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Thomas L. Mumaw
Senior Attorney
(602) 250-2052
Direct Line

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October 17, 2008

Arizona Corporation Commission

DOCKETED

OCT 17 2008

Commissioner Kristin K. Mayes
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

DOCKETED BY
MM

Re: Docket No. E-01345A-08-0172 (Interim Rate Motion)

Dear Commissioner Mayes:

On October 8, 2008, you filed a letter in which you requested Arizona Public Service Company ("APS" or "Company") to respond to five specific issues covering a range of subjects. Because several of these issues are germane to the Company's pending Motion for Interim Rates, the Company has chosen to submit its response in the above docket. For the convenience of the parties to this proceeding, I have attached a copy of your October 8th letter as Appendix A.

APS Access to Commercial Paper Market and Other Credit-Related Issues

APS first began experiencing trouble accessing the commercial paper market in August of 2007 when the sub-prime credit issues began to impact the capital markets. Access has continued to be sporadic throughout 2008, with the amount of commercial paper APS can issue often being limited even when access to the market was possible. Beginning September 17, 2008, the commercial paper market has been completely closed to APS.

As discussed during the hearing, APS had total lines of credit of \$900 million. The first line of \$400 million expires at the end of 2010, with a second for \$500 million expiring at the end of 2011. The purpose of these lines of credit is to provide the Company with liquidity and working capital when commercial paper cannot be utilized – not fund capital expenditures.¹ Indeed, Decision No. 69947 (October 30, 2007) specifically limited the use of the \$500 million line of credit to fuel/purchased power requirements and thus cannot be used to fund the Company's capital requirements. As of September 30, 2008, approximately \$270 million had to be drawn down due to the problems in the commercial paper market described above. Also, \$34 million of the Company's credit line was with bankrupt Lehman Brothers and thus no longer

¹ Borrowing on bank lines of credit is normally 25 to 50 basis points more expensive than commercial paper.

APS • APS Energy Services • SunCor • El Dorado •

Law Department, 400 North Fifth Street, Mail Station 8695, Phoenix, AZ 85004-3992
Phone: (602) 250-2052 • Facsimile (602) 250-3393
E-mail: Thomas.Mumaw@pinnaclewest.com

exists. Another \$36 million was with Wachovia, which is in the process of being acquired by Wells Fargo. Whether the new owner of Wachovia will assume the \$36 million commitment is uncertain, to say the least. Accordingly, APS's previous \$900 million lines of credit are now no more than \$866 million, and may be as low as \$830 million. Finally, as a result of recent write-downs of bank assets, there is \$2 trillion less credit capacity in the U.S. banking system than there was before this global financial crisis began. As a result, APS will likely encounter difficulty in maintaining its remaining lines of credit in the future, and there is no doubt that these lines of credit would, in any case, be insufficient to meet APS's capital expenditure needs over the next few years.

Liquidity is absolutely vital to the financial integrity of an electric utility. APS itself was contacted by each of the three rating agencies after the Lehman Brothers bankruptcy and asked about the Company's exposure to Lehman, Morgan Stanley, Merrill Lynch and Goldman Sachs, as well as its ability to count on its lines of credit given the chaos in the short-term credit markets. A recent example of the critical importance of liquidity is Constellation Energy, the parent of Baltimore Gas & Electric Company, which began 2008 with a stock price of over \$100 per share. After facing a liquidity crisis driven by threatened credit rating downgrades and the resultant cash collateral calls that nearly drove Constellation to the brink of bankruptcy, it was forced to sell itself to MidAmerican Energy (the same entity that bought out PacifiCorp) for \$26.50 per share.

And the damage has not been limited to the short-term debt market. Despite massive efforts by our Federal government and governments in Europe and Asia to pump liquidity into the national and international credit markets, access to the corporate debt market is extremely strained, with only the most highly-rated corporations being successful in raising long-term debt capital. At present, APS likely could not successfully issue long-term debt. Whether this financial market environment will improve by the spring of next year, when APS likely will need to issue debt, is unknown.

GeoSmart Solar Financing Program

On Thursday, September 25, 2008 GE Money announced that it will no longer offer unsecured installment consumer financing for its energy efficiency and renewable energy programs after October 23, 2008 because of the current turmoil in the credit markets. The action specifically affected the Electric & Gas Industries Association's ("EGIA") *GeoSmart* Financing Program offered by APS because GE Money provided the financial support for the program. Although APS had no prior warning of GE Money's actions, APS remains committed to its partnership with EGIA. EGIA, as a non-profit entity implementing similar financing programs for utilities around the country, is situated to identify other suitable financial institutions to back the *GeoSmart* program. In recent conversations, EGIA informed APS that a number of financial institutions have been identified that **may** be able to provide funding for *GeoSmart*. APS remains hopeful but cannot offer any assurance that EGIA will secure other financial backing in the future.

Transactions with Investment Banks or Similar Financial Institutions

Attached as Appendix B is a list of the banks with which APS has existing lines of credit. As noted before, Lehman Brothers and Wachovia are in that group. APS has also submitted a \$1.1 million claim against Lehman Brothers in bankruptcy over a hedging transaction. APS has conducted numerous transactions with Morgan Stanley and Goldman Sachs, who together are major players in the U.S energy markets. Although it would seriously reduce the overall liquidity of these energy markets should Morgan Stanley and/or Goldman Sachs bow out of the energy market, APS itself had controls in place well before all these problems began that limited its exposure to any single trading partner, including those discussed above. However, with chaotic and unprecedented market events such as we are presently experiencing, no amount of internal controls can provide complete protection against potential losses.² Finally, AIG is a carrier for APS property and casualty insurance. APS believes that these insurance policies will continue to be honored.

Auction Rate Securities

APS does not have any funds invested in auction rate securities ("ARS"). APS is an issuer of ARS, with \$343 million outstanding and with maturities in 2029 and 2034. The average rate of interest paid on these securities has been 3.2%, thus providing very attractive financing for APS and its customers.

Palo Verde

Palo Verde Unit 3 experienced two relatively brief unplanned outages recently. The first was from September 16 to September 20 when a failed transmitter in the control circuitry for one of the two power supplies to the reactor control rods required the unit to be shut down. That was safely accomplished, and after the electronic card that included the failed component was replaced, the unit was returned to full power without incident. The second was from September 27 to 30 when high sulfate levels were detected in the secondary steam system (the system that connects the steam generators with the steam turbine). After operators had shut down the unit, the secondary system chemistry was returned to normal, the unit again returned to service without incident and has been operating at full power since then. APS estimates that the amount of additional fuel and purchased power costs deferred for recovery through the PSA to be approximately \$3 million.³

Neither outage involved what could be characterized as an unusual event for a nuclear power plant and is the sort of occurrence anticipated in the budgeted effective forced outage rate ("EFOR") for Palo Verde. Palo Verde, like all generators, including all APS generators, has an

² Although such transactions are not directly with APS, the APS decommissioning trusts and the Pinnacle West retirement funds have relatively small investments in some of the troubled entities identified in your letter, as likely do most if not all large investment funds in this country.

³ As the Commission is aware, APS absorbs 10% of higher fuel costs, and a portion of outage costs are embedded in the base fuel cost. In addition, a small amount is allocated to wholesale customers. Thus, the total cost of the outages was \$4.4 million.

Kristin K. Mayes, Commissioner

October 17, 2008

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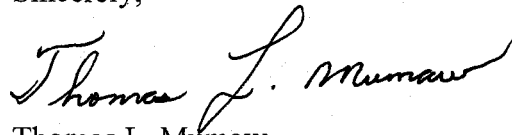
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anticipated EFOR based primarily on past operations. This is merely an acknowledgement that all machines, no matter how well designed, constructed, operated, and maintained, will sometimes fail. Electric generators are no exception to that rule.

To date this year, the overall Palo Verde capacity factor has been 98% (excluding refueling outages). This past summer, Palo Verde set an all-time record for generation.

Throughout both outage events, Palo Verde staff demonstrated their safety-first focus by using effective problem identification and resolution behaviors, took proper action during troubleshooting (including developing contingency plans) and work planning. They executed all needed repairs with a focus on human performance. The NRC was kept fully informed throughout these outages and monitored Palo Verde's decision-making process and the actions taken. APS does not believe these outages have had any negative impact on APS's substantial progress in resolving the NRC's Confirmatory Action Letter.

Sincerely,



Thomas L. Mumaw

Attorney for Arizona Public
Service Company

Attachments

cc: Mike Gleason, Chairman
William A. Mundell
Jeff Hatch-Miller
Gary Pierce
Brian McNeil
Ernest Johnson
Lyn A. Farmer
Janet Wagner
Rebecca Wilder
Janice Alward
Parties of Record
Docket Control

Copies of the foregoing emailed or mailed
This 17th day of October 2008 to:

Ernest G. Johnson
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
ejohnson@cc.state.az.us

Maureen Scott
Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
msscott@azcc.gov

Janet Wagner
Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
jwagner@azcc.gov

Terri Ford
Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
tford@azcc.gov

Barbara Keene
Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
bKeene@cc.state.az.us

Daniel Pozefsky
Chief Counsel
RUCO
1110 West Washington, Suite 220
Phoenix, AZ 85007
dpozefsky@azruco.com

William A. Rigsby
RUCO
1110 West Washington, Suite 220
Phoenix, AZ 85007
brigsby@azruco.gov

Tina Gamble
RUCO
1110 West Washington, Suite 220
Phoenix, AZ 85007
egamble@azruco.gov

C. Webb Crockett
Fennemore Craig
3003 North Central, Suite 2600
Phoenix, AZ 85012-2913
wcrocket@fclaw.com

Kevin Higgins
Energy Strategies, LLC
215 South State Street, Suite 200
Salt Lake City, UT 84111
khiggins@energystrat.com

Michael L. Kurtz
Boehm, Kurt & Lowry
36 East Seventh Street, Suite 2110
Cincinnati, OH 45202
mkurtz@BKLLawfirm.com

Kurt J. Boehm
Boehm, Kurt & Lowry
36 East Seventh Street, Suite 2110
Cincinnati, OH 45202
kboehm@BKLLawfirm.com

The Kroger Company
Dennis George
Attn: Corporate Energy Manager (G09)
1014 Vine Street
Cincinnati, OH 45202
dgeorge@kroger.com

Stephen J. Baron
J. Kennedy & Associates
570 Colonial Park Drive
Suite 305
Roswell, GA 30075
sbaron@jkenn.com

Theodore Roberts
Sempra Energy Law Department
101 Ash Street, H Q 13D
San Diego, CA 92101-3017
TRoberts@sempra.com

Lawrence V. Robertson, Jr.
2247 E. Frontage Road
Tubac, AZ 85646
tubaclawyer@aol.com

Michael A. Curtis
501 East Thomas Road
Phoenix, AZ 85012
mcurtis401@aol.com

William P. Sullivan
501 East Thomas Road
Phoenix, AZ 85012
wsullivan@cgsuslaw.com

Larry K. Udall
501 East Thomas Road
Phoenix, AZ 85012
ludall@cgsuslaw.com

Michael Grant
Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, AZ 85016
MMG@gknet.com

Gary Yaquinto
Arizona Investment Council
2100 North Central, Suite 210
Phoenix, AZ 85004
gyaquinto@arizonaic.org

David Berry
Western Resource Advocates
P.O. Box 1064
Scottsdale, AZ 85252-1064
azbluhill@aol.com

Tim Hogan
Arizona Center for Law in the Public Interest
202 East McDowell Road
Suite 153
Phoenix, AZ 85004
thogan@aclpi.org

Jeff Schlegel
SWEEP Arizona Representative
1167 W. Samalayuca Dr.
Tucson, AZ 85704-3224
schlegelj@aol.com

Jay I. Moyes
MOYES, SELLERS, & SIMS
1850 North Central Avenue, Suite 1100
Phoenix, AZ 85004
jimoyes@lawms.com

Karen Nally
MOYES, SELLERS, & SIMS
1850 North Central Avenue, Suite 1100
Phoenix, AZ 85004
kenally@lawms.com

Jeffrey J. Woner
K.R. Saline & Assoc., PLC
160 N. Pasadena, Suite 101
Mesa, AZ 85201
jjw@krsaline.com

Scott Canty
General Counsel the Hopi Tribe
P.O. Box 123
Kykotsmovi, AZ 86039
Scanty0856@aol.com

Cynthia Zwick
1940 E. Luke Ave
Phoenix, AZ 85016
czwick@azcaa.org

Nicholas J. Enoch
349 North 4th Ave
Phoenix, AZ 85003
nick@lubinandenoach.com

Appendix A

COMMISSIONERS
 MIKE GLEASON - Chairman
 WILLIAM A. MUNDELL
 JEFF HATCH-MILLER
 KRISTIN K. MAYES
 GARY PIERCE



ARIZONA CORPORATION COMMISSION

KRISTIN K. MAYES
 Commissioner

Direct Line: (602) 542-4143
 Fax: (602) 542-0765
 E-mail: kmayes@azcc.gov

October 8, 2008

Mr. Don Brandt
 President and CEO
 Arizona Public Service
 400 No. Fifth Street
 M.S. 9042
 Phoenix, AZ 85004

Re: Impact of recent financial crisis on APS' access to commercial paper markets and ability to finance capital projects; forced cancellation of GeoSmart Solar Loan Program; transactions with investment banks; exposure to auction rate securities; status of outages at Palo Verde Nuclear Generating Station's Unit 3.

Dear Mr. Brandt:

As you know, the recent upheaval in America's financial markets has had an unsettling effect on our national and local economies. It has also had serious consequences for individuals and companies who need to access financing, as credit tightens and capital markets become less fluid.

In recognition of the current environment, I write to request that you provide the Commission with information regarding whether the unfolding events on Wall Street have had an impact on Arizona Public Service Company ("APS"), with a particular focus on several areas.

First, please tell the Commission whether APS has experienced difficulty gaining access to short or long term debt markets. In particular, have you seen a decline in the Company's ability to issue commercial paper, a practice that has become common among large utilities seeking to make payments for short term capital expenditures and operating expenses. If so, please describe the ways in which you have responded to this deficiency in order to meet the Company's capital needs. Have you experienced additional expenses associated with accessing these markets? What is the short-term and long-term impact to APS' planned capital projects?

Second, APS recently reported to my office that it was forced to scuttle its GeoSmart Solar Financing Program – the program by which APS was offering loans to customers wishing to install solar panels who could not afford to do so solely using rebates – because General Electric pulled its funding due to the credit crisis. Please detail the circumstances surrounding this program suspension and whether you believe APS will be able to re-start the program in the future. Please also inform the Commission whether any other renewable energy or other capital expenditure programs have been threatened or come under pressure as a result of the tightened credit markets, and the Company's strategy for addressing these pressures.

Third, please tell the Commission whether APS engaged in any significant financial transactions with Lehman Brothers, American International Group, Bear Stearns, or any other investment firm that has been the subject of recent bankruptcies or governmental takeovers. If so, please detail those transactions, and to what extent they have impacted the Company.

Fourth, it is my understanding that APS has had some exposure to auction rate securities. As you know, the auction rate securities market recently collapsed. Please describe the Company's auction rate securities holdings, what worth those securities now have, and what the Company intends to do with those securities in order to minimize any losses associated with them.

Finally, as you know, Palo Verde Nuclear Generating Station's ("PVNGS") Unit Three was down from September 27th to October 1st – making for a second outage in less than a month. Please tell the Commission how these Unit Three outages will impact the Company's efforts to resolve PVNGS' Category Four status with the Nuclear Regulatory Commission, as well as the estimated replacement costs that have been passed through the Company's Purchased Power and Fuel Adjustment Clause as a result of these outages.

Thank you for your attention to these questions.

Sincerely,



Kris Mayes
Commissioner

Cc: Chairman Mike Gleason
Commissioner William A. Mundell
Commissioner Jeff Hatch-Miller
Commissioner Gary Pierce
Ernest Johnson
Janice Alward
Brian McNeil
Rebecca Wilder

Appendix B

**APS Revolving Lines of Credit
(\$K)**

	Bank	Amount	% of Total
1	Bank of America	\$92,857	10.3%
2	Bank of New York Mellon	80,000	8.9%
3	Citigroup	76,572	8.5%
4	JPMorgan	76,572	8.5%
5	Keybank	68,571	7.6%
6	CSFB	60,857	6.7%
7	Barclays Bank	52,857	5.9%
8	Wells Fargo	52,857	5.9%
9	UBS Warburg	52,857	5.9%
10	Union Bank	38,571	4.3%
11	Sun Trust	36,000	4.0%
12	Mizuho	28,571	3.2%
13	KBC Bank	24,000	2.7%
14	Dresdner	24,000	2.7%
15	US Bank	17,143	1.9%
16	Chang Hwa Commercial Bk	15,000	1.6%
17	BOTM	11,429	1.3%
18	Northern Trust	11,429	1.3%
19	Bank Hapoalim	10,000	1.1%
20	Subtotal	\$830,143	92.3%
21	Wachovia	36,000	4.0%
22	Lehman Brothers	33,857	3.7%
23	Total	\$900,000	100.0%