

*In the opinion of Bond Counsel, under existing statutes and court decisions and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the District, interest on the 2011 Series A Bonds is excluded from gross income of the owners thereof for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). In the further opinion of Bond Counsel, interest on the 2011 Series A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations; such interest, however is included in adjusted current earnings in calculating alternative minimum taxable income for purposes of the alternative minimum tax imposed under the Code on certain corporations. In the opinion of Bond Counsel, interest on the 2011 Series A Bonds is exempt from income taxes imposed by the State of Arizona. See "TAX MATTERS" herein regarding certain other tax considerations.*

**\$441,500,000**

**Salt River Project Agricultural  
Improvement and Power District, Arizona**

**Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A**

**Dated: Date of Delivery**

**Due: As shown on inside cover**

The Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A (the "2011 Series A Bonds") are being issued pursuant to the Supplemental Resolution Dated September 10, 2001, authorizing an Amended and Restated Resolution Concerning Revenue Bonds, which became effective January 11, 2003, as amended and supplemented (the "Resolution"). The 2011 Series A Bonds, together with heretofore and hereafter issued Revenue Bonds, are payable from and secured by a pledge of and lien on all Revenues of the District from the ownership and operation of the Electric System after the payment of Operating Expenses.

The 2011 Series A Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the 2011 Series A Bonds. Individual purchases of interests in the 2011 Series A Bonds may be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of such interests will not receive certificates representing their interests in the 2011 Series A Bonds. Interest with respect to the 2011 Series A Bonds is payable December 1 and June 1 of each year, commencing December 1, 2011.

The principal of, redemption price, if any, and interest on the 2011 Series A Bonds are payable by U.S. Bank National Association, as Trustee, and interest will be payable by check mailed by the Trustee to the registered owner of each 2011 Series A Bond as of the immediately preceding November 15 or May 15. So long as Cede & Co. is the registered owner, the Trustee will pay such principal and redemption price, if any, of and interest on the 2011 Series A Bonds to DTC, which will remit such principal, redemption price, if any, and interest to its Direct Participants for subsequent disbursement to the Beneficial Owners of the 2011 Series A Bonds. The 2011 Series A Bonds are subject to optional redemption as described herein. See "THE 2011 SERIES A BONDS — Redemption" herein.

**The 2011 Series A Bonds do not constitute general obligations of the District or obligations of the State of Arizona, and no holder of any of the 2011 Series A Bonds has the right to compel the exercise of the taxing powers of the District to pay the 2011 Series A Bonds or the interest thereon.**

This cover page contains certain information for quick reference only. It is not intended to be a summary of all factors relating to an investment in the 2011 Series A Bonds. Investors should read this Official Statement in its entirety before making an investment decision.

The 2011 Series A Bonds are offered when, as and if issued, and subject to the approval of legality by Drinker Biddle & Reath LLP, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by Winston & Strawn LLP. It is expected that the 2011 Series A Bonds will be available for delivery to DTC in New York, New York, on or about October 4, 2011.

**Citigroup**

**BofA Merrill Lynch**

**Goldman, Sachs & Co.**

**J.P. Morgan**

**Morgan Stanley**

**Ramirez & Co., Inc.**

Dated: September 22, 2011

**SALT RIVER PROJECT ELECTRIC SYSTEM REFUNDING REVENUE BONDS, 2011 SERIES A**

**Serial Bonds**

<b>Maturity (December 1)</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Yield</b>	<b>CUSIP Number**</b>
2012	\$25,250,000	2.000%	0.250%	79575DL99
2013	3,775,000	2.000%	0.400%	79575DM23
2013	19,835,000	3.000%	0.400%	79575DP20
2014	1,310,000	2.000%	0.570%	79575DM31
2014	815,000	3.000%	0.570%	79575DP38
2014	18,600,000	4.000%	0.570%	79575DP95
2015	2,250,000	3.000%	0.790%	79575DN97
2016	1,790,000	3.000%	1.120%	79575DM49
2017	1,550,000	3.000%	1.420%	79575DM56
2017	7,720,000	4.000%	1.420%	79575DP46
2018	1,450,000	4.000%	1.740%	79575DM64
2018	23,545,000	5.000%	1.740%	79575DP53
2020	6,935,000	4.000%	2.280%	79575DM72
2020	5,380,000	5.000%	2.280%	79575DP61
2022	5,075,000	4.000%	2.640%*	79575DM80
2022	24,970,000	5.000%	2.640%*	79575DP79
2023	45,650,000	5.000%	2.830%*	79575DN71
2024	63,020,000	5.000%	3.020%*	79575DN89
2025	39,920,000	5.000%	3.160%*	79575DM98
2026	39,480,000	5.000%	3.290%*	79575DN22
2027	35,840,000	5.000%	3.390%*	79575DN30
2028	57,280,000	5.000%	3.490%*	79575DN48
2029	6,440,000	5.000%	3.580%*	79575DN55
2030	185,000	4.000%	3.680%*	79575DN63
2030	3,435,000	5.000%	3.680%*	79575DP87

\* Priced to first optional redemption date of December 1, 2021.

\*\* The CUSIP numbers shown above have been assigned to this issue by an organization not affiliated with the District and are included for the convenience of the holders of the 2011 Series A Bonds only. The District is not responsible for the selection of CUSIP numbers, nor is any representation made as to their correctness on the 2011 Series A Bonds or as indicated herein.

**MANAGEMENT OF THE DISTRICT**

**BOARD OF DIRECTORS**

Larry D. Rovey	Deborah S. Hendrickson
Paul E. Rovey	Arthur L. Freeman
Mario J. Herrera	Dwayne E. Dobson
Lloyd E. Banning	Carolyn Pendergast
Carl E. Weiler	William W. Arnett
John M. White, Jr.	Fred J. Ash
Keith B. Woods	Wendy L. Marshall

**PRINCIPAL OFFICERS AND OTHER EXECUTIVES**

David Rousseau .....	<i>President</i>
John R. Hoopes.....	<i>Vice President</i>
Mark B. Bonsall.....	<i>General Manager</i>
Terrill A. Lonon.....	<i>Corporate Secretary</i>
Dean R. Duncan.....	<i>Corporate Treasurer</i>
Peter M. Hayes .....	<i>Associate General Manager, Public Affairs</i>
Michael Hummel .....	<i>Associate General Manager, Power System</i>
Michael W. Lowe .....	<i>Associate General Manager, Customer &amp; Shareholder Services</i>
Aidan J. McSheffrey.....	<i>Associate General Manager, Financial &amp; Corporate Services</i>
Michael J. O'Connor .....	<i>Associate General Manager, Law &amp; Human Resource Services</i>
John F. Sullivan .....	<i>Associate General Manager, Resource Management</i>
Gena P. Trimble.....	<i>Associate General Manager, Marketing &amp; Communications</i>

**SPECIAL SERVICES**

Legal Advisors.....	<i>Jennings, Strouss &amp; Salmon, P.L.C.</i>
Bond Counsel .....	<i>Drinker Biddle &amp; Reath LLP</i>
Financial Consultant .....	<i>Public Financial Management</i>
Verification Services .....	<i>Causey Demgen &amp; Moore Inc.</i>
Trustee and Paying Agent.....	<i>U.S. Bank National Association</i>

**This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy the 2011 Series A Bonds described herein in any jurisdiction to any person to whom it is unlawful to make such an offer. No dealer, broker, salesman or other person has been authorized by the Salt River Project Agricultural Improvement and Power District (the "District") or the Underwriters to give any information or to make any representations with respect to the 2011 Series A Bonds other than those contained in this Official Statement and, if given or made, such other information or representations must not be relied upon as having been authorized by the District or the Underwriters.**

The information set forth herein has been furnished by the District and other sources which are believed to be reliable. The information and expressions of opinion contained herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District or the Electric System since the date hereof.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IN CONNECTION WITH THE OFFERING OF THE 2011 SERIES A BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE 2011 SERIES A BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME WITHOUT PRIOR NOTICE. THE UNDERWRITERS MAY OFFER AND SELL THE 2011 SERIES A BONDS TO CERTAIN DEALERS AT PRICES LOWER THAN THE PUBLIC OFFERING PRICES STATED ON THE COVER PAGE HEREOF AND SAID PUBLIC OFFERING PRICES MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITERS.

This Official Statement contains forward-looking statements within the meaning of the federal securities laws. Such statements are based on currently available information, expectations, estimates, assumptions and projections, and management's judgment about the power utility industry and general economic conditions. Such words as expects, intends, plans, believes, estimates, anticipates or variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not guarantees of future performance. Actual results may vary materially from what is contained in a forward-looking statement. Factors which may cause a result different from those expected or anticipated include, among other things, new legislation, increases in suppliers' prices, particularly prices for fuel in connection with the operation of the Electric System, changes in environmental compliance requirements, acquisitions, changes in customer power use patterns, natural disasters and the impact of weather on operating results. The District assumes no obligation to provide public updates of forward-looking statements.

**The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as they apply to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.**

## SUMMARY STATEMENT

**THIS SUMMARY STATEMENT IS SUBJECT IN ALL RESPECTS TO THE MORE COMPLETE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT AND SHOULD NOT BE CONSIDERED A COMPLETE STATEMENT OF THE FACTS MATERIAL TO MAKING AN INVESTMENT DECISION. THE OFFERING OF THE 2011 SERIES A BONDS TO POTENTIAL INVESTORS IS MADE ONLY BY MEANS OF THE ENTIRE OFFICIAL STATEMENT. CERTAIN TERMS USED HEREIN ARE DEFINED IN THIS OFFICIAL STATEMENT.**

**District:** The Salt River Project Agricultural Improvement and Power District (the “District”) is an agricultural improvement district, organized under the laws of the State of Arizona, which provides electric service in a 2,900 square mile service territory in parts of Maricopa, Gila and Pinal Counties in Arizona, plus mine loads in an adjacent 2,400 square mile area in Gila and Pinal Counties.

**The 2011 Series A Bonds:** The 2011 Series A Bonds are being offered in the principal amount per maturity and bearing interest at the rates set forth on the inside cover page of this Official Statement. The 2011 Series A Bonds are authorized pursuant to the Constitution and laws of the State of Arizona and in particular Title 48, Chapter 17, Article 7, Arizona Revised Statutes (the “Act”) and the Supplemental Resolution dated September 10, 2001, authorizing an Amended and Restated Resolution Concerning Revenue Bonds, which became effective January 11, 2003, as amended and supplemented (the “Resolution”).

**Purpose of the 2011 Series A Bonds:** The 2011 Series A Bonds are being issued to refund certain outstanding Revenue Bonds of the District and to pay costs of issuing the 2011 Series A Bonds. See “PLAN OF FINANCE” and “SOURCES AND USES OF PROCEEDS” herein.

**Security for the 2011 Series A Bonds:** The District has covenanted in the Resolution not to issue any bonds or other obligations or create any additional indebtedness, which will have priority over the charge and lien on the Revenues pledged to the Revenue Bonds, except for United States Government Loans hereafter incurred. The District currently has no United States Government Loans outstanding.

The District has covenanted in the Resolution to maintain the Debt Reserve Account at the Debt Reserve Requirement. At April 30, 2011 the balance in the Debt Reserve Account was approximately \$81 million, which exceeded the Debt Reserve Requirement. Upon the issuance of the 2011 Series A Bonds, the Debt Reserve Account will continue to exceed the Debt Reserve Requirement.

The District has covenanted in the Resolution that, among other things, it will at all times maintain rates, fees or charges sufficient for the payment of Operating Expenses of the District and to pay the Debt Service on all Revenue Bonds.

The financial statements of the District and the Salt River Valley Water Users’ Association (the “Association”) (together “SRP”) are presented on a combined basis due to the relationship between the two. The District’s revenues support the operations of the water and irrigation system. See “THE DISTRICT — General” and “— History” and “INDEPENDENT ACCOUNTANTS” for a further discussion of the relationship between the District and the Association.

The 2011 Series A Bonds do not constitute general obligations of the District or obligations of the State of Arizona, and no holder of any of the 2011 Series A Bonds has the right to compel the exercise of the taxing powers of the District to pay the 2011 Series A Bonds or the interest thereon. See “SECURITY FOR 2011 SERIES A BONDS” herein.

**Outstanding Indebtedness:**

As of April 30, 2011, the District had a total of \$4,447,105,000 in outstanding debt, computed without deducting the unamortized bond discount/premium, consisting of \$4,201,260,000 in Revenue Bonds and general fund debt of \$245,845,000 consisting of \$50,000,000 in promissory notes sold in the tax-exempt commercial paper market and rental payments totaling \$195,845,000, plus interest, to be made by the District pursuant to a Lease Purchase Agreement with Desert Basin Independent Trust. The promissory notes and the rental payments are payable from the District’s general funds and do not have a lien on Revenues of the Electric System. See “SELECTED OPERATIONAL AND FINANCIAL DATA — Additional Financial Matters” herein.

**Limitation on Additional Indebtedness:**

The District is authorized to issue parity Revenue Bonds upon compliance with the provisions of the Resolution. See “Appendix B — Summary of the Resolution” attached hereto. The District may also issue at any time, or from time to time, evidences of indebtedness, which are payable out of Revenues and which may be secured by a pledge of Revenues, provided, however, that such pledge shall be, and shall be expressed to be, subordinate in all respects to the pledge of the Revenues created by the Resolution.

**Authority to Set Electric Prices:**

Under Arizona law, the District is authorized to set electric rates (“prices”). Although the Articles of Incorporation of the Association provide that the Secretary of the Interior may revise such prices, the Secretary of the Interior has never requested any such revision. See “ELECTRIC PRICES” herein.

**Service Area:**

The District’s service area includes the major populated sections of Maricopa County, as well as portions of Pinal and Gila Counties. The District serves approximately 53% of the population living in the Phoenix-Mesa-Glendale Metropolitan Statistical Area (the “Phoenix-Mesa-Glendale MSA”) and reached a peak load of approximately 7,138 MW in fiscal year 2010. Approximately 48.6% of fiscal year 2011 retail electric revenues were received from residential customers.

**Transmission and Distribution Facilities:**

The District owns transmission and distribution systems in order to deliver electricity. These systems include both overhead and underground lines with voltage levels ranging from 12kV to 500kV. In addition, the District also has acquired rights on transmission systems owned by others. See “THE ELECTRIC SYSTEM — Existing and Future Resources” herein.

**Power Supply Resources:**

The District’s power supply resources are diversified and include generating facilities owned solely by the District, generating facilities in which the District has an ownership interest, and various power purchase contracts. See “THE ELECTRIC SYSTEM — Existing and Future Resources” herein.

**Retail Competition:**

In 2000, the District opened its entire service area to competition in the areas of generation, billing, metering and meter reading by electricity suppliers who had been approved by the Arizona Corporation Commission (“ACC”). There has been no material adverse effect on the District as a result of such actions and there is no active retail competition within the District’s service territory at this time. See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Competition in Arizona — *The Arizona Corporation Commission*” herein.

**Continuing Disclosure:**

The District has covenanted in the Resolution to provide certain financial information and operating data relating to the Electric System and to provide notices of certain occurrences of certain enumerated events, if material, pursuant to the Continuing Disclosure Agreement. See “CONTINUING DISCLOSURE” herein and “Appendix D — Form of Continuing Disclosure Agreement” attached hereto.

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**SALT RIVER PROJECT AGRICULTURAL  
IMPROVEMENT AND POWER DISTRICT, ARIZONA**

**OFFICIAL STATEMENT**

**RELATING TO**

**\$441,500,000**

**SALT RIVER PROJECT ELECTRIC SYSTEM REFUNDING REVENUE BONDS, 2011 SERIES A**

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**INTRODUCTION**

**General**

The purpose of this Official Statement, which includes the cover page and the Appendices hereto, is to furnish certain information with respect to the Salt River Project Agricultural Improvement and Power District (the "District") and its Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A to be issued by the District. The mailing address of the District's administrative offices is The Office of the Secretary, PAB215, Post Office Box 52025, Phoenix, Arizona 85072-2025 (telephone number 602-236-5900).

The following material is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement and the Appendices hereto. Capitalized terms not defined in this introduction have the meaning ascribed thereto herein.

**Authorization**

Revenue Bonds, which include the 2011 Series A Bonds, are authorized pursuant to the Constitution and laws of the State of Arizona and, in particular, Title 48, Chapter 17, Article 7, Arizona Revised Statutes (the "Act") and the Amended and Restated Resolution Concerning Revenue Bonds, dated as of September 10, 2001, which became effective January 11, 2003, as amended and supplemented (the "Resolution"). Prior to the delivery of the 2011 Series A Bonds, the District's Board will have authorized the issuance of the 2011 Series A Bonds and the District's Council will have ratified and confirmed the District's action. See "THE 2011 SERIES A BONDS" herein and "Appendix B — Summary of the Resolution" attached hereto.

*The purchasers of the 2011 Series A Bonds, by virtue of their purchase of the 2011 Series A Bonds, will consent to certain amendments to the Resolution. See "SECURITY FOR 2011 SERIES A BONDS – Consent to Amendments to Resolution."*

**PLAN OF FINANCE**

The District will issue the 2011 Series A Bonds to refund certain of the District's outstanding Revenue Bonds listed in Appendix F (collectively the "Refunded Bonds"). The Refunded Bonds will be redeemed on the redemption dates and at the redemption prices, as shown in Appendix F attached hereto. Proceeds of the 2011 Series A Bonds also will be used to pay a portion of the costs of issuance of the 2011 Series A Bonds. The 2011 Series A Bonds will be issued under the Resolution. See "Appendix B — Summary of the Resolution" attached hereto. See "SOURCES AND USES OF PROCEEDS" herein.

## THE 2011 SERIES A BONDS

### General

The 2011 Series A Bonds will be issued in the principal amount of \$441,500,000 and will be dated and bear interest from the date of delivery. The 2011 Series A Bonds will mature on the dates and in the principal amounts, and bear interest, payable on June 1 and December 1 of each year, commencing December 1, 2011, at the respective rates, as shown on the inside cover page of this Official Statement. The principal of, redemption price, if any, and interest on the 2011 Series A Bonds are payable by the Trustee, and interest thereon will be payable by check mailed by the Trustee to the registered owner of each 2011 Series A Bond as of the immediately preceding May 15 or November 15.

### Book-Entry Only System

The 2011 Series A Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the 2011 Series A Bonds. Individual purchases of interests in the 2011 Series A Bonds will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple thereof. Purchasers of such interests will not receive certificates representing their interests in the 2011 Series A Bonds. So long as Cede & Co. is the registered owner of the 2011 Series A Bonds, the Trustee will make payments of principal and redemption price, if any, of and interest on the 2011 Series A Bonds directly to DTC, which will remit such principal, redemption price, if any, of and interest to the Beneficial Owners (as hereinafter defined in “Appendix D — Form of Continuing Disclosure Agreement”) of the 2011 Series A Bonds, as described herein. See “Appendix E — Book-Entry Only System” attached hereto.

### Redemption

#### *2011 Series A Bonds*

**Optional Redemption.** The 2011 Series A Bonds maturing on or after December 1, 2022 are subject to redemption prior to their stated maturity, at the election of the District, in whole or in part, by random selection within a maturity with the same coupon by the Trustee from maturities selected by the District, at any time on or after December 1, 2021 at the redemption price of 100% of the principal amount of the 2011 Series A Bonds, or portion thereof to be redeemed, together with accrued interest on, but not including the redemption date.

For so long as book-entry only system of registration is in effect with respect to the 2011 Series A Bonds, if less than all of the 2011 Series A Bonds of a particular maturity (and, if applicable, interest rate within a maturity) is to be redeemed, the particular Beneficial Owner(s) (as defined in Appendix E hereto) to receive payment of the redemption price with respect to beneficial ownership interests in such 2011 Series A Bonds shall be selected by DTC and the Direct Participants and/or the Indirect Participants (as defined in Appendix E hereto). See “Book-Entry Only System” in Appendix E hereto.

**Notice of Redemption.** Notice of redemption will be given to the Bondholders by mail to the registered owners as of the date of the notice of the 2011 Series A Bonds to be redeemed, postage prepaid, not less than 25 days nor more than 50 days prior to the redemption date. Notice having been given in the manner provided in the Resolution, on the redemption dates so designated, then the District’s 2011 Series A Bonds or portions thereof so called for redemption shall become due and payable on such redemption date at the redemption price, plus interest accrued and unpaid to, but not including, the redemption date.

Any notice of optional redemption given pursuant to the Resolution may state that it is conditional upon receipt by the Trustee of monies sufficient to pay the redemption price of the 2011 Series A Bonds or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such redemption price if any condition so specified is not satisfied or if any such other event occurs. Notice of such rescission shall be given by the Trustee to the registered owners of any 2011 Series A Bonds so affected as promptly as practicable upon the failure of such

condition or the occurrence of such event. Failure to give notice of redemption by mail, or any defect in such notice, will not affect the validity of the proceedings for the redemption of any other Electric System Revenue Bonds.

**Registration and Transfer upon Discontinuation of Book-Entry Only System**

U.S. Bank National Association will act as bond registrar (“Bond Registrar”) and transfer and paying agent for the 2011 Series A Bonds. If the book-entry only system were discontinued, the following provisions would apply. A 2011 Series A Bond may be transferred on the bond register maintained by the Bond Registrar upon surrender of the 2011 Series A Bond at the principal corporate trust office of the Bond Registrar, accompanied by a written instrument of transfer, in form satisfactory to the Bond Registrar, signed by the registered owner or a duly authorized attorney for the registered owner. Upon surrender for transfer at the principal corporate trust office of the Bond Registrar, any 2011 Series A Bond may be exchanged for like 2011 Series A Bonds of the same aggregate principal amount, maturity date and interest rate, of any authorized denomination. The Bond Registrar will not be obligated to transfer or exchange any 2011 Series A Bonds during the 15 days preceding the date on which notice of redemption of a 2011 Series A Bond is to be mailed or any 2011 Series A Bond that has been called for redemption except the unredeemed portion of any 2011 Series A Bond being redeemed in part.

**SOURCES AND USES OF PROCEEDS**

The sources and uses of funds with respect to the 2011 Series A Bonds are as follows:

<b>Sources of Funds</b>	
Principal Amount of 2011 Series A Bonds.....	\$441,500,000.00
Original Issue Premium .....	<u>64,008,525.55</u>
Total Sources of Funds .....	<u>\$505,508,525.55</u>
<b>Uses of Funds</b>	
Deposit to Escrow Fund.....	\$503,864,261.64
Cost of Issuance (including Underwriters’ Discount).....	<u>1,644,263.91</u>
Total Uses of Funds .....	<u>\$505,508,525.55</u>

**SECURITY FOR 2011 SERIES A BONDS**

**General**

The Revenue Bonds, including the 2011 Series A Bonds, are payable from and secured by a pledge of and lien on Revenues. Revenues are defined in the Resolution as (i) all revenues, income, rents and receipts derived by the District from the ownership and operation of the Electric System and the proceeds of any insurance covering business interruption loss relating to the Electric System and (ii) interest received on any moneys or securities (other than in the Construction Fund) held pursuant to the Resolution and paid into the Revenue Fund, but not including any such income or receipts attributable directly or indirectly to the ownership or operation of any Separately Financed Project and not including any federal or state grant monies the receipt of which is conditioned upon their expenditure for a particular purpose.

In addition, the Revenue Bonds, including the 2011 Series A Bonds, are also secured by all funds held under the Resolution. Such pledge created by the Resolution is subject only to the provisions of the Resolution permitting the application of Revenues for the purposes and upon the terms and conditions set forth in the Resolution.

The 2011 Series A Bonds will not constitute general obligations of the District or obligations of the State of Arizona, and no holder of Revenue Bonds, including the 2011 Series A Bonds, will ever have the right to compel any exercise of the taxing powers of the District to pay the Revenue Bonds or the interest thereon.

SRP’s financial statements are presented on a combined basis. Management believes the financial information presented is not materially different from the presentation of the District on a stand-alone basis.

## **Consent to Amendments to Resolution**

The purchasers of the 2011 Series A Bonds, by virtue of their purchase of the 2011 Series A Bonds, will consent to certain amendments to the Resolution (the "Proposed Amendments"). Such amendments are described in *bold italic* font herein under "SECURITY FOR 2011 SERIES A BONDS – Debt Reserve Account," "– Rate Covenant" and "– Limitations on Additional Indebtedness" and in "APPENDIX B — Summary of the Resolution." The Proposed Amendments will become effective when the written consents of the Holders of at least two-thirds of the Bonds Outstanding have been filed with the Trustee as provided in the Resolution. Preceding the issuance of the 2011 Series A Bonds, there will be outstanding \$4,201,260,000 of Revenue Bonds of which \$716,785,000 will have consented to the Proposed Amendments.

## **Debt Reserve Account**

The Debt Reserve Account is a reserve fund for the equal benefit of all Revenue Bonds Outstanding under the Resolution. Monies in the Debt Reserve Account (except any excess over the Debt Reserve Requirement that the District may allocate and apply in the same manner as Revenues) will be used solely for the purpose of curing any deficiency in the Debt Service Fund for the payment of principal, interest or Sinking Fund Installments pursuant to the Resolution.

In the past, the District has followed the practice of depositing moneys into the Debt Reserve Account at the time of issuance of additional Revenue Bonds to equal the Debt Reserve Requirement. At April 30, 2011, the balance in the Debt Reserve Account was approximately \$81 million, which exceeded the Debt Reserve Requirement. Upon issuance of the 2011 Series A Bonds, the account will continue to exceed the Debt Reserve Requirement.

*For purposes of calculating the Debt Reserve Requirement specified in this section, any calculation of interest on all Outstanding Bonds for any period of time shall be reduced by the amount of any Federal Subsidy that the District receives or expects to receive during such period of time relating to or in connection with such Outstanding Bonds.*

## **Rate Covenant**

The District covenants in the Resolution that it will charge and collect rates, fees and other charges for the sale of electric power and energy and other services, facilities and commodities of the Electric System as shall be required to provide revenues and income (including investment income) at least sufficient in each fiscal year for the payment of the sum of (i) Operating Expenses during such fiscal year, including reserves, if any, provided therefor in the Annual Budget for such year; (ii) an amount equal to the Aggregate Debt Service for such fiscal year; (iii) the amount, if any, to be paid during such fiscal year into the Debt Reserve Account in the Debt Service Fund; and (iv) all other charges or liens whatsoever payable out of revenues and income during such fiscal year and, to the extent not otherwise provided for, all amounts payable on Subordinated Indebtedness. See "ELECTRIC PRICES" herein.

*For purposes of the calculations specified in this section: (i) any calculation of Debt Service on Outstanding Bonds for any period of time shall be reduced by the amount of any Federal Subsidy that the District receives or expects to receive during such period of time relating to or in connection with such Outstanding Bonds; and (ii) to the extent the calculation of Debt Service on Outstanding Bonds is reduced by the Federal Subsidy as provided in clause (i) of this paragraph, any calculation of Revenues for any period of time shall be reduced by the amount of any Federal Subsidy received or expected to be received by the District with respect to or in connection with such Outstanding Bonds during such period of time.*

## **Limitations on Additional Indebtedness**

The District has covenanted in the Resolution not to issue any bonds or other obligations or create any additional indebtedness, which would have priority over the charge and lien on the Revenues pledged to the Revenue Bonds except for U.S. Government Loans hereafter incurred. The Resolution does not restrict the amount of U.S. Government Loans the District may incur, which would have a prior lien on Revenues. There are no outstanding U.S. Government Loans.

The District may issue additional parity Revenue Bonds in compliance with the Resolution if, among other things, (i) Revenues Available for Debt Service, as the same may be adjusted, of any 12 consecutive calendar months out of the 24 calendar months next preceding the issuance of such additional Revenue Bonds are not less than 1.10 times the maximum total Debt Service for any succeeding fiscal year on all Revenue Bonds that will be outstanding immediately prior to the issuance of the additional Revenue Bonds, and (ii) estimated Revenues Available for Debt Service, as the same may be adjusted, for each of the five fiscal years immediately following the issuance of such additional Revenue Bonds are not less than 1.10 times the total Debt Service for each such respective fiscal year on all Revenue Bonds outstanding immediately subsequent to the issuance of such additional Revenue Bonds.

*For purposes of the calculations specified in this section: (i) any calculation of Debt Service on Outstanding Bonds for any period of time shall be reduced by the amount of any Federal Subsidy that the District receives or expects to receive during such period of time relating to or in connection with such Outstanding Bonds; and (ii) to the extent the calculation of Debt Service on Outstanding Bonds is reduced by the Federal Subsidy as provided in clause (i) of this paragraph, any calculation of Revenues for any period of time shall be reduced by the amount of any Federal Subsidy received or expected to be received by the District with respect to or in connection with such Outstanding Bonds during such period of time.*

### **Subordinated Indebtedness**

The District may, at any time, or from time to time, issue evidences of indebtedness which are payable out of Revenues and which may be secured by a pledge of Revenues provided; however, that such pledge shall be, and shall be expressed to be, subordinate in all respects to the pledge of the Revenues, monies, securities and funds created by the Resolution. See “Appendix B — Summary of the Resolution” attached hereto.

### **Other Covenants**

In addition to the rate covenant described above, the Resolution includes covenants by the District with respect to the sale and/or lease of the Electric System, the operation and maintenance of the Electric System, and certain other matters. See “Appendix B — Summary of the Resolution” attached hereto.

## **THE DISTRICT**

### **General**

The District is an agricultural improvement district organized in 1937 under the laws of the State of Arizona. It operates the Salt River Project (the “Project”), a federal reclamation project, under contracts with the Salt River Valley Water Users’ Association (the “Association”), by which it assumed the obligations and assets of the Association, including its obligations to the United States of America for the care, operation and maintenance of the Project. The District owns and operates an electric system (hereinafter described) that generates, purchases, transmits and distributes electric power and energy, and provides electric service to residential, commercial, industrial and agricultural power users in a 2,900 square mile service territory in parts of Maricopa, Gila and Pinal Counties, plus mine loads in an adjacent 2,400 square mile area in Gila and Pinal Counties. The Association operates an irrigation system as the District’s agent.

### **History**

The Association, predecessor of the District, was incorporated under the laws of the Territory of Arizona in February 1903 to represent the owners and occupants of lands to be benefited by the Project, which was one of the first projects authorized under the Federal Reclamation Act of 1902. In 1904, the Association and the United States entered into a contract in which the United States agreed to construct and operate dams, power plants and other facilities incident to the operation of irrigation and power works and improvements, and the Association agreed to repay the cost thereof. Initially, the United States constructed, operated and maintained Roosevelt Dam and Granite Reef Dam, which diverted impounded water into a canal system to supply irrigation water to the irrigable lands within the Project. In 1917, the Association entered into a contract with the United States to assume the care, operation and maintenance of the Project (the “1917 Agreement”).

On January 25, 1937, the District was formed to secure for the Project the rights, privileges and exemptions granted to political subdivisions of the State of Arizona. Pursuant to a contract approved by the Secretary of Interior in 1937 (the "1937 Agreement"), the Association transferred all of its right, title and interest in and to the works and facilities of the Project to the District. The District agreed to assume the debt of the Association and to issue District bonds to finance capital improvements. The Association agreed to continue to operate and maintain the water supply and irrigation system and the Electric System. In 1949, the 1937 Agreement was amended to provide that the District would assume responsibility for the construction, operation and maintenance of the Electric System and the irrigation and water supply system. The District delegated to the Association, as agent of the District, the direct operation and maintenance of the irrigation system of the Project.

The United States retains a paramount right or claim in the Project that arises from the original construction and operation of certain of the Project's electric and water facilities as a federal reclamation project. Although title to a substantial portion of the District's property, including those properties acquired pursuant to the 1917 Agreement, resides in the United States, the District possesses contractual rights to the use, possession and revenues of these properties through its agreement with the Association, the 1917 Agreement, subsequent contractual arrangements with the United States, and applicable federal reclamation law. From time to time, the Department of Interior performs audits of the Project. In addition, the District seeks approval from the Department of Interior for certain transactions such as the issuance of revenue bonds and the payment of in-lieu taxes.

Generation and sale of electrical power and energy represent the major portion of the District's investment and revenues. Following a long-standing reclamation principle, a portion of electric revenues available after the payment of Operating Expenses and Debt Service required under the Resolution is used to provide partial support for water and irrigation operations, thereby keeping water storage, distribution and delivery charges at reasonable levels.

### **Organization, Management and Employees**

The District and the Association are each governed by a Board and a Council. The Boards establish the policies for management and the conduct of the business affairs of the District and the Association. The Councils enact and amend by-laws relating to management and act as a liaison with the landowners. The General Manager of the District has management responsibilities for both the District and the Association.

The Board of Governors of the Association, elected from among the shareholders (landowners), consists of the President and ten other members, half being elected biennially for four-year terms. The Board of Directors of the District, elected from among the electors (landowners) for four-year terms, consists of the President and fourteen other members, half being elected biennially for four-year terms. The President and Vice President are elected at large by electors of the District. Ten of the District's Board members, the President, and the Vice President are elected by votes weighted in proportion to the amount of land owned by each elector. The remaining four Board members are elected at large, with each elector (landowner) being entitled to one vote.

The Councils for the Association and the District each consist of thirty members. Three Council members from each of the ten district areas of the Association, and three Council members from each of the ten division areas of the District, are elected biennially for four-year terms. One half of each of the Association and the District Councils are elected biennially. All Council members are elected by votes weighted in proportion to the amount of land owned by each shareholder (Association) or elector (District).

As of April 30, 2011, District and Association full-time employees (full-time equivalent) totaled approximately 4,322, including approximately 1,809 hourly employees represented by the International Brotherhood of Electrical Workers, Local 266. The present labor contracts expire on November 15, 2012.

### **Economic and Customer Growth in the District's Service Area**

The District serves approximately 53% of the population living in the Phoenix-Mesa-Glendale Metropolitan Statistical Area ("Phoenix-Mesa-Glendale MSA"). As the governmental and economic center of Arizona, the Phoenix-Mesa-Glendale MSA possesses the largest percentage of the state's residents, businesses, and income. It

contains approximately 66% of the state’s population, and more than two-thirds of its total employment and total personal income.

Although the Phoenix-Mesa-Glendale MSA experienced strong economic growth from the early 1990’s through 2007, the 2007 through 2009 Recession had a significant impact on the local economy. The U.S. Census Bureau reported that the metropolitan area added about 941,000 people from April 2000 through April 2010, a compound annual growth rate of approximately 2.2%.

After growing by 5.4% and 1.7% in 2006 and 2007, respectively, total non-farm employment in the Phoenix-Mesa-Glendale MSA decreased by 2.5% in 2008. In 2009, when the recession was at its worst, the metropolitan area’s employment base shrank by another 7.9%. While employment losses slowed in 2010, the metropolitan area experienced a decline of 2.1%. Local employment was growing again when 2011 began and increased by 0.4% on a year-over-year basis in May 2011. The manufacturing sector added 1,500 jobs in the first five months of this calendar year. Although this recession was the deepest observed in several decades, the Phoenix-Mesa-Glendale MSA is projected to return to a trend of long-term growth in the years ahead.

Table 1 summarizes several key economic statistics over recent years.

**TABLE 1 — Historical Growth Statistics**

<b>Year</b>	<b>State of Arizona Population (thousands)<sup>(1)</sup></b>	<b>Phx-Mesa- Glendale MSA Population (thousands)<sup>(1)</sup></b>	<b>Phx-Mesa- Glendale MSA Non-Agricultural Wage &amp; Salary Employment (thousands)<sup>(2)</sup></b>	<b>Phx-Mesa- Glendale MSA Residential Permits<sup>(3)</sup></b>	<b>Phx-Mesa- Glendale MSA Personal Income (\$ billions)<sup>(4)</sup></b>
2004.....	5,726	3,686	1,685	65,259	118.7
2005.....	5,924	3,827	1,790	62,617	131.6
2006.....	6,116	3,969	1,887	44,280	145.5
2007.....	6,275	4,087	1,918	37,272	153.1
2008.....	6,369	4,167	1,870	18,533	155.1
2009.....	6,389	4,186	1,722	9,272	150.4
2010.....	6,402	4,200	1,687	8,300	NA

<sup>(1)</sup> Arizona Department of Administration, Office of Employment and Population Statistics; revised July 2011; numbers are estimates as of July 1<sup>st</sup> each year.

<sup>(2)</sup> Arizona Department of Administration, Office of Employment and Population Statistics; revised March 2011.

<sup>(3)</sup> U.S. Census Bureau, “Housing Units Authorized by Building Permits”; 2010 preliminary.

<sup>(4)</sup> U.S. Bureau of Economic Analysis; 2009 preliminary.

While the slowdown in the metropolitan Phoenix area was most pronounced in construction and real estate, the weakness is spread across most sectors. The Phoenix-Mesa-Glendale MSA historically outperformed the national economy, but the 2007-2009 Recession was deeper locally than for the nation as a whole and the economic recovery has taken longer to gain momentum. Through May 2011, employment in the Phoenix-Mesa-Glendale MSA increased 0.4% on a year-over-year basis, a net gain of 6,100 jobs.

The Phoenix-Mesa-Glendale MSA’s unemployment rate was 8.0% in May 2011. Unemployment rates for the Phoenix-Mesa-Glendale MSA, Arizona, and the United States are listed below:

**Comparative Unemployment Rates**

	<b><u>May 2011</u></b>	<b><u>May 2010</u></b>	<b><u>May 2009</u></b>
Phoenix-Mesa-Glendale MSA.....	8.0%	8.9%	8.7%
Arizona.....	9.1%	10.0%	9.6%
United States.....	9.1%	9.6%	9.4%

Source: US Department of Labor, Bureau of Labor Statistics and Arizona Department of Administration, Office of Employment and Population Statistics. Rates are seasonally adjusted except for the Phoenix-Mesa-Glendale MSA.

While professional and business services, trade, transportation, utilities, and government make up the majority of local employment, construction and financial activities accounted for a large percent of job growth during the real estate boom the last decade. From 2007 through the first half of 2010, this trend reversed, with job losses posted across a broad range of industries. The District expects to see continued weakness in construction and real estate, with gradual improvement in the manufacturing, financial, and business service sectors.

**Phoenix-Mesa-Glendale MSA Employment  
(thousands)**

<u>Year</u>	<u>Natural Resources &amp; Mining</u>	<u>Construction</u>	<u>Manufacturing</u>	<u>Trade, Transportation &amp; Utilities</u>	<u>Information</u>	<u>Financial Activities</u>
2004.....	2.1	141.6	131.9	340.6	34.6	138.7
2005.....	2.2	163.9	136.5	362.1	33.3	147.0
2006.....	2.7	180.1	139.9	379.5	32.4	153.4
2007.....	3.2	169.4	137.2	391.7	31.2	153.6
2008.....	3.8	139.4	129.7	383.7	31.2	147.3
2009.....	3.1	96.0	114.9	354.3	28.9	139.6
2010.....	3.0	82.2	110.1	347.8	27.5	136.1

  

<u>Year</u>	<u>Professional &amp; Business Services</u>	<u>Education &amp; Health Services</u>	<u>Leisure &amp; Hospitality</u>	<u>Other Services</u>	<u>Government</u>
2004.....	273.8	175.4	161.9	64.2	220.8
2005.....	296.8	186.0	170.4	66.0	225.5
2006.....	319.2	198.8	180.5	71.0	229.2
2007.....	325.3	206.2	186.2	72.1	238.7
2008.....	309.5	221.2	184.6	73.4	246.0
2009.....	275.0	228.6	174.5	68.2	239.2
2010.....	269.9	238.5	172.3	64.4	235.0

Source: Arizona Department of Administration, Office of Employment and Population Statistics.

The Phoenix-Mesa-Glendale MSA is home to several corporate headquarters: US Airways Group, Inc., Republic Services Inc., AVNET, Best Western International, Insight Enterprises, PetSmart, Freeport-McMoRan, U-Haul, First Solar, and Viad. In addition, The Prudential Insurance Company of America, State Farm Mutual, Sentry Insurance Co. and Southwest Airlines have regional offices in the Phoenix-Mesa-Glendale MSA.

While strong population growth has been the traditional driver for the commercial real estate market, the slowdown in population growth has led to increased vacancy rates. Retail construction and net absorption slowed significantly from 2008 through 2010. The retail space vacancy rates increased to 12.6% in the second quarter of 2011. The recession's effects raised the office vacancy rate in the metropolitan area to 26.0% in the second quarter of 2011. Industrial real estate activity, which was strong in recent years, slumped along with the decline in demand for distribution space during the recession. More recently, the industrial vacancy rate dropped for the fifth consecutive quarter and stood at 13.9% in the second quarter of 2011.

The real estate market in the Phoenix-Mesa-Glendale MSA was a large driver of economic activity in the years before the deep recession took hold. Permits for new homes hit a peak in 2004, and have retreated since then as builders cut production. Foreclosures accelerated in the region from 2008 through 2010 but trended downward in recent months. Home prices appeared to be stabilizing in 2011's second quarter.

See "SELECTED OPERATIONAL AND FINANCIAL DATA — Customers, Sales, Revenues and Expenses" herein.

## **Irrigation and Water Supply System**

An historic and continuing justification of the Project lies in providing a stable and economic water supply. Agriculture in the plains and valleys of south-central Arizona almost wholly depends upon irrigation due to the low annual rainfall.

The Project provides the water supply for an area of approximately 248,200 acres located within the major portions of the Cities of Phoenix, Avondale, Glendale, Mesa, Tempe, Chandler, Gilbert, Peoria, Scottsdale and Tolleson.

The water supply for the Association's water service area of the Project is primarily runoff from a watershed consisting of 13,000 square miles which is stored in seven reservoirs, four of which are located on the Salt River and two on the Verde River and one on East Clear Creek. Additional water is provided by the Association's deep-well pumps located within the boundaries of the Project's water service area.

The Project's seventh reservoir, the Blue Ridge Reservoir (renamed C. C. Cragin Reservoir) was acquired from Phelps Dodge Corporation (now Freeport McMoRan) in 2005, and immediately transferred ownership of the dam to the Bureau of Reclamation, thereby making it part of the Project's Reservoir System. Water from this relatively small 16,000 acre foot reservoir on the East Clear Creek Watershed is pumped to the Mogollon Rim where it then flows by gravity into the Verde River System. SRP intends to use the water rights associated with this reservoir to supplement Project water resources and to resolve several water supply and rights disputes with communities in the Verde River Watershed.

The available water supply is important due to its influence on the economy in the area. Since the construction of the dam and reservoir system, the Project has always had sufficient water supply to meet the demands for urban, industrial and agricultural uses within its boundaries. The District's management believes that under established water rights relating to water use and assuming a continuation of historical precipitation and usage patterns, and responsible operation of the reservoir system, the area within the Project water service boundaries has a dependable and assured water supply.

The Southwest is an arid climate prone to natural variability in surface water supply. The Project's network of seven reservoirs and 250 wells has been developed and is managed to maintain a reliable water supply, even in dry times. For some periods over the past several years, the Southwest, including the Project's watershed, has experienced serious drought conditions, but these have been mitigated by contingency management plans resulting in minimal impact to end users. In response to reduced reservoir inflow, the Association has utilized increased groundwater pumping, reductions in water allocations and supplemental water supplies from the Central Arizona Project, which has been available for purchase or exchange. The true value of the Association's management of water supplies and infrastructure, however, has been demonstrated the past several years as surface water runoff has fluctuated. Due to the severity of drought in 2003 and 2004, the Association reduced the allocation of water to its shareholders and to the valley cities by one-third, only the second time in the Project's long history that allocations have been reduced for consecutive years. In 2005, abundant winter watershed precipitation and runoff refilled reservoirs sufficiently to allow the Association to make full surface water-only deliveries to its shareholders. Winter rain and snow failed to materialize in the winter of 2006 and 2007, suggesting that drought conditions were continuing as anticipated; however, the winters of 2008 and 2009 provided abundant rain and snow which resulted in full surface water storage and deliveries to Association shareholders once again. The winter of 2010 again reinforced the fact that drought is always a factor in a desert environment. Total inflow to the reservoirs proved to be just one-sixth of the previous winter season and resulted in the 13<sup>th</sup> driest runoff season on record. Even so, deliveries to shareholders have not been curtailed as the Association is able to balance the peaks and valleys of natural water supply conditions through the conjunctive management of the Project's reservoirs and wells.

See "LITIGATION — Water Rights — *Verde River*" for discussion of the dispute with respect to plans of the City of Prescott and the Town of Prescott Valley to withdraw groundwater from the Big Chino Groundwater Sub-Basin.

The Association also operates about 250 wells under a permit issued by the Arizona Department of Environmental Quality (“ADEQ”) pursuant to the permit program for the Arizona Pollutant Discharge Elimination System. The permit restricts the use of wells having chemical contamination above the permit levels. The number of restricted wells may vary by two or three each year as contamination plumes move or new contamination is discovered. Eleven of the 250 Association wells are not in operation for various reasons, including permit restrictions, and pursuant to a voluntary agreement to cease pumping to facilitate the study and remediation of contaminated groundwater in the area.

See “LITIGATION — Water Rights” for a discussion of additional matters relating to irrigation and water supply.

### **Telecommunication Facilities**

The District has installed approximately 53,000 strand-miles of fiber optic cable to support communication activities for its water and electric utility operations. Approximately 60% of the available capacity in this system is surplus to its needs. The District has also acquired, through exchanges with other utilities and telecommunications carriers, other fiber optic capacity and has entered into license agreements with telecommunications carriers, such as CenturyLink, Integra Telecom, AT&T, Level 3 and AboveNet, among others, as well as with certain enterprise customers to market this excess capacity, and receives approximately \$8.2 million per year in revenue from this activity.

Additionally, the District makes available certain electric facilities for the purpose of co-locating wireless antenna systems of commercial wireless communications service providers. The District also provides a number of related services to such service providers in conjunction with this activity. The District generated approximately \$8.3 million in revenue from this activity during fiscal year 2011.

### **Papago Park Center**

Papago Park Center is a mixed-use commercial development located on land owned by the District adjacent to its administrative offices. The District has entered into a 100-year lease of most portions of the development with Papago Park Center, Inc. (“PPCI”), a wholly-owned, incorporated, and taxable subsidiary of the District. Most of the land in Papago Park Center has been developed. Lease payments to the District were \$2.37 million and \$2.24 million in fiscal years 2011 and 2010, respectively.

### **New West Energy Corporation**

In 1997, the District established a wholly-owned, taxable subsidiary, New West Energy Corporation (“New West Energy”), to market, at retail, energy available to the District that was surplus to the needs of its retail customers, and energy that might have been rendered surplus in Arizona by retail competition in the supply of generation. However, as a result of the turmoil in the western energy markets, New West Energy discontinued marketing excess energy in 2001, and is now largely inactive.

## **THE ELECTRIC SYSTEM**

### **Area Served**

The District provides electrical service to major populated sections of Maricopa County, as well as portions of Pinal and Gila Counties. Except the City of Mesa, which operates its own system, all of the cities within the District’s service areas are served in part by the District and in part by Arizona Public Service Company (“APS”). By agreement between the District and APS, the urban areas and the adjacent suburban areas now served by the District’s distribution system will continue to be so served even though the latter may be annexed to a city in the future. The District also provides power directly for mining load requirements, principally in Pinal and Gila Counties.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Competition in Arizona” herein for a discussion of legislation permitting competition in generation service, billing, metering, and meter reading.

### **Projected Peak Loads and Resources**

The District annually estimates its future sales of energy by taking into account customer growth, changes in customer usage patterns and historic, as well as projected, weather data. The resource portfolio is examined to determine the expected sources of power and energy that may be used to supply the estimated system requirements.

The projections in Table 2 represent the District’s estimate of the most probable components of system peak loads and resources for fiscal years 2012 through 2017. The projections reflected therein are consistent with industry-wide experience and provide the basis for the District’s current year operating budget, May 2011 through April 2012. However, they are based on certain assumptions that, if not realized, may adversely affect such projections. These projections are reassessed annually during the winter, as part of the District’s annual budget process. If projections of economic and customer growth were to decline as a result of the current weakness in the economies of the nation or in the Phoenix-Mesa-Glendale MSA, the projections in Table 2 would be revised downward. See “THE DISTRICT — Economic and Customer Growth in the District’s Service Area.”

The projections shown in Table 2 do not reflect any sales of excess capacity other than sales pursuant to existing agreements. The resources in excess of peak load are expected to be generally gas and oil fired resources, which are the District's most expensive resources to operate.

**TABLE 2 — Projected Peak Loads and Resources (MW)**

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Annual Peak:(MW) <sup>(1)(2)</sup>						
Service Territory System Requirements <sup>(3)(4)(5)</sup> .....	6,755	6,885	7,028	7,179	7,340	7,517
Sales for Resale.....	146	140	140	176	176	167
Demand-Side Resources <sup>(5)</sup> .....	(423)	(483)	(547)	(602)	(659)	(703)
Total Peak Load <sup>(6)</sup> .....	6,478	6,542	6,621	6,753	6,857	6,981
Resources:						
Thermal:						
Gas and/or Oil .....	2,827	2,827	2,827	2,827	2,845	2,845
Coal .....	2,203	2,191	2,194	2,191	2,191	2,039
Nuclear .....	688	688	688	688	688	688
Renewables <sup>(7)</sup> .....	274	274	274	276	276	276
Future Peaking/Intermediate Resources	0	0	0	0	0	91
Future Distributed Generation	5	10	15	22	28	33
Purchased:						
CAWCD/Navajo Surplus <sup>(8)</sup> .....	703	300	300	300	300	300
TEP – Tucson Electric Power Company (“TEP”) <sup>(9)</sup> .....	100	100	100	100	100	0
Tri-State – Tri-State Generation and Transmission Association, Inc. (“Tri-State”) <sup>(10)</sup> .....	100	100	100	100	100	100
Coolidge Generating Station <sup>(11)</sup> .....	512	512	512	512	512	512
Renewable Purchases <sup>(12)</sup> .....	222	217	217	167	149	149
Future Renewable Purchases .....	14	78	147	280	280	280
Other Existing .....	259	108	33	33	33	33
Future Purchases .....	32	75	123	168	242	567
Total Resources .....	7,939	7,480	7,530	7,664	7,744	7,913
Total Resources in Excess of Total Peak Load .....	1,461	938	909	911	887	932
Planned Reserve Percentage <sup>(13)</sup> .....	22.8	14.0	13.1	12.7	12.1	12.3

(1) The forecast was updated in February 2011.

(2) Peak normally occurs in the June through September months of the prior calendar year (the beginning months of the fiscal year).

(3) Arizona law requires the District to meet all distribution area loads under 100,000 kWh, even if some retail customers elect to be served by others. No District retail customers are being served by others.

(4) Projected peak demand for electricity for retail customers does not take into account the impact of demand-side resources that would reduce demand.

(5) Demand-side resources are programs or price plans which incent behavior that results in a reduction of the expected peak demand for electricity of retail customers. Also includes the projected reduction of peak demand due to federal efficiency codes and standards for lighting and HVAC equipment, as well as customer-owned distributed generation that is already installed.

(6) Projected peak load for retail customers reduced by the impact of demand-side resources and increased by firm wholesale obligations (sales for resale).

(7) Renewables include owned hydro-electric generation, among other resources.

(8) Navajo Surplus is electrical capacity and energy made available to the District from the entitlement in Navajo Generating Station that the United States Bureau of Reclamation holds for the purpose of supplying the power requirements of the Central Arizona Project when such amount is surplus. The contract term extends through September 30, 2011. A new long-term contract for 300 MW has been executed that will extend the contract 20 years. The 300 MW contract extension is included in the forecast shown.

(9) An agreement is in place with TEP to extend the 100 MW long-term contract to May 31, 2016. The 100 MW contract extension is included in the forecast shown.

(10) The District has a 30-year agreement with Tri-State to purchase 100 MW of capacity from Springerville Unit 3. Commercial operation of Unit 3 began on September 1, 2006.

(11) The District has a 20-year agreement with Coolidge Power LLC to purchase approximately 551 MW of nominal capacity from the Coolidge Generating Station. Commercial operation began May 1, 2011. The District has an option for a 10-year extension of the agreement.

(12) Renewable purchases include SRP's federal hydro-power.

(13) Cannot be derived solely from the information set forth in Table 2.

## **Reserve Targets**

The District plans the addition of new generation based on a 12% reserve target. Because of the restructuring of the electric utility industry and the significant financial exposure associated with carrying excess reserves, the District has decided that a 12% reserve target represents an optimal planning target that balances both economics and reliability.

## **Existing and Future Resources**

The District has various resources available to it to provide electricity in its service area. The resources include the generating facilities owned solely by the District, generating facilities in which the District has an ownership interest, and the District's ability to enter into agreements with others to purchase power.

***Economic Viability of Existing Generation Assets.*** The existing generation assets have been, and will continue to be, an integral part of the District's long-term resource plans. These generating stations historically have achieved high availability and low forced outage rates as compared to industry averages. This performance can largely be attributed to prudent operational and maintenance practices. Sustaining and improving this performance will be achieved by continuing a focused effort on preventive, predictive and corrective maintenance activities. By combining these practices with the ongoing application of engineering and technology improvements the District will ensure that the future economic and operational value of existing assets is maintained.

***Summary of Existing Power Sources during the fiscal year ended April 30, 2011.*** The District's largest source of energy during the fiscal year ended April 30, 2011 was thermal generating facilities, which supplied approximately 68.5% of the District's total production. Hydroelectric generation provided approximately 4.9% of production with 3.2% coming from the District's own hydroelectric plants and 1.7% coming from purchases from the Arizona Power Authority ("APA") and the United States Department of Energy, Western Area Power Administration ("WAPA"). The remaining 26.6% came from various other purchases and renewable resources. Table 3 provides more detail on District power sources.

**TABLE 3 — Fiscal Year 2011 District Power Sources**

	Capability (MW) <sup>(1)</sup>	% of Total	Net Production	
			Amount (MWh) <sup>(2)</sup>	% of Total
District Generation:				
One Hundred Percent Entitlement – Renewable Hydroelectric & Other:				
Roosevelt Dam.....	36	0.42%	69,774	0.21%
Mormon Flat Dam.....	10	0.12	38,060	0.11
Horse Mesa Dam.....	30	0.35	74,886	0.22
Stewart Mountain Dam.....	13	0.15	26,502	0.08
Canal Plant (Crosscut).....	3	0.04	4,086	0.01
Canal Plant (South Consolidated).....	1	0.01	2,547	0.01
Arizona Falls.....	<u>1</u>	<u>0.01</u>	<u>1,306</u>	<u>0.01</u>
Subtotal Renewable Hydroelectric.....	<b>94</b>	<b>1.10</b>	<b>217,161</b>	<b>0.64</b>
Mormon Flat Dam Pumped Storage.....	57	0.67	52,116	0.15
Horse Mesa Dam Pumped Storage.....	119	1.40	97,552	0.29
Subtotal Pumped Storage Hydroelectric.....	<b>176</b>	<b>2.07</b>	<b>149,668</b>	<b>0.44</b>
Solar.....	1	0.00	4,122	0.01
Fuel Cells.....	0 <sup>(3)</sup>	0.00	955	0.00
Alternative Fuels – Tri-cities Landfill.....	<u>4</u>	<u>0.05</u>	<u>28,154</u>	<u>0.08</u>
Subtotal Other.....	<b>5</b>	<b>0.06</b>	<b>33,231</b>	<b>0.10</b>
One Hundred Percent Entitlement – Thermal				
Kyrene (Steam).....	106	1.25	(624)	0.00
Kyrene (Gas Turbine).....	165	1.94	579	0.00
Kyrene (Combined Cycle).....	250	2.94	386,037	1.14
Agua Fria (Steam).....	407	4.78	18,466	0.05
Agua Fria (Gas Turbine).....	219	2.57	1,595	0.00
Santan Combined Cycle.....	1,227	14.41	1,739,857	5.12
Desert Basin Combined Cycle.....	577	6.78	1,038,093	3.06
Coolidge (Gas Turbine).....	0	0.00	64,308	0.19
Coronado Generating Station.....	773	9.08	5,948,054	17.51
Springerville Unit 4.....	<u>400</u>	<u>4.70</u>	<u>2,955,941</u>	<u>8.07</u>
Subtotal.....	<b>4,124</b>	<b>48.45</b>	<b>12,152,306</b>	<b>35.77</b>
Participation Plants				
Navajo Generating Station.....	489	5.74	3,788,953	11.15
Four Corners Generating Station Units 4 & 5.....	154	1.81	1,121,827	3.30
Hayden Generating Station.....	131	1.54	936,372	2.76
Craig Generating Station.....	248	2.91	1,795,837	5.29
Palo Verde Nuclear Generating Station.....	<u>688</u>	<u>8.08</u>	<u>5,500,185</u>	<u>16.19</u>
Subtotal.....	<b>1,710</b>	<b>20.09</b>	<b>13,143,174</b>	<b>38.69</b>
Purchases and Receipts <sup>(4)</sup> :				
Federal Hydropower – Renewable				
APA – Arizona Power Authority.....	42 <sup>(5)</sup>	0.49	102,243	0.30
WAPA – Colorado River Storage Project.....	74 <sup>(6)</sup>	0.87	270,883	0.80
WAPA – Parker-Davis Dams.....	32 <sup>(7)</sup>	0.38	147,848	0.44
WAPA – CAWCD/Navajo Surplus.....	686 <sup>(8)</sup>	8.06	1,804,616	5.31
AEPSCO – Arizona Electric Power Cooperative.....	100	1.17	310,891	0.92
TEP – Tucson Electric Power Company.....	100	1.17	654,967	1.93
TSGT – Tri-State Generation & Transmission.....	100	1.17	607,712	1.79
Renewable – SWMP – Snowflake White Mountain Power (Biomass) <sup>(9)</sup> .....				
	10	0.12	24,918	0.07
Renewables – Wind Power Dry Lake I & II.....	0	0.00	191,338	0.58
Renewables – Other Wind Power.....	50	0.59	61,600	0.18
Others.....	<u>1,209<sup>(10)</sup></u>	<u>14.20</u>	<u>4,093,897<sup>(10)</sup></u>	<u>12.05</u>
Subtotal.....	<b>2,403</b>	<b>28.23</b>	<b>8,277,913</b>	<b>24.37</b>
TOTAL <sup>(11)</sup> .....	<b>8,512</b>	<b>100.00</b>	<b>33,973,453</b>	<b>100.00</b>

(1) Load capability during summer system peak. Winter capability may be greater.

(2) Actual net production during the fiscal year ended April 30, 2011. Energy for pumped storage is not deducted.

(3) Fuel cell capacity is 250 kW.

(4) Purchase and receipt capabilities vary month to month. Listed are the capabilities for the peak month.

(5) Includes 10 MW wheeled for certain electrical/irrigation districts.

(6) Includes 19 MW wheeled for certain electrical/irrigation districts.

(7) Includes 1 MW wheeled for the City of Gilbert.

(8) Net of CAWCD pumping load and losses totaling 53 MW that occurred coincident with system peak.

(9) Terminated as of August 31, 2010. See “THE ELECTRIC SYSTEM – Existing and Future Resources – Purchased Power” for a discussion.

(10) Short term purchases excluding 0 MW and 1,084,151 MWh of book-outs.

(11) Totals may not add correctly due to rounding.

***Desert Basin Generating Station.*** The District had a ten-year Power Purchase Agreement (“DBPPA”) that commenced on or about November 2001 with Reliant Energy Desert Basin, LLC (“Reliant”) for the purchase of 575 MW of capacity produced at the Desert Basin Generating Station (“Desert Basin”) located in central Arizona. In 2003, the District acquired Desert Basin and transferred title to Desert Basin Independent Trust (“DBIT”), a Delaware statutory trust, pursuant to a Lease Purchase Agreement (the “Lease Purchase Agreement”) to provide a portion of the permanent financing for Desert Basin. In a concurrent transaction, DBIT issued \$282,680,000 aggregate principal amount of Certificates of Participation (“Certificates”) evidencing direct undivided interests in rental payments made by the District pursuant to the Lease Purchase Agreement. A portion of the proceeds from the sale of the Certificates was used to satisfy the bridge loan used to acquire Desert Basin. The acquisition of Desert Basin resulted in the cancellation of the DBPPA and the District operates Desert Basin consistent with its other thermal resources. See “SELECTED OPERATIONAL AND FINANCIAL DATA — Additional Financial Matters” for further discussion of the financing of Desert Basin.

***Santan Generating Station.*** In 2001, the Arizona Corporation Commission (“ACC”) approved a certificate of environmental compatibility (“CEC”) for a proposed expansion of the District’s Santan Generating Station in the Town of Gilbert. The first of the two additional units was placed into commercial operation on April 1, 2005, and the second unit became commercial on March 1, 2006. The total combined capability of these units is a nominal 825 MW.

***Jointly Owned Generation Facilities.*** The District has an ownership interest in six jointly owned generating facilities. However, one of the facilities, the Mohave Generating Station, is being decommissioned and no longer produces generation. The percent participation of the District and the other participants in the producing facilities is set forth in Table 4. Additional information about each facility follows Table 4. See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Mohave Generating Station*” for a discussion of the status of the Mohave Generating Station.

**TABLE 4 — District Participation Interests in Existing Generating Facilities<sup>(1)</sup>**

	<u>Navajo Generating Station</u>	<u>Four Corners Generating Station Units 4 &amp; 5</u>	<u>Hayden Generating Station Unit 2</u>	<u>Craig Generating Station Units 1 &amp; 2</u>	<u>Palo Verde Nuclear Generating Station</u>
<b>Project Capabilities</b>					
Total Continuous Load Capabilities (MW) .....	2,250	1,570 <sup>(2)</sup>	262	856	3,937 <sup>(3)</sup>
<b>Project Participants</b>					
District.....	21.7	10.0	50.0	29.0	17.5
APS .....	14.0	15.0	—	—	29.1
Department of Water & Power, Los Angeles (“LADWP”) .....	21.2	—	—	—	5.7
El Paso Electric Company (“El Paso”).....	—	7.0	—	—	15.8
Nevada Power Company (“NPC”) .....	11.3	—	—	—	—
Platte River Power Authority .....	—	—	—	18.0	—
PacifiCorp .....	—	—	12.6	19.3	—
Public Service Company of Colorado (“PSCo”) .....	—	—	37.4	9.7	—
Public Service Company of New Mexico (“PNM”).....	—	13.0	—	—	10.2
Southern California Edison Company (“SCE”).....	—	48.0	—	—	15.8
Southern California Public Power Authority (“SCPPA”).....	—	—	—	—	5.9
Tri-State .....	—	—	—	24.0	—
TEP .....	7.5	7.0	—	—	—
U.S. Bureau of Reclamation (“USBR”) .....	<u>24.3<sup>(4)</sup></u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<b>Total Percentage</b> .....	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

<sup>(1)</sup> Generally, if a default by any participant in the payment or performance of an obligation under a participation agreement continues without having been cured or without the participant having commenced and continued to cure the default, then the non-defaulting participants may suspend the right of the defaulting participant to receive its capacity entitlement. In case of default, (1) each non-defaulting participant will bear a portion of the operation and maintenance costs otherwise payable by the defaulting participant in the ratio of the non-defaulting participant’s respective capacity entitlement to the total capacity entitlement of all non-defaulting participants, and (2) the defaulting participant will be liable to the non-defaulting participants for all costs incurred by the non-defaulting participants pursuant to (1) and for all costs in operating the project at a reduced level of generation brought about by the reduction of the capacity entitlement of the defaulting participant. USBR’s participation interest in the Navajo Generating Station is not subject to these suspension procedures, but USBR is obligated to bear its proportionate share of the operation and maintenance costs of any defaulting participant in the Navajo Generating Station. Currently there are no defaulting participants.

<sup>(2)</sup> Amount shown is maximum capability. Normal continuous load capability is 1,500 MW.

<sup>(3)</sup> Amount shown is maximum dependable capability. Except during summer, normal continuous load capability will usually exceed 3,937 MW, MDC net (Maximum Dependable Capacity, net).

<sup>(4)</sup> The District holds legal title to this percentage of the Navajo Generating Station for the use and benefit of USBR.

**Craig Generating Station Units 1 and 2.** The District owns 29% of Craig Generating Station Units 1 and 2, which are operated by Tri-State. The two 428 MW coal-fired generating units commenced commercial operations in 1981 and 1979, respectively. The Craig Generating Station Units 1 and 2 are located in the Yampa Valley near the City of Craig in northwestern Colorado. The District’s entitlement to power and energy from Craig Generating Station Units 1 and 2, like the power and energy from Four Corners Generating Station Units 4 and 5 (“Four Corners”) and Hayden Generating Station Unit 2, is subject to a displacement arrangement with WAPA. Power and energy is delivered to WAPA and used for WAPA’s customers located in Colorado, New Mexico, Utah and Wyoming. WAPA delivers a similar amount of power and energy to the District from the Glen Canyon Hydroelectric Generating Station. This is a displacement arrangement that reduces transmission investment, operating expenses and energy losses both for WAPA and for the District.

See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Coal*” for comments relating to the coal supply for the Craig Generating Station Units 1 and 2.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental” for discussion concerning the determination by the State of Colorado of the Best Available Retrofit Technology (“BART”) for the Craig Generating Station.

**Four Corners Generating Station Units 4 and 5.** The Four Corners Generating Station Units 4 and 5, operated by APS, are located on the Navajo Indian Reservation near Farmington, New Mexico. The District owns 10% of Units 4 and 5, two 785 MW (maximum capability) coal-fired generating units, which commenced commercial operations in 1969 and 1970, respectively. Coal comes from the Navajo Mine located 11 miles away on the Navajo Indian Reservation.

SCE, which owns 48% of Units 4 and 5, announced in March 2010 that it plans to divest its interest in Four Corners by 2016, when the participation agreement expires. On November 8, 2010, APS and SCE entered into an asset purchase agreement providing for the purchase by APS of SCE’s 48% interest in each of Units 4 and 5 of Four Corners. Completion of the purchase by APS, which is expected to occur in the second half of 2012, is conditioned upon the receipt of regulatory approvals and other closing conditions.

See “LITIGATION — Environmental Issues — *New Source Review*” for discussion of the national enforcement initiative of the Environmental Protection Agency (the “EPA”) under the New Source Review Provisions of the Clean Air Act (the “CAA”).

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental — *California*” for comments related to investments in coal-fired generating stations by California utilities.

See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Coal*” for comments relating to the coal supply for the Four Corners Generating Station Units 4 and 5.

See “THE ELECTRIC SYSTEM — Environmental Matters — *Navajo Generating Station and Four Corners Generating Station Units 4 and 5*” for a discussion of administration of federal environmental laws by Indian tribes.

See “LITIGATION — Environmental Issues” for a discussion of certain Navajo environmental laws.

**Hayden Generating Station Unit 2.** The District owns 50% of Hayden Generating Station Unit 2, a 262 MW coal-fired generating unit, which commenced commercial operations in 1976 and is located in Hayden, Colorado. Public Service Company of Colorado (“PSCO”) is the operating agent. PSCO is an operating company within Xcel Energy.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental” for discussion concerning the determination by the State of Colorado of the BART for the Hayden Generating Station.

See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Coal*” for comments relating to the coal supply for the Hayden Generating Station Unit 2.

**Navajo Generating Station.** The Navajo Generating Station (“NGS”), located on the Navajo Indian Reservation near Page in Northern Arizona, consists of three 750 MW coal-fired generating units. The units commenced commercial operations in 1974, 1975 and 1976, respectively. The facility also includes an electric railroad for fuel delivery and 500 kV transmission lines and switching stations to deliver the power and energy to the various participants. The District owns 21.7% of NGS and is the operating agent of the generating station and the railroad. The NGS coal supply is surface-mined and delivered from the Kayenta Mine, which is located on the Navajo and Hopi Indian Reservations in Northern Arizona. Peabody Western Coal Company (“Peabody”) operates the mine under leases with both tribes.

The Department of Water and Power for the City of Los Angeles (“LADWP”), a participant in NGS, has announced that it will replace its coal-fired generation with generation from renewable energy sources by 2020. Further, although LADWP’s contract for NGS does not expire until 2019, it announced in August 2010 its intent to sell its interest in NGS.

The initial term of the Indenture of Lease for NGS Units 1, 2 and 3 (the “Lease”) runs through 2019 with a right by the owners to extend the Lease for up to an additional 25 years. The Grant of Federal Rights-of-Way and Easements from the U.S. Department of Interior for the plant site runs through 2019 as does the coal supply agreement with Peabody. A variety of other agreements and grants necessary to the continued operation of NGS expire at various dates as well and will need to be renewed to continue the operation of NGS beyond 2019. The owners of NGS also may be required to make substantial expenditures once the pending EPA determination of BART is finalized and compliance with other EPA rules is implemented. The District and the other Participants are evaluating future options for NGS in light of these and other developments.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY – Environmental” for discussion of the EPA’s pending determination of BART at NGS under the EPA’s Regional Haze Rule.

See “THE ELECTRIC SYSTEM — Environmental Matters — *Navajo Generating Station and Four Corners Generating Station Units 4 and 5*” for a discussion of environmental considerations with respect to NGS, and administration of federal environmental laws by Indian tribes.

See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Coal*” and “LITIGATION — Coal Supply” for discussions relating to the NGS coal supply, and “LITIGATION — Environmental Issues” for a discussion of certain Navajo environmental laws.

**Mohave Generating Station.** The District owns 20% of the Mohave Generating Station (“Mohave”), which consists of two 790 MW coal-fired units. Mohave commenced commercial operations in 1971 and is located in Clark County, Nevada, on the Colorado River. SCE is the operating agent. However, the plant suspended operations in 2005 and the participants have begun decommissioning it.

The District has replaced its share of output from Mohave with a combination of sources, including Unit 4 of the Springerville Generating Station, a 400 MW coal-fired power plant that was placed in service in December 2009.

In fiscal year 2003, the Board authorized the recovery of the balance of the District’s investment in Mohave in its revenue requirements prior to the closure of the plant. In accordance with the Accounting Standards Codification Topic 980 (“ASC 980”) for rate-regulated enterprises, a regulatory asset for Mohave was established for \$78.0 million during the fiscal years ended April 30, 2003, 2004 and 2005, and is being recovered over a ten-year period which began in fiscal year 2006. On April 30, 2011, the net regulatory asset for Mohave was \$36.4 million.

See “LITIGATION — Coal Supply” for a discussion of the other pending issues.

**Palo Verde Nuclear Generating Station.** The District owns 17.49% of the Palo Verde Nuclear Generating Station (“PVNGS”), located near Wintersburg, Arizona. APS is the project manager and operating agent. PVNGS Units 1, 2 and 3 commenced commercial operation in 1986, 1986, and 1988, respectively. In April 2011, the U.S. Nuclear Regulatory Commission (the “NRC”) issued Renewed Facility Operating Licenses for the three PVNGS Units to 2045, 2046 and 2047, respectively.

PVNGS originally consisted of three nominally sized 1,270 MW pressurized water nuclear generating units. The steam generators and low pressure turbine rotors have been replaced in all three units resulting in an increase of 65 to 71 MW net output (11 to 12 MW as the District share) in each unit. Reactor vessel heads have been replaced in all three units. This replacement eliminated industry issues regarding alloy 600 nozzle corrosion cracking in the reactor vessel head.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Nuclear Plant Matters” for a discussion of liability issues.

**Purchased Power.** The District supplies a portion of its energy and demand requirements with purchased power from several sources as shown in Table 3. In fiscal year 2011, approximately 14.0% of the District’s energy requirements were met with long-term power purchases and an additional 14.2% were met with short-term purchases.

The District has multiple long-term contracts to purchase power from WAPA including a new contract executed September 28, 2007, to purchase Navajo Surplus Power with deliveries to begin June 1, 2012. Navajo Surplus Power is electrical capacity and energy made available from the entitlement in the Navajo Project which the United States Bureau of Reclamation holds for the purpose of supplying the power requirements of the Central Arizona Project when such amount is surplus. This purchase is for 300 MW during the eight super-peak hours of every day, June through August, and the term runs through September 30, 2031. This purchased power agreement is included in the “Purchased: CAWCD/Navajo Surplus” category of Table 2. The expiration dates of these contracts span the period from September 30, 2011 to September 30, 2031. In fiscal year 2011, a total of 834 MW peak capacity was available under various contracts with APA, the Colorado River Storage Project (“CRSP”), the Parker-Davis Project, and the Central Arizona Water Conservation District (“CAWCD”).

The District also has a long-term power purchase contract with TEP that provides for the District to purchase 100 MW of firm power. This contract will expire in fiscal year 2017.

The District entered into a 20-year power purchase agreement with Transcanada, Coolidge Power LLC for the development, construction, and operation of a simple cycle combustion turbine electric peaking plant near Randolph, Arizona with a nominal capacity rating of approximately 551 MW. The agreement, effective May 8, 2008, is for the purchase of all the electrical capacity, energy and ancillary services available from Coolidge Generating Station, which is located in Pinal County and began commercial operation in May 2011. The District has an option for a 10-year extension of the agreement.

In addition, the District has entered into various long-term purchase power agreements with developing renewable energy generation facilities that extend for periods of 20 to 30 years as reflected in the table below. Two of the facilities, with capacities of approximately 64 MW and 63 MW, began commercial operation in fiscal years 2011 and 2009, respectively. The District is receiving the power and renewable energy credits from both facilities and the amounts that the District paid to these projects were \$17.5 million and \$6.4 million for fiscal years 2011 and 2010, respectively. The remaining facilities are expected to begin commercial operation between fiscal years 2012 and 2014. The expected capacity of all the facilities combined, once in operation, is approximately 365 MW. The District is only obligated to pay for actual energy delivered and will have no obligation with respect to any facilities that do not start commercial operations. There are no minimum payment obligations under these agreements.

<b>Project</b>	<b>Counterparty</b>	<b>Capacity (MW)</b>	<b>Fuel</b>	<b>Commercial Operation</b>	<b>Term (End Date)</b>	<b>Location</b>
Dry Lake I	Dry Lake Wind Power, LLC	63	Wind	FY2009	FY2030	Holbrook, AZ
Dry Lake II	Dry Lake Wind Power, LLC	64	Wind	FY2011	FY2031	Holbrook, AZ
Copper Crossing	Copper Crossing, LLC	20	Solar PV	FY2012 (expected)	FY2037	Florence, AZ
Hudson Ranch I	Hudson Ranch Power I, LLC	50	Geothermal	FY2012 (expected)	FY2042	Imperial Valley, CA
Lightning Dock	Geothermal HI-01, LLC	50	Geothermal	FY2014 (expected)	FY2032	Animas Valley, NM
Yavapai Wind	Yavapai Wind, LLC	99	Wind	FY2013 (expected)	FY2037	Yavapai County, AZ
Siete Solar	Siete Solar LLC	19	Solar PV	FY2013 (expected)	FY2033	Queen Creek, AZ

See “LITIGATION — Gas Supply” for a discussion of fuel supply issues.

**Future Resources.** The District evaluates its options for obtaining reliable resources on a lowest possible cost basis. In addition to the potential future resource options described below, the District balances short-term and long-term energy purchases, refinements to its conservation programs, building its own new generation and ventures with other plant developers to acquire the output from other plants being constructed. Arizona and many other western states have either deferred or re-examined the implementation of deregulation of the electric industry. As a result, certain merchant generators are seeking buyers for sales of power from, or purchases of, their plants, both in

operation or under construction. Consistent with its acquisition of the Desert Basin Project, the District continues to evaluate these developments, which could include the acquisition of other existing generation facilities.

**Springerville Generating Station.** In 2001 the District entered into an agreement with UniSource Energy Development Company (“UniSource”) for the joint development of two additional coal-fired generating units (Units 3 and 4), approximately 400 MW each in size, to be located at the existing Springerville (Arizona) Generating Station. Under an amendment to the agreement, dated October 20, 2003, the District entered into a 30-year power purchase agreement (the “PPA”) to purchase 100 MW of capacity from Unit 3, which was developed by Tri-State and placed in service in September, 2006, beginning the 30-year term of the PPA. Springerville Unit 4 began commercial operation in December 2009.

**Peaking Generation Siting.** The District purchased property for a natural gas peaking facility, called the Copper Crossing Site (formerly called the Abel Site), adjacent to the Abel Substation in northwest Florence (Arizona). The District plans to construct a simple-cycle peaking-power plant that would provide approximately 900 MW of summer capacity. The generating facility would become operational in stages, beginning in fiscal year 2017. If the economy recovers more slowly or more quickly than anticipated, the plans can be scaled in terms of size and timing to better meet the District’s needs.

In addition to this facility in Florence, the District is also considering power-purchase agreements and ownership interests in existing or new intermediate generation facilities to meet its needs.

**Transmission.** Electricity from the District’s diversified generation resource mix is delivered to customers over a complex and reliable transmission system, which is integrated into the grid that connects transmission lines in the West. The District owns transmission systems that deliver electricity from its generating resources to its loads. However, whenever it was not prudent to build a new transmission system, the District acquired contract rights on transmission systems owned by others. In addition to utilizing its transmission system to deliver electricity from its generating resources, the District uses its transmission system to access generation resources produced by others and to transmit energy for others when surplus transmission capacity is available.

In February 2006, the District entered into an agreement with various electrical districts in Pinal County, Southwest Transmission Cooperative, Inc., an Arizona non-profit rural electric cooperative and TEP (collectively the “Project Participants”) to develop a 150-mile 500kV transmission line and up to four new substations to serve the growing load in the respective service areas of the Project Participants. The new 500kV transmission line originates at the Hassayampa Switchyard near PVNGS and terminates at the District’s Browning Substation. The anticipated cost of the project is approximately \$380 million, of which the District’s share is approximately \$254 million. The first 50 miles of 500kV transmission was placed in service in 2008. An additional 47 miles was placed in service in May 2011 but this section was initially energized at 230kV to accommodate the addition of generation resources. The final 500kV segment will be placed in service in 2014 and the section energized at 230kV will also be energized at 500kV in 2014.

In December 2009, the District entered into an agreement with APS for the development of a 27-mile 500kV transmission line and two new substations to serve growing load in the Phoenix-Mesa-Glendale MSA. APS included 230kV transmission and substations as part of the project without participation by the District. The new 500kV and 230kV transmission lines originate at the new Morgan Substation near Lake Pleasant and terminate at the existing Pinnacle Peak Substation complex in north Scottsdale. The anticipated cost of the 500kV portion of the project is \$192 million, of which the District’s share is approximately \$96M. The 500kV transmission line was placed in service in November 2010. The project is anticipated to be fully complete with all components by December 2012.

**Fuel Supply.** The District’s projected use of fuel and other energy sources by type is shown on the following table, which summarizes the District’s various sources of energy assuming the most efficient utilization of the facilities expected to be available for the dates indicated.

**TABLE 5 — Summary of Projected Energy Sources  
(expressed as a percentage of total sources)**

<u>Fiscal Year Ending April 30,</u>	<u>Hydro/ Sustainable<sup>(1)</sup></u>	<u>Gas/Oil</u>	<u>Coal</u>	<u>Nuclear</u>	<u>Renewables/ Sustainable<sup>(2)</sup></u>	<u>Long-Term Purchases</u>	<u>Other</u>
2012.....	3.2%	8.7%	53.7%	18.4%	5.7%	6.8%	3.5%
2013.....	2.9%	11.4%	53.2%	18.3%	7.8%	4.6%	1.8%
2014.....	2.8%	12.1%	52.5%	17.9%	9.9%	4.2%	0.6%
2015.....	2.8%	11.5%	51.6%	17.7%	11.8%	4.2%	0.4%
2016.....	2.7%	12.0%	50.5%	17.2%	12.3%	4.5%	0.8%
2017.....	2.7%	15.3%	47.6%	16.8%	12.9%	3.8%	0.9%

<sup>(1)</sup> Includes federal hydro purchases; hydro resources are included in SRP’s Sustainable Portfolio.

<sup>(2)</sup> Includes renewable energy purchases, renewable resources, and energy efficiency.

**Coal.** Hayden Generating Station Unit 2, NGS, Four Corners, and Craig Generating Station Units 1 and 2 are coal-fired generating units. The coal supply contract for Four Corners has been extended to July 2016. The coal supply contract for NGS has been extended to December 22, 2019. The coal supply contract for Hayden Generating Station will expire in December 2011. The District expects to enter into a new coal supply agreement for the Hayden Generating Station beyond 2011. The two coal supply contracts for the Craig Generating Station expire July 1, 2014 and December 31, 2017. In the past, approximately 30% of the coal supply for Craig was purchased through annual spot market solicitations. This portion of the supply of coal for Craig has been acquired through a contract that will expire in December 2020. The District believes it will be able to obtain coal for the remainder of the depreciable life of each plant.

For calendar years 2007 through 2015, Cloud Peak Energy Resources LLC, formerly known as Rio Tinto Sage LLC, successor in interest to Rio Tinto Energy America, Inc., successor in interest to Kennecott Energy and Coal Company, will provide the coal required by the Coronado Generating Station (“CGS”), up to an 81% capacity factor for running the plant, with anything above that being obtained from the spot market. The District believes it can continue to meet the coal requirements for CGS.

Cloud Peak Energy Resources will also supply the coal requirements for building inventory, testing, and for commercial operation of Springerville 4 through 2012. The District expects to enter into a new agreement(s) for Springerville Unit 4 coal requirements beyond 2012.

The stockpiles of coal for all coal-fired generating stations are at or above acceptable levels for normal operations.

There are a number of disputes involving coal supplies for NGS and other plants in which the District has an interest. The District does not believe that these disputes will have material adverse effects on its operations or financial condition. However, final resolution of any of these disputes cannot be predicted at this time. See “LITIGATION — Coal Supply” for additional discussion of coal supply matters.

**Natural Gas.** The District utilizes natural gas almost exclusively to fuel its oil or gas-fired units in the Phoenix-Mesa-Glendale MSA and plans to continue to do so as long as natural gas remains available at costs that are economically favorable over other alternatives. The District purchases natural gas pursuant to energy risk management policies and trading strategies designed to minimize financial and operational risk while ensuring that sufficient gas is available to serve the customers of the District.

Natural gas price hedging is primarily accomplished through the use of financial instruments such as exchange-traded futures and options contracts and “over the counter” swaps and options contracts. Hedging activities focus on a rolling six year period into the future relative to the District’s retail customer demand. See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Competition in Arizona — *Energy Risk Management Program*” herein, for a discussion of the District’s Risk Management Program.

Natural gas storage contracts are utilized to balance supply and demand as well as help manage price risk and ensure reliable delivery. Natural gas is delivered to the District’s generating facilities via transportation contracts

with El Paso Natural Gas Company and Transwestern Pipeline Company. Additionally, the District encourages parties to consider development of natural gas storage fields in Southern Arizona.

In October 2007, the District entered into a 30-year gas purchase agreement with the Salt Verde Financial Corporation (“SVFC”), an Arizona nonprofit corporation, to purchase approximately 20% of its projected natural gas requirements needed to serve retail customers. The District is obligated to pay only for the gas delivered under this contract. To fulfill its obligation, SVFC entered into a 30-year prepaid gas agreement with Citigroup Energy Inc. SVFC financed the purchase by the issuance of its special obligation gas revenue bonds (“Gas Revenue Bonds”). The Gas Revenue Bonds do not constitute a debt, liability or obligation of the District.

**Nuclear.** The nuclear fuel cycle for PVNGS is comprised of the following stages: the mining and milling of uranium ore to produce uranium concentrates; the conversion of uranium concentrates to uranium hexafluoride; the enrichment of uranium hexafluoride; the fabrication of fuel assemblies; the utilization of fuel assemblies in reactors; and the storage and disposal of spent fuel. APS, on behalf of APS, the District, EPE, SCE, PNM, SCPPA, and LADWP (the “Palo Verde Participants”), has procured under contract 100% of the materials and services required to provide uranium concentrates through the year 2011, 95% in years 2012 through 2017, , 80% in 2018, and 45% through 2025, 100% of the requirements for conversion services through 2018 and 45% through 2025, 100% of the requirements for the enrichment services through 2020 and 20% through 2025, and 100% of the requirements for fabrication services through 2016. APS is examining uranium supplies along with fuel conversion, enrichment, and fabrication services to reduce risks associated with any single component of the supply chain and to better position the Palo Verde Participants when the existing contracts begin to expire.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Nuclear Plant Matters” herein, which includes further discussion on spent nuclear fuel.

### **Sustainable Resource Portfolio**

As the nation’s oldest multi-purpose federal reclamation project, the Salt River Project was founded on the principles of resource stewardship. The District acknowledges the environmental challenges associated with supplying reasonably-priced power to a growing customer base and recognizes that environmental stewardship, resource conservation and efficiency create effective partnerships with its customers. The District believes that it must pursue a portfolio of initiatives to meet current and future goals and has invested heavily in research and development.

These investments include a study of technologies for capturing carbon emissions via a chilled ammonia process, a program to commercially deploy six hyper-efficient appliances and testing the means by which to enhance efficiencies of the District’s transmission and distribution grid. The District has partnered with its customers to reduce greenhouse gas (“GHG”) emissions and invest in renewable energy. The District offers a green pricing program called EarthWise Energy that thousands of the District’s customers use to support renewable energy. The EarthWise Energy Program provides incentives for customers to install solar photovoltaic hot water systems, and the District also has a Trees for Change Program which allows customers to support tree planting.

Evidence of the District’s portfolio approach is the adoption by the Board of a Sustainable Portfolio Plan (“SPP”). The SPP, adopted in 2004 and amended in 2006 and 2011, targets meeting 9% of expected retail energy requirements with sustainable resources by fiscal year 2012, increasing to 20% by fiscal year 2020. Sustainable resources are defined as all supply-side and demand-side resources that reduce reliance on traditional fossil fuels. This includes generation from renewable resources, including hydro-electric generation, as well as conservation, energy efficiency and pricing measures. The Sustainable Portfolio does not include nuclear power, but when nuclear is included, about 20% of the electricity currently provided by the District is produced without creating any GHG. The District is pursuing the acquisition of additional, cost-effective renewable resources and is evaluating all options including nuclear.

In addition to supply-side resources, the District has increased its investment in energy efficiency and demand response programs. Through fiscal year 2014, the District has increased its planned investment in energy efficiency by over \$200 million. Examples include incentives for the construction of energy efficient homes and commercial buildings, retail partnerships to discount the cost of energy efficient appliances, an appliance recycling program that

pays customers for the pick-up and recycling of inefficient refrigerators/freezers (the first of its kind in Arizona) and new commercial programs that provide incentives for standard and customized efforts to install efficient lighting and equipment.

The District's award-winning M-Power® Pre-Pay Program has received national acclaim for its conservation effect and its use of real time technology to display usage information to customers inside the home. Approximately 120,000 customers participate in the program, making it the largest pre-pay program in North America. Studies have consistently demonstrated an average 12% reduction in energy usage for customers who switch to the program; an added benefit is that over 90% of customers on the program are satisfied/very satisfied with the District.

Augmenting programs that conserve energy, the District is adding to its portfolio of programs that shift peak demand. The District's time-of-use ("TOU") pricing plan is one of the largest in the nation. The District Board has introduced a new pricing plan (EZ-3) designed to reduce customer load during the summer hours between 3:00 p.m. and 6:00 pm. Initial results from the program are extremely encouraging – customers who have switched from both the standard and the TOU plan have consistently reduced energy demand during on-peak hours, with minimal offsetting effects seen in the pre- and post-peak hours. The District plans to expand this program, and is also looking at launching a commercial customer demand response program. See "ELECTRIC PRICES" for further discussion of the District's TOU and M-Power® Programs.

The portfolio of initiatives referenced above, coupled with many other activities and partnerships, will help meet the District's electrical needs while addressing some of the environmental issues facing the industry. See "CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental" for further discussion.

### **Insurance and Liability Matters**

The liability exposure of electric utilities has generally increased over time as the diversity and number of claims and resulting awards has increased. Electric utility insurance needs have increased accordingly in the areas of coverage and policy limits. In general, over the long-term, the commercial insurance market has not satisfied these increased needs. The commercial insurance market is highly cyclical, with cycles characterized by periods of increasing limits and coverage with lower deductibles, followed by periods of coverage and limit restrictions, higher deductibles and, in some cases, non-renewals or cancellations. As a result, several industry mutual companies have been formed to serve the coverage and limit requirements of the industry, and the District has placed a majority of its liability and directors and officers insurance with such mutual carriers to ensure long-term stability of its insurance programs. The District does continue to place some liability coverages in the commercial market. Additionally, in 2004 the District established SRP Captive Risk Solutions, Limited, a wholly-owned subsidiary, to provide property insurance coverage for certain acts of terrorism as originally provided by the Federal Terrorism Risk Insurance Act of 2002 and extended by the Terrorism Risk Insurance Program Reauthorization Act of 2007.

Insurance for boiler and machinery and property risks in the past was obtained primarily from the commercial market, but a portion of that coverage is being placed with industry mutual companies. The District believes it has adequate coverage and limits, although insurer competition in the commercial market has been declining due to increasing utility loss experience, consolidation of insurers and declining investment income. These factors, as well as catastrophic losses such as the destruction of the World Trade Center and natural disasters such as Hurricane Katrina, have periodically resulted in higher premiums and deductibles and restricted limits and coverage. The District intends to continue the use of commercial carriers to insure machinery and property risks and to expand the use of industry mutual insurance companies to the extent adequate capacity is available. In response to the tragic events at the World Trade Center in New York on September 11, 2001, the District has taken additional security measures to protect its Electric System and other assets.

### **Environmental Matters**

*General.* The District's policy is to conduct its operations in compliance with all applicable federal, state, tribal, and local laws, regulations, and rules relating to the environment. The District has implemented a comprehensive compliance assurance program, including audits, to meet that goal. However, due to continued changes resulting from legislative, regulatory and judicial actions, there is no assurance that facilities owned by the District will

remain subject to the regulations currently in effect, will always be in compliance with future regulations, or will always be able to obtain all required operating permits. An inability to comply with environmental regulations could result in additional capital expenditures to comply, reduced operating levels, or the complete shutdown of individual electric generating units not in compliance.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental” for further discussion of environmental issues.

See “THE ELECTRIC SYSTEM — Environmental Matters — *Navajo Generating Station and Four Corners Generating Station Units 4 and 5*” below for a discussion of administration of federal environmental laws by Indian tribes.

**Waste Management.** Many normal activities in connection with the operation of the Project generate hazardous and non-hazardous wastes. Federal, state, and local laws and regulations governing waste management impose strict liability for cleanup costs and damages resulting from hazardous substance release or contamination, regardless of time or location, on those who generate, transport, store, treat, or dispose of hazardous wastes. At any given time, various Project facilities may be subject to inspection by federal, state, or local regulatory authorities to determine compliance with laws and regulations pertaining to hazardous and non-hazardous waste management, and Project facilities may be included in studies of contaminated sites by federal and state regulatory authorities. The District has established a plan for managing hazardous waste to ensure compliance with applicable laws and regulations, and independently assesses its facilities to determine whether there is any contamination resulting from its activities. From time to time the District and the Association receive inquiries from regulatory authorities about the status of various contaminants at the District’s facilities, and respond as appropriate.

**Water Quality.** Arizona has an extensive regulatory system governing water quality, including permit programs for discharges to surface water and to groundwater, and a superfund program to clean up groundwater contamination. Twelve state superfund sites and six federal superfund sites targeting contamination of groundwater are active within the greater Phoenix metropolitan area. The Association has agreed with other responsible parties to clean up one federal superfund site, and preliminary reports have identified one District facility as a possible source of contamination for another federal superfund site. The full impact, in terms of cost and operational problems, to the District of the reports or laws and regulations pertaining to water quality cannot be quantified at this time.

See “LITIGATION — Environmental Issues — *Superfund Sites*” for discussion of the Motorola 52nd Street Superfund site and the West Van Buren Superfund site.

See “THE DISTRICT — Irrigation and Water Supply System” above for a discussion of well remediation activities.

See “THE ELECTRIC SYSTEM — Environmental Matters — *Navajo Generating Station and Four Corners Generating Station Units 4 and 5*” below for a discussion of administration of federal environmental laws by Indian tribes.

**Air Quality.** In common with other electric utilities and industries, the District is subject to federal, state, and local standards to control emissions to protect air quality. At the locations of the principal coal-fired generating units now in operation, the federal agencies place a high emphasis on preserving air quality and visibility at large national parks, monuments, wilderness areas and Indian reservations; since many of the District’s coal-fired generating stations are located in the vicinity of these federal lands, those generating stations may be subject to particularly stringent control standards. These standards substantially increase the cost of, and add to the difficulty of siting, constructing, and operating electric generating units. Environmental requirements regarding air emissions have been changing and are anticipated to change substantially in the future. Possible future legislative or regulatory mandates related to the CAA and climate change initiatives may result in requirements for further reductions of emissions that are currently regulated, like sulfur dioxide (“SO<sub>2</sub>”), nitrogen oxide (“NO<sub>x</sub>”), particulate matter (“PM”) and mercury, as well as reductions of emissions of gases and substances not presently regulated, like carbon dioxide (“CO<sub>2</sub>”). The District continues to monitor regional climate change initiatives. While government leaders debate climate change, the District is aggressively pursuing strategies to develop facilities to provide

renewable and low-carbon intensity generation capacity and continues to monitor legislative and regulatory developments and provide comments.

Based on currently available information, the District cannot estimate or predict its costs to comply with any future proposals and goals, but believes that such costs could be material. See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental” and “LITIGATION — Environmental Issues — *New Source Review*” for a discussion of consent decree with the EPA concerning CGS.

See “THE ELECTRIC SYSTEM — Sustainable Resource Portfolio” and “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Environmental” for a discussion of the District’s efforts to address GHG emissions.

See “THE ELECTRIC SYSTEM — Environmental Matters — Navajo Generating Station and Four Corners Generating Station Units 4 and 5” below for a discussion of administration of federal environmental laws by Indian tribes.

***Navajo Generating Station and Four Corners Generating Station Units 4 and 5.*** Certain environmental laws, including the CAA, the Clean Water Act, and the Safe Drinking Water Act, contain provisions pursuant to which Indian tribes may be treated as states for purposes of administering programs under those acts. The Navajo Nation has obtained EPA approval to administer programs under some of these laws. In general, NGS and Four Corners are regulated by EPA Region IX in San Francisco, California, and comply with applicable federal regulations. However, the District and APS, as operating agents for these plants, have entered into a Voluntary Compliance Agreement with the Navajo Nation that establishes contractual authority for the Navajo Nation to issue permits and regulate air emissions at NGS and Four Corners under certain rules not stricter than those of the EPA, and are working towards other voluntary compliance agreements. See “LITIGATION — Environmental Issues — *Navajo Environmental Laws,*” for further discussion of the Navajo Nation’s environmental laws and the related lawsuits.

## ELECTRIC PRICES

Under Arizona law, the District’s publicly elected Board has the authority to establish electric prices. While the Articles of Incorporation of the Association provide that the Secretary of the Interior may revise electric prices, the Secretary of the Interior has never requested any revision of the District’s electric prices. The District is required to follow certain procedures for public notice and a special Board meeting before implementing any changes in its standard electric price plans.

The District is a summer peaking utility and for many years has made an effort to balance the summer-winter load relationships through seasonal price differentials. In addition, the District prices on a time-of-day basis for large commercial and industrial, and certain residential and small commercial, users.

The District operates in a highly regulated environment in which it has an obligation to deliver electric service to customers within its service area. In 1998 the Arizona Electric Power Competition Act (the “Competition Act”) authorized competition in the retail sales of electric generation, recovery of stranded costs, and competition in billing, metering and meter reading.

While retail competition was available to all customers by 2001, there were only a few customers who chose an alternative energy provider. Those customers have since returned to their incumbent utilities. At this time, there is no active retail competition within the District’s service territory or, to the knowledge of the District, within the State of Arizona.

See “CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY — Competition in Arizona — *The Arizona Corporation Commission*” for a discussion of competition among utilities regulated by the ACC.

The District’s price plans have been unbundled since 1999. In May 2002, the District implemented a Fuel & Purchased Power Adjustment Mechanism (“FPPAM”) to allow for semi-annual rate adjustments to recover increases in actual fuel costs. The District has had both increases and decreases in the FPPAM since it was implemented.

In June 2004, the District introduced a Transmission Cost Adjustment Factor (“TCAF”) to recover costs the District would incur if the District were required to participate in regional transmission organizations. To date, no costs have been incurred or recovered through the TCAF. In November 2009, the District introduced an Environmental Programs Cost Adjustment Factor (“EPCAF”) to recover costs incurred by the District to comply with renewable-energy, energy efficiency and climate-change related requirements imposed by mandate. The EPCAF is applied to all retail customer energy sales at a single per-kWh price for all customer classes. Through a surcharge to the District’s transmission and distribution customers for system benefits, the District recovers the costs of programs benefiting the general public, such as discounted rates for the impoverished or for those on medical life support and nuclear decommissioning, including the cost of spent fuel storage. This surcharge continues to be separately identified and included in the District’s price plans for the regulated portion of its operations. Prior to November 2009, some of the EPCAF costs had been recovered as part of the Systems Benefits Charge.

On March 11, 2010, the District approved an overall 4.9% system average increase effective with the May 2010 billing cycle. This overall increase was comprised of a 10.3 percent base increase and a 1.1 percent EPCAF increase that were partially offset by a 6.4 percent decrease in the FPPAM.

In April 2005, the District first transferred monies into the Rate Stabilization Fund (“RSF”) to stabilize future retail prices. Between April 2005 and July 2007, the District funded the RSF three times and transferred all funds, \$165 million plus interest, from the RSF to the District’s General Fund to address a portion of fuel and purchased power expenses for fiscal years 2007 and 2008. On July 13, 2010, the District transferred an additional \$45.7 million to the RSF from its General Fund, which amount remains available to stabilize future retail prices or for other purposes.

The District has a long history of promoting price designs that provide customers with the appropriate price signals to reduce load during peak time periods and seasons and use electricity efficiently. All residential, commercial and industrial price plans have seasonally differentiated prices. The District has one of the largest Residential Time-of-Use (TOU) Programs in the United States. With commercial and industrial loads included, the District has nearly 50% of its retail load subject to a TOU Price Plan. The District also has the largest residential “pre-pay” program in the United States. Under this program customers pay in advance for their electricity. This program, also known as M-Power®, has had the effect of reducing electricity consumption by participating customers by approximately 12%.

## **CAPITAL IMPROVEMENT PROGRAM**

The Capital Improvement Program is a six-year forecast of all District construction expenditures, and is subject to change from time to time for several reasons, including changes in projections for economic and customer growth, changes in construction costs, projects being added, deleted, deferred or completed and changes in the period covered by the forecast. See “THE DISTRICT — Economic and Customer Growth in the District’s Service Area.”

The Capital Improvement Program for fiscal years 2012 through 2017 totals approximately \$4.0 billion. Of this total, approximately \$3.8 billion is for construction (including contingencies), \$95.8 million is for capitalized administrative and general expenses, \$12.0 million is for capitalized voluntary contributions in lieu of taxes, and \$95.6 million is for capitalized interest. In the past, the District has paid a portion of the cost of the Capital Improvement Program from internally generated funds and a portion from the proceeds of Revenue Bonds. The District anticipates funding approximately 73% of the Capital Improvement Program from internally generated funds. The remainder is anticipated to be funded by Revenue Bonds, other forms of indebtedness and third-party contributions.

The Capital Improvement Program is driven by the need to sustain the generation, transmission and distribution systems of the District in order to meet customer electricity needs and to maintain a satisfactory level of service reliability. Of the approximately \$4.0 billion Capital Improvement Program, approximately \$1.0 billion is directed to generating projects. These include funding for such items as: the Coronado Emission Controls Project, plant betterments and future generation facilities. Approximately \$1.2 billion is planned for expansion of the electrical distribution system to meet future growth and to replace aging underground cable. The continued efforts for the

Southeast Valley Transmission Project and receiving station upgrades and maintenance account for part of the \$430.7 million planned expenditures for transmission.

To provide for uncertainties in construction costs (including possible schedule changes, and other factors that may affect construction costs) and to provide a scope allowance for projects that may be needed in the future but are not yet identified, the District has included a general contingency allowance in the Capital Improvement Program in addition to specific contingency allowances provided for major construction projects. No assurance is given that the estimated costs and contingency allowance will be adequate for their purposes.

The District updates its Capital Improvement Program annually in April of each year. When projected economic and customer growth changes, the District reviews its Capital Improvement Program to reflect revised demands on the Electric System. See “THE DISTRICT — Economic and Customer Growth in the District’s Service Area.”

Table 6 summarizes the District’s fiscal year 2012 and 2017 Capital Improvement Program.

**TABLE 6 — Fiscal Year 2012 through 2017 Capital Improvement Program**  
(\$000’s)

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>Total 2012-17</u>
Electric Construction:							
Generation .....	\$ 177,459	\$ 142,796	\$ 198,565	\$ 135,622	\$ 168,496	\$ 194,946	\$ 1,017,884
Transmission.....	63,320	102,423	120,204	57,805	39,659	47,324	430,734
Distribution.....	131,780	198,841	186,740	200,257	218,842	233,163	1,169,623
Retail Sales and Services ....	39,567	32,490	12,606	15,274	31,970	32,164	164,070
Operational Support.....	<u>80,466</u>	<u>81,054</u>	<u>61,075</u>	<u>58,787</u>	<u>39,358</u>	<u>42,432</u>	<u>363,172</u>
Subtotal — Electric							
Construction.....	492,592	557,603	579,188	467,744	498,325	550,030	3,145,483
Contingency Allowance & Risk Portfolio.....	<u>63,641</u>	<u>160,292</u>	<u>118,285</u>	<u>104,279</u>	<u>95,235</u>	<u>100,074</u>	<u>641,806</u>
Subtotal.....	556,233	717,895	697,473	572,023	593,560	650,104	3,787,289
Capitalized Administrative and General Expenses.....	15,974	15,974	15,974	15,974	15,974	15,974	95,841
Capitalized Voluntary Contributions .....	2,000	2,000	2,000	2,000	2,000	2,000	12,000
Capitalized Interest .....	<u>18,398</u>	<u>12,961</u>	<u>18,600</u>	<u>13,220</u>	<u>16,271</u>	<u>16,135</u>	<u>95,585</u>
Total <sup>(1)</sup> .....	<u>\$ 592,605</u>	<u>\$ 748,830</u>	<u>\$ 734,047</u>	<u>\$ 603,217</u>	<u>\$ 627,805</u>	<u>\$ 684,212</u>	<u>\$ 3,990,716</u>

<sup>(1)</sup> Totals may not exactly equal the sum of the above entries due to rounding.

## SELECTED OPERATIONAL AND FINANCIAL DATA

### Customers, Sales, Revenues and Expenses

**Classification of Customers.** The District has a diversified customer base. No one retail customer represents more than 1.6 % of operating revenues. The classifications of the District’s electric customers are shown in Table 7.

Unless otherwise indicated, the financial information included below pertains solely to the District and is not prepared on a combined basis consisting of the District and the Association.

**TABLE 7 — 2011 Customer Accounts, Sales, and Revenues  
Fiscal Year Ended April 30, 2011**

	<b>Customer Accounts at <u>April 30, 2011</u></b>	<b>Total Sales (GWh)</b>	<b>%</b>	<b>Sales Revenue (\$000)</b>	<b>%</b>
Residential.....	854,238	12,351	37.4	1,326,945	48.6
Commercial and Small Industrial .....	85,075	10,473	31.7	915,956	33.5
Large Industrial .....	20	1,776	5.4	110,897	4.1
Mines.....	27	1,367	4.1	77,816	2.9
Pumps.....	133	26	0.1	2,867	0.1
Public/Private Lighting.....	9,826	207	0.6	28,526	1.0
Interdepartmental.....	1	75	0.2	6,606	0.2
Subtotal/Retail .....	<u>949,320</u>	<u>26,276</u>	<u>79.5</u>	<u>2,469,613</u>	<u>90.4</u>
Electric Utilities/Wholesale <sup>(1)</sup> .....	68	6,768	20.5	262,803	9.6
Total <sup>(2)</sup> .....	<u><u>949,388</u></u>	<u><u>33,044</u></u>	<u><u>100.0</u></u>	<u><u>2,732,416</u></u>	<u><u>100.0</u></u>

<sup>(1)</sup> The electric industry engages in an activity called “book-out” under which some energy purchases are netted against sales, and power does not actually flow in settlement of the contract. The District presents the impacts of these financially settled contracts on a net basis. Wholesale figure shown is adjusted to exclude book-outs.

<sup>(2)</sup> Totals may not add correctly due to rounding.

As has been historically the case, the residential group of customers accounted for the largest energy consumption. With 854,238 customers at April 30, 2011, this group serves as a solid base, bringing in approximately 48.6% of total electric revenues.

The second largest retail customer classification is the commercial and small industrial group; these customers numbered 85,075 at April 30, 2011 against 84,380 twelve months earlier. The commercial and small industrial group represents a highly diverse customer base, which includes businesses such as newspapers, dentists, cosmetics, fast food, repair shops, schools, apartments, and grocery stores. The remaining customer categories span a wide range of customers and industries, which include manufacturers, government contractors, gas and chemical producers, agricultural interests, and municipalities.

**Historical Operating Statistics.** The following table shows certain historical operating statistics of the District for the five years ended April 30, 2011.

**TABLE 8 — Historical Operating Statistics**

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
<b>SERVICE:</b>					
Total Customers at Year-End .....	949,388	942,024	933,771	928,992	919,422
Total Sales (million kWh) .....	33,044	33,480	35,080	36,839	36,506
Average Revenue per kWh (cents).....	8.27	7.94	8.10	7.66	7.33
District Only: (excludes sales for resale and affiliated retail)					
Sales (millions kWh).....	26,276	26,313	26,747	27,947	26,675
Increase in Sales (%).....	(.14)	(1.6)	(4.3)	4.8	6.5
<b>TOTAL OPERATING REVENUES:</b>					
(000's omitted) <sup>(1)</sup> .....	<u>\$ 2,769,344</u>	<u>\$ 2,722,268</u>	<u>\$ 2,755,134</u>	<u>\$ 2,733,359</u>	<u>\$ 2,623,686</u>
<b>OPERATING EXPENSES</b>					
(000's omitted):					
Fuel and Purchased Power <sup>(2)</sup> .....	\$ 943,396	\$ 1,109,115	\$ 1,526,282	\$ 1,161,669	\$ 1,089,333
Operating and Maintenance <sup>(3)</sup> .....	824,830	785,674	710,534	724,808	613,902
Sales and Payroll Taxes.....	29,324	29,253	29,170	27,931	27,156
Ad Valorem Taxes <sup>(4)</sup> .....	2,514	6,619	5,607	(2,290)	6,633
Total Operating Expenses <sup>(5)</sup> .....	<u>\$ 1,800,064</u>	<u>\$ 1,930,561</u>	<u>\$ 2,271,593</u>	<u>\$ 1,912,118</u>	<u>\$ 1,737,024</u>
<b>NET OPERATING REVENUES</b> .....	<u>\$ 969,280</u>	<u>\$ 791,707</u>	<u>\$ 483,541</u>	<u>\$ 821,241</u>	<u>\$ 886,662</u>
<b>VOLUNTARY CONTRIBUTIONS IN LIEU OF TAXES (000's omitted):<sup>(6)</sup></b>					
Expensed.....	\$ 71,888	\$ 64,262	\$ 55,307	\$ 63,871	\$ 61,636
Capitalized.....	1,743	1,189	813	426	518
Total.....	<u>\$ 73,631</u>	<u>\$ 65,451</u>	<u>\$ 56,120</u>	<u>\$ 64,297</u>	<u>\$ 62,154</u>
<b>OTHER STATISTICS:</b>					
<b>Annual Peak (MW):</b>					
System Requirements.....	6,350	6,438	6,410	6,578	6,590
Total Peak Load <sup>(7)</sup> .....	7,438	7,138	7,232	7,324	7,649
System Load Factor(%) <sup>(8)</sup> .....	48.4	47.8	48.8	49.5	47.7
<b>Residential Statistics:</b>					
Fiscal Year-End Residential Customers .....	854,238	847,565	839,685	836,637	830,735
Annual Sales (million kWh).....	12,351	12,527	12,462	13,392	12,919
Average Annual Usage (kWh).....	14,488	14,816	14,823	15,980	15,695
Average Sales Price per kWh (cents).....	10.74	10.16	9.90	9.06	8.80

<sup>(1)</sup> Includes inter-company sales and other electric revenue.

<sup>(2)</sup> Excludes charges for water for power, depreciation on generation and railroad facilities, ad valorem taxes and voluntary contributions in lieu of taxes on railroad facilities.

<sup>(3)</sup> Excludes depreciation on generation, transmission, distribution and general plant.

<sup>(4)</sup> Applies to out-of-state properties owned by the District.

<sup>(5)</sup> District operating expenses and net operating revenues as presented are not in accordance with generally accepted accounting principles ("GAAP") due to the exclusion of depreciation expense and voluntary contributions in lieu of taxes.

<sup>(6)</sup> See "SELECTED OPERATIONAL AND FINANCIAL DATA — Customers, Sales, Revenues and Expenses — *Voluntary Contributions in Lieu of Taxes.*"

<sup>(7)</sup> Includes sales for resale, remote losses and interruptible load transactions.

<sup>(8)</sup> System load factor is the ratio of system energy requirements in kWh to the product of the system requirements times the number of hours in a year. These percentages reflect in major part the wide differential between the extreme summer cooling season and the moderate winter heating season.

**Voluntary Contributions in Lieu of Taxes.** In accordance with permissive legislation, the District makes voluntary contributions each year to the State of Arizona, school districts, cities, counties, towns and other political subdivisions of the State of Arizona, for which property taxes are levied and within whose boundaries the District has property devoted to furnishing electric service. As a political subdivision of the State of Arizona, the District is exempt from property taxation. The amount paid is computed on the same basis as ad valorem taxes paid by a private utility corporation with allowance for certain water-related deductions. Contributions based on the costs of construction work in progress are capitalized, and those based on plant-in-service are expensed.

The Arizona Legislature passed legislation in 2011 that will reduce the assessment ratio for calculation of in lieu contributions in Arizona from 20% to 18% by tax year 2016. The legislation reducing the assessment ratio to 18% is expected to produce an annual savings of approximately \$1.3 million.

See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Purchased Power*” herein.

### **Additional Financial Matters**

***Short-Term Promissory Notes and Credit Agreement Borrowings.*** The District’s Board has authorized the issuance of up to \$475 million in short-term promissory notes (the “Promissory Notes”). The Promissory Notes are sold in the tax-exempt commercial paper market and mature no more than 270 days from the date of issuance. The Promissory Notes are issued in minimum denominations of \$100,000, in bearer or registered form without coupons, and bear interest from their date at an annual interest rate not in excess of 15%. The District has \$50 million of Promissory Notes outstanding.

In September 2009, the District entered into a three-year \$50 million revolving credit agreement (the “New RCA”) expiring September 16, 2012.

The District has limited the total amount of indebtedness which may be outstanding at one time under the RCA, or any agreement in substitution or replacement therefor, and in the tax-exempt commercial paper market to an aggregate of \$50 million. However, the District has the right to issue Promissory Notes in excess of \$50 million if it obtains additional liquidity/credit facility equal to such additional Promissory Notes.

The indebtedness of the District evidenced by the Promissory Notes is, and any borrowings under the RCA would be, an unsecured obligation of the District payable from the general funds of the District lawfully available therefor, subject in all respects to the prior lien of U.S. Government Loans, if any, revenue bonds and other indebtedness of the District secured by revenues or assets of the District. No specific revenues or assets of the District are pledged to the payment of the Promissory Notes or any borrowings under the RCA, and the Promissory Notes and such borrowings are not payable from taxes. The District made no borrowings under the RCA.

On December 18, 2003, DBIT issued \$282,680,000 aggregate principal amount of the Certificates evidencing direct undivided interests in rental payments made by the District pursuant to a Lease Purchase Agreement with DBIT for Desert Basin. The Certificates are unsecured obligations of the District, payable from lease payments to be made by the District from general funds of the District lawfully available therefor, subject in all respects to the prior lien of U.S. Government Loans, if any, revenue bonds and other indebtedness of the District secured by revenues or assets of the District. As of April 30, 2011, \$195,845,000 Certificates were outstanding. See “THE ELECTRIC SYSTEM — Existing and Future Resources — *Desert Basin Generating Station*” for further discussion of the funding of Desert Basin.

***No Default.*** The District is not in default in the payment of the principal of or interest on any of its bonds, notes, or other debt obligations. The District is in compliance with all other covenants of its bonds, notes, or other debt obligations.

***Outstanding Revenue Bond Long-Term Indebtedness.*** As of April 30, 2011, the District had outstanding \$4,201,260,000 of Revenue Bonds, computed without deducting the unamortized bond discount/premium.

The following table shows the Revenue Bond Debt Service Requirements and the District’s payment obligation under the Desert Basin Lease Purchase Agreement (the “Finance Lease”) subsequent to the issuance of the 2011 Series A Bonds.

**TABLE 9 — Total Revenue Bond Requirements and Finance Lease Liability <sup>(1)</sup>**

Years Ending April 30, <sup>(2)</sup>	Total Revenue Bond Debt Service Requirements <sup>(3)</sup>	Total Finance Lease Payments	Total Revenue Bond Debt Service & Finance Lease Payments
2012.....	323,401,891	29,182,429	352,584,320
2013.....	310,109,023	29,182,319	339,291,342
2014.....	302,540,860	29,182,688	331,723,548
2015.....	294,285,402	29,182,354	323,467,756
2016.....	285,055,464	29,182,438	314,237,902
2017.....	276,200,906	29,184,521	305,385,427
2018.....	271,583,089	29,183,146	300,766,235
2019.....	259,308,210	29,182,563	288,490,773
2020.....	252,811,918		252,811,918
2021.....	248,325,798		248,325,798
2022.....	250,457,083		250,457,083
2023.....	248,785,148		248,785,148
2024.....	248,619,926		248,619,926
2025.....	251,232,671		251,232,671
2026.....	243,969,608		243,969,608
2027.....	246,337,550		246,337,550
2028.....	246,341,383		246,341,383
2029.....	248,853,263		248,853,263
2030.....	251,441,563		251,441,563
2031.....	251,442,621		251,442,621
2032.....	254,074,100		254,074,100
2033.....	254,076,583		254,076,583
2034.....	254,076,417		254,076,417
2035.....	254,077,583		254,077,583
2036.....	254,077,583		254,077,583
2037.....	254,075,500		254,075,500
2038.....	254,075,667		254,075,667
2039.....	122,323,333		122,323,333
2040.....	250,935,220		250,935,220
2041.....	217,097,107		217,097,107

<sup>(1)</sup> Totals may not add due to rounding.

<sup>(2)</sup> Payment amounts for Debt Service and Finance Lease are for the years in which they accrue, not for the years in which they are paid.

<sup>(3)</sup> Debt Service does not reflect subsidy payments from Build America Bonds.

The following table shows the actual application of revenues and coverage of Debt Service requirements for fiscal years 2008, 2009, 2010 and 2011.

**TABLE 10 — Historical Application of Revenues and Coverage of Debt Service Requirement  
(\$000's – Unaudited)**

	<u>2011<sup>(1)</sup></u>	<u>2010<sup>(1)</sup></u>	<u>2009<sup>(1)</sup></u>	<u>2008<sup>(1)</sup></u>
Electric Revenues <sup>(2)</sup> .....	\$2,801,771	\$ 2,723,882	\$ 2,901,639	\$ 2,890,921
Operating Expenses <sup>(2)(3)(4)</sup> .....	<u>1,861,968</u>	<u>1,895,430</u>	<u>2,091,006</u>	<u>2,160,735</u>
Revenues from Operations .....	939,803	828,452	810,633	730,186
Interest and Other Income (Net) .....	<u>41,330</u>	<u>6,032</u>	<u>(24,504)</u>	<u>50,683</u>
Revenues Available for Debt Service .....	981,133	834,484	786,129	780,869
Rate Stabilization Funds .....	<u>--</u>	<u>--</u>	<u>--</u>	<u>81,922</u>
Revenues Available for Debt Service on Revenue Bonds and Subordinated Debt .....	981,133	834,484	786,129	862,791
Debt Service Requirements Revenue Bonds .....	323,853	306,076	301,368	260,830
Debt Service Requirements Subordinated Debt .....	<u>29,381</u>	<u>29,847</u>	<u>35,401</u>	<u>44,663</u>
Total Debt Service .....	353,234	335,923	336,769	305,493
Coverage of Total Revenue Bond Debt Service <sup>(5)</sup> .....	3.03	2.73	2.61	2.99
Coverage of Total Debt Service <sup>(6)</sup> .....	2.78	2.48	2.33	2.82
Balance after Debt Service .....	627,899	498,561	449,360	557,298
Plus: Interest on Construction Fund .....	393	3,103	7,740	3,873
Less: Contribution in Lieu of Taxes .....	71,888	64,262	55,307	63,871
Less: Contributions to Water Operations .....	34,718	25,149	33,167	47,018
Less: Falling Water Charges <sup>(7)</sup> .....	<u>14,160</u>	<u>24,332</u>	<u>17,898</u>	<u>16,380</u>
Balance Available for Corporate Purposes .....	<u>\$507,526<sup>(8)</sup></u>	<u>\$ 387,921</u>	<u>\$ 350,728</u>	<u>\$ 433,902</u>

<sup>(1)</sup> Includes inter-company sales.

<sup>(2)</sup> Electric Revenues and Operating Expenses do not include the effects of ASC 815.

<sup>(3)</sup> Includes ad valorem taxes applicable to out-of-state properties owned by the District and payroll taxes. Excludes depreciation, voluntary contributions in lieu of taxes and inter-company charge for water for power and includes price increases.

<sup>(4)</sup> Operating expenses include costs on an accrual basis for post-retirement medical benefits and demand charges related to the contract for Navajo Surplus.

<sup>(5)</sup> Figures derived by dividing line "Revenues Available for Debt Service" by line "Debt Service Requirements Revenue Bonds."

<sup>(6)</sup> Figures derived by dividing line "Revenues Available for Debt Service on Revenue Bonds and Subordinated Debt" by line "Total Debt Service."

<sup>(7)</sup> The charges by the Association for water used in hydroelectric generation.

<sup>(8)</sup> May be reconciled with combined net revenues for 2011 (shown on page A4) as follows:

(\$000's – Unaudited)

BALANCE AVAILABLE FOR CORPORATE PURPOSES .....	\$ 507,526
Bond principal repayment .....	125,547
Subordinated Debt principal payment .....	18,910
Rate Stabilization Funds .....	--
Capitalized Interest .....	32,540
Amortization of regulatory assets .....	(11,980)
Depreciation and amortization .....	(424,731)
Fuel related depreciation (reflected in fuel costs) .....	(2,441)
Amortization of bond accretion .....	--
Realized Earnings on PRM and Life .....	(54,393)
Amortization of bond discount/premium, issuance, and refinancing expenses .....	12,293
Net Revenues before impact of fair value adjustments .....	<u>203,271</u>
Impact of fair value adjustments .....	101,282
Gain on sale of available-for-sale securities .....	--
COMBINED NET REVENUES .....	<u>\$ 304,553</u>

## **CERTAIN FACTORS AFFECTING THE ELECTRIC UTILITY INDUSTRY**

### **General**

The electric utility industry in general has been, and in the future may be, affected by a number of factors which could impact the business affairs, financial condition and competitiveness of an electric utility and the level of utilization of generating facilities, such as those of the District. Two significant factors are (i) the efforts on national and local levels to restructure the electric utility industry from a heavily regulated monopoly to an industry in which there is open competition for power supply and transmission, and (ii) the regulatory requirements related to the issues of climate change.

Other factors include, among others, (i) effects of compliance with rapidly changing environmental, safety, licensing, regulatory and legislative requirements, (ii) changes resulting from conservation and demand-side management programs on the timing and use of electric energy, (iii) changes that might result from national energy policies, (iv) increased competition from independent power producers, (v) “self-generation” by certain industrial and commercial customers, (vi) issues relating to the ability to issue tax-exempt obligations, (vii) severe restrictions on the ability to sell to nongovernmental entities electricity from generation projects financed with outstanding tax-exempt obligations, (viii) changes from projected future electricity requirements, (ix) increases in costs, (x) shifts in the availability and relative costs of different fuels, (xi) effects of the financial difficulties confronting the power marketers, and (xii) costs resulting from attempts to change the way transmission providers operate. Any of these factors (as well as other factors) could affect the financial condition of any given electric utility and likely will affect individual utilities in different ways.

The District cannot predict what effects these factors will have on its business, operations and financial condition, but the effects could be significant. The following is a brief discussion of certain of these factors. However, this discussion does not purport to be comprehensive or definitive, and these matters are subject to change subsequent to the date of this Official Statement. Extensive information on the electric utility industry is, and will be, available from sources in the public domain, and potential purchasers of the securities of the District should obtain and review such information.

### **The Federal Energy Regulatory Commission**

The Federal Energy Regulatory Commission (“FERC”) regulates the transmission of electricity in interstate commerce. Historically, with limited exceptions, FERC has not regulated transmission services by public power. However, the Energy Policy Act of 2005 (the “Energy Policy Act”) expanded FERC jurisdiction by granting FERC authority to regulate the non-rate terms and conditions, and to a lesser extent, rates, under which public power entities (including the District) provide transmission services. The Energy Policy Act explicitly prohibits FERC from requiring public power entities to take actions that would violate a private activity bond rule. To date FERC has declined to generically implement its authority over public power entities, and determined its authority would be used on a case-by-case basis.

In response to FERC’s rule for nondiscriminatory access to transmission, the District filed with FERC a transmission tariff which would ensure the District’s access to the transmission systems of public utilities. The District has also entered into an agreement with other utilities in California, Arizona, New Mexico, Nevada, far west Texas, Colorado and Wyoming, to facilitate development of wholesale market enhancements that would improve transmission and wholesale energy markets. See “THE ELECTRIC SYSTEM — Existing and Future Resources — Transmission.”

### **Competition in Arizona**

*The Electric Power Competition Act.* In 1998, Arizona enacted the Competition Act, which applies to public power entities, like the District. The Competition Act authorized competition in the retail sale of electric generation, recovery of stranded costs, and competition in billing, metering and meter reading. While retail competition was available to all customers in 2001, there were only a few customers who chose an alternative energy provider. Those customers have since returned to their incumbent utilities. At this time, there is no active retail competition

within the District's service territory or, to the knowledge of the District, within the State of Arizona. See "ELECTRIC PRICES" for further discussion.

***The Arizona Corporation Commission.*** The ACC regulates investor-owned and cooperatively-owned utilities, called public service corporations in Arizona. The Arizona Legislature, in the Competition Act, directed the ACC to adopt rules for competition similar to what the Arizona Legislature had enacted for public power entities.

In 1999, the ACC issued its rules for retail electric competition, which were challenged in the courts, and held to be invalid. The ACC has taken no action to reinstate its electric competition rules. Nevertheless, during the past five years, two retail energy service providers, one meter reading service provider, and one meter service provider have applied to the ACC for authorization to sell competitive services in Arizona. New West Energy intervened in the sole application for which a procedural order has been issued, asking that the application be dismissed until the ACC has held a general rulemaking procedure for retail competition. In September 2008, the ACC suspended consideration of the one application for which a procedural order had been issued pending completion of public workshops on the policy issues underlying retail competition and receipt of ACC Staff's report and recommendations. In August 2010, ACC Staff issued its report indicating that while some form of retail electric competition may be in the public interest, further analysis and discussion of the issue was warranted. The ACC has not yet considered or acted upon the report and no timetable has been established. The ACC has not yet addressed the other applications. If the ACC were to decide to reinstitute retail competition, the existing rules would require significant revision.

In a separate proceeding, an advocacy group for the solar industry, which is comprised of equipment manufacturers, dealers and installers, and a solar electric provider, petitioned the ACC for a determination that providers of certain solar service agreements were not public service corporations. At issue was whether such providers were public service corporations under the Arizona Constitution and, therefore, regulated by the ACC. The ACC ruled on June 30, 2010, that a solar electric provider providing service to a school, nonprofit organization or governmental entity from a solar facility constructed on the customer's premises was not subject to ACC jurisdiction as a public service corporation. In addition, large industrial customers and merchant power plant owners have been urging State leaders to reinstate some form of retail competition and one major utility in Arizona has proposed a buy-through pilot program whereby a limited number of large industrial customers would be allowed to purchase generation from other retail providers.

***Strengths of the District/Competitive Business Strategy.*** The District has several strengths as well as a competitive business strategy, which positions it well to deal with the effects of a restructuring of the utility industry. The District has retained its existing vertically integrated infrastructure; it has retained 100% of its existing generation assets and is developing additional resources to keep up with its load growth. Its fuel sources for existing generation are diversified, and planned additions include sustainable as well as gas resources. See "THE ELECTRIC SYSTEM — Existing and Future Resources" and "THE ELECTRIC SYSTEM — Projected Peak Loads and Resources" herein.

The District has prepared for increased competition in the utility industry for well over a decade. These results have been achieved through initiatives that included extensive debt refinancing, renegotiation of fuel supply agreements, staff reductions, implementation of numerous operating efficiencies and enhancing services provided to the District's customers. The District also has a diversified customer base and no single customer provides more than 1.6% of its operating revenues. See "SELECTED OPERATIONAL AND FINANCIAL DATA — Customers, Sales, Revenues and Expenses" herein.

The District is regulated by an independent, publicly-elected Board of Directors which approves its capital budgets and electric price structure. Together the Board and management developed various initiatives in response to the restructuring in the industry. See "THE DISTRICT — Organization, Management and Employees" herein.

The District has conducted studies, which have shown that customers with high loyalty rates are less likely to select another generation provider. Consequently, the District has implemented projects and programs geared towards enhancing "customer loyalty" by offering them a range of pricing and service options. Moreover, the District is one of the low-cost price leaders in the Southwest. See the discussion of price initiatives under "ELECTRIC PRICES." The District was recognized in 2011 by J.D. Power & Associates for scoring the highest in

residential customer satisfaction among electricity providers in the West. The District has received this award 12 out of the last 13 years. The District also scored highest in customer satisfaction for business electric service among electricity providers in the western United States for 2004, 2005, 2006, 2010 and 2011.

**Energy Risk Management Program.** The cornerstone of the District's risk management approach is its mission to serve its retail customers. This means that the District builds or acquires resources to serve retail customers, not the wholesale market. However, as a summer peaking utility, there are times during the year when the District's resources exceed its retail load, thus giving rise to wholesale activity. The District has an Energy Risk Management Program to limit exposure to risks inherent in retail and wholesale energy business operations by identifying, measuring, reporting, and managing exposure to market, credit, and operational risks. To meet the goals of the Energy Risk Management Program, the District uses various physical and financial instruments, including forward contracts, futures, swaps, and options. Certain of these activities are accounted for under the Accounting Standards Codification Topic 815, "Derivatives and Hedging," ("ASC 815"). Under ASC 815, derivative instruments are recorded in the balance sheet as either an asset or liability measured at their fair value. The standard also requires that changes in the fair value of the derivative be recognized each period in earnings or other comprehensive income depending on the purpose for using the derivative and/or its qualification, designation and effectiveness as a hedging transaction. Many of the District's contractual agreements qualify for the normal purchases and sales exception allowed under ASC 815, and are not recorded at market value.

The Energy Risk Management Program is managed according to a policy approved by the District's Board of Directors, and overseen by a Risk Oversight Committee. The Risk Oversight Committee is composed of senior executives. The District maintains an Energy Risk Management Department separate from the energy marketing area. The Energy Risk Management Department regularly reports to the Risk Oversight Committee. The policy established by the District's Board of Directors addresses market, credit and operational risks.

## **Environmental**

Electric utilities are subject to federal, state and local environmental regulations which continually change due to legislative, regulatory and judicial actions. There is concern by the public, the scientific community, President Obama's Administration and Congress regarding environmental damage resulting from the use of fossil fuels, and there are a number of legislative proposals that may affect the electric utility industry. There has also been an increase in the level of environmental enforcement by the EPA and state and local authorities. Increased environmental regulations under the provisions of the CAA have created certain barriers to new facility development and modification of existing facilities. Consequently, there is no assurance that facilities owned by the District will remain subject to the regulations currently in effect, will always be in compliance with future regulations, or will always be able to obtain all required operating permits. The need to comply with environmental regulations could result in additional capital expenditures to comply, reduced operating levels, or the complete shutdown of individual electric generating units not in compliance. In particular, the full significance to the District of air quality standards and emission reduction initiatives in terms of cost and operational problems is difficult to predict, but costly equipment may have to be added to units now in operation, the cost of fossil fuel purchased by the District may increase and permit fees may increase significantly resulting in potentially material costs to the District, as well as reduced generation. The District is assessing the risk of policy initiatives on its generation assets and is developing contingency plans to comply with future laws and regulations relating to renewable energy and restricting emissions of GHG. The District cannot predict at this time whether any additional legislation or rules will be enacted that will affect the District's operations, the impact of any initiatives on the District at this time and if such laws or rules are enacted, what the costs to the District might be in the future because of such action.

As a result of legislative and regulatory initiatives, the District is planning reductions in emissions of mercury and other pollutants at its coal-fired power plants, including plants located on the Navajo Reservation. In particular, under the terms of a consent agreement with the EPA, the District agreed to install additional pollution control equipment at CGS at a projected cost of approximately \$539 million, with work expected to be complete by approximately June 2014. See "LITIGATION — Environmental Issues – *New Source Review*" herein.

The District has negotiated a Consent Order with the ADEQ, pursuant to which the District will delay compliance with current Arizona limitations until 2016, and instead implement a control strategy designed to achieve a 70 percent

reduction of mercury emissions at CGS on a facility-wide annual average basis by January 1, 2012 at an estimated annual cost of \$2.4 million.

In March 2011, the EPA issued proposed new emissions standards for hazardous air pollutants for existing and new coal- and oil-fired power plants under the CAA, including emissions of mercury and particulate matter. Final rules are expected to be issued in November 2011 and additional controls may be required at all coal-fired plants in which the District has an interest. The District is analyzing the proposed rule and potential effects on future operations at its coal-fired plants and cannot yet estimate the associated costs.

Provisions of the EPA's Regional Haze Rule require emissions controls known as BART for coal-fired power plants and other industrial facilities that emit air pollutants that reduce visibility in Class I areas such as national parks. The District has financial interests in several coal-fired power plants that are subject to the BART requirements.

The EPA is expected to propose a BART determination for NGS in early 2012, with a final determination expected later. The District believes that BART for NGS requires the installation on all three units of low-NOx burners and separated over-fired air ("LNB/SOFA"). The LNB/SOFA equipment has been installed on all three units at a total cost of approximately \$45.0 million, of which the District's share was \$9.8 million. Nevertheless, the EPA may also require the installation of post-combustion controls such as selective catalytic reduction ("SCR") as well as controls for sulfuric acid mist emissions and fine particulate matter, which would cost about \$1.2 billion, of which the District's share would be approximately \$260.0 million.

The EPA's proposed BART determination for Four Corners would require the installation of SCRs on all five units, or the closure of Units 1, 2 and 3 and SCRs on Units 4 and 5. The comment period expired on May 2, 2011 and it is not known when a final determination will be issued. SCRs for Units 4 and 5 could cost \$530.0 million, of which the District's share would be \$53.0 million. Depending on the final determination, the installation date could be as early as 2016.

The BART determinations for District-owned generating stations in Colorado include recommendations for installation of new emission control equipment on Craig Unit 1, Craig Unit 2 and Hayden Unit 2. Tri-State, the operating agent for Craig, has provided the EPA with an estimate of approximately \$213.1 million to install the emission control equipment at Craig Units 1 and 2, of which the District's share for the two units would be \$62.0 million. According to Xcel Energy, the operating agent for Hayden, installation of SCR on Hayden Unit 2 would cost approximately \$72.0 million, of which the District's share would be \$36.0 million. The BART determinations are expected to be finalized by September 2012. If required, the new emission control equipment would have a required in-service date of no later than January 1, 2018, and would take five to six years to implement.

The District recognizes the growing importance of the issues concerning climate change (global warming) and the implications they could have on its operations, so it is closely monitoring climate change and other legislative and regulatory developments at the federal, state and regional levels. As of the date of publication, the United States Congress has postponed consideration of cap-and-trade climate change legislation. It is unknown when or whether Congress will consider climate change and energy issues or what the final provisions of any bill that is enacted into law will be.

In December 2009, the EPA found that emissions of greenhouse gases endanger public health and welfare. In April 2010, the EPA issued a rule which allows the EPA to regulate emissions of GHG by stationary sources such as power plants. Thereafter the EPA released its "tailoring" rule, which specifies thresholds that trigger permitting requirements for sources of GHG emission. The rule applied to power plants beginning January 2, 2011. Several groups have filed lawsuits challenging the EPA's endangerment finding and tailoring rule. The EPA also intends to propose new standards under the CAA for GHG emissions from power plants and other industrial facilities and to finalize them by May 2012. Altogether, the rules could apply to both gas- and coal-fired electric generating stations and would establish emission guidelines for new, modified, and existing plants. The District cannot predict the impact of these rules on its operations or finances at this time.

Efforts to cap or tax emissions of carbon dioxide from fossil fuel power plants will substantially increase the cost of, and add to the difficulty of siting, constructing, and operating electric generating units. As a result of legislative and regulatory initiatives, the District is planning emission reductions at its coal-fired power plants. In particular,

under the terms of a consent agreement with the EPA, the District has agreed to install additional pollution control equipment at CGS and negotiations are ongoing with the EPA for pollution control equipment additions at NGS and Four Corners. The full significance of air quality standards and emission reduction initiatives to the District in terms of costs and operational problems is difficult to predict, but it appears that costly equipment may have to be added to existing units, that the cost of fossil fuel purchased by the District may increase and that permit fees may increase significantly resulting in potentially material cost to the District as well as reduced generation. The District is assessing the risk of policy initiatives on its generation assets and is developing contingency plans to comply with future laws and regulations restricting emissions of GHG. There is no way to predict the impact of such initiatives on the District at this time.

The District has been tracking and reporting its emissions of GHG for many years, beginning with the Department of Energy's Climate VISION Program, which established a voluntary framework for reducing the intensity of GHG emissions. The District has reported its 2006 and 2007 emissions of GHG to the California Climate Action Registry. Both of those emission inventories have been certified by an approved third party verifier.

On September 22, 2009, the EPA issued the final rule for mandatory monitoring and annual reporting of emissions of GHG from various entities including fossil fuel suppliers, industrial gas suppliers, direct emitters of GHG (such as electric generating facilities and industrial processes), and manufacturers of heavy-duty and off-road vehicles and engines. This rule does not require controls or limits on emissions, but beginning January 1, 2010 requires data collection, and the first annual reports are due March 31, 2011. In addition, the EPA issued two rules on August 12, 2010 regarding GHG permitting. Such data collection, reporting and permitting lays the foundation for controlling and reducing GHG in the future, whether by way of the EPA regulations under existing CAA authority or under a new climate change federal law.

Numerous bills are under consideration by the United States Congress, including implementation of a Combined Efficiency and Renewable Energy Standard ("CERES"), addressing transmission planning, siting and cost allocation to support the construction of renewable energy facilities, and renewable energy incentives that could provide grants and credits to municipal utilities to invest in renewable energy infrastructure.

In 2008, the California Climate Action Registry became the Climate Registry, and the District now reports emissions to that registry. The District follows a rigorous protocol to quantify all direct and indirect emissions from its power generation operations and all other sources of GHG from transportation and fugitive sources. These emission results are publicly available. The Climate Registry establishes consistent, transparent standards throughout North America for businesses and governments to calculate, verify, and publicly report their carbon footprints in a single, unified registry. The District's experience in voluntarily reporting emissions has prepared the District for reporting emissions to the EPA under its new mandatory GHG reporting rule.

See "ELECTRIC SYSTEM — Sustainable Resource Portfolio" for a further discussion of the District's climate change programs.

The District has partnerships with Arizona State University that emphasize the study of clean energy technologies and also works with the Electric Power Research Institute and the Department of Energy on research initiatives. In addition, the District is a partner in the West Coast Regional Carbon Sequestration Partnership (WESTCARB), which is exploring opportunities to remove CO<sub>2</sub> in a six-state region, including Arizona. The District is also a charter member of the EPA's Emission Reduction Partnership that is working to reduce sulfur hexafluoride (SF<sub>6</sub>), another potent GHG. Through a stakeholder process, the District will work with the ADEQ in the development and implementation of mandatory GHG reporting protocols and rules. See "THE ELECTRIC SYSTEM — Sustainable Resource Portfolio" for a discussion of the District's planned resource additions to reduce GHG emissions.

The District is unable to predict future environmental reforms to the electric utility industry, including the outcome of proposals on GHG and renewable energy, and the associated impact on the operations and finances of the District or the electric utility industry. In addition, the District is unable to predict the impact of climate change and the greenhouse effect more generally on the District and its operations and markets. However, such impact may include, for example, effects on the District's operations directly or indirectly through customers or the District's supply chain, increased capital expenditures, costs to purchase or profits from sales of allowances or credits under a

“cap-and-trade” system, increased raw material and equipment costs, increased insurance premiums and deductibles as new actuarial tables are developed to reshape coverage, a change in competitive position relative to industry peers and changes to profit or loss arising from increased or decreased demand for the District’s production, changes in human population patterns, and potential physical impacts such as changes in rainfall patterns, shortages of water or other natural resources, changing surface water and groundwater levels, changing storm patterns and intensities, and changing temperature levels.

**California.** The California Legislature has enacted GHG laws that have indirectly affected the District. As a result LADWP, one of the participants in NGS, and SCE, a participant in Four Corners Units 4 and 5, are or will be selling their interests in those plants. Also, the California Air Resource Board (“CARB”) is developing a program to reduce California emission of GHG, including an economy-wide cap-and-trade program for GHG. The CARB Regulations could impact the District’s ability to sell excess generation into California. Based on available information, the District cannot estimate or predict the impact of the California laws on it at this time.

The District is monitoring and participating in the development of these regulations to determine the full extent of their impact on the District and the plants in which it has an interest. Based on available information, the District cannot estimate or predict the impact of the California laws on it at this time.

**Hazardous Waste.** The EPA has issued a proposed rule seeking comments on regulatory options governing the handling and disposal of coal combustion residuals (“CCRs”), such as fly ash, bottom ash and flue gas desulfurization sludge (“FGD”). The District disposes of CCRs in dry landfill storage areas at CGS and NGS, with the exception of wet surface impoundment disposal of FGD sludge at CGS. Both CGS and NGS sell a portion of their fly ash for beneficial reuse as a constituent in concrete production. The District also owns interests in joint participation plants, such as Four Corners, Craig, Hayden and Springerville, which dispose of CCRs in dry storage areas and in ash ponds. The regulated community, including utilities, strongly opposes regulation of CCRs as hazardous waste and Congress is considering legislation that would prohibit the EPA from regulating CCRs as hazardous waste. The EPA is expected to issue a final rule in late 2012 or in 2013. At this time, it is too early to definitively estimate projected costs, but the costs could be substantial depending on the approach taken in the final rules.

**Endangered Species.** Several species listed as threatened or endangered under the Endangered Species Act (“ESA”) have been discovered in and around reservoirs on the Salt and Verde Rivers, as well as C.C. Cragin Reservoir operated by SRP. Potential ESA issues also exist along the Little Colorado River in the vicinity of the Coronado and Springerville Generating Stations. The District obtained Incidental Take Permits (“ITPs”) from the United States Fish and Wildlife Service (“USFWS”), which allow full operation of Roosevelt Dam on the Salt River and Horseshoe and Bartlett Dams on the Verde River. The ITPs, and associated Habitat Conservation Plans (HCPs), identify the obligations, such as mitigation and wildlife monitoring, the District must undertake to comply with the ESA. The District has established trust funds to pay mitigation and monitoring expenses related to the implementation of both the Roosevelt HCP and Horseshoe-Bartlett HCP and believes it has recorded adequate reserves as a part of its environmental reserves to cover its related obligations. The District continues to assess the potential ESA liabilities along the Little Colorado River and at C.C. Cragin, and is working closely with the USFWS and other state and federal agencies to address potential species concerns as necessary, but cannot predict the ultimate outcome at this time.

## **Nuclear Plant Matters**

Under the Nuclear Waste Policy Act of 1982, the District pays \$0.001 per kWh on its share of net energy generation at PVNGS to the U.S. Department of Energy (“DOE”). To date, however, for various reasons, the DOE has not constructed a site for the storage of spent nuclear fuel. Accordingly, APS has constructed an on-site dry cask storage facility to receive and store PVNGS spent fuel. PVNGS has sufficient capacity to store a portion of the fuel that will be spent during the period of extended operation, which will end in December 2047. Potentially, and depending on how the NRC rules on the future unloading of spent fuel pools, PVNGS could use high capacity storage casks to store the balance of any fuel spent during the extended license period.

The NRC has adopted decommissioning rules which require reactor operators to certify that sufficient funds will be available for decommissioning the contaminated portion of nuclear plants in the form of prepayments or external

sinking funds, either of which must be segregated from the licensee's assets and outside its administrative control, or by the surety of insurance payable to a trust established for decommissioning costs. The District is collecting funds through its price plans to decommission its share of PVNGS Units 1, 2 and 3. In February 2011 PVNGS received approval for a 20-year operating license renewal from the NRC. As a result, the projected shutdown of PVNGS has been moved from 2024 to 2047. The District projects that it will accumulate \$395 million in 2010 dollars over the life of PVNGS for this purpose. The decommissioning funds are maintained in an external trust in compliance with NRC regulations. The District anticipates being able to continue to collect decommissioning funds in a competitive generation market.

## **Summary**

As discussed above, the electric utility industry is experiencing challenges in a number of areas. The District is unable to predict the extent to which its construction programs and operations will be affected by such factors, but they could result in incurrence of substantial additional costs and could adversely affect its revenues.

## **LITIGATION**

At the time of delivery of and payment for the 2011 Series A Bonds, the law firm of Jennings, Strouss & Salmon, P.L.C., Phoenix, Arizona, legal advisors to the District, will deliver a no-litigation opinion stating substantially that, no litigation is now pending or, to its knowledge threatened, affecting or questioning the organization of the District or the titles or manner of election of the officers or directors of the District to their terms of office, respectively; and no litigation is now pending or, to its knowledge threatened, affecting or questioning the power and authority of the District to issue, execute and deliver the 2011 Series A Bonds or the pledge or application of any moneys or security provided for the payment thereof.

In the normal course of business the District is a defendant in various legal actions. In management's opinion, except as otherwise noted below, the ultimate resolution of these matters will not have a significant adverse effect on the District's financial position or operations.

## **Environmental Issues**

***Navajo Environmental Laws.*** In 1995, the District, on behalf of the Navajo Generating Station Participants (the "NGS Participants"), filed a lawsuit in the Navajo Nation District Court against the Navajo Nation, its Environmental Protection Agency and the Agency's Director as a result of the defendants' attempts to apply three of the Navajo Nation's environmental laws against NGS and the NGS Participants. These laws are the Navajo Nation Air Pollution Prevention and Control Act, the Navajo Nation Safe Drinking Water Act, and the Navajo Nation Pesticide Act. The District contends that the NGS Plant Site Lease, the Section 323 Grants by the United States for the NGS Plant Site and Railroad, and federal law preclude application of these laws to NGS and the NGS Participants. APS, on behalf of the Four Corners Participants, filed a lawsuit challenging the same laws on similar grounds. Both actions were served on the defendants; however, all parties agreed to stay the litigation pending settlement discussions.

In July 2000, the District filed a separate action in the Navajo Nation Supreme Court, requesting that the Court review final regulations that were issued by the Navajo Nation Environmental Protection Agency pursuant to the Navajo Air Quality Statute. APS filed a similar petition in a separate action with the Navajo Nation Supreme Court. The Court stayed these proceedings pending settlement discussions.

In May 2005, the District and APS, as operating agents for the NGS and Four Corners Participants, entered into Voluntary Compliance Agreements with the Navajo Nation to resolve and dismiss those portions of the above lawsuits relating to regulation of air pollution. The agreements establish contractual authority for the Navajo Nation to regulate air emissions and issue air permits at NGS and Four Corners under rules not stricter than the EPA air rules. As a result, in April 2006, the Navajo Nation Supreme Court dismissed the air regulation challenge and the Navajo District Court dismissed the air quality related claims in the District Court because the District and the Navajo Nation had entered into a Voluntary Compliance Agreement. The Navajo Nation wants to negotiate additional Voluntary Compliance Agreements to resolve the remaining portions of the litigation and, accordingly, the District and the Navajo Nation have begun negotiations relating to an agreement under the Navajo Safe Drinking

Water Act. See “THE ELECTRIC SYSTEM — Environmental Matters — *Navajo Generating Station and Four Corners Generating Station Units 4 and 5*” for further discussion of Navajo Nation environmental laws.

On May 5, 2009, the National Parks Conservation Association (“NPCA”), and other environmental and tribal groups petitioned the U.S. Department of Interior – National Park Service (“DOI”) to certify to the EPA that visibility impairment in Grand Canyon National Park is “reasonably attributable” to oxides of nitrogen and particulate matter emissions from NGS.

On February 16, 2010, the groups filed a similar petition with both the DOI and the U.S. Department of Agriculture – U.S. Forest Service (“DOA”) with respect to Four Corners, asking the DOI and the DOA to certify to the EPA that impairment of visibility in sixteen areas within 300 kilometers of Four Corners including the Grand Canyon National Park, among others, was reasonably attributable to pollutant emissions from Four Corners. However, the DOI and the DOA deferred action on the petitions pending completion of the BART determinations for the plants.

On January 20, 2011, the groups sued both DOI and the DOA, asserting that the agencies failed to act without unreasonable delay. The defendants filed a motion to dismiss the suit and both the District (on behalf of the NGS Owners) and APS (on behalf of Four Corners Owners) successfully intervened in the suit. On June 30, 2011, the U.S. District Court dismissed the suit. The decision could still be appealed or re-filed on other grounds. If successful, the suit could force the agencies to issue a “reasonably attributable visibility impairment” finding, which could trigger an alternative process for BART for the two plants. It is too early to predict an outcome of this matter.

On May 5, 2010, Earthjustice, on behalf of several environmental groups, wrote to the EPA and the owners of Four Corners Units 4 and 5, in which the District owns a ten percent interest, providing notice of intent to sue the participants for violations of the CAA. The EPA had 60 days to determine whether to file its own action against the plant, but failed to do so, entitling Earthjustice to file suit at anytime. On September 2, 2011, Earthjustice, on behalf of several environmental groups, sent APS, as operator, and the owners of Four Corners another notice of intent to sue for CAA violations at Four Corners. Earthjustice expressed its desire to be involved in the ongoing CAA discussions between the owners and the EPA and indicated that it would file suit if it were not contacted within 60 days. APS has proposed to the EPA that these and other potential liabilities be resolved as part of the BART determination for Four Corners.

The District is unable to predict the likely outcomes of these matters at this time.

**Superfund Sites.** In September 2003, the EPA notified the District that it might be liable under the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”) as an owner and operator of a facility within the Motorola 52nd Street Superfund Site Operable Unit 3. The District completed the remedial investigation at the site but may be liable for past costs incurred and for future work to be conducted within the Superfund Site with regard to groundwater. At the adjacent West Van Buren Superfund site, a state superfund site, the Roosevelt Irrigation District (“RID”) has sued the District and numerous other parties claiming that as a result of groundwater contamination, RID has been damaged in excess of \$125.0 million. While the District is unable at this time to predict the outcome of these and other superfund matters, it believes it has recorded adequate reserves as part of its environmental reserves to cover expected liabilities related to these issues.

**New Source Review.** The EPA is continuing its national enforcement initiative under the new source review provisions of the CAA. This initiative is focused on determining whether companies had failed to disclose major repairs or alterations to facilities that, in the opinion of the EPA, would have required the installation of new pollution control equipment under the CAA. The EPA’s pursuit of the initiative has resulted in the installation of expensive pollution control equipment at various facilities. As part of this initiative, the EPA contacted APS in 2009, seeking detailed information regarding projects at and operations of Four Corners. APS has provided initial responses to this request and is unable to predict, the timing or content of the EPA’s response or any resulting actions.

## Water Rights

***Gila River Adjudication.*** The District and the Association are parties to a state water rights adjudication proceeding initiated in 1976 which encompasses the entire Gila River System (the “Gila River Adjudication”). This proceeding is pending in the Superior Court for the State of Arizona, Maricopa County, and will eventually result in the determination of all conflicting rights to water from the Gila River and its tributaries, including the Salt and Verde Rivers. The District and the Association are unable to predict the ultimate outcome of the proceeding.

***Little Colorado River Adjudication.*** In 1978, a water rights adjudication was initiated in the Apache County Superior Court with regard to the Little Colorado River System. The District has filed its claim to water rights in this proceeding, which includes a claim for groundwater being used in the operation of CGS. The District is unable to predict the ultimate outcome of this proceeding, but believes an adequate water supply for CGS will remain available.

***Verde River.*** The City of Prescott, together with the Towns of Prescott Valley and Chino Valley, have plans to withdraw groundwater from the Big Chino Groundwater Sub-Basin and transport the water to their respective service areas for municipal and industrial uses. The District opposed these plans because of the potential that such pumping would deplete the base flow of the Verde River, which is delivered to and used by Association shareholders. The District is negotiating agreements with the parties which will satisfy its concerns.

## Coal Supply

***Navajo Nation v. Peabody (U.S. District Court, D.C. District – RICO Case).*** In 1999, the Navajo Nation filed a lawsuit in the United States District Court in Washington D.C. (the “U.S. District Court”), in which the Hopi Tribe later joined as a plaintiff. The lawsuit arises out of negotiations culminating in 1987 with amendments to the coal leases and related agreements. The Navajo Nation and the Hopi Tribe allege that Peabody (the coal supplier for NGS and Mohave), SCE (operating agent for Mohave), the District (operating agent for NGS), and certain individual defendants, in violation of the federal racketeering statutes, had improperly induced the Department of the Interior to not approve the coal royalty rate proposed by the Navajo Nation. They further alleged that the DOI’s failure to approve the rate caused the tribes to negotiate and settle upon a substantially lower royalty rate. The suit alleges \$600 million in damages. The plaintiffs also seek treble damages against the defendants, measured by amounts awarded under the racketeering statutes. In addition, the plaintiffs claim punitive damages of not less than \$1 billion. In 2001, the claims of both the Navajo Nation and the Hopi Tribe were dismissed in their entirety with respect to the District.

On April 12, 2010, the Navajo Nation filed an amended complaint that did not include any RICO claims or claims against the District or any individual defendants. The amended complaint continues to allege \$600 million in damages and punitive damages in the amount of \$1 billion and seeks to reform the coal leases to provide for a reasonable royalty rate, to dispossess the defendants of all interests in property on the Reservation and to permanently exclude the defendants from the Reservation.

On October 15, 2010, Peabody, the NGS Owners and the Mohave Owners agreed to settle the case with respect to the Hopi Tribe. This ends the matter in regard to the claims of the Hopi Tribe. Settlement negotiations with the Navajo Nation continued and a settlement has been reached. The District has adequate reserves to cover the settlement.

***Black Mesa Environmental Impact Statement.*** In 2008, the Office of Surface Mining (“OSM”) issued an Environmental Impact Statement (“EIS”) to allow Peabody to add the Black Mesa Mine (which formerly served Mohave) to the permit for the Kayenta Mine (which serves NGS). Among other things, combining the two permits could eventually give Peabody access to shallower, high quality coal for NGS, which could reduce future costs to the NGS Participants and provide an additional source of coal. Under the administrative appeals process, numerous appeals of the permit decision were filed, and a decision was issued that the process OSM had followed to issue the permit was inadequate. Peabody is working with OSM on a permit revision and the District anticipates that OSM will comply with applicable environmental requirements.

**Navajo Mine Permit.** BHP Billiton Limited (“BHP”) operates the Navajo Coal Mine, which supplies Four Corners, in which the District owns 10% of Units 4 and 5. Several environmental groups have filed lawsuits challenging the mining permit and expanded operations. If these lawsuits were successful, they would result not only in increased cost of mining operations, which would be passed to the owners of the generating station, but could result in the suspension or termination of mining activities. APS, as operating agent of Four Corners, is working with BHP and other defendants to allow the expansion and continuation of the mine. The District cannot predict the outcome of these lawsuits at this time.

The District is unable to predict the likely outcome of the coal supply litigation matters at this time, but does not believe that the final resolution of these matters will have material adverse effects on its operations or financial condition.

## **LEGALITY OF REVENUE BONDS FOR INVESTMENT**

Under the Act, the 2011 Series A Bonds constitute legal investments for savings banks, banks, savings and loan associations, trust companies, executors, administrators, trustees, guardians and other fiduciaries in the State of Arizona and for any board, body, agency or instrumentality of the State of Arizona, or of any county, municipality or other political subdivision of the State of Arizona, and constitute securities which may be deposited by banks, savings and loan associations or trust companies as security for deposits of state, county, municipal and other public funds.

## **UNDERWRITING**

The Underwriters have jointly and severally agreed, subject to certain conditions, to purchase from the District all, but not less than all, of the 2011 Series A Bonds at an aggregate purchase price of \$504,359,655.05, reflecting an original issue premium of \$64,008,525.55 less an underwriters’ discount of \$1,148,870.50 from the initial public offering prices set forth on the inside cover page of this Official Statement.

Citigroup Inc., and Morgan Stanley, the respective parent companies of Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, each an underwriter of the 2011 Series A Bonds, have entered into a retail brokerage joint venture. As part of the joint venture each of Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, each of Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC will compensate Morgan Stanley Smith Barney LLC for its selling efforts in connection with their respective allocations of 2011 Series A Bonds.

J.P. Morgan Securities LLC (“JPMS”), one of the Underwriters of the 2011 Series A Bonds, has entered into negotiated dealer agreements (each, a “Dealer Agreement”) with each of UBS Financial Services Inc. (“UBSFS”) and Charles Schwab & Co., Inc. (“CS&Co.”) for the retail distribution of certain securities offerings including the 2011 Series A Bonds, at the original issue prices. Pursuant to each Dealer Agreement, each of UBSFS and CS&Co. will purchase 2011 Series A Bonds from JPMS at the original issue price less a negotiated portion of the selling concession applicable to any 2011 Series A Bonds that such firm sells.

## **TAX MATTERS**

### **Federal Income Taxes**

The Code imposes certain requirements that must be met at and subsequent to the issuance and delivery of the 2011 Series A Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the 2011 Series A Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the 2011 Series A Bonds. The District has covenanted to comply with the provisions of the Code applicable to the 2011 Series A Bonds, and has covenanted not to take any action or permit any action that would cause the interest on the 2011 Series A Bonds to be included in gross income under Section 103 of the Code. In addition, the District has made certain

representations and certifications in the Tax Certificate as to Arbitrage and the Provisions of Sections 141-150 of the Code. Bond Counsel will not independently verify the accuracy of those certifications and representations.

In the opinion of Drinker Biddle & Reath LLP, Bond Counsel, under existing statutes and court decisions, and assuming compliance with the aforementioned covenants and the accuracy of certain representations and certifications made by the District described above, interest on the 2011 Series A Bonds is excluded from gross income of the owners thereof for federal income tax purposes under Section 103 of the Code. In the further opinion of Bond Counsel, interest on the 2011 Series A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations; such interest, however, is included in adjusted current earnings in calculating alternative minimum taxable income for purposes of the alternative minimum tax imposed under the Code on certain corporations.

### **State Taxes**

Bond Counsel is also of the opinion that, under existing law, interest on the 2011 Series A Bonds is exempt from income taxes imposed by the State of Arizona.

### **Original Issue Premium**

The initial public offering price of certain 2011 Series A Bonds may be greater than the stated redemption price thereof at maturity. The difference between the initial public offering price for any such 2011 Series A Bond and the stated redemption price at maturity is "original issue premium." For federal income tax purposes original issue premium is amortizable periodically over the term of a 2011 Series A Bond through reductions in the holder's tax basis for the 2011 Series A Bond for determining taxable gain or loss from sale or from redemption prior to maturity. Amortizable premium is accounted for as reducing the tax-exempt interest on the 2011 Series A Bond rather than creating a deductible expense or loss. Purchasers of the 2011 Series A Bonds should consult their tax advisors for an explanation of the accrual rules for original issue premium and any other federal, state or local tax consequences of the purchase of 2011 Series A Bonds with original issue premium.

### **Original Issue Discount**

The initial public offering price of certain 2011 Series A Bonds may be less than the stated redemption price thereof at maturity. The difference between the initial public offering price for any such 2011 Series A Bond and the stated redemption price at maturity is "original issue discount." For federal income tax purposes, original issue discount on a 2011 Series A Bond accrues to original holders of the 2011 Series A Bond over the period of its maturity based on the constant yield method compounded annually as interest with the same tax exemption and alternative minimum tax status as regular interest. The accrual of original issue discount increases the holder's tax basis in the 2011 Series A Bond for determining taxable gain or loss on the maturity, redemption, prior sale or other disposition of a 2011 Series A Bond. Purchasers of the 2011 Series A Bonds should consult their tax advisors for an explanation of the accrual rules for original issue discount and any other federal, state or local tax consequences of the purchase of 2011 Series A Bonds with original issue discount.

### **Ancillary Tax Matters**

Ownership of the 2011 Series A Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving social security or railroad retirement benefits, and individuals seeking to claim the earned income credit. Ownership of the 2011 Series A Bonds may also result in other federal tax consequences to taxpayers who may be deemed to have incurred or continued indebtedness to purchase or to carry the 2011 Series A Bonds.

Commencing with interest paid in 2006, interest paid on tax-exempt obligations such as the 2011 Series A Bonds is subject to information reporting to the IRS in a manner similar to interest paid on taxable obligations. In addition, interest on the 2011 Series A Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner's taxpayer identification

number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Bond Counsel is not rendering any opinion on any federal tax matters other than those described under the caption "TAX MATTERS". Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the 2011 Series A Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

### **Changes in Law and Post Issuance Events**

On September 12, 2011, the President of the United States submitted to Congress a legislative proposal named the American Jobs Act of 2011 (the "Proposal"). For tax years beginning on or after January 1, 2013, the Proposal would limit the tax benefit of the tax exemption for interest on municipal bonds (along with several other listed tax benefits) to the 28% tax bracket. The Proposal or other legislative proposals, if enacted into law, could cause interest on the 2011 Series A Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals, as well as subsequent clarification of the Code or court decisions, could also affect the market price for, or marketability of, the 2011 Series A Bonds. Prospective purchasers of the 2011 Series A Bonds should consult their own tax advisors regarding any such pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on the 2011 Series A Bonds for federal or state income tax purposes, and thus on the value or marketability of the 2011 Series A Bonds. This impact could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of interest on the 2011 Series A Bonds from gross income of the owners thereof for federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the 2011 Series A Bonds may occur. Prospective purchasers of the 2011 Series A Bonds should consult their own tax advisors regarding such matters.

Bond Counsel has not undertaken to advise in the future whether any events after the date of issuance and delivery of the 2011 Series A Bonds may affect the tax status of interest on the 2011 Series A Bonds. Bond Counsel expresses no opinion as to any federal, state or local tax law consequences with respect to the 2011 Series A Bonds, or the interest thereon, if any action is taken with respect to the 2011 Series A Bonds or the proceeds thereof upon the advice or approval of other counsel.

### **APPROVAL OF LEGAL MATTERS**

Legal matters incident to the authorization and issuance of the 2011 Series A Bonds are subject to the approval of Drinker Biddle & Reath LLP, Bond Counsel, whose final approving opinion will be delivered with the 2011 Series A Bonds in substantially the form attached hereto as Appendix C. Certain legal matters in connection with the 2011 Series A Bonds will be passed upon for the District by Jennings, Strouss & Salmon, P.L.C. Certain legal matters will be passed upon for the Underwriters by Winston & Strawn LLP, counsel to the Underwriters.

The various legal opinions and/or certification to be delivered concurrently with the delivery of the 2011 Series A Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion and/or certification, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or the future performance of parties to the transaction. Nor does the rendering of an opinion and/or certification guarantee the outcome of any legal dispute that may arise out of the transaction.

## **RATINGS**

Moody's Investors Service and Standard & Poor's Corporation have given the ratings of Aa1 and AA, respectively, to the 2011 Series A Bonds. Such ratings reflect only the view of such organizations, and an explanation of the significance of such rating may be obtained only from the respective rating agency. There is no assurance that such ratings will be maintained for any given period of time, or that they will not be revised downward, or be withdrawn entirely by the respective rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the 2011 Series A Bonds.

## **CONTINUING DISCLOSURE**

Pursuant to the Continuing Disclosure Agreement, the District will covenant for the benefit of the holders and Beneficial Owners of the 2011 Series A Bonds to provide certain financial information and operating data relating to the District by not later than 180 days after the end of each of the District's fiscal years (presently, each April 30), commencing with the fiscal year ending April 30, 2012 (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events with respect to the 2011 Series A Bonds within ten (10) business days after the occurrence of such events. The Continuing Disclosure Agreement provides that the Annual Report and any notices of such events will be filed by or on behalf of the District through the Electronic Municipal Market Access system operated by the Municipal Securities Rulemaking Board and with the State information repository, if any, established by the State of Arizona. Under the Continuing Disclosure Agreement, the sole remedy for any Bondholder upon an event of default is a lawsuit for specific performance in a court of competent jurisdiction. See "Appendix D — Form of Continuing Disclosure Agreement."

The District's covenant is being made in order to assist the Underwriters in complying with the secondary market disclosure requirements of Rule 15(c)2-12 of the Securities and Exchange Commission (the "Rule"). The District has never failed to comply in any material respect with any previous undertaking with regard to the Rule to provide annual reports or notices of material events.

The District has not failed to comply, in any material respects, with any previous undertakings in a written contract or agreement specified in paragraph (b)(5)(i) of the Rule, as amended.

## **INDEPENDENT ACCOUNTANTS**

The financial statements of SRP as of April 30, 2011 and April 30, 2010 and for the years then ended, included in this Official Statement, have been audited by PricewaterhouseCoopers LLP, independent accountants, as stated in their report appearing herein.

## **FINANCIAL ADVISOR**

The District has retained Public Financial Management ("PFM") as its financial advisor. Although PFM has assisted in the preparation of this Official Statement, PFM is not obligated to undertake and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

## **VERIFICATION OF MATHEMATICAL COMPUTATIONS**

Causey Demgen & Moore Inc., a firm of independent public accountants, will deliver to the District, on or before the date of issuance of the 2011 Series A Bonds, its verification report indicating that it has verified certain information provided by the District and the Underwriters with respect to the Refunded Bonds and the 2011 Series A Bonds. Included in the scope of Causey Demgen & Moore Inc.'s procedures will be a verification of the mathematical accuracy of (a) the mathematical computations of the adequacy of the cash and the maturing principal of and interest on the Government Obligations (as defined in the Resolutions) to pay, when due, the maturing principal of, interest on and related call premium requirements, if any, of the Refunded Bonds; and (b) the mathematical computations supporting the conclusion of Bond Counsel that the 2011 Series A Bonds are not "arbitrage bonds" under the Code and the regulations promulgated thereunder.

The verification performed by Causey Demgen & Moore Inc. will be solely based upon data, information and documents that the District and the Underwriters caused to be provided to Causey Demgen & Moore Inc. The Causey Demgen & Moore Inc. report of its verification will state that Causey Demgen & Moore Inc. has no obligation to update the report because of events occurring, or data or information coming to its attention, subsequent to the date of the report.

#### **OTHER AVAILABLE INFORMATION**

SRP prepares an annual report with respect to each fiscal year ending April 30, which typically becomes available in September of the following fiscal year. The annual report includes information relating to SRP's staff, legal and financial services, operations and audited financial statements for the fiscal year ending April 30. SRP's financial statements are presented on a combined basis including the financial information of both the District and the Association.

Copies of the annual report and audited financial statements for the year ended April 30, 2011 may be obtained on the District's webpage, [www.srpnet.com](http://www.srpnet.com) or by writing to Salt River Project Agricultural Improvement and Power District, Corporate Communications, PAB340, P.O. Box 52025, Phoenix, AZ 85072-2025.

#### **MISCELLANEOUS**

References herein to the Act, the Resolution and certain other statutes, resolutions and contracts are brief discussions of certain provisions thereof. Such discussions do not purport to be complete, and reference is made to such documents for full and complete statements of such provisions.

Any statements made in this Official Statement involving matters of opinion or of projections, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the projections will be realized.

The District has authorized the execution and delivery of this Official Statement.

#### **Salt River Project Agricultural Improvement and Power District**

\_\_\_\_\_  
/s/ David Rousseau

President

\_\_\_\_\_  
/s/ Mark B. Bonsall

General Manager

Attest:

\_\_\_\_\_  
/s/ Terrill A. Lonon

Corporate Secretary

APPENDIX A — REPORT OF INDEPENDENT AUDITORS AND COMBINED FINANCIAL STATEMENTS  
AS OF APRIL 30, 2011 AND 2010

REPORT OF INDEPENDENT AUDITORS



Report of Independent Auditors

To the Board of Directors of the  
Salt River Project Agricultural Improvement and  
Power District and the Board of Governors of the  
Salt River Valley Water Users' Association

In our opinion, the accompanying combined balance sheets and the related combined statements of net revenues and comprehensive income, and cash flows present fairly, in all material respects, the financial position of the Salt River Project Agricultural Improvement and Power District and its subsidiaries and the Salt River Valley Water Users' Association (collectively, "SRP") at April 30, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of SRP's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

July 21, 2011

PricewaterhouseCoopers LLP, 350 South Grand Avenue, Los Angeles, CA 90071  
T: (213) 356 6000, F: (813) 637 4444, www.pwc.com/us

**SALT RIVER PROJECT  
COMBINED BALANCE SHEETS  
APRIL 30, 2011 AND 2010  
(Thousands)**

**ASSETS**

	<u>2011</u>	<u>2010</u>
<b>Utility Plant</b>		
Plant in Service -		
Electric	\$ 10,790,019	\$ 10,653,944
Irrigation	337,748	312,388
Common	540,021	520,139
Total plant in service	<u>11,667,788</u>	<u>11,486,471</u>
Less - Accumulated depreciation on plant in service	<u>(5,538,097)</u>	<u>(5,305,370)</u>
	6,129,691	6,181,101
Plant held for future use	30,434	5,960
Construction work in progress	799,055	790,256
Nuclear fuel, net	<u>133,441</u>	<u>123,310</u>
	<u>7,092,621</u>	<u>7,100,627</u>
<b>Other Property and Investments</b>		
Non-utility property and other investments	255,085	183,354
Segregated funds, net of current portion	<u>1,080,542</u>	<u>799,760</u>
	<u>1,335,627</u>	<u>983,114</u>
<b>Current Assets</b>		
Cash and cash equivalents	443,002	235,029
Temporary investments	214,066	290,307
Current portion of segregated funds	317,535	241,609
Receivables, net of allowance for doubtful accounts	231,499	202,225
Fuel stocks	58,339	43,486
Materials and supplies	137,329	131,192
Current commodity derivative assets	8,713	26,873
Other current assets	<u>15,554</u>	<u>19,110</u>
	<u>1,426,037</u>	<u>1,189,831</u>
<b>Deferred Charges and Other Assets</b>		
Regulatory assets	768,419	789,268
Non-current commodity derivative assets	11,087	13,026
Other deferred charges and other assets	<u>62,996</u>	<u>76,988</u>
	<u>842,502</u>	<u>879,282</u>
	<u>\$ 10,696,787</u>	<u>\$ 10,152,854</u>

The accompanying notes are an integral part of these combined financial statements.

**SALT RIVER PROJECT  
COMBINED BALANCE SHEETS  
APRIL 30, 2011 AND 2010  
(Thousands)**

**CAPITALIZATION AND LIABILITIES**

	<b>2011</b>	<b>2010</b>
<b>Long-term Debt</b>	\$ 4,419,099	\$ 4,051,931
<b>Accumulated Net Revenues</b>	4,267,341	3,962,788
<b>Total Capitalization</b>	8,686,440	8,014,719
<b>Current Liabilities</b>		
Current portion of long-term debt	139,635	147,180
Accounts payable	221,895	200,672
Accrued taxes and tax equivalents	77,142	72,339
Accrued interest	73,170	67,407
Customers' deposits	86,461	81,446
Current commodity derivative liabilities	19,551	64,441
Other current liabilities	340,828	290,822
	958,682	924,307
<b>Deferred Credits and Other Non-current Liabilities</b>		
Accrued postretirement liability	673,453	754,650
Asset retirement obligations	100,212	199,348
Non-current commodity derivative liabilities	36,092	32,025
Other deferred credits and other non-current liabilities	241,908	227,805
	1,051,665	1,213,828
<b>Commitments and Contingencies</b> (Notes 7, 9, 10, 12, and 13)		
	\$ 10,696,787	\$ 10,152,854

The accompanying notes are an integral part of these combined financial statements.

**SALT RIVER PROJECT**  
**COMBINED STATEMENTS OF NET REVENUES**  
**FOR THE YEARS ENDED APRIL 30, 2011 AND 2010**  
**(Thousands)**

	<u>2011</u>	<u>2010</u>
<b>Operating Revenues</b>		
Retail electric	\$ 2,463,007	\$ 2,361,274
Other electric	69,355	64,646
Wholesale	216,000	261,320
Water	<u>14,169</u>	<u>14,373</u>
Total operating revenues	<u>2,762,531</u>	<u>2,701,613</u>
<b>Operating Expenses</b>		
Power purchased	365,500	403,093
Fuel used in electric generation	570,134	554,113
Other operating expenses	599,174	565,259
Maintenance	282,972	287,541
Depreciation and amortization	436,750	408,525
Taxes and tax equivalents	<u>105,054</u>	<u>102,092</u>
Total operating expenses	<u>2,359,584</u>	<u>2,320,623</u>
Net operating revenues	<u>402,947</u>	<u>380,990</u>
<b>Other Income</b>		
Investment income, net	82,446	140,787
Other income (deductions), net	<u>(21,441)</u>	<u>(12,412)</u>
Total other income, net	<u>61,005</u>	<u>128,375</u>
Net revenues before financing costs	<u>463,952</u>	<u>509,365</u>
<b>Financing Costs</b>		
Interest on bonds, net	193,507	186,429
Capitalized interest	(32,540)	(52,938)
Amortization of bond discount/premium and issuance expenses	(12,293)	(8,995)
Interest on other obligations	<u>10,725</u>	<u>13,894</u>
Net financing costs	<u>159,399</u>	<u>138,390</u>
<b>Net Revenues</b>	<u>\$ 304,553</u>	<u>\$ 370,975</u>

The accompanying notes are an integral part of these combined financial statements.

**SALT RIVER PROJECT**  
**COMBINED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED APRIL 30, 2011 AND 2010**  
**(Thousands)**

	<u>2011</u>	<u>2010</u>
<b>Cash Flows from Operating Activities</b>		
Net Revenues	\$ 304,553	\$ 370,975
Adjustments to reconcile net revenues to net cash provided by operating activities:		
Depreciation and amortization	436,750	408,525
Amortization of nuclear fuel	35,826	24,800
Amortization of bond discount/premium and issuance expenses	(12,293)	(8,995)
Change in fair value of derivative instruments	(20,724)	(79,076)
Change in fair value of investment securities	(18,197)	(112,483)
Other	28,424	6,819
Decrease (increase) in:		
Fuel stocks and materials and supplies	(20,990)	3,812
Receivables, net of allowance for doubtful accounts	(29,274)	(18,545)
Other current assets	3,556	53
Deferred charges and other assets	27,195	24,508
Increase (decrease) in:		
Accounts payable	2,752	(70,799)
Accrued taxes and tax equivalents	4,803	9,653
Accrued interest	8,925	3,628
Current liabilities	31,649	(8,662)
Deferred credits and other non-current liabilities	(56,561)	(95,764)
Net cash provided by operating activities	<u>726,394</u>	<u>458,449</u>
<b>Cash Flows from Investing Activities</b>		
Additions to utility plant, net	(563,617)	(710,754)
Proceeds from disposition of assets	1,953	4,483
Purchases of investments	(2,009,615)	(952,492)
Sales and maturities of investments	1,925,142	991,248
Net change in short-term investments related to segregated funds	(221,938)	225,094
Net cash used for investing activities	<u>(868,075)</u>	<u>(442,421)</u>
<b>Cash Flows from Financing Activities</b>		
Proceeds from issuance of revenue bonds	496,834	296,000
Retirement of commercial paper	-	(325,000)
Repayment of long-term debt, including refundings	(147,180)	(131,481)
Net cash provided by (used for) financing activities	<u>349,654</u>	<u>(160,481)</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	207,973	(144,453)
<b>Balance at Beginning of Year in Cash and Cash Equivalents</b>	<u>235,029</u>	<u>379,482</u>
<b>Balance at End of Year in Cash and Cash Equivalents</b>	<u>\$ 443,002</u>	<u>\$ 235,029</u>
<b>Supplemental Information</b>		
Cash paid for interest	\$ 165,929	\$ 143,757

The accompanying notes are an integral part of these combined financial statements.

**SALT RIVER PROJECT  
NOTES TO COMBINED FINANCIAL STATEMENTS  
APRIL 30, 2011 AND 2010**

**(1) BASIS OF PRESENTATION:**

**The Company**

The Salt River Project Agricultural Improvement and Power District (the District) is an agricultural improvement district organized in 1937 under the laws of the State of Arizona. It operates the Salt River Project (the Project), a federal reclamation project, under contracts with the Salt River Valley Water Users' Association (the Association), by which it has assumed the obligations and assets of the Association, including its obligations to the United States of America for the care, operation and maintenance of the Project. The District owns and operates an electric system that generates, purchases, transmits and distributes electric power and energy, and provides electric service to residential, commercial, industrial and agricultural power users in a 2,900 square mile service territory in parts of Maricopa, Gila and Pinal Counties, plus mine loads in an adjacent 2,400 square mile area in Gila and Pinal Counties. The Association, incorporated under the laws of the Territory of Arizona in 1903, operates an irrigation system as the agent of the District. The District and the Association are together referred to as SRP.

**Principles of Combination**

The accompanying combined financial statements reflect the combined accounts of the Association and the District. The District's financial statements are consolidated with its wholly-owned taxable subsidiaries: SRP Captive Risk Solutions, Limited (CRS), Papago Park Center, Inc. (PPC) and New West Energy Corporation (New West Energy). CRS is a domestic captive insurer incorporated primarily to access property/boiler and machinery insurance coverage under the Federal Terrorism Risk Insurance Act of 2002 for certified acts of terrorism. PPC is a real estate management company. New West Energy was used to market, at retail, energy available to the District that was surplus to the needs of its retail customers, and energy that might have been rendered surplus in Arizona by retail competition in the supply of generation, but is now largely inactive. All material inter-company transactions and balances have been eliminated.

**Possession and Use of Utility Plant**

The United States of America retains a paramount right or claim in the Project that arises from the original construction and operation of certain of the Project's electric and water facilities as a federal reclamation project. Rights to the possession and use of, and to all revenues produced by, these facilities are evidenced by contractual arrangements with the United States of America.

**Basis of Accounting**

The accompanying combined financial statements are presented in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of financial statements in compliance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and disclosures of contingencies. Actual results could differ from the estimates.

By virtue of SRP operating a federal reclamation project under contract, with the federal government’s pre-emptive rights, asset ownership and certain approval rights, SRP is subject to accounting standards as set forth by the Federal Accounting Standards Advisory Board (FASAB). Entities reporting in accordance with the standards issued by the Financial Accounting Standards Board (FASB) prior to October 19, 1999 (the date the American Institute of Certified Public Accountants (AICPA) designated the FASAB as the accounting standard setting body for entities under the federal government) are permitted to continue to report in accordance with those standards. As permitted, SRP has elected to report its financial statements in accordance with FASB standards.

**(2) SIGNIFICANT ACCOUNTING POLICIES:**

**Utility Plant**

Utility plant is stated at the historical cost of construction. Capitalized construction costs include labor, materials, services purchased under contract, and allocations of indirect charges for engineering, supervision, transportation and administrative expenses and an allowance for funds used during construction (AFUDC). The cost of property that is replaced, removed or abandoned, together with removal costs, less salvage, is charged to accumulated depreciation.

The District is the recipient of various federal grants under the American Recovery and Reinvestment Act of 2009 (ARRA) and accounts for the majority of these funds as a reduction to the related assets included in utility property in the accompany Combined Balance Sheets and as an investing activity in the Statements of Cash Flows. The remaining funds are recorded as a reduction to other operating expenses in the Combined Statements of Net Revenues and as operating activities in the Statements of Cash Flows. During the years ended April 30, 2011 and 2010 the amounts recorded related to federal grants were \$17.1 and \$7.6 million, respectively.

Depreciation expense is computed on a straight-line basis over recovery periods of the various classes of plant assets. The recovery periods are established to recover costs through the District’s price plans and may differ from the assets’ estimated useful lives. The following table reflects the District’s average depreciation rates on the average cost of depreciable assets, for the fiscal years ended April 30:

	<b>2011</b>	<b>2010</b>
Average electric depreciation rate	3.59%	3.60%
Average irrigation depreciation rate	1.93%	2.02%
Average common depreciation rate	5.51%	6.14%

In April 2011, the Nuclear Regulatory Commission (NRC) approved a 20-year license extension of the Palo Verde Nuclear Generating Station (PVNGS). In response to the license extension, effective May 1, 2011, the District’s Board of Directors (Board) approved the extension of the recovery period for PVNGS resulting in an average depreciation rate change from 2.74% to 0.50%. The Board also approved an average depreciation rate change for the Coronado Generating Station (CGS) from 3.07% to 1.14%, for the Navajo Generating Station (NGS) from 4.62% to 0.15% and the Hayden Generating Station (Hayden) from 5.13% to 0.09% to enable the recovery of expected future costs associated with these plants.

For the years ended April 30, 2011 and 2010, there was \$18.5 million and \$23.0 million of non-cash investing activities related to property, plant and equipment purchases within accounts payable.

## **Allowance for Funds Used During Construction**

AFUDC is the estimated cost of funds used to finance plant additions and is recovered in prices through depreciation expense over the useful life of the related asset. AFUDC is capitalized during certain plant construction and included in Capitalized interest in the accompanying Combined Statements of Net Revenue. Composite rates of 4.86% and 5.02% were applied in fiscal years 2011 and 2010 to calculate interest on funds used to finance construction work in progress, resulting in \$32.5 million and \$52.9 million of interest capitalized, respectively.

## **Nuclear Fuel**

The District amortizes the cost of nuclear fuel using the units-of-production method. The units-of-production method is an amortization method based on actual physical usage. The nuclear fuel amortization and accrued expenses for both the interim and permanent disposal of spent nuclear fuel are components of fuel expense. Nuclear fuel amortization was \$35.8 million and \$24.8 million in fiscal years 2011 and 2010, respectively. Accumulated amortization of nuclear fuel at April 30, 2011 and 2010 was \$507.6 million and \$471.8 million, respectively. (See Note (13) CONTINGENCIES, Spent Nuclear Fuel for additional information).

## **Asset Retirement Obligations**

SRP accounts for its asset retirement obligations in accordance with authoritative guidance which requires the recognition and measurement of liabilities for legal obligations associated with the retirement of tangible long-lived assets. Liabilities for asset retirement obligations are recognized at fair value as incurred and capitalized as part of the cost of the related tangible long-lived assets. Accretion of the liabilities, due to the passage of time, is an operating expense and the capitalized cost is depreciated over the useful life of the long-lived asset. Retirement obligations associated with long-lived assets are those for which a legal obligation exists under enacted laws, statutes, and contracts, including obligations arising under the doctrine of promissory estoppel.

The District has identified retirement obligations for the PVNGS, NGS, Four Corners Generating Station (Four Corners) and certain other assets. Amounts recorded for asset retirement obligations are subject to various assumptions and determinations, such as determining whether an obligation exists to remove assets, estimating the fair value of the costs of removal, estimating when final removal will occur, and determining the credit-adjusted, risk-free interest rates to be utilized on discounting future liabilities. Subsequent to the initial recognition, the liability is adjusted for any revisions to the estimated future cash flows associated with the asset retirement obligation (with corresponding adjustments to property, plant and equipment), which can occur due to a number of factors including, but not limited to, cost escalation, changes in technology applicable to the assets to be retired, changes in federal, state and local regulations and changes to the estimated decommissioning date of the assets, as well as for accretion of the liability due to the passage of time until the obligation is settled.

During fiscal year 2011, a new decommissioning study with updated cash flow estimates was completed for PVNGS. This study reflects the twenty-year license extension approved by the NRC on April 21, 2011, which extends the commencement of decommissioning to 2045. The new study resulted in a \$111.4 million decrease to the liability for asset retirements, primarily due to the change in timing of the cash flows.

A summary of the asset retirement obligation activity of the District at April 30 is included below (in thousands):

	2011	2010
Beginning balance, May 1	\$ 199,348	\$ 187,801
Revisions in estimated cash flows	(111,405)	-
Accretion expense	12,269	11,547
Ending balance, April 30	\$ 100,212	\$ 199,348

### Investments in Debt and Equity Securities

SRP invests in various debt and equity securities. Debt securities that SRP has the positive intent and ability to hold to maturity are classified as held-to-maturity securities and reported at amortized cost. Debt and equity securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in Investment income, net. SRP has adopted the fair value option for all debt and equity securities other than those classified as held-to-maturity securities. All such securities are reported at fair value, with unrealized gains and losses included in Investment income, net. SRP does not classify any securities as available-for-sale. (See Note (4) FAIR VALUE OF FINANCIAL INSTRUMENTS.)

### Segregated Funds

The District sets aside funds that are segregated due to management intent and to support various purposes. The District also has certain segregated funds that are legally restricted. The following amounts are included in segregated funds in the accompanying Combined Balance Sheets at April 30 (in thousands):

	2011	2010
<b>Segregated funds – legally restricted</b>		
Nuclear Decommissioning Trust	\$ 252,092	\$ 211,374
Collateral investment pool	161,981	136,710
Debt Reserve Fund (see “Revenue Bonds” in Note 7)	80,598	80,598
Construction Fund	182,966	1
Other	23,387	20,271
Total segregated funds – legally restricted	701,024	448,954
<b>Segregated funds – other</b>		
Benefits funds	538,821	483,428
Debt Service Fund (see “Revenue Bonds” in Note 7)	109,854	104,899
Rate Stabilization Fund	45,700	-
Other	2,678	4,088
Total segregated funds – other	697,053	592,415
Total segregated funds, including current portion	\$ 1,398,077	\$ 1,041,369

### Nuclear Decommissioning

In accordance with regulations of the NRC, the District maintains a trust for the decommissioning of PVNGS. The Nuclear Decommissioning Trust (NDT) funds are invested in debt and equity securities. The District has elected the fair value option for all NDT securities and such securities are reported as trading securities. Changes in fair value related to the NDT securities are included in the nuclear decommissioning regulatory asset or liability with no impact to net income. (See Note (3) REGULATORY

MATTERS for additional information about the nuclear decommissioning regulatory asset or liability.) The NDT funds, stated at fair value, as of April 30, 2011 and 2010, were \$252.1 million and \$211.4 million, respectively. The NDT funds are classified as segregated funds in the accompanying Combined Balance Sheets and are exempt from federal and state income taxes. (See Note (4) FAIR VALUE OF FINANCIAL INSTRUMENTS for additional information about the NDT.)

### **Securities Lending**

The District's pension plan, NDT and other postretirement benefits plans participate in a securities lending program with the trustee of the investments. The program authorizes the trustee of the particular investments to lend securities, which are assets of the plans, to approved borrowers. The trustee requires borrowers, pursuant to a security lending agreement, to deliver collateral to secure each loan. The loaned securities are required to be collateralized. Under the program, the borrowers deliver collateral having a market value not less than 102% of the market value of the loaned securities. The cash collateral received is invested in a collateral pool made up of fixed income securities. The District's pension plan, NDT and other postretirement benefits plans bear the risk of loss with respect to unfavorable changes in fair value of the invested collateral.

For loaned securities related to the NDT and the other postretirement benefits plans, the District records an obligation for the collateral received as other current liabilities and records the collateral investment pool, at fair value, in current portion of segregated funds, both in the accompanying Combined Balance Sheets. The securities lending program is a non-cash activity for the District on the Combined Statements of Cash Flows. The pension plan's participation in the securities lending program is contained within the pension plan. (See Note (6) FAIR VALUE MEASUREMENTS and Note (9) EMPLOYEE BENEFIT PLANS AND INCENTIVE PROGRAMS, Fair Value of Plan Assets for more information related to collateral pool investments.)

### **Cash Equivalents**

Cash equivalents include money market funds and highly liquid short-term investments with original maturities of three months or less, excluding those short-term investments included as part of the segregated funds and investments included in non-utility property and other investments in the accompanying Combined Balance Sheets. (For further discussion of financial instruments see Note (6) FAIR VALUE MEASUREMENTS.)

### **Allowance for Doubtful Accounts**

Allowance for doubtful accounts is provided for electric customer accounts and other non-energy receivables balances based upon a historical experience rate of write-offs of accounts receivable as compared to accounts receivable balances. The allowance account is adjusted monthly for this experience rate and is maintained until either receipt of payment or the likelihood of collection is considered remote, at which time the allowance account and corresponding receivable balance are written off. The District has provided for an allowance for doubtful accounts of \$3.0 million and \$10.1 million as of April 30, 2011 and 2010, respectively.

### **Fuel Stocks and Materials and Supplies**

Fuel stocks and Materials and supplies are stated at lower of weighted average cost or market.

## Other Current Liabilities

The accompanying Combined Balance Sheets include the following other current liabilities as of April 30:

	<b>2011</b>	<b>2010</b>
Securities lending	\$ 162,609	\$ 139,237
Sick, vacation and holiday (SVHL) accrual	60,901	59,993
Managed payment plan	51,689	35,467
Other	65,629	56,125
Total other current liabilities	<u>\$ 340,828</u>	<u>\$ 290,822</u>

## Other Income (Deductions), Net

Other income (deductions), net includes non-operating income and expense items. In fiscal year 2011 and 2010, this line includes a loss on the retirement of mechanical meters of \$14.7 million and \$7.2 million, respectively. The mechanical meters were retired early due to the accelerated installation of smart meters funded by the Smart Grid Investment Grant Program established pursuant to the ARRA.

## Financing Costs

Bond discount, premium and issuance expenses are deferred and amortized using the effective interest method over the terms of the related bond issues.

## Voluntary Contributions in Lieu of Taxes

In accordance with Arizona law, the District makes voluntary contributions each year to the State of Arizona, school districts, cities, counties, towns and other political subdivisions of the State of Arizona, for which property taxes are levied and within whose boundaries the District has property included in its electric system. As a political subdivision of the State of Arizona, the District is exempt from property taxation. The amount paid is computed on the same basis as ad valorem taxes paid by a private utility corporation with allowance for certain water-related deductions. Contributions based on the costs of construction work in progress are capitalized, and those based on plant-in-service are expensed.

## Revenue Recognition

The District recognizes revenue when billed and accrues estimated revenue for electricity delivered to customers that has not yet been billed. The estimated revenue for electricity delivered but not yet billed is included in retail electric revenue and was \$69.6 million and \$63.7 million at April 30, 2011 and 2010, respectively. Other operating revenue consists primarily of revenue from marketing and trading electricity.

The electric industry engages in an activity called "book-out" under which some energy purchases are netted against sales and power does not actually flow in settlement of the contract. The District presents the impacts of these financially settled contracts on a net basis, which resulted in a net reduction to revenue and purchase power expense of \$34.6 million and \$27.8 million for fiscal years 2011 and 2010, respectively, but which did not impact net revenues or cash flows.

## **Sales and Use Taxes**

The District is required by various government authorities, including states and municipalities, to collect and remit taxes on certain retail sales. Such taxes are presented on a net basis and excluded from revenues and expenses in the accompanying combined financial statements.

## **Income Taxes**

The District is exempt from federal and Arizona state income taxes. The Association is not exempt from federal and Arizona state income taxes. However, the Association is not liable for income taxes on operations relating to its acting as an agent for the District on the basis of a settlement with the Commissioner of Internal Revenue in 1949 which was approved by the Secretary of the Treasury. The Association is liable for income taxes on activities where it is not acting as an agent of the District. The tax effect of the District's wholly-owned taxable subsidiaries' operations is immaterial to the accompanying combined financial statements.

## **Concentrations of Credit Risk**

Financial instruments that potentially subject SRP to credit risk consist of cash and cash equivalents, temporary and other investments, and segregated funds. Certain balances exceed Federal Deposit Insurance Corporation (FDIC) insured limits or are invested in money market accounts with investment banks that are not FDIC insured. SRP's cash and cash equivalents, temporary and other investments, and segregated funds are placed in credit-worthy financial institutions and certain money market accounts invest in U.S. Treasury Securities or other obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities.

The use of contractual arrangements to manage the risks associated with changes in energy commodity prices creates credit risks resulting from the possibility of nonperformance by counterparties pursuant to the terms of their contractual obligations. In addition, volatile energy prices can create significant credit exposure from energy market receivables and mark-to-market valuations. The District has a credit policy for wholesale counterparties, continuously monitors credit exposures, and routinely assesses the financial strength of its counterparties. The District minimizes credit risk by dealing primarily with creditworthy counterparties, entering into standardized agreements which allow netting of exposures to and from a single counterparty, and requiring letters of credit, parent guarantees or other collateral when it does not consider the financial strength of a counterparty sufficient.

## **Accumulated Net Revenues**

As of April 30, 2011 and 2010, the balance of accumulated net revenues was \$4.267 billion and \$3.963 billion, respectively.

## **Prior Year Revisions**

During fiscal year 2011, SRP determined that the classification of amortization of fuel expense and loss on impairment of fixed assets had been improperly reported in the fiscal year 2010 Combined Statements of Cash Flows. SRP revised the previously issued financial statement to properly report amortization of fuel expense and loss on impairment of fixed assets resulting in a \$31.9 million increase in net cash provided by operating activities, with a corresponding increase in net cash used by investing activities in the accompanying Combined Statements of Cash Flows.

## Recently Issued Accounting Standards

### *Consolidation of Variable Interest Entities*

In December 2009, the FASB issued ASU No. 2009-17, "*Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*," that changes how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. Under the new guidance, the determination of whether a company is required to consolidate an entity is based on, among other things, an ability to direct the activities of the entity that most significantly impact the entity's economic performance and whether the entity has an obligation to absorb losses. This guidance requires a company to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. SRP adopted this guidance effective May 1, 2010. The guidance had no effect on the accompanying combined financial statements, but did result in additional disclosures. See Note (11), VARIABLE INTEREST ENTITIES.

### *Subsequent Events*

In February 2010, the FASB issued ASU No. 2010-09, "*Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure requirements*," that requires an entity such as SRP to evaluate subsequent events through the date that the financial statements are either issued or available to be issued. The amendment also requires an entity to disclose the date through which the subsequent events have been evaluated and whether that date represents the date the financial statements were issued or the date they were available to be issued. SRP adopted the subsequent event guidance effective May 1, 2010. Subsequent events for SRP have been evaluated through July 21, 2011, which is the date that the financial statements were issued.

## **(3) REGULATORY MATTERS:**

### **The Electric Utility Industry**

The District operates in a highly regulated environment in which it has an obligation to deliver electric service to customers within its service area. In 1998, Arizona enacted the Arizona Electric Power Competition Act (the Act), which authorized competition in the retail sales of electric generation, recovery of stranded costs, and competition in billing, metering and meter reading. While retail competition was available to all customers by 2001, only a few customers chose an alternative energy provider and those customers have since returned to their incumbent utilities. At this time, there is no active retail competition within the District's service territory or, to the knowledge of the District, within the State of Arizona, and the District's Direct Access Program is suspended.

However, since 2006, two retail energy service providers, one meter reading service provider, and one meter service provider have applied to the Arizona Corporation Commission (ACC) for authorization to sell energy in Arizona, but the ACC has not ruled on any of the applications. In addition, large industrial customers and merchant power plant owners have been urging State leaders to reinstate some form of retail competition and one major utility in Arizona has proposed a buy-through pilot program whereby a limited number of large industrial customers would be allowed to purchase generation from other retail providers.

The ACC Staff issued a report in August 2010 indicating that while some form of retail electric competition may be in the public interest, further analysis and discussion of the issue was warranted. The ACC has not yet considered or acted upon the report and no timetable has been established. If the ACC were to decide to reinstitute retail competition, the existing rules would require significant revision.

### **Regulation and Pricing Policies**

Under Arizona law, the District's publicly elected Board of Directors has the authority to establish electric prices. The District is required to follow certain public notice and special Board meeting procedures before implementing any changes in the standard electric price plans. The financial statements reflect the pricing policies of the District's Board.

The District's price plans include a base price component, a Fuel & Purchased Power Adjustment Mechanism (FPPAM) and an Environmental Programs Cost Adjustment Factor (EPCAF). Base prices recover costs for generation, transmission, distribution, customer services, metering, meter reading, billing and collections and system benefits charges that are not otherwise recovered through the FPPAM or the EPCAF. The FPPAM was implemented in May 2002 to adjust for increases and decreases in fuel costs. The EPCAF was implemented in November 2009 to cover costs incurred by the District to comply with renewable-energy, energy efficiency and climate-change related requirements imposed by mandate. Through a System Benefits surcharge to the District's transmission and distribution customers, the District recovers the costs of programs benefiting the general public, such as discounted rates for low income customers and nuclear decommissioning, including the cost of spent fuel storage.

On March 11, 2010, the District Board approved an overall 4.9 percent system average increase effective with the May 2010 billing cycle. This overall increase was comprised of a 10.3 percent base increase and a 1.1 percent EPCAF increase that were partially offset by a 6.4 percent decrease in the FPPAM.

### **Rate Stabilization Fund**

In accordance with Board action taken on March 11, 2010, SRP transferred \$45.7 million into the Rate Stabilization Fund (RSF) in July 2010. The funds may be used to stabilize future prices or for any other corporate purpose approved by the Board.

### **Regulatory Accounting**

The District accounts for the financial effects of the regulated portion of its operations in accordance with the provisions of authoritative guidance for regulated enterprises, which requires cost-based, rate-regulated utilities to reflect the impacts of regulatory decisions in their financial statements. The District records regulatory assets, which represent probable future recovery of certain costs from customers through the pricing process, and regulatory liabilities, which represent probable future credits to customers through the ratemaking process. Based on actions of the Board, the District believes the future collection of costs deferred through regulatory assets is probable. If events were to occur making full recovery of these regulatory assets no longer probable, the District would be required to write off the remaining balance of such assets as a one-time charge to net revenues. None of the regulatory assets earn a rate of return.

The accompanying Combined Balance Sheets include the following regulatory assets and liabilities as of April 30:

<b>Assets</b>	<b>2011</b>	<b>2010</b>
Pension and other postretirement benefits (Note 9)	\$ 646,348	\$ 658,895
Bond defeasance	85,668	74,101
Mohave Generating Station	36,403	44,203
Nuclear decommissioning	-	12,069
<b>Total regulatory assets</b>	<b>\$ 768,419</b>	<b>\$ 789,268</b>

  

<b>Liabilities</b>	<b>2011</b>	<b>2010</b>
Nuclear decommissioning	\$ 28,991	\$ -
<b>Total regulatory liabilities</b>	<b>\$ 28,991</b>	<b>\$ -</b>

The pension and other postretirement benefits regulatory asset is adjusted as changes in actuarial gains and losses, prior service costs and transition assets or obligations are recognized as components of net periodic pension costs each year and is recovered through prices charged to customers.

Bond defeasance regulatory assets are recovered over the remaining original amortization period of the reacquired debt ending in fiscal year 2031.

The Mohave Generating Station regulatory asset is being recovered on a straight-line basis over a ten-year period ending in fiscal year 2016.

The nuclear decommissioning regulatory asset or liability is being deferred over the life of PVNGS and is being recovered through a component of the system benefits charge. Any difference between current year costs, revenues associated with nuclear decommissioning and earnings (losses) on the NDT are deferred in accordance with authoritative guidance for regulated enterprises and has no impact to the District's earnings.

**(4) FAIR VALUE OF FINANCIAL INSTRUMENTS:**

SRP invests in U.S. government obligations, certificates of deposit and other marketable investments. Such investments are classified as cash and cash equivalents, temporary investments, other investments, and segregated funds in the accompanying Combined Balance Sheets depending on the purpose and duration of the investment.

**Fair Value Option**

SRP adopted authoritative guidance which permits an entity to choose to measure many financial instruments and certain other items at fair value. SRP has elected the fair value option for all investment securities other than those classified as held-to-maturity. Election of the fair value option requires the security to be reported as a trading security.

The fair value option was elected because management believes that fair value best represents the nature of the investments. While the investment securities held in these funds are reported as trading securities, the investments continue to be managed with a long-term focus. Accordingly, all purchases and sales within these funds are presented separately in the accompanying Statement of Cash Flows as investing cash flows, consistent with the nature and purpose for which the securities are acquired.

The following table summarizes line items included in the accompanying Combined Balance Sheets at April 30 that include amounts recorded at fair value pursuant to the fair value option:

(in thousands)	Measurement Attribute*	2011	2010
Cash and cash equivalents			
Cash	N/A	\$ 13,686	\$ 14,672
Money market funds	Fair value	429,316	220,357
Total cash and cash equivalents		443,002	235,029
Non-utility property and other investments			
Money market funds	Fair value	3,802	3,825
Trading investments	Fair value	32,166	29,158
Held-to-maturity investments	Amortized cost	136,119	70,080
Non-utility property	N/A	82,998	80,291
Total non-utility property and other investments		255,085	183,354
Segregated funds, net of current portion			
Cash	N/A	2,679	4,088
Money market funds	Fair value	180,774	33,176
Trading investments	Fair value	766,360	691,872
Held-to-maturity investments	Amortized cost	130,729	70,624
Total segregated funds, net of current portion		1,080,542	799,760
Temporary investments			
Held-to-maturity investments	Amortized cost	214,066	290,307
Total temporary investments		214,066	290,307
Current portion of segregated funds			
Money market funds	Fair value	95,734	49,427
Trading investments	Fair value	161,981	136,710
Held-to-maturity investments	Amortized cost	59,820	55,472
Total current portion of segregated funds		317,535	241,609

\*N/A – Asset category not eligible for fair value option.

SRP's investments in debt securities are measured and reported at amortized cost when there is positive intent and ability to hold the security to maturity. SRP's amortized cost and fair value of held-to-maturity securities were \$540.7 million and \$545.2 million, respectively, at April 30, 2011 and \$486.5 million and \$489.7 million, respectively, at April 30, 2010. At April 30, 2011, SRP's investments in debt securities have maturity dates ranging from May 09, 2011, to December 11, 2015.

SRP evaluates the held-to-maturity securities for other-than-temporary impairment on a quarterly basis considering numerous factors. At April 30, 2011 and 2010, SRP did not hold any impaired securities.

SRP's trading investments are measured at fair value with unrealized trading gains and losses included in Investment income, net. The following table summarizes unrealized gains from fair value changes related to investments still held at April 30 (in thousands):

	2011	2010
Segregated funds, net of current portion	\$ 15,757	\$ 101,287
Current portion of segregated funds	963	5,233
Non-utility property and other investments	2,441	5,963
Investment income, net	\$ 19,161	\$ 112,483

**(5) DERIVATIVE INSTRUMENTS:**

**Energy Risk Management Activities**

The District has an energy risk management program to limit exposure to risks inherent in normal energy business operations. The goal of the energy risk management program is to measure and manage exposure to market risks, credit risks and operational risks. Specific goals of the energy risk management program include reducing the impact of market fluctuations on energy commodity prices associated with customer energy requirements, excess generation and fuel expenses, in addition to meeting customer pricing needs, and maximizing the value of physical generating assets. The District employs established policies and procedures to meet the goals of the energy risk management program using various physical and financial instruments, including forward contracts, futures, swaps and options.

Certain of these transactions are accounted for as commodity derivatives and are recorded in the accompanying Combined Balance Sheets as either an asset or liability measured at their fair value. Changes in the fair value of commodity derivatives are recognized each period in current earnings and included in the accompanying Combined Statements of Net Revenues and classified as part of operating cash flows in the accompanying Combined Statements of Cash Flows. Some of the District's contractual agreements qualify and are designated for the normal purchases and normal sales exception and are not recorded at market value. This exception applies to physical sales and purchases of power or fuel where it is probable that physical delivery will occur; the pricing provisions are clearly and closely related to the contracted prices; and the documentation requirements are met. If a contract qualifies for the normal purchases and normal sales scope exception, the District accounts for the contract using settlement accounting (costs and revenues are recorded when physical delivery occurs).

**Segregated Funds Investments**

During fiscal year 2011, the District restructured the investments within certain of the Segregated funds. As part of the restructuring, the District entered into non-commodity derivative transactions either as a way to gain exposure to certain sectors and countries without having to physically buy securities in that sector or country or as a hedge against downside risk. When the District seeks to gain exposure to certain financial market sectors, it may enter into exchange traded futures or forward contracts that provide the desired exposure. The contracts may be long or short term, and serve as a risk management tool for the portfolio. Similarly, the District may enter into option contracts on certain securities or sectors to minimize downside risk in the portfolio.

The District enters into a variety of non-commodity derivative instruments including futures, forwards, swaps and options primarily for trading purposes, with each instrument's primary risk exposure being interest rate, credit, and foreign exchange. The fair value of these non-commodity derivative instruments is included within the Segregated funds, net of current portion in the accompanying Combined Balance Sheets with changes in fair value reflected as Investment income, net within the Combined Statements of Net Revenues and are classified as part of investing cash flows in the accompanying Combined Statements of Cash Flows.

## Derivative Volumes

The District has the following gross derivative volumes, by type, at April 30, 2011:

Commodity	Unit of Measure	Sales Volumes	Purchases Volumes
Natural gas options, swaps and forward arrangements	MMBTU	2,517,500	131,770,000
Electricity options, swaps and forward arrangements	MWH	3,393,269	5,137,200
Liquefied fuel swaps	Gallon	-	3,618,643

  

Non-commodity	Unit of Measure	Sales Volumes	Purchases Volumes
Fixed income contracts	Shares	21,700,000	28,400,000
Foreign exchange contracts	Shares	61,080,413	390,333,983

The District has the following gross derivative volumes, by commodity type, at April 30, 2010:

Commodity	Unit of Measure	Sales Volumes	Purchases Volumes
Natural gas options, swaps and forward arrangements	MMBTU	6,617,500	107,437,50
Electricity options, swaps and forward arrangements	MWH	4,057,565	5,632,000
Liquefied fuel swaps	Gallon	-	2,824,734

## Presentation of Derivative Instruments in the Financial Statements

The following tables provide information about the gross fair values, netting, and collateral and margin deposits for derivatives not designated as hedging instruments in the accompanying Combined Balance Sheets (in thousands):

April 30, 2011						
	Segregated Funds, net of Current Portion	Current Commodity Derivative Assets	Non-current Commodity Derivative Assets	Current Commodity Derivative Liabilities	Non-current Commodity Derivative Liabilities	Total Assets (Liabilities)
Commodities	\$ -	\$ 17,079	\$ 14,498	\$ (28,549)	\$ (39,503)	\$ (36,475)
Fixed income contracts	(73)	-	-	-	-	(73)
Foreign exchange contracts	7,696	-	-	-	-	7,696
Netting	-	(8,998)	(3,411)	8,998	3,411	-
Collateral and margin deposits	-	632	-	-	-	632
<b>Total</b>	<b>\$ 7,623</b>	<b>\$ 8,713</b>	<b>\$ 11,087</b>	<b>\$ (19,551)</b>	<b>\$ (36,092)</b>	<b>\$ (28,220)</b>

April 30, 2010					
	Current Commodity Derivative Assets	Non-current Commodity Derivative Assets	Current Commodity Derivative Liabilities	Non-current Commodity Derivative Liabilities	Total Assets (Liabilities)
Commodities	\$ 26,313	\$ 16,757	\$ (73,722)	\$ (35,756)	\$ (66,408)
Netting	(11,786)	(3,731)	11,786	3,731	-
Collateral and margin deposits	12,346	-	(2,505)	-	9,841
<b>Total</b>	<b>\$ 26,873</b>	<b>\$ 13,026</b>	<b>\$ (64,441)</b>	<b>\$ (32,025)</b>	<b>\$ (56,567)</b>

The following tables summarize the District's unrealized gains (losses) associated with derivatives not designated as hedging instruments in the accompanying Combined Statements of Net Revenues (in thousands):

April 30, 2011					
	Operating Revenues	Power Purchased	Fuel Used in Electric Generation	Investment Income, net	Net Unrealized Gain (Loss)
Commodities	\$ (12,136)	\$ 13,875	\$ 27,765	\$ -	\$ 29,504
Fixed income contracts	-	-	-	(73)	(73)
Foreign exchange contracts	-	-	-	7,696	7,696
<b>Total</b>	<b>\$ (12,136)</b>	<b>\$ 13,875</b>	<b>\$ 27,765</b>	<b>\$ 7,623</b>	<b>\$ 37,127</b>

April 30, 2010					
	Operating Revenues	Power Purchased	Fuel Used in Electric Generation	Net Unrealized Gain (Loss)	
Commodities	\$ (6,650)	\$ 32,848	\$ 61,559	\$ 87,757	

### Credit Related Contingent Features

Certain of the District's derivative instruments contain provisions that require the District's debt to maintain an investment grade credit rating from each of the major credit rating agencies. If the District's debt were to fall below investment grade, it would violate these provisions, and the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative liabilities with credit-risk-related contingent features as of April 30, 2011, was \$53.6 million for which the District has not posted collateral in the normal course of business. If the credit-risk-related contingent features underlying these agreements were triggered on April 30, 2011, the District could be required to post an additional \$53.6 million of collateral to its counterparties.

### (6) FAIR VALUE MEASUREMENTS:

SRP accounts for fair value in accordance with authoritative guidance which defines fair value, establishes methods for measuring fair value by applying one of three observable market techniques (market approach, income approach or cost approach) and expands required disclosures about fair value measurements. This standard defines fair value as the price that would be received for an asset, or paid to transfer a liability, in the most advantageous market for the asset or liability in an arms-length transaction between willing market participants at the measurement date.

SRP has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

Level 1 – Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market.

Level 2 – Financial assets and liabilities whose values are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in non-active markets, pricing models whose inputs are observable for substantially the full term of the asset or liabilities and pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means.

Level 3 – Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management’s own assumptions about the assumptions a market participant would use in pricing the asset or liability.

The following table sets forth, by level within the fair value hierarchy, SRP’s financial assets and liabilities that were accounted for at fair value on a recurring basis as of April 30, 2011 (in thousands):

	Level 1	Level 2	Level 3	Netting and Collateral	Total
<b>Assets</b>					
<b>Cash and cash equivalents:</b>					
Money market funds	\$	\$ 429,316	\$ -	\$ -	\$ 429,316
<b>Total cash and cash equivalents</b>	-	429,316	-	-	429,316
<b>Non-utility property and other investments:</b>					
Money market funds	-	3,802	-	-	3,802
Mutual funds	32,166	-	-	-	32,166
<b>Total non-utility property and other investments</b>	32,166	3,802	-	-	35,968
<b>Segregated funds, net of current portion:</b>					
Money market funds	-	180,774	-	-	180,774
Mutual funds	98,649	-	-	-	98,649
Commingled funds	-	221,697	4,043	-	225,740
Common stocks	273,176	3,353	-	-	276,529
Preferred stocks	168	-	-	-	168
Corporate bonds	-	62,986	-	-	62,986
U.S. government securities	-	94,665	-	-	94,665
Fixed income derivative assets	116	1	-	-	117
Fixed income derivative liabilities	(190)	-	-	-	(190)
Foreign exchange derivative assets	7,696	45	-	-	7,741
Foreign exchange derivative liabilities	(2)	(43)	-	-	(45)
<b>Total segregated funds, net of current portion</b>	379,613	563,478	4,043	-	947,134
<b>Current portion of segregated funds:</b>					
Money market fund	-	95,734	-	-	95,734
Collateral pool investments	-	-	161,981	-	161,981
<b>Total current portion of segregated funds</b>	-	95,734	161,981	-	257,715
<b>Derivative instruments:</b>					
Commodities	7,926	10,248	13,403	(11,777)	19,800
<b>Total</b>	\$ 419,705	\$ 1,102,578	\$ 179,427	\$ (11,777)	\$ 1,689,933
<b>Liabilities</b>					
<b>Derivative instruments:</b>					
Commodities	\$ (3,761)	\$ (45,558)	\$ (18,733)	\$ 12,409	\$ (55,643)
<b>Total</b>	\$ (3,761)	\$ (45,558)	\$ (18,733)	\$ 12,409	\$ (55,643)

The following table sets forth, by level within the fair value hierarchy, SRP's financial assets and liabilities that were accounted for at fair value on a recurring basis as of April 30, 2010 (in thousands):

	Level 1	Level 2	Level 3	Netting and Collateral	Total
<b>Assets</b>					
<b>Cash and cash equivalents:</b>					
Money market funds	\$ -	\$ 220,357	\$ -	\$ -	\$ 220,357
<b>Total cash and cash equivalents</b>	-	220,357	-	-	220,357
<b>Non-utility property and other investments:</b>					
Money market funds	-	3,825	-	-	3,825
Mutual funds	29,158	-	-	-	29,158
<b>Total non-utility property and other investments</b>	29,158	3,825	-	-	32,983
<b>Segregated funds, net of current portion:</b>					
Money market funds	-	33,176	-	-	33,176
Mutual funds	234,485	-	-	-	234,485
Commingled funds	-	226,449	4,118	-	230,567
Common stocks	223,568	3,252	-	-	226,820
<b>Total segregated funds, net of current portion</b>	458,053	262,877	4,118	-	725,048
<b>Current portion of segregated funds:</b>					
Money market fund	-	49,427	-	-	49,427
Collateral pool investments	-	-	136,710	-	136,710
<b>Total current portion of segregated funds</b>	-	49,427	136,710	-	186,137
<b>Derivative instruments:</b>					
Commodities	15,554	7,527	19,989	(3,171)	39,899
<b>Total</b>	\$ 502,765	\$ 544,013	\$ 160,817	\$ (3,171)	\$ 1,204,424
<b>Liabilities</b>					
<b>Derivative instruments:</b>					
Commodities	\$ (23,971)	\$ (71,120)	\$ (14,387)	\$ 13,012	\$ (96,466)
<b>Total</b>	\$ (23,971)	\$ (71,120)	\$ (14,387)	\$ 13,012	\$ (96,466)

## Valuation Methodologies

### Securities

*Money market funds* - Investments with maturities of three months or less when purchased, including certain short-term fixed-income securities, are considered cash equivalents. The fair value of shares in money market funds are priced based on inputs obtained from Bloomberg, a pricing service, whose prices are obtained from direct feeds from exchanges, that are either directly or indirectly observable.

*Mutual funds* - The fair values of shares in mutual funds are based on inputs that are quoted prices in active markets for identical assets and, therefore, have been categorized in Level 1 in the fair value hierarchy. Equities are priced using active market exchanges.

*Corporate stocks* - The fair values of shares in preferred and common corporate stocks are based on inputs that are quoted prices in active markets for identical assets and, therefore, have been categorized in Level 1 in the fair value hierarchy. Equities are priced using active market exchanges. Preferred and common corporate stocks are valued based on quoted prices in active markets and are categorized in Level 1. Equity securities held individually are primarily traded on exchanges which contain only actively traded securities due to the volume trading requirements imposed by these exchanges. Common stocks that are valued based on quoted prices from less active markets, such as over the counter stocks, are categorized as Level 2 in the fair value hierarchy.

*U.S. Government securities* - The fair value of U.S. government securities is derived from quoted prices on similar assets in active or non-active markets, pricing models whose inputs are observable for the substantially full term of the asset, or from pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means; therefore, these securities have been categorized as Level 2 in the fair value hierarchy.

*Commingled funds* - Commingled funds are maintained by investment companies and hold certain investments in accordance with a stated set of fund objectives, which are consistent with SRP's overall investment strategy. For equity and fixed-income commingled funds, the fund administrator values the fund using the NAV per fund share, derived from the quoted prices in active markets of the underlying securities. Where adjustments to the NAV are required with respect to interests in funds subject to restrictions on redemption (such as lock-up periods or withdrawal limitations) and/or observable activity for the fund investment is limited, investments are classified within level 2 or 3 of the valuation hierarchy. If the ability to redeem the investment is unknown or the investment cannot be redeemed in the near term at NAV, the fair value measurement of the investment will be categorized as a Level 3 in the valuation hierarchy.

*Collateral pool investments* - These commingled funds are maintained and invested by the administrator of SRP's securities' lending program. The pools are primarily invested in short-term fixed income securities, but may also be invested in assets with maturities that match the duration of the loan of the related securities. These commingled funds are valued daily by the administrator and the underlying fixed income securities are priced using a primary price source that is identified based on asset type, class or issue for each security. SRP has obtained an understanding of how these prices are derived, including the nature and observability of the inputs used in deriving such prices. The fair values of fixed income securities are based on evaluated prices that reflect observable market information. However, these funds are categorized as level 3 because the value that SRP would be able to exit at is not the unit value derived from the underlying prices.

*Corporate bonds* - For fixed income securities, multiple prices and price types are obtained from pricing vendors whenever possible, which enables cross-provider validations in addition to checks for unusual daily movements. A primary price source is identified based on asset type, class or issue for each security. SRP has obtained an understanding of how these prices are derived, including the nature and observability of the inputs used in deriving such prices. Additionally, SRP selectively corroborates the fair values of securities by comparison to other market-based price sources. The fair values of fixed income securities are based on evaluated prices that reflect observable market information, such as actual trade information of similar securities, adjusted for observable differences and are categorized as Level 2.

*Non-Commodity Derivatives* – Non-commodity derivatives include fixed income and foreign exchange contracts that are exchange traded derivatives or over-the-counter (OTC) derivatives. Exchange traded derivatives are priced based on inputs using quoted prices in the active markets using observable inputs. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Therefore, these investments have been categorized as Level 1. OTC derivatives are priced based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly through corroboration with observable market data. Therefore, these investments have been categorized as Level 2.

#### *Commodity Derivative Instruments*

The fair values of gas swaps and power swaps that are priced based on inputs using quoted prices of similar exchange traded items have been categorized in Level 1 in the fair value hierarchy. These include gas swaps traded on the New York Mercantile Exchange (NYMEX) and power swaps traded on the Intercontinental Exchange.

The fair values of gas swaps, power swaps, gas options, power options and power deals that are priced based on inputs obtained through pricing agencies and developed pricing models, using similar observable items in active and inactive markets, are classified as Level 2 in the valuation hierarchy.

The fair values of derivatives assets and liabilities which are valued using pricing models with significant unobservable market data traded in less active or underdeveloped markets are classified as Level 3 in the valuation hierarchy. Level 3 items include gas swaps, power swaps, gas options, power options and power deals. These inputs reflect management’s own assumptions about the assumptions a market participant would use in pricing the asset or liability (examples include long-dated or complex derivatives).

All of the assumptions above include adjustments for counterparty credit risk, using credit default swap data, bond yields, when available, or external credit ratings.

#### **Investments Calculated at Net Asset Value**

As of April 30, 2011, the fair value measurement of investments calculated at net asset value per share (or its equivalent), as well as the nature and risks of those instruments, are as follows:

	<b>Fair Value</b> <i>(in thousands)</i>	<b>Unfunded</b> <b>Commitments</b>	<b>Redemption</b> <b>Frequency</b>	<b>Redemption</b> <b>Notice Period</b>
Mutual funds	\$ 130,815	None	Daily	N/A
Commingled funds:				
Fixed income funds	97,427	None	Daily	N/A
International equity funds	124,270	None	Monthly	2 days
Domestic long-short equity fund of funds	4,043	None	Annual	100 days

*Mutual Funds* – These are funds invested in either equity or fixed income securities. They are actively managed funds that seek to outperform their respective benchmarks. The equity funds may invest in large and/or small capitalization stocks and/or growth or value styles, as dictated by their prospectuses. The fixed income funds will invest in a broad array of securities including treasuries, agencies, corporate debt, mortgage-backed securities, and some non-U.S. debt.

*Fixed Income Commingled Funds* – The fund is an actively managed fund of funds that primarily invests in managers that invest in domestic and some non-U.S. equities. As a long-short fund, the fund’s goal is to neutralize market risk by balancing between managers that buy (go long) securities and managers who sell (go short) securities. The fund seeks to outperform a broad equity index over long periods, with less risk.

*International Equity Funds* – The fund is an actively managed fund that invests in primarily non-U.S. securities. The funds may invest in small and/or large capitalization stocks, as well as developing country securities. The fund seeks to outperform their respective benchmarks.

*Domestic Long-Short Equity Fund of Funds* – The fund is an actively managed fund of funds that primarily invests in managers that invest in domestic and some non-U.S. equities. As a long-short fund, the fund’s goal is to neutralize market risk by balancing between managers that buy (go long) securities and managers who sell (go short) securities. The fund seeks to outperform a broad equity index over long periods, with less risk.

### **Collateral and Margin Deposits**

Margin and collateral deposits include cash deposited with counterparties and brokers as credit support under energy contracts. The amount of margin and collateral deposits generally varies based on changes in the fair value of the positions. The District presents a portion of its margin and cash collateral deposits net with its derivative position on the accompanying Combined Balance Sheets. Amounts recognized as margin and collateral provided to others are included in derivative assets in the accompanying Combined Balance Sheets and totaled \$0.6 million at April 30, 2011.

### **Changes in Level 3 Fair Value Measurements**

The tables below include the reconciliation of changes to the balance sheet amounts (in thousands) for the years ended April 30 for financial instruments classified within Level 3 of the valuation hierarchy; this determination is based upon unobservable inputs to the overall fair value measurement:

<b>Fiscal Year 2011</b>	<b>Commodity Derivatives</b>	<b>Segregated Funds, net of Current Portion</b>	<b>Current Portion of Segregated Funds</b>	<b>Total</b>
Beginning balance at May 1	\$ 5,602	\$ 4,118	\$ 136,710	\$ 146,430
Transfers out of Level 3	1,552	-	-	1,552
Net realized and unrealized gain/(loss) included in earnings	(8,285)	(75)	963	(7,397)
Net realized and unrealized gain recorded as regulatory assets or liabilities	-	-	936	936
Purchases	2,602	-	830,789	833,391
Settlements	(6,801)	-	(807,417)	(814,218)
Balance at April 30	\$ (5,330)	\$ 4,043	\$ 161,981	\$ 160,694

Fiscal Year 2010	Commodity Derivatives	Segregated Funds, net of Current Portion	Current Portion of Segregated Funds	Total
Beginning balance at May 1	\$ 27,000	\$ 156,044	\$ 112,498	\$ 295,542
Transfers out of Level 3	7,631	(226,449)	-	(218,818)
Net realized and unrealized gain/(loss) included in earnings	(6,094)	36,100	5,234	35,240
Net realized and unrealized gain recorded as regulatory assets	-	15,252	4,055	19,307
Purchases	8,793	23,986	737,315	770,094
Settlements	(31,728)	(815)	(722,392)	(754,935)
Balance at April 30	\$ 5,602	\$ 4,118	\$ 136,710	\$ 146,430

### Fair Value Disclosures

U.S GAAP requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate their fair values. Many but not all of the financial instruments are recorded at fair value on the accompanying Combined Balance Sheets. Financial instruments held by SRP are discussed below.

*Financial Instruments for Which Fair Value Approximates Carrying Value* - Certain financial instruments that are not carried at fair value on the accompanying Combined Balance Sheets are carried at amounts that approximate fair value due to their short-term nature and generally negligible credit risk. The instruments include receivables, accounts payable, customers' deposits, other current liabilities and commercial paper.

*Financial Instruments for Which Fair Value Does Not Approximate Carrying Value* - The District presents long-term debt at carrying value on the accompanying Combined Balance Sheets. The collective fair value of the District's revenue bonds and the Desert Basin Lease-Purchase Agreement, including the current portion, was estimated by using pricing scales from independent sources. The carrying amount of commercial paper approximates fair value because of its short term maturity and pricing validated confirmed through independent sources. As of April 30, 2011 and 2010, the carrying amounts, including current portion and accrued interest, were \$4.632 billion and \$4.266 billion, respectively, and the estimated fair values were \$4.634 billion and \$4.412 billion, respectively. (See Note (7) LONG-TERM DEBT for further discussion of these items.)

**(7) LONG-TERM DEBT:**

Long-term debt consists of the following at April 30 (in thousands):

	<b>Interest Rate</b>	<b>2011</b>	<b>2010</b>
Revenue bonds			
1993 Series C (matured 1/1/2011)	5.05%	\$ -	\$ 15,800
1997 Series A (matured 1/1/2011)	5.00 – 5.125%	-	38,990
2001 Series A (matured 1/1/2011)	5.00%	-	11,420
2002 Series A (mature 2012 – 2031)	4.75 – 5.25%	309,280	431,110
2002 Series B (mature 2016 – 2032)	4.00 – 5.00%	468,400	570,000
2002 Series C (mature 2012 – 2015)	5.00%	140,800	184,635
2004 Series A (mature 2012 – 2024)	4.00 – 5.00%	104,450	114,410
2005 Series A (mature 2027 – 2035)	4.75 – 5.00%	327,090	327,090
2006 Series A (mature 2033 – 2037)	5.00%	296,000	296,000
2008 Series A (mature 2016 – 2038)	5.00%	816,650	816,650
2009 Series A (mature 2012 – 2039)	2.75 – 5.00%	725,430	744,180
2009 Series B (mature 2013 – 2020)	3.00 – 4.50%	296,375	296,375
2010 Series A (mature 2041)	4.839%	500,000	-
2010 Series B (mature 2014 – 2027)	2.00 – 5.00%	216,785	-
Total revenue bonds		4,201,260	3,846,660
Unamortized bond discount/premium		111,629	86,656
Total revenue bonds outstanding		4,312,889	3,933,316
Finance lease	3.375 – 5.25%	195,845	215,795
Commercial paper		50,000	50,000
Total long-term debt		4,558,734	4,199,111
Less: Current portion of long-term		(139,635)	(147,180)
Total long-term debt, net of current		\$ 4,419,099	\$ 4,051,931

The annual maturities of long-term debt (excluding unamortized bond discount/premium) as of April 30, 2011, due in fiscal years ending April 30, are as follows (in thousands):

	<b>Revenue Bonds</b>	<b>Finance Lease</b>
2012	\$ 122,180	\$ 17,455
2013	120,955	22,995
2014	113,740	17,500
2015	114,730	27,715
2016	108,155	16,075
Thereafter	3,621,500	94,105
Total	\$ 4,201,260	\$ 195,845

**Revenue Bonds**

Revenue bonds are secured by a pledge of, and a lien on, the revenues of the electric system, after deducting operating expenses, as defined in the amended and restated bond resolution, effective in January 2003, as amended (Bond Resolution). The Bond Resolution requires the District to charge and collect revenues sufficient to fund the debt reserve account and pay operating expenses, debt service, and all other charges and liens payable out of revenues and income. Under the terms of the Bond Resolution,

the District makes debt service deposits to a non-trusted segregated fund. Included in segregated funds in the accompanying Combined Balance Sheets are \$190.5 million and \$185.5 million of debt service related funds as of April 30, 2011 and 2010, respectively. Additionally, the Bond Resolution requires the District to maintain a debt service coverage ratio of 1.1 or greater on outstanding revenue bonds. To be eligible to issue additional revenue bonds, the District must anticipate sufficient revenues to maintain that ratio post-issuance. For the years ended April 30, 2011 and 2010, the debt service coverage ratio was 2.78 and 2.48, respectively.

In October 2010, the District issued \$500 million 2010 Series A Electric System Revenue Bonds as federally taxable, direct payment "Build America Bonds." Subject to the District's compliance with certain provisions of the ARRA, the District expects to receive cash subsidy payments from the United States Treasury equal to 35% of the interest payable on the 2010 Series A Bonds over the term of the 2010 Series A Bonds. The District accrued \$4.8 million for cash subsidy payments earned from the United States Treasury for the year ending April 30, 2011. The accrued cash subsidy payments are included in the Combined Statements of Net Revenues as a reduction to Interest on bonds, net.

Interest, Build America Bonds subsidy payments, and the amortization of the bond discount, premium and issue expense on the various issues result in an effective rate of 4.52% over the remaining term of the bonds.

In October 2010, the District also issued \$216.8 million 2010 Series B Electric System Revenue Bonds, the proceeds of which were used with \$0.8 million of available funds to fund an externally trusted irrevocable escrow to defease \$235.0 million of outstanding Revenue Bonds (the Refunding Bonds). The funds in the escrow will be applied to interest payments occurring after the sale and the redemption price of the Refunded Bonds upon their respective call dates of November 1, 2010, January 1, 2012 and January 1, 2013. The bond defeasance is a non-cash activity on the Combined Statements of Cash Flows and the Refunded Bonds have been removed from the District's balance sheet.

The District has authorization to issue additional Electric System Revenue Bonds totaling \$1.168 billion principal amount and Electric System Refunding Revenue Bonds totaling \$5.684 billion principal amount.

### **Finance Lease**

In December 2003, the District entered into a lease-purchase agreement (Desert Basin Lease-Purchase Agreement) with Desert Basin Independent Trust (DBIT) to finance the acquisition of the Desert Basin Generating Station (Desert Basin) located in central Arizona. In a concurrent transaction, \$282.7 million in fixed-rate Certificates of Participation (COPs) were issued pursuant to a Trust Indenture, between Wilmington Trust Company, as trustee, and DBIT, to fund the acquisition of Desert Basin and other electric system assets of the District. Investors in the COPs obtained an interest in the lease payments made by the District to DBIT under the Desert Basin Lease-Purchase Agreement. Due to the nature of the Desert Basin Lease-Purchase Agreement, the District has recorded a lease-finance liability to DBIT with the same terms as the COPs.

### **(8) COMMERCIAL PAPER AND CREDIT AGREEMENTS**

The District is authorized by the Board to issue up to \$475.0 million in commercial paper. The District had \$50.0 million Series C Commercial Paper outstanding at April 30, 2011. The District retired \$275.0 million of Series B and \$50.0 million of Series C Commercial Paper during fiscal year 2010. At April 30, 2011, the

Series C issue had an average weighted interest rate to the District of 0.30%. The commercial paper matures not more than 270 days from the date of issuance and is an unsecured obligation of the District.

The District has a \$50.0 million revolving line-of-credit agreement supporting the \$50.0 million of outstanding commercial paper. The revolving credit agreement expires September 16, 2012. The District has classified the commercial paper program as long-term debt in the accompanying Combined Balances Sheets at April 30, 2011 and 2010.

The \$50.0 million revolving credit agreement contains various conditions precedent to borrowings that include, but are not limited to, compliance with the covenants set forth in the agreement, the continued accuracy of representations and warranties, no existence of default and maintenance of certain investment grade ratings on the District's revenue bonds. The agreement has various covenants, with which management believes the District was in compliance at April 30, 2011. The District has never borrowed under the agreement. Alternative sources of funds to support the commercial paper program include existing funds on hand or the issuance of alternative debt, such as revenue bonds.

## **(9) EMPLOYEE BENEFIT PLANS AND INCENTIVE PROGRAMS:**

### **Defined Benefit Pension Plan and Other Postretirement Benefits**

SRP's Employees' Retirement Plan (the Plan) covers substantially all employees. The Plan is funded entirely from SRP contributions and the income earned on invested Plan assets. The District made a contribution of \$132.0 million in fiscal year 2011 and \$144.0 million in fiscal year 2010.

SRP provides a non-contributory defined benefit medical plan for retired employees and their eligible dependents (contributory for employees hired January 1, 2000 or later) and a non-contributory defined benefit life insurance plan for retired employees. Employees are eligible for coverage if they retire at age 65 or older with at least five years of vested service under the Plan (ten years for those hired January 1, 2000 or later), or any time after attainment of age 55 with a minimum of ten years of vested service under the Plan (20 years for those hired January 1, 2000 or later). The funding policy is discretionary and is based on actuarial determinations.

U.S. GAAP requires employers to recognize the overfunded or underfunded positions of defined benefit pension and other postretirement plans in their balance sheets. Any actuarial gains and losses, prior service costs and transition assets or obligations must be recorded on the balance sheet with an offset to accumulated other comprehensive income until the amounts are amortized as a component of net periodic benefit costs.

The Board has authorized the District to collect future amounts associated with the pension and other postretirement plan liabilities as part of the pricing process. The District established a regulatory asset for the amounts otherwise chargeable to accumulated other comprehensive income that are expected to be recovered through prices in future periods. The changes in actuarial gains and losses, prior service costs and transition assets or obligations pertaining to the regulatory asset are recognized as an adjustment to the regulatory asset or liability accounts as these amounts are recognized as components of net periodic pension costs each year. The District's estimated amortization amounts for fiscal year 2011 are \$2.1 million for prior service cost and \$26.2 million for net actuarial loss.

The following tables outline changes in benefit obligations, plan assets, the funded status of the plans and amounts included in the accompanying combined financial statements (in thousands):

	Pension Benefits		Postretirement Benefits	
	2011	2010	2011	2010
<b>Change in benefit obligation</b>				
Benefit obligation at beginning of year	\$ 1,365,606	\$ 1,157,672	\$ 513,378	\$ 450,279
Service cost	38,307	32,129	10,287	8,597
Interest cost	80,243	79,254	30,236	30,859
Actuarial gain	56,031	145,809	26,895	39,801
Benefits paid	(53,879)	(49,258)	(19,349)	(16,158)
<b>Benefit obligation at end of year</b>	<b>\$ 1,486,308</b>	<b>\$ 1,365,606</b>	<b>\$ 561,447</b>	<b>\$ 513,378</b>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year	\$ 1,105,452	\$ 796,741	\$ -	\$ -
Actual return on plan assets	169,356	213,969	-	-
Employer contributions	132,000	144,000	19,350	16,158
Benefits paid	(53,879)	(49,258)	(19,350)	(16,158)
<b>Fair value of plan assets at end of year</b>	<b>1,352,929</b>	<b>1,105,452</b>	<b>-</b>	<b>-</b>
<b>Funded status at end of year</b>	<b>\$ (133,379)</b>	<b>\$ (260,154)</b>	<b>\$ (561,447)</b>	<b>\$ (513,378)</b>
<b>Amounts recognized in Combined Balance Sheets:</b>				
Other current liabilities	\$ -	\$ -	\$ (21,104)	\$ (18,882)
Accrued post-retirement liability	(133,379)	(260,154)	(540,343)	(494,496)
<b>Net asset (liability) recognized</b>	<b>\$ (133,379)</b>	<b>\$ (260,154)</b>	<b>\$ (561,447)</b>	<b>\$ (513,378)</b>
<b>Amounts recognized as a regulatory asset:</b>				
Transition obligation (asset)	\$ -	\$ -	\$ (3)	\$ (4)
Prior service cost (credit)	6,424	8,739	(6,990)	(7,193)
Net actuarial loss	502,109	533,863	144,808	123,490
<b>Net regulatory asset</b>	<b>\$ 508,533</b>	<b>\$ 542,602</b>	<b>\$ 137,815</b>	<b>\$ 116,293</b>

The following table represents the amortization amounts expected to be recognized or paid during the fiscal year ending April 30, 2012 (in thousands):

	Pension Benefits	Postretirement Benefits
Net transition obligation/(asset)	\$ -	\$ (1)
Prior service cost/(credit)	\$ 2,315	\$ (203)
Net actuarial	\$ 24,708	\$ 6,349

The following table outlines the projected benefit obligation and accumulated benefit obligation in excess of Plan assets (in thousands):

	2011	2010
Projected benefit obligation	\$ 1,486,308	\$ 1,365,606
Accumulated benefit obligation	\$ 1,297,244	\$ 1,201,915
Fair value of Plan assets	\$ 1,352,929	\$ 1,105,452

SRP internally funds its other postretirement benefits obligation. At April 30, 2011 and 2010, \$533.7 million and \$466.8 million of segregated funds, respectively, were designated for this purpose.

The weighted average assumptions used to calculate actuarial present values of benefit obligations at April 30 were as follows:

	Pension Benefits		Postretirement Benefits	
	2011	2010	2011	2010
Discount rate	5.69%	6.00%	5.69%	6.00%
Rate of compensation increase	4.00%	4.00%	N/A	N/A

Weighted average assumptions used to calculate net periodic benefit costs were as follows:

	Pension Benefits		Postretirement Benefits	
	2011	2010	2011	2010
Discount rate	6.00%	7.00%	6.00%	7.00%
Expected return on Plan assets	8.25%	8.25%	N/A	N/A
Rate of compensation increase	4.00%	4.00%	N/A	N/A

For employees who retire at age 65 or younger, for measurement purposes, a 7.5% annual increase before attainment of age 65 and a 7.5% annual increase on and after attainment of age 65 in per capita costs of health care benefits were assumed during 2011; these rates were assumed to decrease uniformly until equaling 5% in all future years.

The components of net periodic benefit costs for the years ended April 30, are as follows (in thousands):

	Pension Benefits		Postretirement Benefits	
	2011	2010	2011	2010
Service cost	\$ 38,307	\$ 32,129	\$ 10,287	\$ 8,597
Interest cost	80,243	79,254	30,236	30,859
Expected return on Plan assets	(102,168)	(91,982)	-	-
Amortization of transition obligation	-	-	(1)	3,117
Amortization of net actuarial loss	20,597	6,360	5,576	1,556
Amortization of prior service cost	2,315	2,315	(203)	769
Net periodic benefit cost	\$ 39,294	\$ 28,076	\$ 45,895	\$ 44,898

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A one-percentage-point change in the assumed health care cost trend rates would have the following effect (in thousands):

	One Percentage Point Increase	One Percentage Point Decrease
Effect on total service cost and interest cost components	\$ 6,143	\$ (5,492)
Effect on postretirement benefit obligation	\$ 99,316	\$ (66,961)

### Plan Assets

The Board has established an investment policy for Plan assets and has delegated oversight of such assets to a compensation committee (the Committee). The investment policy sets forth the objective of providing for future pension benefits by targeting returns consistent with a stated tolerance of risk. The investment policy is based on analysis of the characteristics of the Plan sponsors, actuarial factors,

current Plan condition, liquidity needs, and legal requirements. The primary investment strategies are diversification of assets, stated asset allocation targets and ranges, and external management of Plan assets. The Committee determines the overall target asset allocation ratio for the Plan and defines the target asset allocation ratio deemed most appropriate for the needs of the Plan and the risk tolerance of the District.

The market value of investments (reflecting returns, contributions, and benefit payments) within the plan trust appreciated 15.4% during fiscal year 2011, compared to an increase of 26.6% during fiscal year 2010. Changes in the plan's funded status affect the assets and liabilities recorded on the balance sheet in accordance with FASB authoritative guidance. Due to the District's regulatory treatment, the recognition of funded status is offset by regulatory assets or liabilities and is recovered through prices. The Pension Protection Act of 2006 establishes new minimum funding standards and restricts plans underfunded by more than 20% from adopting amendments that increase plan liabilities unless they are funded immediately. In December 2008, the Worker, Retiree, and Employer Recovery Act (WRERA) was enacted. Among other provisions, the WRERA provides temporary funding relief to defined benefit plans during the current economic down-turn. The Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010 (PACMBPRA) was signed into law during fiscal year 2011. WRERA and PACMBPRA will favorably impact the level of minimum required contributions.

The Plan's weighted-average asset allocations are as follows:

	<b>Target Allocations</b>	<b>2011</b>	<b>2010</b>
Equity securities	65.0%	65.1%	64.7%
Debt securities	25.0%	27.7%	28.3%
Real estate	10.0%	7.2%	7.0%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

The investment policy, as authorized by the Board, allows management to reallocate Plan assets at any time within a tolerance range up to plus or minus 5% from the target asset allocation which allows for flexibility in managing the assets based on prevailing market conditions and does not require automatic rebalancing if the actual allocation strays from the target allocation.

### **Fair Value of Plan Assets**

The following table sets forth the fair value of SRP's Plan assets, by asset category, at April 30, 2011 (dollars in thousands):

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Money market funds	\$ 654	\$ 54,520	\$ -	\$ 55,174
Mutual funds	127,227	-	-	127,227
U.S. government securities	-	46,031	-	46,031
Corporate bonds	-	215,161	-	215,161
Corporate stocks	500,853	2,751	-	503,604
Commingled funds	-	239,719	65,549	305,268
Real estate	-	-	97,485	97,485
Exchange traded derivatives	845,159	-	-	845,159
OTC derivatives	-	31,442	-	31,442
Exchange traded derivative liabilities	(842,177)	-	-	(842,177)
OTC derivative liabilities	-	(31,445)	-	(31,445)
<b>Total assets</b>	<b>\$ 631,716</b>	<b>\$ 558,179</b>	<b>\$ 163,034</b>	<b>\$ 1,352,929</b>

The fair value of the Plan assets, excludes \$307.2 million payable for collateral on loaned securities in connection with the participation of the Plan in securities lending programs.

The following table sets forth the fair value of SRP's Plan assets, by asset category, at April 30, 2010 (dollars in thousands):

	Level 1	Level 2	Level 3	Total
Money market funds	\$ -	\$ 42,370	\$ -	\$ 42,370
U.S. government securities	-	31,703	-	31,703
Corporate bonds	-	215,033	-	215,033
Corporate stocks	535,429	-	-	535,429
Commingled funds	-	147,710	56,416	204,126
Real Estate	-	-	76,791	76,791
<b>Total assets</b>	<b>\$ 535,429</b>	<b>\$ 436,816</b>	<b>\$ 133,207</b>	<b>\$ 1,105,452</b>

The fair value of the Plan assets, excludes \$337.6 million payable for collateral on loaned securities in connection with the participation of the Plan in securities lending programs.

For a description of the fair value hierarchy, refer to Note (6) FAIR VALUE MEASUREMENTS.

### Valuation Methodologies

*Real Estate* - Real estate commingled funds are funds with a direct investment in a pool of real estate properties. These funds are valued by investment managers on a periodic basis using pricing models that use independent appraisals from sources with professional qualifications. Since these valuation inputs are not highly observable, real estate investments have been categorized as Level 3 investments.

*Exchange traded derivatives* - The fair values of exchange traded options and futures are priced based on inputs using quoted prices in active markets using observable inputs. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Therefore, these investments have been categorized as Level 1.

*OTC derivatives* - The fair values of OTC options, forwards, swaptions, and swaps are priced based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly through corroboration with observable market data. Therefore, these investments have been categorized in Level 2 in the fair value hierarchy.

For an explanation of the valuation methodologies used to determine fair value of the assets of the Plan that are not listed above, refer to Note (6) FAIR VALUE MEASUREMENTS.

### Changes in Level 3 Fair Value Measurements

The table below includes the reconciliation of changes to the balance sheet amounts for the years ended April 30 for financial instruments classified within Level 3 of the valuation hierarchy; this determination is based upon unobservable inputs to the overall fair value measurement:

<b>Plan Assets (in thousands)</b>	<b>2011</b>	<b>2010</b>
Beginning balance at May 1	\$ 133,207	\$ 95,965
Actual return on plan assets relating to assets still held at end of period	19,087	(14,775)
Purchases	10,740	54,000
Net transfers in/out of Level 3	-	(1,983)
Balance at April 30	\$ 163,034	\$ 133,207

### Long-Term Rate of Return

The expected return on Plan assets is based on a review of the Plan asset allocations and consultations with a third-party investment consultant and the Plan actuary, considering market and economic indicators, historical market returns, correlations and volatility, and recent professional or academic research.

### Employer Contributions

The District expects to contribute \$132.0 million to the Plan over the next valuation period.

### Benefits Payments

SRP expects to pay benefits in the amounts as follows (in thousands):

	Pension Benefits	Postretirement Benefits	
		Before Subsidy*	Net
2012	\$ 59,406	\$ 21,104	\$ 20,442
2013	64,098	22,895	22,142
2014	69,359	24,966	24,123
2015	74,607	26,928	26,006
2016	80,478	28,866	27,853
2017 through 2021	\$ 496,204	\$ 168,140	\$ 161,704

\*Estimated future benefit payments, including prescription drug benefits, prior to federal drug subsidy receipts expected as a result of the Medicare Prescription Drug, Improvement and Modernization Act of 2003.

### Defined Contribution Plan

SRP's Employees' 401(k) Plan (the 401(k) Plan) covers substantially all employees. The 401(k) Plan receives employee pre-tax and post-tax contributions and partial employer matching contributions. Employees who have one year of service in which they have worked at least 1,000 hours and who are also contributing to the 401(k) Plan are eligible to receive partial employer matching contributions of \$0.85 on every dollar contributed up to the first six-percent of their base pay that they contribute to the 401(k) Plan. Employer matching contributions to the 401(k) Plan were \$14.0 million during each of fiscal years 2011 and 2010.

## Employee Performance Incentive Compensation Program

During fiscal year 2011, a new Employee Performance Incentive Compensation program (EPIC) was approved by the Board. EPIC covers substantially all regular employees and the incentive compensation is based on the achievement of pre-established targets for fiscal years 2011 and 2012 combined. The Board did not approve an incentive compensation program for fiscal year 2010.

### (10) INTERESTS IN JOINTLY-OWNED ELECTRIC UTILITY PLANTS:

The District has entered into various agreements with other electric utilities for the joint ownership of electric generating and transmission facilities. Each participating owner in these facilities must provide for the cost of its ownership share. The District's share of expenses of the jointly-owned plants is included in operating expenses in the accompanying Combined Statements of Net Revenues.

The following table reflects the District's ownership interests in jointly-owned electric utility plants as of April 30, 2011 (in thousands):

Generating Station	Ownership Share	Plant in Service	Accumulated Depreciation	Construction Work In Progress
Four Corners (NM) (Units 4 & 5)	10.00%	\$ 118,226	\$ (99,913)	\$ 3,238
Navajo (AZ) (Units 1, 2 & 3)	21.70%	390,381	(349,309)	24,890
Hayden (CO) (Unit 2)	50.00%	120,539	(115,696)	15,135
Craig (CO) (Units 1 & 2)	29.00%	274,682	(221,839)	11,045
PVNGS (AZ) (Units 1, 2 & 3)	17.49%	1,320,262	(1,044,411)	46,277
		\$ 2,224,090	\$ (1,831,168)	\$ 100,585

As of April 30, 2011, the District's ownership interests in transmission facilities include \$310.0 million in plant in service, \$26.8 million in accumulated depreciation and \$88.8 million in construction work in progress.

### (11) VARIABLE INTEREST ENTITIES:

On May 1, 2010, the District adopted ASU No. 2009-17, "Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities." The newly adopted FASB authoritative guidance defines a variable interest entity (VIE) as a legal entity whose equity owners do not have sufficient equity at risk or lack certain characteristics of a controlling financial interest in the entity. This guidance identifies the primary beneficiary as the variable interest holder that has the power to direct the activities that most significantly impact the VIE's economic performance (power criterion) and has the obligation to absorb losses or right to receive benefits from the VIE (losses/benefits criterion). The primary beneficiary is required to consolidate the VIE unless specific exceptions or exclusions are met. The District considers both qualitative and quantitative factors to form a conclusion whether it, or another interest holder, meets the power criterion and the losses/benefits criterion. The District performs ongoing reassessments of its VIEs to determine if the primary beneficiary changes each reporting period.

#### Unconsolidated VIEs

While the District is not required to consolidate any VIE as of April 30, 2011 or 2010, it held variable interests in certain VIEs as described below:

In May 2008, the District entered into a 20-year purchase power agreement to purchase energy from a 575 MW simple cycle natural gas peaking facility. The commercial operation date of the facility was May 1,

2011. Under the agreement, the District will pay a capacity charge, operation and maintenance costs and property taxes. The District is also obligated to provide the natural gas needed to operate the facility. The capacity charge is paid monthly and will total approximately \$57.5 million yearly, which is included in the Purchased Power and Fuel Supply table in Note (12) COMMITMENTS. The District has concluded that it is not the primary beneficiary of this VIE since it does not control operations and maintenance, which it believes are the primary activities that most significantly impact the economic activities of the entity. The District has concluded that this purchase power agreement is a capital lease. Accordingly, a capital lease asset and corresponding liability were recorded on May 1, 2011.

The District has entered into various long-term purchase power agreements with developing renewable energy generation facilities that extend for periods of 20 to 30 years. Two of the facilities, with capacities of approximately 64 MW and 63 MW, began commercial operation in fiscal years 2011 and 2010, respectively. The District is receiving the power and renewable energy credits from both facilities and the amounts that the District paid to these projects were \$17.5 million and \$6.4 million for the fiscal years 2011 and 2010, respectively. The remaining facilities are expected to begin commercial operation between fiscal year 2012 and fiscal year 2013. The expected capacity of all the facilities combined, once in operation, is approximately 311 MW. The District is only obligated to pay for actual energy delivered and will have no obligation with respect to any facilities that do not start commercial operations. There are no minimum payment obligations under these agreements. The District has concluded that it is not the primary beneficiary of these VIEs since it does not control operations and maintenance, which it believes are the primary activities that most significantly impact the economic activities of the entity.

The District formed a partnership during fiscal year 2010 to market long-term water storage credits. The District made capital contributions to the partnership in fiscal years 2011 and 2010 totaling \$1.0 million and \$0.4 million, respectively. The District has a future maximum exposure up to a \$25 million contribution limit. The District has concluded that it is not the primary beneficiary of this VIE since it does not have power to direct the activities related to the marketing of the long-term water storage credits, which represent the most significant economic activities of the VIE.

**(12) COMMITMENTS:**

**Purchased Power and Coal Fuel Supply**

The District had various firm non-cancelable purchase commitments at April 30, 2011, which are not recognized in the accompanying Combined Balance Sheets. The following table presents information pertaining to firm purchase commitments with remaining terms greater than one year (in millions):

	Total Payments		Purchase Commitments					
	2011	2010	2012	2013	2014	2015	2016	Thereafter
Purchase power contracts*	\$ 200.8	\$ 220.8	\$ 109.5	\$ 119.2	\$ 120.6	\$ 122.1	\$ 123.5	\$ 2,276.1
Fuel supply contracts	369.6	293.7	327.2	306.6	253.9	253.9	228.2	818.2
Total	\$ 570.4	\$ 514.5	\$ 436.7	\$ 425.8	\$ 374.5	\$ 376.0	\$ 351.7	\$ 3,094.3

\* Included in the purchase commitments is \$10.5 million in fiscal year 2012 that is unconditionally payable regardless of the availability of power.

In conjunction with an impairment analysis performed on generation-related operations, in August 1998, the District recorded provisions of \$163.7 million for losses on certain contracts included in the table above. The provisions were being amortized over the life of the contracts, commencing January 1, 1999, and are

fully amortized as of May 2011. Amortization of \$13.3 million has been reflected as a reduction in purchased power expense in fiscal years 2011 and 2010.

### **Gas Purchase Agreement**

In October 2007, the District entered into a 30-year gas purchase agreement with Salt Verde Financial Corporation (SVFC), an Arizona nonprofit corporation formed for the primary purpose of supplying natural gas to the District. Under the agreement, the District is committed to purchase 9,820,000 MMBtus (million of British thermal units) of natural gas in fiscal year 2012, 10,120,000 MMBtus in fiscal year 2013, 10,425,000 MMBtus in fiscal year 2014, 10,425,000 MMBtus in fiscal year 2015, 10,270,000 MMBtus in fiscal year 2016 and 229,240,000 MMBtus over the balance of the term. These purchases are expected to supply approximately 20% of its projected natural gas requirements needed to serve retail customers over the remainder of the 30-year period. The District receives a discount off market prices and is obligated to pay only for gas delivered. Payments to SVFC under the agreement were \$14.6 million and \$10.1 million in fiscal year 2011 and fiscal year 2010, respectively.

### **Operating Leases**

The District entered into various operating leases to facilitate the operations of Springerville Unit 4. Total payments under the agreements were \$13.0 million and \$8.1 million in fiscal year 2011 and 2010, respectively. Minimum payments under these agreements are estimated to be \$13.2 million in fiscal year 2012 through fiscal year 2014, \$12.9 million in fiscal year 2015, \$9.4 million in fiscal year 2016 and \$232.0 million thereafter.

## **(13) CONTINGENCIES:**

### **Nuclear Insurance**

Under existing law, public liability claims arising from a single nuclear incident are limited to \$12.595 billion. PVNGS Participants insure for this potential liability through commercial insurance carriers to the maximum amount available (\$375.0 million) with the balance covered by an industry-wide retrospective assessment program as required by the Price-Anderson Act. If losses at any nuclear power plant exceed available commercial insurance, the District could be assessed retrospective premium adjustments. The maximum assessment per reactor per nuclear incident under the retrospective program is \$117.5 million including a 5% surcharge; applicable in certain circumstances, but not more than \$17.5 million per reactor may be charged in any one year for each incident. Based on the District's ownership share of PVNGS, the maximum potential assessment would be \$61.7 million, including the 5% surcharge, but would be limited to \$9.2 million per incident in any one year.

PVNGS Participants also maintain "all risk" (including nuclear hazards) insurance for property damage to, and decontamination of, property at PVNGS in the aggregate amount of \$2.750 billion, a substantial portion of which must first be applied to stabilization and decontamination. The District has also secured insurance against portions of any increased cost of generation or purchased power and business interruption resulting from a sudden and unforeseen accidental outage of any of the three units. The coverage for property damage, decontamination, and replacement power is provided by Nuclear Electric Insurance Limited (NEIL). The District is subject to retrospective assessments under all NEIL policies if NEIL's losses in any policy year exceed accumulated funds. The maximum amount of retrospective assessments the District could incur under the NEIL policies totals approximately \$10.6 million. The insurance coverage discussed in this and the previous paragraph is subject to certain policy conditions and exclusions.

## **Spent Nuclear Fuel**

Under the Nuclear Waste Policy Act of 1982, the District pays \$0.001 per kWh on its share of net energy generation at PVNGS to the U.S. Department of Energy (DOE). However, to date, for various reasons, the DOE has not constructed a site for the storage of spent nuclear fuel. Accordingly, APS has constructed an on-site dry cask storage facility to receive and store PVNGS spent fuel. PVNGS has sufficient capacity at its on-site spent fuel storage installation to be able to store all of the nuclear fuel that will be spent during the first operating license period which ends in December 2027. In addition, PVNGS has sufficient capacity to store a portion of the fuel that will be spent during the period of extended operation, which will end in December 2047. Potentially, and depending on how the NRC rules on the future unloading of spent fuel pools, PVNGS could use high capacity storage casks to store the balance of any fuel spent during the extended license period.

The District's share of on-site interim storage at PVNGS is estimated to be \$79.3 million for costs to store spent nuclear fuel from inception of the plant through fiscal year-end 2011, and \$0.8 million per year going forward. These costs have been included in the District's price plans for transmission and distribution. At April 30, 2011 and 2010, the District's accrued spent fuel storage cost was \$25.3 million and \$25.6 million, respectively, and included in deferred credits and other non-current liabilities on the accompanying Combined Balance Sheets.

## **Coal Supply Litigation**

*Navajo Nation v. Peabody* (U.S. District Court, D.C. District – RICO Case) – In 1999, the Navajo Nation filed a lawsuit in the United States District Court in Washington D.C. (U.S. District Court) in which the Hopi Tribe later joined as a plaintiff. The lawsuit arises out of negotiations culminating in 1987 with amendments to the coal leases and related agreements. The Navajo Nation and the Hopi Tribe allege that Peabody Western Coal Company (Peabody) (the coal supplier for NGS and Mohave), Southern California Edison Company (operating agent for Mohave), the District (operating agent for NGS) and certain individual defendants, in violation of the federal racketeering statutes, had improperly induced the Department of the Interior (DOI) to not approve the coal royalty rate proposed by the Navajo Nation. They further alleged that the DOI's failure to approve the rate caused the tribes to negotiate and settle upon a substantially lower royalty rate. The suit alleges \$600.0 million in damages. The plaintiffs also seek treble damages against the defendants, measured by amounts awarded under the racketeering statutes. In addition, the plaintiffs claim punitive damages of not less than \$1.000 billion. In 2001, the claims of both the Navajo Nation and the Hopi Tribe were dismissed in their entirety with respect to the District.

On April 12, 2010, the Navajo Nation filed an amended complaint that did not include any RICO claims or claims against the District or any individual defendants. The amended complaint continues to allege \$600.0 million in damages and punitive damages in the amount of \$1.000 billion and seeks to reform the coal leases to provide for a reasonable royalty rate, to dispossess the defendants of all interests in property on the Reservation and to permanently exclude the defendants from the Reservation. While the District is not named as a defendant in the amended complaint, the earlier dismissal of the District could possibly be appealed at the conclusion of the case.

On October 15, 2010, Peabody, the NGS Owners and the Mohave Owners agreed to settle the case with respect to the Hopi Tribe. This ends the matter in regard to the claims of the Hopi Tribe. Settlement negotiations with the Navajo Nation continued and a tentative settlement has been reached.

The District believes it has recorded adequate reserves related to future coal mine reclamation and settlements related to mine related issues to cover any liability it may incur, including any liability if the settlement with the Navajo Nation is ultimately approved. At April 30, 2011 and 2010, the District has recorded approximately \$57.7 million and \$49.7 million, respectively, for these various issues, which amounts are included in deferred credits and current liabilities.

### **Black Mesa Environmental Impact Statement**

In 2008, the Office of Surface Mining (OSM) issued an Environmental Impact Statement (EIS) to allow Peabody to include the Black Mesa Mine (which formerly served Mohave) in the permit for the Kayenta Mine (which serves NGS). Among other things, combining the two permits could eventually give Peabody access to shallower, high quality coal for NGS, which could reduce future costs to the NGS Participants and provide an additional source of coal. Under the administrative appeals process, numerous appeals of the permit decision were filed, and a decision was issued that the process OSM had followed to issue the permit was inadequate. Peabody is working with OSM on a permit revision and the District anticipates that OSM will comply with applicable environmental requirements.

### **Navajo Mine Permit**

BHP Billiton Limited (BHP) operates the Navajo Coal Mine, which supplies the Four Corners Generating Station, in which the District owns 10% of Units 4 and 5. Several environmental groups have filed lawsuits challenging the mining permit and expanded operations. If these lawsuits were successful, they would result not only in increased cost of mining operations, which would be passed to the owners of the generating station, but could result in the suspension or termination of mining activities. APS, as operating agent of Four Corners, is working with BHP and other defendants to allow the expansion and continuation of the mine. The District cannot predict the outcome of these lawsuits at this time.

### **Environmental**

SRP is subject to numerous legislative, administrative and regulatory requirements at the federal, state and local levels as well as lawsuits relative to air quality, water quality, hazardous waste disposal and other environmental matters. Such requirements have resulted, and will continue to result, in increased costs associated with the operation of existing properties. At April 30, 2011, and 2010, the District accrued \$38.2 million and \$40.5 million, respectively, for environmental issues, on a non-discounted basis, which is included in deferred credits and other non-current liabilities on the accompanying Combined Balance Sheets. The following topics highlight some of the major environmental compliance issues affecting SRP.

**Water Quality.** Due to the nature of its business, from time to time the District is involved in various state and federal superfund matters. In September 2003, the EPA notified the District that it might be liable under the federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) as an owner and operator of a facility within the Motorola 52<sup>nd</sup> Street Superfund Site Operable Unit 3. The District completed the remedial investigation at the site but may be liable for past costs incurred and for future work to be conducted within the Superfund Site with regard to groundwater. At the adjacent West Van Buren Superfund site, a state superfund site, the Roosevelt Irrigation District (RID) has sued the District and numerous other parties claiming that as a result of groundwater contamination, RID has been damaged in excess of \$125.0 million. While the District is unable at this

time to predict the outcome of these and other superfund matters, it believes it has recorded adequate reserves as part of its environmental reserves to cover known liabilities related to these issues.

**Air Quality.** Efforts to reduce carbon dioxide and other emissions from fossil fuel power plants will substantially increase the cost of, and add to the difficulty of siting, constructing, and operating electric generating units. As a result of legislative and regulatory initiatives, the District is planning emission reductions at its coal-fired power plants. In particular, under the terms of a consent agreement with the EPA, the District agreed in 2008 to install additional pollution control equipment at CGS at a projected cost of approximately \$539.0 million, with work expected to be complete in approximately June 2014.

The full significance of air quality standards and emission reduction initiatives to the District in terms of costs and operational problems is difficult to predict, but it appears that costly equipment may have to be added to existing units and that permit fees may increase significantly resulting in potentially material cost to the District as well as reduced generation. The District is assessing the risk of policy initiatives on its generation assets and is developing contingency plans to comply with future laws and regulations restricting greenhouse gas emissions. There is no way to predict the impact of such initiatives on the District at this time.

The District has negotiated a Consent Order with the Arizona Department of Environmental Quality (ADEQ), pursuant to which the District will delay compliance with the current Arizona limitations on mercury emissions until 2016, and instead will implement a control strategy designed to achieve a 70 percent reduction of emissions at CGS on a facility-wide annual average basis by January 1, 2012. Annual costs of the mercury control system are estimated at \$2.4 million.

In March 2011, the EPA issued proposed new emissions standards for hazardous air pollutants for existing and new coal- and oil-fired power plants under the Clean Air Act (CAA), including emissions of mercury and particulate matter. Final rules are expected to be issued in November 2011 and additional controls may be required at all coal-fired plants in which the District has an interest. The District is analyzing the proposed rule and potential effects on future operations at its coal-fired plants and cannot yet estimate the associated costs.

Provisions of the EPA's Regional Haze Rule require emissions controls known as Best Available Retrofit Technology (BART) for coal-fired power plants and other industrial facilities that emit air pollutants that reduce visibility in Class I areas such as national parks. The District has financial interests in several coal-fired power plants that are subject to the BART requirements.

The EPA is expected to propose a BART determination for NGS in early 2012, with a final determination expected later. The District believes that BART for NGS requires the installation on all three units of low-NOx burners and separated over-fired air (LNB/SOFA). The LNB/SOFA equipment has been installed on all three units at a total cost of approximately \$45.0 million, of which the District's share was \$9.8 million. Nevertheless, the EPA may also require the installation of post-combustion controls such as selective catalytic reduction (SCR) as well as controls for sulfuric acid mist emissions and fine particulate matter, which would cost about \$1.200 billion, of which the District's share would be approximately \$260.0 million.

The EPA's proposed BART determination for Four Corners would require the installation of SCRs on all five units, or the closure of Units 1, 2 and 3 and SCRs on Units 4 and 5. The comment period expired on May 2, 2011 and it is not known when a final determination will be issued. SCRs for Units 4 and 5 could cost \$530.0 million, of which the District's share would be \$53.0 million. Depending on the final determination, the installation date could be as early as 2016.

The BART determinations for District-owned generating stations in Colorado include recommendations for installation of new emission control equipment on Craig Unit 1, Craig Unit 2 and Hayden Unit 2. Tri-State, the operating agent for Craig, has provided the EPA with an estimate of approximately \$213.1 million to install the emission control equipment at Craig Units 1 and 2, of which the District's share for the two units would be \$62.0 million. According to Xcel Energy, the operating agent for Hayden, installation of SCR on Hayden Unit 2 would cost approximately \$72.0 million, of which the District's share would be \$36.0 million. The BART determinations are expected to be finalized by September 2012. If required, the new emission control equipment would have a required in-service date of no later than January 1, 2018, and would take five to six years to implement.

In May 2009, the National Parks Conservation Association (NPCA) and other environmental and tribal groups, petitioned the U.S. Department of Interior - National Park Service (DOI) to certify to the EPA that visibility impairment in Grand Canyon National Park was "reasonably attributable" to oxides of nitrogen and particulate matter emissions from NGS (the NGS Petition). On February 16, 2010, the groups filed a similar petition with both the DOI and the U.S. Department of Agriculture – U.S. Forest Service (DOA) with respect to Four Corners, asking the DOI and the DOA to certify to the EPA that impairment of visibility in sixteen areas within 300 kilometers of Four Corners, including the Grand Canyon National Park, among others, was reasonably attributable to pollutant emissions from Four Corners. However, the DOI and the DOA deferred action on the petitions pending completion of the BART determinations for the plants.

On January 20, 2011, the groups sued both DOI and the DOA, asserting that the agencies failed to act without unreasonable delay. The defendants filed a motion to dismiss the suit and both the District (on behalf of the NGS Owners) and APS (on behalf of Four Corners Owners) successfully intervened in the suit. On June 30, 2011, the U.S. District Court dismissed the suit. The decision could still be appealed or refiled on other grounds. If successful, the suit could force the agencies to issue a "reasonably attributable visibility impairment" finding, which could trigger an alternative process for BART for the two plants. It is too early to predict an outcome of this matter.

On May 5, 2010, Earthjustice, on behalf of various environmental groups, wrote to the EPA and the owners of Four Corners Units 4 and 5, in which the District owns a ten percent interest, providing notice of intent to sue the participants for violations of the CAA. The EPA had 60 days to determine whether to file its own action against the plant, but failed to do so. Thus, Earthjustice could file suit at any time. APS has proposed to the EPA that these and other potential liabilities be resolved as part of the BART determination for Four Corners.

In December 2009, the EPA found that emissions of greenhouse gases (GHG) endanger public health and welfare. In April 2010, the EPA issued a rule which allowed the EPA to regulate emissions of GHG by stationary sources such as power plants. Thereafter, the EPA issued the "tailoring rule" which specifies thresholds that trigger permitting requirements for sources of GHG emissions. The rule applied to power plants on January 2, 2011. Several groups have filed lawsuits challenging the EPA's endangerment finding and tailoring rule. The EPA also intends to propose new standards under the CAA for greenhouse gas emissions from power plants and other industrial facilities by September 2011 and to finalize them by May 2012. Altogether, the rules could apply to both gas- and coal-fired electric generating stations and would establish emission guidelines for new, modified, and existing plants. The District cannot predict the impact of these rules on its operations or finances at this time.

The California Legislature has enacted GHG Laws that have indirectly affected the District. As a result of these laws, the Los Angeles Department of Water and Power (LADWP), one of the participants in NGS,

and SCE, a participant in Four Corners Units 4 and 5, are or will be selling their interests in those plants. Also, the California Air Resource Board (CARB) is developing a program to reduce California emissions of GHG, including an economy-wide cap-and-trade program for GHG. The CARB regulations could impact the District's ability to sell excess generation into California. Based on available information, the District cannot estimate or predict the impact of the California laws on it at this time.

**Hazardous Waste.** The EPA has issued a proposed rule seeking comments on regulatory options governing the handling and disposal of coal combustion residuals (CCRs), such as fly ash, bottom ash and flue gas desulfurization sludge (FGD). The District disposes of CCRs in dry landfill storage areas at CGS and NGS, with the exception of wet surface impoundment disposal of FGD sludge at CGS. Both CGS and NGS sell a portion of their fly ash for beneficial reuse as a constituent in concrete production. The District also owns interests in joint participation plants, such as Four Corners, Craig, Hayden and Springerville, which dispose of CCRs in dry storage areas and in ash ponds. The regulated community, including utilities, strongly opposes regulation of CCRs as hazardous waste and Congress is considering legislation that would prohibit the EPA from regulating CCRs as hazardous waste. The EPA is expected to issue a final rule in late 2012 or in 2013. At this time, it is too early to definitively estimate projected costs, but the costs could be substantial depending on the approach taken in the final rules.

**Endangered Species.** Several species listed as threatened or endangered under of the Endangered Species Act (ESA) have been discovered in and around reservoirs on the Salt and Verde Rivers, as well as C.C. Cragin Reservoir operated by SRP. Potential ESA issues also exist along the Little Colorado River in the vicinity of the Coronado and Springerville Generating Stations. The District obtained Incidental Take Permits (ITPs) from the United States Fish and Wildlife Service (USFWS), which allow full operation of Roosevelt Dam on the Salt River and Horseshoe and Bartlett Dams on the Verde River. The ITPs, and associated Habitat Conservation Plans (HCPs), identify the obligations, such as mitigation and wildlife monitoring, the District must undertake to comply with the ESA. The District has established trust funds to pay mitigation and monitoring expenses related to the implementation of both the Roosevelt HCP and Horseshoe-Bartlett HCP and believes it has recorded adequate reserves as a part of its environmental reserves to cover its related obligations. The District continues to assess the potential ESA liabilities along the Little Colorado River and at C.C. Cragin, and is working closely with the USFWS and other state and federal agencies to address potential species concerns as necessary, but cannot predict the ultimate outcome at this time.

#### Indian Matters

From time to time, SRP is involved in litigation and disputes with various Indian tribes on issues concerning regulatory jurisdiction, royalty payments, taxes and water rights, among others (see Coal Supply Litigation above and Water Rights below). Resolution of these matters may result in increased operating expenses.

#### Water Rights

The District and the Association are parties to a state water rights adjudication proceeding initiated in 1976 which encompasses the entire Gila River System (the Gila River Adjudication). This proceeding is pending in the Superior Court for the State of Arizona, Maricopa County, and will eventually result in the determination of all conflicting rights to water from the Gila River and its tributaries, including the Salt and Verde Rivers. The District and the Association are unable to predict the ultimate outcome of this proceeding.

In 1978, a water rights adjudication was initiated in the Apache County Superior Court with regard to the Little Colorado River System. The District has filed its claim to water rights in this proceeding, which includes a claim for groundwater being used in the operation of CGS. The District is unable to predict the ultimate outcome of this proceeding, but believes an adequate water supply for CGS will remain available.

### **Other Litigation**

In the normal course of business, SRP is exposed to various litigations or is a defendant in various litigation matters. In management's opinion, the ultimate resolution of these matters will not have a material adverse effect on SRP's financial position or results of operations.

### **Self-Insurance**

The District maintains various self-insurance retentions for certain casualty and property exposures. In addition, the District has insurance coverage for amounts in excess of its self-insurance retention levels. The District provides reserves based on management's best estimate of claims, including incurred but not reported claims. In management's opinion, the reserves established for these claims are adequate and any changes will not have a material adverse effect on the District's financial position or results of operations. The District records the reserves in deferred credits and other non-current liabilities in the accompanying Combined Balance Sheets

## APPENDIX B — SUMMARY OF THE RESOLUTION

### SUMMARY OF THE RESOLUTION

The following is a summary of certain provisions of the Amended and Restated Bond Resolution. Such summary does not purport to be complete, and reference is made to the Resolution for full and complete statements of such provisions.

The purchasers of the 2011 Series A Bonds, by virtue of their purchase of the 2011 Series A Bonds, will consent to certain amendments to the Resolution (the “Proposed Amendments”). The Proposed Amendments are described in *bold italic* font in the forepart of this Official Statement under “SECURITY FOR 2011 SERIES A BONDS – Debt Reserve Account,” “– Rate Covenant” and “– Limitations on Additional Indebtedness” and in this summary of the Resolution under the captions “Certain Definitions,” “Additional Bonds” and “Electric System Rate Covenant.” The Proposed Amendments will become effective when the written consents of the Holders of at least two-thirds of the Bonds Outstanding have been filed with the Trustee as provided in the Resolution.

#### **Certain Definitions**

The following are definitions in summary form of certain terms contained in the Resolution and used herein and in the Official Statement:

*Accounting Practice:* Generally accepted accounting principles appropriate to the electric utility industry.

*Aggregate Debt Service:* For any fiscal year, and as of any date of calculation, the sum of the amounts of Debt Service for such year with respect to all Series.

*Cost of Construction:* The District’s cost of physical construction, costs of acquisition by or for the District of a Project for the Electric System, and costs of the District incidental to such construction or acquisition, the cost of any indemnity and surety bonds and premiums on insurance during construction, engineering expenses, legal fees and expenses, cost of financing, audits, fees and expenses of the Fiduciaries, amounts, if any, required by the Resolution or any Series Resolution to be paid into the Debt Service Fund upon the issuance of any Series of Revenue Bonds, payments when due (whether at the maturity of principal or the due date of interest or upon redemption) on any indebtedness of the District (other than the Revenue Bonds) incurred for a Project for the Electric System, costs of machinery, equipment and supplies and initial working capital and reserves required by the District for the commencement of operation of a Project for the Electric System, and any other costs properly attributable to such construction or acquisition, as determined by Accounting Practice, and shall include reimbursement to the District for any such items of Cost of Construction theretofore paid by the District. Any Series Resolution may provide for additional items to be included in the aforesaid Cost of Construction.

*Debt Reserve Account Credit Facility:* A letter of credit, revolving credit agreement, surety bond, insurance policy or similar obligation, arrangement or instrument issued by a bank, insurance company or other financial institution, having a rating in the highest rating category from a nationally recognized rating agency, which shall be deposited in the Debt Reserve Account and which provides for the payment of all or a portion of the Debt Reserve Requirement.

*Debt Reserve Requirement:* As of any date of calculation, an amount equal to one-half of the average annual interest cost for all Outstanding Revenue Bonds, which may be satisfied by the deposit of cash or securities in the Debt Reserve Account or by the deposit of a Debt Reserve Account Credit Facility in the Debt Reserve Account in lieu of or in partial substitution for cash or securities on deposit therein. For purposes of determining the average annual interest cost for any Outstanding Bonds which bear interest at a variable rate, the District shall assume the same average interest cost applicable to such Outstanding Bonds for the previous Fiscal Year.

*Debt Service:* For any period, as of any date of calculation and with respect to any Series, an amount equal to the sum of (i) interest accruing during such period on Revenue Bonds of such Series (except to the extent that such interest is to be paid from deposits in the Debt Service Account in the Debt Service Fund made from Revenue Bond proceeds, as described in the Resolution), and (ii) that portion of each Principal Installment for such Series which would accrue during such period if such Principal Installment were deemed to accrue daily in equal amounts from

the next preceding Principal Installment due date for such Series (or, if there be no such preceding Principal Installment due date, from a date one year preceding the due date of such Principal Installment). Such interest and Principal Installments for such Series shall be calculated on the assumption that no Revenue Bonds of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment of each Principal Installment on the due date thereof.

*Defeasance Securities:* Any of the following securities, if and to the extent the same are at the time legal for investment of District funds:

(i) Any security which is (a) a direct obligation of or unconditionally guaranteed by, the United States of America or the State of Arizona or (b) an obligation of an agency or instrumentality of the United States of America the payment of which is unconditionally guaranteed as a full faith and credit obligation by the United States of America, which is not callable or redeemable at the option of the issuer thereof;

(ii) Any depository receipt issued by a bank as custodian with respect to any Defeasance Securities which are specified in clause (i) above and held by such bank for the account of the holder of such depository receipt, or with respect to any specific payment of principal or interest on any such Defeasance Securities which are so specified and held, by such bank for the account of the holder of such depository receipt, or with respect to any specific payment of principal of or interest on any such Defeasance Securities which are so specified and held, provided that (except as required by law) such custodian is not authorized to make any deduction from the amount payable to the holder of such depository receipt from any amount received by the custodian in respect of the Defeasance Securities or the specific payment of principal or interest evidenced by such depository receipt;

(iii) Certificates of deposit, whether negotiable or non-negotiable, and banker's acceptances whose maturity value shall not be greater than 1/25 of the capital and surplus of the accepting bank or commercial paper issued by the parent holding company of any such bank which at the time of investment has an outstanding unsecured, uninsured and unguaranteed debt issue rated in the highest short term rating category by a nationally recognized rating agency;

(iv) Any obligation of any state or political subdivision of a state or of any agency or instrumentality of any state or political subdivision ("Municipal Bond") which Municipal Bond is fully secured as to principal and interest by an irrevocable pledge of moneys or direct and general obligations of, or obligations guaranteed by, the United States of America, which moneys or obligations are segregated in trust and pledged for the benefit of the holder of the Municipal Bond, and which Municipal Bond is rated in the highest rating category by at least two nationally recognized rating agencies, and provided, however, that such Municipal Bond is accompanied by (1) a Counsel's Opinion to the effect that such Municipal Bond will be required for the purposes of the investment being made therein and (2) a report of a nationally recognized independent certified account verifying that the moneys and obligations so segregated are sufficient to pay the principal of, premium, if any, and interest on the Municipal Bond; and

(v) Any other security designated in a Series Resolution as Defeasance Securities for purposes of defeasing the Bonds authorized by such Series Resolution.

*Electric System:* Properties and assets to which legal title is vested in the District and was so vested on the date of adoption of the Resolution and all properties and assets acquired by the District as renewals and replacements, additions and expansion, and improvements thereto, as recorded in the books of the District pursuant to Accounting Practices, but shall not include properties and assets that may be hereafter purchased, constructed or otherwise acquired by the District as a separate system or facility, the revenue of which may be pledged to the payment of bonds or other forms of indebtedness issued to purchase, construct or otherwise acquire such separate system or facility and shall not include properties or assets charged to Irrigation Plant or any Separately Financed Project.

***Federal Subsidy:* Any subsidy, reimbursement or other payment from the federal government of the United States of America under the American Recovery and Reinvestment Act of 2009 (or any similar legislation or regulation of the federal government of the United States of America or any other governmental entity or any extension of any of such legislation or regulation).**

*Fiscal Year:* The period commencing May 1 and ending April 30 for each twelve-month period or any other consecutive twelve month period designated by the District from time to time.

*Investment Securities:* Any securities if and to the extent the same are at the time legal for investment of District funds.

*Irrigation Plant:* All land and land rights, structure, facilities and equipment used or usable by the District or the Salt River Valley Water Users' Association solely for the development, storage, transportation, distribution and delivery of water to the owners or occupants of the lands within the Salt River Project having rights thereto or to anyone acting on behalf thereof pursuant to contracts with the Salt River Valley Water Users' Association or the District.

*Operating Expenses:* The District's expenses of operating the Electric System, including, without limiting the generality of the foregoing, all costs of purchased power, operation, maintenance, generation, production, transmission, distribution, repairs, replacements, engineering and transportation required for the operation of the Electric System (including any payments made pursuant to a "take-or-pay" electric supply or energy contract that obligates the District to pay for fuel, energy or power, so long as fuel or energy is delivered or made available for delivery), administrative and general, audit, legal, financial, pension, retirement, health, hospitalization, insurance, taxes and any other expenses actually paid or accrued, without limitation, expenses of the District applicable to the Electric System, as recorded on its books pursuant to Accounting Practice and any other expenses of the District applicable to the Electric System, as recorded on its books pursuant to Accounting Practice, and any other expenses incurred or payments by the District under the provisions of the Resolution or in discharge of obligations required to be paid by local, state or federal laws, all to the extent properly allocable to the Electric System under Accounting Practice, including those expenses the payment of which is not immediately required, such as those expenses related to the funding of a reserve in the Operating Fund. Operating Expenses shall not include any costs or expenses for new construction, falling water used in hydroelectric operations of the District, charges for depreciation, voluntary payments in lieu of taxes and operation, maintenance, repairs, replacement and construction of the Irrigation Plant.

*Principal Installment:* As of any date of calculation, and with respect to any Series of Revenue Bonds, (i) the principal amount of Revenue Bonds of such Series due on a certain future date for which no Sinking Fund Installments have been established, or (ii) the unsatisfied balance of any Sinking Fund Installments due on a certain future date for bonds of such Series, plus the amount of sinking fund redemption premiums, if any, which would be applicable upon redemption of such Revenue Bonds in a principal amount equal to said unsatisfied balance of such Sinking Fund Installments or (iii) if such future dates coincide as to different Revenue Bonds of such Series, the sum of such principal amount of Revenue Bonds and of such unsatisfied balance of Sinking Fund Installments due on such future date plus such applicable redemption premiums, if any.

*Project:* The purchase, replacement, construction, leasing or acquisition of any real or personal property or interest therein, works or facilities which the District is authorized by law to purchase, replace, construct, lease or otherwise acquire, or the improvement, reconstruction, extension or addition to any real or personal property, works or facilities owned or operated by the District, or any program of development involving real or personal property, works or facilities which the District is authorized by law to purchase, replace, construct, lease or otherwise acquire or the improvement, reconstruction, extension or addition to such program.

*Put Bonds:* Bonds which, by their terms, may be tendered by and at the option of the owner thereof, or are subject to a mandatory tender, for payment or purchase prior to the stated maturity or redemption date thereof.

*Rate Stabilization Fund:* The Salt River Project Electric System Rate Stabilization Fund established in the Resolution.

*Revenues:* (i) All revenues, income, rents and receipts derived by the District from the ownership and operation of the Electric System and the proceeds of any insurance covering business interruption loss relating to the Electric System and (ii) interest received on any moneys or securities (other than in the Construction Fund) held pursuant to the Resolution and paid into the Revenue Fund, but not including any such income or receipts attributable directly or indirectly to the ownership or operation of any Separately Financed Project and not including any federal or state grant monies the receipt of which is conditioned upon their expenditure for a particular purpose.

*Revenues Available for Debt Service:* For any fiscal year or period of 12 calendar months shall mean all Revenues less Operating Expenses for such Fiscal Year or period.

*Trustee:* The Trustee is currently U.S. Bank National Association.

(Resolution, Section 1.01).

### **Pledge of Revenues and Funds**

The payment of the principal and redemption price of, and interest on, the Revenue Bonds is secured by (i) the proceeds of sale of the Bonds, (ii) the Revenues, and (iii) all Funds (except the Rate Stabilization Fund) established by the Resolution, including the investments, if any, thereof.

(Resolution, Section 5.01).

### **Additional Bonds**

The District may from time to time issue Bonds pursuant to a Series Resolution which will rank on a parity with and be secured by an equal charge and lien on the Revenues, upon satisfaction of the conditions to the issuance of Bonds contained in Section 2.02 of the Resolution, only if, (a) Revenues Available For Debt Service, adjusted as provided in this caption, of any 12 consecutive calendar months out of the 24 calendar months next preceding the issuance of such proposed additional Bonds, are not less than one and ten hundredths (1 10/100) times the maximum total Debt Service for any succeeding year on all Bonds which will be outstanding immediately prior to the issuance of the proposed additional Bonds, and (b) the estimated Revenues Available For Debt Service, adjusted as provided in this caption, for each of the five (5) Fiscal Years immediately following the issuance of such proposed additional Bonds are not less than one and ten hundredths (1 10/100) times the total, for each such respective Fiscal Year, of the Debt Service on all Bonds which will be outstanding immediately subsequent to the issuance of the proposed additional Bonds.

Prior to the issuance of any additional Bonds evidencing additional indebtedness, the payment of principal, interest and Redemption Price of which additional Bonds will be a lien on the Revenues on a parity with previously issued Series of Bonds, the District shall obtain a certificate of an Authorized Officer of the District evidencing full compliance with the provisions of this caption.

In determining the amount of Revenues Available For Debt Service for the purposes of this caption, the Authorized Officer of the District may adjust the Revenues Available For Debt Service by adding thereto the following:

(i) in the event the District shall have acquired an operating utility or facility subsequent to the beginning of the 12 month period selected pursuant to this caption, an estimate made by an Authorized Officer of the District of such additional Revenues Available For Debt Service for such 12 month period which would have resulted had such operating utility or facility been acquired at the beginning of such 12 month period;

(ii) in the event any adjustment of rates with respect to the Electric System shall have become effective subsequent to the beginning of the 12 month period selected pursuant to this caption, an estimate made by an Authorized Officer of the District of such additional Revenues Available For Debt Service for such 12 month period which would have resulted had such rate adjustment been in effect for the entire period; and

(iii) an estimate made by an Authorized Officer of the District of the amounts from the Rate Stabilization Fund which have been transferred to pay Debt Service for the 12 month period selected pursuant to this caption.

In determining the amount of estimated Revenues Available For Debt Service for the purpose of this caption, the Authorized Officer of the District may adjust the estimated Revenues Available For Debt Service by adding thereto any estimated increase in revenue resulting from any increase in electric rates or any amount on deposit in the Rate Stabilization Fund which is expected to be transferred by the District to pay Debt Service or to offset any increase in electric rates, which, in the opinion of the Authorized Officer of the District, are economically feasible, and reasonably considered necessary based on projected operations for such 5 year period.

***For purposes of the calculations specified in this section: (1) any calculation of Debt Service on Outstanding Bonds for any period of time shall be reduced by the amount of any Federal Subsidy that the District receives, or expects to receive, during such period of time relating to or in connection with such Outstanding Bonds; and (2) to the extent the calculation of Debt Service on Outstanding Bonds is reduced by the Federal Subsidy as provided in clause (1) of this paragraph, any calculation of Revenues for any period of time shall be reduced by the amount of any Federal Subsidy received or expected to be received by the District with respect to or in connection with such Outstanding Bonds during such period of time.***

The certificate required by this caption shall be conclusive evidence and the only evidence required to show compliance with the provisions and requirements of this caption.

(Resolution, Section 2.04).

## **Refunding Bonds**

One or more Series of Refunding Bonds may be issued at any time to refund any part or all of the Bonds of any one or more Series then Outstanding. Refunding Bonds shall be issued in a principal amount sufficient, together with other moneys available therefor, to accomplish such refunding and to make the deposits in the Debt Service Fund required by this caption or by the provisions of the Series Resolution authorizing such Bonds.

Refunding Bonds of each Series issued to refund any part or all of the Bonds of any one or more Series then Outstanding may be delivered by the District upon receipt by the Trustee of:

(a) Irrevocable instructions to the Trustee, satisfactory to it, to give due notice of redemption of all the Bonds to be refunded on a redemption date specified in such instructions;

(b) If the Bonds to be refunded are not by their terms subject to redemption within the next succeeding 60 days, irrevocable instructions to the Trustee, satisfactory to it, to make due publication of the notice provided for under the caption entitled "Defeasance" to the Holders of the Bonds being refunded;

(c) Either (i) moneys in an amount sufficient to effect payment at the applicable Redemption Price of the Bonds to be refunded, together with accrued interest on such Bonds to the redemption date, which moneys shall be held by the Trustee or any one or more of the Paying Agents in a separate account irrevocably in trust for the benefit of such Refunding Bonds until such time as such amount shall be assigned to the respective Holders of the Bonds to be refunded for payment of the Redemption Price of the Bonds to be refunded, together with accrued interest, on the redemption date, or (ii) Defeasance Securities in such principal amounts, of such maturities, bearing such interest, and otherwise having such terms and qualifications, as shall be necessary to comply with the provisions under the caption entitled "Defeasance" and any moneys required pursuant to said caption, which Defeasance Securities and moneys shall be held in trust and used only as provided in subsection (c)(i) of this caption; and

(d) Either (i) a certificate of an Authorized Officer of the District as required by the caption entitled "Additional Bonds" or (ii) a certificate of an Authorized Officer of the District setting forth (1) the Aggregate Debt Service for the then current and each future Fiscal Year to and including the Fiscal Year next preceding the date of the latest maturity of any Bonds of any Series then Outstanding (A) with respect to the Bonds of all Series Outstanding immediately prior to the date of delivery of such Refunding Bonds, and (B) with respect to the Bonds of all Series to be Outstanding immediately thereafter, and (2) that the Aggregate Debt Service set forth for each Fiscal Year pursuant to (B) above is no greater than that set forth for such Fiscal Year pursuant to (A) above.

The proceeds, including accrued interest, of the Refunding Bonds of each such Series shall be applied simultaneously with the delivery of such Bonds in the manner provided in the Series Resolution authorizing such Bonds.

Any balance of the proceeds of Refunding Bonds not needed for the purposes provided in this caption or in the Series Resolution authorizing such Bonds may be used by the District, to the extent necessary, to pay any expenses

incurred in connection with the issuance of such Refunding Bonds and, thereafter, any remaining balance not so needed by the District shall be deposited in the Revenue Fund.

(Resolution, Section 2.05).

### **Separately Financed Projects**

Nothing in this Resolution shall prevent the District from authorizing and issuing bonds, notes or other obligations or evidences of indebtedness, other than Bonds, for any project authorized by the Act, or from financing any such project from other available funds (such project being referred to herein as a “Separately Financed Project”), if the debt service on such bonds, notes, or other obligations or evidences of indebtedness, if any, and the District’s share of any operating expenses related to such Separately Financed Project, are payable solely from the revenues or other income derived from the ownership or operation of such Separately Financed Project.

(Resolution, Section 2.06).

### **Subordinated Indebtedness**

The District may, at any time, or from time to time, issue evidences of indebtedness payable out of Revenues and which may be secured by a pledge of Revenues; provided, however, that such pledge shall be and shall be expressed to be, subordinate in all respects to the pledge of the Revenues, moneys, securities and funds created by the Resolution.

(Resolution, Section 5.09).

### **Establishment of Funds and Application Thereof**

The Resolution creates and establishes the following Funds and Accounts:

- (1) Salt River Project Electric System Construction Fund, to be held by the District,
- (2) Salt River Project Electric System Revenue Fund, to be held by the District,
- (3) Salt River Project Electric System Debt Service Account, to be held by the Trustee,
- (4) Salt River Project Electric System Debt Reserve Account, to be held by the Trustee,
- (5) Salt River Project Electric System Rate Stabilization Fund, to be held by the District, and
- (6) Salt River Project Electric System Redemption Fund, to be held by the Trustee.

**Construction Fund:** There shall be paid into the Construction Fund the amounts required to be so paid by the provisions of the Resolution, and there may be paid into the Construction Fund, at the option of the District, any moneys received for or in connection with the Electric System by the District from any other source, unless required to be otherwise applied as provided by the Resolution.

The proceeds of insurance maintained pursuant to the Resolution against physical loss of or damage to a Project, or of contractors’ performance bonds with respect thereto, pertaining to the period of construction thereof, shall be paid into the Construction Fund.

Unless otherwise provided herein, amounts in the Construction Fund shall be applied to the purpose or purposes specified in the Series Resolution authorizing the Bonds.

Notwithstanding any of the other provisions of this subheading, to the extent that other moneys are not available therefor, amounts in the Construction Fund shall be applied to the payment of principal of and interest on Bonds when due.

Amounts in the Construction Fund shall be invested by the District to the fullest extent practicable in Investment Securities maturing in such amounts and at such times as may be necessary to provide funds when needed to pay the Cost of Construction or such other purpose to which such moneys are applicable. The District may, and to the extent required for payments from the Construction Fund shall, sell any such Investment Securities at any time, and the proceeds of such sale, and of all payments at maturity and upon redemption of such investments, shall be held in the Construction Fund. Interest received on moneys or securities in the Construction Fund shall be deposited in the Construction Fund.

**Revenues and Revenue Fund:** The Resolution establishes a Revenue Fund and provides that there shall be promptly deposited by the District to the credit of the Revenue Fund all Revenues.

**Payment of Operating Expenses:** The District (a) shall out of the moneys in the Revenue Fund, pay, free and clear of any lien or pledge created by the Resolution, all amounts required for reasonable and necessary Operating Expenses, and (b) may at all times retain in the Revenue Fund amounts deemed by the District to be reasonable and necessary for working capital and reserves for Operating Expenses including expenses which do not recur annually; provided that the total amount of such reserves set aside during any year shall not exceed 20% of the amount of Operating Expenses for such year.

**Payments Into Certain Funds:** The District shall out of the moneys in the Revenue Fund not retained therein pursuant to this subheading, on or before each date for the payment of Debt Service, transfer and apply such amount to the Debt Service Fund (i) for credit to the Debt Service Account, to the extent required so that the balance in said Account shall equal the Aggregate Debt Service; provided that, for the purposes of computing the amount to be allocated to said Account, there shall be excluded the amount, if any, set aside in said Account which was deposited therein from the Rate Stabilization Fund or from the proceeds of Bonds less an amount equal to the interest accrued and unpaid and to accrue on Bonds (or any Refunding Bonds issued to refund Bonds) to the last day of the then current calendar month; and (ii) for credit to the Debt Reserve Account, an amount equal to one-twelfth of twenty percent ( 1/12 of 20%) of the amount necessary to make the total amount of moneys on deposit therein equal to the Debt Reserve Requirement; provided, however, that no deposits shall be required if the District shall deposit a Debt Reserve Account Credit Facility in the Debt Reserve Account in satisfaction of the Debt Reserve Requirement.

The District may out of the moneys in the Revenue Fund not retained therein pursuant to this subheading or applied pursuant to this subheading, upon a determination by an Authorized Officer of the District at any time prior to the next Debt Service payment date that sufficient funds are or will be available in the Debt Service Account to pay Debt Service on the next Debt Service payment date and that sufficient moneys, securities or a Debt Reserve Account Credit Facility equal to the Debt Reserve Requirement are or will be on deposit in the Debt Reserve Account to satisfy the Debt Reserve Requirement, transfer such amount as follows and in the following order:

(1) To the Rate Stabilization Fund, an amount deemed necessary by the District which may be used by the District for any lawful purpose; and

(2) To the General Fund, any such remaining balance in the Revenue Fund. Any amount so transferred to the General Fund of the District may be used by the District for any lawful purpose.

Provided, however, that so long as there shall be held in the Debt Service Fund an amount sufficient to fully pay all Outstanding Bonds in accordance with their terms (including principal or applicable sinking fund Redemption Price and interest thereon), no deposits shall be required to be made into the Debt Service Fund.

**Debt Service Fund: Debt Service Account:** The Trustee shall pay out of the Debt Service Account to the respective Paying Agents (i) on or before each interest payment date for any of the Bonds, the amount required for the interest payable on such date; (ii) on or before each Principal Installment due date, the amount required for the Principal Installment payable on such due date; and (iii) on or before the day preceding any redemption date for the Bonds, the amount required for the payment of interest on the Bonds then to be redeemed. Such amounts shall be applied by the Paying Agents on and after the due dates thereof. The Trustee shall also pay out of the Debt Service Account the accrued interest included in the purchase price of the Bonds purchased for retirement.

Amounts accumulated in the Debt Service Account with respect to any Sinking Fund Installment (together with amounts accumulated therein with respect to interest on the Bonds for which such Sinking Fund Installment was

established) may and, if so directed by the District, shall be applied by the Trustee, on or prior to the 60th day preceding the due date of such Sinking Fund Installment, to (i) the purchase of Bonds of the Series for which such Sinking Fund Installment was established, or (ii) the redemption at the applicable sinking fund Redemption Prices pursuant to Article IV of the Resolution, of such Bonds, if then redeemable by their terms. After the 60th day but on or prior to the 40th day preceding the due date of such Sinking Fund Installment, any amounts then on deposit in the Debt Service Account (exclusive of amounts, if any, set aside in said Account which were deposited therein from the proceeds of additional Bonds) may and, if so directed by the District, shall be applied by the Trustee to the purchase of Bonds of the Series for which such Sinking Fund Installment was established in an amount not exceeding that necessary to complete the retirement of the unsatisfied balance of such Sinking Fund Installment. All purchases of any Bonds pursuant to this subheading shall be made at prices not exceeding the applicable sinking fund Redemption Price of such Bonds plus accrued interest, and such purchases shall be made in such manner as the Trustee shall determine. The applicable sinking fund Redemption Price (or principal amount of maturing Bonds) of any Bonds so purchased or redeemed shall be deemed to constitute part of the Debt Service Account until such Sinking Fund Installment date, for the purpose of calculating the amount of such Account. As soon as practicable after the 40th day preceding the due date of any such Sinking Fund Installment, the Trustee shall proceed to call for redemption, by giving notice as provided in Section 4.05 of the Resolution, on such due date Bonds of the Series for which such Sinking Fund Installment was established (except in the case of Bonds maturing on a Sinking Fund Installment date) in such amount as shall be necessary to complete the retirement of the unsatisfied balance of such Sinking Fund Installment. The Trustee shall pay out of the Debt Service Account to the appropriate Paying Agents, on or before the day preceding such redemption date (or maturity date), the amount required for the redemption of the Bonds so called for redemption (or for the payment of such Bonds then maturing), and such amount shall be applied by such Paying Agents to such redemption (or payment). All expenses in connection with the purchase or redemption of Bonds shall be paid by the District from the Revenue Fund as an Operating Expense.

The amount, if any, deposited in the Debt Service Account from the proceeds of each Series of Bonds shall be set aside in such Account and applied to the payment of interest on the Bonds of such Series (or Refunding Bonds issued to refund such Bonds) as the same becomes due and payable.

***Debt Reserve Account:*** If on the first working day of any month the amount on deposit in the Debt Reserve Account shall be less than the Debt Reserve Requirement, the Trustee shall apply amounts from the Debt Service Fund to the extent necessary to make good the deficiency. In the event that there is on deposit in the Debt Reserve Account moneys and a Debt Reserve Account Credit Facility, the Trustee shall withdraw moneys prior to making a draw or claim, as the case may be, on a Debt Reserve Account Credit Facility.

Whenever the amount on deposit in the Debt Reserve Account shall exceed the Debt Reserve Requirement, such excess shall be allocated and applied by the District in the same manner as Revenues pursuant to the subheading entitled "Payments Into Certain Funds" under the caption entitled "Establishment of Funds and Application Thereof".

Whenever the amount in the Debt Reserve Account, together with the amount in the Debt Service Account, is sufficient to fully pay all Outstanding Bonds in accordance with their terms (including principal or applicable sinking fund Redemption Price and interest thereon), the funds on deposit in the Debt Reserve Account shall be transferred to the Debt Service Account.

The District may cause to be delivered to the Trustee for deposit into the Debt Service Account, and the Trustee shall upon its receipt so deposit, a Debt Reserve Account Credit Facility for the benefit of the Bondholders, which Debt Reserve Account Credit Facility shall be payable or available to be drawn upon, as the case may be (upon the giving of notice as required thereunder), on any date on which a deficiency in the Debt Service Fund exists which cannot be cured by moneys in any other fund or account held hereunder and available for such purpose; provided, however, (i) if a disbursement is made under the Debt Reserve Account Credit Facility, the District shall either reinstate the maximum limits of such Debt Reserve Account Credit Facility within twelve (12) months following such disbursement equal to the Debt Reserve Requirement or deposit into the Debt Reserve Account moneys in the amount of the disbursement made under such Debt Reserve Account Credit Facility, or a combination of such alternatives as shall equal the Debt Reserve Requirement; (ii) if any such Debt Reserve Account Credit Facility for deposit in the Debt Service Reserve Fund is obtained and if six (6) months prior to the expiration thereof, the Debt Reserve Account is less than the Debt Reserve Requirement, the District shall cause the reinstatement of the maximum limits of such existing Debt Reserve Account Credit Facility, or shall obtain a substitute to the extent necessary to fund the Debt Reserve Account at the Debt Reserve Requirement; and (v) if a nationally recognized

rating agency shall downgrade the rating of the Bonds, if any, as a result of such deposit of any such Debt Reserve Account Credit Facility or the rating of the provider thereof drops below the highest rating category for a nationally recognized rating agency, then the District shall deliver to the Trustee for deposit in the Debt Reserve Account a replacement of such Debt Reserve Account Credit Facility, in like amount and form acceptable to the Trustee and such that the nationally recognized rating agency will not reduce or withdraw their ratings, if any, on the Bonds, or deposit moneys in an amount sufficient to fund the Debt Reserve Account in an amount equal to the Debt Reserve Requirement within twelve (12) months following such downgrade.

***Rate Stabilization Fund:*** There may be deposited in the Rate Stabilization Fund any amounts deemed necessary by the District to be used for any lawful purpose of the District, including but not limited to making any deposits required by the Resolution to any Fund, as determined by the District; provided, however, that no such deposit to any such Fund shall be required; provided further, however, that if at any time the amounts in the Operating Fund or Debt Service Fund shall be less than the current requirements thereof, the District shall withdraw from the Rate Stabilization Fund and deposit in such other Funds the amount necessary (or all the moneys in the Rate Stabilization Fund, if less than the amounts necessary, applying available amounts in the order of priority and otherwise as specified under the subheading entitled "Payments Into Certain Funds" under the caption entitled "Establishment of Funds and Application Thereof") to make up such deficiency. Amounts on deposit in the Rate Stabilization Fund may be invested by the District to the fullest extent practicable in Investment Securities. The District may sell any such Investment Securities at any time, and the proceeds of such sale, and of all payments at maturity and upon redemption of such investments, shall be held in the Rate Stabilization Fund. Interest received on moneys or securities in the Rate Stabilization Fund shall be deposited in the Rate Stabilization Fund. Amounts in the Rate Stabilization Fund which the District may determine to be in excess of the amount required to be maintained therein shall be transferred to the Revenue Fund. Amounts on deposit in the Rate Stabilization Fund are not subject to the lien or pledge created by the Resolution.

***Redemption Fund:*** There shall be deposited in the Redemption Fund amounts required to be deposited therein pursuant to the subheading entitled "Creation of Liens: Sale and Lease of Properties" under the caption entitled "Certain Other Covenants" and the caption entitled "Reconstruction; Application of Insurance Proceeds". Amounts in the Redemption Fund shall be used by the District for the purchase or redemption of any Bonds, and expenses in connection with the purchase or redemption of any Bonds.

(Resolution, Sections 5.02-5.08; 5.10).

### **Operation and Maintenance of Electric System**

The District shall at all times operate or cause to be operated the Electric System properly and in an efficient and economical manner, consistent with good business and utility operating practices, and shall maintain, preserve, reconstruct and keep the same or cause the same to be so maintained, preserved, reconstructed and kept, with the appurtenances and every part and parcel thereof, in good repair, working order and condition, and shall from time to time make, or cause to be made, all necessary and proper repairs, replacements and renewals so that at all times the operation of the Electric System may be properly and advantageously conducted; provided, however, that nothing contained herein shall prevent the District from exercising its powers under the subheading entitled "Creation of Liens: Sale and Lease of Properties" under the caption entitled "Certain Other Covenants"; provided further, however, that any sale-leaseback or lease-leaseback of any part of the Electric System or other similar contractual arrangements, the effect of which is that the District continues to retain the Revenues therefrom, shall not constitute a lease or disposition of such part of the Electric System for purposes described under the subheading entitled "Creation of Liens: Sale and Lease of Properties" under the caption entitled "Certain Other Covenants" and any proceeds therefrom shall be treated as Revenues.

(Resolution, Section 7.10).

### **Reconstruction; Application of Insurance Proceeds**

If any useful portion of the Electric System shall be damaged or destroyed, the District shall, as expeditiously as possible, continuously and diligently prosecute the reconstruction or replacement thereof, unless the District determines that such reconstruction and replacement is not in the interest of the District and the Bondholders. The proceeds of any insurance shall be paid on account of such damage or destruction, other than business interruption

loss insurance, shall be held by the District in the Construction Fund and made available for, and to the extent necessary be applied to, the cost of such reconstruction or replacement, or shall be applied to the construction or acquisition of any properties or assets of the Electric System. Pending such application, such proceeds may be invested by the District in Investment Securities which mature not later than such times as shall be necessary to provide moneys when needed to pay such cost of reconstruction or replacement or acquisition. Interest earned on such investments shall be deposited in the Construction Fund. The proceeds of any such insurance not applied by the District to constructing or replacing damaged or destroyed property or in acquiring property or assets of the Electric System shall be paid to the Trustee for deposit in the Redemption Fund.

The proceeds of business interruption loss insurance, if any, shall be paid into the Revenue Fund.

(Resolution, Section 7.13).

### **Transfer from General Fund**

In the event there is a deficiency in the Debt Service Account and if such a deficiency is not paid from other sources, the District shall transfer money in the General Fund to the Debt Service Account an amount sufficient to make up such deficiency.

(Resolution, Section 7.17).

### **Electric System Rate Covenant**

The District shall charge and collect rates, fees and other charges for the sale of electric power and energy and other services, facilities and commodities of the Electric System as shall be required to provide revenues and income (including investment income) at least sufficient in each Fiscal Year for the payment of the sum of:

- (a) Operating Expenses during such Fiscal Year, including reserves, if any, therefor provided for in the Annual Budget for such year;
- (b) An amount equal to the Aggregate Debt Service for such Fiscal Year;
- (c) The amount, if any, to be paid during such Fiscal Year into the Debt Reserve Account in the Debt Service Fund; and
- (d) All other charges or liens whatsoever payable out of revenues and income during such Fiscal Year and, to the extent not otherwise provided for, all amounts payable on Subordinated Indebtedness.

If, in any Fiscal Year, the revenues and income collected shall not have been sufficient to provide all of the payments and meet all other requirements as specified in the preceding paragraphs in this caption, the District shall as promptly as permitted by law establish and place in effect a schedule of rates, fees and charges which will cause sufficient revenues and income to be collected. For purposes of this caption, at any time, revenues and income collected shall include any amounts withdrawn or expected to be withdrawn thereafter in any Fiscal Year from the Rate Stabilization Fund which were on deposit therein prior to such Fiscal Year.

The failure in any Fiscal Year to comply with the Electric System Rate Covenant shall not constitute an Event of Default under the Resolution, if the District shall comply with the requirements of the immediately preceding paragraph.

***For purposes of the calculations specified in this section: (1) any calculation of Debt Service on Outstanding Bonds for any period of time shall be reduced by the amount of any Federal Subsidy that the District receives or expects to receive during such period of time relating to or in connection with such Outstanding Bonds; and (2) to the extent the calculation of Debt Service on Outstanding Bonds is reduced by the Federal Subsidy as provided in clause (1) of this paragraph, any calculation of Revenues for any period of time shall be reduced by the amount of any Federal Subsidy received or expected to be received by the District with respect to or in connection with such Outstanding Bonds during such period of time.***

(Resolution, Section 7.11).

## **Certain Other Covenants**

***No Free Service:*** The District will not furnish or supply power or energy free of charge to any person, firm or corporation, public or private, and the District shall promptly enforce the payment of any and all accounts owing to the District by reason of the ownership and operation of the Electric System, to the extent dictated by sound business practice.

(Resolution, Section 7.11-3).

***Power to Operate Electric System and Collect Rates and Fees:*** The District has good right and lawful power to construct, reconstruct, improve, maintain, operate and repair the Electric System, and to fix and collect rates, fees, rents and other charges in connection therewith.

(Resolution, Section 7.06).

***Creation of Liens: Sale and Lease of Properties:*** The District shall not hereafter issue any bonds or other evidences of indebtedness payable out of or secured by a pledge of any revenues or income of the Electric System, except as in this Resolution provided.

The District shall not issue any bonds or other evidences of indebtedness other than the Bonds, payable out of or secured by a pledge of any revenues or income of the Electric System or of the moneys, securities or funds held or set aside by the District or by the Fiduciaries under the Resolution and shall not create or cause to be created any lien or charge on any revenues or income of the Electric System, or such moneys, securities or funds; provided, however, that nothing contained in the Resolution shall prevent the District from issuing Subordinated Indebtedness as provided in the caption entitled "Subordinated Indebtedness", and provided further that the District may, for its authorized purposes, make or assume loans with the United States of America, which loans may be secured by lien on revenues and income of the Electric System prior to the lien of the Bonds issued hereunder.

The District may sell or exchange at any time and from time to time any property constituting part of the Electric System and may lease or make contracts or grant licenses for the operation of, or grant easements or other rights with respect to, any part of the Electric System if (i) in the sole judgment of the District it is advisable to take such action, (ii) such action shall not impair the ability of the District to make Debt Service payments, and (iii) such action does not materially impede or unduly restrict the operation by the District of the Electric System. Except as provided under the caption entitled "Operation and Maintenance of Electric System", any proceeds of any such sale, exchange, lease, contract or license shall at the discretion of the District be deposited in the Redemption Fund for application to the purchase or redemption of Bonds or be applied for any lawful purpose.

(Resolution, Section 7.07).

***Insurance:*** The District shall provide protection for the Electric System in accordance with sound electric utility practice which may consist of insurance, self insurance and indemnities. Any insurance shall be in the form of policies or contracts for insurance with insurers of good standing, shall be payable to the District as its interest may appear, and may provide for such deductibles, exclusions, limitations, restrictions and restrictive endorsements customary in policies for similar coverage issued to entities operating properties similar to the properties of the Electric System. Any self insurance shall be in the amounts, manner and of the types provided by entities operating properties similar to the properties of the Electric System.

(Resolution, Section 7.12).

***Accounts and Reports:*** The District shall keep, in accordance with Accounting Practice, proper books of record and account of its transactions relating to the Electric System and the Funds and Accounts established by the Resolution, together with all contracts for the sale of power and energy and all other books and papers of the District, including insurance policies, relating to the Electric System and such Funds and accounts.

The Trustee shall advise the District promptly after the end of each month of its transactions during such month relating to the funds and accounts held by it under the Resolution.

The District shall annually, within 180 days after the close of each fiscal year, file with the Trustee, and otherwise as provided by law, a copy of the annual report of the District for such year, accompanied by an Accountant's Report. In addition, the District will file with the Trustee a statement, or statements, accompanied by an Accountant's Report of each fund and account established under the Resolution, summarizing the receipts therein and disbursements therefrom during such year and the amounts held therein at the end of each year. Such Accountant's Report on the statement summarizing the transactions in the funds established under the Resolution shall state whether or not, to the knowledge of the signer, the District is in default with respect to any of the covenants, agreements or conditions as set forth under the subheading entitled "Events of Default" under the caption entitled "Events of Default and Remedies", insofar as they pertain to accounting matters and, if so, the nature of such default; provided, however, that to the extent such statement would be contrary to the then current recommendations of the American Institute of Certified Public Accountants or other governing or regulatory entities that provide similar guidance, the District may file a certificate with the Trustee executed by an Authorized Officer of the District certifying to those matters not otherwise stated in the Accountant's Report, which District certification, together with the Accountant's Report so filed, shall be deemed to have satisfied the requirements of this paragraph.

The reports, statements and other documents required to be furnished to the Trustee pursuant to this caption shall be available for the inspection of the Revenue Bondholders at the office of the Trustee and shall be mailed to each Revenue Bondholder who shall file a written request therefore with the District.

(Resolution, Section 7.14).

### **Defeasance**

If the District shall pay or cause to be paid or there shall otherwise be paid, to the Holders of any Bonds the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated therein and in the Resolution, then the pledge of any Revenues, and other moneys and securities pledged under the Resolution and all covenants, agreements and other obligations of the District to the Bondholders, shall thereupon cease, terminate and become void and be discharged and satisfied. In such event, the Trustee shall cause an accounting for such period or periods as shall be requested by the District to be prepared and filed with the District and, upon the request of the District, shall execute and deliver to the District all such instruments as may be desirable to evidence such discharge and satisfaction, and the Fiduciaries shall pay over or deliver to the District all moneys or securities held by them pursuant to the Resolution which are not required for the payment of principal or Redemption Price, if applicable, on Bonds or payment of interest. If the District shall pay or cause to be paid, or there shall otherwise be paid, to the Holders of all Outstanding Bonds of a particular Series the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated therein and in the Resolution, such Bonds shall cease to be entitled to any lien, benefit or security under the Resolution, and all covenants, agreements and obligations of the District to the Holders of such Bonds shall thereupon cease, terminate and become void and be discharged and satisfied.

Bonds or the principal or interest installments or Redemption Price for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Paying Agents (through deposit by the District of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect expressed in the preceding paragraph. Any Outstanding Bonds of any Series shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect expressed in the preceding paragraph if (a) in case any of said Bonds are to be redeemed on any date prior to their maturity, the District shall have given to the Trustee in form satisfactory to it irrevocable instructions to publish as provided in Article IV of the Resolution notice of redemption of such Bonds on said date, (b) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Defeasance Securities the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient, to pay when due the principal or Redemption Price, if applicable, and interest due and to become due on said Bonds on and prior to the redemption date or maturity date thereof, as the case may be, and (c) in the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the District shall have given the Trustee in form satisfactory to it irrevocable instructions to publish, as soon as practicable, at least twice, at an interval of not less than seven days between publications, in the Authorized Newspapers a notice to the owners of such Bonds that the deposit required by (b) above has been made with the Trustee and that said Bonds are deemed to have been paid in accordance with

this caption and stating such maturity or redemption date upon which moneys are available for the payment of the principal or Redemption Price, if applicable, on said Bonds. Neither Defeasance Securities nor moneys deposited with the Trustee pursuant to this caption nor principal or interest payments on any such Defeasance Securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if applicable, and interest on said Bonds; provided that any cash received from such principal or interest payments on such Defeasance Securities deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Defeasance Securities maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if applicable, and interest to become due on said Bonds on and prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the District, as received by the Trustee, free and clear of any trust, lien or pledge.

Anything in the Resolution to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Bonds which remain unclaimed for five years after the date when such Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for five years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when such Bonds became due and payable, shall, at the written request of the District, be repaid by the Fiduciary to the District, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the Bondholders shall look only to the District for the payment of such Bonds; provided, however, that before being required to make any such payment to the District, the Fiduciary shall, at the expense of the District, cause to be published at least twice, at an interval of not less than seven days between publications, in the Authorized Newspapers, a notice that said moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than 30 days after the date of the first publication of such notice, the balance of such moneys then unclaimed will be returned to the District.

(Resolution, Section 12.01).

### **Events of Default and Remedies**

***Events of Default:*** If one or more of the following events (in the Resolution called “Events of Default”) shall happen, that is to say:

(i) if default shall be made in the due and punctual payment of the principal or Redemption Price of any Bond when and as the same shall become due and payable, whether at maturity or by call for redemption, or otherwise,

(ii) if default shall be made in the due and punctual payment of any installment of interest on any Bond or the unsatisfied balance of any Sinking Fund Installment therefor (except when such Installment is due on the maturity date of such Bond), when and as such interest installment or Sinking Fund Installment shall become due and payable, and such default shall continue for a period of 30 days,

(iii) if default shall be made by the District in the performance or observance of the covenants, agreements and conditions on its part as provided under the caption entitled “Electric System Rate Covenant”,

(iv) if default shall be made by the District in the performance or observance of any other of the covenants, agreements or conditions on its part in the Resolution or in the Bonds contained, and such default shall continue for a period of 60 days after written notice thereof to the District by the Trustee or to the District and to the Trustee by the Holders of not less than a majority in principal amount of the Bonds Outstanding, provided that if such default shall be such that it cannot be corrected within such sixty day period, it shall not constitute an Event of Default if corrective action is instituted within such period and diligently pursued until the failure is corrected, or

(v) if (1) a decree or order for relief is entered by a court having jurisdiction of the District adjudging the District a bankrupt or insolvent or approving as properly filed a petition seeking reorganization, arrangement, adjustment or composition in respect of the District in any involuntary case under the Federal bankruptcy laws, or under any other applicable law or statute of the United States of America or of the State of Arizona; (2) a receiver, liquidator, assignee, custodian, trustee, sequester or other similar official of the District or of any substantial portion of its property is appointed; or (3) the winding up or liquidation of its affairs is ordered and

the continuance of any such decree or order unstayed and in effect for a period of sixty (60) consecutive days, then, and in each and every such case, so long as such Event of Default shall not have been remedied, unless the principal of all the Bonds shall have already become due and payable, either the Trustee (by notice in writing to the District), or the Holders of not less than 25% in principal amount of the Bonds Outstanding (by notice in writing to the District and the Trustee), may declare the principal of all the Bonds then Outstanding and the interest accrued thereon, to be due and payable immediately, and upon any such declaration the same shall become and be immediately due and payable, anything in the Resolution or in any of the Bonds contained to the contrary notwithstanding. The right of the Trustee or of the Holders of not less than 25% in principal amount of the Bonds to make any such declaration as aforesaid, however, is subject to the condition that if, at any time after such declaration, but before the Bonds shall have matured by their terms, all overdue installments of interest upon the Bonds, together with interest on such overdue installments of interest to the extent permitted by law, and the reasonable and proper charges, expenses and liabilities of the Trustee, and all other sums then payable by the District under the Resolution (except the principal of, and interest accrued since the next preceding interest date on, the Bonds due and payable solely by virtue of such declaration) shall either be paid by or for the account of the District or provision satisfactory to the Trustee shall be made for such payment, and all defaults under the Bonds or under the Resolution (other than the payment of principal and interest due and payable solely by reason of such declaration) shall be made good or be secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, then and in every such case the Holders of a majority in principal amount of the Bonds Outstanding, by written notice to the District and to the Trustee, may rescind such declaration and annul such default in its entirety, or, if the Trustee shall have acted itself, and if there shall not have been theretofore delivered to the Trustee written direction to the contrary by the Holders of a majority in principal amount of the Bonds then Outstanding, then any such declaration shall ipso facto be deemed to be rescinded and any such default and its consequences shall ipso facto be deemed to be annulled, but no such rescission and annulment shall extend to or affect any subsequent default or impair or exhaust any right or power consequent thereon.

***Accounting and Examination of Records After Default:*** The District covenants that if an Event of Default shall have happened and shall not have been remedied, the books of record and account of the District and all other records relating to the Electric System shall at all times be subject to the inspection and use of the Trustee and of its agents and attorneys, including the engineer or firm of engineers appointed pursuant to the subheading entitled “Application of Revenues and other Moneys After Default” under this caption.

The District covenants that if an Event of Default shall happen and shall not have been remedied, the District, upon demand of the Trustee, will account, as if it were the trustee of an express trust, for all Revenues and other moneys, securities and funds pledged or held under the Resolution for such period as shall be stated in such demand.

***Application of Revenues and other Moneys After Default:*** The District covenants that if an Event of Default shall happen and shall not have been remedied, the District, upon demand of the Trustee, shall pay over to the Trustee (i) forthwith, all moneys, securities and funds then held by the District in any Fund or Account under the Resolution, and (ii) all Revenues as promptly as practicable after receipt thereof.

During the continuance of an Event of Default, the Trustee shall apply such moneys, securities, funds and Revenues and the income therefrom as follows and in the following order:

(i) to the payment of the amounts required for reasonable and necessary Operating Expenses, and for reasonable renewals, repairs and replacements of the Electric System necessary to prevent loss of Revenues, as certified to the Trustee by an independent engineer or firm of engineers of recognized standing (who may be an engineer or firm of engineers retained by the District for other purposes) selected by the Trustee. For this purpose the books of record and accounts of the District relating to the Electric System shall at all times be subject to the inspection of such engineer or firm of engineers during the continuance of such Event of Default;

(ii) to the payment of the reasonable and proper charges, expenses and liabilities of the Trustee and of any engineer or firm of engineers selected by the Trustee pursuant to Article VIII of the Resolution;

(iii) to the payment of the interest and principal or Redemption Price then due on the Bonds, subject to the provisions of Section 7.02 of the Resolution, as follows:

(a) unless the principal of all of the Bonds shall have become or have been declared due and payable,

**First:** To the payment to the persons entitled thereto of all installments of interest then due in the order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment or installments maturing on the same date, then to the payment thereof ratably, according to the amounts due thereon, to the persons entitled thereto, without any discrimination or preference; and

**Second:** To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates, and if the amount available shall not be sufficient to pay in full all the Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

(b) if the principal of all of the Bonds shall have become or have been declared due and payable, to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bonds over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference.

If and whenever all overdue installments of interest on all Bonds, together with the reasonable and proper charges, expenses and liabilities of the Trustee, and all other sums payable by the District under the Resolution, including the principal and Redemption Price of and accrued unpaid interest on all Bonds which shall then be payable by declaration or otherwise, shall either be paid by or for the account of the District, or provision satisfactory to the Trustee shall be made for such payment, and all defaults under the Resolution or the Bonds shall be made good or secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, the Trustee shall pay over to the District all moneys, securities, funds and Revenues then remaining unexpended in the hands of the Trustee (except moneys, securities, funds or Revenues deposited or pledged, or required by the terms of the Resolution to be deposited or pledged, with the Trustee), and thereupon the District and the Trustee shall be restored, respectively, to their former positions and rights under the Resolution, and all Revenues shall thereafter be applied as provided in Article V of the Resolution. No such payment over to the District by the Trustee or resumption of the application of Revenues as provided in Article V of the Resolution shall extend to or affect any subsequent default under the Resolution or impair any right consequent thereon.

**Proceedings Brought by Trustee:** If an Event of Default shall happen and shall not have been remedied, then and in every such case, the Trustee, by its agents and attorneys, may proceed, and upon written request of the Holders of not less than [a majority] in principal amount of the Bonds Outstanding shall proceed, to protect and enforce its right and the rights of the Holders of the Bonds under the Resolution forthwith by a suit or suits in equity or at law, whether for the specific performance of any covenant herein contained, or in aid of the execution of any power herein granted, or for an accounting against the District as if the District were the trustee of an express trust, or in the enforcement of any other legal or equitable right as the Trustee, being advised by counsel, shall deem most effectual to enforce any of its rights or to perform any of its duties under the Resolution.

All rights of action under the Resolution may be enforced by the Trustee without the possession of any of the Bonds or the production thereof on the trial or other proceedings, and any such suit or proceedings instituted by the Trustee shall be brought in its name.

The Holders of not less than a majority in principal amount of the Bonds at the time Outstanding may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred upon the Trustee, provided that the Trustee shall have the right to decline to follow any such direction if the Trustee shall be advised by counsel that the action or proceeding so directed may not lawfully be taken, or if the Trustee in good faith shall determine that the action or proceeding so directed would involve the Trustee in personal liability or be unjustly prejudicial to the Bondholders not parties to such direction.

Upon commencing a suit in equity or upon other commencement of judicial proceedings by the Trustee to enforce any right under the Resolution, the Trustee shall be entitled to exercise any and all rights and powers conferred in the Resolution and provided to be exercised by the Trustee upon the occurrence of an Event of Default.

Regardless of the happening of an Event of Default, the Trustee shall have power to, but unless requested in writing by the Holders of a majority in principal amount of the Bonds then Outstanding, and furnished with reasonable security and indemnity, shall be under no obligation to, institute and maintain such suits and proceedings as it may be advised shall be necessary or expedient to prevent any impairment of the security under the Resolution by any acts which may be unlawful or in violation of the Resolution, and such suits and proceedings as the Trustee may be advised shall be necessary or expedient to preserve or protect its interest and the interest of the Bondholders.

***Restriction on Bondholder's Action:*** No Holder of any Bond shall have any right to institute any suit, action or proceeding at law or in equity for the enforcement of any provision of the Resolution or the execution of any trust under the Resolution or for any remedy under the Resolution, unless such Holder shall have previously given to the Trustee written notice of the happening of an Event of Default, as provided in Article VIII of the Resolution, and the Holders of [not less than a majority] in principal amount of the Bonds then Outstanding shall have filed a written request with the Trustee, and shall have offered it reasonable opportunity, either to exercise the powers granted in the Resolution or by the Act or by the laws of Arizona or to institute such action, suit or proceeding in its own name, and unless such Holders shall have offered to the Trustee adequate security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused to comply with such request for a period of 60 days after receipt by it of such notice, request and offer of indemnity, it being understood and intended that no one or more Holders of Bonds shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the pledge created by the Resolution, or to enforce any right under the Resolution, except in the manner therein provided; and that all proceedings at law or in equity to enforce any provision of the Resolution shall be instituted, had and maintained in the manner provided in the Resolution and for the equal benefit of all Holders of the Outstanding Bonds, subject only to the provisions of Section 7.02 of the Resolution.

Nothing in the Resolution or in the Bonds contained shall affect or impair the obligation of the District, which is absolute and unconditional, to pay at the respective dates of maturity and places therein expressed the principal of and interest on the Bonds to the respective Holders thereof, or affect or impair the right of action, which is also absolute and unconditional, of any Holder to enforce such payment of his Bond.

***Remedies Not Exclusive:*** No remedy by the terms of the Resolution conferred upon or reserved to the Trustee or the Bondholders is intended to be exclusive of any other remedy, but each and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Resolution or existing at law or equity or by statute on or after the date of adoption of this Resolution.

***Effect of Waiver and Other Circumstances:*** No delay or omission of the Trustee or of any Bondholder to exercise any right or power arising upon the happening of an Event of Default shall impair any right or power or shall be construed to be a waiver of any such default or be an acquiescence therein; and every power and remedy given by Article VIII of the Resolution to the Trustee or to the Bondholders may be exercised from time to time and as often as may be deemed expedient by the Trustee or by the Bondholders.

Prior to the declaration of maturity of the Bonds as provided under the subheading entitled "Events of Default" under this caption, the Holders of not less than 25% in principal amount of the Bonds at the time Outstanding, or their attorneys-in-fact duly authorized, may, on behalf of the Holders of all of the Bonds waive any past default under the Resolution and its consequences, except a default in the payment of interest on or principal of or premium (if any) on any of the Bonds. No such waiver shall extend to any subsequent or other default or impair any right consequent thereon.

***Notice of Default:*** The Trustee shall promptly mail to registered Holders of Bonds, and to all Bondholders who shall have filed their names and addresses with the Trustee for such purpose written notice of the occurrence of any Event of Default. If for any Fiscal Year the Revenues shall be insufficient to comply with the provisions under the caption entitled "Electric System Rate Covenant", the Trustee, on or before the 30th day after receipt of the annual audit, shall mail to such registered Holders and such Bondholders written notice of such failure.

***Responsibilities of Fiduciaries:*** The recitals of fact herein and in the Bonds contained shall be taken as the statements of the District and no Fiduciary assumes any responsibility for the correctness of the same. No Fiduciary makes any representations as to the validity or sufficiency of the Resolution or of any Bonds issued thereunder or as to the security afforded by the Resolution, and no Fiduciary shall incur any liability in respect thereof. No Fiduciary

shall be under any responsibility or duty with respect to the application of any moneys paid to the District or to any other Fiduciary. No Fiduciary shall be under any obligation or duty to perform any act, which would involve it in expense or liability, or to institute or defend any suit in respect hereof, or to advance any of its own moneys, unless properly indemnified. Subject to the provisions of the following paragraph, no Fiduciary shall be liable in connection with the performance of its duties hereunder except for its own negligence, misconduct or default.

The Trustee, prior to the occurrence of an Event of Default and after the curing of all Events of Default which may have occurred, undertakes to perform such duties and only such duties as are specifically set forth in the Resolution. In case an Event of Default has occurred (which has not been cured) the Trustee shall exercise such of the rights and powers vested in it by the Resolution, and use the same degree of care and skill in their exercise, as a prudent man would exercise or use under the circumstances in the conduct of his own affairs. Any provision of the Resolution relating to action taken or to be taken by the Trustee or to evidence upon which the Trustee may rely shall be subject to the provisions of this subheading.

(Resolution, Sections 8.01-8.08, 9.03).

### **Supplemental Resolutions**

For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution of the District may be adopted, which, upon the filing with the Trustee of a copy thereof certified by an Authorized Officer of the District, shall be fully effective in accordance with its terms:

(1) To close the Resolution against, or provide limitations and restrictions in addition to the limitations and restrictions contained in the Resolution on, the delivery of Bonds or the issuance of other evidences of indebtedness;

(2) To add to the covenants and agreements of the District in the Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect;

(3) To add to the limitations and restrictions in the Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with the Resolution as theretofore in effect;

(4) To authorize Bonds of a Series and, in connection therewith, specify and determine the matters and things referred to in Section 2.02 of the Resolution, and also any other matters and things relative to such Bonds which are not contrary to or inconsistent with the Resolution as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first delivery of such Bonds;

(5) To confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, the Resolution, of the Revenues or of any other moneys, securities or funds;

(6) To modify any of the provisions of the Resolution in any respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Bonds of any Series Outstanding at the date of the adoption of such Supplemental Resolution shall cease to be Outstanding, and (ii) such Supplemental Resolution shall be specifically referred to in the text of all Bonds of any Series delivered after the date of the adoption of such Supplemental Resolution and of Bonds issued in exchange therefor or in place thereof;

(7) To modify any of the provisions of the Resolution to permit compliance with any amendment to the Internal Revenue Code of 1986, as amended, or any successor thereto, as the same may be in effect from time to time, if, in the Opinion of Bond Counsel, failure to so modify the Resolution either would adversely affect the ability of the District to issue Bonds the interest on which is excludable from gross income for purposes of federal income taxation, or is necessary or advisable to preserve such exclusion with respect to any Outstanding Bonds;

(8) To comply with such regulations and procedures as are from time to time in effect relating to establishing and maintaining a book-entry-only system;

(9) To provide for the issuance of Bonds in coupon form payable to bearer;

(10) To comply with the requirements of any nationally recognized rating agency in order to maintain or improve a rating on the Bonds by such rating agency;

(11) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Resolution; or

(12) To insert such provisions clarifying matters or questions arising under the Resolution as are necessary or desirable and are not contrary to or inconsistent with the Resolution as theretofore in effect.

***Supplemental Resolutions Effective With Consent of Trustee:*** At any time or from time to time, a Supplemental Resolution may be adopted subject to consent by Bondholders in accordance with and subject to the provisions of Article XI of the Resolution, which Supplemental Resolution, upon the filing with the Trustee of a copy thereof certified by an Authorized Officer of the District and upon compliance with the provisions of said Article XI, shall become fully effective in accordance with its terms as provided in said Article XI.

***General Provisions:*** The Resolution shall not be modified or amended in any respect except as provided in and in accordance with and subject to the provisions of Article X and Article XI of the Resolution. Nothing in Article X or Article XI of the Resolution contained shall affect or limit the right or obligation of the District to adopt, make, do, execute, acknowledge or deliver any resolution, act or other instrument pursuant to the provisions of Section 7.04 of the Resolution or the right or obligation of the District to execute and deliver to any Fiduciary any instrument which elsewhere in the Resolution it is provided shall be delivered to said Fiduciary.

Any Supplemental Resolution referred to and permitted or authorized by this caption may be adopted by the District without the consent of any of the Bondholders, but shall become effective only on the conditions, to the extent and at the time provided in said Sections, respectively. The copy of every Supplemental Resolution when filed with the Trustee shall be accompanied by a Counsel's Opinion stating that such Supplemental Resolution has been duly and lawfully adopted in accordance with the provisions of the Resolution, is authorized or permitted by the Resolution, and is valid and binding upon the District and enforceable in accordance with its terms.

The Trustee is authorized to accept the delivery of a certified copy of any Supplemental Resolution referred to and permitted or authorized by this caption and subheading and to make all further agreements and stipulations which may be therein contained, and the Trustee, in taking such action, shall be fully protected in relying on an opinion of counsel (which may be a Counsel's Opinion) that such Supplemental Resolution is authorized or permitted by the provisions of the Resolution.

No Supplemental Resolution shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto.

(Resolution, Section 10.01-10.03).

#### **Amendment with Consent of Bondholders**

Any modification or amendment of the Resolution and of the rights and obligations of the District and of the Holders of the Bonds thereunder, in any particular, may be made by a Supplemental Resolution, with the written consent given as provided in the following paragraph of the Holders of at least two-thirds in principal amount of the Bonds Outstanding at the time such consent is given, and (ii) in case less than all of the several Series of Bonds then Outstanding or less than all the Bonds of a Series then Outstanding are affected by the modification or amendment, of the Holders of at least two-thirds in principal amount of the Bonds so affected and Outstanding at the time such consent is given, and (iii) in case the modification or amendment changes the terms of any Sinking Fund Installment, of Holders of at least two-thirds in principal amount of the Bonds entitled to such Sinking Fund Installment and Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like Series and maturity remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under this paragraph. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bond

or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the Holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto. For the purpose of this paragraph, a Series shall be deemed to be affected by a modification or amendment of the Resolution if the same adversely affects or diminishes the rights of the Holders of Bonds of such Series.

The District may at any time adopt a Supplemental Resolution making a modification or amendment permitted by the preceding paragraph, to take effect when and as provided in this paragraph. A copy of such Supplemental Resolution (or brief summary thereof or reference thereto in form approved by Trustee, together with a request to Bondholders for their consent thereto in form satisfactory to the Trustee), shall be mailed by the District to Bondholders and shall be published in the Authorized Newspapers at least once a week for two successive weeks (but failure to mail such copy and request shall not affect the validity of the Supplemental Resolution when consented to as provided in this paragraph). Such Supplemental Resolution shall not be effective unless and until (i) there shall have been filed with the Trustee (a) the written consents of Holders of the percentages of Outstanding Bonds specified in the preceding paragraph and (b) a Counsel's Opinion stating that such Supplemental Resolution has been duly and lawfully adopted and filed by the District in accordance with the provisions of the Resolution, is authorized or permitted by the Resolution, and is valid and binding upon the District and enforceable in accordance with its terms, and (ii) a notice shall have been published as provided in this paragraph. Each such consent shall be effective only if accompanied by proof of the holding, at the date of such consent, of the Bonds with respect to which such consent is given, which proof shall be such as is permitted by Section 12.02 of the Resolution. A certificate or certificates by the Trustee filed with the Trustee that it has examined such proof and such proof is sufficient in accordance with Section 12.02 of the Resolution shall be conclusive that the consents have been given by the Holders of the Bonds described in such certificate or certificates of the Trustee. Any such consent shall be binding upon the Holder of the Bonds giving such consent and, anything in Section 12.02 of the Resolution to the contrary notwithstanding, upon any subsequent Holder of such Bonds and of any Bonds issued in exchange therefor (whether or not such subsequent Holder thereof has notice thereof) unless such consent is revoked in writing by the Holder of such Bonds giving such consent or a subsequent Holder thereof by filing with the Trustee, prior to the time when the written statement of the Trustee provided for in this paragraph is filed, such revocation and, if such Bonds are transferable by delivery, proof that such Bonds are held by the signer of such revocation in the manner permitted by Section 12.02 of the Resolution. The fact that a consent has not been revoked may likewise be proved by a certificate of the Trustee filed with the Trustee to the effect that no revocation thereof is on file with the Trustee. At any time after the Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution, the Trustee shall make and file with the District and the Trustee a written statement that the Holders of such required percentages of Bonds have filed such consents. Such written statement shall be conclusive that such consents have been so filed. At any time thereafter notice, stating in substance that the Supplemental Resolution (which may be referred to as Supplemental Resolution adopted by the District on a stated date, a copy of which is on file with the Trustee) has been consented to by the Holders of the required percentages of Bonds and will be effective as provided in this paragraph, may be given to Bondholders by the District by mailing such notice to Bondholders (but failure to mail such notice shall not prevent such Supplemental Resolution from becoming effective and binding as provided in this paragraph) and by publishing the same in the Authorized Newspapers at least once not more than 90 days after the Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution and the written statement of the Trustee hereinabove provided for is filed. The District shall file with the Trustee proof of the publication of such notice and, if the same shall have been mailed to Bondholders, of the mailing thereof. A record, consisting of the papers required or permitted by this paragraph to be filed with the Trustee, shall be proof of the matters therein stated. Such Supplemental Resolution making such amendment or modification shall be deemed conclusively binding upon the District, the Fiduciaries and the Holders of all Bonds at the expiration of 40 days after the filing with the Trustee of the proof of the first publication of such last mentioned notice, except in the event of a final decree of a court of competent jurisdiction setting aside such Supplemental Resolution in a legal action or equitable proceeding for such purpose commenced within such 40 day period; provided, however, that any Fiduciary and the District during such 40 day period and any such further period during which any such action or proceeding may be pending shall be entitled in their absolute discretion to take such action, or to refrain from taking such action, with respect to such Supplemental Resolution as they may deem expedient.

(Resolution, Sections 11.02 and 11.03).

## APPENDIX C — FORM OF BOND COUNSEL OPINION

October 4, 2011

Board of Directors  
Salt River Project Agricultural  
Improvement and Power District  
Tempe, Arizona 85281

Ladies and Gentlemen:

We have examined the Constitution and statutes of the State of Arizona, certified copies of the proceedings of the Board of Directors of the Salt River Project Agricultural Improvement and Power District (the "District") and other proofs submitted to us relative to the issuance and sale by the District, a body politic and corporate and political subdivision of the State of Arizona, of \$441,500,000 Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A (the "2011 Series A Bonds").

The 2011 Series A Bonds consist of bonds bearing interest at fixed rates. The 2011 Series A Bonds are dated as shown on the inside front cover of the Official Statement dated September 22, 2011 relating to the 2011 Series A Bonds, mature and bear interest at the times, in the manner and upon the terms provided therein and in the Resolutions (as hereinafter defined). The 2011 Series A Bonds are subject to redemption prior to maturity as provided in the Resolutions.

We have also examined the form of said 2011 Series A Bonds.

We are of the opinion that such proceedings and proofs show lawful authority for the issuance and sale of the 2011 Series A Bonds pursuant to the Constitution and statutes of the State of Arizona, including particularly Title 48, Chapter 17, Article 7, Arizona Revised Statutes, and other applicable provisions of law, and pursuant and subject to the provisions, terms and conditions of a resolution, dated as of September 10, 2001, which became effective January 11, 2003, entitled "Supplemental Resolution Authorizing an Amended and Restated Resolution Concerning Revenue Bonds" as amended and supplemented, and a resolution dated as of September 22, 2011 entitled "Resolution Authorizing The Issuance and Sale of \$441,500,000 Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A of the Salt River Project Agricultural Improvement and Power District, and Providing for the Form, Details and Terms Thereof", (collectively, the "Resolutions"), all duly adopted by the District and that the 2011 Series A Bonds are valid and legally binding special obligations of the District.

We are further of the opinion that the District, in the Resolutions, has lawfully covenanted and is legally obligated to charge and collect, and revise from time to time whenever necessary, such fees and other charges for the sale of electric power and energy which will be sufficient in each year to pay the necessary expenses of operating and maintaining the District's electric system, the principal of and interest on the 2011 Series A Bonds and all other indebtedness maturing and becoming due in such year, and all reserve or other payments required by the Resolutions in such year, subject to restrictions, if any, imposed by or on behalf of the United States of America, all in the manner provided in the Resolutions.

We are further of the opinion that the 2011 Series A Bonds, and the outstanding Electric System Revenue Bonds heretofore issued pursuant to the Resolutions, as to principal or redemption price thereof and interest thereon are payable on a parity from and secured by a valid and equal pledge of the revenues of the District's electric system and other funds held or set aside under the Resolutions. Such pledge is subject and subordinate to the pledges and liens created by United States of America loan agreements hereafter entered into by the District, all in the manner provided in the Resolutions.

We are further of the opinion that the District may, within the terms, limitations and conditions contained in the Resolutions, issue pari passu additional Electric System Revenue Bonds payable from the revenues derived from the District's electric system, ranking equally as to lien on and source and security for payment from the revenues derived from the District's electric system, with the 2011 Series A Bonds and any pari passu additional Electric System Revenue Bonds heretofore or hereafter issued, all in the manner provided in the Resolutions.

We are further of the opinion that the District has validly entered into further covenants and agreements with the holders of the 2011 Series A Bonds for the exact terms of which reference is made to the Resolutions.

The Internal Revenue Code of 1986, as amended (the "Code") sets forth certain requirements which must be met subsequent to the issuance and delivery of the 2011 Series A Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the 2011 Series A Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issue of the 2011 Series A Bonds. The District has covenanted to comply with the provisions of the Code applicable to the 2011 Series A Bonds and has covenanted not to take any action or permit any action that would cause the interest on the 2011 Series A Bonds to be included in gross income under Section 103 of the Code. In addition, the District has made certain certifications and representations in the Tax Certificate. We have not independently verified the accuracy of those certifications and representations.

We are of the opinion that, under existing statutes and court decisions and assuming compliance with the tax covenants described herein, interest on the 2011 Series A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest on the 2011 Series A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations but is included in adjusted current earnings in calculating alternative minimum taxable income for purposes of the alternative minimum tax imposed under the Code on certain corporations.

We are also of the opinion that interest on the 2011 Series A Bonds is exempt from income taxes imposed by the State of Arizona.

Except as stated in the preceding two paragraphs, we express no opinion as to any other Federal or state tax consequences of the ownership or disposition of the 2011 Series A Bonds. Furthermore, we express no opinion as to any Federal, state or local tax law consequences with respect to the 2011 Series A Bonds, or the interest thereon, if any action is taken with respect to the 2011 Series A Bonds or the proceeds thereof upon the advice or approval of other bond counsel.

Very truly yours,

**APPENDIX D — FORM OF CONTINUING DISCLOSURE AGREEMENT**

**CONTINUING DISCLOSURE AGREEMENT**

**Between**

**SALT RIVER PROJECT AGRICULTURAL  
IMPROVEMENT AND POWER DISTRICT**

**and**

**U.S. BANK NATIONAL ASSOCIATION  
as trustee**

**\$441,500,000 Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A**

**THIS CONTINUING DISCLOSURE AGREEMENT** (the “Agreement”), dated as of October 4, 2011, by and between the Salt River Project Agricultural Improvement and Power District (the “District”), an agricultural improvement district duly organized and existing under Title 48, Chapter 17 of the laws of the State of Arizona, A.R.S. sections 48-2301, *et seq.* (the “Act”) and U.S. Bank National Association, Phoenix, Arizona, as trustee (the “Trustee”) for the \$441,500,000 Salt River Project Electric System Refunding Revenue Bonds, 2011 Series A (the “Bonds”) to be issued by the District;

**WITNESSETH:**

**WHEREAS**, the District intends to issue the Bonds under and pursuant to (i) the Act and (ii) the District’s Supplemental Resolution, dated as of September 10, 2001 Authorizing an Amended and Restated Resolution Concerning Revenue Bonds, which became effective January 11, 2003, as amended and supplemented (the “Resolution”).

**WHEREAS**, on November 10, 1994 the Securities and Exchange Commission (the “Commission”) adopted Release Number 34-34961 and on May 27, 2010, the Commission adopted Release Number 34-62184 (collectively, the “Release”), which amended Rule 15c2-12 (“Rule 15c2-12”), originally adopted by the Commission on June 28, 1989;

**WHEREAS**, Rule 15c2-12 requires that prior to acting as a broker, dealer or municipal securities dealer (the “Participating Underwriter”) for the Bonds, a Participating Underwriter must comply with the provisions of Rule 15c2-12;

**WHEREAS**, Rule 15c2-12 further provides, among other things, that a Participating Underwriter shall not purchase or sell the District’s Bonds unless the Participating Underwriter has reasonably determined that the District and any “obligated person” (within the meaning of Rule 15c2-12, as amended) have undertaken, either individually or in combination with others, in a written agreement for the benefit of Bondholders, to provide certain information relating to the District, any “obligated person” and the Bonds, to the Repositories described herein below;

**WHEREAS**, this Agreement is being executed and delivered by the District and the Trustee for the benefit of the Bondholders, the Beneficial Owners of the Bonds and the Trustee in order to comply with Rule 15c2-12 issued by the Commission;

**WHEREAS**, the District hereby agrees to provide the information described herein below with respect to itself;

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements herein contained, the District and the Trustee agree as follows:

## **Section 1. Definitions**

“Association” shall mean the Salt River Valley Water Users’ Association, predecessor to the District, duly incorporated February 9, 1903 under the laws of the Territory of Arizona.

“Annual Financial Information” shall mean the information specified in Section 3 hereof.

“Audited Financial Statements” shall mean the annual financial statements specified in Section 4 hereof.

“Beneficial Owner” shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any of the Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

“Bondholder” or “Holder” shall mean any registered owner of Bonds and any Beneficial Owner of Bonds who provides evidence satisfactory to the Trustee of such status.

“EMMA” shall mean the Electronic Municipal Market Access system operated by the MSRB for municipal securities disclosures.

“Independent Accountant” shall mean, with respect to the District, any firm of certified public accountants appointed by the District.

“MSRB” shall mean the Municipal Securities Rulemaking Board.

“Official Statement” shall mean the Official Statement of the District, dated September 22, 2011, relating to the issuance of the Bonds.

“Rule 15c2-12” shall mean Rule 15c2-12 under the Securities Exchange Act of 1934, as amended through the date of this Agreement.

“State” shall mean the State of Arizona.

Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Resolution.

## **Section 2. Obligation to Provide Continuing Disclosure**

The District hereby undertakes for the benefit of the Holders of the Bonds to provide:

A. to EMMA in an electronic format, accompanied by identifying information, in accordance with the rules and procedures set forth from time to time by the MSRB, no later than 180 days after the end of each fiscal year, commencing with the fiscal year ending April 30, 2012:

1. the Annual Financial Information relating to such fiscal year together with the Audited Financial Statements for such fiscal year if audited financial statements are then available; provided, however, that if Audited Financial Statements are not then available, the unaudited financial statements, which may be combined with the financial information of the Association, shall be submitted with the Annual Financial Information and the Audited Financial Statements shall be delivered to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB, when they become available (but in no event later than 350 days after the end of such fiscal year); or

2. notice to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB, of the District’s failure, if any, to provide any of the information described in Section A.1. hereinabove;

B. to EMMA in an electronic format, accompanied by identifying information, in accordance with the rules and procedures set forth from time to time by the MSRB, within ten (10) business days after the occurrence of any of the following events, notice of any of the following events with respect to the Bonds:

1. any Event of Default resulting from principal and interest payment delinquencies on the Bonds;
2. any non-payment related Event of Default, if material;
3. unscheduled draws on the Debt Reserve Account under the Resolution reflecting financial difficulties;
4. unscheduled draws on credit enhancements, if any, reflecting financial difficulties under the Resolution;
5. substitution of credit or liquidity providers, if any, or their failure to perform;
6. adverse tax opinions or events affecting the tax-exempt status of the Bonds, including, (i) the receipt of adverse tax opinions, (ii) the issuance by the IRS of proposed or final determinations of taxability, (iii) the issuance of a Notice of Proposed Issue (IRS Form 5701-TEB) or (iv) the occurrence or receipt (as applicable) of other material notices or determinations with respect to the tax-exempt status of securities or other material events affecting the tax-exempt status of the security;
7. amendments of or modifications to the rights of Bondholders, if material;
8. giving of notice of redemption of Bonds (which does not include regularly scheduled or mandatory sinking fund redemptions effectuated in accordance with the Resolution), if material;
9. defeasance of the Bonds;
10. release, substitution, or sale of property, if any, securing repayment of the Bonds, if material;
11. rating changes on the Bonds;
12. tender offers;
13. bankruptcy, insolvency, receivership or similar event of the District;
14. the consummation of a merger, consolidation or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
15. appointment of a successor or additional trustee or the change of name of a trustee, if material.

\* For the purposes of the event identified in clause (B)(13), the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession, but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

The Trustee shall notify the District upon the occurrence of any of the fifteen events listed in this Section 2.B. promptly upon becoming aware of the occurrence of any such event. The Trustee shall not be deemed to have become aware of the occurrence of any such event unless an officer in its corporate trust department actually becomes aware of the occurrence of any such event. The District shall notify the Trustee upon the transmittal of any such information.

Nothing in this Agreement shall prevent the District from disseminating any information in addition to that required hereunder. If the District disseminates any such additional information, nothing herein shall obligate the District to update such information or include it in any future materials disseminated.

### **Section 3. Annual Financial Information**

Annual Financial Information shall include updated financial and operating information, in each case updated through the last day of the District's prior fiscal year unless otherwise noted, relating to the following information contained in the Official Statement:

(i) information as to any changes in the District's projected peak loads and resources in substantially the same level of detail as found in Table 2 under the heading "THE ELECTRIC SYSTEM – Projected Peak Loads and Resources";

(ii) an update of the information listing District power sources and participation interests in power generating facilities in substantially the same level of detail found in Table 3 and Table 4 under the heading "THE ELECTRIC SYSTEM – Existing and Future Resources";

(iii) information as to any changes or proposed changes in the electric prices charged by the District in substantially the same level of detail as found under the heading "ELECTRIC PRICES";

(iv) an update of the information relating to customer base and classification, electric power sales, and the District's revenues and expenses in substantially the same level of detail found in Table 7 and Table 8 under the heading "SELECTED OPERATIONAL AND FINANCIAL DATA – Customers, Sales, Revenues and Expenses";

(v) (a) information as to the authorization or issuance by the District of any notes, other obligations, or parity indebtedness in substantially the same level of detail as found under the heading "SELECTED OPERATIONAL AND FINANCIAL DATA – Additional Financial Matters" and (b) a statement of any default under such notes, or parity indebtedness;

(vi) (a) information as to the outstanding balances and required debt service on any United States Government Loans and (b) a statement of any default with respect to such loans;

(vii) (a) an update summarizing the District's discussions of operations in substantially the same level of detail as found under the heading "SELECTED OPERATIONAL AND FINANCIAL DATA – Additional Financial Matters," if at all, or (b) an annual report;

(viii) (a) an update of the balance in the Debt Reserve Account and (b) an update of all information relating to actual debt service requirements and coverages for outstanding revenue bonds and other prior and parity debt obligations in substantially the same level of detail as found in Tables 9 and 10 under the heading "SELECTED OPERATIONAL AND FINANCIAL DATA – Additional Financial Matters - Outstanding Revenue Bond Long-Term Indebtedness"; and

(ix) such narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial information and operating data concerning, and in judging the financial condition of, the District.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements pertaining to debt issued by the District, which have been submitted to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB. If the document incorporated by reference

is a final official statement (within the meaning of Rule 15c2-12), it must also be available from the MSRB. The District shall clearly identify each such other document so incorporated by reference. It is sufficient for the purposes of Rule 15c2-12 and this Agreement that the Annual Financial Information to be provided pursuant to Section 2.A. and Section 3 hereof be submitted to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB no more than once annually.

The requirements contained in this Section 3 are intended to set forth a general description of the type of financial information and operating data to be provided; such descriptions are not intended to state more than general categories of financial information and operating data; and where the provisions of this Section 3 call for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be provided.

#### **Section 4. Financial Statements**

The District's annual financial statements for each fiscal year shall be prepared in accordance with generally accepted accounting principles in effect from time to time. Such financial statements shall be audited by an Independent Accountant. The annual financial statements are presented on a combined basis including the financial information of both the District and the Association. All or any portion of audited or unaudited financial statements may be incorporated by specific reference to any other documents which have been filed with EMMA in accordance with the rules and procedures set forth from time to time by the MSRB; **provided, however**, that if the document is an official statement, it shall have been filed with the MSRB and need not have been filed elsewhere.

#### **Section 5. Remedies**

If the District shall fail to comply with any provision of this Agreement, then the Trustee or any Holder may, but shall not be obligated to, enforce, for the equal benefit and protection of all Holders similarly situated, by mandamus or other suit or proceeding at law or in equity, this Agreement against the District and any of the officers, agents and employees of the District, and may compel the District or any such officers, agents or employees to perform and carry out their duties under this Agreement; provided, however, that the sole remedy hereunder shall be limited to an action to compel specific performance of the obligations of the District hereunder and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances; provided, further, that any challenge to the adequacy of any information provided pursuant to Section 2 shall be brought only by the Trustee or the Holders of 25% of the aggregate principal amount of the Bonds then outstanding which are affected thereby. Failure to comply with any provision of this Agreement shall not constitute an Event of Default under the Resolution.

#### **Section 6. Parties in Interest**

This Agreement is executed and delivered for the sole benefit of the Holders, the Beneficial Owners and the Trustee. No other person shall have any right to enforce the provisions hereof or any other rights hereunder.

#### **Section 7. Termination**

This Agreement shall remain in full force and effect until such time as all principal, redemption premiums, if any, and interest on the Bonds shall have been paid in full or legally defeased pursuant to the Resolution (a "Legal Defeasance"); **provided, however**, that if Rule 15c2-12 (or successor provision) shall be amended, modified or changed so that all or any part of the information currently required to be provided thereunder shall no longer be required to be provided thereunder, then this Agreement shall be amended to provide that such information shall no longer be required to be provided hereunder; and **provided, further**, that if and to the extent Rule 15c2-12 (or successor provision), or any provision thereof, shall be declared by a court of competent and final jurisdiction to be, in whole or in part, invalid, unconstitutional, null and void or otherwise inapplicable to the Bonds, then the information required to be provided hereunder, insofar as it was required to be provided by a provision of Rule 15c2-12 so declared, shall no longer be required to be provided hereunder. Upon any Legal Defeasance, the District shall provide notice of such defeasance to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB. Such notice shall state whether the Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption. Upon any other termination pursuant to this Section 7, the District shall provide notice of such termination to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB.

## Section 8. Amendment; Change; Modification

Without the consent of any Holders (except to the extent expressly provided below), the District and the Trustee at any time and from time to time may enter into any amendments or changes to this Agreement for any of the following purposes:

(i) to comply with or conform to Rule 15c2-12 or any amendments thereto or authoritative interpretations thereof by the Commission or its staff (whether required or optional) which are applicable to this Agreement;

(ii) to add a dissemination agent for the information required to be provided hereby and to make any necessary or desirable provisions with respect thereto;

(iii) to evidence the succession of another person to the District and the assumption by any such successor of the covenants of the District hereunder;

(iv) to add to the covenants of the District for the benefit of the Holders, or to surrender any right or power herein conferred upon the District; or

(v) for any other purpose as a result of a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the District, or type of business conducted; provided that (1) this Agreement, as amended, would have complied with the requirements of Rule 15c2-12 at the time of the offering of the Bonds, after taking into account any amendments or authoritative interpretations of Rule 15c2-12, as well as any change in circumstances, (2) the amendment or change either (a) does not materially impair the interest of Holders, as determined by bond counsel, or the interest of the Trustee or (b) is approved by the vote or consent of Holders of a majority in outstanding principal amount of the Bonds affected thereby at or prior to the time of such amendment or change and (3) the Trustee receives an opinion of bond counsel that such amendment is authorized or permitted by this Agreement.

The Annual Financial Information for any fiscal year containing any amendment to the operating data or financial information for such fiscal year shall explain, in narrative form, the reasons for such amendment and the impact of the change on the type of operating data or financial information in the Annual Financial Information being provided for such fiscal year. If a change in accounting principles is included in any such amendment, such Annual Financial Information, respectively, shall present a comparison between the financial statements or information prepared on the basis of the amended accounting principles. Such comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. To the extent reasonably feasible such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent to EMMA in accordance with the rules and procedures set forth from time to time by the MSRB.

## Section 9. Duties of the Trustee

A. The duties of the Trustee under this Agreement shall be limited to those expressly assigned to it hereunder. The District agrees to indemnify and save harmless the Trustee and its officers, directors, employees and agents, for, from and against any loss, expense and liabilities that it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including reasonable attorneys' fees and expenses) of defending against any claim of liability, but excluding liabilities due to the Trustee's gross negligence or willful misconduct. The obligations of the District under this Section 9 shall survive resignation or removal of the Trustee, payment of the Bonds or termination of this Agreement.

B. No earlier than one day, nor later than 30 days, following the end of each fiscal year of the District (ending April 30, unless the District notifies the Trustee otherwise), the Trustee will notify the District of its obligation to provide the Annual Financial Information in the time and manner described herein; **provided, however**, that any failure by the Trustee to notify the District under this Section 9.B shall not affect the District's obligation hereunder, and the Trustee shall not be responsible in any way for such failure.

C. The Trustee shall be under no obligation to report any information to EMMA or any Holder. If an

officer of the Trustee obtains actual knowledge of the occurrence of an event described in Section 2.B.1. through 2.B.15. hereunder, whether or not such event is material, the Trustee will notify the District of such occurrence; **provided, however,** that any failure by the Trustee to notify the District under this Section 9.C shall not affect the District's obligation hereunder, and the Trustee shall not be responsible in any way for such failure.

#### **Section 10. Governing Law**

THIS AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE DETERMINED WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAW, AND THE LAWS OF THE UNITED STATES OF AMERICA, AS APPLICABLE. Any action for enforcement of this Agreement shall be taken in a state or federal court, as appropriate, located in Maricopa County, Arizona. To the fullest extent permitted by law, the District and the Trustee each hereby irrevocably waives any and all rights to a trial by jury, and covenants and agrees that it will not request a trial by jury, with respect to any legal proceeding arising out of or relating to this Agreement.

#### **Section 11. No Previous Non-Compliance**

The District represents that it has previously entered into written contracts or agreements of the type referenced in paragraph (b)(5)(i) of Rule 15c2-12 in relation to certain of its outstanding obligations, and is in compliance with such agreements.

#### **Section 12. Counterparts**

This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

#### **SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT**

By: \_\_\_\_\_  
Dean R. Duncan  
Corporate Treasurer

#### **U.S. BANK NATIONAL ASSOCIATION as Trustee**

By: \_\_\_\_\_  
Keith Henselen  
Assistant Vice President

## APPENDIX E — BOOK-ENTRY ONLY SYSTEM

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the 2011 Series A Bonds. Reference to the 2011 Series A Bonds hereunder shall mean all 2011 Series A Bonds held through DTC. The 2011 Series A Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the 2011 Series A Bonds, each in the aggregate principal amount of such maturity.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to both U.S. and non-U.S. securities brokers and dealers, bank trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating: of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the 2011 Series A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2011 Series A Bonds on DTC’s records. The ownership interest of each actual purchaser of each 2011 Series A Bond (a “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2011 Series A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 2011 Series A Bonds, except in the event that use of the book-entry system for the 2011 Series A Bonds is discontinued.

To facilitate subsequent transfers, all 2011 Series A Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2011 Series A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2011 Series A Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such 2011 Series A Bonds are credited, which may or may not be the Beneficial Owners. The Direct Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the 2011 Series A Bonds are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such 2011 Series A Bond to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2011 Series A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the District as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2011 Series A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the 2011 Series A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the District on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Trustee, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the 2011 Series A Bonds at any time by giving reasonable notice to the District. Under such circumstances, in the event that a successor depository is not obtained, 2011 Series A Bond certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2011 Series A Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the District believes to be reliable, but the District takes no responsibility for the accuracy thereof.

No assurance can be given by the District that DTC will make prompt transfer of payments to the Participants or that Participants will make prompt transfer of payments to Beneficial Owners. The District is not responsible or liable for payment by DTC or Participants or for sending transaction statements or for maintaining, supervising or reviewing records maintained by DTC or Participants.

For every transfer and exchange of the 2011 Series A Bonds, the Beneficial Owners may be charged a sum sufficient to cover any tax, fee or other charge that may be imposed in relation thereto.

Unless otherwise noted, certain of the information contained in this Appendix E has been extracted from information furnished by DTC. The District does not make any representation as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.

**APPENDIX F — THE REFUNDED BONDS**

<b>Series</b>	<b>Maturity Date</b>	<b>Interest Rate</b>	<b>Par Amount Refunded</b>	<b>Call Date</b>	<b>Call Price</b>	<b>Original CUSIP</b>	<b>Portion of Maturity Refunded</b>
2002 Series A	01/01/2013	5.250%	\$ 26,175,000	01/01/2012	101%	79575DLN8	Total
	01/01/2014	4.500%	560,000	01/01/2012	101%	79575DLP3	Total
	01/01/2014	5.250%	24,025,000	01/01/2012	101%	79575DLQ1	Total
	01/01/2015	4.600%	175,000	01/01/2012	101%	79575DJ76	Total
	01/01/2015	5.250%	19,095,000	01/01/2012	101%	79575DJ84	Total
	01/01/2016	4.750%	365,000	01/01/2012	101%	79575DJ92	Total
	01/01/2017	5.250%	1,885,000	01/01/2012	101%	79575DK25	Total
	01/01/2018	5.250%	14,295,000	01/01/2012	101%	79575DK33	Total
	01/01/2019	4.875%	255,000	01/01/2012	101%	79575DK41	Total
	01/01/2019	5.250%	22,385,000	01/01/2012	101%	79575DK58	Total
	01/01/2020	5.250%	2,745,000	01/01/2012	101%	79575DK66	Total
	01/01/2021	5.000%	11,320,000	01/01/2012	101%	79575DK74	Total
	01/01/2022	5.000%	3,725,000	01/01/2012	101%	79575DK82	Total
	01/01/2023	5.000%	22,280,000	01/01/2012	101%	79575DL24	Total
	01/01/2023	5.125%	6,600,000	01/01/2012	101%	79575DK90	Total
	01/01/2026*	5.125%	31,170,000	01/01/2012	101%	79575DL32	Total
	01/01/2027*	5.125%	9,085,000	01/01/2012	101%	79575DL32	Total
	01/01/2027*	5.000%	18,425,000	01/01/2012	101%	79575DL40	Total
	01/01/2028*	5.000%	24,795,000	01/01/2012	101%	79575DL40	Total
	01/01/2029*	5.000%	17,865,000	01/01/2012	101%	79575DL40	Total
01/01/2030*	5.000%	8,015,000	01/01/2012	101%	79575DL40	Total	
01/01/2031*	5.000%	6,930,000	01/01/2012	101%	79575DL40	Total	
		<b>Subtotal</b>	<b>\$ 272,170,000</b>				
2002 Series B	01/01/2016	4.000%	\$ 3,080,000	01/01/2013	100%	79575DPA2	Total
	01/01/2024	4.800%	55,675,000	01/01/2013	100%	79575DPF1	Total
	01/01/2025	5.000%	58,095,000	01/01/2013	100%	79575DPG9	Total
	01/01/2026	5.000%	17,075,000	01/01/2013	100%	79575DPH7	Total
	01/01/2027*	5.000%	13,220,000	01/01/2013	100%	79575DPJ3	Partial
	01/01/2028*	5.000%	20,515,000	01/01/2013	100%	79575DPJ3	Partial
	01/01/2029*	5.000%	39,380,000	01/01/2013	100%	79575DPJ3	Partial
			<b>Subtotal</b>	<b>\$ 207,040,000</b>			
		<b>Total</b>	<b>\$ 479,210,000</b>				

\* Sinking Fund