states that APS may issue short-term debt in amounts up to 7 percent of its total capitalization without Commission approval. The application seeks authorization to issue short-term debt up to a total of 7 percent of APS' total capitalization plus \$500 million.

APS also requests that the Commission's authorization of such debt permit APS, without further Commission approval, to redeem, refinance, refund, renew, reissue, roll-over, repay, or re-borrow any of its outstanding short-term debt, to incur or issue any additional short-term debt, and to establish, amend, or revise any terms or provisions of or relating to any short-term debt as long as total short-term debt does not exceed the sum of: (1) 7 percent of APS' total capitalization and (2) an additional \$500 million. In other words, APS requests authorization to conduct a variety of activities enumerated in the application that are necessary to secure and maintain short-term debt, subject to certain conditions.

Terms and Conditions of Debt

APS seeks Commission authorization to determine the terms and types of both long-term and short-term debt instruments at the time(s) of commitment or sale without further Commission approval.

APS seeks authority to enter into new mortgages, deeds of trust, or similar instruments that would establish a lien on all or substantially all of APS' property, including after-acquired property, as security for all or any part of APS' indebtedness.

APS seeks authority to enter into separate security instruments of various types that establish liens on separate APS properties or groups of APS properties to secure particular issues or groups of issues of indebtedness. This language is written with the intent to include properties constructed in the future.

Pinnacle West asks the Commission to continue the waiver now in existence (per Decision Nos. 65796 and 55017) of A.A.C. R14-2-803, or alternatively, to authorize Pinnacle West to guarantee APS' debt from time to time in indeterminate amounts.

APS seeks authorization to reimburse Pinnacle West for any amounts that Pinnacle West is required to pay under any such guarantee along with interest on such amounts at a rate not greater than the rate of interest payable on the debt so guaranteed and paid by Pinnacle West.

To the extent that the purposes set forth in the application may be considered reasonably chargeable to operating expenses or to income, APS requests that the order or orders from the Commission in this matter authorize such charge or charges and that they be deemed working capital requirements.

Declaratory Accounting Order

APS seeks a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization and that other obligations would not be considered continuing long-term debt when considering the sum of total long-term debt in relation to the total debt threshold. The application describes examples of these other obligations as long-term power purchase agreements, long-term fuel supply contracts, or similar agreements. In response to a Staff data request, APS stated that it currently has two agreements that are classified as long-term debt per generally accepted accounting principles ("GAAP"). APS seeks to exclude these two agreements from treatment as debt in relation to the debt threshold through the declaratory order. These agreements are a vehicle capital lease with a balance of approximately \$6 million and a trailer rental capital lease with a balance of approximately \$75,000.

Purpose

APS states in the application that the proceeds from the issuance of long-term and short-term debt will be used to finance construction, resource acquisition, and maintenance programs; to redeem or retire outstanding securities; to repay or refund other outstanding long-term or short-term debt; and to meet certain of APS' working capital and other cash requirements. The application also describes that the purpose of any guarantees of APS' debt by Pinnacle West would be to allow APS to achieve greater access to the financial markets.

Engineering Analysis

Staff concludes that (see Attachment A for details):

1. The load and customer growth rates of APS are reasonably projected based on past load and customer growth rates and overall population growth expected for Arizona.
2. The customer reliability measures for the last five years on an aggregate system basis indicate that APS is managing its distribution system on a comparable par with the better performing utilities in the nation with regard to reliability. APS is in a good position to continue this trend with continued emphasis on reliability and appropriate infrastructure investment.
3. APS is making investment in its capital plant over the next five years in a manner that indicates that new customers will be adequately and timely served and that all customers can expect a reasonable level of reliability. APS' Five Year Construction

Work Plan is appropriate, and associated cost estimates are reasonable. However, this does not imply a specific treatment or recommendation for rate base or ratemaking purposes in APS' future rate filings.

4. Staff finds that APS' growth, reliability, and capital investment plan are integrally related and dependent on access to capital.

Financial Analysis

Long-term and Short-term Debt Thresholds

In response to a Staff data request, APS stated that its capital structure as of December 31, 2006 consisted of 52.7 percent equity (\$3,204,700,000) and 47.3 percent long-term debt (\$2,878,500,000). There was no short-term debt outstanding at December 31, 2006.

A pro-forma capital structure reflecting issuance of long-term debt at the requested \$4.2 billion threshold consists of 43.3 percent equity and 56.7 percent long-term debt.

In its application, APS requests permission to increase its long-term and short-term debt thresholds. APS also asks for general authorization to take on new debt in unspecified amounts over time. The general nature of this request calls for financial parameters to place conditions on the borrowings to prevent APS from taking on an excessive amount of debt. As thresholds are ongoing in nature, the financial parameters employed by Staff to condition the future borrowings must also be ongoing in nature. Debt service coverage ratio ("DSC") is an effective parameter for this purpose as it indicates the ability to service debt in all aspects and is dynamic, i.e., reflects changes in operating results. Equity-to-total capitalization is also appropriate to show a balance sheet perspective of financial leverage and risk. Accordingly, Staff concludes that DSC and equity-to-total capitalization parameters are effective for placing conditions on debt issuances within a framework of threshold authorizations.

DSC represents the number of times internally generated cash will cover required principal and interest payment on short-term and long-term debt. A DSC greater than 1.0 indicates that operating cash flow is sufficient to cover debt obligations. A DSC less than 1.0 means that debt service obligations cannot be met by cash generated from operations and that another source of funds is needed to avoid default.

APS requests permission to take on short-term debt of 7 percent of total capitalization plus \$500 million. At present, APS may obtain short-term debt in an amount up to 7 percent of total capitalization without authorization from the Commission. APS uses short-term borrowings to finance the purchase of natural gas for generation of electricity and for the purchase of power from other providers. Fuel and power purchases are critical activities for meeting electric load requirements. Prudent procurement practices may be accompanied by large short-term capital requirements. Accordingly, Staff has determined that short-term borrowing in excess of 7 percent of APS' total capitalization is appropriate to facilitate APS' purchase of natural gas or

power since it has an adjuster mechanism providing for recovery of those costs in what is anticipated to be a short-term.

Approval of the requested new debt limits would eliminate the necessity for APS to file financial applications whenever it has the need to enter into any new debt agreements. Approval of these new debt limits would provide APS with the flexibility to take advantage of any favorable conditions in the financial markets when capital needs arise. Approval to exceed the short-term debt limitation of 7 percent of capitalization for purposes related to the purchase of natural gas or power would facilitate APS' effective management of purchases necessary to meet electric load requirements. Accordingly, authorization to increase the long-term debt and the short-term debt is appropriate but should include a specific termination date to maintain reasonable oversight of APS' capital financing by compelling it to seek reauthorization. Additionally, an increase in the short-term borrowing capacity is appropriate only when short-term borrowing above 7 percent of capitalization is limited to purchases of natural gas and power and does not exceed \$500 million above 7 percent of capitalization.

Declaratory Accounting Order

APS has requested a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization and that other obligations would not be considered continuing long-term debt when considering the sum of the total of long-term debt in relation to the total debt threshold. Concerns regarding incurrence of excessive debt exist regardless of the form it takes. Issuance of a declaratory order as requested by APS would exempt certain financing activities from appropriate controls established by the long-term debt limitations established by the Commission. Providing APS a mechanism for circumventing these controls has no merit.

Conclusions and Recommendations

Staff concludes that incurrence of the short-term and long-term debt for which APS requests authorization, as modified by Staff, is within APS' corporate powers, is compatible with the public interest, would not impair APS' ability to provide service, and would be consistent with sound financial practices if, subsequent to any debt issuance, APS can satisfy the following conditions: (1) common equity must represent at least 40 percent of total equity (common equity, preferred stock, long-term debt and short-term debt) and (2) the debt service coverage ratio ("DSC") is equal to or greater than 1.0.¹

Staff further concludes that:

1. APS should be authorized to incur up to \$4.2 billion in long-term indebtedness.

¹ DSC for this purpose is calculated as operating income plus depreciation and amortization and income tax divided by interest and principle on short-term and long-term debt less short-term debt and interest related to purchased power and natural gas and using the most recent audited financial statements adjusted to reflect changes to outstanding debt.

2. APS should be authorized to incur short-term debt of 7 percent of total capital plus \$500 million exclusively for the purpose of financing natural gas and power acquisitions.
3. APS should be authorized to conduct the activities enumerated in the application that are necessary to secure and maintain debt.
4. The short-term and long-term debt levels authorized in this proceeding should terminate on December 31, 2012.
5. The authorizations to incur short-term and long-term debt obligations provided in this proceeding should replace all existing authorizations, and all existing authorizations should terminate upon the effective date of the authorizations provided in this proceeding.
6. APS' levels of long-term debt should be calculated according to generally accepted accounting principles.

Staff recommends increasing APS' authorized long-term debt threshold to \$4.2 billion subject to the following conditions: (1) common equity must represent at least 40 percent of total capital (common equity, preferred stock, long-term debt and short-term debt) and (2) the debt service coverage ratio ("DSC") must be equal to or greater than 1.0.

Staff further recommends that the short-term and long-term debt levels authorized in this proceeding terminate on December 31, 2012.

Staff further recommends that the authorizations to incur short-term and long-term debt obligations provided in this proceeding should replace all existing authorizations and that all existing authorizations should terminate upon the effective date of the authorizations provided in this proceeding.

Staff further recommends authorization for APS to incur short-term debt not to exceed \$500 million above 7 percent of total capital as long as 1) the excess over 7 percent of total capital shall be used solely for costs relating to natural gas or power purchases and 2) APS has a Commission authorized adjustor mechanism for recovery of these costs.

Staff further recommends that short-term debt in excess of 7 percent of total capital that is used solely for costs relating to natural gas or power purchases not be applied toward APS' long-term debt threshold even when the amount remains outstanding for more than 12 months. Staff recommends denial of APS' broader request for a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization.

Staff further recommends authorization for APS to (1) conduct the activities enumerated in the application that are necessary to secure and maintain debt, (2) to determine the form of

security, if any, for the continuing long-term debt and the continuing short-term debt, execute and deliver the security instruments, and establish and amend the terms and provisions of the security instruments, as may be deemed appropriate by APS in connection with the long-term debt and the short-term debt, and (3) to reimburse Pinnacle West for debt service costs paid by Pinnacle West on behalf of APS and a cost of money on those payments at a rate not to exceed the rate in the underlying loan(s).

Staff further recommends that, on each occasion when APS enters into a new long-term debt agreement, APS file with Docket Control a description of the transaction and a demonstration that the rates and terms are consistent with those generally available to comparable entities at the time.

Staff further recommends denial of Pinnacle West's request for authorization of a waiver of A.A.C. R14-2-803 pursuant to A.A.C. R14-2-806. In the alternative, Staff recommends authorization for Pinnacle West to guarantee APS' debt from time to time in indeterminate amounts.

MEMORANDUM

TO: Steve Irvine

FROM: Steve Taylor *Steve Taylor*
Electric Utilities Engineer
Utilities Division

THRU: Del Smith *Del Smith*
for Engineering Supervisor
Utilities Division

DATE: February 21, 2007

SUBJECT: ARIZONA PUBLIC SERVICE COMPANY ("APS") FINANCING
APPLICATION DATED DEC. 15, 2006; DOCKET NO. E-01345A-06-0779

On December 15, 2006, APS submitted an application to the Arizona Corporation Commission ("Commission") for authorization to:

(1) Increase the long term indebtedness of APS from \$3.2 billion (rounded) in the 1986 Order (Decision Number 55017) and the 2003 Order (Decision Number 65796) to the new amount of \$4.2 billion.

(2) Increase the short term debt limit of APS from 7% of APS' capitalization to 7% of APS' capitalization plus \$500 million.

The increased long term indebtedness request will generally be utilized for APS' capital construction program and the increased short term indebtedness request will generally be utilized to meet seasonal and fluctuating working capital requirements. Both increases are directly related to the growth of APS and the associated requirements to build new and upgrade existing electric system infrastructure. This Engineering Staff Report will therefore focus on APS' load and customer growth, customer reliability and capital construction program and the interrelationship of these three elements and address if the proposed increases in long term and short term debt are reasonable and appropriate from an engineering perspective.

Utility Overview

Arizona Public Service ("APS") is the principal subsidiary of Pinnacle West Capital Corporation and provides electric service to over 1 million Arizona customers in a 34,646 square mile area covering primarily the central portion of the state plus smaller areas in the southern part of the state. Peak load for 2006 was 7,652 megawatts ("MW"), a 9% increase over the previous peak. APS generation located in Arizona and New Mexico provided 6,833 MW in 2006

primarily from coal (3,337 MW), followed by nuclear (1,868 MW) and then gas, oil and other (1,628MW).

APS' headquarters are located at 400 North 5th Street in Phoenix, AZ 85004.

Load and Customer Growth for APS

APS is projecting an overall load growth rate (measured in Megawatt-hours) at an annual average of 3.0% for the 2007 through 2011 time period. It has experienced an annual average load growth rate of 4.6% for the 2003 through 2006 time period. This load growth rate is consistent and comparable across the residential, commercial and industrial classes of customers.

This load growth rate is also consistent with the growth rate of the customer base (measured in number of metered customers). APS is projecting an overall customer growth rate annual average of 3.8% for the 2007 through 2011 time period. It has experienced an annual average of 3.9% customer growth rate for the 2003 through 2006 time period.

Refer to Exhibit 1 for historical and projected load and customer base details.

These APS' growth estimates are appropriate for Arizona which has been reported by various news agencies as the fastest growing state in the country. Census data (www.censusscope.org) also supports these high historical growth rates of approximately 40% per decade for the state of Arizona and slightly higher (close to 45%) for metropolitan areas such as Phoenix.

Customer Reliability for APS

Arizona's statutes and rules are silent in regard to defining a specific measure of reliable service. However, the Commission has adopted a North American Reliability Council ("NERC") definition of reliability for Staff's use in the Biennial Transmission Assessment. Reliability is comprised of two components: adequacy and security. Adequacy is the ability of an electric system to supply the aggregate electrical demand and energy requirements of its customers at all times, taking into account scheduled and reasonably expected unscheduled outages of system elements. Security is the ability of an electric system to withstand sudden disturbances such as electric short circuits or unanticipated loss of system elements. These components of reliability are subjective, are not easily measured and leave much to interpretation.

Many utilities use numerical indices as a measure of an average customer's distribution service reliability. Such reliability indices are typically computed on an annual basis. A utility may then set reliability targets based upon benchmarked data from its own system. The Institute of Electrical and Electronic Engineers ("IEEE") has adopted a standard definition for several reliability indices for electric distribution systems and established a national benchmark database via a 1995 IEEE survey of the electric utility industry. The most commonly used reliability indices are System Average Interruption Frequency Index ("SAIFI"), System Average Interruption Duration Index ("SAIDI"), Customer Average Interruption Duration Index ("CAIDI") and Momentary Average Interruption Frequency Index ("MAIFI").

SAIFI is the average number of sustained interruptions experienced by customers per year where a sustained interruption is generally defined as more than 5 continuous minutes. SAIDI is the average number of sustained interruption minutes experienced by customers per year. CAIDI is the average duration of a sustained interruption and is equal to SAIDI divided by SAIFI. MAIFI is the average number of momentary interruptions experienced by customers per year where a momentary interruption is generally defined as 5 minutes or less and is associated with the normal function of electric system restorative devices such as circuit breakers and reclosures. Per Rural Utilities Service (RUS) Bulletin 161-5, the RUS considers a SAIDI of five hours (300 minutes) or more per consumer as unacceptable except under very unusual circumstances, such as a natural disaster. The MAIFI statistic is a lesser used measure in the industry as it is not indicative of longer outages; however, it does measure an "annoyance factor" with customers when short interruptions (5 minutes or less) are excessive causing the frequent resetting of many electronic devices in the home or business. The IEEE 1995 Survey established typical reliability index values for the electric utilities in the United States as displayed in the Table 1 below.

Table 1
Typical Reliability Index Values for US Utilities¹

Average	SAIFI	SAIDI	CAIDI	MAIFI
Top quartile	0.90	54	55	1.5
Second quartile	1.10	90	76	5.4
Average	1.26	117	88	6.6
Third quartile	1.45	138	108	11.1
Bottom quartile	3.90	423	197	13.7

Staff proposes to compare in Table 2 actual APS distribution system reliability indices to the typical reliability indices contained in Table 1. The APS data utilized for this comparison is the average of the last five years reliability indexes for APS in each of the 4 measured indexes. These measures are an aggregate of all measures made on an APS system wide basis. Although there are obviously some variations in the measures in different parts of APS' 34,646 square mile service territory due to a variety of factors, the aggregate measure is a reasonable indicator of overall reliability. Additionally, these APS measures in Table 2 exclude "Major Event Days" generally associated with major storms and scheduled outages generally associated with maintenance or construction work activities pre arranged to minimize customer impact. This adjustment, in Staff's view, provides a fairer outside comparison to the IEEE 1995 data which was not collected with the degree of specificity to differentiate all outages included in the Survey.

On this basis, Staff can make an objective assessment of the quality of service being provided to APS distribution system customers. The results of this comparison are summarized in Table 2 below with the APS five year average statistics positioned in the corresponding IEEE quartile from Table 1. The results show that all APS reliability indexes correspond to Second Quartile performance.

¹ 1995 IEEE Survey

Table 2
APS Reliability Index Values Compared to Typical for US Utilities

Ranking	SAIFI	SAIDI	CAIDI	MAIFI
Top quartile	X	X	X	X
Second quartile	1.06	89.2	73.8	2.5
Third quartile	X	X	X	X
Bottom quartile	X	X	X	X

An additional comparison reviewing the improvement or degradation of these reliability statistics over the last 5 years is also useful to determine the likely future trend of these measures. The APS statistics by year and without "Major Event Days" are noted below in Table 3. The results indicate fairly stable performance over the five year period with no unusual deviations in the individual years or increasing trends of concern.

Table 3
APS Reliability Index without "Major Event Days" for Last Five Years

Year	SAIFI	SAIDI	CAIDI	MAIFI
2002	0.96	75	72	2.3
2003	1.16	94	71	2.6
2004	0.99	78	69	2.5
2005	1.13	108	81	2.6
2006	1.07	91	76	2.5

"Major Event Days" are associated with major storms and other unusual events and are normally not included in comparisons to other utilities due to the unique nature of events that utilities must prepare for in different geographic areas. They are nonetheless a measure of performance that can be used in year to year comparisons in any particular utility to discern any trends that should be addressed. The APS' statistics by year and with "Major Event Days" are noted below in Table 4. Note that MAIFI (momentary interruptions of 5 minutes or less) are not measured in "Major Event Days" due to unknown nature of causes in storm conditions. The results in Table 4 again indicate fairly stable performance over the five year period with some increasing trends noted; however, there are no indications of significant concern in this five year test period.

Table 4
APS Reliability Index with "Major Event Days" for Last Five Years

Year	SAIFI	SAIDI	CAIDI
2002	1.04	101	97
2003	1.33	104	78
2004	1.12	91	81
2005	1.33	141	106
2006	1.19	123	103

These statistics in Tables 1 through 4 and the comparisons reviewed imply that APS is managing its distribution system on a comparable par with the better performing utilities in the nation with regard to reliability. Additionally, APS reviews and prioritizes the performance of

their approximately 1,200 distribution feeders (4 kV through 21 kV) and makes corresponding investment for effective use of available funds. Similar attention is paid to the transmission system (69 kV through 500 kV) with a forced outage per 100 mile per year metric and corresponding prioritization of needed work. In both the transmission and distribution cases, continued capital and maintenance investment in electric system infrastructure will be necessary to maintain this present level of reliability especially in view of the increasing load and customer requirements discussed earlier.

Construction Work Plan for 2007 through 2011 for APS

APS has submitted Five Year Capital Budget Expenditures with itemization by classes as noted and discussed below:

Year	2007	2008	2009	2010	2011	5 Year Total
\$ Production	320	262	289	214	210	1,295
\$ Transmission	174	222	283	182	214	1,075
\$ Distribution	320	307	317	326	333	1,603
\$ General Plant	82	133	134	123	119	591
\$ Total	896	924	1,023	845	876	4,564

Note: all \$ are in millions

Additional detail in each class of expenditure is provided in Exhibit 2. APS has the responsibility to make prudent infrastructure investment to ensure reliable and cost effective electric service to its customers. Staff has no position and makes no recommendation on these expenditures for prudence or ratemaking purposes; however, the following general observations are noted.

A review of the production class shows that projected expenditures are divided between nuclear plant fuel and other nuclear upgrades at approximately 35% of total production class and fossil, hydro and gas plant upgrades at approximately 65% of total production class. In total, the production projected expenditures are approximately 28% of APS five year total projected expenditures. These production totals are generally commensurate with meeting growth projections and maintaining reliable service.

A review of the transmission class shows that projected expenditures are consistent with projects in the APS Ten Year Plan and the latest ACC Biennial Transmission Assessment. The transmission projected expenditures are approximately 24% of APS five year total projected expenditures and are generally commensurate with meeting growth projections and maintaining reliable service.

A review of the distribution class shows that projected expenditures are divided between New Customer Construction at approximately 60% of total distribution class and distribution upgrades at approximately 40% of total distribution class. In total, the distribution projected expenditures are approximately 35% of APS five year total projected expenditures. These distribution totals are generally commensurate with meeting growth projections and maintaining reliable service.

A review of the general plant class shows that projected expenditures are divided between information technology systems at more than 50% (not precisely discernable) of total general plant class and the remaining general plant category associated with new service centers and office/plant building upgrades. In total, the general plant projected expenditures are approximately 13% of APS five year total projected expenditures. These general plant totals are generally commensurate with meeting growth projections and maintaining reliable service.

The overall percentage distributions of each capital expenditure class are generally in line with Staff's expectations and comparable with other utilities² adjusted for power plant differences.

Conclusions and Recommendations

Based on the review of APS' anticipated load and customer growth, customer reliability statistics and 2007-2011 Construction Work Plans, it is Staff's conclusion that:

1. The load and customer growth rates of APS are reasonably projected based on past load and customer growth rates and overall population growth expected for Arizona.
2. The customer reliability measures for the last five years on an aggregate system basis indicate APS is managing its distribution system on a comparable par with the better performing utilities in the nation with regard to reliability. APS is in a good position to continue this trend with continued emphasis on reliability and appropriate infrastructure investment.
3. APS is making investment in its capital plant over the next five years in a manner that indicates new customers will be adequately and timely served and all customers can expect a reasonable level of reliability. APS' Five Year Construction Work Plan is appropriate and associated cost estimates are reasonable. However, this does not imply a specific treatment or recommendation for rate base or rate making purposes in APS' future rate filings.
4. Staff finds APS growth, reliability and capital investment plans are integrally related and dependent on access to capital.

² Unisource Energy Services (Docket E-04204A-06-0493)

APS RETAIL SALES AND CUSTOMER GROWTH BY YEAR



	FORECAST(2)					HISTORICAL								
	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998
Electric Sales (MWH):														
Residential	15,776,995	15,192,241	14,593,984	14,003,666	13,376,513	12,993,961	12,223,576	11,527,402	11,147,195	10,443,820	10,334,860	9,780,680	8,774,922	8,310,689
Commercial (1)						12,348,200	11,726,801	11,289,523	10,961,416	10,589,065	10,504,044	10,057,707	9,543,853	8,697,397
Industrial (1)						2,475,311	2,388,095	2,397,916	2,322,075	2,192,958	2,433,438	2,511,292	2,551,349	3,279,430
Subtotal commercial & industrial	16,549,886	16,192,256	15,930,850	15,347,916	15,122,069	14,823,511	14,114,896	13,687,439	13,283,491	12,782,023	12,937,482	12,566,999	12,105,202	11,976,827
Irrigation	21,684	22,140	22,591	23,119	23,571	24,960	23,179	25,865	26,626	31,964	26,860	87,073	99,669	84,640
Other	141,446	137,653	133,852	130,102	125,909	127,965	115,900	112,617	104,993	103,848	99,810	97,772	94,877	90,927
Total retail	32,490,011	31,544,290	30,581,277	29,504,803	28,648,062	27,970,397	26,477,551	25,353,323	24,562,305	23,361,755	23,399,012	22,534,524	21,074,570	20,463,083
Growth rate over prior year	3.0%	3.1%	3.6%	3.0%	2.4%	5.6%	4.4%	3.2%	5.1%	-0.2%	3.8%	6.9%	3.0%	3.3%
Annual Retail sales														
Average customers														
Residential	1,133,931	1,095,357	1,056,057	1,016,836	976,993	936,464	896,472	859,069	828,366	801,801	776,339	749,285	719,774	689,871
Commercial (1)						110,547	106,374	102,393	96,427	95,575	93,499	89,538	85,616	83,028
Industrial (1)						3,526	3,458	3,390	3,340	3,325	3,320	3,243	3,165	3,166
Subtotal commercial & industrial	135,757	131,451	127,044	122,610	118,217	114,073	109,832	105,783	101,767	98,900	96,819	92,782	88,781	86,194
Irrigation	304	311	322	329	338	345	336	340	341	346	346	412	798	747
Other	1,041	1,033	1,025	1,019	1,009	1,013	1,000	993	988	982	1,013	934	917	890
Total retail	1,271,033	1,226,152	1,184,448	1,140,784	1,095,557	1,051,895	1,007,640	966,185	931,462	902,029	874,537	843,413	810,270	777,702
Growth rate over prior year	3.5%	3.7%	3.9%	4.0%	4.2%	4.4%	4.3%	3.7%	3.3%	3.1%	3.7%	4.1%	4.2%	4.0%
Average Retail customers														

NOTE:
 (1) Commercial and Industrial customers and sales reported separately in historical period, but combined in forecast period.
 (2) Source: APS 2007 Budget

Exhibit I

APS RETAIL SALES AND CUSTOMER GROWTH BY YEAR



	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
Electric Sales (MWH):											
Residential	7,970,309	7,541,440	6,848,905	6,873,300	6,247,002	6,066,830	5,856,791	5,777,871	5,673,188	5,462,812	5,162,159
Commercial (1)	8,524,862	8,233,762	7,768,289	7,456,049	7,040,026	6,904,072	6,726,350	6,567,728	6,025,634	5,659,527	5,456,084
Industrial (1)	3,123,283	3,039,357	2,833,459	2,926,318	2,890,859	2,871,440	2,796,572	2,685,469	2,911,128	2,755,852	2,420,845
Subtotal commercial & industrial	11,648,165	11,273,119	10,701,748	10,382,367	9,930,885	9,775,512	9,522,922	9,253,197	8,936,762	8,415,379	7,877,029
Irrigation	112,363	121,775	119,580	132,340	111,902	116,536	160,095	172,763	196,634	204,857	233,305
Other	86,090	84,362	78,478	76,827	75,175	73,853	71,650	69,929	69,587	62,149	124,972
Total retail	19,816,927	19,020,666	17,748,711	17,464,834	16,364,964	16,034,731	15,611,458	15,273,760	14,876,171	14,145,197	13,397,465
Growth rate over prior year											
Annual Retail sales	4.2%	7.2%	1.6%	6.7%	2.1%	2.7%	2.2%	2.7%	5.2%	5.6%	6.3%
Average customers											
Residential	663,493	636,239	610,505	586,866	565,791	548,778	535,319	523,705	512,168	499,116	483,180
Commercial (1)	79,754	76,708	74,020	71,620	69,885	68,650	67,416	66,558	67,003	65,756	64,188
Industrial (1)	3,155	2,997	2,951	3,025	2,985	2,960	3,105	3,247	2,055	2,008	1,999
Subtotal commercial & industrial	82,909	79,705	76,971	74,645	72,870	71,610	70,521	69,805	69,058	67,764	66,097
Irrigation	810	836	860	893	903	962	1,058	1,115	1,187	1,204	1,310
Other	857	830	775	765	758	750	749	754	750	774	761
Total retail	748,069	717,610	689,131	663,169	640,322	623,100	607,647	595,379	583,163	568,658	551,348
Growth rate over prior year											
Average Retail customers	4.2%	4.1%	3.9%	3.6%	2.8%	2.5%	2.1%	2.1%	2.5%	3.2%	6.3%

NOTE:
 (1) Commercial and Industrial customers and se
 (2) Source: APS 2007 Budget

Exhibit 1

APS Construction Expenditure Projection (as of 08/26/06)

\$Millions

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>5-yr Total</u>
Production						
<u>Nuclear (APS Share)</u>						
Nuclear Fuel	42	41	59	55	57	254
Steam Generator, Unit 3	40	1	-	-	-	41
Reactor Vessel Head, Units 1, 2, 3	9	8	13	5	-	35
Water Reclamation Projects - Reservoir & Evap Pond Work	17	12	10	10	5	54
Low-Pressure Turbine Replacement	7	-	-	-	-	7
Other Nuclear Power Plant Improvements - Includes regulatory, safety, reliability, or efficiency projects not listed above	20	21	16	6	6	69
Total Nuclear	135	83	98	76	68	460
<u>Fossil & Hydro (APS Share)</u>						
Cholla Environmental- Includes Baghouse, Scrubber, and other Environmental projects	59	72	57	42	33	264
Four Corners Environmental - Includes NOX abatement, particulate control, and other Environmental projects	10	9	21	34	47	121
Navajo Environmental - Includes NOX abatement and other Environmental projects	-	-	2	2	2	6
Other Coal Plant projects - Includes regulatory, safety, reliability, and efficiency projects at coal plants	44	40	39	44	38	205
Environmental Projects at Gas Plants	2	7	4	7	6	26
Long-Term Service Agreement Costs at Redhawk, West Phoenix	1	1	58	4	2	66
Yuma Peaking Plant	51	15	-	-	-	66
Other Gas Plant projects - Includes capital costs for regulatory, safety, reliability, and efficiency projects at gas plants	15	33	8	5	14	75
Childs / Irving Decommissioning	3	2	2	-	-	7
Total Fossil & Hydro (1)	185	179	191	138	142	836
Total Production	320	262	289	214	210	1,296

Exhibit 2

E-01345A-05-0816
 E-01345A-05-0826 &
 E-01345A-05-0827

APS Construction Expenditure Projection (as of 08/26/06)
 \$Millions

	2007	2008	2009	2010	2011	5-yr Total
Transmission & Distribution						
<u>Transmission</u>						
Selected Major Transmission Projects						
Palo Verde - TS5 (TS5 to be located northwest of White Tanks)	8	40	45	-	-	93
TS5 - TS9 (TS9 to be located near existing Raceway substation)	-	-	-	28	61	89
TS5 - TS1 (TS1 to be located southwest of 195th Av & Deer Valley)	10	14	12	-	-	36
TS1 - Palm Valley	10	-	14	13	-	37
TS9 - Pinnacle Peak 500kV	6	45	36	26	-	113
Palo Verde - North Gila 500kV	-	5	9	37	42	93
All Other Transmission Infrastructure Additions & Upgrades - includes Line & Substation additions & upgrades for 69kV and above voltage not listed above	114	94	137	49	72	466
Transmission Reliability Projects - Includes Breaker, Capacitor, and Reactor projects; Homeland Security-related spare transformers & breakers; and other major reliability projects	21	19	25	24	34	123
Transmission relocations & emergency projects	5	5	5	5	5	25
Total Transmission (2)	174	222	283	182	214	1,075
<u>Distribution</u>						
Distribution Infrastructure projects - includes Line & Substations additions & upgrades	80	63	58	59	63	323
Distribution Reliability Projects - includes projects for substation, overhead, and underground equipment	38	39	45	47	49	218
Other Distribution Projects - Safety, Relocation / Conversion, emergency, and other projects	20	20	25	26	29	120
New Customer Construction						
Meters	26	25	25	25	25	126
Transformers	34	33	32	31	28	158
Service & Line Extensions	118	123	128	134	135	638
Street Light / Dusk-to-Dawn	4	4	4	4	4	20
Total Distribution	320	307	317	326	333	1,603
Total Transmission & Distribution	494	529	600	508	547	2,678
General Plant						
Customer Service information systems	6	15	14	7	5	47
Distribution operations & work-management systems	11	9	12	11	10	53
Material Logistics Information System	-	-	1	25	19	45
All Other Info Sys Projects - includes infrastructure additions, equipment replacement, and all other Generation, T&D, and Shared Services systems & telecom	32	51	54	42	41	220
Facilities - includes new service centers, upgrades of existing facilities, and replacements of mechanical equipment, plumbing, etc. at APS facilities.	31	57	51	36	42	217
Other General Plant	2	1	2	2	2	9
Total General Plant	82	133	134	123	119	591
Total APS	896	924	1,023	845	876	4,565

(1) Assumes no self-build costs for new generation projects other than Yuma peaking plant.

Excludes costs for TransWest Express and other new transmission projects associated with new resource acquisitions.



Barbara Klemstine
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Regulation & Pricing

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PO Box 53999
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March 6, 2007

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

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AZ CORP COM
DOCKET CONTROL

RE: PUBLIC NOTICE UNDER DOCKET NO. E-01345A-06-0779

Dear Sir or Madam:

Arizona Public Service ("APS") hereby certifies that the attached copy of the Public Notice was published within APS' service territory, which ran in the Arizona Republic on February 24, 2007.

If you or your staff have any questions, please feel free to call me.

Sincerely,

Barbara Klemstine/eg

Barbara Klemstine

BAK/bec

Attachment

cc: Lyn Farmer
Steve Irvine
Christopher Kempley
Docket Control (Original, plus 13 copies)

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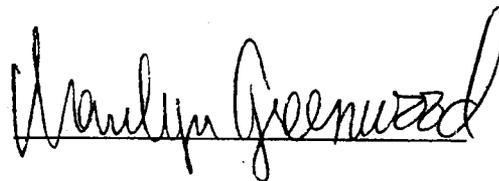
THE ARIZONA REPUBLIC

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

Marilyn Greenwood, being first duly sworn, upon oath deposes and says: That she is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

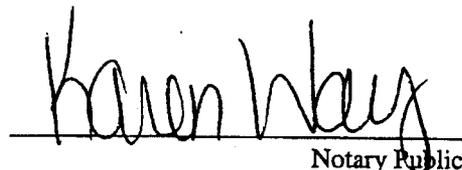
02/24/2007



Sworn to before me this
26TH day of
February A.D. 2007



KAREN WAY
Notary Public - Arizona
Maricopa County
Expires 08/31/09


Notary Public

**PUBLIC NOTICE OF AN
APPLICATION FOR AN ORDER
AUTHORIZING THE ISSUANCE OF
LONG AND SHORT-TERM DEBT
AND RELATED GUARANTEES
BY ARIZONA PUBLIC SERVICE
COMPANY AND PINNACLE WEST
CAPITAL CORPORATION**

Arizona Public Service Company (Company) and its parent, Pinnacle West Capital Corporation (Pinnacle West) filed an Application with the Arizona Corporation Commission (Commission) for an order authorizing the Company to issue long-term debt up to a "cap" of \$1.2 billion and short-term debt up to a "cap" equaling the sum of 7% of the Company's capitalization plus \$500 million. Pinnacle West also requested authorization to provide guarantees of the Company's debt if needed. The application is available for inspection during regular business hours at the office of the Commission in Phoenix, Arizona, and the Company's offices at 400 North 5th Street in Phoenix, Arizona.

Intervention in the Commission's proceedings on the application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission which must be served upon applicant and which, at a minimum, shall contain the following information:

1. The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different than the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding.
3. Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing.
4. A statement certifying that a copy of the Motion to Intervene has been mailed to Applicants.

The granting of Motions to Intervene shall be governed by A.A.C. R14-3-105, except that all Motions to Intervene must be filed within 15 days after the date of this notice.



BEFORE THE ARIZONA CORPORATION COMMISSION

MIKE GLEASON
Chairman
WILLIAM A. MUNDELL
Commissioner
JEFF HATCH-MILLER
Commissioner
KRISTIN K. MAYES
Commissioner
GARY PIERCE
Commissioner

IN THE MATTER OF THE APPLICATION OF)
ARIZONA PUBLIC SERVICE COMPANY FOR)
AN ORDER OR ORDERS AUTHORIZING IT)
TO ISSUE, INCUR, AND AMEND EVIDENCES)
OF LONG-TERM INDEBTEDNESS, TO)
EXECUTE NEW SECURITY INSTRUMENTS)
TO SECURE ANY SUCH INDEBTEDNESS,)
TO REPAY AMOUNTS PAID UNDER ANY)
PINNACLE WEST CAPITAL CORPORATION)
GUARANTEE OF ARIZONA PUBLIC SERVICE)
COMPANY INDEBTEDNESS OF AND FOR)
DECLARATORY ORDER)

DOCKET NO. E-01345A-07-0779

IN THE MATTER OF THE APPLICATION OF)
PINNACLE WEST CAPITAL CORPORATION)
FOR AN ORDER OR ORDERS AUTHORIZING)
IT TO GUARANTEE THE INDEBTEDNES OF)
ARIZONA PUBLIC SERVICE COMPANY)

DIRECT TESTIMONY

OF

GORDON L. FOX

PUBLIC UTILITIES ANALYST MANAGER

UTILITIES DIVISION

ARIZONA CORPORATION COMMISSION

JULY 18, 2007

TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
EXHIBITS	2
STAFF'S RESPONSE TO APS' COMMENTS TO THE STAFF REPORT	2
MODIFICATIONS TO THE CONDITIONS TO ISSUANCES OF LONG-TERM DEBT	2
CLARIFICATION/MODIFICATION TO SHORT-TERM DEBT RECOMMENDATIONS	5
DEFINITION OF DEBT	6
REPLACEMENT OF EXISTING AUTHORIZATIONS	7
TERMINATION OF EXISTING AUTHORIZATIONS.....	8
MISCELLANEOUS COMMENTS.....	9
STAFF'S RECOMMENDATIONS	11

EXECUTIVE SUMMARY
ARIZONA PUBLIC SERVICE COMPANY
DOCKET NO. E-01345A-06-0779

On December 15, 2006, Arizona Public Service Company ("APS") and Pinnacle West Capital Corporation ("Pinnacle West") filed a joint application with the Arizona Corporation Commission ("Commission") requesting Commission authorization of various financing transactions and a declaratory order regarding long-term debt classifications. On May 18, 2007, Staff filed a Staff Report recommending conditional approval of the various financing transactions and denial of the request for a declaratory order. On May 29, 2007, APS filed comments on the Staff Report. On June 22, 2007, the Commission Chief Administrative Law Judge issued a Procedural Order scheduling a hearing in this matter for July 23, 2007, and ordering APS, Staff and any intervenor to file with Docket Control all exhibits to be used at the hearing no later than July 18, 2007. The purpose of this testimony by Staff witness Gordon L. Fox is to comply with the requirements of the Procedural Order and to present Staff's final position, which includes consideration of APS' comments to the Staff Report.

Staff understands that APS supports Staff's fundamental recommendations but seeks specific modifications and clarifications. Staff has only minor contentions with APS' comments including: (1) the need to provide exemptions for existing obligations related to the sale-leaseback of Unit 2 of the Palo Verde Nuclear Generating Station to the termination of existing authorizations on December 31, 2012; (2) allowing an exemption to the termination of the long-term debt threshold on December 31, 2012 under specified circumstances; and (3) Staff's preferred use of annual audited financial statements as opposed to quarterly financial reports for application of the common equity test.

Staff makes the following recommendations:

Staff recommends increasing APS' authorized long-term debt threshold to \$4.2 billion subject to the following conditions: (1) common equity divided by common equity and long-term debt (including current maturities) is 40 percent or greater using the most recent audited financial statements adjusted to reflect changes to outstanding debt and (2) modified debt service coverage ratio is equal to or greater than 2.0.

Staff further recommends that the short-term and long-term debt levels authorized in this proceeding terminate on December 31, 2012.

Staff further recommends that the authorizations to incur short-term and long-term debt obligations provided in this proceeding replace all existing authorizations to incur new short-term and long-term debt obligations, that all existing authorizations to incur new short-term and long-term debt obligations terminate upon the effective date of the authorizations provided in this proceeding, and that all existing obligations remain valid.

Staff further recommends authorization for APS to incur short-term debt not to exceed \$500 million above 7 percent of total capital provided that (1) the excess over 7 percent of total capital

shall be used solely for costs relating to natural gas or power purchases and (2) as APS has an authorized adjustor mechanism for recovery of these kinds of costs. In the event that adjustor mechanism is terminated, the short-term debt authorizations granted should continue for only an additional 12 months.

Staff further recommends authorization for APS to (1) conduct the activities enumerated in the application that are necessary to secure and maintain debt, (2) to determine the form of security, if any, for the continuing long-term debt and the continuing short-term debt, execute and deliver the security instruments, and establish and amend the terms and provisions of the security instruments, as may be deemed appropriate by APS in connection with the long-term debt and the short-term debt, and (3) to pay all related expenses, all as contemplated in the application and by the exhibits and testimony.

Staff further recommends that when APS enters into a single agreement/transaction or an aggregate of similar agreements/transactions or an amendment(s) to an existing agreement(s) with a single entity in which APS incurs long-term debt exceeding \$5,000,000 within a calendar year, that APS file with Docket Control within 90 days a description of the transaction(s) and a demonstration that the rates and terms were consistent with those generally available to comparable entities at the time.

Staff further recommends denial of Pinnacle West's request for authorization of a waiver of A.A.C. Rule 14-2-803 pursuant to A.A.C. Rule 14-2-806. In the alternative, Staff recommends authorization for Pinnacle West to guarantee APS' debt from time to time in indeterminate amounts.

Staff further recommends authorization for APS to reimburse Pinnacle West for debt service costs paid by Pinnacle West on behalf of APS in conjunction with the provision of guarantees of APS debt and a cost of money on those payments at a rate not to exceed that of the underlying loan(s).

Staff further recommends denial of APS' request for a declaratory order confirming that only traditional indebtedness for borrowed money requires prior Commission authorization.

An increase in APS' long-term debt to \$4,200,000,000 would create a current capital structure of 43.3 percent equity and 56.7 percent long-term debt.

1 **INTRODUCTION**

2 **Q. Please state your name, occupation, and business address.**

3 A. My name is Gordon L. Fox. I am a Public Utilities Analyst Manager employed by the
4 Arizona Corporation Commission ("ACC" or "Commission") in the Utilities Division
5 ("Staff"). My business address is 1200 West Washington Street, Phoenix, Arizona 85007.
6

7 **Q. Briefly describe your responsibilities as a Public Utilities Analyst Manager.**

8 A. In my capacity as a Public Utilities Analyst Manager, I supervise analysts whose duties
9 include preparation of testimonies to provide the Commission with Staff recommendations
10 regarding rate base, operating income, cost of capital, rate design, securities issuance and
11 other financial regulatory matters.
12

13 **Q. Please describe your educational background and professional experience.**

14 A. I have seventeen years' regulatory utility auditing and rate analysis experience (14 years at
15 the Commission and 3 years at RUCO) and four years' experience with a cable TV utility
16 with responsibility for preparing and presenting rate applications before jurisdictional
17 authorities. I have master and bachelor degrees in Accounting, and I have earned the
18 following professional accounting and finance certifications: Certified Public Accountant
19 ("CPA"), Certified Management Accountant ("CMA") and Certified in Financial
20 Management ("CFM").
21

22 **Q. What is the purpose of your testimony in this case?**

23 A. On December 15, 2006, Arizona Public Service Company ("APS") and Pinnacle West
24 Capital Corporation ("Pinnacle West") filed a joint application with the Commission
25 requesting Commission authorization of various financing transactions and a declaratory
26 order regarding long-term debt classifications. On May 18, 2007, Staff filed a Staff

1 Report recommending conditional approval of the various financing transactions and
2 denial of the request for a declaratory order. On May 29, 2007, APS filed comments
3 (“Comments”) on the Staff Report. On June 22, 2007, the Commission Chief
4 Administrative Law Judge issued a Procedural Order scheduling a hearing in this matter
5 for July 23, 2007, and ordered APS, Staff and any intervenor to file with Docket Control
6 all exhibits to be used at the hearing no later than July 18, 2007. The purpose of this
7 testimony is to comply with the requirements of the Procedural Order and to present
8 Staff’s updated position that includes consideration of APS’ Comments to the Staff
9 Report.

10
11 **EXHIBITS**

12 **Q. What exhibits does Staff anticipate using at the hearing?**

13 A. Staff anticipates using this testimony, the Staff Report and its attachments and all exhibits
14 used by APS. The Staff witness is Mr. Gordon L. Fox.

15
16 **STAFF’S RESPONSE TO APS’ COMMENTS TO THE STAFF REPORT**

17 **Q. What is Staff’s general understanding of APS’ Comments to the Staff Report?**

18 A. Staff’s understanding is that APS supports Staff’s fundamental recommendations but
19 seeks specific modifications and clarifications.

20
21 **MODIFICATIONS TO THE CONDITIONS TO ISSUANCES OF LONG-TERM DEBT**

22 **Q. Does APS seek modifications to Staff’s recommended conditions to issuances of debt?**

23 A. Yes. Staff recommended “increasing APS’ authorized long-term debt threshold to \$4.2
24 billion subject to the following conditions: (1) common equity must represent at least 40
25 percent of total capital (common equity, preferred stock, long-term debt and short-term
26 debt) and (2) the debt service coverage ratio (“DSC”) must be equal to or greater than

1 1.0.” APS seeks three modifications to Staff’s recommended conditions to issuances of
2 debt.

3
4 **Modification No. 1 – Application of Conditions**

5 **Q. What is the first modification requested by APS?**

6 A. The Executive Summary of the Staff Report, in summarizing Staff’s recommendation,
7 states, “Staff recommends authorization of the long-term debt threshold proposed by APS
8 subject to the condition that subsequent to *any debt* (emphasis added) issuance common
9 equity must represent at least 40 percent of total capital and the DSC must be equal to or
10 greater than 1.0 (calculated using the most recent audited financial statements adjusted to
11 reflect changes to outstanding debt).”

12
13 APS identified a discrepancy between Staff’s recommendation in the Staff Report that
14 applies the conditions to long-term debt issuances versus Staff’s statement in the
15 Executive Summary that applies the conditions to any debt issuances. APS states, “The
16 Company agrees that a short-term debt component would be included in the coverage
17 calculations at the time the Company issues long-term debt.” (Comments at 3). Staff
18 agrees with the Company’s clarification that the conditions would be applied at the time
19 the Company issues long-term debt and that the calculation would include short-term debt.

20
21 **Modification No. 2 – Calculation of Common Equity Test**

22 **Q. What is the second modification requested by APS?**

23 A. The Staff Report defines the 40 percent equity test as a fraction with common equity as
24 the numerator and the aggregate of common equity, preferred stock, long-term debt and
25 short-term debt as the denominator. APS suggests using the definition adopted in
26 Decision No. 65796 that uses common equity as the numerator and common equity and

1 long-term debt (including current maturities) as the denominator. APS suggests this
2 change “for the sake of consistency.” (Comments at 3). Staff has no objection to the
3 Company’s suggested change.

4
5 In addition, according to the Staff Report, the 40 percent equity test would use “the most
6 recent audited financial statements adjusted to reflect changes to outstanding debt.” APS
7 instead proposes to use “the most recent fiscal quarter.” (Comments at 3). Staff continues
8 to advocate use of audited financial statements.

9
10 **Modification No. 3 – Debt Service Coverage Ratio**

11 **Q. What is the third modification requested by APS?**

12 **A.** For the purpose of measuring the DSC conditional requirement for debt issuance, the Staff
13 Report defines DSC as operating income plus depreciation and amortization and income
14 tax divided by interest and principle on short-term and long-term debt less short-term debt
15 and interest related to purchased power and natural gas and using the most recent audited
16 financial statement adjusted to reflect change to outstanding debt.

17
18 APS proposes to use a “Modified DSC” that would exclude principal debt repayments.
19 (Comments at 5). Exhibit B of APS’ Comments provides a detailed example of its
20 proposed Modified DSC calculation. Staff has no objection to use of the Modified DSC
21 as a conditional requirement for debt issuance. However, the Modified DSC is not
22 directly comparable to Staff’s proposed DSC. In general, the Modified DSC is a
23 considerably less restrictive standard. Staff’s DSC is roughly twice as restrictive as the
24 Modified DSC. If the Commission were to adopt the modified DSC approach, it would be
25 necessary to adjust it upward. In other words, since Staff recommended a 1.0 DSC
26 conditional requirement, a similar conditional requirement is a Modified DSC of 2.0.

1 **CLARIFICATION/MODIFICATION TO SHORT-TERM DEBT RECOMMENDATIONS**

2 **Q. Does APS seek clarification/modification to Staff's recommended conditions to**
3 **issuances of short-term debt?**

4 A. Yes. Staff recommended "authorization for APS to incur short-term debt not to exceed
5 \$500 million above 7 percent of total capital as long as 1) the excess over 7 percent of
6 total capital shall be used solely for costs relating to natural gas or power purchases and 2)
7 APS has a Commission-authorized adjustor mechanism for recovery of these costs." (Staff
8 Report at 6) APS seeks two clarifications/modifications to Staff's recommendation.

9
10 **Clarification/Modification No. 1 – Define "these costs."**

11 **Q. What is the first clarification/modification to Staff's short-term debt**
12 **recommendations requested by APS?**

13 A. APS suggests replacing the phrase "for recovery of these costs" to "for recovery of natural
14 gas or power purchases" to provide clarity. Staff supports this change.

15
16 **Q. What is the second clarification/modification to Staff's short-term debt**
17 **recommendations requested by APS?**

18 A. APS suggests that the authorization related to issuance of short-term debt granted by the
19 Commission not terminate concomitantly with the termination of a Commission-
20 authorized adjustor mechanism. Instead, APS requests that, in the event that the adjustor
21 mechanism is terminated, the short-term debt authorizations granted should continue for
22 an additional 12 months to provide APS "with sufficient time to prudently address its
23 short-term debt balances." (Comments at 6). Staff has no objection to the Company's
24 suggested change.

25

1 **DEFINITION OF DEBT**

2 **Q. What is Staff's comment regarding APS' suggestion that the Commission adopt**
3 **provisions to avoid unintended consequences resulting from future changes in**
4 **generally accepted accounting principals ("GAAP")?**

5 **A.** APS correctly notes that future changes in GAAP could have unintended consequences as
6 they pertain to the conditions recommended by Staff for issuances of long-term debt.
7 Making provisions to avoid such unintended consequences is prudent. Staff has no
8 objection to (1) establishment of a "Notification Period" consistent with APS' proposal
9 (Comments at 7); and (2) exempting from debt, for purposes of applying the conditions for
10 issuance of debt, (a) existing legally-binding arrangements that are not considered
11 indebtedness under GAAP as of the effective date of the Commission's order in this case
12 and (b) future legally-binding arrangements that are not considered indebtedness under
13 GAAP on their effective dates that subsequently become indebtedness under GAAP due to
14 changes in GAAP until further Commission action if, APS files within the Notification
15 Period, an application with the Commission specifically requesting a decision regarding
16 whether to include or exclude the obligation(s) subject to the change in GAAP in
17 calculations for purposes of applying the conditions for issuance of debt established in this
18 case.

19

1 **REPLACEMENT OF EXISTING AUTHORIZATIONS**

2 **Q. What is Staff's comment to APS' assertion that the authorizations granted in**
3 **Decision Nos. 55120 and 55320 relating to sale-leaseback of Unit 2 of the Palo Verde**
4 **Nuclear Generating Station must remain in full force and effect and not terminated**
5 **by Staff's recommendation "that the authorizations to incur short-term and long-**
6 **term debt obligations provided in this proceeding replace all existing authorizations**
7 **and that all existing authorizations terminate upon the effective date of the**
8 **authorizations provided in this proceeding"?**

9 **A.** Staff's understanding of the Comments is that APS is in general agreement with this Staff
10 recommendation but is requesting exemptions for authorizations to incur indebtedness
11 granted in Decision Nos. 55120 and 55320.

12
13 Staff's recommendation is intended to provide clarity going forward regarding all
14 authority granted by the Commission to incur new indebtedness. Staff's recommendation
15 is not intended to affect any existing debt that has already been incurred; however,
16 obligations should not be extended (i.e., new debt incurred) under existing debt
17 arrangements unless those extended obligations comply with the Commission's
18 authorizations granted in this case. Accordingly, Staff agrees that clarification of its
19 recommendation is appropriate to distinguish between terminations of authorizations that
20 pertain to existing indebtedness versus terminations of authorizations that pertain to
21 extensions of debt under existing arrangements. With that clarification, Staff sees no
22 reason to provide exemptions for existing obligations related to the sale-leaseback of Unit
23 2 of the Palo Verde Nuclear Generating Station as suggested by the Company.

1 **TERMINATION OF EXISTING AUTHORIZATIONS**

2 **Q. Does APS seek clarification/modification to Staff's recommendation "that the short-**
3 **term and long-term debt levels authorized in this proceeding terminate on December**
4 **31, 2012"?**

5 A. Yes, APS seeks two clarifications/modifications to Staff's recommendation.

6
7 **Clarification/Modification No. 1 – Existing Obligations Remain Valid**

8 **Q. What is APS' first suggested clarification/modification to Staff's recommendation for**
9 **a termination date for debt authorizations?**

10 A. APS suggests that the Commission order in this proceeding "confirm that all short-term
11 and long-term debt legally outstanding at December 31, 2012 remain authorized and valid
12 obligations of APS." (Comments at 9). Staff has no objection to APS' suggested
13 clarification that only authorizations of new debt terminate at December 31, 2012, and that
14 existing obligations at that date remain valid.

15
16 **Q. What is APS' second suggested clarification/modification to Staff's recommendation**
17 **for a termination date for debt authorizations?**

18 A. APS requests "that the December 31, 2012 termination date be extended until the
19 Commission issues a new financing order replacing the then-existing order, provided that
20 (a) APS files an application for a new financing order on or before December 31, 2011
21 and (b) the Commission has not issued an order pursuant to such application on or before
22 December 31, 2012. This will ensure that APS' ability to access the capital markets is not
23 abruptly terminated, which would prohibit APS from funding its ongoing operations and
24 meeting its obligations as a public service corporation." (Comments at 9).

25

1 **Q. What is Staff's comment to APS' second suggested clarification/modification to**
2 **Staff's recommendation for a termination date for debt authorizations?**

3 A. Due to the immediate needs for short-term authorizations (to fund natural gas and power
4 acquisitions), Staff supports this APS request for short-term debt. However, the needs for
5 long-term debt are of a different nature and have greater long-term effects. Therefore,
6 Staff does not support APS' request as it pertains to long-term debt. A general
7 authorization to issue debt under a specified threshold is not necessary for APS to have
8 access to the capital markets. In the event that the Commission does not grant APS
9 general authorization to issue long-term debt within a specified threshold, the Company
10 could file a request for a specific debt issuance. The Commission may find that granting a
11 specific authorization is preferential to granting a general authorization at that time. Staff
12 recommends that the Commission not prematurely assess the circumstances that might
13 exist in the future and reserve its decision until the future circumstances can be evaluated.
14

15 **MISCELLANEOUS COMMENTS**

16 **Authorized Use of Funds**

17 **Q. What is the nature of APS' comment no. 13, which addresses "working capital**
18 **requirements"?**

19 A. The Staff Report states that "[t]o the extent that the purposes set forth in the application
20 may be considered reasonably chargeable to operating expenses or to income, APS
21 requests that the order or orders from the Commission in this matter authorize such charge
22 or charges and that they be deemed working capital requirements." (Staff Report at 3). In
23 its comments, APS claims that its application did not contain such a request. According to
24 APS, it instead requested that "[t]o the extent that the purposes set forth herein may be
25 considered reasonably chargeable to operating expenses or to income, the Company
26 requests that the order or orders of the Commission in this matter authorize such charge or

1 charges.” In its comments, APS asks that the Commission’s order in this matter not
2 include the phrase “deemed working capital requirements” because, according to APS, not
3 all the uses to which cash proceeds from the requested financing order would potentially
4 be used can be classified as “working capital.”
5

6 **Q. Does Staff have a response to this comment?**

7 A. Yes. APS correctly notes that its application does not include the language used by Staff
8 pertaining to working capital requirements. Staff is not opposed to the Company’s request
9 that the Commission’s order in this matter omit Staff’s language “deemed working capital
10 requirements.” Staff notes that providing for working capital is an acceptable use of
11 indebtedness and that working capital, in turn, supports payment of operating expenses.
12 In essence, authorization to issue debt for working capital is not directly distinguishable
13 from authorization to incur debt for operating expenses. I.e., in practice, since capital is
14 fungible, it is not possible to tie fund sources to fund uses.
15

16 **Waiver of A.A.C. R14-2-803**

17 **Q. Does Staff have a response to the Company assertion that the Staff Report reference**
18 **to a “waiver now in existence (per Decision Nos. 65796 and 55017) of A.A.C. R14-2-**
19 **803” is an error?**

20 A. Yes. The Company correctly noted that no such waiver was granted.
21

1 **Filing Requirements for Nominal Debt Incurrence**

2 **Q. Does Staff have a response to the Company's proposal to limit filings in accordance**
3 **with Staff's recommendation that "on each occasion when APS enters into a new**
4 **long-term debt agreement that APS file with Docket Control a description of the**
5 **transaction and a demonstration that the rates and terms were consistent with those**
6 **generally available to comparable entities at the time" to long-term debt agreements**
7 **involving traditional indebtedness or borrowed money and exclude any long-term**
8 **debt agreement that has a principal value of less than \$5 million?**

9 **A.** Yes. To avoid the potential for numerous filings regarding insignificant debt, Staff
10 supports the concept of not requiring a compliance filing each time a nominal amount of
11 debt is incurred. Staff does not agree with APS' request "that such filing requirements be
12 limited to long-term debt agreements involving traditional indebtedness for borrowed
13 money." APS should be diligent in all of its transactions to incur debt regardless of the
14 form it takes. Accordingly, Staff recommends that APS make a compliance filing for each
15 individual agreement/transaction or for the aggregate of similar agreements/transactions
16 with a single entity to incur long-term debt exceeding \$5,000,000 within a calendar year.

17
18 **STAFF'S RECOMMENDATIONS**

19 **Q. What are Staff's recommendations?**

20 **A.** Staff makes the following recommendations:

21
22 Staff recommends increasing APS' authorized long-term debt threshold to \$4.2 billion
23 subject to the following conditions: (1) common equity divided by common equity and
24 long-term debt (including current maturities) is 40 percent or greater using the most recent
25 audited financial statements adjusted to reflect changes to outstanding debt and (2)
26 modified debt service coverage ratio is equal to or greater than 2.0.

1 Staff further recommends that the short-term and long-term debt levels authorized in this
2 proceeding terminate on December 31, 2012.

3
4 Staff further recommends that the authorizations to incur short-term and long-term debt
5 obligations provided in this proceeding replace all existing authorizations to incur new
6 short-term and long-term debt obligations, that all existing authorizations to incur new
7 short-term and long-term debt obligations terminate upon the effective date of the
8 authorizations provided in this proceeding, and that that all existing obligations remain
9 valid.

10
11 Staff further recommends authorization for APS to incur short-term debt not to exceed
12 \$500 million above 7 percent of total capital provided that (1) the excess over 7 percent of
13 total capital shall be used solely for costs relating to natural gas or power purchases and
14 (2) APS has an authorized adjustor mechanism for recovery of these kinds of costs. In the
15 event that the adjustor mechanism is terminated, the short-term debt authorizations
16 granted should continue for an additional 12 months.

17
18 Staff further recommends authorization for APS to (1) conduct the activities enumerated
19 in the application that are necessary to secure and maintain debt, (2) to determine the form
20 of security, if any, for the continuing long-term debt and the continuing short-term debt,
21 execute and deliver the security instruments, and establish and amend the terms and
22 provisions of the security instruments, as may be deemed appropriate by APS in
23 connection with the long-term debt and the short-term debt, and (3) to pay all related
24 expenses, all as contemplated in the application and by the exhibits and testimony.

25

1 Staff further recommends that when APS enters into a single agreement/transaction or an
2 aggregate of similar agreements/transactions or an amendment(s) to an existing
3 agreement(s) with a single entity in which APS incurs long-term debt exceeding
4 \$5,000,000 within a calendar year, that APS file with Docket Control within 90 days of
5 the transaction or aggregation of transactions of at least \$5,000,000 a description of the
6 transaction(s) and a demonstration that the rates and terms were consistent with those
7 generally available to comparable entities at the time.

8
9 Staff further recommends denial of Pinnacle West's request for authorization of a waiver
10 of A.A.C. Rule 14-2-803 pursuant to A.A.C. Rule 14-2-806. In the alternative, Staff
11 recommends authorization for Pinnacle West to guarantee APS' debt from time to time in
12 indeterminate amounts.

13
14 Staff further recommends authorization for APS to reimburse Pinnacle West for debt
15 service costs paid by Pinnacle West on behalf of APS in conjunction with the provision of
16 guarantees of APS debt and a cost of money on those payments at a rate not to exceed that
17 of the underlying loan(s).

18
19 Staff further recommends denial of APS' request for a declaratory order confirming that
20 only traditional indebtedness for borrowed money requires prior Commission
21 authorization.

22
23 **Q. Does this conclude your Direct Testimony?**

24 **A. Yes, it does.**