

PINNACLE WEST CAPITAL CORP
Form 10-Q
May 02, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File
Number
1-8962

Exact Name of Each Registrant as specified in its
charter; State of Incorporation; Address; and
Telephone Number

PINNACLE WEST CAPITAL CORPORATION
(an Arizona corporation)

IRS Employer
Identification No.
86-0512431

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400 North Fifth Street, P.O. Box 53999
Phoenix, Arizona 85072-3999
(602) 250-1000

1-4473

ARIZONA PUBLIC SERVICE COMPANY

86-0011170

(an Arizona corporation)
400 North Fifth Street, P.O. Box 53999
Phoenix, Arizona 85072-3999
(602) 250-1000

Indicate by check mark whether each registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

PINNACLE WEST CAPITAL CORPORATION	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
ARIZONA PUBLIC SERVICE COMPANY	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

PINNACLE WEST CAPITAL CORPORATION	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
ARIZONA PUBLIC SERVICE COMPANY	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

PINNACLE WEST CAPITAL CORPORATION	Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
ARIZONA PUBLIC SERVICE COMPANY	Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
	Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether each registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

PINNACLE WEST CAPITAL CORPORATION	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
ARIZONA PUBLIC SERVICE COMPANY	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

PINNACLE WEST CAPITAL CORPORATION	Number of shares of common stock, no par value, outstanding as of April 25, 2014: 110,357,309
ARIZONA PUBLIC SERVICE COMPANY	Number of shares of common stock, \$2.50 par value, outstanding as of April 25, 2014: 71,264,947

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Arizona Public Service Company meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format allowed under that General Instruction.

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This combined Form 10-Q is separately provided by Pinnacle West Capital Corporation (Pinnacle West) and Arizona Public Service Company (APS). Any use of the words Company, we, and our refer to Pinnacle West. Each registrant is providing on its own behalf a portion of the information contained in this Form 10-Q that relates to such registrant and, where required, its subsidiaries. Except as stated in the preceding sentence, neither registrant is providing any information that does not relate to such registrant, and therefore makes no representation as to any such information. The information required with respect to each company is set forth within the applicable items. Item 1 of this report includes Condensed Consolidated Financial Statements of Pinnacle West and Condensed Consolidated Financial Statements of APS. Item 1 also includes Notes to Pinnacle West's Condensed Consolidated Financial Statements, the majority of which also relate to APS, and Supplemental Notes, which only relate to APS's Condensed Consolidated Financial Statements.

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FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements based on current expectations. These forward-looking statements are often identified by words such as estimate, predict, may, believe, 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 outcomes currently expected or sought by Pinnacle West or APS. In addition to the Risk Factors described in Part I, Item 1A of the Pinnacle West/APS Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (2013 Form 10-K), Part II, Item 1A of this report and in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations of this report, these factors include, but are not limited to:

- our ability to manage capital expenditures and operations and maintenance costs while maintaining reliability and customer service levels;
- variations in demand for electricity, including those due to weather, the general economy, customer and sales growth (or decline), and the effects of energy conservation measures and distributed generation;
- power plant and transmission system performance and outages;
- competition in retail and wholesale power markets;
- regulatory and judicial decisions, developments and proceedings;
- new legislation or regulation, including those relating to environmental requirements, nuclear plant operations and potential deregulation of retail electric markets;
- fuel and water supply availability;
- our ability to achieve timely and adequate rate recovery of our costs, including returns on debt and equity capital;
- our ability to meet renewable energy and energy efficiency mandates and recover related costs;
- risks inherent in the operation of nuclear facilities, including spent fuel disposal uncertainty;
- current and future economic conditions in Arizona, particularly in real estate markets;
- the cost of debt and equity capital and the ability to access capital markets when required;
- environmental and other concerns surrounding coal-fired generation;
- volatile fuel and purchased power costs;
- the investment performance of the assets of our nuclear decommissioning trusts, pension, and other postretirement benefit plans and the resulting impact on future funding requirements;
- the liquidity of wholesale power markets and the use of derivative contracts in our business;

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- potential shortfalls in insurance coverage;
- new accounting requirements or new interpretations of existing requirements;
- generation, transmission and distribution facility and system conditions and operating costs;
- the ability to meet the anticipated future need for additional baseload generation and associated transmission facilities in our region;
- the willingness or ability of our counterparties, power plant participants and power plant land owners to meet contractual or other obligations or extend the rights for continued power plant operations;
- technological developments affecting the electric industry; and
- restrictions on dividends or other provisions in our credit agreements and Arizona Corporation Commission (ACC) orders.

These and other factors are discussed in the Risk Factors described in Part I, Item 1A of our 2013 Form 10-K and in Part II, Item 1A of this report, which readers should review carefully before placing any reliance on our financial statements or disclosures. Neither Pinnacle West nor APS assumes any obligation to update these statements, even if our internal estimates change, except as required by law.

Table of Contents**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 March 31,	
	2014	2013
OPERATING REVENUES	\$ 686,251	\$ 686,652
OPERATING EXPENSES		
Fuel and purchased power	249,786	230,679
Operations and maintenance	212,882	223,250
Depreciation and amortization	101,772	103,730
Taxes other than income taxes	45,845	40,021
Other expenses	796	2,049
Total	611,081	599,729
OPERATING INCOME	75,170	86,923
OTHER INCOME (DEDUCTIONS)		
Allowance for equity funds used during construction	7,442	6,864
Other income (Note 10)	2,367	758
Other expense (Note 10)	(4,684)	(3,752)
Total	5,125	3,870
INTEREST EXPENSE		
Interest charges	52,969	49,478
Allowance for borrowed funds used during construction	(3,770)	(3,990)
Total	49,199	45,488
INCOME BEFORE INCOME TAXES	31,096	45,305
INCOME TAXES	6,405	12,469
NET INCOME	24,691	32,836
Less: Net income attributable to noncontrolling interests (Note 6)	8,925	8,392
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ 15,766	\$ 24,444
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING BASIC	110,257	109,832
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING DILUTED	110,888	110,835
EARNINGS PER WEIGHTED-AVERAGE COMMON SHARE OUTSTANDING		
Net income attributable to common shareholders basic	\$ 0.14	\$ 0.22
Net income attributable to common shareholders diluted	\$ 0.14	\$ 0.22

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

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PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited)

(dollars in thousands)

	Three Months Ended March 31,	
	2014	2013
NET INCOME	\$ 24,691	\$ 32,836
OTHER COMPREHENSIVE INCOME, NET OF TAX		
Derivative instruments:		
Net unrealized gain (loss), net of tax benefit (expense) of \$(599) and \$(38)	(422)	58
Reclassification of net realized loss, net of tax benefit of \$1,323 and \$3,300	3,116	5,053
Pension and other postretirement benefits activity, net of tax expense of \$718 and \$631	457	966
Total other comprehensive income	3,151	6,077
COMPREHENSIVE INCOME	27,842	38,913
Less: Comprehensive income attributable to noncontrolling interests	8,925	8,392
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ 18,917	\$ 30,521

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

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PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(dollars in thousands)

	March 31, 2014	December 31, 2013
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 103,421	\$ 9,526
Customer and other receivables	245,884	299,904
Accrued unbilled revenues	88,907	96,796
Allowance for doubtful accounts	(2,504)	(3,203)
Materials and supplies (at average cost)	223,401	221,682
Fossil fuel (at average cost)	36,496	38,028
Deferred income taxes	58,630	91,152
Income tax receivable (Note 5)	4,647	135,517
Assets from risk management activities (Note 7)	16,951	17,169
Deferred fuel and purchased power regulatory asset (Note 3)		20,755
Other regulatory assets (Note 3)	76,317	76,388
Other current assets	45,780	39,895
Total current assets	897,930	1,043,609
INVESTMENTS AND OTHER ASSETS		
Assets from risk management activities (Note 7)	21,626	23,815
Nuclear decommissioning trust (Note 13)	657,862	642,007
Other assets	60,753	60,875
Total investments and other assets	740,241	726,697
PROPERTY, PLANT AND EQUIPMENT		
Plant in service and held for future use	15,256,945	15,200,464
Accumulated depreciation and amortization	(5,360,781)	(5,300,219)
Net	9,896,164	9,900,245
Construction work in progress	646,236	581,369
Palo Verde sale leaseback, net of accumulated depreciation (Note 6)	124,157	125,125
Intangible assets, net of accumulated amortization	144,446	157,689
Nuclear fuel, net of accumulated amortization	144,048	124,557
Total property, plant and equipment	10,955,051	10,888,985
DEFERRED DEBITS		
Regulatory assets (Note 3)	719,596	711,712
Other	137,979	137,683
Total deferred debits	857,575	849,395
TOTAL ASSETS	\$ 13,450,797	\$ 13,508,686

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

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PINNACLE WEST CAPITAL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(dollars in thousands)

	March 31, 2014	December 31, 2013
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 224,820	\$ 284,516
Accrued taxes (Note 5)	179,137	130,998
Accrued interest	47,392	48,351
Common dividends payable		62,528
Short-term borrowings (Note 2)	9,500	153,125
Current maturities of long-term debt (Note 2)	540,424	540,424
Customer deposits	75,999	76,101
Liabilities from risk management activities (Note 7)	19,907	31,892
Liabilities for asset retirements	25,536	32,896
Deferred fuel and purchased power regulatory liability (Note 3)	18,897	
Other regulatory liabilities (Note 3)	116,903	99,273
Other current liabilities	136,128	158,540
Total current liabilities	1,394,643	1,618,644
LONG-TERM DEBT LESS CURRENT MATURITIES (Note 2)	3,045,614	2,796,465
DEFERRED CREDITS AND OTHER		
Deferred income taxes	2,359,689	2,351,882
Regulatory liabilities (Note 3)	783,702	801,297
Liabilities for asset retirements	344,708	313,833
Liabilities for pension and other postretirement benefits (Note 4)	442,136	513,628
Liabilities from risk management activities (Note 7)	29,106	70,315
Customer advances	115,033	114,480
Coal mine reclamation	208,183	207,453
Deferred investment tax credit	152,114	152,361
Unrecognized tax benefits (Note 5)	13,502	42,209
Other	184,666	185,659
Total deferred credits and other	4,632,839	4,753,117
COMMITMENTS AND CONTINGENCIES (SEE NOTES)		
EQUITY (Note 8)		
Common stock, no par value; authorized 150,000,000 shares, 110,389,065 and 110,280,703 issued at respective dates	2,497,485	2,491,558
Treasury stock at cost; 34,828 and 98,944 shares at respective dates	(844)	(4,308)
Total common stock	2,496,641	2,487,250
Retained earnings	1,801,047	1,785,273
Accumulated other comprehensive loss:		
Pension and other postretirement benefits	(54,538)	(54,995)
Derivative instruments	(20,364)	(23,058)

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Total accumulated other comprehensive loss	(74,902)	(78,053)
Total shareholders' equity	4,222,786	4,194,470
Noncontrolling interests (Note 6)	154,915	145,990
Total equity	4,377,701	4,340,460
TOTAL LIABILITIES AND EQUITY	\$ 13,450,797	\$ 13,508,686

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

Table of Contents**PINNACLE WEST CAPITAL CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited)

(dollars in thousands)

	Three Months Ended March 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 24,691	\$ 32,836
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization including nuclear fuel	122,394	124,344
Deferred fuel and purchased power	31,630	31,194
Deferred fuel and purchased power amortization	8,022	1,122
Allowance for equity funds used during construction	(7,442)	(6,864)
Deferred income taxes	8,810	(9,265)
Deferred investment tax credit	(247)	21,428
Change in derivative instruments fair value	(13)	333
Changes in current assets and liabilities:		
Customer and other receivables	25,986	3,931
Accrued unbilled revenues	7,889	4,698
Materials, supplies and fossil fuel	(187)	(9,386)
Income tax receivable	130,870	(433)
Other current assets	(10,669)	(2,525)
Accounts payable	(50,990)	11,925
Accrued taxes	48,139	39,615
Other current liabilities	(15,864)	(62,636)
Change in margin and collateral accounts assets	(290)	933
Change in margin and collateral accounts liabilities	(29,075)	24,205
Change in other long-term assets	(9,636)	(31,202)
Change in other long-term liabilities	(34,861)	37,904
Net cash flow provided by operating activities	249,157	212,157
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(207,459)	(182,859)
Contributions in aid of construction	7,736	14,912
Allowance for borrowed funds used during construction	(3,770)	(3,990)
Proceeds from nuclear decommissioning trust sales	103,157	135,240
Investment in nuclear decommissioning trust	(107,470)	(139,553)
Other	(702)	(470)
Net cash flow used for investing activities	(208,508)	(176,720)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of long-term debt	250,000	104,307
Short-term borrowings and payments net	(143,625)	(92,175)
Dividends paid on common stock	(62,520)	(58,067)
Common stock equity issuance	9,390	9,441
Other	1	(36)
Net cash flow provided by (used for) financing activities	53,246	(36,530)

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NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	93,895	(1,093)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	9,526	26,202
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 103,421	\$ 25,109

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

Table of Contents**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 subsidiaries: APS and El Dorado Investment Company (El Dorado). Intercompany accounts and transactions between the consolidated companies have been eliminated. The unaudited condensed consolidated financial statements for APS include the accounts of APS and the Palo Verde Nuclear Generating Station (Palo Verde) sale leaseback variable interest entities (VIEs) (see Note 6 for further discussion). Our accounting records are maintained in accordance with accounting principles generally accepted in the United States of America (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.

Weather conditions cause significant seasonal fluctuations in our revenues; therefore, results for interim periods do not necessarily represent results expected for the year.

Our condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in conformity with GAAP have been condensed or omitted pursuant to such regulations, although we believe that the disclosures provided are adequate to make the interim information presented not misleading.

The following table shows more detail of previously reported amounts for the changes in deferred investment tax credit and income tax receivable. Previously reported amounts were netted in the Statement of Cash Flows (dollars in thousands):

Statement of Cash Flows for the Year Ended March 31, 2013	As previously reported	Changes to conform to current year presentation	Amount reported after changes to conform to current year presentation
Cash Flows from Operating Activities			
Deferred income taxes	\$ 12,163	\$ (21,428)	\$ (9,265)
Deferred investment tax credit		21,428	21,428
Accrued taxes and income tax receivable	39,182	(39,182)	
Income tax receivable		(433)	(433)
Accrued taxes		39,615	39,615

Supplemental Cash Flow Information

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The following table summarizes supplemental Pinnacle West cash flow information (dollars in thousands):

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PINNACLE WEST CAPITAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three Months Ended March 31,	
	2014	2013
Cash paid (received) during the period for:		
Income taxes, net of refunds	\$ (131,078)	\$ 425
Interest, net of amounts capitalized	49,147	49,038
Significant non-cash investing and financing activities:		
Accrued capital expenditures	\$ 24,908	\$ 6,575

2. Long-Term Debt and Liquidity Matters

Pinnacle West and APS maintain committed revolving credit facilities in order to enhance liquidity and provide credit support for their commercial paper programs.

Pinnacle West

Pinnacle West's \$200 million credit facility matures in November 2016. At March 31, 2014, the facility was available to refinance indebtedness of the Company and for other general corporate purposes, including credit support for its \$200 million commercial paper program. Pinnacle West has the option to increase the amount of the facility up to a maximum of \$300 million upon the satisfaction of certain conditions and with the consent of the lenders. At March 31, 2014, Pinnacle West had commercial paper borrowings of \$10 million, no outstanding borrowings under its credit facility and no letters of credit outstanding.

APS

On July 12, 2013, APS purchased all \$33 million of the Coconino County, Arizona Pollution Control Corporation Pollution Control Revenue Refunding Bonds, 1994 Series A, due 2029. On October 11, 2013, APS purchased all \$32 million of the City of Farmington, New Mexico Pollution Control Revenue Bonds, 1994 Series C, due 2024. On January 15, 2014, these series of bonds were canceled.

On January 10, 2014, APS issued \$250 million of 4.70% unsecured senior notes that mature on January 15, 2044. The proceeds from the sale were used to repay commercial paper which was used to fund the acquisition of Southern California Edison's (SCE) 48% ownership interest in each of Units 4 and 5 of the Four Corners Power Plant (Four Corners) and to replenish cash used in 2013 to re-acquire two series of tax-exempt indebtedness.

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At March 31, 2014, APS had two credit facilities totaling \$1 billion, including a \$500 million credit facility that matures in November 2016 and a \$500 million facility that matures in April 2018. APS may increase the amount of each facility up to a maximum of \$700 million upon the satisfaction of certain conditions and with the consent of the lenders. APS will use these facilities to refinance indebtedness and for other general corporate purposes. Interest rates are based on APS' s senior unsecured debt credit ratings.

The facilities described above are available to support APS' s \$250 million commercial paper program, for bank borrowings or for issuances of letters of credit. At March 31, 2014, APS had no

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commercial paper borrowings and no outstanding borrowings or outstanding letters of credit under these credit facilities.

On May 1, 2014, APS purchased a total of \$100 million of the Maricopa County, Arizona, Pollution Control Corporation Pollution Control Revenue Refunding Bonds, 2009 Series A, D and E due 2029. We expect to remarket these bonds within the next twelve months. These bonds are classified as current maturities of long-term debt on our Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013.

See Financial Assurances in Note 9 for a discussion of APS's separate outstanding letters of credit.

Debt Fair Value

Our long-term debt fair value estimates are based on quoted market prices for the same or similar issues, and are classified within Level 2 of the fair value hierarchy. Certain of our debt instruments contain third-party credit enhancements and, in accordance with GAAP, we do not consider the effect of these credit enhancements when determining fair value. The following table represents the estimated fair value of our long-term debt, including current maturities (dollars in millions):

	As of March 31, 2014		As of December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Pinnacle West	\$ 125	\$ 125	\$ 125	\$ 125
APS	3,461	3,794	3,212	3,454
Total	\$ 3,586	\$ 3,919	\$ 3,337	\$ 3,579

Debt Provisions

An existing ACC order requires APS to maintain a common equity ratio of at least 40%. As defined in the ACC order, the common equity ratio is total shareholder equity divided by the sum of total shareholder equity and long-term debt, including current maturities of long-term debt. At March 31, 2014, APS was in compliance with this common equity ratio requirement. Its total shareholder equity was approximately \$4.3 billion, and total capitalization was approximately \$7.8 billion. APS would be prohibited from paying dividends if the payment would reduce its total shareholder equity below approximately \$3.1 billion, assuming APS's total capitalization remains the same.

3. Regulatory Matters

Retail Rate Case Filing with the Arizona Corporation Commission

On June 1, 2011, APS filed an application with the ACC for a net retail base rate increase of \$95.5 million. APS requested that the increase become effective July 1, 2012. The request would have increased the average retail customer bill by approximately 6.6%. On January 6, 2012, APS and other parties to the general retail rate case entered into an agreement (the 2012 Settlement Agreement)

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PINNACLE WEST CAPITAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

detailing the terms upon which the parties agreed to settle the rate case. On May 15, 2012, the ACC approved the 2012 Settlement Agreement without material modifications.

Settlement Agreement

The 2012 Settlement Agreement provides for a zero net change in base rates, consisting of: (1) a non-fuel base rate increase of \$116.3 million; (2) a fuel-related base rate decrease of \$153.1 million (to be implemented by a change in the base fuel rate for fuel and purchased power costs (Base Fuel Rate) from \$0.03757 to \$0.03207 per kilowatt hour (kWh); and (3) the transfer of cost recovery for certain renewable energy projects from the Arizona Renewable Energy Standard and Tariff (RES) surcharge to base rates in an estimated amount of \$36.8 million.

APS also agreed not to file its next general rate case before May 31, 2015, and not to request that its next general retail rate increase be effective prior to July 1, 2016. The 2012 Settlement Agreement allows APS to request a change to its base rates during the stay-out period in the event of an extraordinary event that, in the ACC's judgment, requires base rate relief in order to protect the public interest. Nor is APS precluded from seeking rate relief, or any other party to the 2012 Settlement Agreement precluded from petitioning the ACC to examine the reasonableness of APS's rates, in the event of significant regulatory developments that materially impact the financial results expected under the terms of the 2012 Settlement Agreement.

Other key provisions of the 2012 Settlement Agreement include the following:

- An authorized return on common equity of 10.0%;
- A capital structure comprised of 46.1% debt and 53.9% common equity;
- A test year ended December 31, 2010, adjusted to include plant that is in service as of March 31, 2012;
- Deferral for future recovery or refund of property taxes above or below a specified 2010 test year level caused by changes to the Arizona property tax rate as follows:

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- Deferral of increases in property taxes of 25% in 2012, 50% in 2013 and 75% for 2014 and subsequent years if Arizona property tax rates increase; and
- Deferral of 100% in all years if Arizona property tax rates decrease;
- A procedure to allow APS to request rate adjustments prior to its next general rate case related to APS' s acquisition of additional interests in Units 4 and 5 and the related closure of Units 1-3 of Four Corners (APS made its filing under this provision on December 30, 2013, which would result in an average bill impact to residential customers of approximately 2% if approved as requested);
- Implementation of a Lost Fixed Cost Recovery rate mechanism to support energy efficiency and distributed renewable generation;

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PINNACLE WEST CAPITAL CORPORATION

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- Modifications to the Environmental Improvement Surcharge (EIS) to allow for the recovery of carrying costs for capital expenditures associated with government-mandated environmental controls, subject to an existing cents per kWh cap on cost recovery that could produce up to approximately \$5 million in revenues annually;
- Modifications to the Power Supply Adjustor (PSA), including the elimination of the 90/10 sharing provision;
- A limitation on the use of the RES surcharge and the Demand Side Management Adjustor Charge (DSMAC) to recoup capital expenditures not required under the terms of APS 's 2009 retail rate case settlement agreement (the 2009 Settlement Agreement) discussed below;
- Allowing a negative credit that existed in the PSA rate to continue until February 2013, rather than being reset on the anticipated July 1, 2012 rate effective date;
- Modification of the transmission cost adjustor (TCA) to streamline the process for future transmission-related rate changes; and
- Implementation of various changes to rate schedules, including the adoption of an experimental buy-through rate that could allow certain large commercial and industrial customers to select alternative sources of generation to be supplied by APS.

The 2012 Settlement Agreement was approved by the ACC on May 15, 2012, with new rates effective on July 1, 2012. This accomplished a goal set by the parties to the 2009 Settlement Agreement to process subsequent rate cases within twelve months of sufficiency findings from the ACC staff, which generally occurs within 30 days after the filing of a rate case.

Cost Recovery Mechanisms

APS has received regulatory decisions that allow for more timely recovery of certain costs through the following recovery mechanisms.

Renewable Energy Standard. In 2006, the ACC approved the RES. Under the RES, electric utilities that are regulated by the ACC must supply an increasing percentage of their retail electric energy sales from eligible renewable resources, including solar, wind, biomass, biogas and geothermal technologies. In order to achieve these requirements, the ACC allows APS to include a RES surcharge as part of customer bills to recover the approved amounts for use on renewable energy projects. Each year APS is required to file a five-year implementation plan with the ACC and seek approval for funding the upcoming year's RES budget.

On July 12, 2013, APS filed its annual RES implementation plan, covering the 2014-2018 timeframe and requesting a 2014 RES budget of approximately \$143 million. In a final order dated January 7, 2014, the ACC approved the requested budget. Also in 2013, the ACC conducted a hearing to consider APS's proposal to establish compliance with distributed energy requirements by tracking and recording distributed energy, rather than acquiring and retiring renewable energy credits. On February 6, 2014, the ACC established a proceeding to modify the renewable energy rules to establish a process for compliance with the renewable energy requirement that is not based solely on the use of renewable

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energy credits. On April 4, 2014, ACC staff submitted a proposal outlining various options which could be used to determine compliance with the renewable energy rules. APS filed comments on the proposal and is awaiting the ACC's selection of a proposal and modification of the rules to implement such proposal.

Demand Side Management Adjustor Charge. The ACC Electric Energy Efficiency Standards require APS to submit a Demand Side Management Implementation Plan (DSM Plan) for review by and approval of the ACC.

On June 1, 2012, APS filed its 2013 DSM Plan. In 2013, the standards require APS to achieve cumulative energy savings equal to 5% of its 2012 retail energy sales. Later in 2012, APS filed a supplement to its plan that included a proposed budget for 2013 of \$87.6 million.

On March 11, 2014, the ACC issued an order approving APS's 2013 DSM Plan. The ACC approved a budget of \$68.9 million for each of 2013 and 2014. The ACC also approved a Resource Savings Initiative that allows APS to count towards compliance with the ACC Electric Energy Efficiency Standards, savings for improvements to APS's transmission and delivery system, generation and facilities that have been approved through a DSM Plan.

On June 27, 2013, the ACC voted to open a new docket investigating whether the Electric Energy Efficiency Rules should be modified. The ACC held a series of three workshops in March and April 2014 to investigate methodologies used to determine cost effective energy efficiency programs, cost recovery mechanisms, incentives, and potential changes to the Electric Energy Efficiency and Resource Planning Rules.

PSA Mechanism and Balance. The PSA provides for the adjustment of retail rates to reflect variations in retail fuel and purchased power costs. The following table shows the changes in the deferred fuel and purchased power regulatory asset (liability) for 2014 and 2013 (dollars in millions):

	Three Months Ended			
	2014		2013	
		March 31,		
Beginning balance	\$	21	\$	73
Deferred fuel and purchased power costs – current period		(32)		(31)
Amounts charged to customers		(8)		(1)
Ending balance	\$	(19)	\$	41

The PSA rate for the PSA year beginning February 1, 2014 is \$0.001557 per kWh, as compared to \$0.001329 per kWh for the prior year. This new rate is comprised of a forward component of \$0.001277 per kWh and a historical component of \$0.000280 per kWh. Any uncollected (overcollected) deferrals during the 2014 PSA year will be included in the calculation of the PSA rate for the PSA year beginning February 1,

2015.

Transmission Rates, Transmission Cost Adjustor and Other Transmission Matters. In July 2008, the United States Federal Regulatory Commission (FERC) approved an Open Access Transmission Tariff for APS to move from fixed rates to a formula rate-setting methodology in order to more accurately reflect and recover the costs that APS incurs in providing transmission services. A large portion of the rate represents charges for transmission services to serve APS 's retail customers (Retail

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Transmission Charges). In order to recover the Retail Transmission Charges, APS was previously required to file an application with, and obtain approval from, the ACC to reflect changes in Retail Transmission Charges through the TCA. Under the terms of the 2012 Settlement Agreement (discussed above), however, an adjustment to rates to recover the Retail Transmission Charges will be made annually each June 1 and will go into effect automatically unless suspended by the ACC.

The formula rate is updated each year effective June 1 on the basis of APS' s actual cost of service, as disclosed in APS' s FERC Form 1 report for the previous fiscal year. Items to be updated include actual capital expenditures made as compared with previous projections, transmission revenue credits and other items. The resolution of proposed adjustments can result in significant volatility in the revenues to be collected. APS reviews the proposed formula rate filing amounts with the ACC staff. Any items or adjustments which are not agreed to by APS and the ACC staff can remain in dispute until settled or litigated at FERC. Settlement or litigated resolution of disputed issues could require an extended period of time and could have a significant effect on the Retail Transmission Charge because any adjustment, though applied prospectively, may be calculated to account for previously over- or under-collected amounts.

Effective June 1, 2013, APS' s annual wholesale transmission rates for all users of its transmission system increased by approximately \$26 million for the twelve-month period beginning June 1, 2013 in accordance with the FERC-approved formula. An adjustment to APS' s retail rates to recover FERC-approved transmission charges went into effect automatically on June 1, 2013.

Lost Fixed Cost Recovery Mechanism. The LFCR mechanism permits APS to recover on an after-the-fact basis a portion of its fixed costs that would otherwise have been collected by APS in the kWh sales lost due to APS energy efficiency programs and to distributed generation such as rooftop solar arrays. The fixed costs recoverable by the LFCR mechanism were established in the 2012 Settlement Agreement and amount to approximately 3.1 cents per residential kWh lost and 2.3 cents per non-residential kWh lost. The kWh' s lost from energy efficiency are based on a third-party evaluation of APS' s energy efficiency programs. Distributed generation sales losses are determined from the metered output from the distributed generation units or if metering is unavailable, through accepted estimating techniques.

APS filed its first LFCR adjustment on January 15, 2013 and will file for a LFCR adjustment every January thereafter. On February 12, 2013, the ACC approved a LFCR adjustment of \$5.1 million, representing a pro-rated amount for 2012 since the 2012 Settlement Agreement went into effect on July 1, 2012. APS filed its 2014 annual LFCR adjustment on January 15, 2014, requesting a LFCR adjustment of \$25.3 million, effective March 1, 2014. The ACC approved APS' s LFCR adjustment without change on March 11, 2014, which became effective April 1, 2014.

Deregulation

On May 9, 2013, the ACC voted to re-examine the facilitation of a deregulated retail electric market in Arizona. The ACC subsequently opened a docket for this matter and received comments from a number of interested parties on the considerations involved in establishing retail electric deregulation in the state. One of these considerations is whether various aspects of a deregulated market, including setting utility rates on a

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market basis, would be consistent with the requirements of the Arizona Constitution. On September 11, 2013, after receiving legal advice from the ACC staff, the ACC voted 4-1 to close the current docket and await full Constitutional authority before any further examination of

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this matter. The motion approved by the ACC also included opening one or more new dockets in the future to explore options to offer more rate choices to customers and innovative changes within the existing cost-of-service regulatory model that could include elements of competition. The ACC opened a new docket on November 4, 2013 to explore technological advances and innovative changes within the electric utility industry. Workshops in this docket are being held in 2014.

Net Metering

On July 12, 2013, APS filed an application with the ACC proposing a solution to fix the cost shift brought by the current net metering rules. On December 3, 2013, the ACC issued its order on APS's net metering proposal. The ACC instituted a charge on customers who install rooftop solar panels after December 31, 2013, and directed APS to provide quarterly reports on the pace of rooftop solar adoption to assist the ACC in considering further increases. The charge of \$0.70 per kilowatt became effective on January 1, 2014, and is estimated to collect \$4.90 per month from a typical future rooftop solar customer to help pay for their use of the electricity grid. The new policy will be in effect until the next APS rate case.

In making its decision, the ACC determined that the current net metering program creates a cost shift, causing non-solar utility customers to pay higher rates to cover the costs of maintaining the electrical grid. ACC staff and the state's Residential Utility Consumer Office, among other organizations, also agreed that a cost shift exists. The fixed charge does not increase APS's revenue because it is credited to the LFCR, but it will modestly reduce the impact of the cost shift on non-solar customers. The ACC acknowledged that the new charge addresses only a portion of the cost shift.

Beginning in May 2014, the ACC will conduct a series of workshops to, among other things, evaluate the role and value of the electric grid as it relates to rooftop solar and other issues regarding net metering.

Four Corners

On December 30, 2013, APS purchased SCE's 48% ownership interest in each of Units 4 and 5 of Four Corners. The 2012 Settlement Agreement includes a procedure to allow APS to request rate adjustments prior to its next general rate case related to APS's acquisition of the additional interests in Units 4 and 5 and the related closure of Units 1-3 of Four Corners. APS made its filing under this provision on December 30, 2013. If approved, these adjustments would result in an average bill impact to residential customers of approximately 2%. This includes the deferral for future recovery of all non-fuel operating cost for the acquired SCE interest in Four Corners, net of the non-fuel operating costs savings resulting from the closure of Units 1-3 from the date of closing of the purchase. The 2012 Settlement Agreement also provides for deferral for future recovery of all unrecovered costs incurred in connection with the closure of Units 1-3. The deferral balance related to the acquisition of SCE's interest in Units 4 and 5 and the closure of Units 1-3 was \$47 million as of March 31, 2014. A hearing on this matter is scheduled to begin August 4, 2014 and we anticipate a decision by the end of 2014. APS cannot predict the outcome of this matter.

As part of APS's acquisition of SCE's interest in Units 4 and 5, APS and SCE agreed, via a Transmission Termination Agreement, that upon closing of the acquisition, the companies would terminate an existing transmission agreement (Transmission Agreement) between the parties that provides transmission capacity on a system (the Arizona Transmission System) for SCE to transmit its

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portion of the output from Four Corners to California. APS previously submitted a request to FERC related to this termination, which resulted in a FERC order denying rate recovery of \$40 million that APS agreed to pay SCE associated with the termination. APS and SCE negotiated an alternate arrangement under which SCE would assign its 1,555 MW capacity rights over the Arizona Transmission System to third-parties, including 300 MW to APS's marketing and trading group. However, this alternative arrangement was not approved by FERC. In late March 2014, APS and SCE filed requests for rehearing with FERC. We are unable to predict the timing or outcome of these requests. Although APS and SCE continue to evaluate potential paths forward, it is possible that the terms of the Transmission Termination Agreement may again control. As we previously disclosed, APS believes that the original denial by FERC of rate recovery under the Transmission Termination Agreement constitutes the failure of a condition that relieves APS of its obligations under that agreement. If APS and SCE were unable to determine a resolution through negotiation, the Transmission Termination Agreement requires that disputes be resolved through arbitration. APS is unable to predict the outcome of this matter if it proceeds to arbitration.

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Regulatory Assets and Liabilities

The detail of regulatory assets is as follows (dollars in millions):

	Remaining Amortization Period	March 31, 2014		December 31, 2013					
		Current	Non-Current	Current	Non-Current				
Pension and other postretirement benefits	(a)	\$	\$	313	\$	314			
Income taxes allowance for funds used during construction (AFUDC) equity	2043	4	104	4	105				
Deferred fuel and purchased power mark-to-market (Note 7)	2016		26	5	29				
Transmission vegetation management	2016	9	12	9	14				
Coal reclamation	2038	8	16	8	18				
Palo Verde VIEs (Note 6)	2046		42		41				
Deferred compensation	2036		36		34				
Deferred fuel and purchased power (b) (c)	2015			21					
Tax expense of Medicare subsidy	2023	2	15	2	15				
Loss on reacquired debt	2034	1	18	1	17				
Income taxes investment tax credit basis adjustment	2043	1	39	1	39				
Pension and other postretirement benefits deferral	2015	8	2	8	4				
Four Corners cost deferral	2024		47		37				
Lost fixed cost recovery (b)	2015	32		25					
Transmission cost adjustor (b)	2016	6	2	8	2				
Retired power plant costs	2020	3	17	3	18				
Other	Various	2	31	2	25				
Total regulatory assets (d)		\$	76	\$	720	\$	97	\$	712

(a) This asset represents the future recovery of under-funded pension and other postretirement benefit obligations through retail rates. If these costs are disallowed by the ACC, this regulatory asset would be charged to Other Comprehensive Income (OCI) and result in lower future revenues. See Note 4 for further discussion.

(b) See Cost Recovery Mechanisms discussion above.

(c) Subject to a carrying charge.

(d) There are no regulatory assets for which the ACC has allowed recovery of costs, but not allowed a return by exclusion from rate base. FERC rates are set using a formula rate as described in Transmission Rates and Transmission Cost Adjustor.

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The detail of regulatory liabilities is as follows (dollars in millions):

	Remaining Amortization Period	March 31, 2014		December 31, 2013	
		Current	Non-Current	Current	Non-Current
Removal costs	(a)	\$ 28	\$ 298	\$ 28	\$ 303
Asset retirement obligations	(a)		253		266
Renewable energy standard (b)	2015	35	16	33	15
Income taxes change in rates	2043	1	73		74
Spent nuclear fuel	2047	5	37	6	36
Deferred gains on utility property	2019	2	9	2	10
Income taxes deferred investment tax credit	2043	3	79	3	79
Demand side management (b)	2015	34		27	
Deferred fuel and purchased power (b) (c)	2015	19			
Deferred fuel and purchased power mark to market	2015	9			
Other	Various		19		18
Total regulatory liabilities		\$ 136	\$ 784	\$ 99	\$ 801

(a) In accordance with regulatory accounting guidance, APS accrues for removal costs for its regulated assets, even if there is no legal obligation for removal.

(b) See Cost Recovery Mechanisms discussion above.

(c) Subject to carrying charge.

4. Retirement Plans and Other Benefits

Pinnacle West sponsors a qualified defined benefit and account balance pension plan, a non-qualified 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.

Certain pension and other postretirement benefit costs in excess of amounts recovered in electric retail rates were deferred in 2011 and 2012 as a regulatory asset for future recovery, pursuant to APS's 2009 retail rate case settlement. Pursuant to this order, we began amortizing the regulatory asset over three years beginning in July 2012. We amortized approximately \$2 million for the three months ended March 31, 2014 and 2013, respectively. The following table provides details of the plans' net periodic benefit costs and the portion of these costs charged to expense (including administrative costs and excluding amounts capitalized as overhead construction, billed to electric plant participants or

charged or amortized to the regulatory asset) (dollars in millions):

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	Pension Benefits Three Months Ended March 31,		Other Benefits Three Months Ended March 31,	
	2014	2013	2014	2013
Service cost – benefits earned during the period	\$ 15	\$ 17	\$ 5	\$ 6
Interest cost on benefit obligation	32	29	11	10
Expected return on plan assets	(40)	(37)	(12)	(11)
Amortization of net actuarial loss	2	9		3
Net periodic benefit cost	\$ 9	\$ 18	\$ 4	\$ 8
Portion of cost charged to expense	\$ 5	\$ 10	\$ 3	\$ 5

Contributions

The minimum contributions for the pension plan total \$141 million for the next three years under the recently enacted Moving Ahead for Progress in the 21st Century Act (zero in 2014, \$19 million in 2015, and \$122 million in 2016). Instead, we expect to make voluntary contributions totaling \$300 million for the next three years (\$175 million in 2014, of which \$105 million was already contributed in early 2014, up to \$100 million in 2015, and up to \$25 million in 2016). The contributions to our other postretirement benefit plans for 2014, 2015 and 2016 are expected to be approximately \$10 million each year.

5. Income Taxes

During the first quarter of 2014, a \$135 million cash refund was received from the IRS related to tax returns for the years ended December 31, 2008 and 2009. This refund was classified as a current income tax receivable at December 31, 2013.

Net Income associated with the Palo Verde sale leaseback variable interest entities is not subject to tax (see Note 6). As a result, there is no income tax expense associated with the VIEs recorded on the Condensed Consolidated Statements of Income.

In January 2014, we prospectively adopted guidance requiring unrecognized tax benefits to be presented as a reduction to any available deferred income tax asset for a net operating loss, a similar tax loss, or a tax credit carryforward. As a result of this guidance, \$29 million of unrecognized tax benefits were recorded as a reduction to net current deferred income tax assets on the Condensed Consolidated Balance Sheets and \$16 million were recorded as an increase to net current deferred income tax liabilities on the APS Condensed Consolidated Balance Sheets as of March 31, 2014.

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As of March 31, 2014, the tax year ended December 31, 2010 and all subsequent tax years remain subject to examination by the IRS. With few exceptions, we are no longer subject to state income tax examinations by tax authorities for years before 2010.

6. Palo Verde Sale Leaseback Variable Interest Entities

In 1986, APS entered into agreements with three separate VIE lessor trusts in order to sell and lease back interests in Palo Verde Unit 2 and related common facilities. APS will pay approximately \$49

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million per year during 2014 and 2015 related to these leases. The lease agreements include fixed rate renewal periods, which gives APS the ability to utilize the asset for a significant portion of the asset's economic life, and therefore provide APS with the power to direct activities of the VIEs that most significantly impact the VIEs' economic performance. Predominately due to the fixed rate renewal periods, APS has been deemed the primary beneficiary of these VIEs and therefore consolidates the VIEs.

On December 31, 2012, APS notified the lessor trust entities that APS would retain the assets beyond 2015 by either exercising the fixed rate lease renewals or by purchasing the assets. If APS elects to purchase the assets, the purchase price will be based on the fair market value of the assets at the end of 2015. If APS elects to extend the leases, we will be required to make payments beginning in 2016 of approximately \$23 million annually. The length of the lease extensions is determined through an appraisal process. During 2014, APS must notify the lessor trust which of these two options (lease renewal or purchasing the assets) it will exercise.

As a result of consolidation, we eliminate rent expense and recognize depreciation and interest expense, resulting in an increase in net income for the three months ended March 31, 2014 of \$9 million and for the three months ended March 31, 2013 of \$8 million, entirely attributable to the noncontrolling interests. Income attributable to Pinnacle West shareholders remains the same. Consolidation of these VIEs also results in changes to our Condensed Consolidated Statements of Cash Flows, but does not impact net cash flows.

Our Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013 include the following amounts relating to the VIEs (in millions):

	March 31, 2014	December 31, 2013
Palo Verde sale leaseback property plant and equipment, net of accumulated depreciation	\$ 124	\$ 125
Current maturities of long-term debt	26	26
Long-term debt excluding current maturities	13	13
Equity Noncontrolling interests	155	146

Assets of the VIEs are restricted and may only be used to settle the VIEs' debt obligations and for payment to the noncontrolling interest holders. Other than the VIEs' assets reported on our consolidated financial statements, the creditors of the VIEs have no other recourse to the assets of APS or Pinnacle West, except in certain circumstances such as a default by APS under the leases.

APS is exposed to losses relating to these VIEs upon the occurrence of certain events that APS does not consider to be reasonably likely to occur. Under certain circumstances (for example, the United States Nuclear Regulatory Commission (NRC) issuing specified violation orders with respect to Palo Verde or the occurrence of specified nuclear events), APS would be required to make specified payments to the VIEs noncontrolling equity participants, assume the VIEs' debt, 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 March 31, 2014, APS would have been required to pay the noncontrolling equity participants approximately \$133 million and assume \$39 million of debt. Since APS consolidates these VIEs, the debt APS would be required to

assume is already reflected in our Condensed Consolidated Balance Sheets.

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For regulatory ratemaking purposes, the leases continue to be treated as operating leases and, as a result, we have recorded a regulatory asset relating to the arrangements.

7. Derivative Accounting

We are exposed to the impact of market fluctuations in the commodity price and transportation costs of electricity, natural gas, coal, emissions allowances and in interest rates. We manage risks associated with market volatility by utilizing various physical and financial derivative instruments, including futures, forwards, options and swaps. As part of our overall risk management program, we may use derivative instruments to hedge purchases and sales of electricity and fuels. Derivative instruments that meet certain hedge accounting criteria may be designated as cash flow hedges and are used to limit our exposure to cash flow variability on forecasted transactions. The changes in market value of such instruments have a high correlation to price changes in the hedged transactions. We also enter into derivative instruments for economic hedging purposes. While we believe the economic hedges mitigate exposure to fluctuations in commodity prices, these instruments have not been designated as accounting hedges. Contracts that have the same terms (quantities, delivery points and delivery periods) and for which power does not flow are netted, which reduces both revenues and fuel and purchased power costs in our Condensed Consolidated Statements of Income, but does not impact our financial condition, net income or cash flows.

On June 1, 2012, we elected to discontinue cash flow hedge accounting treatment for the significant majority of our contracts that had previously been designated as cash flow hedges. This discontinuation is due to changes in PSA recovery (see Note 3), which now allows for 100% deferral of the unrealized gains and losses relating to these contracts. For those contracts that were de-designated, all changes in fair value after May 31, 2012 are no longer recorded through OCI, but are deferred through the PSA. The amounts previously recorded in accumulated OCI relating to these instruments will remain in accumulated OCI, and will transfer to earnings in the same period or periods during which the hedged transaction affects earnings or sooner if we determine it is probable that the forecasted transaction will not occur. When amounts have been reclassified from accumulated OCI to earnings, they will be subject to deferral in accordance with the PSA. Cash flow hedge accounting treatment will continue for a limited number of contracts that are not subject to PSA recovery.

Our derivative instruments, excluding those qualifying for a scope exception, are recorded on the balance sheet as an asset or liability and are measured at fair value. See Note 12 for a discussion of fair value measurements. Derivative instruments may qualify for the normal purchases and normal sales scope exception if they require physical delivery and the quantities represent those transacted in the normal course of business. Derivative instruments qualifying for the normal purchases and sales scope exception are accounted for under the accrual method of accounting and excluded from our derivative instrument discussion and disclosures below.

Hedge effectiveness is the degree to which the derivative instrument contract and the hedged item are correlated and is measured based on the relative changes in fair value of the derivative instrument contract and the hedged item over time. We assess hedge effectiveness both at inception and on a continuing basis. These assessments exclude the time value of certain options. For accounting hedges that are deemed an effective hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of OCI and reclassified into earnings in the same period during which the hedged transaction affects earnings. We recognize in current earnings, subject to the PSA, the gains and losses representing hedge ineffectiveness, and the gains and losses on any hedge components

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which are excluded from our effectiveness assessment. As cash flow hedge accounting has been discontinued for the significant majority of our contracts, after May 31, 2012, effectiveness testing is no longer being performed for these contracts.

For its regulated operations, APS defers for future rate treatment 100% of the unrealized gains and losses on derivatives pursuant to the PSA mechanism that would otherwise be recognized in income. Realized gains and losses on derivatives are deferred in accordance with the PSA to the extent the amounts are above or below the Base Fuel Rate (see Note 3). Gains and losses from derivatives in the following tables represent the amounts reflected in income before the effect of PSA deferrals.

As of March 31, 2014, we had the following outstanding gross notional volume of derivatives, which represent both purchases and sales (does not reflect net position):

Power	5,503	GWh
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Gains and Losses from Derivative Instruments

The following table provides information about gains and losses from derivative instruments in designated cash flow accounting hedging relationships during the three months ended March 31, 2014 and 2013 (dollars in thousands):

Commodity Contracts	Financial Statement Location	Three Months Ended	
		2014	March 31, 2013
Gain Recognized in OCI on Derivative Instruments (Effective Portion)	OCI derivative instruments	\$ 177	\$ 96
Loss Reclassified from Accumulated OCI into Income (Effective Portion Realized) (a)	Fuel and purchased power (b)	(4,439)	(8,353)

(a) During the three months ended March 31, 2014 and 2013, we had no amounts reclassified from accumulated OCI to earnings related to discontinued cash flow hedges.

(b) Amounts are before the effect of PSA deferrals.

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During the next twelve months, we estimate that a net loss of \$19 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. In accordance with the PSA, substantially all of these amounts will be recorded as either a regulatory asset or liability and have no immediate effect on earnings.

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The following table provides information about gains and losses from derivative instruments not designated as accounting hedging instruments during the three months ended March 31, 2014 and 2013 (dollars in thousands):

Commodity Contracts	Financial Statement Location	Three Months Ended	
		2014	March 31, 2013
Net Loss Recognized in Income	Operating revenues (a)	\$ (92)	\$ (117)
Net Gain Recognized in Income	Fuel and purchased power (a)	18,107	17,350
Total		\$ 18,015	\$ 17,233

(a) Amounts are before the effect of PSA deferrals.

Derivative Instruments in the Condensed Consolidated Balance Sheets

Our derivative transactions are typically executed under standardized or customized agreements, which include collateral requirements and, in the event of a default, would allow for the netting of positive and negative exposures associated with a single counterparty. Agreements that allow for the offsetting of positive and negative exposures associated with a single counterparty are considered master netting arrangements. Transactions with counterparties that have master netting arrangements are offset and reported net on the Condensed Consolidated Balance Sheets. Transactions that do not allow for offsetting of positive and negative positions are reported gross on the Condensed Consolidated Balance Sheets.

We do not offset a counterparty's current derivative contracts with the counterparty's non-current derivative contracts, although our master netting arrangements would allow current and non-current positions to be offset in the event of a default. Additionally, in the event of a default, our master netting arrangements would allow for the offsetting of all transactions executed under the master netting arrangement. These types of transactions may include non-derivative instruments, derivatives qualifying for scope exceptions, trade receivables and trade payables arising from settled positions, and other forms of non-cash collateral (such as letters of credit). These types of transactions are excluded from the offsetting tables presented below.

The significant majority of our derivative instruments are not currently designated as hedging instruments. The Condensed Consolidated Balance Sheets as of March 31, 2014 and December 31, 2013, include gross liabilities of \$4 million and \$5 million, respectively, of derivative instruments designated as hedging instruments.

The following tables provide information about the fair value of our risk management activities reported on a gross basis, and the impacts of offsetting as of March 31, 2014 and December 31, 2013. These amounts relate to commodity contracts and are located in the assets and liabilities from risk management activities lines of our Condensed Consolidated Balance Sheets.

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As of March 31, 2014: (dollars in thousands)	Gross Recognized Derivatives (a)	Amounts Offset (b)	Net Recognized Derivatives	Other (c)	Amount Reported on Balance Sheet
Current Assets	\$ 32,470	\$ (15,816)	\$ 16,654	\$ 297	\$ 16,951
Investments and Other Assets	23,913	(2,287)	21,626		21,626
Total Assets	56,383	(18,103)	38,280	297	38,577
Current Liabilities	(42,161)	30,897	(11,264)	(8,643)	(19,907)
Deferred Credits and Other	(65,511)	36,405	(29,106)		(29,106)
Total Liabilities	(107,672)	67,302	(40,370)	(8,643)	(49,013)
Total	\$ (51,289)	\$ 49,199	\$ (2,090)	\$ (8,346)	\$ (10,436)

(a) All of our gross recognized derivative instruments were subject to master netting arrangements.

(b) Includes cash collateral provided to counterparties of \$49,199.

(c) Represents cash collateral and margin that is not subject to offsetting. Amounts relate to non-derivative instruments, derivatives qualifying for scope exceptions, or collateral and margin posted in excess of the recognized derivative instrument. Includes cash collateral received from counterparties of \$8,643, and cash margin provided to counterparties of \$297.

As of December 31, 2013: (dollars in thousands)	Gross Recognized Derivatives (a)	Amounts Offset (b)	Net Recognized Derivatives	Other (c)	Amount Reported on Balance Sheet
Current Assets	\$ 24,587	\$ (7,425)	\$ 17,162	\$ 7	\$ 17,169
Investments and Other Assets	25,364	(1,549)	23,815		23,815
Total Assets	49,951	(8,974)	40,977	7	40,984
Current Liabilities	(50,540)	26,166	(24,374)	(7,518)	(31,892)
Deferred Credits and Other	(72,123)	1,808	(70,315)		(70,315)
Total Liabilities	(122,663)	27,974	(94,689)	(7,518)	(102,207)
Total	\$ (72,712)	\$ 19,000	\$ (53,712)	\$ (7,511)	\$ (61,223)

(a) All of our gross recognized derivative instruments were subject to master netting arrangements.

(b) Includes cash collateral provided to counterparties of \$19,000.

(c) Represents cash collateral and margin that is not subject to offsetting. Amounts relate to non-derivative instruments, derivatives qualifying for scope exceptions, or collateral and margin posted in excess of the recognized derivative instrument. Includes cash collateral received from counterparties of \$7,518, and cash margin provided to counterparties of \$7.

Table of Contents**PINNACLE WEST CAPITAL CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****Credit Risk and Credit Related Contingent Features**

We are exposed to losses in the event of nonperformance or nonpayment by counterparties. We have risk management contracts with many counterparties, including two counterparties for which our exposure represents approximately 84% of Pinnacle West's \$39 million of risk management assets as of March 31, 2014. This exposure relates to long-term traditional wholesale contracts with counterparties that have high credit quality. Our risk management process assesses and monitors the financial exposure of all counterparties. Despite the fact that the great majority of trading counterparties' debt is 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 and standardized agreements that allow for the netting of positive and negative exposures associated with a single counterparty. Valuation adjustments are established representing our estimated credit losses on our overall exposure to counterparties.

Certain of our derivative instrument contracts contain credit-risk-related contingent features including, among other things, investment grade credit rating provisions, credit-related cross-default provisions, and adequate assurance provisions. Adequate assurance provisions allow a counterparty with reasonable grounds for uncertainty to demand additional collateral based on subjective events and/or conditions. For those derivative instruments in a net liability position, with investment grade credit contingencies, the counterparties could demand additional collateral if our debt credit rating were to fall below investment grade (below BBB- for Standard & Poor's or Fitch or Baa3 for Moody's).

The following table provides information about our derivative instruments that have credit-risk-related contingent features at March 31, 2014 (dollars in millions):

	March 31, 2014
Aggregate Fair Value of Derivative Instruments in a Net Liability Position	\$ 108
Cash Collateral Posted	49
Additional Cash Collateral in the Event Credit-Risk-Related Contingent Features were Fully Triggered (a)	50

(a) This amount is after counterparty netting and includes those contracts which qualify for scope exceptions, which are excluded from the derivative details above.

We also have energy-related non-derivative instrument contracts with investment grade credit-related contingent features, which could also require us to post additional collateral of approximately \$180 million if our debt credit ratings were to fall below investment grade.

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The following tables show Pinnacle West's changes in shareholders' equity and changes in equity of noncontrolling interests for the three months ended March 31, 2014 and 2013 (dollars in thousands):

	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
	Common Shareholders	Noncontrolling Interests	Total	Common Shareholders	Noncontrolling Interests	Total
Beginning balance, January 1	\$ 4,194,470	\$ 145,990	\$ 4,340,460	\$ 3,972,806	\$ 129,483	\$ 4,102,289
Net income	15,766	8,925	24,691	24,444	8,392	32,836
Other comprehensive income	3,151		3,151	6,077		6,077
Total comprehensive income	18,917	8,925	27,842	30,521	8,392	38,913
Issuance of capital stock	2,592		2,592	2,574		2,574
Reissuance (purchase) of treasury stock - net	3,465		3,465	(6,271)		(6,271)
Other (primarily stock compensation)	3,342		3,342	14,825		14,825
Ending balance, March 31	\$ 4,222,786	\$ 154,915	\$ 4,377,701	\$ 4,014,455	\$ 137,875	\$ 4,152,330

9. Commitments and Contingencies**Palo Verde Nuclear Generating Station****Spent Nuclear Fuel and Waste Disposal**

On December 19, 2012, APS, acting on behalf of itself and the participant owners of Palo Verde, filed a breach of contract lawsuit against the United States Department of Energy (DOE) in the United States Court of Federal Claims (Court of Federal Claims). The lawsuit seeks to recover damages incurred due to DOE's breach of the Contract for Disposal of Spent Nuclear Fuel and/or High Level Radioactive Waste (Standard Contract) for failing to accept Palo Verde spent nuclear fuel and high level waste from January 1, 2007 through June 30, 2011, as it was required to do pursuant to the terms of the Standard Contract and the Nuclear Waste Protection Act. This lawsuit is currently pending in the Court of Federal Claims.

Nuclear Insurance

Public liability for incidents at nuclear power plants is governed by the Price-Anderson Nuclear Industries Indemnity Act (Price-Anderson Act), which limits the liability of nuclear reactor owners to the amount of insurance available from both commercial sources and an industry retrospective payment plan. In accordance with the Price-Anderson Act, the Palo Verde participants are insured against public liability for a nuclear incident up to \$13.6 billion per occurrence. Palo Verde maintains the maximum available nuclear liability insurance in the amount of \$375 million, which is provided by commercial insurance carriers. The remaining balance of \$13.2 billion of liability coverage is provided through a mandatory industry-wide retrospective assessment program. If losses at any nuclear power plant covered by the program exceed the accumulated funds, APS could be assessed retrospective premium

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adjustments. The maximum retrospective premium assessment per reactor under the program for each nuclear incident is approximately \$127.3 million, subject to an annual limit of \$19 million per incident, to be periodically adjusted for inflation. Based on APS's interest in the three Palo Verde units, APS's maximum potential retrospective assessment per incident for all three units is approximately \$111 million, with an annual payment limitation of approximately \$16.5 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 replacement 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). Effective April 1, 2014, a sublimit of \$2.25 billion for non-nuclear property damage losses site-wide has been imposed on the NEIL property policies. Effective April 1, 2013, a sublimit of \$327.6 million per unit has been imposed on the non-nuclear losses covered by the NEIL accidental outage policy, potentially subject to further limitations. APS is subject to retrospective assessments under all NEIL policies if NEIL's losses in any policy year exceed accumulated funds. The maximum amount APS could incur under the current NEIL policies totals approximately \$20 million for each retrospective assessment declared by NEIL's Board of Directors due to losses. In addition, NEIL policies contain rating triggers that would result in APS providing approximately \$54 million of collateral assurance within 20 business days of a rating downgrade to non-investment grade. The insurance coverage discussed in this and the previous paragraph is subject to certain policy conditions, sublimits and exclusions.

Contractual Obligations

There have been no material changes outside the normal course of business in contractual obligations from the information provided in our 2013 Form 10-K.

Superfund-Related Matters

The Comprehensive Environmental Response Compensation and Liability Act (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 potentially responsible parties (PRPs). PRPs may be strictly, and often are jointly and severally, liable for clean-up. On September 3, 2003, the United States Environmental Protection Agency (EPA) advised APS that 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 EPA to perform certain investigative activities of the APS facilities within OU3. In addition, on September 23, 2009, APS agreed with EPA and one other PRP to voluntarily assist with the funding and management of the site-wide groundwater remedial investigation and feasibility study work plan. We estimate that our costs related to this investigation and study will be approximately \$2 million. We anticipate incurring additional expenditures in the future, but because the overall investigation is not complete and ultimate remediation requirements are not yet finalized, at the present time expenditures related to this matter cannot be reasonably estimated.

On August 6, 2013, the Roosevelt Irrigation District (RID) filed a lawsuit in Arizona District Court against APS and 24 other defendants, alleging that RID 's groundwater wells were contaminated by

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the release of hazardous substances from facilities owned or operated by the defendants. The lawsuit also alleges that, under Superfund laws, the defendants are jointly and severally liable to RID. The allegations against APS arise out of APS's current and former ownership of facilities in and around OU3. We are unable to determine a range of potential losses that are reasonably possible of occurring.

Southwest Power Outage

Regulatory. On September 8, 2011 at approximately 3:30 PM, a 500 kilovolt (kV) transmission line running between the Hassayampa and North Gila substations in southwestern Arizona tripped out of service due to a fault that occurred at a switchyard operated by APS. Approximately ten minutes after the transmission line went off-line, generation and transmission resources for the Yuma area were lost, resulting in approximately 69,700 APS customers losing service.

Within the same time period that APS's Yuma customers lost service, a series of transmission and generation disruptions occurred across the systems of several utilities that resulted in outages affecting portions of southern Arizona, southern California and northern Mexico. A total of approximately 7,900 MW of firm load and 2.7 million customers were reported to have been affected. Service to all affected APS customers was restored by 9:15 PM on September 8. Service to customers affected by the wider regional outages was restored by approximately 3:25 AM on September 9.

FERC and the North American Electric Reliability Corporation (NERC) conducted a joint inquiry into the outages and, on May 1, 2012, they issued a report (the Joint Report) with their analysis and conclusions as to the causes of the events. The report includes recommendations to help industry operators prevent similar outages in the future, including increased data sharing and coordination among the western utilities and entities responsible for bulk electric system reliability coordination. The Joint Report does not address potential reliability violations or an assessment of responsibility of the parties involved. APS continues to analyze business practices and procedures related to the September 8 events.

On January 22, 2014, following non-public preliminary investigations, FERC Staff issued a Notice of Alleged Violations naming six entities involved in the event, including APS. FERC Staff alleges that each of the named entities violated varying numbers of NERC Reliability Standards. APS is alleged to have violated seven Reliability Standard Requirements. The allegations of violations are preliminary determinations by FERC Staff and do not constitute findings by FERC itself that any violations have occurred.

APS intends to work with FERC Staff to resolve the matter. If violations of the Reliability Standards are ultimately determined to have occurred, FERC has the legal authority to assert a possible fine of up to \$1 million per violation per day that a violation is found to have been in existence. APS cannot predict the timing or financial or operational impacts that may result from the Staff's Notice of Alleged Violations, including any payments that may result from a settlement if one is reached, or any claims that may be made as a result of the outages.

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Litigation. On September 6, 2013, a purported consumer class action complaint was filed in Federal District Court in San Diego, California, naming APS and Pinnacle West as defendants and seeking damages for loss of perishable inventory and sales as a result of interruption of electrical service. APS and Pinnacle West filed a motion to dismiss, which the court granted on December 9, 2013. On January 13, 2014, the plaintiffs appealed the lower court's decision. The appeal is now pending before the Ninth Circuit Court of Appeals. We are unable to determine a range of potential losses that are reasonably possible of occurring.

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Clean Air Act Citizen Lawsuit

On October 4, 2011, Earthjustice, on behalf of several environmental organizations, filed a lawsuit in the United States District Court for the District of New Mexico against APS and the other Four Corners participants alleging violations of the New Source Review (NSR) provisions of the Clean Air Act. Subsequent to filing its original Complaint, on January 6, 2012, Earthjustice filed a First Amended Complaint adding claims for violations of the Clean Air Act s New Source Performance Standards (NSPS) program. Among other things, the environmental plaintiffs seek to have the court enjoin operations at Four Corners until APS applies for and obtains any required NSR permits and complies with the NSPS. The plaintiffs further request the court to order the payment of civil penalties, including a beneficial mitigation project. On April 2, 2012, APS and the other Four Corners participants filed motions to dismiss. The case is being held in abeyance while the parties seek to negotiate a settlement. On March 30, 2013, upon joint motion of the parties, the court issued an order deeming the motions to dismiss withdrawn without prejudice during pendency of the stay. At such time as the stay is lifted, APS and the other Four Corners participants may reinstate their motions to dismiss without risk of default. We are unable to determine a range of potential losses that are reasonably possible of occurring.

Environmental Matters

APS is subject to numerous environmental laws and regulations affecting many aspects of its present and future operations, including air emissions, water quality, wastewater discharges, solid waste, hazardous waste, and coal combustion residuals (CCRs). These laws and regulations can change from time to time, imposing new obligations on APS resulting in increased capital, operating, and other costs. Associated capital expenditures or operating costs could be material. APS intends to seek recovery of any such environmental compliance costs through our rates, but cannot predict whether it will obtain such recovery. The following proposed and final rules involve material compliance costs to APS.

Regional Haze Rules. APS has received the final rulemaking imposing new requirements on Four Corners and the Cholla Power Plant (Cholla) and is currently awaiting a final rulemaking from EPA that could impose new requirements on the Navajo Generating Station (Navajo Plant.) EPA and Arizona Department of Environmental Quality (ADEQ) will require these plants to install pollution control equipment that constitutes the best available retrofit technology (BART) to lessen the impacts of emissions on visibility surrounding the plants. Based on EPA s final standards, APS s 63% share of the cost of these controls for Four Corners Units 4 and 5 would be approximately \$350 million. APS s share of costs for upgrades at Navajo, based on EPA s Federal Implementation Plan (FIP) proposal, could be up to approximately \$200 million. APS has filed a Petition for Review of EPA s rule as it applies to Cholla, which, if not successful, will require installation of controls with a cost to APS of approximately \$200 million.

Mercury and Other Hazardous Air Pollutants. In 2011, EPA issued rules establishing maximum achievable control technology standards to regulate emissions of mercury and other hazardous air pollutants from fossil-fired plants. APS estimates that the cost for the remaining equipment necessary to meet these standards is approximately \$130 million for Cholla Units 2 and 3. No additional equipment is needed for Four Corners Units 4 and 5 to comply with these rules. Salt River Project Agricultural Improvement and Power District (SRP), the operating agent for the Navajo Plant, is still evaluating compliance options under the rules.

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Other future environmental rules that could involve material compliance costs include those related to cooling water intake structures, coal combustion waste, effluent limitations, ozone national ambient air quality, greenhouse gas emissions, and other rules or matters involving the Clean Air Act, Clean Water Act, Endangered Species Act, the Navajo Nation, and water supplies for our power plants. The financial impact of complying with these and other future environmental rules could jeopardize the economic viability of our coal plants or the willingness or ability of power plant participants to fund any required equipment upgrades or continue their participation in these plants. The economics of continuing to own certain resources, particularly our coal plants, may deteriorate, warranting early retirement of those plants, which may result in asset impairments. APS would seek recovery in rates for the book value of any remaining investments in the plants as well as other costs related to early retirement, but cannot predict whether it would obtain such recovery.

Regional Haze Rules – Cholla

APS believes that EPA's final rule as it applies to Cholla is unsupported and that EPA had no basis for disapproving Arizona's State Implementation Plan (SIP) and promulgating a FIP that is inconsistent with the state's considered BART determinations under the regional haze program. Accordingly, on February 1, 2013, APS filed a Petition for Review of the final BART rule in the United States Court of Appeals for the Ninth Circuit. Briefing in the case was completed in February 2014, and the parties are waiting for the court to schedule oral argument.

New Mexico Tax Matter

On May 23, 2013, the New Mexico Taxation and Revenue Department issued a notice of assessment for coal severance surtax, penalty, and interest totaling approximately \$30 million related to coal supplied under the coal supply agreement for Four Corners (the Assessment). APS's share of the Assessment is approximately \$12 million. For procedural reasons, on behalf of the Four Corners co-owners, including APS, the coal supplier made a partial payment of the Assessment and immediately filed a refund claim with respect to that partial payment in August 2013. The New Mexico Taxation and Revenue Department denied the refund claim. On December 19, 2013, the coal supplier and APS, on its own behalf and as operating agent for Four Corners, filed a complaint with the New Mexico District Court contesting both the validity of the Assessment and the refund claim denial. APS believes the Assessment and the refund claim denial are without merit, but cannot predict the timing or outcome of this litigation.

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APS has entered into various agreements that require letters of credit for financial assurance purposes. At March 31, 2014, approximately \$76 million of letters of credit were outstanding to support existing pollution control bonds of a similar amount. The letters of credit are available to fund the payment of principal and interest of such debt obligations. One of these letters of credit expires in 2015 and two expire in 2016. APS has also entered into letters of credit to support certain equity participants in the Palo Verde sale leaseback transactions (see Note 6 for further details on the Palo Verde sale leaseback transactions). These letters of credit will expire on December 31, 2015, and totaled approximately \$24 million at March 31, 2014. Additionally, APS has issued a letter of credit to support collateral obligations under a natural gas tolling contract entered into with third parties. At March 31, 2014, that letter of credit totaled \$5 million and will expire in 2014.

We enter into agreements that include indemnification provisions relating to liabilities arising from or related to certain of our agreements. Most significantly, 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.

Pinnacle West has issued parental guarantees and surety bonds for APS which were not material at March 31, 2014.

10. Other Income and Other Expense

The following table provides detail of other income and other expense for the three months ended March 31, 2014 and 2013 (dollars in thousands):

	Three Months Ended	
	March 31,	
	2014	2013
Other income:		
Interest income	\$ 251	\$ 76
Miscellaneous	2,116	682
Total other income	\$ 2,367	\$ 758
Other expense:		
Non-operating costs	\$ (2,372)	\$ (1,932)
Investment losses net	(140)	(112)
Miscellaneous	(2,172)	(1,708)

Total other expense	\$	(4,684)	\$	(3,752)
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11. Earnings Per Share

The following table presents the calculation of Pinnacle West's basic and diluted earnings per share (in thousands, except per share amounts):

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	Three Months Ended March 31,	
	2014	2013
Net income attributable to common shareholders	\$ 15,766	\$ 24,444
Average common shares outstanding basic	110,257	109,832
Net effect of dilutive securities:		
Contingently issuable performance shares and restricted stock units	631	1,003
Average common shares outstanding diluted	110,888	110,835
Earnings per average common share attributable to common shareholders basic	\$ 0.14	\$ 0.22
Earnings per average common share attributable to common shareholders diluted	\$ 0.14	\$ 0.22

12. Fair Value Measurements

We classify our assets and liabilities that are carried at fair value within the fair value hierarchy. This hierarchy ranks the quality and reliability of the inputs used to determine fair values, which are then classified and disclosed in one of three categories. The three levels of the fair value hierarchy are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access at the measurement date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide information on an ongoing basis. This category includes exchange traded equities, exchange traded derivative instruments, cash equivalents, and investments in U.S. Treasury securities.

Level 2 Utilizes quoted prices in active markets for similar assets or liabilities; quoted prices in markets that are not active; and model-derived valuations whose inputs are observable (such as yield curves). This category includes non-exchange traded contracts such as forwards, options, swaps and certain investments in fixed income securities. This category also includes investments in common and collective trusts and commingled funds that are redeemable and valued based on net asset value (NAV).

Level 3 Valuation models with significant unobservable inputs that are supported by little or no market activity. Instruments in this category include long-dated derivative transactions where valuations are unobservable due to the length of the transaction, options, and transactions in locations where observable market data does not exist. The valuation models we employ utilize spot prices, forward prices, historical market data and other factors to forecast future prices.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Thus, a valuation may be classified in Level 3 even though the valuation may include significant inputs that are readily observable. We maximize the

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use of observable inputs and minimize the use of unobservable inputs. We rely primarily on the market approach of using prices and other market information for identical and/or comparable assets and liabilities. If market data is not readily available, inputs may reflect our own assumptions about the inputs market participants would use. Our assessment of the inputs and the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities as well as

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their placement within the fair value hierarchy levels. We assess whether a market is active by obtaining observable broker quotes, reviewing actual market activity, and assessing the volume of transactions. We consider broker quotes observable inputs when the quote is binding on the broker, we can validate the quote with market activity, or we can determine that the inputs the broker used to arrive at the quoted price are observable.

Recurring Fair Value Measurements

We apply recurring fair value measurements to certain cash equivalents, derivative instruments, investments held in our nuclear decommissioning trust and plan assets held in our retirement and other benefit plans. See Note 8 in the 2013 Form 10-K for the fair value discussion of plan assets held in our retirement and other benefit plans.

Cash Equivalents

Cash equivalents represent short-term investments with original maturities of three months or less in exchange traded money market funds that are valued using quoted prices in active markets.

Risk Management Activities Derivative Instruments

Exchange traded commodity contracts are valued using unadjusted quoted prices. For non-exchange traded commodity contracts, we calculate fair value based on the average of the bid and offer price, discounted to reflect net present value. We maintain certain valuation adjustments for a number of risks associated with the valuation of future commitments. These include valuation adjustments for liquidity and credit risks. The liquidity valuation adjustment represents the cost that would be incurred if all unmatched positions were closed out or hedged. The credit valuation adjustment represents estimated credit losses on our net exposure to counterparties, taking into account netting agreements, expected default experience for the credit rating of the counterparties and the overall diversification of the portfolio. We maintain credit policies that management believes minimize overall credit risk.

Certain non-exchange traded commodity contracts are valued based on unobservable inputs due to the long-term nature of contracts or the unique location of the transactions. Our long-dated energy transactions consist of observable valuations for the near-term portion and unobservable valuations for the long-term portions of the transaction. We rely primarily on broker quotes to value these instruments. When our valuations utilize broker quotes, we perform various control procedures to ensure the quote has been developed consistent with fair value accounting guidance. These controls include assessing the quote for reasonableness by comparison against other broker quotes, reviewing historical price relationships, and assessing market activity. When broker quotes are not available, the primary valuation technique used to calculate the fair value is the extrapolation of forward pricing curves using observable market data for more liquid delivery points in the same

region and actual transactions at more illiquid delivery points.

Option contracts are primarily valued using a Black-Scholes option valuation model, which utilizes both observable and unobservable inputs such as broker quotes, interest rates and price volatilities.

When the unobservable portion is significant to the overall valuation of the transaction, the entire transaction is classified as Level 3. Our classification of instruments as Level 3 is primarily reflective of

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

the long-term nature of our energy transactions and the use of option valuation models with significant unobservable inputs.

Our energy risk management committee, consisting of officers and key management personnel, oversees our energy risk management activities to ensure compliance with our stated energy risk management policies. We have a risk control function that is responsible for valuing our derivative commodity instruments in accordance with established policies and procedures. The risk control function reports to the chief financial officer's organization.

Investments Held in our Nuclear Decommissioning Trusts

The nuclear decommissioning trust invests in fixed income securities and equity securities. Equity securities are held indirectly through commingled funds. The commingled funds are valued based on the concept of NAV, which is a value primarily derived from the quoted active market prices of the underlying equity securities. We may transact in these commingled funds on a semi-monthly basis at the NAV, and accordingly classify these investments as Level 2. The commingled funds, which are similar to mutual funds, are maintained by a bank and hold investments in accordance with the stated objective of tracking the performance of the S&P 500 Index. Because the commingled fund shares are offered to a limited group of investors, they are not considered to be traded in an active market.

Cash equivalents reported within Level 2 represent investments held in a short-term investment commingled fund, valued using NAV, which invests in U.S. government fixed income securities. We may transact in this commingled fund on a daily basis at the NAV.

Fixed income securities issued by the U.S. Treasury held directly by the nuclear decommissioning trust are valued using quoted active market prices and are classified as Level 1. Fixed income securities issued by corporations, municipalities, and other agencies, including mortgage-backed instruments, are valued using quoted inactive market prices, quoted active market prices for similar securities, or by utilizing calculations which incorporate observable inputs such as yield curves and spreads relative to such yield curves. These instruments are classified as Level 2. Whenever possible, multiple market quotes are obtained which enables a cross-check validation. A primary price source is identified based on asset type, class, or issue of securities.

We price securities using information provided by our trustee for our nuclear decommissioning trust assets. Our trustee uses pricing services that utilize the valuation methodologies described to determine fair market value. We have internal control procedures designed to ensure this information is consistent with fair value accounting guidance. These procedures include assessing valuations using an independent pricing source, verifying that pricing can be supported by actual recent market transactions, assessing hierarchy classifications, comparing investment returns with benchmarks, and obtaining and reviewing independent audit reports on the trustee's internal operating controls and valuation processes. See Note 13 for additional discussion about our nuclear decommissioning trust.

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Fair Value Tables

The following table presents the fair value at March 31, 2014 of our assets and liabilities that are measured at fair value on a recurring basis (dollars in millions):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (a) (Level 3)	Other	Balance at March 31, 2014
Assets					
Risk management activities derivative instruments:					
Commodity contracts	\$	\$ 21	\$ 36	\$ (18)(b)	\$ 39
Nuclear decommissioning trust:					
U.S. commingled equity funds		277			277
Fixed income securities:					
U.S. Treasury	120				120
Cash and cash equivalent funds		14		(5)(c)	9
Corporate debt		96			96
Mortgage-backed securities		79			79
Municipality bonds		64			64
Other		13			13
Subtotal nuclear decommissioning trust	120	543		(5)	658
Total	\$ 120	\$ 564	\$ 36	\$ (23)	\$ 697
Liabilities					
Risk management activities derivative instruments:					
Commodity contracts	\$	\$ (23)	\$ (85)	\$ 59(b)	\$ (49)

- (a) Primarily consists of heat rate options and long-dated electricity contracts.
- (b) Primarily represents counterparty netting, margin and collateral (see Note 7).
- (c) Represents nuclear decommissioning trust net pending securities sales and purchases.

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The following table presents the fair value at December 31, 2013 of our assets and liabilities that are measured at fair value on a recurring basis (dollars in millions):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (a) (Level 3)	Other	Balance at December 31, 2013
Assets					
Risk management activities derivative instruments:					
Commodity Contracts	\$	\$ 9	\$ 41	\$ (9) (b)	\$ 41
Nuclear decommissioning trust:					
U.S. commingled equity funds		272			272
Fixed income securities:					
U.S. Treasury	107				107
Cash and cash equivalent funds		11		(3) (c)	8
Corporate debt		88			88
Mortgage-backed securities		85			85
Municipality bonds		71			71
Other		11			11
Subtotal nuclear decommissioning trust	107	538		(3)	642
Total	\$ 107	\$ 547	\$ 41	\$ (12)	\$ 683
Liabilities					
Risk management activities derivative instruments:					
Commodity contracts	\$	\$ (33)	\$ (90)	\$ 21 (b)	\$ (102)

- (a) Primarily consists of heat rate options and long-dated electricity contracts.
- (b) Represents counterparty netting, margin and collateral (see Note 7).
- (c) Represents nuclear decommissioning trust net pending securities sales and purchases.

Fair Value Measurements Classified as Level 3

The significant unobservable inputs used in the fair value measurement of our energy derivative contracts include broker quotes that cannot be validated as an observable input primarily due to the long-term nature of the quote and option model inputs. Significant changes in these inputs in isolation would result in significantly higher or lower fair value measurements. Changes in our derivative contract fair values, including

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changes relating to unobservable inputs, typically will not impact net income due to regulatory accounting treatment (see Note 3).

Because our forward commodity contracts classified as Level 3 are currently in a net purchase position, we would expect price increases of the underlying commodity to result in increases in the net fair value of the related contracts. Conversely, if the price of the underlying commodity decreases, the net fair value of the related contracts would likely decrease.

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PINNACLE WEST CAPITAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Our option contracts classified as Level 3 primarily relate to purchase heat rate options. The significant unobservable inputs for these instruments include electricity prices, gas prices and volatilities. If electricity prices and electricity price volatilities increase, we would expect the fair value of these options to increase, and if these valuation inputs decrease, we would expect the fair value of these options to decrease. If natural gas prices and natural gas price volatilities increase, we would expect the fair value of these options to decrease, and if these inputs decrease, we would expect the fair value of the options to increase. The commodity prices and volatilities do not always move in corresponding directions. The options fair values are impacted by the net changes of these various inputs.

Other unobservable valuation inputs include credit and liquidity reserves which do not have a material impact on our valuations; however, significant changes in these inputs could also result in higher or lower fair value measurements.

The following tables provide information regarding our significant unobservable inputs used to value our risk management derivative Level 3 instruments at March 31, 2014 and December 31, 2013:

Commodity Contracts	March 31, 2014 Fair Value (millions)		Valuation Technique	Significant Unobservable Input	Range		Weighted- Average
	Assets	Liabilities					
Electricity:							
Forward Contracts (a)	\$ 34	\$ 60	Discounted cash flows	Electricity forward price (per MWh)	\$23.13	\$67.47	\$ 42.28
Option Contracts (b)		22	Option model	Electricity forward price (per MWh)	\$40.32	\$93.94	\$ 60.49
				Natural gas forward price (per MMBtu)	\$3.64	\$3.84	\$ 3.76
				Electricity price volatilities	24%	100%	52%
				Natural gas price volatilities	23%	44%	30%
Natural Gas:							
Forward Contracts (a)	2	3	Discounted cash flows	Natural gas forward price (per MMBtu)	\$3.60	\$4.40	\$ 3.91
Total	\$ 36	\$ 85					

(a) Includes swaps and physical and financial contracts.

(b) Electricity and natural gas price volatilities are estimated based on historical forward price movements due to lack of market quotes for implied volatilities.

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PINNACLE WEST CAPITAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Commodity Contracts	December 31, 2013 Fair Value (millions)		Valuation Technique	Significant Unobservable Input	Range	Weighted- Average
	Assets	Liabilities				
Electricity:						
Forward Contracts (a)	\$ 40	\$ 66	Discounted cash flows	Electricity forward price (per MWh)	\$24.89 - \$65.04	\$ 41.09
Option Contracts (b)		19	Option model	Electricity forward price (per MWh)	\$39.91 - \$85.41	\$ 58.70
				Natural gas forward price (per MMBtu)	\$3.57 - \$3.80	\$ 3.71
				Electricity price volatilities	35% - 94%	59%
				Natural gas price volatilities	22% - 36%	27%
Natural Gas:						
Forward Contracts (a)	1	5	Discounted cash flows	Natural gas forward price (per MMBtu)	\$3.47 - \$4.31	\$ 3.87
Total	\$ 41	\$ 90				

(a) Includes swaps and physical and financial contracts.

(b) Electricity and gas price volatilities are based on historical forward price movements due to lack of market quotes for implied volatilities.

The following table shows the changes in fair value for our risk management activities assets and liabilities that are measured at fair value on a recurring basis using Level 3 inputs for the three months ended March 31, 2014 and 2013 (dollars in millions):

Commodity Contracts	Three Months Ended March 31,	
	2014	2013
Net derivative balance at beginning of period	\$ (49)	\$ (48)
Total net gains (losses) realized/unrealized:		
Deferred as a regulatory asset or liability	4	(1)
Settlements		(2)
Transfers into Level 3 from Level 2	(3)	(1)
Transfers from Level 3 into Level 2	(1)	(1)
Net derivative balance at end of period	\$ (49)	\$ (53)
Net unrealized gains included in earnings related to instruments still held at end of period	\$	\$

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Amounts included in earnings are either recorded in operating revenues or purchased power depending on the nature of the underlying contract.

Transfers reflect the fair market value at the beginning of the period and are triggered by a change in the lowest significant input as of the end of the period. We had no significant Level 1 transfers

Table of Contents**PINNACLE WEST CAPITAL CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

to or from any other hierarchy level. Transfers in or out of Level 3 are typically related to our heat rate options and long-dated energy transactions that extend beyond available quoted periods.

Financial Instruments Not Carried at Fair Value

The carrying value of our net accounts receivable, accounts payable and any short-term borrowings approximate fair value. Our short-term borrowings are classified within Level 2 of the fair value hierarchy. For our long-term debt fair values, see Note 2.

13. Nuclear Decommissioning Trusts

To fund the costs APS expects to incur to decommission Palo Verde, APS established external decommissioning trusts in accordance with NRC regulations. Third-party investment managers are authorized to buy and sell securities per their stated investment guidelines. The trust funds are invested in fixed income securities and equity securities. APS classifies investments in decommissioning trust funds as available for sale. As a result, we record the decommissioning trust funds at their fair value on our Condensed Consolidated Balance Sheets. See Note 12 for a discussion of how fair value is determined and the classification of the nuclear decommissioning trust investments within the fair value hierarchy. Because of the ability of APS to recover decommissioning costs in rates and in accordance with the regulatory treatment for decommissioning trust funds, we have deferred realized and unrealized gains and losses (including other-than-temporary impairments on investment securities) in other regulatory liabilities. The following table includes the unrealized gains and losses based on the original cost of the investment and summarizes the fair value of APS's nuclear decommissioning trust fund assets at March 31, 2014 and December 31, 2013 (dollars in millions):

	Fair Value		Total Unrealized Gains		Total Unrealized Losses
March 31, 2014					
Equity securities	\$ 277	\$	132	\$	
Fixed income securities	386		13		(3)
Net payables (a)	(5)				
Total	\$ 658	\$	145	\$	(3)

(a) Net payables relate to pending securities sales and purchases.

Fair Value		Total Unrealized		Total Unrealized
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December 31, 2013		Gains		Losses	
Equity securities	\$	272	\$	129	\$
Fixed income securities		373		11	(6)
Net payables (a)		(3)			
Total	\$	642	\$	140	\$ (6)

(a) Net payables relate to pending securities sales and purchases.

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

	Three Months Ended				
	2014		March 31,		2013
Realized gains	\$	1	\$	2	
Realized losses		(2)		(1)	
Proceeds from the sale of securities (a)		103		135	

(a) Proceeds are reinvested in the trust.

The fair value of fixed income securities, summarized by contractual maturities, at March 31, 2014 is as follows (dollars in millions):

	Fair Value	
Less than one year	\$	17
1 year 5 years		109
5 years 10 years		111
Greater than 10 years		149
Total	\$	386

14. New Accounting Standards

During 2014, we adopted, on a prospective basis, new guidance relating to the presentation of unrecognized tax benefits. This guidance generally requires entities to present unrecognized tax benefits as a reduction to any available deferred tax asset for a net operating loss, a similar tax loss, or a tax credit carryforward. Prior to adopting this guidance, we presented unrecognized tax benefits on a gross basis. The adoption of this new guidance changed our balance sheet presentation of unrecognized tax benefits, but did not impact our operating results or cash flows. See Note 5 for details regarding the impacts of adopting this guidance.

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PINNACLE WEST CAPITAL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

15. Changes in Accumulated Other Comprehensive Loss

The following table shows the changes in accumulated other comprehensive loss, including reclassification adjustments, net of tax, by component for the three-months ended March 31, 2014 and 2013 (dollars in thousands):

	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
	Derivative Instruments	Pension and Other Postretirement Benefits	Total	Derivative Instruments	Pension and Other Postretirement Benefits	Total
Beginning balance, January 1	\$ (23,058)	\$ (54,995)	\$ (78,053)	\$ (49,592)	\$ (64,416)	\$ (114,008)
OCI (loss) before reclassifications	(422)		(422)	58		58
Amounts reclassified from accumulated other comprehensive loss	3,116(a)	457(b)	3,573	5,053(a)	966(b)	6,019
Net current period OCI	2,694	457	3,151	5,111	966	6,077
Ending balance, March 31	\$ (20,364)	\$ (54,538)	\$ (74,902)	\$ (44,481)	\$ (63,450)	\$ (107,931)

(a) These amounts represent realized gains and losses and are included in the computation of fuel and purchased power costs and are subject to the PSA. See Note 7.

(b) These amounts primarily represent amortization of actuarial loss, and are included in the computation of net periodic pension cost. See Note 4.

Table of Contents**ARIZONA PUBLIC SERVICE COMPANY****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(unaudited)

(dollars in thousands)

	Three Months Ended March 31,	
	2014	2013
ELECTRIC OPERATING REVENUES	\$ 685,545	\$ 685,827
OPERATING EXPENSES		
Fuel and purchased power	249,786	230,679
Operations and maintenance	208,285	220,752
Depreciation and amortization	101,748	103,706
Income taxes	10,478	16,060
Taxes other than income taxes	45,613	39,768
Total	615,910	610,965
OPERATING INCOME	69,635	74,862
OTHER INCOME (DEDUCTIONS)		
Income taxes	1,210	2,332
Allowance for equity funds used during construction	7,442	6,864
Other income (Note S-2)	2,762	1,343
Other expense (Note S-2)	(5,056)	(6,296)
Total	6,358	4,243
INTEREST EXPENSE		
Interest on long-term debt	48,896	46,221
Interest on short-term borrowings	1,413	1,429
Debt discount, premium and expense	1,011	1,011
Allowance for borrowed funds used during construction	(3,770)	(3,990)
Total	47,550	44,671
NET INCOME	28,443	34,434
Less: Net income attributable to noncontrolling interests (Note 6)	8,925	8,392
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDER	\$ 19,518	\$ 26,042

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

Table of Contents**ARIZONA PUBLIC SERVICE COMPANY****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(unaudited)

(dollars in thousands)

	Three Months Ended March 31,	
	2014	2013
NET INCOME	\$ 28,443	\$ 34,434
OTHER COMPREHENSIVE INCOME, NET OF TAX		
Derivative instruments:		
Net unrealized gain (loss), net of tax benefit (expense) of \$(599) and \$(38)	(421)	58
Reclassification of net realized loss, net of tax benefit of \$1,323 and \$3,300	3,116	5,052
Pension and other postretirement benefits activity, net of tax expense of \$606 and \$576	566	882
Total other comprehensive income	3,261	5,992
COMPREHENSIVE INCOME	31,704	40,426
Less: Comprehensive income attributable to noncontrolling interests	8,925	8,392
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON SHAREHOLDER	\$ 22,779	\$ 32,034

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

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ARIZONA PUBLIC SERVICE COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(dollars in thousands)

	March 31, 2014	December 31, 2013
ASSETS		
PROPERTY, PLANT AND EQUIPMENT		
Plant in service and held for future use	\$ 15,253,694	\$ 15,196,598
Accumulated depreciation and amortization	(5,357,699)	(5,296,501)
Net	9,895,995	9,900,097
Construction work in progress	646,236	581,369
Palo Verde sale leaseback, net of accumulated depreciation (Note 6)	124,157	125,125
Intangible assets, net of accumulated amortization	144,291	157,534
Nuclear fuel, net of accumulated amortization	144,048	124,557
Total property, plant and equipment	10,954,727	10,888,682
INVESTMENTS AND OTHER ASSETS		
Nuclear decommissioning trust (Note 13)	657,862	642,007
Assets from risk management activities (Note 7)	21,626	23,815
Other assets	34,411	33,709
Total investments and other assets	713,899	699,531
CURRENT ASSETS		
Cash and cash equivalents	103,400	3,725
Customer and other receivables	245,272	299,055
Accrued unbilled revenues	88,907	96,796
Allowance for doubtful accounts	(2,504)	(3,203)
Materials and supplies (at average cost)	223,401	221,682
Fossil fuel (at average cost)	36,496	38,028
Income tax receivable	289	135,179
Assets from risk management activities (Note 7)	16,951	17,169
Deferred fuel and purchased power regulatory asset (Note 3)		20,755
Other regulatory assets (Note 3)	76,317	76,388
Other current assets	45,176	39,153
Total current assets	833,705	944,727
DEFERRED DEBITS		
Regulatory assets (Note 3)	719,596	711,712
Unamortized debt issue costs	22,686	21,860
Other	114,437	114,865
Total deferred debits	856,719	848,437
TOTAL ASSETS	\$ 13,359,050	\$ 13,381,377

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

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ARIZONA PUBLIC SERVICE COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(dollars in thousands)

	March 31, 2014	December 31, 2013
LIABILITIES AND EQUITY		
CAPITALIZATION		
Common stock	\$ 178,162	\$ 178,162
Additional paid-in capital	2,379,696	2,379,696
Retained earnings	1,823,914	1,804,398
Accumulated other comprehensive loss:		
Pension and other postretirement benefits	(29,747)	(30,313)
Derivative instruments	(20,364)	(23,059)
Total shareholder equity	4,331,661	4,308,884
Noncontrolling interests (Note 6)	154,915	145,990
Total equity (Note S-1)	4,486,576	4,454,874
Long-term debt less current maturities (Note 2)	2,920,614	2,671,465
Total capitalization	7,407,190	7,126,339
CURRENT LIABILITIES		
Short-term borrowings (Note 2)		153,125
Current maturities of long-term debt (Note 2)	540,424	540,424
Accounts payable		