

ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

ANNUAL REPORT MAILING LABEL – MAKE CHANGES AS NECESSARY

E-01773A

Arizona Electric Power Cooperative, Inc.
PO Box 670
Benson, AZ 85602

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BY EMAIL**

4/30/2020, 07:21 AM
ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

Please click here if pre-printed Company name on this form is not your current Company name or dba name is not included.

Please list current Company name including dba here:

ANNUAL REPORT
Electric

FOR YEAR ENDING

12	31	2019
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FOR COMMISSION USE

ANN 01	19
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COMPANY INFORMATION

Company Name (Business Name) <u>Arizona Electric Power Cooperative, Inc.</u>			
Mailing Address <u>P.O. Box 670</u>			
(Street)			
<u>Benson</u>	<u>AZ</u>	<u>85602-0670</u>	
(City)	(State)	(Zip)	
<u>520-586-3631</u>	<u>520-586-5343</u>		
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Cell No. (Include Area Code)	
Email Address <u>www.azgt.coop</u>			
Local Office Mailing Address <u>1000 South Highway 80</u>			
(Street)			
<u>Benson</u>	<u>AZ</u>	<u>85602</u>	
(City)	(State)	(Zip)	
<u>Same as above</u>			
Local Customer Service Phone No. (Include Area Code)	(1-800 or other long distance Customer Service Phone No.)		
Email Address _____	Website address <u>www.azgt.coop</u>		

MANAGEMENT INFORMATION

<input checked="" type="checkbox"/> Regulatory Contact:			
<input type="checkbox"/> Management Contact: <u>Erin Peters</u> <u>Financial Analyst II - Rates Administration</u>			
(Name) (Title)			
<u>1000 S Hwy 80</u>	<u>Benson</u>	<u>AZ</u>	<u>85602</u>
(Street)	(City)	(State)	(Zip)
<u>520-586-5336</u>	<u>520-586-5199</u>		
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Cell No. (Include Area Code)	
Email Address <u>epeters@azgt.coop</u>			
On Site Manager: <u>Patrick Ledger, CEO</u>			
(Name)			
<u>Same as above</u>			
(Street)	(City)	(State)	(Zip)
<u>520-586-5008</u>			
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Cell No. (Include Area Code)	
Email Address <u>pledger@azgt.coop</u>			

Statutory Agent: Rusing and Lopez, PLLC

(Name)

6262 N Swan Rd. Suite 200
(Street)

Tucson
(City)

AZ
(State)

85718
(Zip)

520-792-4800
Telephone No. (Include Area Code)

520-529-4262
Fax No. (Include Area Code)

Cell No. (Include Area Code)

Attorney: Pat Lopez

(Name)

Same as above
(Street)

(City)

(State)

(Zip)

Telephone No. (Include Area Code)

Fax No. (Include Area Code)

Cell No. (Include Area Code)

Email Address plopez@rusingandlopez.com

Important changes during the year

Yes For those companies not subject to the affiliated interest rules, has there been a change in ownership or direct control during the year?
No

If yes, please provide specific details in the box below.

Yes Has the company been notified by any other regulatory authorities during the year, that they are out of compliance?
No

If yes, please provide specific details in the box below.

OWNERSHIP INFORMATION

Check the following box that applies to your company:

- | | |
|--|---|
| <input type="checkbox"/> Sole Proprietor (S) | <input type="checkbox"/> C Corporation (C) (Other than Association/Co-op) |
| <input type="checkbox"/> Partnership (P) | <input type="checkbox"/> Subchapter S Corporation (Z) |
| <input type="checkbox"/> Bankruptcy (B) | <input checked="" type="checkbox"/> Association/Co-op (A) |
| <input type="checkbox"/> Receivership (R) | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Describe)_____ | |

COUNTIES SERVED

Check the box below for the county/ies in which you are certificated to provide service:

- | | | |
|---|-----------------------------------|-----------------------------------|
| <input type="checkbox"/> APACHE | <input type="checkbox"/> COCHISE | <input type="checkbox"/> COCONINO |
| <input type="checkbox"/> GILA | <input type="checkbox"/> GRAHAM | <input type="checkbox"/> GREENLEE |
| <input type="checkbox"/> LA PAZ | <input type="checkbox"/> MARICOPA | <input type="checkbox"/> MOHAVE |
| <input type="checkbox"/> NAVAJO | <input type="checkbox"/> PIMA | <input type="checkbox"/> PINAL |
| <input type="checkbox"/> SANTA CRUZ | <input type="checkbox"/> YAVAPAI | <input type="checkbox"/> YUMA |
| <input checked="" type="checkbox"/> STATEWIDE | | |

SERVICES AUTHORIZED TO PROVIDE

Check the following box(es) for the services that you are authorized to provide:

- Electric**
- Investor Owned Electric
 - Rural Electric Cooperative
 - Utility Distribution Company
 - Electric Service Provider
 - Transmission Service Provider
 - Meter Service Provider
 - Meter Reading Service Provider
 - Billing and Collection
 - Ancillary Services
 - Generation Provider
 - Aggregator/Broker

Other (Specify) _____

STATISTICAL INFORMATION

Retail Information

	Number of Arizona Customers (As of 12/31/19)	Number of kWh Sold in Arizona
Residential		
Commercial		
Industrial		
Public Street and Highway Lighting		
Irrigation		
Total Retail		

Wholesale Information

	Number of Customers (As of 12/31/19)	Number of kWh Sold
Resale	6	2,445,602,000
Short-term Sales (durations of less than one year)	46	1,322,354,000
Total Wholesale	52	3,767,956,000

Total MWh Sold 3,767,956 MWh

Maximum Peak Load 695 MW

COMPANY NAME:

2019 UTILITY SHUTOFFS / DISCONNECTS

MONTH	Termination without Notice R14-2-509.B	Termination with Notice R14-2-509.C	OTHER
JANUARY			
FEBRUARY			
MARCH			
APRIL			
MAY			
JUNE			
JULY			
AUGUST			
SEPTEMBER			
OCTOBER			
NOVEMBER			
DECEMBER			
TOTALS →			

OTHER (description):

**VERIFICATION
AND
SWORN STATEMENT
Intrastate Revenues Only**

VERIFICATION

STATE OF Arizona
I, THE UNDERSIGNED
OF THE

COUNTY OF (COUNTY NAME) Cochise
NAME (OWNER OR OFFICIAL) TITLE Joe King, Controller of Finance & Rates
COMPANY NAME Arizona Electric Power Cooperative, Inc

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2019

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2019 WAS:

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4/30/2020, 07:21 AM

ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

Arizona Intrastate Gross Operating Revenues Only (\$) \$ <u>148,527,298</u>
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(THE AMOUNT IN BOX ABOVE
INCLUDES \$ _____
IN SALES TAXES BILLED, OR COLLECTED)

**REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED OR COLLECTED. IF FOR ANY OTHER REASON, THE REVENUE REPORTED ABOVE DOES NOT AGREE WITH TOTAL OPERATING REVENUES ELSEWHERE REPORTED, ATTACH THOSE STATEMENTS THAT RECONCILE THE DIFFERENCE. (EXPLAIN IN DETAIL)

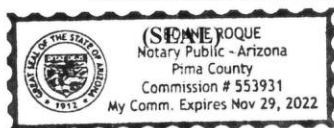
Joe L. King
SIGNATURE OF OWNER OR OFFICIAL
520-586-5129
TELEPHONE NUMBER

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS 29TH DAY OF

COUNTY NAME	Cochise
MONTH	April
	.20 <u>20</u>



Stone Roque
SIGNATURE OF NOTARY PUBLIC

MY COMMISSION EXPIRES 11-29-2022

FINANCIAL INFORMATION

Attach to this annual report a copy of the Company year-end (Calendar Year 2019) financial statements. If you do not compile these reports, the Utilities Division will supply you with blank financial statements for completion and filing. **ALL INFORMATION MUST BE ARIZONA-SPECIFIC AND REFLECT OPERATING RESULTS IN ARIZONA.**



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS

ARIZONA ELECTRIC POWER COOPERATIVE, INC.

December 31, 2019 and 2018



MOSSADAMS

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Report of Independent Auditors

The Board of Directors
Arizona Electric Power Cooperative, Inc.

We have audited the accompanying financial statements of Arizona Electric Power Cooperative, Inc. (the Cooperative), which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of revenues, expenses, and unallocated accumulated margins, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audits. We conducted our audit(s) in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Cooperative's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Arizona Electric Power Cooperative, Inc. as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 31, 2020 on our consideration of the Cooperative's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Cooperative's internal control over financial reporting and compliance.

A handwritten signature in blue ink that reads "Moss Adams LLP". The signature is written in a cursive, flowing style.

Portland, Oregon
March 31, 2020

Arizona Electric Power Cooperative, Inc.
Balance Sheets

ASSETS

	December 31,	
	<u>2019</u>	<u>2018</u>
UTILITY PLANT		
Plant in service	\$ 713,892,462	\$ 708,150,376
Construction work in progress	<u>17,067,856</u>	<u>9,019,311</u>
Total utility plant	730,960,318	717,169,687
Less accumulated depreciation	<u>399,669,735</u>	<u>383,603,063</u>
Utility plant, net	<u>331,290,583</u>	<u>333,566,624</u>
INVESTMENTS		
Restricted	7,122,710	7,250,977
Unrestricted	<u>3,317,536</u>	<u>3,111,183</u>
Total investments	<u>10,440,246</u>	<u>10,362,160</u>
CURRENT ASSETS		
Cash and cash equivalents		
General unrestricted	19,552,034	24,910,932
Restricted	2,376,375	2,245,933
Accounts receivable	20,048,952	26,993,256
Inventories, at average cost		
Coal and natural gas	10,059,212	6,177,251
Materials and supplies	12,761,438	12,807,498
Prepayments and other current assets	2,969,293	3,513,314
Notes receivable	<u>356,089</u>	<u>429,296</u>
Total current assets	<u>68,123,393</u>	<u>77,077,480</u>
DEFERRED DEBITS		
Total assets	<u>22,626,575</u>	<u>23,076,761</u>
Total assets	<u>\$ 432,480,797</u>	<u>\$ 444,083,025</u>

Arizona Electric Power Cooperative, Inc.
Balance Sheets

MEMBERSHIP CAPITAL AND LIABILITIES

	December 31,	
	2019	2018
MEMBERSHIP CAPITAL		
Membership fees	\$ 830	\$ 830
Patronage capital	167,395,744	159,735,019
Unallocated accumulated margins	6,455,124	9,012,619
Total membership capital	173,851,698	168,748,468
LONG-TERM DEBT		
Federal Financing Bank	203,186,003	219,218,305
Advance payments unapplied	(66,858,360)	(64,672,568)
Solid Waste Disposal Revenue Bonds	7,900,000	9,600,000
Cooperative Finance Corporation	2,932,856	3,942,868
Debt issuance costs	(437,832)	(315,339)
Capital lease obligation	400,565	353,688
Total long-term debt, net	147,123,233	168,126,954
CURRENT LIABILITIES		
Member advances and other investments	17,517,354	9,232,388
Current maturities of capital lease obligation	285,935	232,709
Current maturities of long-term debt	12,583,324	13,125,678
Accounts payable	11,648,358	20,261,586
Accrued property and business taxes	2,497,010	2,490,052
Accrued interest	97,268	81,499
Line of credit	32,000,008	30,000,000
Accumulated over-recovered fuel and purchased power costs	3,370,125	4,832,381
Other accrued liabilities	4,883,577	3,438,883
Total current liabilities	84,882,959	83,695,176
DEFERRED CREDITS AND OTHER LIABILITIES		
	26,622,907	23,512,427
Total membership capital and liabilities	\$ 432,480,797	\$ 444,083,025

Arizona Electric Power Cooperative, Inc.
Statements of Revenues, Expenses,
and Unallocated Accumulated Margins

	Years Ended December 31,	
	2019	2018
OPERATING REVENUES		
Electric energy and transmission		
Members		
Class A	\$ 172,212,791	\$ 167,671,497
Class D	11,289,531	19,878,298
(Over) Under-recovery of fuel and purchased power costs	(16,952,020)	(4,781,923)
Nonmembers	10,744,806	18,322,793
Other, net	1,394,461	1,333,580
	<u>178,689,569</u>	<u>202,424,245</u>
OPERATING EXPENSES		
Operations		
Production	60,726,488	69,795,914
Transmission	4,561,012	4,575,329
Maintenance		
Production	13,705,475	13,894,632
Transmission	3,924,347	4,212,455
Other power supply	34,584,065	49,135,662
Administration and general	14,786,766	12,875,798
Depreciation, amortization and accretion	19,310,226	18,663,171
Wheeling and ancillary charges	9,929,671	9,052,580
Property and other taxes	4,956,520	4,802,400
	<u>166,484,570</u>	<u>187,007,941</u>
Total operating expenses		
	<u>166,484,570</u>	<u>187,007,941</u>
OPERATING MARGIN	12,204,999	15,416,304
Interest and interest related expenses, net	(10,554,616)	(10,335,242)
Other, net	4,804,741	3,931,557
	<u>4,804,741</u>	<u>3,931,557</u>
NET MARGIN	6,455,124	9,012,619
UNALLOCATED ACCUMULATED MARGINS,		
beginning of year	9,012,619	8,573,181
PATRONAGE CAPITAL ALLOCATION	(9,012,619)	(8,573,181)
	<u>(9,012,619)</u>	<u>(8,573,181)</u>
UNALLOCATED ACCUMULATED MARGINS, end of year	<u>\$ 6,455,124</u>	<u>\$ 9,012,619</u>

Arizona Electric Power Cooperative, Inc.
Statements of Cash Flows

	Years Ended December 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net margin	\$ 6,455,124	\$ 9,012,619
Adjustments to reconcile net margin to net cash from operating activities		
Depreciation and amortization	19,310,226	18,822,567
Patronage capital income allocations	(140,873)	(597,199)
Changes in assets and liabilities		
Restricted cash and cash equivalents		
Accounts and notes receivable	7,017,511	(2,277,499)
Accumulated under-recovered fuel and purchased power costs	-	4,364,459
Inventories	(3,835,901)	5,608,218
Prepayments and other current assets	544,021	(539,015)
Deferred debits	439,732	1,095,698
Accounts payable	(8,613,228)	4,794,075
Accrued interest	15,769	19,114
Deferred credits	(18,035)	433,447
Accumulated over-recovered fuel and purchased power costs	(1,462,256)	4,832,381
Accrued property and business taxes and other	1,451,652	(494,017)
	<u>21,163,742</u>	<u>45,074,848</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Construction expenditures, net	(13,895,216)	(12,119,248)
Purchases and redemptions of investments, net	62,788	905,245
	<u>(13,832,428)</u>	<u>(11,214,003)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Retirement of patronage capital credits	(1,351,893)	(1,285,976)
Member advances and other investments, net	8,284,966	(17,635,386)
Proceeds from long-term debt	-	22,024,317
Borrowing on line of credit	2,000,008	40,000,000
Payment on line of credit	-	(20,000,000)
Advance payments	(2,185,792)	(25,112,755)
Payments on long-term debt and capital lease obligation	(19,307,059)	(40,123,268)
	<u>(12,559,770)</u>	<u>(42,133,068)</u>

Arizona Electric Power Cooperative, Inc.
Statements of Cash Flows

	Years Ended December 31,	
	<u>2019</u>	<u>2018</u>
CHANGE IN CASH AND CASH EQUIVALENTS	\$ (5,228,456)	\$ (8,272,223)
CASH AND CASH EQUIVALENTS, beginning of year	<u>27,156,865</u>	<u>35,429,088</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 21,928,409</u>	<u>\$ 27,156,865</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest, net of amount capitalized	<u>\$ 10,538,847</u>	<u>\$ 10,156,732</u>
Noncash investing activities		
Change in ARO	<u>\$ 1,691,782</u>	<u>\$ -</u>

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 1 – Organization

Arizona Electric Power Cooperative, Inc. (the Cooperative or AEPCO) is a member owned, nonprofit Arizona rural generation and transmission electric cooperative organized in 1961 to provide wholesale electric power and transmission and ancillary services to its member distribution cooperatives, municipalities and other customers.

Membership of the Cooperative is restricted to electric utilities. The Cooperative has four classes of members. Class A members consist of three distribution cooperatives with all requirements contracts and three distribution cooperatives with partial requirements contracts. Currently there are no Class B or C members. There are five Class D members, representing electric utilities other than Class A, B, or C with a written agreement for power and/or energy and/or substantial service, represented jointly by one director. Class A, Class B, Class C and Class D members are collectively referred to herein as members.

Note 2 – Summary of Significant Accounting Policies

System of accounts – The Cooperative maintains its accounts in accordance with policies and procedures as prescribed by the Rural Utilities Service (RUS) in conformity with the Uniform System of Accounts. The Cooperative's accounting policies conform to accounting principles generally accepted in the United States of America as applied in the case of regulated public utilities and are in accordance with the accounting requirements and rate-making practices of the RUS and the Arizona Corporation Commission (ACC), the regulatory authorities having jurisdiction.

Accounting for the effects of regulation – Due to the regulation of its rates by the ACC, the Cooperative prepares its financial statements in accordance with Regulated Operations. This accounting requires a cost-based, regulated enterprise to recognize revenues and expenses in the time periods when the revenues and expenses are included in rates. This may result in regulatory assets and liabilities until such time that the related revenues and expenses are included in rates.

Indenture – As of March 1, 2016, AEPCO has an Indenture of Deed of Trust, Security Agreement and Financing Statement (Indenture), approved by RUS that will allow the Cooperative to explore alternative financing providers in addition to RUS. The indenture consolidates all of AEPCO's secured debt under one trustee, who will manage the debt portfolio for RUS, reducing RUS reporting requirements, while still maintaining RUS oversight.

Utility plant – Utility plant, consisting primarily of coal and natural gas electric generation facilities and transmission facilities, is stated at historical cost and includes the costs of outside contractors, direct labor and materials, allocable overhead and interest charged during construction.

In accordance with the Uniform System of Accounts, the Cooperative capitalizes the interest costs associated with the borrowing of funds used to finance construction work in progress (CWIP). Interest income from construction funds held in trust, if any, is credited to CWIP. Interest costs capitalized on construction projects was approximately \$123,000 and \$98,000 for 2019 and 2018, respectively.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Depreciation is computed on the straight-line basis over estimated useful lives of depreciable property in accordance with rates prescribed by RUS, averaging 2.56% and 2.52% in 2019 and 2018, respectively. Minor replacements and repairs are charged to expense as incurred. When utility plant is retired, sold, or otherwise disposed of, the original cost plus the cost of removal less salvage value is charged to accumulated depreciation, along with any corresponding gain or loss.

The Cooperative assesses its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the fair value is less than the carrying amount of the asset, a loss is recognized for the difference. The Cooperative has not recorded any losses resulting from impairment of its long-lived assets.

Asset retirement obligations – Accounting standards require the recognition of an Asset Retirement Obligation (ARO), measured at estimated fair value, for legal obligations related to decommissioning and restoration costs associated with the retirement of tangible long-lived assets in the period in which the liability is incurred. The initial capitalized asset retirement costs are depreciated over the life of the related asset, with accretion of the ARO liability classified as an operating expense (see Note 10 – Asset Retirement Obligation).

Investments – The Cooperative accounts for its investments in accordance with accounting for certain investments in debt and equity securities. At December 31, 2019 and 2018, all investment balances are recorded at fair market value (see Note 3), with the exception of investments in associated organizations and patronage capital. Investments in associated organizations and patronage capital are carried at cost, plus capital credits allocated and not retired.

Cash equivalents – The Cooperative considers all investments with an original maturity of 90 days or less to be cash equivalents. The Cooperative maintains its cash in bank accounts, which, at times, exceed federally insured limits and has not experienced any losses in such accounts. Restricted cash consists of special deposits and economic development funds, which are restricted in use.

Receivables – Receivables are recorded when invoices are issued and are written off when they are determined to be uncollectible. The allowance for doubtful accounts is estimated based on historical losses, review of specific problem accounts, the existing economic conditions in the industry and the financial stability of customers. Generally, accounts receivable are considered past due after 30 days. No allowance was deemed necessary at December 31, 2019 and 2018.

Inventories – Inventories, consisting of coal, natural gas and materials and supplies, are carried at average cost.

Deferred debits and credits – Deferred debits and credits are recorded at cost and either: (1) amortized over their expected period of benefit or alternate period of time as may be mandated by ACC order or other regulatory order, if different, or (2) eliminated upon determination of their ultimate disposition.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Debt issuance costs – Debt issuance costs related to a recognized debt liability are presented on the balance sheet as a direct reduction from the carrying amount of that debt liability. These costs are amortized to interest expense over the life of the related debt using the effective interest method. As of December 31, 2019 and 2018, the total debt issuance costs net of debt was \$437,832 and \$315,339, respectively.

Overhaul costs – The Cooperative accounts for major and minor overhauls using the deferral method. Accordingly, incurred overhaul costs are deferred and amortized over the overhaul benefit period, generally three years for minor overhauls and six years for major overhauls. The frequency of overhauls is based on the operating characteristics and operating profiles of each generating unit (see Note 7).

Revenues, purchased power, and fuel costs – Revenue is recognized when obligations under the terms of a contract with members are satisfied. Generally, this satisfaction of performance obligations and transfer of control occurs and revenues are recognized as electricity is delivered to members, including any services provided. The prices charged, and amount of consideration the Cooperative receives in exchange for its goods and services provided, are established and approved by the ACC. The Cooperative recognizes revenue through the following steps: i) identifying the contract with the member; ii) identifying the performance obligations in the contract; iii) determining the transaction price; iv) allocating the transaction price to the performance obligations; and v) recognizing revenue when or as each performance obligation is satisfied.

In its October 25, 2013 rate order, the ACC approved a new purchased power and fuel cost adjustor (the adjustor) for the Cooperative. Starting on November 1, 2013, the new adjustor enables the Cooperative to accumulate its over and under collection of fuel and purchased power costs and subsequently, as approved by the ACC, refund or collect from its members the amount of over or under collection of fuel and purchased power costs. Such amounts are recorded as revenue in the period the costs are incurred.

Fair value of financial instruments – All of the Cooperative's financial instruments are recorded at fair market value or carrying value, which approximates fair market value. Investments in associated organizations and patronage capital are not considered financial instruments because they represent nontransferable interests in associated organizations. The Cooperative has determined that its financial instruments fall into the Level 1 category. Level 1 asset valuations are based on assets at the quoted prices in active markets for identical assets, level 2 asset valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly and level 3 asset valuations based on inputs that are unobservable and significant to the overall fair value measurement (see Note 3).

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the adjustor, depreciation, asset retirement obligation and overhaul amortization. Actual results could differ from these estimates.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Reclassifications – The classification of certain prior year amounts have been changed on the balance sheets, statements of revenues and expenses and unallocated accumulated margins and cash flows. The reclassifications have no impact on net margins.

Recently issued accounting pronouncements – January 1, 2019, the Cooperative adopted ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which created Topic 606 and superseded the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance throughout the Industry Topics of the Codification. The Cooperative applied the modified retrospective transition method to its revenue contracts not yet completed as of January 1, 2019. As a result, amounts previously recorded prior to January 1, 2019 have not been retrospectively restated and are reported in accordance with historical accounting under Topic 605, while revenues for 2019 have been presented under Topic 606.

The Cooperatives transition to the new revenue standard did not result in a material adjustment to opening retained earnings and the Cooperative expects the adoption of the new standard to have an immaterial impact to its results of operations on an ongoing basis. For further information regarding changes to the Company’s revenue recognition accounting policies, see Note 14, Revenue Recognition.

Subsequent events – Accounting standards require disclosure of the date through which subsequent events have been evaluated, as well as whether the date is the date the financial statements were issued or the date the financial statements were available to be issued. The Cooperative has evaluated subsequent events through March 31, 2020, the date the financial statements were available to be issued.

Note 3 – Investments

Investments at December 31 consist of the following:

	2019	2018
	<u> </u>	<u> </u>
Restricted – municipal bonds	\$ 2,741,688	\$ 2,821,955
Restricted – term certificates	4,429,022	4,474,022
Investment in associated organizations	1,310,786	1,305,609
Patronage capital	1,625,082	1,555,856
Other	<u>381,668</u>	<u>249,718</u>
Subtotal	10,488,246	10,407,160
Less current portion of restricted investments	<u>48,000</u>	<u>45,000</u>
Total	<u><u>\$ 10,440,246</u></u>	<u><u>\$ 10,362,160</u></u>

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 3 – Investments (continued)

Contractual maturities of restricted investments at December 31 are as follows:

	<u>2019</u>	<u>2018</u>
Due from one year to five years	\$ 2,696,688	\$ 2,779,955
Due from six years to ten years	-	-
Due after ten years	<u>4,474,022</u>	<u>4,516,022</u>
Total	7,170,710	7,295,977
Less: current portion	<u>48,000</u>	<u>45,000</u>
Total long term restricted investments	<u><u>\$ 7,122,710</u></u>	<u><u>\$ 7,250,977</u></u>

Municipal bonds – As a condition of National Rural Utilities Cooperative Finance Corporation’s (CFC) guarantee of the Solid Waste Disposal Revenue Bonds (see Note 8), the Cooperative purchased a non-interest bearing Debt Service Reserve Certificate (the certificate) maturing in 2024 upon final payment of the debt. The proceeds of the certificate are held by CFC in a Debt Service Reserve Fund (DSRF). At December 31, 2019, the investments included two municipal bonds for approximately \$923,000, and \$1,819,000, which bears interest at 2.22% and 5% per annum, respectively and cash of approximately \$80,000. At December 31, 2018, the investments included two municipal bonds for approximately \$923,000, and \$1,819,000, which bears interest at 2.22% and 5% per annum, respectively and cash of approximately \$80,000.

Municipal bonds are valued based on quoted market prices (Level 2) for those or similar investments.

Term certificates – The Cooperative is a member of CFC, a not-for-profit cooperative financing institution. As a condition of membership, the Cooperative purchased Subscription Capital Term Certificates (SCTCs). The SCTCs, totaling \$4,093,022 at December 31, 2019 and 2018, respectively, bear interest at 5.00% per annum and have maturity dates ranging from 2070 to 2080.

As a condition of the Solid Waste Disposal Revenue Bonds (see Note 8), which are guaranteed by CFC, the Cooperative purchased a Subordinated Term Certificate (STC). The STC, totaling \$336,000 and \$381,000 at December 31, 2019 and 2018, respectively, bears interest at 7.57% per annum and matures in full in 2024 upon final payment of the related debt. At December 31, 2019 and 2018, the current portion of the STC loan guarantee valued at \$3,000 and \$3,000, respectively, is recorded in current assets as an accounts receivable.

The SCTCs and STC are unrated, uncollateralized debt securities of CFC and valued at cost.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 3 – Investments (continued)

Investment in associated organizations – The Cooperative is a member of Sierra. The Cooperative's membership fee in Sierra was \$2,000 as of December 31, 2019 and 2018, respectively, and is carried at cost. The Cooperative's investment in Sierra was \$70,000 as of December 31, 2019 and 2018, respectively, and is carried at cost (see Note 17).

The Cooperative is an equity member of Alliance for Cooperative Energy Services Power Marketing LLC (ACES). The Cooperative's investment in ACES was \$961,610 as of December 31, 2019 and 2018 and is accounted for under the cost method of accounting.

The Cooperative invested in the capital of Grand Canyon State Electric Cooperative Association (GCSECA), which is accounted for under the cost method of accounting. The Cooperative's investment in GCSECA was \$275,358 and \$270,000, as of December 31, 2019 and 2018, respectively.

The Cooperative is a member of CoBank AFB (CoBank). The membership fee is \$1,000 and is carried at cost.

The Cooperative is a member of CFC. The membership fee is \$1,000 and is carried at cost.

The Cooperative holds investments made in the Board of Directors deferred compensation plan program in Homestead Funds (see Note 14 – Deferred Compensation Plans). The balance in the account at December 31, 2019 and 2018 was \$381,668 and \$249,717, respectively and is carried at fair market value (Level 1 Inputs).

Patronage capital – Patronage capital represents capital credit allocation of margins due to the Cooperative. Such amounts are returned to the Cooperative in accordance with the associated organization's bylaws and/or at their discretion.

Note 4 – Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents at December 31 consist of the following:

	<u>2019</u>	<u>2018</u>
Rural economic development revolving loan program	\$ 309,937	\$ 188,425
Other deposits on account	<u>2,066,438</u>	<u>2,057,508</u>
Total restricted cash and cash equivalents	<u><u>\$ 2,376,375</u></u>	<u><u>\$ 2,245,933</u></u>

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 5 – Accounts Receivable

Accounts receivable at December 31 consist of the following:

	<u>2019</u>	<u>2018</u>
Member energy sales	\$ 10,364,480	\$ 15,682,718
Electric transmission sales	2,080,138	1,994,231
Nonmember energy sales	4,582,430	7,866,183
Due from related party	3,127	3,127
Other	<u>3,018,777</u>	<u>1,446,997</u>
Total accounts receivable	<u>\$ 20,048,952</u>	<u>\$ 26,993,256</u>

Member energy sales – Member energy sales consist of sales to members under their wholesale power sales contracts (see Note 11 – Member Power Sales Contracts) and generally are not collateralized.

Electric transmission sales – Electric transmission sales consist of sales to members and nonmembers under transmission service agreements (see Note 11) and are generally not collateralized.

Nonmember energy sales – Nonmember energy sales consist of non-firm sales to unrelated electric utilities and are generally not collateralized.

Note 6 – Notes Receivable

Related party promissory notes – The Cooperative replaced the balance of the short-term note to Sierra to finance construction of solar photovoltaic distributed generation facilities with two promissory notes (see Note 17). Each note between Sierra and AEPCO has an annual interest rate of 3.00% and a term of 25 years. The combined notes receivable was \$1,733,579 and \$1,785,164, as of December 31, 2019 and 2018, respectively.

RUS rural economic development grant – In 1998, the Cooperative was awarded a \$400,000 RUS Rural Economic Development Grant. The Cooperative contributed matching funds in the amount of \$80,000. In accordance with grant guidelines, initial loans made to qualifying recipients at a zero interest rate were repaid over a ten-year period. The loan repayments were used to establish a revolving loan fund, which in turn, is used for providing loans to foster rural economic development. Loans made from repayments of the initial loans may carry an interest rate. In November 2010, March 2012, June 2015 and March 2017, the Cooperative issued loans in the amount of \$300,000, \$80,000, \$280,000 and \$100,000 respectively, at an interest rate of 3.00%. As of December 31, 2019 and 2018, the Cooperative has \$309,937 and \$188,425, respectively, of cash and cash equivalents restricted for use in this program (see Note 4).

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 7 – Deferred Debits

Deferred debits at December 31 consist of the following:

	2019	2018
Deferred overhaul costs	\$ 12,551,188	\$ 12,383,541
Preliminary survey and investigation and other deferred debits	4,298,274	4,357,070
RS plan prepayment (See Note 14)	5,760,126	6,308,709
Redemption premium (See Note 8)	16,987	27,441
Total deferred debits	\$ 22,626,575	\$ 23,076,761

Regulatory assets – The ACC authorized the recovery of the regulatory assets through the imposition of a specific charge (see Note 2). The regulatory assets, pursuant to an order from the ACC, are being amortized as revenues related to the regulatory assets that are collected. The credit represents revenue remaining to be recognized related to the regulatory assets.

Note 8 – Long-Term Debt

Federal Financing Bank (FFB) – Long-term debt due to FFB is payable at interest rates based on long-term obligations of the United States Government as determined on the date of advance. Interest rates on existing FFB debt ranged from 1.13% to 8.24% in 2019 and 2018, respectively. Quarterly principal and interest installments on these obligations extend through 2035. The obligations are guaranteed by RUS. The Cooperative may prepay all outstanding notes by paying the principal amount plus either 1) the difference between the outstanding principal balance of the loan being refinanced and the present value of the loan discounted at a rate equal to the then current cost of funds to the Department of the Treasury for obligations of comparable maturity; 2) 100% of the amount of interest for one year on the outstanding principal balance of the loan being refinanced multiplied by the ratio of a) number of quarterly payment dates remaining to maturity bears to b) number of quarterly payment dates between year 13 of the loan and the maturity date; or 3) present value of 100% of the amount of interest for one year on the outstanding principal balance of the loan.

Solid Waste Disposal Revenue bonds – These bonds are repriced and sold semi-annually at six month intervals on March 1st and September 1st, and AEPCO has the option to redemption at each repricing. Principal on these bonds is due in annual installments through 2024. Interest rates on the bonds are variable and subject to revision semiannually. The interest rate in effect at December 31, 2019 and 2018 was 1.40% and 1.88%, respectively. Interest is paid semiannually. These bonds are guaranteed by CFC and are not subject to optional redemption prior to maturity.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 8 – Long-Term Debt (continued)

Advance payments unapplied – RUS established a Cushion of Credit Payment Program, whereby borrowers may make advance payments on their RUS and FFB notes (Notes). These advance payments earn interest at the rate of 5.00% per annum. The advance payments, plus any accrued interest, can only be used for the payment of principal and interest on the Notes. The Cooperative’s participation in the Cushion of Credit Payment Program totaled approximately \$72,928,433 and \$69,394,000 at December 31, 2019 and 2018, respectively. RUS allows borrowers to report a portion of the cushion of credit account balance as a reduction of the current maturities of RUS long-term debt. Accordingly, the Cooperative records the current year allocation under “Current maturities of long term debt” and the residual balance is recorded as a separate line item entitled “Advance payments unapplied” under long-term debt on the balance sheets.

Cooperative Finance Corporation – Long-term debt due to CFC is payable at fixed rates of 2.90% and a variable interest rate that is established monthly and effective on the first day of each month. The variable interest rate in effect at December 31, 2019 and 2018 was 2.62% and 2.50%, respectively. Quarterly principal and interest payments on these obligations extend through 2024. The variable interest rate on the debt is convertible to a fixed rate. The fixed rate would be equal to the rate of interest offered by CFC at the time of the conversion request. The Cooperative may prepay fixed rate notes in whole or in part, subject to a prepayment premium prescribed by CFC.

Maturities of long-term debt – Maturities of long-term debt for the next five years and thereafter are as follows as of December 31, 2019:

2020	\$ 12,583,324
2021	11,188,212
2022	11,587,286
2023	11,791,010
2024	11,292,637
Thereafter	<u>100,863,523</u>
	<u><u>\$ 159,305,992</u></u>

On March 1, 2016, AEPCO replaced the RUS Mortgage with the Indenture, pursuant to which AEPCO has granted a lien and a security interest in substantially all of its real and personal property to secure current indebtedness and other obligations and to secure other indebtedness (see Note 2 – Indenture). In connection with the adoption of the Indenture as a replacement for the RUS Mortgage, AEPCO and RUS amended and restated the existing loan contracts as the Amended and Restated Loan Contract (Contract), dated March 1, 2016 between AEPCO and the Government acting by and through the Administrator of the RUS. Under the covenants of the Contract, the Cooperative must, among other things, maintain a credit rating from at least two rating agencies and comply with covenants in the Indenture, which includes establishment and collection of rates for the use or sale of output, capacity or service of the system that together with other revenues available to the Cooperative are reasonably expected to yield margins for interest equal to at least 1.10 times secured interest charges. Management believes these financial covenants have been achieved as of December 31, 2019.

Long-term debt is collateralized by the pledge of all assets through the Indenture.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 8 – Long-Term Debt (continued)

Components of interest expense at December 31 consist of the following:

	2019	2018
Total interest costs and related amortization	\$ 10,677,437	\$ 10,432,904
Interest capitalized	(122,821)	(97,662)
Total interest expense	<u>\$ 10,554,616</u>	<u>\$ 10,335,242</u>

Note 9 – Member Advances and Other Investments

Member investment program – The Cooperative offers all members the ability to invest funds with the Cooperative on a short-term basis for periods of up to nine months. The Cooperative had recorded liabilities for notes of \$15,324,823 and \$7,021,394 at December 31, 2019 and 2018, respectively. The interest rate on these notes averaged 1.962% and 2.76% in 2019 and 2018, respectively. Interest expense on these notes was approximately \$84,000 and \$14,000 for the years ended December 31, 2019 and 2018, respectively.

Prepaid billing program – The Cooperative also offers a program for all members whereby the members may make interest-bearing prepayments of their monthly power and transmission billings. The prepayment and accrued interest are applied to the members' power and transmission billings on the date such billings become due. The Cooperative recorded no liabilities for prepayments at December 31, 2019 and December 31, 2018.

Southwest Public Power Agency – The Cooperative entered into an Energy Management Services Agreement (Agreement) with Southwest Public Power Agency (SPPA), a Class D member of AEPCO, on March 31, 2015 to provide accounting, reporting, scheduling, selling, purchasing and gas hedging services with respect to the energy available to SPPA under the Agreement. To enable AEPCO to provide credit services necessary to this Agreement, SPPA has provided a deposit to AEPCO in the amount of \$1,000,000, which AEPCO has placed and will maintain in an interest bearing account separate from other sources. SPPA is entitled to all interest that accumulates in the deposit account. The balance in the deposit account was \$1,062,250 and \$1,037,524 for the years ended December 31, 2019 and 2018, respectively.

Metropolitan Water District of Southern California – The Cooperative entered into a Scheduling and Trading Services Agreement (Agreement) with the Metropolitan Water District of Southern California (MWD), a class D member of AEPCO, on August 28, 2017 to provide accounting, reporting, scheduling, selling and purchasing services as defined in the agreement through December 31, 2035 unless terminated under provisions within the agreement. To enable AEPCO to provide credit services necessary to this Agreement, MWD has provided a deposit to AEPCO in the amount of \$1,000,000, which AEPCO has placed and will maintain in an interest bearing account separate from other sources. MWD is entitled to all interest that accumulates in the deposit account. The balance in the deposit account was \$1,004,188 and \$1,002,495 for the years ended December 31, 2019 and 2018, respectively.

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 10 – Deferred Credits and Other Liabilities

Deferred credits at December 31 consist of the following:

	<u>2019</u>	<u>2018</u>
Asset retirement obligation	\$ 23,408,297	\$ 20,680,212
Regulatory liability – ARO	3,210,101	2,809,671
Pension distribution liability	<u>4,509</u>	<u>22,544</u>
Total deferred credits and other liabilities	<u><u>\$ 26,622,907</u></u>	<u><u>\$ 23,512,427</u></u>

Asset retirement obligation – The Cooperative completed the ARO calculation for the Apache Station Generation Plant in Cochise, Arizona with the assumption that the assets will be in service through the year 2035. The useful life expectations used in the calculations of the ARO are based on the assumption that operations will continue without deviation from historical trends.

The asset retirement obligation related to generation assets at December 31 consists of the following:

	<u>2019</u>	<u>2018</u>
Liability at January 1	\$ 20,680,212	\$ 19,757,982
Decommission expense recognized	1,036,303	922,230
Liabilities incurred	<u>1,691,782</u>	<u>-</u>
Liability at December 31	<u><u>\$ 23,408,297</u></u>	<u><u>\$ 20,680,212</u></u>

The regulatory liability related to the asset retirement obligation calculation at December 31 consists of the following:

	<u>2019</u>	<u>2018</u>
Liability at January 1	\$ 2,809,671	\$ 2,358,189
Estimated recovery	1,978,704	1,978,704
Less accretion & depreciation expense	<u>(1,578,274)</u>	<u>(1,527,222)</u>
Liability at December 31	<u><u>\$ 3,210,101</u></u>	<u><u>\$ 2,809,671</u></u>

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 11 – Commitments and Contingencies

Class A Member power sales contracts – Wholesale power sales contracts – The Cooperative holds all requirements wholesale power sales contracts with three of its six Class A member cooperatives pursuant to which each Class A member agrees to purchase from the Cooperative all of its electric power requirements. These all requirements power contracts expire December 31, 2035, and will remain in effect thereafter until terminated by either party upon six months' notice. Management believes the Cooperative will be able to fulfill its requirements on these long-term contracts.

Class A Member power sales contracts – Partial requirements wholesale power contracts – The Cooperative holds partial requirements wholesale power sales contracts, expiring December 31, 2035, with three of its Class A member cooperatives pursuant to which the Class A members have agreed to purchase from the Cooperative electric energy up to and capacity at the member's allocated capacity percentage in the Cooperative's total resources existing at the time of execution of the contract.

Class A Member network service agreements – The Cooperative has agreements to provide network integration transmission service to deliver power to the all-requirements Class A distribution cooperative members. The Cooperative entered into separate agreements to provide network integration and point-to-point transmission services to the partial requirements Class A members. These agreements remain in effect so long as the associated wholesale power contract between AEPCO and the Class A member remains in effect, all of which terminate on December 31, 2035. In the opinion of management, the Cooperative will be able to provide service in accordance with these agreements (see Note 17).

Class B and Class C Member power sales contracts – There are no Class B or C member contracts at December 31, 2019 and 2018.

Class D Member service contracts – Class D membership requires the member to enter into a service contract for a minimum term of 2 years. The service contract with each Cooperative's Class D member is renewed annually until terminated by either party upon a six months written notice. At December 31, 2019 and 2018, the Cooperative had five Class D members.

Nonmember power and services agreements – The Cooperative holds six nonmember power and service agreements that have various termination notices.

Wholesale power purchase contracts – The Cooperative's current power supply includes the following purchase power agreements:

- Hydroelectric power purchases from Western Area Power Administration (Western), a federal power marketing agency. Under the terms of its Salt Lake City Integrated Project (formerly Colorado River Storage Project) contract, which expires September 30, 2024, the Cooperative can receive up to 2.4 MW during October through March and up to 11.7 MW during April through September for service to its Class A members. Additionally, under the terms of a contract with the Parker Davis Project, which expires September 30, 2028, the Cooperative receives 18.3 MW during October through February and 23.6 MW during March through September. Hoover (Boulder Canyon Project) hydroelectric power purchase from Arizona Power Authority and Western of approximately 2 MW each month October 2017–September 30, 2067.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 11 – Commitments and Contingencies (continued)

- Power purchase agreement with Salt River Project to purchase up to 15 MW capacity and energy at a maximum of 44% capacity factor per month and priced at less than the market price for Peak Hours with a term to begin in January 2016 and ending 20 years thereafter. Beginning January 2017 through the remaining term of the contract, 1.755 MW will be allocated to Navopache Electric Cooperative.
- Power purchase agreement with Mesquite Power LLC to purchase up to 2 MW capacity and energy at a maximum of 100% capacity factor per month with a term to begin on January 1, 2015 and was terminated on April 1, 2019.

Solar services agreements – The Cooperative's current power supply includes the following solar services agreements:

- Solar services agreement with Sierra to purchase up to 20 MW alternating current electricity at a maximum of 100% capacity factor per month with a term to begin on October 10, 2017 and ending on October 9, 2026 unless either party provides ninety days written notice of intent not to renew, the agreement shall be renewed for additional five year terms provided no renewal term extends beyond the termination date of the corresponding interconnection agreement.
- Solar services agreement with Sierra to purchase up to 2 MW alternating current electricity at a maximum of 100% capacity factor per month with a term to begin on August 17, 2017 and ending on August 16, 2026 unless either party provides ninety days written notice of intent not to renew, the agreement shall be renewed for additional five year terms provided no renewal term extends beyond the termination date of the corresponding interconnection agreement.

Wholesale transmission contracts – The Cooperative holds three separate point to point transmission agreements to provide point-to-point transmission services for delivering to other Southwest Reserve Sharing Group (SRSG) members under the SRSG Agreement and for the Joint Generation Contingency Reserve Plan (N-1 Plan). The first agreement provides for reserved transmission capacity of 30 MW for delivery of energy to other SRSG participants, the second agreement provides for reserved transmission capacity of 175 MW for the receipt of energy from other SRSG participants in the event of a loss of Apache generation and the third agreement provides for reserved transmission capacity of 110 MW as established in the N-1 Plan. Each of these agreements, which renew annually, are expected to remain in effect for the term of the members' network service agreements. In the opinion of management, the Cooperative will be able to provide service in accordance with these agreements.

Other transmission service agreements – The Cooperative provides separate transmission service agreements (Point to Point and Network Integration) with other entities in accordance with the Cooperative's Open Access Transmission Tariff (OATT) or other pre-OATT agreements. These other transmission service agreements provide for reserved transmission capacity and will remain in effect in accordance with each respective service agreement. In the opinion of management, the Cooperative will be able to provide service in accordance with these agreements.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 11 – Commitments and Contingencies (continued)

Transmission wheeling agreements – The Cooperative purchases transmission wheeling rights from other entities. There are currently nine (eight with Western Area Power Administration – Desert Southwest Region and one with Southern California Edison) transmission wheeling agreements under which the Cooperative purchases transmission to provide for deliveries to AEPCO’s Class A members loads. There are currently eight wheeling agreements (two with Western Areas Power Administration – Desert Southwest Region, four with El Paso Electric, one with Tucson Electric Power and one with Salt River Project) under which the Cooperative moves power from market hubs into the Cooperative’s service area. These transmission wheeling agreements expire at various times and may include associated roll-over rights.

Rate filing application – generation – On July 5, 2012, the Cooperative filed an application for rate relief requesting new rates to become effective on or after November 1, 2013 and the continuance of the Cooperative’s purchased power and fuel cost adjustor. On October 25, 2013, the ACC issued a decision approving a 2.77% decrease in revenues and authorizing new rate tariffs and a purchased power and fuel adjustment clause, which became effective on November 1, 2013. Further, the ACC authorized the implementation of new depreciation rates effective November 1, 2013. On August 1, 2014, the Cooperative filed an application requesting to remove from its rates all costs and charges related to two purchase power contracts that expired on October 31, 2014. The application was approved by the ACC and the new tariff rates became effective November 1, 2014. On December 17, 2015, the ACC approved the form of the Cooperative’s proposed environmental cost adjustment rider (ECAR) and plan of administration. The Cooperative filed an application to approve its initial Environmental Compliance Strategy (ECS) and revised ECAR tariff on May 27, 2016. The ACC approved the Cooperative’s initial ECS and revised ECAR on September 19, 2016, and the Cooperative began collecting the costs associated with the activated carbon via the ECAR effective with the October 2016 billings.

Rate filing application – transmission – On August 3, 2012, the Cooperative filed an application for rate relief with the ACC requesting new rates to become effective on November 1, 2013 or at the same time as AEPCO’s rates. On October 25, 2013, the ACC issued a decision approving a 28.61% decrease in revenues and authorizing new rate tariffs and a Network Transmission Revenue Adjustor (TRA) and Plan of Administration, which became effective on November 1, 2013. Further, the ACC authorized the implementation of new depreciation rates effective November 1, 2013. On September 3, 2015, the Cooperative filed a revised TRA, which became effective on December 1, 2015.

Fuel procurement contracts – Coal supply agreements – To ensure an adequate fuel supply, the Cooperative enters into various long-term fuel contracts. At December 31, 2019, these contracts consist of:

- A 60-month agreement that originally required the Cooperative to purchase approximately 3,220,000 tons of coal during the term of the agreement. The agreement has since been amended to replace the term of the agreement with January 1, 2013 through December 31, 2023 and limit the remaining base tonnage obligation to 1,060,000 tons effective January 1, 2016. The amendment further limits the purchase and delivery of coal to approximately 176,000 tons in 2017, 153,000 tons in year 2018, 221,000 tons in 2019, and 92,060 tons in year 2020.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 11 – Commitments and Contingencies (continued)

- A 36-month agreement consisting of approximately 304,000 tons of coal to be delivered between January 1, 2017 and December 31, 2019.
- A 36-month agreement consisting of approximately 161,000 tons of coal to be delivered between January 1, 2017 and December 31, 2019.
- A 1-month agreement consisting of approximately 14,000 tons of coal to be delivered between December 1, 2018 and December 31, 2018.
- A 1-month agreement consisting of approximately 14,000 tons to be delivered in the month of April 2019.
- A 6-month agreement consisting of approximately 113,000 tons to be delivered between May 2019 and October 2019.

Coal railcar lease agreements – To provide for the shipment of the coal supply, the Cooperative entered into lease agreements for the lease of coal railcar trainsets (see Note 15 – Coal railcar trainsets).

Coal railcar maintenance agreement – The Cooperative entered into railcar management services agreement, effective January 1, 2013, for the maintenance of the coal railcar trainset leased under the 20-year lease agreement (see Note 15 – Coal Railcar Trainsets). The term of the original maintenance agreement has been extended to December 31, 2020.

Collective bargaining agreement – Approximately 34% of the personnel employed by the Cooperative's work force is subject to a collective bargaining agreement. The Cooperative entered into a five-year collective bargaining agreement effective March 1, 2018.

Letters of credit – A letter of credit in the amount of \$800,000 was obtained by the Cooperative from CFC for the purpose of providing credit support for a power purchase agreement with Salt River Project Agricultural Improvement and Power District (SRP). The letter of credit was issued to SRP December 1, 2015 and expires December 31, 2020. The interest rate, if draws were to occur, will be equal to a fixed rate set by CFC, not to exceed the *Prevailing Bank Prime Rate*, as published in the Money Rates column of *The Wall Street Journal*, plus one percent per annum. As a condition of the letter of credit, the Cooperative is required to remain in compliance with the terms and conditions of the Indenture and Contract (see Note 2 and Note 8).

Lines of credit – On June 5, 2014, the Cooperative entered into a five-year committed unsecured line of credit agreement with CFC for \$50,000,000. On August 20, 2019, the cooperative extended the agreement to August 20, 2024. The interest rate on advances will be calculated at a rate per annum as may be fixed by CFC from time to time or in the case of a LIBOR advance, at a fixed rate per annum equal to LIBOR plus the Applicable Margin. There was a \$12,000,000 outstanding balance as of December 31, 2019 and a \$20,000,000 balance outstanding as of December 31, 2018.

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 11 – Commitments and Contingencies (continued)

On August 21, 2014, the Cooperative entered into a five-year committed unsecured line of credit agreement with CoBank for \$50,000,000. On August 20, 2019, the cooperative extended the agreement to July 10, 2024. The interest rate on advances will be calculated at a Base Rate Option, in which a rate per annum equal at all times to the Base Rate plus the Applicable Margin, or at a LIBOR Option, in which a fixed rate per annum equal to LIBOR plus the Applicable Margin. There was a \$20,000,008 outstanding balance as of December 31, 2019 and a \$10,000,000 balance outstanding as of December 31, 2018.

Capital lease – Capital lease property and the related liabilities are in substance asset purchases. Assets and liabilities under capital leases are recorded at the lesser of the present value of the minimum lease payments or the fair value of the assets. The assets are amortized over their related lease terms or their estimated useful lives, whichever is less.

On January 28, 2013, the Cooperative entered into a master lease agreement for the lease of substantially all of the Cooperative’s vehicles. Individual lease schedules underlying the master lease agreement are entered into as individual vehicles are delivered. Each lease schedule includes a description of the vehicle, the lease term and the monthly rental and other payments due with respect to the vehicle. The term for each vehicle begins on the date each vehicle is delivered and continues as described in the individual schedule.

Future minimum capital lease payments and present values of the minimum lease payments are as follows as of December 31, 2019:

Years ending December 31, 2020	\$ 323,273
2021	240,861
2022	91,494
2023	<u>102,776</u>
Total minimum lease payments	758,404
Less amount representing interest	<u>71,904</u>
Present value of minimum lease payments	686,500
Less current portion	<u>285,935</u>
	 <u><u>\$ 400,565</u></u>

Legal – In the normal course of business, the Cooperative is party to claims and matters of litigation. The ultimate outcome of these matters cannot presently be determined; however, in the opinion of management of the Cooperative, the resolution of these matters will not have a material adverse effect on the Cooperative’s financial position, results of operations, or liquidity.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 12 – Patronage Capital

Patronage capital allocation – In accordance with the Cooperative’s bylaws, the Cooperative is obligated to account, on a patronage basis, to all its members for all amounts received and receivable from the sale and/or delivery of electric energy and other services in excess of the sum of:

- operating costs and expenses, including interest on debt service, properly chargeable against the sale and/or delivery of electric energy and other services; and,
- amounts required to offset any losses incurred during the current or any prior fiscal years.

All such amounts in excess of operating costs, expenses and prior losses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the members as capital. The Cooperative is obligated to pay by credits to a capital account for each member for all such amounts as credits in proportion to the value or quantity of the Cooperative’s service used, received or purchased by each member during the applicable fiscal year in excess of operating costs and expenses and prior losses.

Patronage capital retirement – Per the Indenture, AEPCO may retire patronage capital without further restriction as long as aggregated margins and equity are maintained at a level that is at least 30% of total long term debt and equities. The retirements for 2019 and 2018 were \$1,351,893 and \$1,285,977, respectively.

Note 13 – Income Tax Status

The Cooperative is exempt from income taxes under the provisions of Section 501(c)(12) of the Internal Revenue Code, except to the extent of unrelated business income, if any. The Cooperative follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740-10, relating to accounting for uncertain tax positions. As of December 31, 2019 and 2018, the Cooperative does not have any uncertain tax positions. The Cooperative files an exempt organization and unrelated business income tax return in the U.S. federal jurisdiction and the states of Arizona and California. Based upon its equity membership in ACES (see Note 3), returns are filed with the states of Arkansas, Georgia, Indiana, Maryland, Minnesota and North Carolina.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 14 – Revenue Recognition

The Cooperative recognizes operating revenues from wholesale electricity sales and electricity transmission services in an amount that reflects the consideration to which the Cooperative expects to be entitled in exchange for those sales and services.

The Cooperative supplies power requirements (energy and demand) to its Members subject to substantially identical wholesale power contracts. The Cooperative also supplies power (energy and demand) to Nonmembers subject to wholesale power contracts. Member revenue is recorded at ACC authorized rates and Nonmember revenue is generally recorded at contractual rates. Based on the invoice practical expedient, revenue is recognized equal to the amount the Cooperative has the right to invoice. The Cooperative bills its Members monthly, and payments are due monthly. Substantially all of the Cooperative's accounts receivable relate to revenues under its contracts with members and Nonmembers.

Note 15 – Employee Benefit Plans

Managed Time Off (MTO) – Employees earn paid time-off based on years of service and hours worked in the current period. The maximum accrued MTO for each employee is limited to a predetermined amount as established by policy of the Cooperative's Board of Directors. Any earned MTO not taken by an employee at the time of separation from employment in good standing may be paid in lump-sum as a termination benefit. Each year, employees with MTO exceeding 120 hours may convert up to 80 hours to cash at the employee's current base rate of pay.

Pension plans – The Cooperative has a defined benefit pension plan covering substantially all of its employees. Pension benefits are provided through participation in the National Rural Electric Cooperative Association (NRECA) Retirement Security Plan (RS Plan). The Cooperative contributes a percentage of salaried and union employees' earnings to the program, as prescribed by NRECA. The Cooperative's policy has been to fund retirement costs annually as they accrue. Withdrawal from the RS Plan may result in the Cooperative having a significant obligation to the program. The Cooperative does not currently intend to withdraw from the plan and accordingly, no provision has been included in the accompanying financial statements.

The NRECA RS Plan is a defined benefit pension plan qualified under Section 401 and tax-exempt under Section 501(a) of the Internal Revenue Code. It is a multiemployer plan under the accounting standards. The plan sponsor's Employer Identification Number is 53-0116145 and the Plan Number is 333. A unique characteristic of a multiemployer plan compared to a single employer plan is that all plan assets are available to pay benefits of any plan participant. Separate asset accounts are not maintained for participating employers. This means that assets contributed by one employer may be used to provide benefits to employees of other participating employers.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 15 – Employee Benefit Plans (continued)

The Cooperative's contributions to the RS Plan in 2019 and 2018 represented less than 5 percent of the total contributions made to the plan by all participating employers. Contributions by the Cooperative to this plan approximated \$2,828,000 and \$2,876,000 for the years ended December 31, 2019 and 2018, respectively. Contributions in 2019 reflect a reduction in the contribution billing rate of approximately 25% resulting from the Cooperative's voluntary decision to prepay RS Plan contributions (See RS Plan prepayment).

In the RS Plan, a "zone status" determination is not required, and therefore not determined, under the Pension Protection Act (PPA) of 2006. In addition, the accumulated benefit obligations and plan assets are not determined or allocated separately by individual employer. In total, the RS Plan was over 80 percent funded on January 1, 2019 and 2018 based on the PPA funding target and PPA actuarial value of assets on those dates.

Because the provisions of the PPA do not apply to the RS Plan, funding improvement plans and surcharges are not applicable. Future contribution requirements are determined each year as part of the actuarial valuation of the plan and may change as a result of plan experience.

The Cooperative offers participation in the NRECA SelectRE Pension Plan to non-union employees hired prior to January 1, 2012 and all union employees regardless of hire date who meet certain minimum service requirements. This plan has 401(k) salary deferral features. Under this plan, the Cooperative matches a percentage of the employees' contributions to the plan. The Cooperative's contributions to the plan were approximately \$405,000 and \$411,000 for the years ended December 31, 2019 and 2018, respectively.

The Cooperative offers participation in the 401(k) Pension Plan to all employees hired after December 31, 2011 who have no prior RS Plan participation history and meet certain minimum service requirements. This plan has 401(k) salary deferral features. Under this plan, the Cooperative matches a percentage of the employees' contributions to the plan. The Cooperative's contributions to the plan were approximately \$262,000 and \$185,000 for the years ended December 31, 2019 and December 31, 2018, respectively.

RS Plan prepayment – On April 29, 2013, the Cooperative voluntarily prepaid contributions of \$9,600,211 to the NRECA RS Plan. The prepayment amount is the Cooperative's share as of January 1, 2013, of future contributions required to fund the RS Plan's unfunded value of benefits earned to date using RS Plan actuarial valuation assumptions. The prepayment was the equivalent of approximately 2.5 times the Cooperative's 2013 annual required contribution and will result in an approximate 25% reduction in the Cooperative's required contributions as of January 1, 2013. The 25% differential in billing rates is expected to continue for approximately 15 years. However, changes in interest rates, asset returns and other plan experience different from expected, plan assumption changes and other factors may have an impact on the differential in billing rates and the 15-year period. In accordance with the guidance provided by RUS to its borrowers, the Cooperative created a deferred debit and will amortize it over 17.5 years starting January 1, 2013.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 15 – Employee Benefit Plans (continued)

Deferred compensation programs – The Cooperative offers a program to key employees whereby these employees may elect to set aside a portion of current compensation to be paid out at a later date upon a qualifying event including retirement, termination of employment, death or disability. As of December 31, 2019 and 2018, there was one participant in the program.

The Cooperative offers a program to the Cooperative’s Board of Directors whereby a Director may elect to set aside a portion of current compensation to be paid out at a later date upon a qualifying event including retirement, termination of service, death or disability. As of December 31, 2018, there was one participant in this program. As of December 31, 2019, there was zero participants in this program.

The Cooperative offered a program (Pension Restoration Plan) to a select group of management and highly compensated employees whose pension benefits from the RS Plan would be reduced because of limitations on retirement benefits payable under Sections 401(a)(17) or 415 of the Internal Revenue Code. Any benefits payable by the Cooperative under the program were credited by NRECA to an account under the RS Plan. This plan was discontinued effective March 1, 2016, and the former participant’s accumulated benefits are being paid from the plan over a 60-month period.

Effective March 1, 2016, the Cooperative offers a program (Top Hat Plan) to key employees whereby these employees may elect to set aside a portion of current compensation to be paid out at a later date selected by the employee upon initial participation in the plan or upon a qualifying event including retirement, termination of employment, death or disability. As of December 31, 2019 and 2018, there was one participant in this program.

Effective March 1, 2016, the Cooperative offers a program (Executive Compensation 457(b) Plan) to a select group of management employees whereby these employees may elect to set aside a portion of current compensation to be paid out at a later date upon a qualifying event including retirement, termination of employment, death or severe financial hardship. Participants are eligible to make annual deferrals subject to the provisions of Section 457(e)(15) of the Internal Revenue Code of 1986 during any year the Cooperative is tax-exempt and subject to Code Section 457. As of December 31, 2019, there were zero participants in the program. As of December 31, 2018, there was one participant in the program.

Effective January 1, 2016, the Cooperative offers a program (Performance Incentive 457(f) Plan) to a select group of management, key employees or highly compensated employees within the meaning of the Employee Retirement Income Security Act of 1974 (ERISA), which is intended to be a nonqualified deferred compensation plan maintained in conformity with the requirements of Internal Revenue Code Section 457(f). All amounts deferred under the Plan shall constitute short-term deferrals for the purposes of Code Section 409A. Benefits payable under the Plan shall be payable only if the participant achieves the performance goal or goals outlined in the Plan addendum. As of December 31, 2019 and 2018, there was one participant in this program.

Arizona Electric Power Cooperative, Inc.

Notes to Financial Statements

Note 16 – Operating Leases

Computer equipment – The Cooperative entered into master lease agreements for the lease of substantially all the Cooperative’s personal computers and peripheral equipment. Individual certificates of acceptance (COAs) underlying the master lease agreements are entered into as groups of computers and equipment are delivered. The terms of the COAs are for up to six years. Rent expense for the lease of the computer equipment was approximately \$403,000 and \$432,000 for the years ended December 31, 2019 and 2018, respectively, and is included in administration and general on the accompanying statements of revenues and expenses and unallocated accumulated margins.

Copier equipment – The Cooperative entered into three lease agreements for the lease of copier equipment. The terms of each lease is 60 months. Rent expense for the lease of copier equipment was approximately \$44,000 and \$49,000 for the years ended December 31, 2019 and 2018, respectively and is included in administration and general on the accompanying statements of revenues and expenses and unallocated accumulated margins.

Nitrogen bulk tank – The Cooperative entered into a lease agreement for the lease of a bulk tank to store nitrogen. The term of the lease is 60 months. Rent expense for the lease of the tank was approximately \$6,600 and \$13,700 for the years ended December 31, 2019 and 2018, respectively.

Hydrogen bulk storage vessel – The Cooperative entered into a lease agreement for the lease of a storage vessel to store hydrogen gas. The term of the lease agreement is 60 months and is automatically renewed at the end of each term for 60 months unless either party gives written termination notice at least six (6) months before the expiration of the current term. The current 60-month period expires November 1, 2022. Rent expense for the lease of the storage vessel was approximately \$32,000 for the years ended December 31, 2019 and 2018.

Coal railcar trainsets – The Cooperative entered into lease agreements for the lease of coal railcar trainsets. Lease payments are included as a component of fuel expense. At December 31, 2019, these lease agreements consist of the following:

- A 20-year lease agreement, effective December 17, 2002. Lease payments under this agreement totaled approximately \$368,520 in 2019 and 2018. The Cooperative has the option of canceling this agreement effective December 31, 2012 subject to the following: (1) the Cooperative notifies the lessor in writing on or before 180 days prior to the effective date of the termination, and (2) the Cooperative pays an additional amount of \$5,971 per car for each car terminated.
- A 24-month lease agreement, effective March 1, 2017. This is a full service lease agreement for fourteen railcars. Lease payments under this agreement was approximately \$49,350 and \$46,200 for the years ended December 31, 2019 and 2018, respectively.
- A 24-month lease agreement, effective March 1, 2017. This is a full service lease agreement for seven railcars. Lease payments under this agreement was approximately \$24,675 and \$23,100 for the years ended December 31, 2019 and 2018, respectively.
- A 24-month lease agreement, effective February 1, 2018. This is a full service lease agreement for five railcars. Lease payments under this agreement was approximately \$7,500 and \$6,900 for the years ended December 31, 2019 and 2018, respectively.

Arizona Electric Power Cooperative, Inc.
Notes to Financial Statements

Note 16 – Operating Leases (continued)

Solar equipment – The Cooperative entered into a lease agreement for the lease of solar equipment. The lease was effective November 1, 2017 and has a term of 12 months. Rent expense for the lease was approximately \$13,300 for the year ended December 31, 2018.

The following summarizes the future minimum lease payments under operating leases that had initial or remaining lease terms in excess of one year at December 31, 2019:

2020	\$ 768,326
2021	680,436
2022	643,348
2023	216,141
2024	121,540
	<hr/>
	\$ 2,429,791
	<hr/>

Note 17 – Concentration of Customers and Credit Risk

Revenue and accounts receivable for the year ended December 31, 2019 included amounts from three customers, whom each individually represented more than 10% of the total operating revenue and accounts receivable. Revenue from these customers collectively represented approximately 73% of total operating revenue for 2019. The amounts owed from these customers collectively represented approximately 47% of the total accounts receivable balance at December 31, 2019.

Revenue and accounts receivable for the year ended December 31, 2019 included amounts from three customers, whom each individually represented more than 10% of the total operating revenue and accounts receivable. Revenue from these customers collectively represented approximately 63% of total operating revenue for 2018. The amounts owed from these customers collectively represented approximately 38% of the total accounts receivable balance at December 31, 2018.

Note 18 – Related Parties

The Cooperative is a member of Sierra. Sierra is a member-owned, nonprofit Arizona cooperative corporation organized to provide electric power and energy related products and services to its members and other patrons. The Cooperative is represented by two delegates. Each delegate is seated as a director on the Cooperative’s Board of Directors and is entitled to one vote on each matter submitted to a vote at a meeting of the directors.

Arizona Electric Power Cooperative, Inc. Notes to Financial Statements

Note 18 – Related Parties (continued)

The Cooperative entered into an agreement with Sierra to lease certain real property (Property) to Sierra for the purpose of constructing and operating a 20 megawatt (MW) AC solar photovoltaic generating facility system (Generating Facility), which will be located on a portion of the Property. The term of the agreement is effective October 16, 2017 through December 31, 2045 and shall be automatically renewed as long as the Generating Facility remains in commercial operation. The Cooperative recorded solar site rental income from Sierra totaling approximately \$10,000 and \$10,000 for the years ended December 31, 2019 and 2018, respectively.

The Cooperative entered into an agreement with Sierra to finance construction of solar photovoltaic distributed generation facilities with two promissory notes (see Note 6). The combined notes receivable was \$1,733,579 and \$1,785,164 as of December 31, 2019 and 2018, respectively.

As of December 31, 2019, the Cooperative has recorded approximately \$117,000 accounts payable to Sierra and there were approximately \$829,000 accounts receivable from Sierra. As of December 31, 2018, the Cooperative has recorded approximately \$130,000 accounts payable to Sierra and there were approximately \$279,000 accounts receivable from Sierra. The net receivable or payable are included in the accompanying balance sheets as accounts receivable or payable.

Note 19 – Subsequent Events

Subsequent to year end, an outbreak of a novel coronavirus (COVID-19) occurred in the United States, along with various other countries globally. On March 11, 2020, the World Health Cooperative assessed the novel coronavirus outbreak and characterized it as a pandemic. Subsequent to the declaration of a pandemic, a variety of federal, state, and local governments have taken actions in response to the pandemic, which have ranged by jurisdiction, but are generally expected to result in a variety of negative economic consequences, the scope of which are not currently known or quantifiable. The duration and intensity of the impact of the coronavirus and resulting impact to the Cooperative is unknown.

Report of Independent Auditors on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

To the Board of Directors
Arizona Electric Power Cooperative, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Arizona Electric Power Cooperative, Inc. (the Cooperative) as of and for the year ended December 31, 2019, and the related notes to the financial statements, which collectively comprise Arizona Electric Power Cooperative's financial statements, and have issued our report thereon dated March 31, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Arizona Electric Power Cooperative, Inc.'s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Arizona Electric Power Cooperative, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of Arizona Electric Power Cooperative, Inc.'s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Arizona Electric Power Cooperative, Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in blue ink that reads "Miss Adams UP". The signature is written in a cursive, slightly slanted style.

Portland, Oregon
March 31, 2020

