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UNS Energy Corp  
 Form 10-K  
 February 25, 2014

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM 10-K  
 (Mark One)

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

For the fiscal year ended December 31, 2013

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

For the transition period from	to	Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	IRS Employer Identification Number
		1-13739	UNS ENERGY CORPORATION (An Arizona Corporation) 88 East Broadway Boulevard Tucson, AZ 85701 (520) 571-4000	86-0786732
		1-5924	TUCSON ELECTRIC POWER COMPANY (An Arizona Corporation) 88 East Broadway Boulevard Tucson, AZ 85701 (520) 571-4000	86-0062700

Securities registered pursuant to Section 12(b) of the Exchange Act:

Registrant	Title of Each Class	Name of Each Exchange on Which Registered
UNS Energy Corporation	Common Stock, no par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Exchange Act:

Registrant	Title of Each Class	Name of Each Exchange on Which Registered
Tucson Electric Power Company	Common Stock, without par value	N/A

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933.

UNS Energy Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Tucson Electric Power Company	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>



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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (Exchange Act).

UNS Energy Corporation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Tucson Electric Power Company	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

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

UNS Energy Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Tucson Electric Power Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

UNS Energy Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Tucson Electric Power Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of each registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

UNS Energy Corporation	Large Accelerated Filer <input checked="" type="checkbox"/>	Accelerated Filer <input type="checkbox"/>
	Non-accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
Tucson Electric Power Company	Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>
	Non-accelerated Filer <input checked="" type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>

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

UNS Energy Corporation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Tucson Electric Power Company	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

The aggregate market value of UNS Energy Corporation voting Common Stock held by non-affiliates of the registrant was \$1,855,552,035 based on the last reported sale price thereof on the consolidated tape on June 30, 2013.

As of February 14, 2014, 41,633,535 shares of UNS Energy Corporation Common Stock, no par value (the only class of Common Stock), were outstanding. As of February 14, 2014, Tucson Electric Power Company had 32,139,434 shares of common stock outstanding, no par value, all of which were held by UNS Energy Corporation.

Tucson Electric Power Company meets the conditions set forth in General Instructions (I)(1)(a) and (b) on Form 10-K and is therefore filing this report with the reduced disclosure format.

Documents incorporated by reference: Specified portions of UNS Energy Corporation's Proxy Statement relating to the 2014 Annual Meeting of Shareholders are incorporated by reference into Part III.

Table of Contents

<u>Definitions</u>	v
PART I	
<u>Item 1. – Business</u>	<u>K-1</u>
<u>Overview of Consolidated Business</u>	<u>K-1</u>
<u>Tucson Electric Power Company</u>	<u>K-3</u>
<u>UNS Electric</u>	<u>K-16</u>
<u>UNS Gas</u>	<u>K-18</u>
<u>Employees</u>	<u>K-20</u>
<u>Executive Officers of the Registrants</u>	<u>K-20</u>
<u>SEC Reports Available on UNS Energy’s Website</u>	<u>K-21</u>
<u>Item 1A. – Risk Factors</u>	<u>K-22</u>
<u>Item 1B. – Unresolved Staff Comments</u>	<u>K-27</u>
<u>Item 2. – Properties</u>	<u>K-27</u>
<u>Item 3. – Legal Proceedings</u>	<u>K-28</u>
<u>Item 4. – Mine Safety Disclosures</u>	<u>K-29</u>
PART II	
<u>Item 5. – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Common Equity</u>	<u>K-30</u>
<u>Item 6. – Selected Financial Data</u>	<u>K-32</u>
<u>Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>K-34</u>
<u>UNS Energy Consolidated</u>	<u>K-34</u>
<u>Tucson Electric Power Company</u>	<u>K-41</u>
<u>UNS Electric</u>	<u>K-55</u>
<u>UNS Gas</u>	<u>K-59</u>
<u>Critical Accounting Policies</u>	<u>K-63</u>
<u>Recently Issued Accounting Pronouncements</u>	<u>K-66</u>
<u>Safe Harbor for Forward-Looking Statements</u>	<u>K-67</u>
<u>Item 7A. – Quantitative and Qualitative Disclosures about Market Risk</u>	<u>K-67</u>
<u>Item 8. – Consolidated Financial Statements and Supplementary Data</u>	<u>K-72</u>
<u>Management’s Reports on Internal Controls Over Financial Reporting</u>	<u>K-72</u>
<u>Reports of Independent Registered Public Accounting Firm</u>	<u>K-73</u>
<u>UNS Energy Corporation</u>	
<u>Consolidated Statements of Income</u>	<u>K-75</u>
<u>Consolidated Statements of Comprehensive Income</u>	<u>K-76</u>
<u>Consolidated Statements of Cash Flows</u>	<u>K-77</u>
<u>Consolidated Balance Sheets</u>	<u>K-78</u>
<u>Consolidated Statements of Capitalization</u>	<u>K-80</u>
<u>Consolidated Statements of Changes in Stockholders’ Equity</u>	<u>K-81</u>
<u>Tucson Electric Power Company</u>	

<u>Consolidated Statements of Income</u>	<u>K-82</u>
<u>Consolidated Statements of Comprehensive Income</u>	<u>K-83</u>
<u>Consolidated Statements of Cash Flows</u>	<u>K-84</u>
<u>Consolidated Balance Sheets</u>	<u>K-85</u>
<u>Consolidated Statements of Capitalization</u>	<u>K-87</u>

iii

---

<u>Consolidated Statements of Changes in Stockholder’s Equity</u>	<u>K-88</u>
<u>Notes to Consolidated Financial Statements</u>	
<u>Note 1. Nature of Operations and Summary of Significant Accounting Policies</u>	<u>K-89</u>
<u>Note 2. Pending Merger with Fortis</u>	<u>K-95</u>
<u>Note 3. Regulatory Matters</u>	<u>K-95</u>
<u>Note 4. Business Segments</u>	<u>K-101</u>
<u>Note 5. Utility Plant and Jointly-Owned Facilities</u>	<u>K-102</u>
<u>Note 6. Debt, Credit Facilities, and Capital Lease Obligations</u>	<u>K-105</u>
<u>Note 7. Commitments, Contingencies, and Environmental Matters</u>	<u>K-109</u>
<u>Note 8. Potential Purchase of Gas-Fired Generation Plant</u>	<u>K-114</u>
<u>Note 9. Income Taxes</u>	<u>K-114</u>
<u>Note 10. Employee Benefit Plans</u>	<u>K-118</u>
<u>Note 11. Share-Based Compensation Plans</u>	<u>K-125</u>
<u>Note 12. UNS Energy Earnings Per Share</u>	<u>K-127</u>
<u>Note 13. Stockholders’ Equity</u>	<u>K-128</u>
<u>Note 14. Supplemental Cash Flow Information</u>	<u>K-129</u>
<u>Note 15. Fair Value Measurements and Derivative Instruments</u>	<u>K-131</u>
<u>Note 16. Changes in Accumulated Other Comprehensive Income by Component</u>	<u>K-136</u>
<u>Note 17. Recently Issued Accounting Pronouncements</u>	<u>K-137</u>
<u>Note 18. Quarterly Financial Data (Unaudited)</u>	<u>K-137</u>
<u>Schedule II – Valuation and Qualifying Accounts</u>	<u>K-139</u>
<u>Item 9. – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>K-140</u>
<u>Item 9A. – Controls and Procedures</u>	<u>K-140</u>
<u>Item 9B. – Other Information</u>	<u>K-140</u>
<b>PART III</b>	
<u>Item 10. – Directors, Executive Officers and Corporate Governance of the Registrants</u>	<u>K-141</u>
<u>Item 11. – Executive Compensation</u>	<u>K-143</u>
<u>Item 12. – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>K-143</u>
<u>Item 13. – Certain Relationships and Related Transactions and Director Independence</u>	<u>K-144</u>
<u>Item 14. – Principal Accountant Fees and Services</u>	<u>K-144</u>
<b>PART IV</b>	
<u>Item 15. – Exhibits and Financial Statement Schedule</u>	<u>K-146</u>
<u>Signatures</u>	<u>K-147</u>
<u>Exhibit Index</u>	<u>K-150</u>

DEFINITIONS

The abbreviations and acronyms used in the 2013 Form 10-K are defined below:

ACC	Arizona Corporation Commission
APS	Arizona Public Service Company
BART	Best Available Retrofit Technology
Base O&M	A non-GAAP financial measure that represents the fundamental level of operating and maintenance expense related to our business
Base Rates	The portion of TEP's and UNS Electric's Retail Rates attributed to generation, transmission, distribution costs, and customer charge; and UNS Gas' delivery costs and customer charge. Base Rates exclude costs that are passed through to customers for fuel and purchased energy costs
Btu	British thermal unit(s)
Cooling Degree Days	An index used to measure the impact of weather on energy usage calculated by subtracting 75 from the average of the high and low daily temperatures
DSM	Demand Side Management
ECA	Environmental Compliance Adjustor
Entegra	a subsidiary of Entegra Power Group LLC
FERC	Federal Energy Regulatory Commission
FVRB	Fair Value Rate Base
Fortis	FortisUS, Inc., a Delaware corporation whose ultimate parent company is Fortis Parent
Fortis Parent	Fortis, Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador, Canada
Four Corners	Four Corners Generating Station
GBtu	Billion British thermal units
GWh	Gigawatt-hour(s)
Gila River Unit 3	Unit 3 of the Gila River Generating Station
Heating Degree Days	An index used to measure the impact of weather on energy usage calculated by subtracting the average of the high and low daily temperatures from 65
kV	Kilo-volt
kWh	Kilowatt-hour(s)
LFCR	Lost Fixed Cost Recovery Mechanism
Millennium	Millennium Energy Holdings, Inc., a wholly-owned subsidiary of UNS Energy Corporation
MMBtu	Million British thermal units
MW	Megawatt(s)
MWh	Megawatt-hour(s)
Navajo	Navajo Generating Station
NTUA	Navajo Tribal Utility Authority
OATT	Open Access Transmission Tariff
OCRB	Original Cost Rate Base
PGA	Purchased Gas Adjustor, a Retail Rate mechanism designed to recover the cost of gas purchased for retail gas customers
PNM	Public Service Company of New Mexico
PPA	Power Purchase Agreement
PPFAC	Purchased Power and Fuel Adjustment Clause
REC	Renewable Energy Credit
RES	Renewable Energy Standard

Regional Haze Rules      Rules promulgated by the EPA to improve visibility at national parks and wilderness areas

v

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Retail Rates	Rates designed to allow a regulated utility an opportunity to recover its reasonable operating and capital costs and earn a return on its utility plant in service
San Juan	San Juan Generating Station
SCR	Selective Catalytic Reduction
SJCC	San Juan Coal Company
SNCR	Selective Non-Catalytic Reduction
Springerville	Springerville Generating Station
Springerville Coal Handling Facilities Leases	Coal handling facilities at Springerville used in common by all four Springerville units
Springerville Common Facilities	Facilities at Springerville used in common by all four Springerville units
Springerville Common Facilities Leases	Leveraged lease arrangements relating to an undivided one-half interest in certain Springerville Common Facilities
Springerville Unit 1	Unit 1 of the Springerville Generating Station
Springerville Unit 1 Leases	Leveraged lease arrangement relating to Springerville Unit 1 and an undivided one-half interest in certain Springerville Common Facilities
Springerville Unit 2	Unit 2 of the Springerville Generating Station
Springerville Unit 3	Unit 3 of the Springerville Generating Station
Springerville Unit 4	Unit 4 of the Springerville Generating Station
SRP	Salt River Project Agricultural Improvement and Power District
Sundt	H. Wilson Sundt Generating Station
Sundt Unit 4	Unit 4 of the H. Wilson Sundt Generating Station
TCA	Transmission Cost Adjustor
TEP	Tucson Electric Power Company, the principal subsidiary of UNS Energy Corporation
Therm	A unit of heating value equivalent to 100,000 Btus
Tri-State	Tri-State Generation and Transmission Association, Inc.
UED	UniSource Energy Development Company, a wholly-owned subsidiary of UNS Energy Corporation
UES	UniSource Energy Services, Inc., a wholly-owned subsidiary of UNS Energy, and intermediate holding company established to own the operating companies UNS Electric and UNS Gas
UNS Electric	UNS Electric, Inc., a wholly-owned subsidiary of UES
UNS Energy	UNS Energy Corporation (formerly known as UniSource Energy Corporation)
UNS Gas	UNS Gas, Inc., a wholly-owned subsidiary of UES

Table of Contents

**PART I**

This combined Form 10-K is being filed separately by UNS Energy Corporation (UNS Energy) and Tucson Electric Power Company (TEP) (collectively, the Registrants). Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. TEP does not make any representation as to information relating to any other subsidiary of UNS Energy.

This Annual Report on Form 10-K contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. You should read forward-looking statements together with the cautionary statements and important factors included elsewhere in this Form 10-K (See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, Safe Harbor for Forward-Looking Statements). Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions. Forward-looking statements are not statements of historical facts. Forward-looking statements may be identified by the use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” and similar expressions. We express our expectations, beliefs, and projections in good faith and believe them to have a reasonable basis. However, we make no assurances that management’s expectations, beliefs, or projections will be achieved or accomplished. In addition, UNS Energy and TEP disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this report.

**ITEM 1. – BUSINESS**

**OVERVIEW OF CONSOLIDATED BUSINESS**

UNS Energy is a utility services holding company engaged, through its subsidiaries, in the electric generation and energy delivery business. Each of UNS Energy’s subsidiaries is a separate legal entity with its own assets and liabilities. UNS Energy owns 100% of TEP, UniSource Energy Services, Inc. (UES), Millennium Energy Holdings, Inc. (Millennium), and UniSource Energy Development Company (UED).

TEP is a regulated utility and UNS Energy’s largest operating subsidiary, representing approximately 83% of UNS Energy’s total assets at December 31, 2013. TEP generates, transmits and distributes electricity to approximately 413,000 retail electric customers in a 1,155 square mile area in southeastern Arizona. TEP also sells electricity to other utilities and power marketing entities, located primarily in the western United States. In addition, TEP operates Springerville Generating Station (Springerville) Unit 3 on behalf of Tri-State Generation and Transmission Association, Inc. (Tri-State) and Springerville Unit 4 on behalf of Salt River Project Agriculture Improvement and Power District (SRP).

UES holds the common stock of two regulated utilities, UNS Electric, Inc. (UNS Electric) and UNS Gas, Inc. (UNS Gas). UNS Electric is a regulated utility, which generates, transmits and distributes electricity to approximately 93,000 retail customers in Mohave and Santa Cruz counties in Arizona. UNS Gas is a regulated gas distribution company, which services approximately 150,000 retail customers in Mohave, Yavapai, Coconino, Navajo, and Santa Cruz counties in Arizona.

UED and Millennium’s investments in unregulated businesses represent less than 1% of UNS Energy’s assets as of December 31, 2013.

References in this report to “we” and “our” are to UNS Energy and its subsidiaries, collectively.

**AGREEMENT AND PLAN OF MERGER**

In December 2013, UNS Energy entered into an Agreement and Plan of Merger (the Merger Agreement) with FortisUS Inc., a Delaware corporation (Fortis), Color Acquisition Sub Inc., an Arizona corporation and a wholly owned subsidiary of Fortis (Merger Sub), and, solely for the purposes of Sections 5.5(c) and 8.15 of the Merger Agreement, Fortis Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador and the parent company of Fortis (Fortis Parent).

The Merger Agreement provides for a business combination whereby Merger Sub will merge with and into UNS Energy (the Merger). As a result of the Merger, the separate corporate existence of Merger Sub will cease and UNS Energy will continue as a wholly owned subsidiary of Fortis. The Boards of Directors of each of UNS Energy and Fortis Parent have approved the Merger.

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Under the Merger Agreement, at the effective time of the Merger, each outstanding share of UNS Energy common stock (other than shares owned by UNS Energy, Fortis Parent, Fortis or Merger Sub or their subsidiaries) will be converted into the right to receive \$60.25 in cash (the Merger Consideration). At the effective time and as a result of the Merger, each outstanding option to acquire UNS Energy common stock issued by UNS Energy will be converted into the right to receive the difference between

K-1

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Table of Contents

the Merger Consideration and the exercise price of the option, on a per-share basis, and each outstanding share of restricted stock, restricted stock unit, performance share and other equity-based awards will vest and be converted into the right to receive the Merger Consideration.

The Merger is subject to the approval of stockholders holding a majority of the outstanding shares of UNS Energy and other customary closing conditions, including, among other things:

- the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;

- approvals of the Arizona Corporation Commission (ACC) and the Federal Energy Regulatory Commission (FERC);

- confirmation of review, without unresolved concerns, from the Committee on Foreign Investment in the United States; and

- the absence of any injunction, order or other law prohibiting the Merger.

The obligations of each party to close the Merger are also subject to the accuracy of representations and warranties of, and compliance with covenants by, the other parties as set forth in the Merger Agreement, and, in the case of Fortis, the absence of any material adverse effect on UNS Energy.

The Merger Agreement provides that Fortis and UNS Energy may mutually agree to terminate the Merger Agreement before completing the Merger. In addition, either Fortis or UNS Energy may decide to terminate the Merger

Agreement if, among other things:

- the Merger is not consummated by December 11, 2014, subject to extension to June 11, 2015 if regulatory approvals have not been obtained (or further if approvals have been obtained but have not yet become final orders), but other closing conditions have been satisfied or waived;

- UNS Energy stockholders fail to adopt the Merger Agreement;

- a court or other governmental entity issues a final and nonappealable order prohibiting the Merger; or

- the other party breaches the Merger Agreement in a way that would entitle the party seeking to terminate the Merger Agreement not to consummate the Merger, subject to the right of the breaching party to cure the breach.

UNS Energy may also terminate the Merger Agreement prior to receiving stockholder approval, after complying with certain procedures set forth in the Merger Agreement, in order to accept a superior takeover proposal upon payment of a termination fee of approximately \$64 million (Termination Fee). Fortis may terminate the Merger Agreement and require payment of the Termination Fee if UNS Energy enters into an agreement with respect to a superior takeover proposal, or if the Board of Directors of UNS Energy recommends or proposes to approve or recommend any alternative takeover proposal with a third party, or withdraws, modifies or proposes publicly to withdraw or modify its approval or recommendation with respect to the Merger Agreement. The Merger Agreement further provides that, upon termination under certain other circumstances, UNS Energy may be obligated to reimburse up to \$12.5 million of Fortis' expenses with respect to the transaction and, if another takeover proposal is agreed or consummated, pay Fortis the Termination Fee (net of any expense reimbursement previously paid).

Fortis has agreed to maintain UNS Energy's community involvement efforts and charitable donations for five years following the closing and to keep UNS Energy's headquarters in Tucson, Arizona. Fortis has also agreed to retain four of UNS Energy's current directors on the board of UNS Energy following the closing.

UNS Energy and Fortis have agreed to customary representations, warranties and covenants in the Merger Agreement, including, among others, covenants (i) with respect to the conduct of its business during the interim period between the execution of the Merger Agreement and consummation of the Merger, (ii) not to solicit proposals regarding alternative business combination transactions and (iii) not to engage in certain kinds of transactions during such period. UNS Energy and Fortis have agreed to use their reasonable best efforts to obtain required governmental approvals to effect the transaction.

On February 18, 2014, we filed definitive proxy materials with the SEC. We expect UNS Energy's shareholders to formally consider a proposal to approve the Merger Agreement at a meeting on March 26, 2014.

In January 2014, UNS Energy and Fortis Parent filed an application and supporting testimony with the ACC requesting approval of the Merger. The ACC administrative law judge (ALJ) assigned to this matter issued a procedural order that provides for settlement discussions to commence on April 28, 2014, and a hearing before the ALJ to commence on June 16, 2014. In February 2014, we filed an application with FERC requesting approval of the

Merger. The Merger is expected to close by the end of 2014.

K-2

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Table of Contents**BUSINESS SEGMENT CONTRIBUTIONS**

The table below shows the contributions to our consolidated after-tax earnings by our three business segments.

	2013	2012	2011
	Millions of Dollars		
TEP	\$101	\$65	\$85
UNS Electric	12	17	18
UNS Gas	11	9	10
Other Non-Reportable Segments and Adjustments <sup>(1)</sup>	3	—	(3)
Consolidated Net Income	\$127	\$91	\$110

(1) Includes: UNS Energy parent company expenses, Millennium, UED, and intercompany eliminations.

See Note 4 for additional financial information regarding our business segments.

**Rates and Regulation of TEP, UNS Electric, and UNS Gas**

The ACC regulates portions of TEP's, UNS Electric's, and UNS Gas' utility accounting practices and energy rates. The ACC has authority over rates charged to retail customers, the issuance of securities, and transactions with affiliated parties. Our regulated utility rates for retail electric and natural gas service are determined on a "cost of service" basis. Retail Rates are designed to provide, after recovery of allowable operating expenses, an opportunity for our utility businesses to earn a reasonable return on rate base. Rate base is generally determined by reference to the original cost (net of depreciation) of utility plant in service to the extent deemed used and useful, and to various adjustments for deferred taxes and other items, plus a working capital component. Over time, additions to utility plant in service increase rate base while depreciation of utility plant reduces rate base.

The rates charged to retail customers also include pass-through mechanisms that allow each utility to recover the prudently incurred actual costs of its fuel, transmission, and energy purchases.

The FERC regulates the terms and prices of transmission services and wholesale electricity sales, wholesale transport and purchases of natural gas, and portions of our accounting practices. TEP and UNS Electric have FERC tariffs to sell power at market-based rates.

**TEP**

TEP was incorporated in the State of Arizona in 1963. TEP is the principal operating subsidiary of UNS Energy. In 2013, TEP's electric utility operations contributed 81% of UNS Energy's operating revenues and comprised 83% of its assets at year end.

**SERVICE AREA AND CUSTOMERS**

TEP is a vertically integrated utility that provides regulated electric service to approximately 413,000 retail customers in southeastern Arizona. TEP's service territory covers 1,155 square miles and includes a population of approximately one million people in the greater Tucson metropolitan area in Pima County, as well as parts of Cochise County. TEP also sells electricity to other entities in the western United States.

**Retail Customers**

TEP provides electric utility service to a diverse group of residential, commercial, industrial, and public sector customers. Major industries served include copper mining, cement manufacturing, defense, health care, education, military bases, and other governmental entities. TEP's retail sales are influenced by several factors, including economic conditions, seasonal weather patterns, demand side management (DSM) initiatives and the increasing use of energy efficient products, and opportunities for customers to generate their own electricity.

Table of Contents

## Customer Base

The table below shows the percentage distribution of TEP's energy sales by major customer class over the last three years. In 2014, the retail energy consumption by customer class is expected to be similar to the historical distribution.

	2013	2012	2011	
Residential	42	% 41	% 42	%
Commercial	23	% 24	% 23	%
Non-mining Industrial	23	% 23	% 23	%
Mining	12	% 12	% 12	%

Local, regional, and national economic factors can impact the growth in the number of customers in TEP's service territory. In 2013, 2012, and 2011, TEP's average number of retail customers increased by less than 1% in each year. We expect the number of TEP's retail customers to increase at a rate of approximately 1% in 2014 and 2015.

Two of TEP's largest retail customers are in the copper mining industry. TEP's kilowatt-hour (kWh) sales to mining customers depend on a variety of factors including the market price of copper, the electricity rate paid by mining customers, and the mines' potential development of their own electric generation resources. TEP's kWh sales to mining customers decreased by 1.2% in 2013 due in part to a higher occurrence of planned and unplanned maintenance at the mines that reduced the mines' demand for electricity.

See Part II, Item. 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power, Factors Affecting Results of Operations, Sales to Mining Customers.

## Retail Sales Volumes

During the past three years, economic conditions and state requirements for energy efficiency and distributed generation have negatively affected retail electricity sales. TEP's retail sales volumes in 2013 were approximately 9,279 Gigawatt-hours (GWh). These volumes were 0.1% below 2010 levels.

## Wholesale Sales

TEP's electric utility operations include the wholesale marketing of electricity to other utilities and power marketers. Wholesale sales transactions are made on both a firm and interruptible basis. A firm contract requires TEP to supply power on demand (except under limited emergency circumstances), while an interruptible contract allows TEP to stop supplying power under defined conditions. See Generating and Other Resources, Purchases and Interconnections, below.

Generally, TEP commits to future sales based on expected excess generating capability, forward prices, and generation costs, using a diversified portfolio approach to provide a balance between long-term, mid-term, and spot energy sales. TEP's wholesale sales consist primarily of two types of sales:

## Long-Term Sales

Long-term wholesale sales contracts cover periods of more than one year. TEP typically uses its own generation to serve the requirements of its long-term wholesale customers. TEP's two primary long-term contracts are with Salt River Project Agriculture Improvement and Power District (SRP) and the Navajo Tribal Utility Authority (NTUA). See Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power Company, Factors Affecting Results of Operations, Long-Term Wholesale Sales.

## Short-Term Sales

Forward contracts commit TEP to sell a specified amount of capacity or energy at a specified price over a given period of time, typically for one-month, three-month, or one-year periods. TEP also engages in short-term sales by selling energy in the daily or hourly markets at fluctuating spot market prices and making other non-firm energy sales. All revenues from short-term wholesale sales offset fuel and purchased power costs and are passed through to TEP's retail customers. TEP uses short-term wholesale sales as part of its hedging strategy to reduce customer exposure to fluctuating power prices. See Rates and Regulation, below.

Table of Contents

## GENERATING AND OTHER RESOURCES

At December 31, 2013, TEP owned or leased 2,240 MW of generating capacity, as set forth in the following table:

Generating Source	Unit No.	Location	Date In Service	Resource Type	Capacity MW	Operating Agent	TEP's Share %	MW
Springerville Station <sup>(1)</sup>	1	Springerville, AZ	1985	Coal	387	TEP	100.0	387
Springerville Station	2	Springerville, AZ	1990	Coal	390	TEP	100.0	390
San Juan Station	1	Farmington, NM	1976	Coal	340	PNM	50.0	170
San Juan Station	2	Farmington, NM	1973	Coal	340	PNM	50.0	170
Navajo Station	1	Page, AZ	1974	Coal	750	SRP	7.5	56
Navajo Station	2	Page, AZ	1975	Coal	750	SRP	7.5	56
Navajo Station	3	Page, AZ	1976	Coal	750	SRP	7.5	56
Four Corners Station	4	Farmington, NM	1969	Coal	784	APS	7.0	55
Four Corners Station	5	Farmington, NM	1970	Coal	784	APS	7.0	55
Luna Generating Station	1	Deming, NM	2006	Gas	555	PNM	33.3	185
Sundt Station	1	Tucson, AZ	1958	Gas/Oil	81	TEP	100.0	81
Sundt Station	2	Tucson, AZ	1960	Gas/Oil	81	TEP	100.0	81
Sundt Station	3	Tucson, AZ	1962	Gas/Oil	104	TEP	100.0	104
Sundt Station	4	Tucson, AZ	1967	Coal/Gas	156	TEP	100.0	156
Sundt Internal Combustion Turbines		Tucson, AZ	1972-1973	Gas/Oil	50	TEP	100.0	50
DeMoss Petrie		Tucson, AZ	1972	Gas/Oil	75	TEP	100.0	75
North Loop		Tucson, AZ	2001	Gas	95	TEP	100.0	95
Springerville Solar Station		Springerville, AZ	2002-2010	Solar	6	TEP	100.0	6
Tucson Solar Projects		Tucson, AZ	2010-2012	Solar	12	TEP	100.0	12
Total TEP Capacity <sup>(2)</sup>								2,240

<sup>(1)</sup> Leased asset as of December 31, 2013.

<sup>(2)</sup> Excludes 683 MW of additional resources, which consist of certain capacity purchases and interruptible retail load. At December 31, 2013, total owned capacity was 1,853 MW and leased capacity was 387 MW.

## Springerville Generating Station

TEP leases Unit 1 of the Springerville Generating Station and an undivided one-half interest in certain Springerville Common Facilities (collectively Springerville Unit 1) under seven separate lease agreements (Springerville Unit 1 Leases) that are accounted for as capital leases. The leases expire in January 2015 and include fair market value renewal and purchase options. TEP owns a 14.1% undivided ownership interest in Springerville Unit 1, representing approximately 55 megawatts (MW) of capacity.

Unit 2 of the Springerville Generating Station (Springerville Unit 2) is owned by San Carlos Resources, Inc. (San Carlos), a wholly-owned subsidiary of TEP. TEP's other interests in the Springerville Generating Station (Springerville) include leasehold interests in the Springerville Coal Handling Facilities and in a one-half interest in certain other facilities at Springerville used in common by all four Springerville units (Springerville Common Facilities).

## Springerville Unit 1 Leases

TEP leases Unit 1 of the Springerville Generating Station and an undivided one-half interest in certain Springerville Common Facilities (collectively Springerville Unit 1) under seven separate lease agreements (Springerville Unit 1 Leases) that are accounted for as capital leases. The leases expire in January 2015 and include fair market value renewal and purchase options. In 2006, TEP purchased a 14.1% undivided ownership interest in Springerville Unit 1, representing approximately 55 MW of capacity.





## Table of Contents

During 2013, TEP agreed to purchase leased interests of 35.4% or 137 MW of Springerville Unit 1, for an aggregate purchase price of approximately \$65 million. TEP expects to complete the purchases in December 2014 and in January 2015. See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power Company, Factors Affecting Results of Operations, Springerville Unit 1.

### Springerville Common Facilities Leases

The leveraged lease arrangements relating to an undivided one-half interest in certain Springerville Common Facilities (Springerville Common Facilities Leases), which expire in 2017 and 2021, have fair market value renewal options as well as a fixed-price purchase provision. The fixed prices to acquire the leased interests in the Springerville Common Facilities are \$38 million in 2017 and \$68 million in 2021.

### Springerville Coal Handling Facilities Lease

In 1984, TEP sold and leased back the Springerville Coal Handling Facilities. Since entering the lease, TEP purchased a 13% ownership interest in the Springerville Coal Handling Facilities. The terms of the Springerville Coal Handling Facilities Leases expire in April 2015 but have fixed-rate renewal options if certain conditions are satisfied as well as a fixed-price purchase provision of \$120 million.

See Note 6 and Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power Company, Liquidity and Capital Resources, Contractual Obligations.

### Sundt Generating Station

The H. Wilson Sundt Generating Station (Sundt) and the internal combustion turbines located in Tucson are designated as “must-run generation” facilities. Must-run generation units are required to run in certain circumstances to maintain distribution system reliability and to meet local load requirements.

### Future Generating Resources

#### Gila River Generating Station Unit 3

In December 2013, TEP and UNS Electric entered into an agreement (the Purchase Agreement) with a subsidiary of Entegra Power Group LLC (Entegra) to purchase Unit 3 of the Gila River Generating Station (Gila River Unit 3). The purchase price of \$219 million is subject to adjustments to prorate certain fees and expenses through the closing and in respect of certain operational matters. Gila River Unit 3 is a gas-fired combined cycle unit with a capacity rating of 550 MW, located in Gila Bend, Arizona.

It is anticipated that TEP will purchase a 75% undivided interest in Gila River Unit 3 (413 MW) for approximately \$164 million and UNS Electric will purchase the remaining 25% undivided interest (137 MW) for approximately \$55 million, although TEP and UNS Electric may modify the percentage ownership allocation between them. We expect the transaction to close in December 2014. See TEP, Factors Affecting Results of Operations, Gila River Generating Station Unit 3 and UNS Electric, Factors Affecting Results of Operations, Gila River Generating Station Unit 3. See also Note 8.

The purchase of Gila River Unit 3, which would replace the expiring coal-fired leased capacity from Springerville Unit 1 and the expected reduction of coal-fired generating capacity from San Juan Unit 2, is consistent with TEP's strategy to diversify its generation fuel mix. For more information on San Juan Unit 2, see Environmental Matters, Regional Haze Rules, San Juan, below.

### Renewable Energy Resources

#### Owned Resources

As of December 31, 2013, TEP owned 18 MW of photovoltaic (PV) solar generating capacity. The Springerville solar system, which is located near the Springerville Generating Station, has a total capacity of 6 MW. TEP's remaining 12 MW of PV solar generating capacity is located in the Tucson area.

In 2014, TEP expects to complete solar projects providing capacity of 20 MW at Ft. Huachuca, Arizona and 10 MW in Springerville, Arizona.

Table of Contents

## Power Purchase Agreements

In order to meet the ACC's renewable energy requirements, TEP has power purchase agreements (PPAs) for 124 MW of capacity from solar resources, 102 MW of capacity from wind resources and 4 MW of capacity from a landfill gas generation plant. At December 31, 2013, approximately 88 MW of contracted solar resources and 51 MW of contracted wind resources were operational. The remaining resources are expected to be developed over the next several years. The solar PPAs contain options that allow TEP to purchase all or part of the related project at a future period. See Rates and Regulation, Renewable Energy Standard and Tariff, below.

## Purchases and Interconnections

TEP purchases power from other utilities and power marketers. TEP may enter into contracts: (a) to purchase energy under long-term contracts to serve retail load and long-term wholesale contracts, (b) to purchase capacity or energy during periods of planned outages or for peak summer load conditions, and (c) to purchase energy for resale to certain wholesale customers under load and resource management agreements.

TEP typically uses generation from its gas-fired units, supplemented by power purchases, to meet the summer peak demands of its retail customers. Some of these power purchases are price-indexed to natural gas. Due to its increasing seasonal gas and purchased power usage, TEP hedges a portion of its total natural gas exposure with fixed price contracts for a maximum of three years. TEP also purchases energy in the daily and hourly markets to meet higher than anticipated demands, to cover unplanned generation outages, or when doing so is more economical than generating its own energy.

TEP is a member of a regional reserve-sharing organization and has reliability and power sharing relationships with other utilities. These relationships allow TEP to call upon other utilities during emergencies, such as plant outages and system disturbances, and reduce the amount of reserves TEP is required to carry.

As a result of the Energy Policy Act of 2005, owners and operators of bulk power transmission systems, including TEP, are subject to mandatory reliability standards that are developed and enforced by the North American Electric Reliability Corporation (NERC) and subject to the oversight of the FERC. TEP periodically reviews its operating policies and procedures to ensure continued compliance with these standards.

## Springerville Units 3 and 4

Springerville Units 3 and 4 are each approximately 400 MW coal-fired generating facilities that are operated, but not owned by TEP. These facilities are located at the same site as Springerville Units 1 and 2. The owners of Springerville Units 3 and 4 compensate TEP for operating the facilities and pay an allocated portion of the fixed costs related to the Springerville Common Facilities and Coal Handling Facilities. See Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power Company, Factors Affecting Results of Operations, Springerville Units 3 and 4.

## Peak Demand and Resources

Peak Demand	2013	2012	2011	2010	2009	
	MW					
Retail Customers	2,230	2,290	2,334	2,333	2,354	
Firm Sales to Other Utilities	484	286	322	340	385	
Coincident Peak Demand (A)	2,714	2,576	2,656	2,673	2,739	
Total Generating Resources	2,240	2,267	2,262	2,245	2,229	
Other Resources <sup>(1)</sup>	775	683	1,009	799	781	
Total TEP Resources (B)	3,015	2,950	3,271	3,044	3,010	
Total Margin (B) – (A)	301	374	615	371	271	
Reserve Margin (% of Coincident Peak Demand)	11	% 15	% 23	% 14	% 10	%

<sup>(1)</sup> Other Resources include firm power purchases and interruptible retail and wholesale loads.

Peak demand occurs during the summer months due to the cooling requirements of TEP's retail customers. Retail peak demand varies from year-to-year due to weather, economic conditions, and other factors. TEP's retail peak demand declined over the period of 2009 to 2013 due primarily to weak economic conditions and the implementation of energy efficiency programs.

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The chart above shows the relationship over a five-year period between TEP's peak demand and its energy resources. TEP's total margin is the difference between total energy resources and coincident peak demand, and the reserve margin is the ratio of

K-7

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Table of Contents

margin to coincident peak demand. TEP's reserve margin in 2013 was in compliance with reliability criteria set forth by the Western Electricity Coordinating Council, a regional council of NERC.

Forecasted retail peak demand for 2014 is 2,253 MW compared with actual peak demand of 2,230 MW in 2013. TEP's 2014 estimated retail peak demand is based on weather patterns observed over a 10-year period. TEP believes existing generation capacity and power purchase agreements are sufficient to meet expected demand in 2014.

**FUEL SUPPLY****Fuel and Purchased Power Summary**

Resource information is provided below:

	Average Cost per kWh (cents per kWh)			Percentage of Total kWh Resources			
	2013	2012	2011	2013	2012	2011	
Coal	2.66	2.54	2.56	75	% 72	% 73	%
Gas	4.57	4.54	5.99	8	% 11	% 7	%
Purchased Power	4.83	3.44	3.94	17	% 17	% 20	%
All Sources	3.54	3.19	3.30	100	% 100	% 100	%

**Coal**

TEP's principal fuel for electric generation is low-sulfur, bituminous or sub-bituminous coal from mines in Arizona and New Mexico. More than 90% of TEP's coal supply is purchased under long-term contracts, which results in more predictable prices. The average cost per ton of coal, including transportation, was \$48.51 in 2013, \$45.84 in 2012, and \$46.64 in 2011.

Station	Coal Supplier	2013 Coal Consumption (tons in 000's)	Contract Expiration	Avg. Sulfur Content	Coal Obtained From <sup>(1)</sup>
Springerville	Peabody Coalsales	3,172	2020	1.0%	Lee Ranch Coal Co.
Four Corners <sup>(2)</sup>	BHP Billiton	381	2016	0.8%	Navajo Indian Tribe
San Juan	San Juan Coal Co.	1,306	2017	0.8%	Federal and State Agencies
Navajo	Peabody Coalsales	560	2019	0.6%	Navajo and Hopi Indian Tribes

(1) Substantially all of the suppliers' mining leases extend at least as long as coal is being mined in economic quantities.

Beginning in July 2016 through June 2031, the coal for Four Corners will be purchased from the Navajo

(2) Transitional Energy Company (NTEC). NTEC purchased the mine located near Four Corners from BPH Billiton and will begin operating the mine in 2016.

**TEP Operated Generating Facilities**

The coal supplies for Springerville Units 1 and 2 are transported approximately 200 miles by railroad from northwestern New Mexico. TEP expects coal reserves to be sufficient to supply the estimated requirements for Springerville Units 1 and 2 for their presently estimated remaining lives.

Prior to 2010, Sundt Unit 4 was predominantly fueled by coal; however, the generating station also can be operated with natural gas. Both fuels are combined with methane, a renewable energy resource, delivered from a nearby landfill. Since 2010, TEP has fueled Sundt Unit 4 with both coal and natural gas depending on which resource is most economic. In 2014, TEP expects to fuel Sundt Unit 4 primarily with existing coal supplies at the site. See Note 7.

**Generating Facilities Operated by Others**

TEP also participates in jointly-owned coal-fired generating facilities at the Four Corners Generating Station (Four Corners), the Navajo Generating Station (Navajo), and the San Juan Generating Station (San Juan). Four Corners, which is operated by Arizona Public Service (APS), and San Juan, which is operated by Public Service Company of New Mexico (PNM), are mine-mouth generating stations located adjacent to the coal reserves. Navajo, which is operated by SRP, obtains its coal supply from a nearby coal mine and a dedicated rail delivery system. The coal supplies are under long-term contracts administered by the

K-8

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## Table of Contents

operating agents. TEP expects the available coal reserves of the suppliers to these three jointly-owned generating facilities to be sufficient for the remaining estimated lives of the stations.

### Natural Gas Supply

TEP typically uses generation from its facilities fueled by natural gas, in addition to energy from its coal-fired facilities and purchased power, to meet the summer peak demands of its retail customers and local reliability needs. TEP purchases gas from Southwest Gas Corporation under a retail tariff for North Loop's 95 MW of internal combustion turbines and receives distribution service under a transportation agreement for DeMoss Petrie, a 75 MW internal combustion turbine. TEP purchases capacity from El Paso Natural Gas (EPNG) for transportation from the San Juan and Permian Basins to its Sundt plant under firm transportation agreements and buys gas from third-party suppliers for Sundt and DeMoss Petrie.

TEP also purchases gas transportation for Luna Generating Station (Luna) from EPNG from the San Juan and Permian Basins, utilizing firm transportation agreements with EPNG.

### TRANSMISSION ACCESS

TEP has transmission access and power transaction arrangements with over 140 electric systems or suppliers. TEP also has various ongoing projects that are designed to increase access to the regional wholesale energy market and improve the reliability, capacity and efficiency of its existing transmission and distribution systems.

TEP is participating in the continuation of the 500 kV transmission line from the Pinal West substation to the Pinal Central substation. This project is expected to be in service in 2014. TEP is also finalizing the engineering design for a 40-mile 500-kV transmission line from the Pinal Central substation to TEP's Tortolita substation northwest of Tucson to further enhance its ability to access the region's energy resources. TEP expects the Pinal Central to Tortolita line to be in service in 2016. As a result of these transmission additions, TEP expects that its ability to import energy into its service territory would increase by at least 250 MW.

### Discontinued Transmission Project

TEP and UNS Electric are parties to a transmission line project initiated in response to an order by the ACC to UNS Electric to improve the reliability of electric service in Nogales, Arizona. TEP had previously capitalized \$11 million related to the project, including \$2 million to secure land and land rights. UNS Electric had previously capitalized \$0.4 million related to the project.

TEP and UNS Electric will not proceed with the project based on the estimated cost of the proposed line, the difficulty in reaching agreement with the Forest Service on a path for the line, and concurrence by the ACC of transmission plans filed by TEP and UNS Electric supporting the elimination of this project. In 2012, TEP and UNS Electric wrote off a portion of the capitalized costs believed not probable of recovery and recorded a regulatory asset for the balance deemed probable of recovery. TEP and UNS Electric believe it is probable that we will recover at least \$5 million and \$0.2 million, respectively, of costs incurred through 2013. See Note 7.

### RATES AND REGULATION

#### 2013 TEP Rate Order

In June 2013, the ACC issued an order (2013 TEP Rate Order) that resolved the rate case filed by TEP in July 2012, which was based on a test year ended December 31, 2011. The 2013 TEP Rate Order approved new rates effective July 1, 2013. See Item 7. - Management's Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power, Factors Affecting Results of Operations, 2013 TEP Rate Order.

#### Purchased Power and Fuel Adjustment Clause

The Purchased Power and Fuel Adjustment Clause (PPFAC) allows TEP to recover its fuel, transmission, and purchased power costs, including demand charges, and the prudent costs of contracts for hedging fuel and purchased power costs for its retail customers. The PPFAC consists of a forward component and a true-up component.

The true-up component will reconcile any over/under collected amounts from the preceding 12-month period and will be credited to or recovered from customers in the subsequent year.

TEP's PPFAC also includes the recovery of the following costs and/or credits: lime costs used to control SO<sub>2</sub> emissions, net of sulfur credits received from TEP's coal suppliers; broker fees; 100% of short-term wholesale revenues and all of the proceeds from the sale of SO<sub>2</sub> allowances.





## Table of Contents

The 2013 TEP Rate Order approved a new PPFAC rate, effective July 1, 2013, which is a credit to retail customers of 0.14 cents per kWh. This PPFAC rate will be in effect until the rate is reset by the ACC in the second quarter of 2014. TEP's current PPFAC rate includes:

- a reduction in the PPFAC bank balance, recorded in June 2013 as an increase to fuel expense, of \$3 million related to prior sulfur credits; and
- a transfer of \$10 million, recorded in June 2013, from the PPFAC bank balance to a new regulatory asset to defer coal costs related to the San Juan mine fire. These costs will be eligible for recovery through the PPFAC upon final insurance settlement.

Beginning on July 1, 2013, net lime expense is recovered through the PPFAC; these expenses were previously recorded in O&M expense.

At December 31, 2013, TEP had under-collected fuel and purchased power costs on a billed-to-customer basis of \$14 million.

In February 2014, TEP filed a request with the ACC to reset the PPFAC in order to collect the under-collected balance from customers.

### Renewable Energy Standard and Tariff

The ACC's Renewable Energy Standard (RES) requires TEP, UNS Electric, and other affected utilities to increase their use of renewable energy each year until it represents at least 15% of their total annual retail energy requirements in 2025. Affected utilities must file annual RES implementation plans for review and approval by the ACC. The approved cost of carrying out those plans is recovered from retail customers through the RES surcharge. In 2010, the ACC approved a funding mechanism that allows TEP to recover operating costs, depreciation, property taxes, and a return on investments in company-owned solar projects through RES funds until such costs are reflected in TEP's Base Rates.

In October 2013, the ACC approved TEP's 2014 RES implementation plan. Under the plan, TEP expects to collect approximately \$34 million from retail customers during 2014 to fund the following: the above market cost of renewable energy purchases; performance based incentives for customer installed distributed generation; a return on and of TEP's investments in company-owned solar projects; and various other program costs. The plan includes approval for a TEP investment of \$28 million in 2014 for company-owned solar projects and an additional \$12 million in 2015. TEP met the 2013 RES renewable energy target of 4.0% of retail kWh sales and expects to meet the 2014 target of 4.5%.

### Electric Energy Efficiency Standards

In 2010, the ACC approved new Electric EE Standards designed to require electric utilities to implement cost-effective programs to reduce customers' energy consumption. The Electric EE Standards require increasing annual targeted retail kWh savings equal to 22% by 2020. Since the implementation of the Electric EE Standards, TEP's cumulative annual energy savings is approximately 4.4% of retail kWh sales.

DSM programs approved by the ACC, direct load control programs, and energy efficient building codes are acceptable means to meet the Electric EE Standards as set forth by the ACC.

The 2013 TEP Rate Order approved (i) a Lost Fixed Cost Recovery (LFCR) mechanism that will allow TEP to recover certain non-fuel costs that would otherwise go unrecovered due to reduced kWh sales attributed to energy efficiency programs and distributed generation, and (ii) an energy efficiency provision that included a 2013 calendar year budget to fund programs that support the ACC's Electric EE Standards as well as a new performance incentive. See Item 7-Management's Discussion and Analysis of Financial Condition and Result of Operations, Tucson Electric Power, Factors Affecting Results of Operations, 2013 TEP Rate Order.

### Competition

#### Retail Electric Competition Rules

In 1999, the ACC approved the Retail Electric Competition Rules (Rules) that provided a framework for the introduction of retail electric competition in Arizona. Certain portions of the Rules that enabled Electric Service Providers (ESPs) to compete in the retail market were invalidated by an Arizona Court of Appeals decision in 2004. During 2012 and 2013, several companies filed applications for a Certificate of Convenience and Necessity (CC&N)

with the ACC to provide competitive

K-10

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Table of Contents

retail electric services in TEP's service territory as an ESP. Unless and until the ACC clarifies the Rules and/or grants a CC&N to an ESP, it is not possible for TEP's retail customers to use an alternative ESP.

In May 2013, the ACC considered the possibility of opening Arizona to retail electric competition. After receiving comments from various parties, the ACC voted to close the docket in September 2013 and did not take any steps to implement retail electric competition. See Item. 7—Management's Discussion and Analysis of Financial Condition and Result of Operations, Tucson Electric Power, Factors Affecting Results of Operations, Competition, Retail Electric Competition Rules.

Technological Developments and Energy Efficiency

New technological developments and the implementation of the Electric EE Standards have reduced energy consumption by TEP's retail customers. TEP's customers also have the ability to install renewable energy technologies and conventional generation units that could reduce their reliance on TEP's services.

K-11

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Table of Contents

## TEP'S UTILITY OPERATING STATISTICS

	2013	2012	2011	2010	2009
Generation and Purchased Power – kWh (000)					
Remote Generation	10,586,972	10,284,612	10,005,127	9,077,032	9,134,183
Local Tucson Generation (Oil, Gas, & Coal)	674,443	803,146	906,496	1,492,885	1,131,399
Renewable Generation	38,206	44,930	28,049	24,511	23,712
Purchased Power	2,328,581	2,328,420	2,686,918	2,846,005	3,809,890
Total Generation and Purchased Power	13,628,202	13,461,108	13,626,590	13,440,433	14,099,184
Less Losses and Company Use	885,026	789,613	822,220	879,423	936,206
Total Energy Sold	12,743,176	12,671,495	12,804,370	12,561,010	13,162,978
Sales – kWh (000)					
Residential	3,866,665	3,820,637	3,888,011	3,869,540	3,905,696
Commercial	2,187,095	2,187,617	2,184,241	2,171,694	2,205,045
Industrial	2,113,659	2,132,214	2,145,163	2,138,749	2,160,946
Mining	1,079,150	1,092,518	1,083,071	1,079,327	1,064,830
Other	32,350	31,833	31,621	32,478	34,226
Total – Electric Retail Sales	9,278,919	9,264,819	9,332,107	9,291,788	9,370,743
Electric Wholesale Sales	3,464,257	3,406,676	3,472,263	3,269,222	3,792,235
Total Electric Sales	12,743,176	12,671,495	12,804,370	12,561,010	13,162,978
Operating Revenues (\$000)					
Residential	\$400,999	\$387,840	\$383,908	\$372,212	\$377,761
Commercial	252,547	247,157	241,044	233,567	236,836
Industrial	164,433	166,739	164,024	159,937	163,720
Mining	65,094	66,158	65,720	62,112	61,033
Other	2,809	2,693	2,601	2,593	2,723
RES, DSM, ECA and LFCR	48,475	45,292	46,633	37,767	25,443
Total – Electric Retail Sales	934,357	915,879	903,930	868,188	867,516
Wholesale Revenue- Long-Term	26,203	24,910	41,056	55,653	48,249
Wholesale Revenue- Short-Term	91,467	71,257	72,798	71,435	84,410
California Power Exchange Provision for Wholesale Refunds	—	—	—	(2,970)	(4,172)
Transmission	14,830	15,793	16,392	20,863	18,974
Other Revenues	129,833	133,821	122,210	112,098	84,361
Total Operating Revenues	\$1,196,690	\$1,161,660	1,156,386	\$1,125,267	\$1,099,338
Customers (End of Period)					
Residential	372,411	369,480	367,396	366,217	365,157
Commercial	37,913	37,672	37,536	37,215	37,027
Industrial	617	632	636	635	629
Mining	4	4	4	4	4
Public Authorities	1,857	1,833	1,814	1,829	1,839
Total Retail Customers	412,802	409,621	407,386	405,900	404,656
Average Retail Revenue per kWh Sold (cents)					
Residential	10.4	10.2	9.9	9.6	9.7
Commercial	11.5	11.3	11.0	10.8	10.7
Industrial and Mining	7.2	7.2	7.1	6.9	7.0
	9.5	9.4	9.2	8.9	9.0

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Average Retail Revenue per kWh Sold  
(excludes RES, DSM, ECA and LFCR)

Average Revenue per Residential Customer	\$1,077	\$1,050	\$1,045	\$1,016	\$1,035
Average kWh Sales per Residential Customer	10,383	10,341	10,583	10,566	10,696

K-12

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Table of Contents

ENVIRONMENTAL MATTERS

Environmental Regulation

The Environmental Protection Agency (EPA) limits the amount of sulfur dioxide (SO<sub>2</sub>), nitrogen oxide (NO<sub>x</sub>), particulate matter, mercury and other emissions released into the atmosphere by power plants. TEP may incur added costs to comply with future changes in federal and state environmental laws, regulations, and permit requirements at its power plants. Complying with these changes may reduce operating efficiency. TEP expects to recover the cost of environmental compliance from its customers.

Hazardous Air Pollutant Requirements

The Clean Air Act requires the EPA to develop emission limit standards for hazardous air pollutants that reflect the maximum achievable control technology. In February 2012, the EPA issued final rules to set the standards for the control of mercury emissions and other hazardous air pollutants from power plants.

Navajo

Based on the EPA's standards, Navajo may require mercury and particulate matter emission control equipment by 2015. TEP's share of the estimated capital cost of this equipment is less than \$1 million for mercury control and about \$43 million if the installation of baghouses to control particulates is necessary. The operator of Navajo is currently analyzing the need for baghouses under various regulatory scenarios, which will be affected by final Best Available Retrofit Technology (BART) rules when issued. TEP expects its share of the annual operating costs for mercury control and baghouses to be less than \$1 million each.

San Juan

TEP expects San Juan's current emission controls to be adequate to comply with the EPA's final standards.

Four Corners

Based on the EPA's final standards, Four Corners may require mercury emission control equipment by 2015. TEP's share of the estimated capital cost of this equipment is less than \$1 million. TEP expects its share of the annual operating cost of the mercury emission control equipment to be less than \$1 million.

Springerville Generating Station

Based on the EPA's final standards, Springerville Generating Station (Springerville) may require mercury emission control equipment by 2015. The estimated capital cost of this equipment for Springerville Units 1 and 2 is about \$5 million. TEP expects the annual operating cost of the mercury emission control equipment to be about \$3 million. TEP will own 49.5% of Springerville Unit 1 upon close of the lease option purchases by early 2015; after the completion of such purchases, 50.5% of environmental costs attributed to Springerville Unit 1 will be reimbursed by third party owners.

Sundt Generating Station

TEP expects the final EPA standards will have little effect on capital expenditures at Sundt Generating Station (Sundt).

Regional Haze Rules

The EPA's Regional Haze Rules require emission controls known as BART for certain industrial facilities emitting air pollutants that reduce visibility in national parks and wilderness areas. The rules call for all states to establish goals and emission reduction strategies for improving visibility. States must submit these goals and strategies to the EPA for approval. BART applies to plants built between August 1962 and August 1977. Because Navajo and Four Corners are located on the Navajo Indian Reservation, they are not subject to state oversight; the EPA oversees regional haze planning for these power plants.

Complying with the EPA's BART findings, and with other future environmental rules, may make it economically impractical to continue operating the Navajo, San Juan, and Four Corners power plants or for individual owners to continue to participate in these power plants. TEP cannot predict the ultimate outcome of these matters.

Table of Contents

## Navajo

In January 2013, the EPA proposed a BART determination that would require the installation of Selective Catalytic Reduction (SCR) technology on all three units at Navajo by 2023. In July 2013, SRP, along with other stakeholders including impacted government agencies, environmental organizations, and tribal representatives, submitted an agreement to the EPA that would achieve greater NO<sub>x</sub> emission reductions than the EPA's proposed BART rule. In September 2013, the EPA issued a supplemental proposal incorporating the provisions of the agreement as a better-than-BART alternative.

Among other things, the agreement calls for the shut-down of one unit or an equivalent reduction in emissions by 2020. The shutdown of one unit will not impact the total amount of energy delivered to TEP from Navajo. Additionally, the remaining Navajo participants would be required to install SCR or an equivalent technology on the remaining two units by 2030. As part of the agreement, the current owners have committed to cease their operation of conventional coal-fired generation at Navajo no later than December 2044. The Navajo Nation can continue operation after 2044 at its election. If SCR technology is ultimately implemented at Navajo, TEP estimates its share of the capital cost will be \$42 million. Also, the installation of SCR technology at Navajo could increase the power plant's particulate emissions which may require that baghouses be installed. TEP estimates that its share of the capital expenditure for baghouses would be about \$43 million. TEP's share of annual operating costs for SCR and baghouses is estimated at less than \$1 million each. The EPA could issue their decision as early as mid-2014.

## San Juan

In August 2011, the EPA issued a Federal Implementation Plan (FIP) establishing new emission limits for air pollutants at San Juan. These requirements are more stringent than those proposed by the State of New Mexico. The FIP requires the installation of SCR technology with sorbent injection on all four units to reduce NO<sub>x</sub> and control sulfuric acid emissions by September 2016. TEP estimates its share of the cost to install SCR technology with sorbent injection to be between \$180 million and \$200 million. TEP expects its share of the annual operating costs for SCR technology to be approximately \$6 million.

In 2011, Public Service Company of New Mexico (PNM) filed a petition for review of, and a motion to stay, the FIP with the United States Court of Appeals for the Tenth Circuit (Tenth Circuit). In addition, the operator filed a request for reconsideration of the rule with the EPA and a request to stay the effectiveness of the rule pending the EPA's reconsideration and review by the Tenth Circuit. The State of New Mexico filed similar motions with the Tenth Circuit and the EPA. Several environmental groups were granted permission to join in opposition to PNM's petition to review in the Tenth Circuit. In addition, WildEarth Guardians filed a separate appeal against the EPA challenging the FIP's five-year implementation schedule. PNM was granted permission to join in opposition to that appeal. In March 2012, the Tenth Circuit denied PNM's and the State of New Mexico's motion for stay. Oral argument on the appeal was heard in October 2012.

In February 2013, the State of New Mexico, the EPA, and PNM signed a non-binding agreement (Settlement Agreement) that outlines an alternative to the FIP. The terms of the Settlement Agreement include: the retirement of San Juan Units 2 and 3 by December 31, 2017; the replacement by PNM of those units with non-coal generation sources; and the installation of Selective Non-Catalytic Reduction technology (SNCR) on San Juan Units 1 and 4 by January 2016 or later depending on the timing of EPA approvals. The New Mexico Environmental Department (NMED) prepared a revision to the regional haze State Implementation Plan (SIP) incorporating the provisions of the Settlement Agreement, and in September 2013, the New Mexico Environmental Improvement Board approved the SIP revision. The SIP revision now awaits final EPA approval. The EPA is expected to issue a final BART determination in the second or third quarter of 2014. TEP estimates its share of the cost to install SNCR technology on San Juan Unit 1 would be approximately \$35 million. TEP's share of incremental annual operating costs for SNCR is estimated at \$1 million. TEP owns 340 MW, or 50%, of San Juan Units 1 and 2. If San Juan Unit 2 is retired, TEP's coal-fired generating capacity would be reduced by 170 MW.

In connection with the implementation of the SIP revision and the retirement of San Juan Units 2 and 3, some of the San Juan owner participants (Participants) have expressed a desire to exit their ownership in the plant. As a result, the Participants are attempting to negotiate a restructuring of the ownership in San Juan, as well as addressing the obligations of the exiting Participants for plant decommissioning, mine reclamation, environmental matters, and

certain ongoing operating costs, among other items. The Participants have engaged a mediator to assist in facilitating the resolution of these matters among the owners. The owners of the affected units also may seek approvals of their utility commissions or governing boards. We are unable to predict the outcome of the negotiations and mediation.

On October 17, 2013, the Tenth Circuit ruled on a motion filed by PNM for abatement of the pending petitions for review and seeking deferral of briefing on a simultaneously-filed motion to stay the FIP. The Tenth Circuit placed the pending petitions for

K-14

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## Table of Contents

review in abeyance and set a schedule for the parties to file status reports. The court ruled that, if at any time the Settlement Agreement is not implemented as contemplated, any party to the litigation may file a motion seeking to lift the abatement.

At December 31, 2013, the book value of TEP's share of San Juan Unit 2 was \$113 million. If Unit 2 is retired early, we expect to request ACC approval to recover, over a reasonable time period, all costs associated with the early closure of the unit. TEP cannot predict the ultimate outcome of this matter.

### Four Corners

In 2012, the EPA finalized the regional haze FIP for Four Corners. The final FIP requires SCR technology to be installed on all five units by 2017. In December 2013, APS (the operator) decided to shut down Units 1-3 and install SCRs on Units 4 and 5. Under this scenario, the installation of SCR technology can be delayed until July 2018. TEP's estimated share of the capital costs to install SCR technology on Units 4 and 5 is approximately \$35 million. TEP's share of incremental annual operating costs for SCR is estimated at \$2 million.

### Springerville

The BART provisions of the Regional Haze Rules requiring emission control upgrades do not apply to Springerville Units 1 and 2 since they were constructed in the 1980s which is after the time frame as designated by the rules. Other provisions of the Regional Haze Rule requiring further emission reduction are not likely to impact Springerville operations until after 2018.

### Sundt

In July 2013, the EPA rejected the Arizona state implementation plan determination that Sundt Unit 4 is not subject to the BART provisions of the Regional Haze Rule and developed a timeline to issue a federal implementation plan for emissions sources including Sundt Unit 4. While TEP does not agree that Sundt Unit 4 is subject to BART, it submitted a better-than-BART proposal in November 2013 which called for the elimination of coal as a fuel source at Sundt by 2017. In January 2014, the EPA issued a BART proposal that would require TEP to either (i) install, by mid-2017, SNCR and other equipment if Sundt Unit 4 continues to use coal as a fuel source, or (ii) permanently eliminate coal as a fuel source as a better-than-BART alternative by the end of 2017. TEP estimates that the cost to install SNCR and other necessary equipment would be approximately \$12 million, and the incremental annual operating costs would be \$5 million to \$6 million. Under the proposal, TEP would be required to notify the EPA of its decision by July 31, 2015. The EPA is expected to issue a final BART determination by July 2014. At December 31, 2013, the net book value of the Sundt coal handling facilities was \$27 million. If the coal handling facilities are retired early, we expect to request ACC approval to recover, over a reasonable time period, all the remaining costs of the coal handling facilities.

### Greenhouse Gas Regulation

In June 2013, President Obama directed the EPA to move forward with carbon emission regulations for both new and existing fossil-fueled power plants.

In January 2014, the EPA published a re-proposed rule for new power plants. UNS Energy does not anticipate that a final rule related to new fossil-fueled power plant sources will have a significant impact on operations.

For existing power plants, the President ordered the EPA to:

propose carbon emission standards by June 1, 2014;

finalize those standards by June 1, 2015; and

require states to submit their implementation plans to meet the standards by June 30, 2016.

UNS Energy will continue to work with federal and state regulatory agencies to promote compliance flexibility in the rules impacting existing fossil-fuel fired power plants. We cannot predict the ultimate outcome of these matters.

Table of Contents

The table below provides a summary of the estimated impact of pending environmental regulations on TEP's annual O&M expense and capital expenditures.

Generating Facility	Estimated Annual O&M Expense Millions of Dollars	Estimated Capital Expenditures	Regulation (Compliance Date)	Upgrades
Springerville Units 1 & 2 <sup>(1)</sup>	\$3	\$5	MATS (2015)	Mercury Controls
San Juan Unit 1	1 - 6	35 - 200	Regional Haze/BART (2016)	SNCRs or SCRs
Navajo Units 1-3	3	86	MATS (2015) Regional Haze/BART (2030)	Mercury Controls; SCRs; Baghouses
Four Corners Units 4 & 5	3	36	MATS (2015) Regional Haze/BART (2018)	Mercury Controls; SCRs
Sundt Unit 4	5 - 6	12	Regional Haze (2017)	SNCR

<sup>(1)</sup> TEP will own 49.5% of Springerville Unit 1 upon close of the lease option purchases by early 2015; after the completion of such purchases, 50.5% of environmental costs attributed to Springerville Unit 1 will be reimbursed by third party owners.

Certain environmental costs and investments can be recovered by TEP through a retail rate mechanism, called the Environmental Cost Adjustor, that was approved in the 2013 TEP Rate Order. See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, TEP, Factors Affecting Results of Operations, 2013 TEP Rate Order.

**Coal Combustion Residuals**

In 2010, the EPA proposed a rule to regulate the handling and disposal of coal ash and other Coal Combustion Residuals (CCRs). The EPA has proposed regulating CCRs as either non-hazardous solid waste or hazardous waste. The hazardous waste alternative would require additional capital investments and operational costs for both storage and handling at plants and transportation to disposal locations. Both the hazardous waste and non-hazardous solid waste alternatives would require liners for new ash landfills or expansions to existing ash landfills. The rules will apply to CCRs produced by all of TEP’s coal-fired generating assets. San Juan may also be subject to separate regulations being drafted by the Office of Surface Mining Reclamation and Enforcement because it disposes of CCRs in surface mine pits.

The EPA has not yet indicated a preference for regulating CCRs. Each option would allow CCRs to be beneficially reused or recycled as components of other products. We expect the EPA to issue a final rule in late 2014. TEP cannot predict the outcome of this matter.

**UNS ELECTRIC**

**SERVICE TERRITORY AND CUSTOMERS**

UNS Electric is a vertically integrated electric utility company serving approximately 93,000 retail customers in Mohave and Santa Cruz counties. These counties have a combined population of approximately 250,000. UNS Electric’s annual retail customer growth rate was less than 1% from 2010 through 2013. We estimate that UNS Electric’s retail customer base will increase by less than 1% in 2014. UNS Electric’s customer base is primarily residential, with some commercial and industrial customers. Peak demand for 2013 was 423 MW.

**POWER SUPPLY AND TRANSMISSION**

**Purchased Energy**

UNS Electric relies on a portfolio of long, intermediate, and short-term power purchases to meet customer load requirements.

**Generating Resources**

UNS Electric owns and operates Black Mountain Generating Station (BMGS), a 90 MW gas-fired facility located near Kingman, Arizona. In July 2011, UNS Electric purchased BMGS from UED. UNS Gas purchases and transports

natural gas to BMGS for UNS Electric under long-term natural gas transportation and sales agreements.

K-16

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## Table of Contents

UNS Electric also owns and operates the Valencia Power Plant (Valencia), located in Nogales, Arizona. Valencia consists of four gas and diesel-fueled combustion turbine units and provides approximately 62 MW of peaking resources. The facility is directly interconnected with the distribution system serving the city of Nogales and the surrounding areas.

### Renewable Energy Resources

UNS Electric agreed to purchase the output of a combined wind farm and solar generating facility located near Kingman. The above-market cost of energy purchased through the 20-year PPA will be recovered through the RES surcharge. For more information see Rates and Regulation, Renewable Energy Standard and Tariff below.

### Future Generating Resources

#### Gila River Generating Station Unit 3

In December 2013, UNS Electric entered into an agreement to purchase 25% of Gila River Unit 3 (137 MW) for approximately \$55 million, with TEP purchasing the remaining 75% interest (413 MW). The purchase price is subject to adjustments to prorate certain fees and expenses through the closing and in respect of certain operational matters. TEP and UNS Electric may also modify the percentage ownership allocation between them. We expect the transaction to close in December 2014.

The purchase of a 25% interest of Gila River Unit 3 would be consistent with UNS Electric's strategy to reduce its reliance on wholesale market purchases to meet retail customer demand.

See TEP, Generating and Other Resources, Future Generating Resources, Gila River Generating Station Unit 3, above, and Note 8.

### Renewable Energy Resources

UNS Electric expects to invest approximately \$7 million in 2014 in company-owned solar PV capacity. See Note 3.

### Transmission

UNS Electric imports the power generated at BMGS into its Mohave County service territory over Western Area Power Administration's (WAPA) transmission lines. UNS Electric has transmission service agreements with WAPA for its transmission capacity that expire in June 2016.

UNS Electric imports the power generated at Valencia into its Santa Cruz County service territory over its own transmission lines.

#### Tucson to Nogales 138kV Transmission Line

UNS Electric completed construction of a 138kV transmission line from Tucson to Nogales at the end of 2013. This project replaces a 115kV transmission line that previously linked UNS Electric's load to the WAPA system. The new transmission line now connects UNS Electric's load in Nogales directly to TEP's high voltage transmission system. The connection to TEP's system eliminates a requirement to run local generation in Nogales that was required due to limitations on the WAPA system.

## RATES AND REGULATION

### 2013 UNS Electric Rate Order

In December 2013, the ACC issued an order (2013 UNSE Rate Order) that resolved the rate case filed by UNSE in December 2012, which was based on a test year ended June 30, 2012. The 2013 UNSE Rate Order approved a \$3 million non-fuel base rate increase and a new rate structure effective January 1, 2014. See Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations, UNS Electric, Factors Affecting Results of Operations, 2013 UNS Electric Rate Order.

### Purchased Power and Fuel Adjustment Clause

The PPFAC, which is reset monthly, allows UNS Electric to recover its fuel, transmission, and purchased power costs, including demand charges, broker fees, and the prudent costs of contracts for hedging fuel and purchased power costs for its retail customers.

If the PPFAC bank balance becomes over collected by more than \$10 million, UNS Electric must file for a PPFAC rate adjustment or justify why an adjustment is not necessary at this time. UNS Electric can request a surcharge to recover costs if



## Table of Contents

the PPFAC bank balance is under-collected. At December 31, 2013, the PPFAC bank balance was over-collected by \$14 million on a billed-to-customer basis. See Note 3.

### Renewable Energy Standard and Tariff

As part of a rate order issued in 2010, the ACC authorized UNS Electric to recover operating costs, depreciation, property taxes, and a return on its investment in company-owned solar projects through RES funds until these costs are reflected in its Base Rates.

In October 2013, the ACC approved UNS Electric's 2014 RES implementation plan. Under the plan, UNS Electric will collect approximately \$6 million from customers during 2014 to fund the following: the above market cost of renewable energy purchases; incentives for customer installed distributed generation; a return on and of UNS Electric's investments in company-owned solar projects; and various other program costs. The plan includes approval for a UNS Electric investment of \$7 million in 2014 for company-owned solar projects.

### Energy Efficiency Standards

Since the implementation of the Electric EE Standards in 2010, UNS Electric saved cumulative annual energy equal to approximately 4.7% of retail kWh sales. See TEP, Rates and Regulation, Electric Energy Efficiency Standards, above. The 2013 UNS Electric Rate Order approved a LFCR mechanism that will allow UNS Electric to recover certain non-fuel costs that would otherwise go unrecovered due to reduced kWh sales attributed to energy efficiency programs and distributed generation. See Item. 7-Management's Discussion and Analysis of Financial Condition and Results of Operations, UNS Electric, Factors Affecting Results of Operations, 2013 UNS Electric Rate Order. In December 2013, the ACC approved UNS Electric's 2013-2014 Energy Efficiency implementation plan that included a 2014 calendar year budget to fund programs that support the ACC's Electric EE Standards as well as a new performance incentive.

### ENVIRONMENTAL MATTERS

UNS Electric is subject to environmental regulation of air and water quality, resource extraction, waste disposal, and land use by federal, state, and local authorities. UNS Electric believes that its facilities are in substantial compliance with all existing regulations and will be in compliance with expected environmental regulations. See Note 7.

### UNS GAS

#### SERVICE TERRITORY AND CUSTOMERS

UNS Gas is a gas distribution company serving approximately 150,000 retail customers in Mohave, Yavapai, Coconino, Navajo, and Santa Cruz counties in Arizona. These counties comprise approximately 50% of the territory in the state of Arizona, with a population of approximately 700,000. UNS Gas' customer base is primarily residential. Sales to residential customers provided approximately 61% of total revenues in 2013.

UNS Gas' annual retail customer growth rate was less than 1% from 2010 through 2013. In 2014, we expect UNS Gas' retail customer base to increase by less than 1%.

#### GAS SUPPLY AND TRANSPORTATION

UNS Gas directly manages its gas supply and transportation contracts. The market price for gas varies based upon the period during which the commodity is purchased and is affected by weather, production issues, the economy, and other factors. UNS Gas hedges its gas supply prices by entering into physical fixed price forward agreements and financial contracts in order to provide more stable prices to its customers. These purchases are made up to three years in advance with the goal of hedging at least 60% of the price of expected monthly gas consumption. UNS Gas hedged approximately 65% of its expected monthly consumption for the 2013/2014 winter season (November through March). Additionally, UNS Gas has approximately 60% of its expected gas consumption hedged for April through October 2014, and 40% hedged for the 2014/2015 winter season.

UNS Gas buys most of the gas it distributes from the San Juan Basin. The gas is delivered on the El Paso Natural Gas (EPNG) and Transwestern Pipeline Company (Transwestern) interstate pipeline systems under firm transportation agreements with combined capacity sufficient to meet UNS Gas' customers' demands.



Table of Contents

UNS Gas has average capacity rights of approximately 655,000 therms per day on the EPNG pipeline system, with an average of 1,095,000 therms per day in the winter season (November through March) to serve its service territories. UNS Gas has average capacity rights of 230,000 therms per day on the San Juan Lateral and Mainline of the Transwestern pipeline. The Transwestern pipeline principally delivers gas to the portion of UNS Gas' distribution system serving customers in Flagstaff and Kingman.

UNS Gas has a separate agreement with Transwestern for transportation capacity rights on the Phoenix Lateral Extension Line that expires in 2024. UNS Gas' average daily capacity right is 126,000 therms per day, with an average of 222,000 therms per day in the winter season.

See Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations, UNS Gas, Liquidity and Capital Resources, Contractual Obligations.

**RATES AND REGULATION**

**2012 UNS Gas Rate Order**

In April 2012, the ACC approved a Base Rate increase of \$2.7 million as well as a partial decoupling mechanism to recover lost fixed cost revenues as a result of implementing the Gas Energy Efficiency Standards (Gas EE Standards). See Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations, UNS Gas, Factors Affecting Results of Operations, 2012 UNS Gas Rate Order.

**Purchased Gas Adjustor**

The PGA mechanism is intended to address the volatility of natural gas prices and allow UNS Gas to recover its actual commodity costs, including transportation, through a price adjustor. The difference between UNS Gas' actual monthly gas and transportation costs and the rolling 12-month average cost of gas and transportation is deferred and recovered or returned to customers through the PGA mechanism.

At any time UNS Gas' PGA balancing account, called the PGA bank balance, is under-recovered, UNS Gas may request a PGA surcharge with the goal of collecting the amount deferred from customers over a period deemed appropriate by the ACC. When the PGA bank balance reaches an over-collected balance of \$10 million on a billed-to-customer basis, UNS Gas is required to make a filing with the ACC to determine how the over-collected balance should be returned to customers.

In October 2013, the ACC approved an increase to the existing customer PGA credit from 4.5 cents per therm to 10 cents per therm in order to reduce the over-collected PGA bank balance. The PGA credit will be effective for the period November 1, 2013 through April 30, 2014. At December 31, 2013, the PGA bank balance was over-collected by \$10 million on a billed-to-customer basis.

**Gas Energy Efficiency Standards and Decoupling**

In 2010, the ACC approved Gas EE Standards which are designed to require UNS Gas and other affected utilities to implement cost-effective DSM programs. The Gas EE standards require increasing annual targeted retail therm savings equal to 6% by 2020. Since the implementation of the Gas EE Standards in 2010, UNS Gas' customers have saved cumulative energy equal to approximately 0.5% of total retail therm sales.

New and existing DSM programs, renewable energy technology that displaces gas, and certain energy efficient building codes are acceptable means to meet the Gas EE Standards. The Gas EE Standards provide for the recovery of costs incurred to implement DSM programs. UNS Gas' DSM programs and rates charged to retail customers for these programs are subject to ACC approval.

In June 2013, the ACC approved the UNS Gas 2011-2012 Gas Energy Efficiency implementation plan with modifications and amendments. The approval included an annual energy efficiency budget of approximately \$2 million and a waiver of the Gas EE Standards through 2013.

**ENVIRONMENTAL MATTERS**

UNS Gas is subject to environmental regulation of air and water quality, resource extraction, waste disposal, and land use by federal, state, and local authorities. UNS Gas' facilities are in substantial compliance with existing regulations.



Table of Contents

## EMPLOYEES (At December 31, 2013)

TEP had 1,398 employees, of which approximately 678 were represented by the International Brotherhood of Electrical Workers (IBEW) Local No. 1116. A new collective bargaining agreement between the IBEW and TEP was entered into in January 2013 and expires in January 2016.

UNS Electric had 143 employees, of which 27 employees were represented by the IBEW Local No. 387 and 87 employees were represented by the IBEW Local No. 769. The existing agreements with the IBEW Local No. 387 and No. 769 expire in February 2017 and June 2016, respectively.

UNS Gas had 188 employees, of which 109 employees were represented by IBEW Local No. 1116 and 5 employees were represented by IBEW Local No. 387. The agreements with the IBEW Local No. 1116 and No. 387 expire in June 2015 and February 2017, respectively.

SES had 248 employees, of which 216 are represented by IBEW Local No. 1116 and 19 by IBEW Local No. 570. These agreements expire in December 2014 and May 2016, respectively.

## EXECUTIVE OFFICERS OF THE REGISTRANTS

## Executive Officers – UNS Energy and TEP

Executive Officers of UNS Energy and TEP, who are elected annually by UNS Energy's Board of Directors and TEP's Board of Directors, are as follows:

Name	Age	Position(s) Held	Executive Officer Since
Paul J. Bonavia	62	Chairman and Chief Executive Officer	2009
David G. Hutchens	47	President and Chief Operating Officer	2007
Kevin P. Larson	57	Senior Vice President and Chief Financial Officer <sup>(1)</sup>	2000
Philip J. Dion III	45	Senior Vice President, Public Policy and Customer Solutions	2008
Kentton C. Grant	55	Vice President, Finance and Rates <sup>(2)</sup>	2007
Todd C. Hixon	47	Vice President and General Counsel	2011
Karen G. Kissinger	59	Vice President and Chief Compliance Officer	1991
Mark C. Mansfield	58	Vice President, Energy Resources	2012
Frank P. Marino	49	Vice President and Controller	2013
Thomas A. McKenna	65	Vice President, Energy Delivery	2007
Catherine E. Ries	54	Vice President, Human Resources and Information Technology	2007
Herlinda H. Kennedy	52	Corporate Secretary	2006

(1)Mr. Larson is also Treasurer at UNS Energy.

(2)Mr. Grant is also Treasurer at TEP.

Table of Contents

Paul J. Bonavia	Mr. Bonavia has served as Chairman and Chief Executive Officer of UNS Energy and TEP since January 2009. He also served as President from January 2009 to December 2011. Prior to joining UNS Energy, Mr. Bonavia served as President of the Utilities Group of Xcel Energy. Mr. Bonavia previously served as President of Xcel Energy's Commercial Enterprises business unit and President of the company's Energy Markets unit.
David G. Hutchens	Mr. Hutchens has served as President and Chief Operating Officer of UNS Energy and TEP since August 2013. In December 2011 Mr. Hutchens was named President of UNS Energy and TEP. In March 2011, Mr. Hutchens was named Executive Vice President of UNS Energy and TEP. In May 2009, Mr. Hutchens was named Vice President of Energy Efficiency and Resource Planning. In January 2007, Mr. Hutchens was elected Vice President of Wholesale Energy at UNS Energy and TEP. Mr. Hutchens joined TEP in 1995.
Kevin P. Larson	Mr. Larson has served as Senior Vice President and Chief Financial Officer of UNS Energy and TEP since September 2005. Mr. Larson is also Treasurer of UNS Energy. Mr. Larson joined TEP in 1985 and thereafter held various positions in its finance department and investment subsidiaries. He was elected Treasurer in August 1994 and Vice President in March 1997. In October 2000, he was elected Vice President and Chief Financial Officer.
Philip J. Dion III	Mr. Dion has served as Senior Vice President, Public Policy and Customer Solutions of UNS Energy and TEP since August 2013. Mr. Dion was named Vice President, Public Policy in April 2010. Mr. Dion joined UNS Energy in February 2008 as Vice President of Legal and Environmental Services. Prior to joining UNS Energy, Mr. Dion was chief of staff and chief legal advisor to Commissioner Marc Spitzer of the FERC. Mr. Dion previously worked in various roles at the ACC, including as an administrative law judge and as an advisor to Mr. Spitzer, prior to his appointment to the FERC.
Kentton C. Grant	Mr. Grant has served as Vice President of Finance and Rates of UNS Energy and TEP since January 2007. Mr. Grant also serves as Treasurer of TEP. Mr. Grant joined TEP in 1995.
Todd C. Hixon	Mr. Hixon has served as Vice President and General Counsel of UNS Energy and TEP since May 2011. Mr. Hixon joined TEP's legal department in 1998 and served in a variety of capacities, most recently serving as Associate General Counsel.
Karen G. Kissinger	Ms. Kissinger has served as Vice President and Chief Compliance Officer of UNS Energy and TEP since August 2013. Ms. Kissinger served as Vice President, Controller, and Chief Compliance Officer from 2001 to 2013. Ms. Kissinger joined TEP as Vice President and Controller in January 1991.
Mark C. Mansfield	Mr. Mansfield has served as Vice President, Energy Resources since 2012. He joined the company in 2008, most recently serving as Senior Director of Generation. Prior to joining TEP, Mr. Mansfield held various leadership positions at PacifiCorp Energy from 1992-2008.
Frank P. Marino	Mr. Marino has served as Vice President and Controller of UNS Energy and TEP since August 2013. Mr. Marino joined UNS Energy as Assistant Controller in January 2013. Prior to joining UNS Energy, he served various roles at the AES Corporation, a global power company. In 2012 he served as AES' Vice President for Business Demand and Outsourcing Management, and from 2007-2011 he served as Chief Financial Officer for two different business units.
Thomas A. McKenna	Mr. McKenna has served as Vice President, Energy Delivery since August 2013. Mr. McKenna was named Vice President, Engineering in January 2007. Mr. McKenna joined Nations Energy Corporation (a then wholly-owned subsidiary of Millennium) in 1998.
Catherine E. Ries	Ms. Ries has served as Vice President, Human Resources and Information Technology, since May 2013. Ms. Ries joined UNS Energy and TEP as Vice President of Human Resources in June 2007. Prior to joining UNS Energy, Ms. Ries worked for Clopay Building Products, a division of Griffon Corporation, from 2000 to 2007, and held the position of Vice President of Human Resources.

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Herlinda H. Kennedy Ms. Kennedy has served as Corporate Secretary of UNS Energy and TEP since September 2006. Ms. Kennedy joined TEP in 1980 and was named assistant Corporate Secretary in 1999.

### SEC REPORTS AVAILABLE ON UNS ENERGY'S WEBSITE

UNS Energy and TEP make available their annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practical after they electronically file them with, or furnish them to, the Securities and Exchange Commission (SEC). These reports are available free of charge through UNS Energy's website address: <http://www.uns.com>. A link from UNS Energy's website to these SEC reports is accessible as follows: At the UNS Energy main page, select Investors from the menu shown at the top of the page; next select SEC filings from the menu shown on the Investor Relations page. UNS Energy's code of ethics, which applies to the Board of Directors and all officers and employees of UNS Energy and its subsidiaries, and any amendments or any waivers made to the code of ethics, is also available on UNS Energy's website.

K-21

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Table of Contents

UNS Energy and TEP are providing the address of UNS Energy's website solely for the information of investors and do not intend the address to be an active link. Information contained at UNS Energy's website is not part of any report filed with the SEC by UNS Energy or TEP.

ITEM 1A. – RISK FACTORS

The business and financial results of UNS Energy and TEP are subject to a number of risks and uncertainties, including those set forth below and in other documents we file with the SEC. These risks and uncertainties fall primarily into six major categories: the proposed Merger, revenues, regulatory, environmental, financial, and operational.

RISKS RELATED TO THE PROPOSED MERGER WITH FORTIS

The Proposed Merger with Fortis May Not Be Completed.

The proposed Merger with Fortis requires approval by UNS Energy shareholders, the FERC, the Committee on Foreign Investment in the United States, and the ACC. Such approvals may not be obtained. For example, the ACC may not approve the Merger or may seek to impose conditions on the completion of the transaction, which could cause the conditions to the Merger to not be satisfied or which could delay or increase the cost of the transaction. In addition, the occurrence of a material adverse effect or the failure to satisfy other closing conditions could result in a termination of the Merger Agreement by Fortis.

Termination Fee

UNS Energy will be obligated to reimburse up to \$12.5 million of Fortis' expenses if (i) Fortis or UNS Energy terminates the Merger Agreement because the acquisition has not been completed by December 11, 2014 (which may be extended under certain circumstances) or Fortis terminates the Merger Agreement based on a breach of the Merger Agreement by UNS Energy, and (ii) a competing proposal has been made or publicly disclosed and not withdrawn prior to the termination of the Merger Agreement or applicable breach. In addition, if within twelve months after such termination, a definitive agreement providing for an acquisition transaction is entered into, or an acquisition transaction is consummated by UNS Energy with, the person who made the acquisition proposal prior to such termination or applicable breach or with any other third party making an acquisition proposal within three months following such termination, UNS Energy will be obligated to pay Fortis a termination fee of approximately \$64 million (less any expense reimbursement previously paid). In no event will more than one termination fee be payable.

Access to Capital and Market Value of UNS Energy Common Stock

Failure to complete the Merger could: (i) affect the value of UNS Energy's common stock, including by reducing it to a level at or below the trading range preceding the announcement of the Fortis transaction; and (ii) negatively affect our access to and cost of both equity and debt financing.

REVENUES

National and local economic conditions can negatively affect on the results of operations, net income, and cash flows at TEP, UNS Electric, and UNS Gas.

Economic conditions have contributed significantly to a reduction in TEP's retail customer growth and lower energy usage by the company's residential, commercial, and industrial customers. As a result of weak economic conditions, TEP's average retail customer base grew by less than 1% in each year from 2009 through 2013 compared with average increases of approximately 2% in each year from 2004 to 2008. In 2013, total retail kWh sales were 0.2% above 2012 levels. TEP estimates that a 1% change in annual retail sales could impact pre-tax net income and pre-tax cash flows by approximately \$6 million.

Similar impacts were felt at UNS Electric and UNS Gas. Annual average increases in the number of retail customers at both companies remained below 1% in 2009 through 2013 compared with average annual growth rates of 3% from 2004 to 2008. We estimate that a 1% change in annual retail sales at UNS Electric and UNS Gas could impact pre-tax net income and pre-tax cash flows by approximately \$1 million.

New technological developments and the implementation of new Energy Efficiency Standards will continue to have a significant impact on retail sales, which could negatively impact UNS Energy's results of operations, net income, and cash flows.

Research and development activities are ongoing for new technologies that produce power or reduce power consumption. These technologies include renewable energy, customer-owned generation, and appliances and equipment. TEP and UNS

K-22

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## Table of Contents

Electric also are promoting DSM programs designed to help customers reduce their energy use, and these efforts will increase significantly under energy efficiency rules approved in 2010 by the ACC. Further development and use of these technologies and implementation of these rules would negatively impact the results of operations, net income, and cash flows of TEP and UNS Electric.

The revenues, results of operations, and cash flows of TEP, UNS Electric, and UNS Gas are seasonal, and are subject to weather conditions and customer usage patterns, which are beyond the companies' control.

TEP typically earns the majority of its operating revenue and net income in the third quarter because retail customers increase their air conditioning usage during the summer. Conversely, TEP's first quarter net income is typically limited by relatively mild winter weather in its retail service territory. UNS Electric's earnings follow a similar pattern, while UNS Gas' sales peak in the winter during home heating season. Cool summers or warm winters may reduce customer usage at all three companies, adversely affecting operating revenues, cash flows, and net income by reducing sales.

TEP and UNS Electric are dependent on a small segment of large customers for future revenues. A reduction in the electricity sales to these customers would negatively affect our results of operations, net income, and cash flows.

TEP and UNS Electric sell electricity to mines, military installations, and other large industrial customers. In 2013, 35% of TEP's retail kWh sales, and 14% of UNS Electric's retail kWh sales, were to industrial and mining customers.

Retail sales volumes and revenues from these customer classes could decline as a result of, among other things: economic conditions; decisions by the federal government to close military bases; the effects of energy efficiency and distributed generation; or the decision by customers to self-generate all or a portion of the energy needs. A reduction in retail kWh sales to TEP's and UNS Electric's large customers would negatively affect our results of operations, net income, and cash flows.

### REGULATORY

TEP, UNS Electric, and UNS Gas are subject to regulation by the ACC, which sets the companies' Retail Rates and oversees many aspects of their business in ways that could negatively affect the companies' results of operations, net income, and cash flows.

The ACC is a constitutionally created body composed of five elected commissioners. Commissioners are elected state-wide for staggered four-year terms and are limited to serving a total of two terms. As a result, the composition of the commission, and therefore its policies, are subject to change every two years.

The ACC is charged with setting retail electric and gas rates that provide utility companies with an opportunity to recover their costs of service and earn a reasonable rate of return. As part of the ACC's process of establishing the retail electric and gas rates charged by TEP, UNS Electric and UNS Gas, the ACC could disallow the recovery of certain costs, such as: (i) the write-down of assets due to changes in federal regulations or due to applicable accounting rules; or (ii) any other expenses the ACC determines were not prudently incurred. The decisions made by the ACC on such matters impact the net income and cash flows of TEP, UNS Electric, and UNS Gas.

Changes in federal energy regulation may negatively affect the results of operations, net income, and cash flows of TEP, UNS Electric, and UNS Gas.

TEP, UNS Electric, and UNS Gas are subject to the impact of comprehensive and changing governmental regulation at the federal level that continues to change the structure of the electric and gas utility industries and the ways in which these industries are regulated. UNS Energy's electric utility subsidiaries are subject to regulation by the FERC. The FERC has jurisdiction over rates for electric transmission in interstate commerce and rates for wholesale sales of electric power, including terms and prices of transmission services and sales of electricity at wholesale prices.

As a result of the Energy Policy Act of 2005, owners and operators of bulk power transmission systems, including TEP, are subject to mandatory transmission standards developed and enforced by NERC and subject to the oversight of FERC. Compliance with modified or new transmission standards may subject TEP to higher operating costs and increased capital costs. Failure to comply with the mandatory transmission standards could subject TEP to sanctions, including substantial monetary penalties.

### ENVIRONMENTAL

UNS Energy's utility subsidiaries are subject to numerous environmental laws and regulations that may increase their cost of operations or expose them to environmentally-related litigation and liabilities. Many of these regulations could have a significant impact on TEP due to its reliance on coal as its primary fuel for energy generation.

K-23

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Table of Contents

Numerous federal, state, and local environmental laws and regulations affect present and future operations. Those laws and regulations include rules regarding air emissions, water use, wastewater discharges, solid waste, hazardous waste, and management of coal combustion residuals.

These laws and regulations can contribute to higher capital, operating, and other costs, particularly with regard to enforcement efforts focused on existing power plants and new compliance standards related to new and existing power plants. These laws and regulations generally require us to obtain and comply with a wide variety of environmental licenses, permits, authorizations, and other approvals. Both public officials and private individuals may seek to enforce applicable environmental laws and regulations. Failure to comply with applicable laws and regulations may result in litigation, and the imposition of fines, penalties, and a requirement for costly equipment upgrades by regulatory authorities.

We cannot provide assurance that existing environmental laws and regulations will not be revised or that new environmental laws and regulations will not be adopted or become applicable to our facilities. Increased compliance costs or additional operating restrictions from revised or additional regulation could have an adverse effect on our results of operations, particularly if those costs are not fully recoverable from our customers. TEP's obligation to comply with the EPA's BART determinations as a participant in the San Juan, Four Corners, and Navajo plants, coupled with the financial impact of future climate change legislation, other environmental regulations and other business considerations, could jeopardize the economic viability of these plants or the ability of individual participants to meet their obligations and continue their participation in these plants. TEP cannot predict the ultimate outcome of these matters.

TEP also is contractually obligated to pay a portion of the environmental reclamation costs incurred at generating stations in which it has a minority interest and is obligated to pay similar costs at the mines that supply these generating stations. While TEP has recorded the portion of its costs that can be determined at this time, the total costs for final reclamation at these sites are unknown and could be substantial.

New federal regulations to limit greenhouse gas emissions could increase TEP's cost of operations and result in a change in the composition of TEP's coal-dominated generating fleet.

Based on the finding by the EPA in December 2009 that emissions of greenhouse gases endanger public health and welfare, the agency is in the process of regulating greenhouse gas emissions. In addition, there are proposals and ongoing studies at the state, federal, and international levels to address global climate change that could also result in the regulation of CO<sub>2</sub> and other greenhouse gases. Any future regulatory actions taken to address global climate change represent a business risk to our operations. In 2013, 80% of TEP's total energy resources came from its coal-fueled generating facilities.

Reductions in CO<sub>2</sub> emissions to the levels specified by some proposals could be materially adverse to our financial position or results of operations if associated costs of control or limitation cannot be recovered from customers. Any future legislation or regulation addressing climate change could produce a number of other results including costly modifications to, or reexamination of the economic viability of, our existing coal plants; changes in the overall fuel mix of our generating fleet; or additional costs to fund energy efficiency activities. The impact of legislation or regulation to address global climate change would depend on the specific terms of those measures and cannot be determined at this time.

**FINANCIAL**

Volatility or disruptions in the financial markets, or unanticipated financing needs, could: increase our financing costs; limit our access to the credit markets; affect our ability to comply with financial covenants in our debt agreements; and increase our pension funding obligations. Such outcomes may adversely affect our liquidity and our ability to carry out our financial strategy.

We rely on access to the bank markets and capital markets as a significant source of liquidity and for capital requirements not satisfied by the cash flow from our operations. Market disruptions such as those experienced in 2008 and 2009 in the United States and abroad may increase our cost of borrowing or adversely affect our ability to access sources of liquidity needed to finance our operations and satisfy our obligations as they become due. These disruptions may include turmoil in the financial services industry, including substantial uncertainty surrounding particular lending institutions and counterparties we do business with, unprecedented volatility in the markets where



our outstanding securities trade, and general economic downturns in our utility service territories. If we are unable to access credit at competitive rates, or if our borrowing costs dramatically increase, our ability to finance our operations, meet our short-term obligations, and execute our financial strategy could be adversely affected.

Changing market conditions could negatively affect the market value of assets held in our pension and other retiree plans and may increase the amount and accelerate the timing of required future funding contributions.

K-24

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Table of Contents

UNS Energy's net income and cash flows can be adversely affected by rising interest rates.

At December 31, 2013, TEP had \$215 million of tax-exempt variable rate debt obligations, \$50 million of which was hedged with a fixed-for-floating interest rate swap through September 2014. The interest rates are set weekly or monthly. The average interest rates ranged from 0.06% to 0.48% in 2013. A 100 basis point increase in the average interest rates on this debt over a twelve-month period would increase TEP's interest expense by approximately \$2 million.

UNS Energy, TEP, UNS Electric, and UNS Gas also are subject to risk resulting from changes in the interest rate on their borrowings under revolving credit facilities. Revolving credit borrowings may be made on a spread over London Interbank Offer Rate (LIBOR) or an Alternate Base Rate. Each of these agreements is a committed facility and expires in November 2016.

If capital market conditions result in rising interest rates, the resulting increase in the cost of variable rate borrowings would negatively impact our results of operations, net income, and cash flows.

The expected purchase of Gila River and certain of TEP's leased assets, as well as the cost of significant investments in TEP's transmission system could require significant outlays of cash, which could be difficult to finance.

During 2013, TEP notified certain owner participants and their lessors that TEP elected to purchase their undivided ownership interests in Springerville Unit 1 upon the expiration of the lease term in January 2015. In total, TEP elected to purchase leased interests comprising 35.4% of Springerville Unit 1, representing 137 MW of capacity. In December 2014 and January 2015, TEP will be required to fund the purchase price of \$65 million.

The Springerville Coal Handling Facilities can be purchased in April 2015 for a fixed price of \$120 million. TEP also leases a 50% undivided interest in Springerville Common Facilities with primary lease terms ending in 2017 and 2021. Upon expiration of the Springerville Coal Handling and Common Facilities Leases (whether at the end of the initial term or any renewal term), TEP has the obligation under agreements with the owners of Springerville Units 3 and 4 to purchase such facilities. Upon acquisition by TEP, the owner of Springerville Unit 3 has the option and the owner of Springerville Unit 4 has the obligation to purchase from TEP a 14% interest in the Common Facilities and a 17% interest in the Coal Handling Facilities.

In December 2013, TEP and UNS Electric entered into a purchase agreement to acquire Unit 3 of the Gila River Generating Station (Gila River Unit 3). Gila River Unit 3 is a gas-fired combined cycle unit with a capacity rating of 550 MW. The transaction is expected to close in late 2014, upon which TEP and UNS Electric will be required to fund the purchase amount of \$219 million.

In 2014 and 2015, TEP's capital expenditures related to investments in its high voltage transmission system are expected to be \$147 million.

Debt levels, liquidity, regulatory rules, and other restrictions could limit the ability of TEP, UNS Electric, and UNS Gas to make distributions to UNS Energy.

As a holding company, UNS Energy has no operations of its own and derives all of its revenues and cash flow from its subsidiaries. TEP, UNS Electric, and UNS Gas could experience reduced levels of liquidity, or face other restrictions, which could adversely impact their ability to pay dividends to UNS Energy.

The debt levels at TEP, UNS Electric, and UNS Gas:

require UNS Energy's subsidiaries to dedicate a substantial portion of their cash flow to pay principal and interest on their debt, which could reduce the funds available for working capital, capital expenditures, acquisitions, and other general corporate purposes; and

could limit their ability to borrow additional amounts for working capital, capital expenditures, acquisitions, dividends, debt service requirements, execution of their business strategy, or other purposes.

TEP, UNS Electric, and UNS Gas may be required to post margin under their power and fuel supply agreements which could negatively impact their liquidity. The agreements under which we contract for power and fuel include requirements to post credit enhancement in the form of cash or letters of credit (LOCs) under certain circumstances, including changes in market prices which affect contract values, or a change in creditworthiness of the respective companies. In order to post such credit enhancement, TEP, UNS Electric, and UNS Gas would have to use available cash, draw under their revolving credit agreements, or issue LOCs under their revolving credit agreements.



Table of Contents

Regulatory rules and other restrictions include:

• TEP's, UNS Electric's, and UNS Gas' inability to lend to affiliates without ACC approval; and  
• TEP, UNS Electric, and UNS Gas must be in compliance with their respective debt agreements to make dividend payments to UNS Energy.

**OPERATIONAL**

The operation of electric generating stations, and transmission and distribution systems, involves risks that could result in reduced generating capability or unplanned outages that could adversely affect TEP's or UNS Electric's results of operations, net income, and cash flows.

The operation of electric generating stations, and transmission and distribution systems, involves certain risks, including equipment breakdown or failure, fires and other hazards, interruption of fuel supply, and lower than expected levels of efficiency or operational performance. Unplanned outages, including extensions of planned outages due to equipment failure or other complications, occur from time to time and are an inherent risk of our business. If TEP's or UNS Electric's generating stations and transmission and distribution systems operate below expectations, TEP or UNS Electric's operating results could be adversely affected.

The lack of access to sufficient supplies of water could have a material adverse impact on TEP's business and results of operations.

Natural gas and coal-fired generating plants require continuous water supply for their operation. The region in which our power plants are located is prone to drought conditions, which could potentially affect the plants' water supplies. Any material reduction in the water supply for such facilities would limit the ability of TEP and UNS Electric to produce and market electricity from such facilities and could have a material adverse impact on our results of operations. Further, any change in regulations or the level of regulation with regard to use, treatment and discharge of water, or the licensing of water rights in the jurisdictions where TEP and UNS Electric operate, could have a material adverse impact on our results of operations.

TEP receives power from certain generating facilities that are jointly owned and operated by third parties. Therefore, TEP may not have the ability to affect the management or operations at such facilities which could adversely affect TEP's results of operations, net income, and cash flows.

Certain of the generating stations from which TEP receives power are jointly owned with, or are operated by, third parties. TEP may not have the sole discretion or any ability to affect the management or operations at such facilities. As a result of this reliance on other operators, TEP may not be able to ensure the proper management of the operations and maintenance of the plants. Further, TEP may have no ability or a limited ability to make determinations on how best to manage the changing regulations which may affect such facilities. In addition, TEP will not have sole discretion as to how to proceed in the face of requirements relating to environmental compliance which could require significant capital expenditures or the closure of such generating stations. A divergence in the interests of TEP and the co-owners or operators, as applicable, of such generating facilities could negatively impact the business and operations of TEP.

The nature of our gas operations presents inherent risks of loss that could adversely affect our results of operations. The operation of UNS Gas' transmission and distribution systems involves certain risks, including gas leaks, fires, natural disasters, catastrophic accidents, explosions, pipeline ruptures, and other hazards and risks that may cause unforeseen interruptions, personal injury, or property damage. Any such incident could have an adverse effect on UNS Gas.

We may be subject to physical and/or cyber attacks.

As operators of critical energy infrastructure, we may face a heightened risk of physical and/or cyber attacks. Our electric generation, transmission, and distribution systems may be vulnerable to disability or failures as a result of physical or cyber acts of war or terrorism, vandalism or other causes.

Our corporate and information technology systems may be vulnerable to unauthorized access due to hacking, viruses, acts of war or terrorism, and other causes. In addition, our utility business requires access to sensitive customer data, including personal and credit information, in the ordinary course of business.

If, despite our security measures, a significant physical attack or cyber breach occurred, we could have our operations disrupted, property damaged, and customer information stolen; experience substantial loss of revenues, response costs,

and

K-26

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Table of Contents

other financial loss; and be subject to increased regulation, litigation, and damage to our reputation, any of which could have a negative impact on our business and results of operations.

TEP or UNS Electric might not be able to secure adequate right-of-way to construct transmission lines and distribution-related facilities, and could be required to find alternate ways to provide adequate sources of energy and maintain reliable service for their customers.

TEP and UNS Electric rely on federal, state, and local governmental agencies to secure right-of-way and siting permits to construct transmission lines and distribution-related facilities. If adequate right-of-way and siting permits to build new transmission lines cannot be secured, TEP and UNS Electric may need to rely on more costly alternatives to provide energy to their customers, may not be able to maintain reliability in their service areas, or their ability to provide electric service to new customers may be negatively impacted.

ITEM 1B. – UNRESOLVED STAFF COMMENTS

None.

ITEM 2. – PROPERTIES

TEP PROPERTIES

Transmission facilities owned by TEP and by third parties, are located in Arizona and New Mexico and transmit the output from TEP's remote electric generating stations at Four Corners, Navajo, San Juan, Springerville, and Luna to the Tucson area for use by TEP's retail customers. The transmission system is interconnected at various points in Arizona and New Mexico with other regional utilities. TEP has arrangements with approximately 140 companies to interchange generation capacity and transmission of energy. See Item 1. Business, TEP, Generating and Other Resources.

At December 31, 2013, TEP owned or participated in an overhead electric transmission and distribution system consisting of:

- 564 circuit-miles of 500-kV lines;
- 1,088 circuit-miles of 345-kV lines;
- 413 circuit-miles of 138-kV lines;
- 481 circuit-miles of 46-kV lines; and
- 2,605 circuit-miles of lower voltage primary lines.

TEP's underground electric distribution system includes 4,442 cable-miles of lines. TEP owns approximately 77% of the poles on which its lower voltage lines are located. Electric substation capacity consists of 104 substations with a total installed transformer capacity of 14,879,950 kilovolt amperes.

The electric generating stations (except as noted below), administrative headquarters, warehouse and service center are located on land owned by TEP. The electric distribution and transmission facilities owned by TEP are located:

- on property owned by TEP;
- under or over streets, alleys, highways, and other places in the public domain, as well as in national forests and state lands, under franchises, easements, or other rights which are generally subject to termination;
- under or over private property as a result of easements obtained primarily from the record holder of title; or
- over American Indian reservations under grant of easement by the Secretary of Interior or lease by American Indian tribes.

It is possible that some of the easements, and the property over which the easements were granted, may have title defects or liens existing at the time the easements were acquired.

Springerville is located on property held by TEP under a long-term surface ownership agreement with the State of Arizona.

Four Corners and Navajo are located on properties held under easements from the United States and under leases from the Navajo Nation. TEP, individually and in conjunction with PNM in connection with San Juan, has acquired land rights,



## Table of Contents

easements and leases for the plant, transmission lines and a water diversion facility located on land owned by the Navajo Nation. TEP also has acquired easements for transmission facilities related to San Juan, Four Corners, and Navajo across the Zuni, Navajo, and Tohono O’ dham American Indian Reservations. TEP, in conjunction with PNM and Freeport McMoRan, holds an undivided ownership interest in the property on which Luna is located.

TEP’s rights under these various easements and leases may be subject to defects such as:

- possible conflicting grants or encumbrances due to the absence of, or inadequacies in, the recording laws or record systems of the Bureau of Indian Affairs (BIA) and the American Indian tribes;
- possible inability of TEP to legally enforce its rights against adverse claimants and the American Indian tribes without Congressional consent; or
- failure or inability of the American Indian tribes to protect TEP’s interests in the easements and leases from disruption by the U.S. Congress, Secretary of the Interior, or other adverse claimants.

These possible defects have not interfered, and are not expected to materially interfere, with TEP’s interest in and operation of its facilities.

TEP, under separate sale and leaseback arrangements, leases the following generation facilities (which do not include land):

• Springerville Coal Handling Facilities;

• a 50% undivided interest in the Springerville Common Facilities; and

- Springerville Unit 1 and the remaining 50% undivided interest in the Springerville Common Facilities.

See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, Tucson Electric Power Company, Factors Affecting Results of Operations, Springerville Unit 1 and Note 6.

### UES PROPERTIES

At December 31, 2013, UNS Electric’s transmission and distribution system consisted of approximately 60 circuit-miles of 138-kV transmission lines, 274 circuit-miles of 69-kV transmission lines, and 3,651 circuit-miles of underground and overhead distribution lines. UNS Electric also owns the 62 MW Valencia plant, the 90 MW BMGS, as well as 40 substations having a total installed capacity of 1,549,000 kilovolt amperes.

At December 31, 2013, UNS Gas’ transmission and distribution system consisted of approximately 31 miles of steel transmission mains, 4,238 miles of steel and plastic distribution piping, and 138,951 customer service lines.

The gas and electric distribution and transmission facilities owned by UNS Electric and UNS Gas are located:

- on property owned by UNS Electric or UNS Gas;
- under or over streets, alleys, highways, and other places in the public domain, as well as national forests and state lands, under franchises, easements, or other rights which are generally subject to termination; or
- under or over private property as a result of easements obtained primarily from the record holder of title.

### ITEM 3. – LEGAL PROCEEDINGS

#### Shareholder Lawsuits

Five putative shareholder class action lawsuits challenging the merger have been filed, four in the Superior Court of Pima County, Arizona: (i) Phillip Malenovshy v. UNS Energy Corporation, et al. (Case No. C20136942); (ii) Paul Parshall v. UNS Energy Corporation, et al. (Case No. C20136943); (iii) Hillary Kramer v. Paul J. Bonavia, et al. (Case No. C2014-0026); and (iv) Vandermeer Trust U/A DTD 03/11/1997 v. UNS Energy Corporation, et al. (Case No. C2014-0107); and one in federal court in the United States District Court for the District of Arizona: Milton Pfeiffer v. Paul J. Bonavia, et al. (Case No. 4:13-CV-02619-JGZ).

The lawsuits generally allege, among other things, that the directors of UNS Energy breached their fiduciary duties to shareholders of UNS Energy purportedly by agreeing to a transaction pursuant to an inadequate process and for failing to



Table of Contents

obtain the highest value for UNS Energy shareholders. The lawsuits allege that the Fortis entities also aided and abetted the directors of UNS Energy in the alleged breach of their fiduciary duties.

The lawsuits seek, in general, and among other things, (i) injunctive relief enjoining the transactions contemplated by the merger agreement, (ii) rescission or an award of rescissory damages in the event a merger is consummated, (iii) an award of plaintiffs' costs including reasonable attorneys' and experts' fees, (iv) an accounting by the defendants to plaintiffs for all damages caused by the defendants, and (v) such further relief as the court deems just and proper.

These lawsuits are at a preliminary stage. UNS Energy, its directors and the other defendants believe that these lawsuits are without merit and intend to defend against them vigorously.

**Right of Way Matters**

TEP previously reported it was a defendant in a class action filed in February 2009 in the United States District Court in Albuquerque, New Mexico by members of the Navajo Nation. The plaintiffs alleged, among other things, that the rights of way for defendants' transmission lines on Navajo lands were improperly granted and that the compensation paid for such rights of way was inadequate. The plaintiffs were requesting, among other things, that the transmission lines on these lands be removed. In March 2010, the court entered a final judgment dismissing the case. The plaintiffs filed a Notice of Appeal with the Bureau of Indian Affairs (BIA) in May 2010, appealing the BIA's decision to grant the rights of way that were the subject of the now-dismissed complaint. In June 2010, the BIA found that the Notice of Appeal failed to meet the minimum filing requirements. In September 2010, the plaintiffs filed new Notices of Appeal concerning the same rights of way. In August 2013, the Interior Board of Indian Appeals dismissed the plaintiffs' appeal for failure to meet procedural requirements. TEP cannot predict if the plaintiffs will again attempt to appeal the BIA's decision to grant the rights of way.

In addition, see legal proceedings discussed in Note 7.

**ITEM 4. – MINE SAFETY DISCLOSURES**

Not applicable.

Table of Contents

## PART II

## ITEM 5. – MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF COMMON EQUITY

## Stock Trading

UNS Energy’s Common Stock is traded under the ticker symbol UNS and is listed on the New York Stock Exchange. On February 14, 2014, the closing price was \$60.21 with 7,392 shareholders of record.

TEP’s common stock is wholly-owned by UNS Energy and is not listed for trading on any stock exchange.

## Dividends

## UNS Energy

UNS Energy’s Board of Directors expects to continue to authorize the payment of regular quarterly cash dividends on our Common Stock; however, such dividends are subject to the Board’s evaluation of our financial condition, earnings, cash flows, and dividend policy.

The merger agreement with Fortis allows UNS Energy's Board of Directors to authorize quarterly dividends of up to \$0.48 per share until the merger is completed, including a pro rata dividend determined by the number of days from the last declared record date to the date the merger is completed. See Item. 1- Business, Overview of Consolidated Businesses, Agreement and Plan of Merger.

On February 24, 2014, UNS Energy declared a first quarter cash dividend of \$0.48 per share of Common Stock. The first quarter dividend, totaling approximately \$20 million, will be paid March 25, 2014 to shareholders of record at the close of business March 13, 2014. The table below summarizes UNS Energy’s dividends paid in 2011 through 2013.

	2013	2012	2011
Quarterly Dividend Per Common Share	\$0.435	\$0.43	\$0.42
Annual Dividend Per Common Share	\$1.74	\$1.72	\$1.68
Common Stock Dividends Paid	\$72 million	\$70 million	\$62 million

UNS Energy relies on dividends from its subsidiaries, primarily TEP, to declare and pay dividends to its shareholders. TEP

TEP paid dividends to UNS Energy of \$40 million in 2013 and \$30 million in 2012. TEP did not pay any dividends to UNS Energy in 2011.

TEP can pay dividends if it maintains compliance with the TEP Credit Agreement and certain financial covenants. At December 31, 2013, TEP was in compliance with the terms of the TEP Credit Agreement.

## UNS Electric

UNS Electric paid dividends to UNS Energy of \$10 million in 2013 and 2012. UNS Electric did not pay any dividends to UNS Energy in 2011. UNS Electric’s ability to pay future dividends will depend on the cash needs for capital expenditures and various other factors.

The note purchase agreement for UNS Electric contains restrictions on dividends. UNS Electric may pay dividends so long as (a) no default or event of default exists and (b) it could incur additional debt under the debt incurrence test. At December 31, 2013, UNS Electric was in compliance with the terms of its note purchase agreement.

## UNS Gas

UNS Gas paid dividends to UNS Energy of \$10 million in 2013, \$20 million in 2012, and \$10 million in 2011. UNS Gas’ ability to pay future dividends will depend on the cash needs for capital expenditures and various other factors.

The note purchase agreement for UNS Gas contains restrictions on dividends. UNS Gas may pay dividends so long as (a) no default or event of default exists and (b) it could incur additional debt under the debt incurrence test. At December 31, 2013, UNS Gas was in compliance with the terms of its note purchase agreement.

Table of Contents

## Other Non-Reportable Segments

Millennium paid dividends to UNS Energy of \$1 million in 2013, \$14 million in 2012 and \$3 million in 2011.

UED did not pay any dividends to UNS Energy in 2013 or 2012. UED paid dividends to UNS Energy of \$39 million in 2011, of which \$28 million represented a return of capital.

See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations, UNS Energy Consolidated, Liquidity and Capital Resources, Dividends on Common Stock.

## Common Stock Dividends and Price Ranges

Quarter:	2013		Dividends Declared	2012		Dividends Declared
	Market Price per Share of Common Stock <sup>(1)</sup>			Market Price per Share of Common Stock <sup>(1)</sup>		
	High	Low		High	Low	
First	\$49.13	\$43.10	\$0.435	\$38.66	\$35.83	\$0.43
Second	51.54	42.51	0.435	38.86	35.20	0.43
Third	51.86	43.81	0.435	42.71	38.43	0.43
Fourth	60.02	45.30	0.435	43.56	39.02	0.43
Total			\$1.74			\$1.72

<sup>(1)</sup> UNS Energy’s Common Stock price as reported by the New York Stock Exchange.

## Convertible Senior Notes

See Note 6.

## Issuer Purchases of Common Equity

UNS Energy did not purchase any shares of Common Stock during 2013, 2012, or 2011.

Table of Contents

## ITEM 6. – SELECTED FINANCIAL DATA

## UNS Energy

	2013	2012	2011	2010	2009
	In Thousands (Except per Share Data)				
<b>Income Statement Data</b>					
Operating Revenues	\$1,484,560	\$1,461,766	\$1,478,702	\$1,425,947	\$1,396,606
Net Income	127,478	90,919	109,975	112,984	105,901
Basic Earnings Per Share	3.06	2.25	2.98	3.10	2.95
Diluted Earnings Per Share	3.04	2.20	2.75	2.86	2.73
Shares of Common Stock Outstanding:					
Weighted Average	41,618	40,362	36,962	36,415	35,858
End of Year	41,538	41,344	36,918	36,542	35,851
Cash Dividends Declared per Share	\$1.74	\$1.72	\$1.68	\$1.56	\$1.16
<b>Balance Sheet Data</b>					
Total Utility Plant – Net	\$3,534,837	\$3,300,363	\$3,182,263	\$2,961,498	\$2,785,714
Total Investments in Lease Debt and Equity	36,194	45,457	65,829	103,844	132,168
Other Investments and Other Property	34,971	36,537	34,205	61,676	60,239
Total Assets	4,273,069	4,140,429	3,989,279	3,796,246	3,615,211
Long-Term Debt	\$1,507,070	\$1,498,442	\$1,517,373	\$1,352,977	\$1,307,795
Non-Current Capital Lease Obligations	149,767	262,138	352,720	429,074	488,349
Common Stock Equity	1,130,784	1,065,465	888,474	830,756	759,329
Total Capitalization	2,787,621	2,826,045	2,758,567	2,612,807	2,555,473
<b>Cash Flow Data</b>					
Net Cash Flows From Operating Activities	\$420,512	\$348,109	\$337,320	\$346,920	\$347,310
Capital Expenditures	(325,886 )	(307,277 )	(374,122 )	(330,629 )	(294,020 )
Net Cash Flows From Financing Activities	(135,742 )	(37,682 )	(1,441 )	(51,183 )	(28,916 )
Ratio of Earnings to Fixed Charges <sup>(1)</sup>	2.77	2.30	2.43	2.62	2.46

Table of Contents

TEP	2013	2012	2011	2010	2009
	Thousands of Dollars				
Income Statement Data					
Operating Revenues	\$1,196,690	\$1,161,660	\$1,156,386	\$1,125,267	\$1,099,338
Net Income	101,342	65,470	85,334	108,260	90,688
Balance Sheet Data					
Total Utility Plant – Net	\$2,944,455	\$2,750,421	\$2,650,652	\$2,410,077	\$2,261,325
Total Investments in Lease Debt and Equity	36,194	45,457	65,829	103,844	132,168
Other Investments and Other Property	33,488	35,091	32,313	43,588	31,813
Total Assets	3,556,060	3,461,046	3,277,661	3,078,411	2,924,108
Long-Term Debt	1,223,070	1,223,442	1,080,373	1,003,615	903,615
Non-Current Capital Lease Obligations	149,767	262,138	352,720	429,074	488,311
Common Stock Equity	925,923	860,927	824,943	709,884	650,591
Total Capitalization	2,298,760	2,346,507	2,258,036	2,142,573	2,042,517
Cash Flow Data					
Net Cash Flows From Operating Activities	\$346,191	\$267,919	\$268,294	\$302,483	\$268,064
Capital Expenditures	(252,848 )	(252,782 )	(351,890 )	(277,309 )	(240,079 )
Net Cash Flows From Financing Activities	(140,937 )	11,987	51,452	(51,882 )	(29,320 )
Ratio of Earnings to Fixed Charges <sup>(1)</sup>	2.67	2.10	2.40	2.74	2.56

For purposes of this computation, earnings are defined as pre-tax earnings from continuing operations before minority interest, or income/loss from equity method investments, plus interest expense and amortization of debt discount and expense related to indebtedness. Fixed charges are interest expense, including amortization of debt discount, interest on operating lease payments, and expense on indebtedness.

See Item 7. – Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Table of Contents

ITEM 7. – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management’s Discussion and Analysis explains the results of operations, the general financial condition, and the outlook for UNS Energy and its three primary business segments. It includes the following:

- outlook and strategies;
- operating results during 2013 compared with 2012, and 2012 compared with 2011;
- factors affecting our results and outlook;
- liquidity, capital needs, capital resources, and contractual obligations;
- dividends; and
- critical accounting estimates.

UNS ENERGY CORPORATION

UNS Energy is a utility services holding company engaged, through its primary subsidiaries, in the electric generation and energy delivery business. Each of UNS Energy’s subsidiaries is a separate legal entity with its own assets and liabilities. UNS Energy owns 100% of TEP and UES.

References to “we” and “our” are to UNS Energy and its subsidiaries, collectively.

OUTLOOK AND STRATEGIES

Agreement and Plan of Merger

In December 2013, UNS Energy entered into an Agreement and Plan of Merger with Fortis Parent, Fortis and Merger Sub. The Boards of Directors of each of UNS Energy and Fortis Parent have approved the Merger. At the completion of the Merger, each outstanding share of UNS Energy common stock will be converted into the right to receive \$60.25 in cash and UNS Energy will become a wholly-owned subsidiary of Fortis.

The Merger is subject to the approval of stockholders holding a majority of the outstanding shares of UNS Energy and other customary closing conditions, including, among other things:

- the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;
- approvals of the Arizona Corporation Commission and the Federal Energy Regulatory Commission;
- confirmation of review, without unresolved concerns, from the Committee on Foreign Investment in the United States; and
- the absence of any injunction, order or other law prohibiting the Merger.

On February 18, 2014, we filed definitive proxy materials with the SEC. We expect UNS Energy's shareholders to formally consider a proposal to approve the Merger Agreement at a meeting on March 26, 2014.

In January 2014, UNS Energy and Fortis Parent filed an application and supporting testimony with the ACC requesting approval of the Merger. The ACC administrative law judge (ALJ) assigned to this matter issued a procedural order that calls for settlement discussions to commence on April 28, 2014, and a hearing before the ALJ to commence on June 16, 2014. In February 2014, we filed an application with FERC requesting approval of the Merger. The Merger is expected to close by the end of 2014. If the Merger is completed, UNS Energy expects to record approximately \$22 million of expenses related to the Merger in 2014.

Operating Plans and Strategies

Our financial prospects and outlook are affected by many factors including: national, regional, and local economic conditions; volatility in the financial markets; environmental laws and regulations; and other regulatory factors. Our plans and strategies include the following:

- Completing the proposed Merger with Fortis including obtaining all necessary approvals;

Table of Contents

Completing the purchases of Gila River Unit 3 and additional interests in Springerville Unit 1, which are both key components of our long-term diversification strategy for our generating portfolio. The focus of our resource strategy is to provide long-term rate stability for our customers, mitigate environmental impacts, comply with regulatory requirements, and leverage our existing utility infrastructure.

Strengthening the underlying financial condition of our utility subsidiaries by achieving constructive regulatory outcomes, improving our capital structure and our credit ratings, and promoting economic development in our service territories.

- Developing strategic responses to new environmental regulations and potential new legislation, including potential limits on greenhouse gas emissions. We are evaluating TEP's existing mix of generation resources and defining steps to achieve environmental objectives that protect the financial stability of our utility businesses.

Focusing on our core utility businesses through operational excellence, investing in utility rate base, emphasizing customer service, and maintaining a strong community presence.

Expanding TEP's and UNS Electric's portfolio of renewable energy resources and programs to meet Arizona's Renewable Energy Standard (RES) while creating ownership opportunities for renewable energy projects that benefit customers, shareholders, and the communities we serve.

Developing strategic responses to Arizona's Energy Efficiency Standards that protect the financial stability of our utility businesses and provide benefits to our customers.

## RESULTS OF OPERATIONS

## Contribution by Business Segment

The table below shows the contributions to our consolidated net income by business segment:

	2013	2012	2011
	Millions of Dollars		
TEP	\$101	\$65	\$85
UNS Electric	12	17	18
UNS Gas	11	9	10
Other Non-Reportable Segments and Adjustments <sup>(1)</sup>	3	—	(3)
Consolidated Net Income	\$127	\$91	\$110

<sup>(1)</sup> Includes: UNS Energy parent company expenses; Millennium; UED; and inter-company eliminations.

## Executive Overview

## 2013 Compared with 2012

TEP reported net income of \$101 million in 2013 compared with net income of \$65 million in 2012. The increase in net income is due in part to: a \$41 million increase in retail margin revenues related to a non-fuel base rate increase that was effective on July 1, 2013 and higher retail kWh sales resulting from favorable weather conditions; a \$2 million increase in the margin on long-term wholesale sales due to higher market prices for wholesale power; and a \$9 million decrease in interest expense due in part to a reduction in capital lease obligation balances; partially offset by a \$12 million increase in Base O&M due in part to planned and unplanned maintenance on TEP's generating facilities, as well as merger-related expenses of \$6 million recorded in December 2013; and a \$3 million increase in taxes other than income taxes due in part to an increase in property tax rates and higher asset balances.

Additionally, TEP's net income in 2013 includes an income tax benefit of \$11 million. In June 2013, we recorded a regulatory asset and corresponding reduction of income tax expense of \$11 million to recover previously recorded income tax expense through future rates as a result of the 2013 TEP Rate Order. The regulatory asset will be amortized as income tax expense as the qualifying assets are depreciated. See Note 9. TEP's 2013 results also include additional fuel expense of \$3 million related to a one-time credit to customers resulting from the 2013 TEP Rate Order. TEP's results in 2012 reflect a \$3 million reduction





Table of Contents

to pre-tax income due to an unplanned outage at Springerville Unit 3 and a \$5 million write-off of transmission related assets. See Tucson Electric Power Company, Results of Operations.

## UNS Electric

UNS Electric reported net income of \$12 million in 2013 compared with net income of \$17 million in 2012. The decrease in net income was due in part to lower mining kWh sales during 2013 and the loss of an industrial customer in the second half of 2012. See UNS Electric, Results of Operations.

## UNS Gas

UNS Gas reported net income of \$11 million in 2013 compared with net income of \$9 million in 2012. The increase in net income is due primarily to: higher sales volumes resulting from cold weather, which contributed to an improvement in retail margin revenues; and a non-fuel base rate increase that was effective in May 2012. See UNS Gas, Results of Operations.

## 2012 Compared with 2011

## TEP

TEP reported net income of \$65 million in 2012 compared with \$85 million in 2011. The decrease in net income was due primarily to: a \$7 million decline in retail margin revenues resulting from lower retail kWh sales due to milder summer weather than 2011, as well as the effects of the ACC's energy efficiency and distributed generation requirements; an \$8 million decline in long-term wholesale margin revenues resulting primarily from a change in the pricing of energy sold under the SRP wholesale contract that was effective on June 1, 2011; an \$11 million increase in depreciation and amortization expense as a result of an increase in utility plant-in-service; and a \$5 million decrease in pre-tax income related to the partial write-off of transmission-related assets. These factors were partially offset by a decrease in TEP's Base O&M, resulting primarily from fewer planned generating plant outages. Net income in 2011 included the recognition of a \$7 million pre-tax gain related to the settlement of a dispute with El Paso Electric. See Tucson Electric Power, Results of Operations.

## UNS Electric and UNS Gas

UNS Electric reported net income of \$17 million in 2012 compared with net income of \$18 million in 2011. See UNS Electric, Results of Operations.

UNS Gas reported net income of \$9 million in 2012 compared with net income of \$10 million in 2011. See UNS Gas, Results of Operations.

## Operations and Maintenance Expense

The table below summarizes the items included in UNS Energy's Operations and Maintenance (O&M) expense. In 2013, Base O&M includes merger-related expenses of \$7 million.

	2013	2012	2011
	Millions of Dollars		
UNS Energy Base O&M (Non-GAAP) <sup>(1)</sup>	\$288	\$266	\$271
Reimbursed Expenses Related to Springerville Units 3 and 4	70	72	63
Expenses Related to Customer-Funded Renewable Energy and Demand Side Management (DSM) Programs <sup>(2)</sup>	32	46	45
Total UNS Energy O&M (GAAP)	390	\$384	\$379

Base O&M, a non-GAAP financial measure, should not be considered as an alternative to O&M, which is determined in accordance with generally accepted accounting principles (GAAP). We believe Base O&M provides

- (1) useful information to investors because it represents the fundamental level of operating and maintenance expense related to our core business. Base O&M excludes expenses that are directly offset by revenues collected from customers and other third parties.
- (2) Represents expenses related to customer-funded renewable energy and DSM programs; these expenses are being collected from customers and the corresponding amounts are recorded in retail revenue.

Table of Contents

## LIQUIDITY AND CAPITAL RESOURCES

## UNS Energy Consolidated Liquidity

Cash flows may vary during the year, with cash flow from operations typically the lowest in the first quarter and highest in the third quarter due to TEP's summer peaking load. As a result of the varied seasonal cash flow, UNS Energy will use, as needed, its revolving credit facility to assist in funding its business activities. The table below provides a summary of the liquidity position of UNS Energy and each of its segments:

Balances at December 31, 2013	Cash and Cash Equivalents	Borrowings under Revolving Credit Facility <sup>(1)</sup>	Amount Available under Revolving Credit Facility
	Millions of Dollars		
UNS Energy Stand-Alone	\$9	\$54	\$71
TEP	25	1	199
UNS Electric <sup>(2)</sup>	5	22	48
UNS Gas <sup>(2)</sup>	33	—	70
Other <sup>(3)</sup>	3	N/A	N/A
Total	\$75		

<sup>(1)</sup> Includes Letters of Credit (LOCs) issued under revolving credit facilities.

<sup>(2)</sup> Either UNS Gas or UNS Electric may borrow up to a maximum of \$70 million; the total combined amount borrowed by both companies cannot exceed \$100 million.

<sup>(3)</sup> Includes cash and cash equivalents at Millennium and UED.

In March 2014, TEP expects to issue a \$15 million LOC to a subsidiary of Entegra to satisfy a condition of the Gila River Unit 3 purchase agreement. TEP's borrowing capacity under the TEP Credit Agreement will be reduced by \$15 million until the Gila River transaction closes and the LOC is terminated.

Dividends from UNS Energy's subsidiaries represent the parent company's main source of liquidity.

## Dividends from Subsidiaries

UNS Energy received \$40 million in dividends from TEP and \$10 million in dividends from each of UNS Electric and UNS Gas in 2013, and \$1 million from Millennium. In 2012, UNS Energy received dividends of \$30 million from TEP, \$20 million from UNS Gas, \$14 million from Millennium, and \$10 million from UNS Electric.

## Short-term Investments

UNS Energy's short-term investment policy governs the investment of excess cash balances. We regularly review and update this policy in response to market conditions. At December 31, 2013, UNS Energy's short-term investments included highly-rated and liquid money market funds and certificates of deposit.

## Access to Revolving Credit Facilities

We have access to working capital through revolving credit agreements with lenders. Each of these agreements is a committed facility that expires in November 2016. The TEP Revolving Credit Facility and UNS Electric/UNS Gas Revolver may be used for revolving borrowings as well as to issue LOCs. TEP, UNS Electric, and UNS Gas each issue LOCs from time to time to provide credit enhancement to counterparties for their energy procurement and hedging activities. The UNS Credit Agreement also may be used to issue LOCs for general corporate purposes.

We believe that we have sufficient liquidity under our revolving credit facilities to meet short-term working capital needs and to provide credit enhancement as necessary under energy procurement and hedging agreements. However, TEP will need to issue long-term debt or enter into additional short-term credit facilities by June 2014 to meet capital expenditure requirements and scheduled mid-year capital lease payments. See Item 7A Quantitative and Qualitative Disclosures about Market Risk.

Table of Contents

## UNS Energy Consolidated Cash Flows

	Years Ended December 31,		
	2013	2012	2011
	Millions of Dollars		
Operating Activities	\$421	\$348	\$337
Investing Activities	(334)	) (263	) (327
Financing Activities	(136)	) (37	) (2
Net Increase (Decrease) in Cash	(49)	) 48	8
Beginning Cash	124	76	68
Ending Cash	\$75	\$124	76

UNS Energy's operating cash flows are generated primarily by retail and wholesale energy sales at TEP, UNS Electric, and UNS Gas, net of the related payments for fuel and purchased power. Generally, cash from operations is lowest in the first quarter and highest in the third quarter due to TEP's summer-peaking load. TEP, UNS Electric, and UNS Gas typically use their revolving credit facilities to assist in funding their business activities during periods when sales are seasonally lower.

Capital expenditures at TEP, UNS Electric, and UNS Gas represent the primary use of cash for investing activities. Cash used for investing and financing activities can fluctuate year-to-year depending on: capital expenditures; repayments and borrowings under revolving credit facilities; debt issuances or retirements; capital lease payments by TEP; and dividends paid by UNS Energy to its shareholders.

**Operating Activities**

In 2013, net cash flows from operating activities were \$73 million higher than they were in 2012. The following items affected the year-over-year change in operating cash flows: a \$23 million increase in cash receipts from retail and wholesale sales, net of fuel and purchased power costs paid, due to a non-fuel base rate increase that became effective on July 1, 2013, an increase in sales volumes from warmer weather compared to 2012, and higher market prices for wholesale power; a \$27 million decrease in operations and maintenance costs and wages paid, net of amounts capitalized, due in part to renewable prepayments made in 2012; and a \$6 million decrease in interest paid on capital lease obligations due to a decline in the balance of capital lease obligations.

**Investing Activities**

Net cash flows used for investing activities increased \$71 million in 2013 compared with 2012 due in part to: a \$19 million increase in capital expenditures; a \$17 million increase in REC purchases due to an increase in renewable energy PPAs; a \$15 million decrease in proceeds from a note receivable; and a \$10 million decrease in the return of investment in Springerville lease debt.

**Capital Expenditures**

	Actual	Estimated	2015	2016	2017	2018
	2013	2014				
	Millions of Dollars					
TEP	\$253	\$528	\$469	\$223	\$276	\$218
UNS Electric	56	95	39	33	37	49
UNS Gas	17	13	13	14	15	16
UNS Energy Consolidated	\$326	\$636	\$521	\$270	\$328	\$283

TEP's estimated capital expenditures include:

\$164 million for the purchase of 75% of Gila River Unit 3 in 2014;

\$65 million for the purchase of 35.4% of Springerville Unit 1 in 2014 and 2015, and \$73 million for TEP's share of the expected purchase of interests in the Springerville Coal Handling facilities in April 2015;

\$147 million for TEP-related transmission investments during 2014 and 2015;

Table of Contents

\$35 million for TEP's share of potential environmental expenditures related to the installation of SNCR at San Juan Unit 1. See Item 1 Business, TEP, Environmental Matters and Note 7; and

\$38 million for TEP's share of the expected purchase of the Springerville Common Facilities upon the expiration of one of the two leases in 2017.

UNS Electric's estimated capital expenditures include the purchase of 25% of Gila River Unit 3 for approximately \$55 million in 2014.

These estimates are subject to continuing review and adjustment. Actual capital expenditures may differ from these estimates due to changes in business conditions, construction schedules, environmental requirements, state or federal regulations and other factors. See Tucson Electric Power Company, Liquidity and Capital Resources, Investing Activities, Capital Expenditures.

**Financing Activities**

Net cash flows used for financing activities were \$98 million higher in 2013 when compared with 2012 due to: a \$10 million increase in scheduled capital lease payments; a \$3 million increase in dividends paid on Common Stock; and the issuance of \$150 million of long-term debt by TEP in 2012.

**Capital Contributions**

UNS Energy made no capital contributions to its subsidiaries in 2013 and 2012.

In 2011, UNS Energy contributed \$20 million in capital to UNS Electric to help fund its purchase of BMGS from UED.

Also in 2011, UNS Energy contributed \$30 million in capital to TEP to help fund the purchase of TEP's headquarters building.

See Tucson Electric Power Company, Liquidity and Capital Resources.

**UNS Credit Agreement**

The UNS Credit Agreement, which expires in November 2016, consists of a \$125 million revolving credit and LOC facility. At December 31, 2013, there was \$54 million outstanding at a weighted-average interest rate of 1.66%. The UNS Credit Agreement restricts additional indebtedness, liens, mergers, and sales of assets. The UNS Credit Agreement also requires UNS Energy to meet a minimum cash flow to debt service coverage ratio determined on a UNS Energy stand-alone basis. Additionally, UNS Energy cannot exceed a maximum leverage ratio determined on a consolidated basis. Under the terms of the UNS Credit Agreement, UNS Energy may pay dividends so long as it maintains compliance with the agreement. UNS Energy's obligations under the agreement are secured by a pledge of the common stock of Millennium, UES, and UED.

At December 31, 2013, we were in compliance with the terms of the UNS Credit Agreement.

**Interest Rate Risk**

UNS Energy is subject to interest rate risk resulting from changes in interest rates on its borrowings under the revolving credit facility. The interest paid on revolving credit borrowings is variable. UNS Energy may be required to pay higher rates of interest on borrowings under its revolving credit facility if LIBOR and other benchmark interest rates increase. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Table of Contents

## Contractual Obligations

The following chart displays UNS Energy's consolidated contractual obligations by maturity and by type of obligation as of December 31, 2013:

Payment Due in Years Ending December 31,	UNS Energy Contractual Obligations							
	2014	2015	2016	2017	2018	Thereafter	Other	Total
	Millions of Dollars							
Long-Term Debt								
Principal <sup>(1)</sup>	\$—	\$130	\$132	\$—	\$100	\$1,146	\$—	\$1,508
Interest <sup>(2)</sup>	67	66	61	60	61	480	—	795
Capital Lease Obligations <sup>(3)</sup>	214	69	17	18	11	30	—	359
Operating Leases	4	4	3	2	2	14	—	29
Purchase Obligations <sup>(4)</sup> :								
Fuel <sup>(5)</sup>	103	83	80	75	49	345	—	735
Purchased Power	75	17	—	—	—	—	—	92
Transmission	7	13	12	12	11	27	—	82
Renewable Power Purchase Agreements <sup>(6)</sup>	36	37	37	37	37	485		669
RES Performance-Based Incentives <sup>(7)</sup>	9	9	9	9	9	85	—	130
Acquisition of Springerville Coal Handling & Common Facilities <sup>(8)</sup>	—	120	—	38	—	68	—	226
Other Long-Term Liabilities <sup>(9)</sup> :								
Pension & Other Post Retirement Obligations <sup>(10)</sup>	17	6	6	6	6	33	—	74
Unrecognized Tax Benefits	—	—	—	—	—	—	4	4
<b>Total Contractual Obligations</b>	<b>\$532</b>	<b>\$554</b>	<b>\$357</b>	<b>\$257</b>	<b>\$286</b>	<b>\$2,713</b>	<b>\$4</b>	<b>\$4,703</b>

Certain of TEP's variable rate industrial development revenue bonds (IDBs) or pollution control revenue bonds are secured by LOCs issued pursuant to the TEP Credit Agreement, which expires in 2016, and the 2010 TEP Reimbursement Agreement, which expires in 2019. Although the \$115 million of variable rate bonds mature between 2022 and 2032, the above maturity reflects a redemption or repurchase of such bonds as though the LOCs

(1) terminate without replacement upon expiration of the TEP Credit Agreement in 2016 (that supports \$78 million of variable rate bonds) and the 2010 TEP Reimbursement Agreement in 2019 (that supports \$37 million of variable rate bonds). Additionally, TEP's 2013 variable-rate IDBs, which mature in 2032, are subject to mandatory tender for purchase after the current five-year term and are therefore reflected as maturing in 2018. Excludes approximately \$1 million of debt discount.

(2) Excludes interest on revolving credit facilities and includes interest on TEP's 2013 tax-exempt IDBs through the end of the current five-year term.

Capital lease obligations include the purchase of Springerville Unit 1 in December 2014 and January 2015. See Note 6. Effective with commercial operation of Springerville Unit 3 in July 2006 and Unit 4 in December 2009,

(3) Tri-State and SRP are reimbursing TEP for various operating costs related to the common facilities on an ongoing basis, including a total of \$14 million annually related to the Springerville Common and Springerville Coal Handling Facilities Leases. TEP remains the obligor under these capital leases, and Capital Lease Obligations do not reflect any reduction associated with this reimbursement.

(4) Excludes the acquisition of Gila River Unit 3 pending regulatory approvals. See Note 8.

(5) Excludes TEP's liability for final environmental reclamation at the coal mines which supply the Navajo, San Juan and Four Corners generating stations as the timing of payment has not been determined. See Note 7.

(6) TEP and UNS Electric have entered into 20-year PPAs with renewable energy generation producers to comply with the RES tariff. TEP and UNS Electric are obligated to purchase 100% of the output of these facilities. The

table above includes estimated future payments based on expected power deliveries under these contracts. TEP and UNS Electric have entered into additional long-term renewable PPAs to comply with the RES; however, TEP's and UNS Electric's obligations to accept and pay for electric power under these agreements does not begin until the facilities are operational.

(7) TEP and UNS Electric have entered into REC purchase agreements to purchase the environmental attributes from retail customers with solar installations. Payments for the RECs are termed Performance Based Incentives (PBIs) and are paid in contractually agreed upon intervals (usually quarterly) based on metered renewable energy production. PBIs are recoverable through the RES tariff. See Note 3.

K-40

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Table of Contents

- TEP has agreed with the owners of Springerville Units 3 and 4 that, prior to expiration of the Springerville Coal Handling Facilities and Common Facilities Leases, TEP will either renew such leases or exercise its fixed price purchase option under such leases and acquire the leased facilities. TEP has the option of purchasing the facilities at the end of the initial lease term or after one or more renewal periods through 2025 for the Springerville Common Facilities and through 2035 for the Springerville Coal Handling Facilities. The table above reflects the purchase as if TEP exercised the fixed price purchase option at the end of the initial lease term. Upon such acquisitions by TEP, the owner of Springerville Unit 3 and the owner of Springerville Unit 4 have the obligation to purchase from TEP a 17% interest in the Springerville Coal Handling Facilities and a 14% interest in the Springerville Common Facilities.
- (8) Excludes asset retirement obligations expected to occur through 2066. These obligations represent TEP's and UES' expected contributions to pension plans in 2014, TEP's expected benefit payments for its unfunded Supplemental Executive Retirement Plan (SERP), and TEP's expected retiree benefit costs to cover medical and life insurance claims as determined by the plans' actuaries. TEP and UES do not know and have not included pension and retiree benefit contributions beyond 2014 for their funded plans due to the significant impact that returns on plan assets and changes in discount rates might have on such amounts.

We have reviewed our contractual obligations and provide the following additional information:

We do not have any provisions in any of our debt or lease agreements that would cause an event of default or cause amounts to become due and payable in the event of a credit rating downgrade.

None of our contracts or financing arrangements contains acceleration clauses or other consequences triggered by changes in our stock price.

**Income Tax Position**

The 2010 Federal Tax Relief Act and the American Taxpayer Relief Act of 2012 include provisions that make qualified property placed in service between 2010 and 2013 eligible for bonus depreciation for tax purposes. In addition, the IRS issued new guidance related to the treatment of expenditures to maintain, replace, or improve property. These provisions are an acceleration of tax benefits UNS Energy and TEP otherwise would have received over 20 years. As a result of these provisions, UNS Energy and TEP do not expect to pay any federal or state income taxes through 2017.

**TUCSON ELECTRIC POWER COMPANY**

**RESULTS OF OPERATIONS**

TEP's financial condition and results of operations are the principal factors affecting the financial condition and results of operations of UNS Energy. The following discussion relates to TEP, unless otherwise noted.

**2013 compared with 2012**

TEP reported net income of \$101 million in 2013 compared with net income of \$65 million in 2012. The following factors affected TEP's results in 2013:

- a \$41 million increase in retail margin revenues due to a non-fuel base rate increase that was effective on July 1, 2013, \$2 million of LFCR revenues recorded in the fourth quarter of 2013, and favorable weather during 2013 compared with the same period last year. Favorable weather conditions contributed to a 0.2% increase in retail kilowatt-hour (kWh) sales during 2013;

- a \$2 million increase in the margin on long-term wholesale sales due in part to an increase in the market price for wholesale power;

- a \$3 million increase in pre-tax income related to the operation of Springerville Units 3 and 4. An unplanned outage at Springerville Unit 3 negatively affected results in 2012;

- a \$9 million decrease in interest expense due to a reduction in the balance of capital lease obligations;

- an \$11 million tax benefit related to a regulatory asset recorded in June 2013 to recover previously recorded income tax expense through future rates as a result of the 2013 TEP Rate Order. See Note 9; and





Table of Contents

a \$5 million increase in pre-tax income as a result of the 2012 write-off of a portion of the planned Tucson to Nogales transmission line;

partially offset by

a charge of \$3 million recorded to fuel and purchased energy expense resulting from the 2013 TEP Rate Order. See Factors Affecting Results of Operations, Purchased Power and Fuel Adjustor Clause, below;

a \$12 million increase in Base O&M due in part to higher planned and unplanned generating plant maintenance expense, as well as merger-related expenses of \$6 million recorded in December 2013; and

a \$3 million increase in taxes other than income taxes due in part to an increase in property tax rates and higher asset balances.

2012 compared with 2011

TEP reported net income of \$65 million in 2012 compared with net income of \$85 million in 2011. The following factors contributed to the decrease in TEP's net income:

a \$7 million decline in retail margin revenues resulting from lower retail kWh sales due to milder summer weather than 2011, as well as the effects of the ACC's energy efficiency and distributed generation requirements;

an \$8 million decline in long-term wholesale margin revenues resulting primarily from a change in the pricing of energy sold under the SRP wholesale contract effective June 1, 2011;

a \$3 million decrease in pre-tax income related to the operation of Springerville Units 3 and 4. An unplanned outage at Springerville Unit 3 negatively affected results in 2012;

a \$7 million pre-tax gain recorded in 2011 related to the settlement of a dispute with El Paso Electric;

an \$11 million increase in depreciation and amortization expense as a result of an increase in utility plant-in-service; and

a \$5 million decrease in pre-tax income as a result of the write-off of a portion of the planned Tucson to Nogales transmission line;

partially offset by

a \$4 million decrease in Base O&M primarily due to lower planned generating plant maintenance expense at San Juan.

Table of Contents

## Utility Sales and Revenues

The table below provides a summary of TEP's retail kWh sales, revenues, and weather data during 2013, 2012, and 2011:

	2013	2012	Percent <sup>(1)</sup>	2011	Percent <sup>(1)</sup>		
Energy Sales, kWh (in Millions):							
Electric Retail Sales:							
Residential	3,867	3,821	1.2	% 3,888	(1.7	)%	
Commercial <sup>(2)</sup>	2,187	2,187	—	% 2,184	0.2	%	
Industrial	2,114	2,132	(0.9	)%	2,145	(0.6	)%
Mining	1,079	1,093	(1.2	)%	1,083	0.9	%
Other <sup>(2)</sup>	32	32	1.6	% 32	0.7	%	
Total Electric Retail Sales	9,279	9,265	0.2	% 9,332	(0.7	)%	
Retail Margin Revenues (in Millions):							
Residential	\$271	\$248	9.3	% 252	(1.4	)%	
Commercial	181	171	5.9	% 170	0.5	%	
Industrial	97	93	5.4	% 95	(2.5	)%	
Mining	34	30	11.5	% 32	(3.8	)%	
Other	2	2	5.9	% 2	(15.0	)%	
Total Retail Margin Revenues (Non-GAAP) <sup>(3)</sup>	585	544	7.7	% 551	(1.2	)%	
Fuel and Purchased Power Revenues	300	327	(8.1	)%	307	6.5	%
RES, DSM, ECA and LFCR Revenues	49	45	6.8	% 46	(2.6	)%	
Total Retail Revenues (GAAP)	\$934	\$916	2.0	% 904	1.3	%	
Average Retail Margin Rate (Cents / kWh): <sup>(1)</sup>							
Residential	7.02	6.50	8.0	% 6.48	0.3	%	
Commercial	8.28	7.82	5.9	% 7.80	0.3	%	
Industrial	4.61	4.33	6.5	% 4.42	(2.0	)%	
Mining	3.14	2.78	12.9	% 2.92	(4.8	)%	
Other	5.56	5.34	4.1	% 6.32	(15.5	)%	
Average Retail Margin Revenue	6.31	5.87	7.5	% 5.90	(0.5	)%	
Average Fuel and Purchased Power Revenue	3.24	3.52	(8.0	)%	3.29	7.0	%
Average RES, DSM, ECA and LFCR Revenue	0.52	0.49	6.1	% 0.50	(2.0	)%	
Total Average Retail Revenue	10.07	9.88	1.9	% 9.69	2.0	%	
Weather Data:							
Cooling Degree Days							
Year Ended December 31,	1,631	1,556	4.8	% 1,528	1.8	%	
10-Year Average	1,491	1,484	NM	1,473	NM		
Heating Degree Days							
Year Ended December 31,	1,449	1,201	20.6	% 1,597	(24.8	)%	
10-Year Average	1,404	1,394	NM	1,417	NM		

<sup>(1)</sup> Calculated on un-rounded data and may not correspond exactly to data shown in table.

<sup>(2)</sup> Retail kWh sales to commercial and other customers for 2012 and 2011 have been adjusted to reflect a change in the methodology for counting customers resulting from rate design changes from the 2013 TEP Rate Order.

<sup>(3)</sup> Retail Margin Revenues, a non-GAAP financial measure, should not be considered as an alternative to Total Retail Revenues, which is determined in accordance with GAAP. Retail Margin Revenues exclude: (i) revenues collected from retail customers that are directly offset by expenses recorded in other line items; and (ii) revenues collected from third parties that are unrelated to kWh sales to retail customers. We believe the change in Retail Margin Revenues between periods provides useful information to investors because it demonstrates the underlying revenue trend and performance of our core utility business. Retail Margin Revenues represents the portion of retail

operating revenues available to cover the non-fuel operating expenses of our core utility business.

K-43

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Table of Contents

2013 compared with 2012

Residential

Residential kWh sales were 1.2% higher in 2013 due in part to favorable weather conditions compared with 2012. A non-fuel base rate increase effective July 1, 2013 and higher sales volumes led to an increase in residential margin revenues of 9.3%, or \$23 million. The average number of residential customers grew by 0.7% in 2013 compared with 2012.

Commercial

Commercial kWh sales were the same when compared with 2012. A non-fuel base rate increase effective July 1, 2013 contributed to an increase in commercial margin revenues of 5.9%, or \$10 million.

Industrial

Industrial kWh sales decreased by 0.9% compared with 2012. Lower sales due to certain customers changing their usage patterns were more than offset by a non-fuel base rate increase effective July 1, 2013, which led to an increase in industrial margin revenues of \$4 million.

Mining

Mining kWh sales decreased by 1.2% compared with 2012. One of TEP's mining customers performed maintenance on its facilities resulting in a temporary decrease in production. A non-fuel base rate increase effective July 1, 2013 led to an increase in margin revenues from mining customers of 11.5%, or \$4 million. See Factors Affecting Results of Operations, Sales to Mining Customers.

2012 compared with 2011

Residential

In 2012, residential kWh sales decreased by 1.7% compared with 2011 due in part to a decrease in the number of Cooling Degree Days during the summer months of 2012 compared with 2011. Other factors affecting TEP's 2012 retail sales volumes included the ACC's Electric EE Standards and distributed generation requirements, as well as the pace of economic recovery.

Residential margin revenues in 2012 decreased by \$4 million when compared with 2011.

Commercial

Commercial kWh sales increased by 0.1% compared with 2011 due primarily to a 0.4% increase in the number of commercial customers. Commercial margin revenues increased by less than \$1 million, or 0.1%, compared with 2011.

Industrial

Industrial kWh sales decreased by 0.6% in 2012 compared with 2011, while margin revenues declined by 2.5%. The decline in margin revenues resulted from a change in usage patterns by certain industrial customers that reduced their demand charges paid to TEP.

Mining

The continuation of high copper prices led to increased mining activity, resulting in a 0.9% increase in sales volumes in 2012 compared with 2011. However, margin revenues from mining customers decreased by 3.8% compared with 2011, due to changing usage patterns which resulted in lower demand charges paid to TEP.

Table of Contents

## Wholesale Sales and Transmission Revenues

	2013	2012	2011
	Millions of Dollars		
Long-Term Wholesale Revenues:			
Long-Term Wholesale Margin Revenues (Non-GAAP) <sup>(1)</sup>	\$7	\$5	\$13
Fuel and Purchased Power Expense Allocated to Long-Term Wholesale Revenues	19	20	28
Total Long-Term Wholesale Revenues	26	25	41
Transmission Revenues	15	16	16
Short-Term Wholesale Revenues	92	70	73
Electric Wholesale Sales (GAAP)	\$133	\$111	\$130

Long-term Wholesale Margin Revenues, a non-GAAP financial measure, should not be considered as an alternative to Electric Wholesale Sales, which is determined in accordance with GAAP. We believe the change in

(1) Long-Term Wholesale Margin Revenues between periods provides useful information to investors because it demonstrates the underlying profitability of TEP's long-term wholesale sales contracts. Long-Term Wholesale Margin Revenues represents the portion of long-term wholesale revenues available to cover the operating expenses of our core utility business.

Long-Term Wholesale Margin Revenues in 2013 were higher when compared with 2012 due in part to higher market prices for wholesale power. Long-Term Wholesale Margin Revenues in 2012 were lower when compared with 2011 due to a change in the pricing of energy sold under the SRP contract. See Factors Affecting Results of Operations, Long-Term Wholesale Sales, below.

## Short-Term Wholesale Revenues

All revenues from short-term wholesale sales and 10% of the profits from wholesale trading activity are credited against the fuel and purchased power costs eligible for recovery in the PPFAC.

## Other Revenues

	2013	2012	2011
	Millions of Dollars		
Revenue related to Springerville Units 3 and 4 <sup>(1)</sup>	\$102	\$101	\$97
Other Revenue	28	33	26
Total Other Revenue	\$130	\$134	\$123

(1) Represents revenues and reimbursements from Tri-State and SRP, owners of Springerville Units 3 and 4, respectively, to TEP related to the operation of these plants.

In addition to reimbursements related to Springerville Units 3 and 4, TEP's other revenues include inter-company revenues from UNS Gas and UNS Electric for corporate services provided by TEP, and miscellaneous service-related revenues such as rent on power pole attachments, damage claims, and customer late fees.

Table of Contents

## Operating Expenses

## Fuel and Purchased Power Expense

TEP's fuel and purchased power expense and energy resources for 2013, 2012 and 2011 are detailed below:

	Generation and Purchased Power			Fuel and Purchased Power Expense		
	2013	2012	2011	2013	2012	2011
	Millions of kWh			Millions of Dollars		
Coal-Fired Generation	10,254	9,702	9,946	\$273	\$247	\$254
Gas-Fired Generation	1,007	1,435	929	46	65	55
Renewable Generation	38	45	28	—	—	—
Reimbursed Fuel Expense for Springerville Units 3 and 4	—	—	—	7	7	8
Total Fuel	11,299	11,182	10,903	326	319	317
Total Purchased Power	2,329	2,328	2,687	112	80	106
Transmission and Other PPFAC Recoverable Costs	—	—	—	12	6	(1)
Increase (Decrease) to Reflect PPFAC Recovery Treatment	—	—	—	(12)	31	(6)
Total Resources	13,628	13,510	13,590	\$438	\$436	\$416
Less Line Losses and Company Use	(885)	(839)	(786)			
Total Energy Sold	12,743	12,671	12,804			

## Generation

Total generating output increased in 2013 when compared with 2012 due in part to higher retail kWh sales than the same period last year. Coal-fired generation increased by 6% in 2013 when compared with 2012 due in part to the use of coal to fuel Sundt Unit 4 instead of natural gas.

The table below summarizes TEP's average cost per kWh generated or purchased:

	2013	2012	2011
	cents per kWh		
Coal	2.66	2.54	2.56
Gas	4.57	4.54	5.99
Purchased Power	4.83	3.44	3.94
All Sources	3.54	3.19	3.30

The table below summarizes the items included in TEP's O&M expense.

	2013	2012	2011
	Millions of Dollars		
Base O&M (Non-GAAP) <sup>(1)</sup>	\$246	\$234	\$238
O&M Recorded in Other Expense	(7)	(6)	(8)
Reimbursed Expenses Related to Springerville Units 3 and 4	70	72	63
Expenses Related to Customer Funded Renewable Energy and DSM Programs <sup>(2)</sup>	26	35	38
Total O&M (GAAP)	\$335	\$335	\$331

Base O&M is a non-GAAP financial measure and should not be considered as an alternative to O&M, which is determined in accordance with GAAP. TEP believes that Base O&M, which is O&M less reimbursed expenses and

(1) expenses related to customer-funded renewable energy and DSM programs, provides useful information to investors because it represents the fundamental level of operating and maintenance expense related to our core business.

(2) Represents expenses related to customer-funded renewable energy and DSM programs; these expenses are being collected from customers and the corresponding amounts are recorded in retail revenue.

K-46

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Table of Contents

The table below summarizes TEP's pension and other retiree benefit expenses included in TEP's Base O&M in 2013, 2012, and 2011. See Note 10.

	2013	2012	2011
	Millions of Dollars		
Pension Expense Charged to O&M	\$10	\$10	\$10
Retiree Benefit Expense Charged to O&M	5	5	4
Total	\$15	\$15	\$14

## FACTORS AFFECTING RESULTS OF OPERATIONS

## 2013 TEP Rate Order

In June 2013, the ACC issued an order (2013 TEP Rate Order) that resolved the rate case filed by TEP in July 2012, which was based on a test year ended December 31, 2011. The 2013 TEP Rate Order approved new rates effective July 1, 2013.

The provisions of the 2013 TEP Rate Order include, but are not limited to:

- an increase in non-fuel retail Base Rates of approximately \$76 million over adjusted test year revenues;
- an Original Cost Rate Base (OCRB) of approximately \$1.5 billion and a Fair Value Rate Base (FVRB) of approximately \$2.3 billion;
- a return on equity of 10.0%, a long-term cost of debt of 5.18%, and a short-term cost of debt of 1.42%, resulting in a weighted average cost of capital of 7.26%;
- a capital structure of approximately 43.5% equity, 56.0% long-term debt, and 0.5% short-term debt;
- a 0.68% return on the fair value increment of rate base (the fair value increment of rate base represents the difference between OCRB and FVRB of approximately \$800 million);
- a revision in depreciation rates from an average rate of 3.32% to 3.0% for generation and distribution plant regulated by the ACC, primarily due to revised estimates of asset removal costs, which will have the effect of reducing depreciation expense by approximately \$11 million annually; and
- an agreement by TEP to seek recovery of costs related to the Nogales transmission line from the Federal Energy Regulatory Commission (FERC) before seeking rate recovery from the ACC.

The 2013 TEP Rate Order also approved the following cost recovery mechanisms:

A Lost Fixed Cost Recovery mechanism (LFCR) that allows TEP to recover certain non-fuel costs that would otherwise go unrecovered due to reduced kWh sales attributed to energy efficiency programs and distributed generation. The LFCR rate will be adjusted annually and is subject to ACC review and a year-over-year cap of 1% of TEP's total retail revenues. TEP expects to file its first LFCR report with the ACC on or before May 15, 2014. We expect the new LFCR rate to become effective on July 1, 2014. TEP's 2015 LFCR report may include an estimated \$6 million to \$8 million of unrecovered non-fuel costs incurred during 2014. In the fourth quarter of 2013, TEP recorded LFCR revenues of \$2 million for unrecovered non-fuel costs incurred during 2013.

An Environmental Compliance Adjustor (ECA) mechanism that allows TEP to recover the costs of complying with environmental standards required by federal or other governmental agencies between rate cases. The ECA will be adjusted annually to recover environmental compliance costs and is subject to ACC approval and a cap of \$0.00025 per kWh, which approximates 0.25% of TEP's total retail revenues. TEP expects to file its first ECA report on or before March 1, 2014. That report will include qualified investments and costs to be included in the ECA. TEP expects the new ECA rate to become effective on May 1, 2014. We estimate that the ECA could benefit pre-tax income by less than \$1 million in 2014.

An energy efficiency provision which includes a 2013 calendar year budget to fund programs that support the ACC's Electric Energy Efficiency Standards (Electric EE Standards), as well as a performance incentive. See Electric Energy Efficiency Standards, below.

• A new rate under TEP's PPFAC. See Purchased Power and Fuel Adjustment Clause, below.



Table of Contents

## Competition

## Retail Electric Competition Rules

In 1999, the ACC approved the Rules that provided a framework for the introduction of retail electric competition in Arizona. Certain portions of the ACC Rules that enabled Electric Service Providers (ESPs) to compete in the retail market were invalidated by an Arizona Court of Appeals decision in 2004. During 2012, several companies filed applications for a Certificate of Convenience and Necessity (CC&N) with the ACC to provide competitive retail electric services in TEP's service territory as an ESP. Unless and until the ACC clarifies the Rules and/or grants a CC&N to an ESP, it is not possible for TEP's retail customers to use an alternative ESP.

In May 2013, the ACC voted to commence a process to consider the possibility of opening Arizona to retail electric competition. The first step in the process was to solicit comments on questions raised by the ACC on the potential benefits and risks to Arizona electric customers associated with retail electric competition. In July 2013, various parties, including TEP and UNS Electric, filed comments. TEP and UNS Electric oppose opening Arizona to retail electric competition. Responsive comments from the parties were filed in August 2013. In September 2013, the ACC voted to close the docket and did not take any steps to implement retail electric competition. We cannot predict if the ACC will consider retail electric competition in the future.

## Technological Developments and Energy Efficiency

New technological developments and the implementation of Electric EE Standards have reduced energy consumption by TEP's retail customers. TEP's customers also have the ability to install renewable energy technologies and conventional generation units that could reduce their reliance on TEP's services.

## Coal-Fired Generating Resources

At December 31, 2013, approximately 70% of TEP's generating capacity was fueled by coal (of which 120 MW can be converted to 156 MW of natural gas capacity at Sundt Unit 4). Existing and proposed federal environmental regulations, as well potential changes in state regulation, may increase the cost of operating coal-fired generating facilities. TEP is evaluating various strategies for reducing the proportion of coal in its fuel mix. TEP's ability to reduce its coal-fired generating capacity will depend on several factors, including, but not limited to:

- the resolution of the non-binding agreement between the State of New Mexico, the EPA, and PNM as it relates to San Juan, see Note 7;

- TEP's future ownership interest in Springerville Unit 1, see Springerville Unit 1; and

- the potential purchase of a combined cycle natural gas plant, see Gila River Generating Station Unit 3.

## Springerville Unit 1

TEP leases Unit 1 of the Springerville Generating Station and an undivided one-half interest in certain Springerville Common Facilities (collectively Springerville Unit 1) under seven separate lease agreements (Springerville Unit 1 Leases) that are accounted for as capital leases. The leases expire in January 2015 and include fair market value renewal and purchase options. In 2006, TEP purchased a 14.1% undivided ownership interest in Springerville Unit 1, representing approximately 55 MW of capacity.

In 2011, TEP and the owner participants of Springerville Unit 1 completed a formal appraisal procedure to determine the fair market value purchase price of Springerville Unit 1 in accordance with the Springerville Unit 1 Leases. The purchase price was determined to be \$478 per kW of capacity based on a capacity rating of 387 MW.

In August 2013, TEP notified certain owner participants and their lessors that TEP elected to purchase their undivided ownership interests in Springerville Unit 1, at the appraised value upon the expiration of the lease term in January 2015. In total, TEP elected to purchase leased interests comprising 24.8% of Springerville Unit 1, representing 96 MW of capacity, for an aggregate purchase price of \$46 million.

In October 2013, TEP agreed to purchase an additional 10.6% leased interest in Springerville Unit 1 for \$20 million, the appraised value, with the purchase scheduled to occur in December 2014. The 10.6% ownership interest represents 41 MW of capacity.

Table of Contents

Upon the close of these lease option purchases, TEP will own 49.5% of Springerville Unit 1, or 192 MW of capacity. Due to TEP's purchase commitments, TEP and UNS Energy recorded an increase to both Utility Plant Under Capital Leases and Capital Lease Obligations on their balance sheets in the aggregate amount of approximately \$55 million. TEP does not expect that its final undivided ownership interest in Springerville Unit 1 will exceed 49.5%, or 192 MW of capacity. The remaining 50.5% of Springerville Unit 1, or 195 MW of capacity, will be owned by third parties. TEP is not obligated to purchase any of the remaining power from Springerville Unit 1; however, TEP is obligated to operate Springerville Unit 1 for the remaining third-party owners following the expiration of the leases. TEP expects to replace the 195 MW of expiring leased capacity with the purchase of Gila River Unit 3. See Gila River Generating Station Unit 3, below.

Gila River Generating Station Unit 3

In December 2013, TEP and UNS Electric entered into an agreement (the Purchase Agreement) to purchase Gila River Unit 3 for \$219 million from a subsidiary of Entegra. The purchase price is subject to adjustments to prorate certain fees and expenses through the closing and in respect of certain operational matters. It is anticipated that TEP will purchase a 75% undivided interest in Gila River Unit 3 (413 MW) for approximately \$164 million and UNS Electric will purchase the remaining 25% undivided interest (137 MW) for approximately \$55 million, although TEP and UNS Electric may modify the percentage ownership allocation between them. We expect the transaction to close in December 2014.

The Purchase Agreement is subject to, among other things:

the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;

the approval of the FERC;

an amendment satisfactory to TEP, UNS Electric and the owners of the other units of the Gila River Power Station of the agreement with the other unit owners to address the ownership, operations and maintenance of common facilities and future generation located at the station;

the completion of certain other agreements associated with the operation of Gila River Unit 3; and

other customary closing conditions.

TEP expects to provide a letter of credit in March 2014 for \$15 million to satisfy a condition of the Purchase Agreement. The seller of Gila River Unit 3 would be entitled to draw upon the letter of credit and apply such amount as liquidated damages if it has validly terminated the Purchase Agreement as a result of misrepresentations by TEP and UNS Electric or the failure of TEP and UNS Electric to close the transaction when the closing conditions have been satisfied. Upon the close of the transaction, the letter of credit would be canceled.

The purchase of Gila River Unit 3, which would replace the expiring coal-fired leased capacity from Springerville Unit 1 and the expected reduction of coal-fired generating capacity from San Juan Unit 2, is consistent with TEP's strategy to diversify its generation fuel mix. See Note 7.

In December 2013, UNS Electric filed an application requesting the ACC to approve an accounting order that would authorize UNS Electric to defer for future recovery specific non-fuel operating costs associated with its anticipated ownership of 25% of Gila River Unit 3. See UNS Electric, Factors Affecting Results of Operations, Gila River Generating Station Unit 3 and Note 8.

Springerville Units 3 and 4

TEP receives annual benefits in the form of rental payments and other fees and cost savings from operating Springerville Unit 3 on behalf of Tri-State and Unit 4 on behalf of SRP.

Table of Contents

The table below summarizes the income statement line items in which TEP records revenues and expenses related to Springerville Units 3 and 4:

	2013	2012	2011
	Millions of Dollars		
Other Revenues	\$102	\$101	\$97
Fuel Expense	(7)	(7)	(8)
O&M Expense	(69)	(72)	(63)
Taxes Other Than Income Taxes	(2)	(1)	(2)

#### Long-Term Wholesale Sales

TEP's two primary long-term wholesale contracts are with SRP and the Navajo Tribal Utility Authority (NTUA).  
Salt River Project

From January 1, 2012, through the end of the contract in May 2016, SRP is required to purchase 500,000 MWh of on-peak energy per year. TEP does not receive a demand charge and the price of energy is based on a discount to the wholesale market price of on-peak power.

#### Navajo Tribal Utility Authority

TEP serves the portion of NTUA's load that is not served from NTUA's allocation of federal hydroelectric power. Over the last three years, sales to NTUA averaged 225,000 MWh. Prior to June 30, 2013, the power sold to NTUA was at a fixed price. In May 2013, TEP amended its contract with NTUA and extended the contract term from December 2015 to December 2022.

As a result of the amendment, on July 1, 2013, TEP began receiving monthly capacity payments in exchange for providing 15 MW from July to September (June to September beginning in 2014 and thereafter) and 50 MW for the remainder of each year. Starting in 2016, the July to September capacity increases to 25 MW. TEP prices the energy sold to NTUA at its monthly PPFAC eligible cost rate. Any energy sold in excess of the seasonal capacity amounts will be indexed to the wholesale market price of natural gas. TEP estimates that sales to NTUA will be approximately 225,000 MWh in 2014 and 2015.

#### Sales to Mining Customers

TEP's mining customers have indicated they are taking initial steps to increase production either through expansion of their current mining operations or by the re-opening of non-operational mine sites. If efforts to increase production are successful, TEP's mining load could increase by up to 100 MW over the next several years. The market price for copper and the ability to obtain necessary permits could affect the mining industry's expansion plans.

In addition to the mining customers that TEP currently serves, Augusta Resources Corporation filed a plan of operations with the United States Forest Service in 2007 for the proposed Rosemont Copper Mine near Tucson, Arizona. The Rosemont Copper Mine requires electric service from TEP via a 138 kilo-volt (kV) transmission line for the construction and ongoing operation of the mine. The state line siting committee approved a Certificate of Environmental Compatibility (CEC) in 2011 for the 138 kV transmission line. In 2012, the ACC finalized the CEC. If the Rosemont Copper Mine is constructed and reaches full production, it would be expected to become TEP's largest retail customer, with TEP serving the mine's estimated load of approximately 85 MW.

TEP cannot predict if or when existing mines will expand operations or new or re-opened mines will commence operations.

#### Interest Rates

TEP is exposed to interest rate risk resulting from changes in interest rates on certain of its variable rate debt obligations, as well as borrowings under its revolving credit facility. As a result, TEP may be required to pay significantly higher rates of interest on outstanding variable rate debt and borrowings under the TEP Revolving Credit Facility. At December 31, 2013, TEP had \$215 million in tax-exempt variable rate debt outstanding. The interest rates on TEP's tax-exempt variable rate debt are reset weekly or monthly. In 2013, the average rates paid ranged from 0.06% to 0.48%.

TEP has a fixed-for-floating interest rate swap to hedge \$50 million of its tax-exempt variable rate debt.

TEP is also subject to interest rate risk resulting from changes in interest rates on its borrowings under the TEP Revolving Credit Facility. The interest paid on revolving credit borrowings is variable. If LIBOR and other

benchmark interest rates

K-50

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Table of Contents

increase, TEP may be required to pay higher rates of interest on borrowings under its revolving credit facility. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

## LIQUIDITY AND CAPITAL RESOURCES

## TEP Cash Flows

The tables below show TEP's net cash flows after capital expenditures, scheduled lease debt payments, and payments on capital lease obligations:

	2013	2012	2011
	Millions of Dollars		
Net Cash Flows – Operating Activities (GAAP)	\$346	\$268	\$268
Less: Capital Expenditures	(253)	(253)	(352)
Net Cash Flows after Capital Expenditures (Non-GAAP) <sup>(1)</sup>	93	15	(84)
Less: Payments of Capital Lease Obligations	(100)	(89)	(74)
Plus: Proceeds from Investment in Lease Debt	9	19	38
Net Cash Flows after Capital Expenditures and Required Payments on Lease Debt and Capital Lease Obligations (Non-GAAP) <sup>(1)</sup>	\$2	\$(55)	\$(120)
	2013	2012	2011
	Millions of Dollars		
Net Cash Flows – Operating Activities (GAAP)	\$346	\$268	\$268
Net Cash Flows – Investing Activities (GAAP)	(260)	(228)	(312)
Net Cash Flows – Financing Activities (GAAP)	(141)	12	52
Net Increase (Decrease) in Cash	(55)	52	8
Beginning Cash	80	28	20
Ending Cash	\$25	\$80	\$28

Net Cash Flows after Capital Expenditures and Net Cash Flows after Capital Expenditures and Required Payments on Lease Debt and Capital Lease Obligations, both non-GAAP measures of liquidity, should not be considered as alternatives to Net Cash Flows—Operating Activities, which is determined in accordance with GAAP. We believe <sup>(1)</sup> that Net Cash Flows after Capital Expenditures and Net Cash Flows after Capital Expenditures and Required Payments on Lease Debt and Capital Lease Obligations provide useful information to investors as measures of TEP's ability to fund capital requirements, make required payments on lease debt and capital lease obligations, and pay dividends to UNS Energy before consideration of financing activities.

## Liquidity Outlook

Cash flows may vary during the year, with cash flow from operations typically the lowest in the first quarter and highest in the third quarter due to TEP's summer peaking load. As a result of the varied seasonal cash flow, TEP will use, as needed, its revolving credit facility to assist in funding its business activities.

Additionally, due to capital expenditure requirements and scheduled mid-year lease payments, TEP will need to issue long-term debt or enter into additional short-term credit facilities by June 2014. Due to additional purchase commitments for Gila River Unit 3 and Springerville Unit 1, additional external financing will be needed by year-end 2014.

If the Merger Agreement is approved by all necessary parties, Fortis will contribute \$200 million of equity capital to UNS Energy upon closing. If the contribution is made by December 2014, UNS Energy may then contribute this capital to TEP and UNS Electric to help fund the Gila River Unit 3 and Springerville Unit 1 purchase commitments.

## Operating Activities

In 2013, net cash flows from operating activities were \$78 million higher than in 2012. The increase was due primarily to: a \$34 million increase in cash receipts from retail and wholesale sales, net of fuel and purchased power costs paid, resulting from a base rate increase that became effective on July 1, 2013, an increase in retail sales volumes, and an increase in wholesale power prices; a \$30 million decrease in operations and maintenance costs paid due in part to lower renewable prepayments, lower incentive payments under DSM programs, and lower payments for remote plants; and a \$6 million decrease in capital

K-51

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Table of Contents

lease interest paid due to a decline in capital lease obligation balances; partially offset by a \$6 million increase in wages paid (net of amounts capitalized).

**Investing Activities**

Net cash flows used for investing activities increased by \$32 million in 2013 compared with 2012 due primarily to: a \$14 million increase in purchases of RECs due to an increase in renewable energy PPAs; and \$10 million in lower proceeds from investment in lease debt.

TEP's capital expenditures were \$253 million in each of 2013 and 2012.

TEP's forecasted capital expenditures are summarized below:

	2014	2015	2016	2017	2018
	Millions of Dollars				
Transmission and Distribution	\$135	\$169	\$84	\$80	\$81
Generation Facilities	109	101	63	83	61
Renewable Energy Generation	45	30	31	31	31
Springerville Lease Purchases <sup>(1)</sup>	20	119	—	38	—
Gila River Unit 3 Purchase	164	—	—	—	—
General and Other	55	50	45	44	45
Total	\$528	\$469	\$223	\$276	\$218

<sup>(1)</sup> Includes: Springerville Unit 1 purchases of \$65 million, \$20 million in 2014, and \$46 million in 2015; TEP's portion of the Springerville Coal Handling facilities purchase of \$73 million in 2015; and Springerville Common facilities purchases of \$38 million in 2017.

**Financing Activities**

In 2013, net cash from financing activities was \$153 million lower than 2012. Financing activities in 2013 included a \$10 million increase in dividend payments to UNS Energy and a \$10 million increase in payments made on capital lease obligations. Financing activities in 2012 included: the issuance of \$150 million of long-term debt; \$7 million of repayments of long-term debt; and \$10 million of repayments (net of borrowings) under the TEP Revolving Credit Facility.

**TEP Mortgage Indenture**

Prior to November 2013, the TEP Credit Agreement and the 2010 TEP Reimbursement Agreement were secured by \$423 million in Mortgage Bonds issued under the 1992 Mortgage. As a result of a credit rating upgrade, in October 2013, TEP (i) requested \$423 million in Mortgage Bonds be returned to TEP for cancellation, and (ii) discharged the 1992 Mortgage, which had created a lien on and security interest in substantially all of TEP's utility plant assets. TEP's obligations under the TEP Credit Agreement and the 2010 TEP Reimbursement Agreement are now unsecured. See Note 6.

**TEP Credit Agreement**

TEP Credit Agreement consists of a \$200 million revolving credit, revolving LOC facility and an \$82 million LOC facility to support tax-exempt bonds. The TEP Credit Agreement expires in November 2016.

In December 2013, TEP reduced its letter of credit facility from \$186 million to \$82 million, following the refinancing of \$100 million of variable rate bonds and the cancellation of \$104 million of LOCs supporting those bonds.

At December 31, 2013, there were no outstanding borrowings and \$1 million of LOCs issued under the TEP Revolving Credit Facility.

In March 2014, TEP expects to issue a \$15 million LOC to a subsidiary of Entegra to satisfy a condition of the Gila River Unit 3 purchase agreement. TEP's borrowing capacity under the TEP Credit Agreement will be reduced by \$15 million until the Gila River transaction closes and the LOC is terminated.

The TEP Credit Agreement contains restrictions on mergers and sale of assets. The TEP Credit Agreement also requires TEP not to exceed a maximum leverage ratio. If TEP complies with the terms of the TEP Credit Agreement, TEP may pay dividends to UNS Energy. At December 31, 2013, TEP was in compliance with the terms of the TEP Credit Agreement. See Note 6.





Table of Contents

## 2010 TEP Reimbursement Agreement

In December 2010, TEP entered into a four-year \$37 million reimbursement agreement (2010 TEP Reimbursement Agreement). A \$37 million LOC was issued pursuant to the 2010 TEP Reimbursement Agreement. The LOC supports \$37 million aggregate principal amount of variable rate tax-exempt pollution control bonds that were issued on behalf of TEP in December 2010.

In February 2014, TEP amended the 2010 TEP Reimbursement Agreement to extend the expiration date of the LOC from 2014 to 2019.

The 2010 TEP Reimbursement Agreement contains substantially the same restrictive covenants as the TEP Credit Agreement described above. At December 31, 2013, TEP was in compliance with the terms of the 2010 TEP Reimbursement Agreement. See Note 6.

## 2013 Bond Issuances and Redemptions

In March 2013, approximately \$91 million of unsecured tax-exempt industrial development bonds were issued on behalf of TEP. The bonds bear interest at a fixed rate of 4.0%, mature in September 2029 and may be redeemed at par on or after March 1, 2023. In April 2013, the proceeds of the bond issuance were used to redeem approximately \$91 million of tax-exempt bonds with an interest rate of 6.375% and a maturity date of September 2029. See Note 6.

In November 2013, \$100 million of unsecured tax-exempt industrial development revenue bonds were issued on behalf of TEP and sold in a private placement. The bonds bear interest at a variable rate, mature in April 2032, and may be redeemed at any time while the bonds are in variable rate mode and upon proper notice by TEP. Also in November 2013, TEP entered into a Lender Rate Mode Covenants Agreement (2013 Covenants Agreement), with the purchaser of the bonds. The 2013 Covenants Agreement contains covenants and events of default which are the same, in all material respects, as those in the TEP Credit Agreement, including restrictions on mergers and sale of assets and requiring TEP not to exceed a maximum leverage ratio.

Under the terms of the 2013 Covenants Agreement, TEP may pay dividends to UNS Energy so long as it maintains compliance with the agreement. In December 2013, the proceeds of the bond issuance were used to redeem \$100 million of variable rate tax-exempt bonds with a maturity date of December 2018. See Note 6.

## Capital Lease Obligations

At December 31, 2013, TEP had \$317 million of total capital lease obligations on its balance sheet. The table below provides a summary of the outstanding lease obligations:

Capital Leases	Capital Lease Obligation Balance As Of December 31, 2013 Millions of Dollars	Expiration	Renewal/Purchase Option
Springerville Unit 1 <sup>(1)</sup>	\$193	2015	Fair market value <sup>(2)</sup>
Springerville Coal Handling Facilities	28	2015	Fixed price purchase option of \$120 million <sup>(3)</sup>
Springerville Common Facilities <sup>(4)</sup>	96	2017 and 2021	Fixed price purchase option of \$106 million <sup>(3)</sup>
Total Capital Lease Obligations	\$317		

The Springerville Unit 1 Leases cover both Unit 1 and an undivided one-half interest in certain Springerville  
(1) Common Facilities. The \$193 million balance includes the present value of the lease purchase options elected and agreed to in August and October 2013. See Factors Affecting Results of Operations, Coal-Fired Generating Resources, Springerville Unit 1. Also see Note 6.

As determined in December 2011 in an appraisal procedure undertaken pursuant to the Springerville Unit 1 lease  
(2) agreements. TEP elected and agreed to purchase certain interests in the Springerville Unit 1 lease agreements in August and October 2013. See Factors Affecting Results of Operations, Coal-Fired Generating Resources, Springerville Unit 1. Also see Note 6.

(3)

TEP agreed with Tri-State, the lessee of Springerville Unit 3 and SRP, the owner of Springerville Unit 4, that if the Springerville Coal Handling Facilities and Common Leases are not renewed, TEP will exercise the purchase options under these contracts. SRP will then be obligated to buy a portion of these facilities and Tri State will then be obligated to either 1) buy a portion of these facilities; or 2) continue making payments to TEP for the use of these facilities.

- (4) The Springerville Common Facilities Leases cover an undivided one-half interest in certain Springerville Common Facilities.

TEP's capital lease obligation balances decline over time due to the normal capital lease payments made by TEP.

K-53

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Table of Contents

## Income Tax Position

See UNS Energy Consolidated, Liquidity and Capital Resources, Income Tax Position.

## Contractual Obligations

The following chart displays TEP's contractual obligations by maturity and by type of obligation as of December 31, 2013:

Payment Due in Years Ending December 31,	TEP Contractual Obligations							Total
	2014	2015	2016	2017	2018	Thereafter	Other	
	Millions of Dollars							
Long-Term Debt								
Principal	\$—	\$—	\$78	\$—	\$100	\$1,046	\$—	\$1,224
Interest	54	53	54	53	54	443	—	711
Capital Lease Obligations	214	69	17	18	11	30	—	359
Operating Leases	3	3	2	2	2	14	—	26
Purchase Obligations <sup>(1)</sup> :								
Fuel	77	63	64	62	36	285	—	587
Purchased Power	27	5	—	—	—	—	—	32
Transmission	3	6	6	6	6	21	—	48
Renewable Power Purchase Agreements	30	31	31	31	31	410		564
RES Performance-Based Incentives	8	8	8	8	8	83	—	123
Acquisition of Springerville Coal Handling and Common Facilities	—	120	—	38	—	68	—	226
Other Long-Term Liabilities:								
Pension & Other Post Retirement Obligations	15	6	6	6	6	33	—	72
Unrecognized Tax Benefits	—	—	—	—	—	—	2	2
Total Contractual Obligations	\$431	\$364	\$266	\$224	\$254	\$2,433	\$2	\$3,974

<sup>(1)</sup> Excludes the acquisition of Gila River Unit 3 pending regulatory approvals. See Note 8.

See UNS Energy Consolidated, Liquidity and Capital Resources, Contractual Obligations, for a description of these obligations.

We have reviewed our contractual obligations and provide the following additional information:

The TEP Credit Agreement, the 2010 Reimbursement Agreement, and the 2013 Covenants Agreement contain pricing based on TEP's credit ratings. A change in TEP's credit ratings can cause an increase or decrease in the amount of interest TEP pays on its borrowings, and the amount of fees it pays for its LOCs and unused commitments. A downgrade in TEP's credit ratings would not cause a restriction in TEP's ability to borrow under its revolving credit facility.

The TEP Credit Agreement, the 2010 Reimbursement Agreement, and the 2013 Covenants Agreement contain certain financial and other restrictive covenants, including a leverage test. Failure to comply with these covenants would entitle the lenders to accelerate the maturity of all amounts outstanding. At December 31, 2013, TEP was in compliance with these covenants. See TEP Credit Agreement, above.

TEP conducts its wholesale marketing and risk management activities under certain master agreements whereby TEP may be required to post credit enhancements in the form of cash or an LOC due to exposures exceeding unsecured credit limits provided to TEP, changes in contract values, a change in TEP's credit ratings, or if there has been a material change in TEP's creditworthiness. As of December 31, 2013, TEP had posted less than \$1 million in LOCs as collateral with counterparties for credit enhancement.



Table of Contents

## Dividends on Common Stock

TEP paid dividends to UNS Energy of \$40 million in 2013 and \$30 million in 2012. TEP did not pay any dividends to UNS Energy in 2011.

TEP can pay dividends to UNS Energy if it maintains compliance with the TEP Credit Agreement, the 2010 TEP Reimbursement Agreement and the 2013 Covenants Agreement. At December 31, 2013, TEP was in compliance with the terms of the TEP Credit Agreement, the 2010 TEP Reimbursement Agreement and the 2013 Covenants Agreement.

## UNS ELECTRIC

## RESULTS OF OPERATIONS

UNS Electric reported net income of \$12 million in 2013, \$17 million in 2012, and \$18 million in 2011. The decline in net income in 2013 is related to a reduction in mining kWh sales as well as the loss of an industrial customer during the fourth quarter of 2012.

Like TEP, UNS Electric's operations are typically seasonal in nature, with peak energy demand occurring in the summer months. The table below provides summary financial information for UNS Electric:

	2013	2012	2011
	Millions of Dollars		
Retail Electric Revenues	\$ 168	\$ 171	\$ 182
Wholesale Electric Revenues	6	17	6
Other Revenues	2	2	2
Total Operating Revenues	176	190	190
Purchased Energy Expense	7	81	91
Fuel Expense	76	10	7
Transmission Expense	13	11	12
Increase (Decrease) to Reflect PPFAC Recovery	(2	) (1	) (4
O&M	32	31	27
Depreciation and Amortization Expense	19	18	17
Taxes Other Than Income Taxes	6	4	4
Total Other Operating Expenses	151	154	154
Operating Income	25	36	36
Other Income	1	—	—
Interest Expense	7	8	7
Income Tax Expense	7	11	11
Net Income	\$ 12	\$ 17	18

Table of Contents

The table below shows UNS Electric's kWh sales and margin revenues:

	2013	2012	Percent <sup>(1)</sup>	2011	Percent <sup>(1)</sup>		
Electric Retail Sales, kWh (in Millions):							
Residential	844	836	1.0	% 828	1.0	%	
Commercial	607	614	(1.2)	)% 602	2.0	%	
Industrial	185	213	(13.2)	)% 221	(3.5)	)%	
Mining	61	91	(32.7)	)% 200	(54.8)	)%	
Other	2	2	20.5	% 2	(1.7)	)%	
Total Electric Retail Sales	1,699	1,756	(3.2)	)% 1,853	(5.3)	)%	
Retail Margin Revenues (in Millions):							
Residential	\$32	\$32	0.9	% \$31	2.6	%	
Commercial	28	29	(1.7)	)% 29	—	%	
Industrial	8	9	(14.4)	)% 9	—	%	
Mining	4	7	(34.4)	)% 7	(1.5)	)%	
Other	—	—	—	% —	(33.3)	)%	
Total Retail Margin Revenues (Non-GAAP) <sup>(2)</sup>	\$72	\$77	(4.8)	)% \$76	0.8	%	
Fuel and Purchased Power Revenues	88	83	5.0	% 99	71.2	%	
RES & DSM Revenues	8	11	(31.9)	)% 7	(15.9)	)%	
Total Retail Revenues (GAAP)	\$168	\$171	(1.8)	)% \$182	(5.8)	)%	
Weather Data:							
Cooling Degree Days							
Year Ended December 31,	3,278	3,489	(6.0)	)% 3,243	7.6	%	
10-Year Average	3,271	3,285	NM	3,283	NM		

<sup>(1)</sup> Percent change calculated on un-rounded data and may not correspond exactly to data shown in table.

Total Retail Margin Revenues, a non-GAAP financial measure, should not be considered as an alternative to Total Retail Revenues, which is determined in accordance with GAAP. Total Retail Margin Revenues exclude revenues collected from retail customers that are directly offset by expenses recorded in other line items. We believe the

<sup>(2)</sup> change in Total Retail Margin Revenues between periods provides useful information to investors because it demonstrates the underlying revenue trend and performance of our core utility business. Total Retail Margin Revenues represents the portion of retail operating revenues available to cover the non-fuel operating expenses of our core utility business.

In 2013, total retail kWh sales decreased by 3.2% and retail margin revenues decreased by 4.8% compared with 2012. The decline in sales volumes and resulting reduction in retail margin revenues is due primarily to one of UNS Electric's mining customers generating a portion of its own electricity and the loss of an industrial customer in the fourth quarter of 2012.

## FACTORS AFFECTING RESULTS OF OPERATIONS

### 2013 UNS Electric Rate Order

In December 2012, UNS Electric filed a rate case application with the ACC as required by the ACC in UNS Electric's 2010 rate order. UNS Electric's rate filing was based on a test year ended June 30, 2012.

In December 2013, the ACC approved a new rate structure for UNS Electric that became effective on January 1, 2014 (2013 UNS Electric Rate Order). The provisions of the 2013 UNS Electric Rate Order include, but are not limited to:

- an increase in non-fuel retail Base Rates of approximately \$3 million;
- an Original Cost Rate Base (OCRB) of approximately \$213 million and a Fair Value Rate Base (FVRB) of approximately \$283 million;

## Table of Contents

a return on equity of 9.50% and a long-term cost of debt of 5.97% resulting in a weighted average cost of capital of 7.83%;

a 0.50% return on the fair value increment of rate base (the fair value increment of rate base represents the difference between OCRB and FVRB of approximately \$70 million); and

a capital structure of 52.6% equity and 47.4% long-term debt.

The 2013 UNS Electric Rate Order also approved the following cost recovery mechanisms:

an LFCR mechanism that will allow UNS Electric to recover certain non-fuel costs that would otherwise go unrecovered due to reduced kWh sales attributed to compliance with the ACC's Electric EE Standards and distributed generation requirements under the ACC's RES. The LFCR is not a full decoupling mechanism because it is not intended to recover lost fixed costs attributable to weather or economic conditions; and

a Transmission Cost Adjustment Mechanism (TCA) that will allow more timely recovery of transmission costs associated with serving retail customers at the level approved by FERC. UNS Electric's approved Base Rates include a transmission component based on UNS Electric's current FERC Open Access Transmission Tariff (OATT) rate. The OATT rates are adjusted annually and the TCA will be limited to the recovery (or refund) of costs associated with future changes in UNS Electric's OATT rate. UNS Electric expects to make an informational TCA filing with the ACC on or before May 1, 2014. The filing will include an updated retail transmission rate calculated pursuant to UNS Electric's OATT rate.

### Gila River Generating Station Unit 3

In December 2013, TEP and UNS Electric entered into an agreement to purchase Gila River Unit 3 for \$219 million. It is anticipated that TEP will purchase a 75% undivided interest in Gila River Unit 3 (413 MW) for approximately \$164 million and UNS Electric will purchase the remaining 25% undivided interest (137 MW) for approximately \$55 million, although TEP and UNS Electric may modify the percentage ownership allocation between them. We expect the transaction to close in December 2014. See Tucson Electric, Factors Affecting Results of Operations, Gila River Generating Station Unit 3 and Note 8.

Also in December 2013, UNS Electric filed an application requesting the ACC to approve an accounting order that would authorize UNS Electric to defer for future recovery specific non-fuel operating costs associated with Gila River Unit 3. If UNS Electric purchases 25% of Gila River Unit 3, the deferred costs, including depreciation, amortization, property taxes, O&M expense and a carrying cost on UNS Electric's investment in Gila River Unit 3, are expected to total approximately \$9 million by the end of 2015. We cannot predict if the ACC will approve UNS Electric's request.

### Competition

See Tucson Electric Power, Factors Affecting Results of Operations, Competition.

### Fair Value Measurements

UNS Electric's income statement exposure to risk is mitigated as UNS Electric reports the change in fair value of energy contract derivatives as a regulatory asset or a regulatory liability rather than in the income statement. See Note 15.

## LIQUIDITY AND CAPITAL RESOURCES

### Liquidity Outlook

UNS Electric expects operating cash flows to fund a portion of its construction expenditures during 2014. Additional sources of funding capital expenditures could include draws on the UNS Electric/UNS Gas Revolver, additional credit lines, the issuance of long-term debt, or capital contributions from UNS Energy.

Table of Contents

## Cash Flows and Capital Expenditures

The table below provides summary cash flow information for UNS Electric:

	2013	2012	2011
	Millions of Dollars		
Cash Provided By (Used In):			
Operating Activities	\$43	\$50	\$43
Investing Activities	(59)	) (37	) (93
Financing Activities	13	(10	) 44
Net Increase/(Decrease) in Cash	(3	) 3	(6
Beginning Cash	8	5	11
Ending Cash	\$5	\$8	\$5

## Operating Activities

Cash provided by operating activities decreased by \$7 million in 2013 when compared with 2012 due primarily to a \$6 million decrease in cash receipts from electric sales (net of fuel and purchased energy costs paid) caused by a lower PPFAC rate effective in June 2012, the loss of an industrial customer, and lower mining sales volumes.

## Investing Activities

UNS Electric had capital expenditures of \$56 million in 2013 compared with \$38 million in 2012. The increase is related to a transmission line that was constructed to increase reliability to UNS Electric's service territory in Nogales, Arizona.

## Financing Activities

Cash provided by financing activities at UNS Electric in 2013 increased by \$23 million when compared with 2012. Financing activities in 2013 included \$22 million of borrowings under the UNS Electric/UNS Gas Revolver (net of repayments) and a \$2 million receipt related to a contribution in aid of construction from a large customer.

## UNS Electric/UNS Gas Credit Agreement

The UNS Electric/UNS Gas Credit Agreement consists of a \$100 million unsecured revolving credit and revolving letter of credit facility. Either company can borrow up to a maximum of \$70 million as long as the combined amount borrowed does not exceed \$100 million. The UNS Electric/UNS Gas Credit Agreement expires November 2016.

UNS Electric is only liable for UNS Electric's borrowings, and similarly, UNS Gas is only liable for UNS Gas' borrowings under the UNS Electric/UNS Gas Credit Agreement.

The UNS Electric/UNS Gas Credit Agreement restricts additional indebtedness, liens, and mergers. It also requires each borrower not to exceed a maximum leverage ratio. Each borrower may pay dividends so long as it maintains compliance with the agreement. At December 31, 2013, UNS Electric and UNS Gas each were in compliance with the terms of the UNS Electric/UNS Gas Credit Agreement.

UNS Electric expects to draw upon the UNS Electric/UNS Gas Revolver from time to time for seasonal working capital purposes, to fund a portion of its capital expenditures or to issue LOCs to provide credit enhancement for its energy procurement and hedging activities. At December 31, 2013, UNS Electric had \$22 million of outstanding borrowings and less than \$1 million of LOCs issued under the UNS Electric/UNS Gas Credit Agreement.



Table of Contents

## Contractual Obligations

Payment Due in Years Ending December 31,	UNS Electric Contractual Obligations							
	2014	2015	2016	2017	2018	Thereafter	Other	Total
	Millions of Dollars							
Long-Term Debt								
Principal	\$—	\$80	\$—	\$—	\$—	\$50	\$—	\$130
Interest	7	7	4	4	4	17	—	43
Purchase Obligations <sup>(1)</sup> :								
Purchased Power	48	12	—	—	—	—	—	60
Transmission	4	7	6	6	5	6	—	34
Renewable Power Purchase Agreements	6	6	6	6	6	75	—	105
RES Performance-Based Incentives	1	1	1	1	1	2	—	7
Other Long-Term Liabilities:								
Pension & Other Post Retirement Obligations	1	—	—	—	—	—	—	1
Unrecognized Tax Benefits	—	—	—	—	—	—	2	2
<b>Total Contractual Obligations</b>	<b>\$67</b>	<b>\$113</b>	<b>\$17</b>	<b>\$17</b>	<b>\$16</b>	<b>\$150</b>	<b>\$2</b>	<b>\$382</b>

<sup>(1)</sup> Excludes the acquisition of Gila River Unit 3 pending regulatory approvals. See Note 8.

See UNS Energy Consolidated, Liquidity and Capital Resources, Contractual Obligations, for a description of these obligations.

## Dividends on Common Stock

UNS Electric paid dividends to UNS Energy, through UES, of \$10 million in both 2013 and 2012. UNS Electric did not pay any dividends to UNS Energy in 2011. UNS Electric's ability to pay future dividends will depend on the cash needs for capital expenditures and various other factors.

The note purchase agreement for UNS Electric contains restrictions on dividends. UNS Electric may pay dividends so long as (i) no default or event of default exists, and (ii) it could incur additional debt under the debt incurrence test. At December 31, 2013, UNS Electric was in compliance with the terms of its note purchase agreement and the terms of the UNS Electric/UNS Gas Revolver.

## UNS GAS

## RESULTS OF OPERATIONS

UNS Gas reported net income of \$11 million in 2013, \$9 million in 2012, and \$10 million in 2011. The increase in net income in 2013 is due primarily to an improvement in retail margin revenues caused by cold weather in the first and fourth quarters, which contributed to an increase retail therm sales, as well as a non-fuel base rate increase that was effective in May 2012.

Table of Contents

The table below provides summary financial information for UNS Gas:

	2013	2012	2011
	Millions of Dollars		
Gas Revenues	\$131	\$128	\$148
Other Revenues	3	5	3
Total Operating Revenues	134	133	151
Purchased Gas Expense	73	72	85
Increase (Decrease) to Reflect PGA Recovery Treatment	(2	) 2	5
O&M	26	25	25
Depreciation and Amortization	9	9	8
Taxes Other Than Income Taxes	4	4	4
Total Other Operating Expenses	110	112	127
Operating Income	24	21	24
Interest Expense	6	6	7
Income Tax Expense	7	6	7
Net Income	\$11	\$9	\$10

The table below includes UNS Gas' therm sales and margin revenues:

	2013	2012	Percent <sup>(1)</sup>	2011	Percent <sup>(1)</sup>
Gas Retail Sales, Therms (in Millions):					
Residential	76	67	12.7	% 74	(9.1)%
Commercial	31	29	7.2	% 31	(5.7)%
All Other	9	8	13.1	% 9	(13.5)%
Total Gas Retail Sales	116	104	11.2	% 114	(8.5)%
Negotiated Sales Program (NSP)	27	32	(15.2)	)% 26	21.2)%
Total Gas Sales	143	136	5.1	% 140	(3.0)%
Retail Margin Revenues (in Millions):					
Residential	\$42	\$38	9.7	% \$40	(3.5)%
Commercial	12	11	7.4	% 11	0.9)%
All Other	2	2	14.3	% 2	(4.5)%
Total Retail Margin Revenues (Non-GAAP) <sup>(2)</sup>	56	51	9.4	% 53	(2.7)%
DSM Revenue	1	1	(18.2)	)% 1	—)%
Transport and NSP	17	16	6.3	% 17	(4.2)%
Retail Fuel Revenues	57	60	(4.5)	)% 77	(22.5)%
Total Gas Revenues (GAAP)	\$131	\$128	2.3	% \$148	(13.2)%
Weather Data:					
Heating Degree Days					
Year Ended December 31,	4,588	4,089	12.2	% 4,615	(11.4)%
10-Year Average	4,401	4,431	NM	4,399	NM

<sup>(1)</sup> Percent change calculated on un-rounded data and may not correspond exactly to data shown in table.

Total Retail Margin Revenues, a non-GAAP financial measure, should not be considered as an alternative to Total Gas Revenues, which is determined in accordance with GAAP. Total Retail Margin Revenues excludes revenues collected from retail customers that are directly offset by expenses recorded in other line items. We believe the

<sup>(2)</sup> change in Total Retail Margin Revenues between periods provides useful information to investors because it demonstrates the underlying revenue trend and performance of our core utility business. Total Retail Margin Revenues represents the portion of retail operating revenues available to cover the non-fuel operating expenses of our core utility business.

Retail therm sales in 2013 increased by 11.2% when compared with 2012 due to a 12.2% increase in Heating Degree Days. The increase in retail therm sales, as well as a Base Rate increase implemented in May 2012, contributed to an increase in retail margin revenues of 9.4%, or \$5 million, when compared with 2012.

K-60

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Table of Contents

## FACTORS AFFECTING RESULTS OF OPERATIONS

## Competition

New technological developments and the implementation of the ACC's Gas Energy Efficiency Standards (Gas EE Standards) may reduce energy consumption by UNS Gas' retail customers. Customers of UNS Gas also have the ability to switch from gas to an alternate energy source that could reduce their reliance on services provided by UNS Gas.

## 2012 UNS Gas Rate Order

In April 2012, the ACC approved a Base Rate increase of \$2.7 million as well as a LFCR mechanism to enable UNS Gas to recover lost fixed-cost revenues as a result of implementing the Gas EE Standards. The LFCR is expected to recover lost fixed-cost revenues of less than \$0.1 million in 2014, based on estimated lost retail therm sales from May 2012 through December 2013.

The new rates became effective on May 1, 2012. The impact of the Base Rate increase on customers' bills was offset by a temporary credit adjustment to the PGA. See Purchased Gas Adjustor.

## Fair Value Measurements

UNS Gas' income statement exposure to risk is mitigated as UNS Gas reports the change in fair value of energy contract derivatives as a regulatory asset or a regulatory liability rather than in the income statement. See Note 15.

## LIQUIDITY AND CAPITAL RESOURCES

## Liquidity Outlook

UNS Gas expects operating cash flows to fund all of its construction expenditures during 2014. If natural gas prices rise and UNS Gas is not allowed to recover its projected gas costs or PGA bank balance on a timely basis, UNS Gas may require additional funding to meet operating and capital requirements in future periods. Sources of funding future capital expenditures could include existing cash balances, draws on the UNS Electric/UNS Gas Revolver, additional credit lines, the issuance of long-term debt, or capital contributions from UNS Energy.

## Cash Flows and Capital Expenditures

The table below provides summary cash flow information for UNS Gas:

	2013	2012	2011
	Millions of Dollars		
Cash Provided By (Used In):			
Operating Activities	\$27	\$28	\$32
Investing Activities	(15	) (15	) (12
Financing Activities	(10	) (20	) (11
Net Increase/(Decrease) in Cash	2	(7	) 9
Beginning Cash	31	38	29
Ending Cash	\$33	\$31	\$38

UNS Gas' operating cash flows during 2013 were \$1 million lower than 2012 due in part to the PGA credit that was effective in April 2012.

## UNS Electric/UNS Gas Credit Agreement

At December 31, 2013, UNS Gas had no outstanding borrowings under the UNS Electric/UNS Gas Credit Agreement. See UNS Electric, Liquidity and Capital Resources, UNS Electric/UNS Gas Credit Agreement.

Table of Contents

## Interest Rate Risk

UNS Gas is subject to interest rate risk resulting from changes in interest rates on its borrowings under its revolving credit facility. The interest paid on revolving credit borrowings is variable. If LIBOR or other benchmark interest rates increase, UNS Gas may be required to pay higher rates of interest on borrowings under its revolving credit facility. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

## Contractual Obligations

The following table displays UNS Gas' contractual obligations as of December 31, 2013 by maturity and by type of obligation:

Payment Due in Years Ending December 31,	UNS Gas Contractual Obligations							Total
	2014	2015	2016	2017	2018	Thereafter	Other	
	Millions of Dollars							
Long-Term Debt								
Principal	\$—	\$50	\$—	\$—	\$—	\$50	\$—	\$100
Interest	6	6	3	3	3	20	—	41
Operating Leases	1	1	1	—	—	—	—	3
Purchase Obligations:								
Fuel	26	20	16	13	13	60	—	148
Other Long-Term Liabilities:								
Pension & Other Post Retirement Obligations	1	—	—	—	—	—	—	1
Total Contractual Obligations	\$34	\$77	\$20	\$16	\$16	\$130	\$—	\$293

## Dividends on Common Stock

UNS Gas paid dividends to UNS Energy, through UES, of \$10 million in 2013, \$20 million in 2012, and \$10 million in 2011. UNS Gas' ability to pay future dividends will depend on the cash needs for capital expenditures and various other factors.

The note purchase agreement for UNS Gas contains restrictions on dividends. UNS Gas may pay dividends so long as (i) no default or event of default exists, (ii) it could incur additional debt under the debt incurrence test. At December 31, 2013, UNS Gas was in compliance with the terms of its note purchase agreement and had sufficient additional debt under the debt incurrence test to pay dividends.

Table of Contents**CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements in accordance with GAAP requires management to apply accounting policies and to make estimates and assumptions that affect results of operations and the amounts of assets and liabilities reported in the financial statements and related notes. Management believes that the areas described below require significant judgment in the application of accounting policy or in making estimates and assumptions that are inherently uncertain and that may change in subsequent periods. Additional information on UNS Energy's other significant accounting policies can be found in Note 1.

**Accounting for Regulated Operations**

We account for our regulated electric and gas operations based on accounting standards that allow the actions of our regulators, the ACC and the FERC, to be reflected in our financial statements. Regulator actions may cause us to capitalize certain costs that would otherwise be included as an expense, or in Accumulated Other Comprehensive Income (AOCI), in the current period by unregulated companies. Regulatory assets represent incurred costs that have been deferred because they are probable of future recovery in customer rates. Regulatory liabilities generally represent expected future costs that have already been collected from customers. We evaluate regulatory assets and liabilities each period and believe future recovery or settlement is probable. Our assessment includes consideration of recent rate orders, historical regulatory treatment of similar costs, and changes in the regulatory and political environment. If management's assessment is ultimately different than actual regulatory outcomes, the impact on our results of operation, financial position, and future cash flows could be material.

At December 31, 2013, regulatory liabilities net of regulatory assets totaled \$103 million at TEP, \$9 million at UNS Electric and \$40 million at UNS Gas. There are no current or expected proposals or changes in the regulatory environment that impact our ability to apply regulated operations accounting. If we conclude, in a future period, that our operations no longer meet the criteria in this guidance, we would reflect our regulatory pension assets in AOCI and recognize the impact of other regulatory assets and liabilities in the income statements, both of which would be material to our financial statements. See Note 3.

**Accounting for Asset Retirement Obligations**

We are required to record the fair value of a liability for a legal obligation to retire a long-lived tangible asset in the period in which the liability is incurred. This includes obligations resulting from conditional future events. We incur legal obligations as a result of environmental and other governmental regulations, contractual agreements and other factors. To estimate the liability, management must use significant judgment and assumptions in: determining whether a legal obligation exists to remove assets; estimating the probability of a future event for a conditional obligation; estimating the fair value of the cost of removal; estimating when final removal will occur; and estimating the credit-adjusted risk-free interest rates to be used to discount the future liabilities. Changes that may arise over time with regard to these assumptions and determinations will change amounts recorded in the future as expense for asset retirement obligations. Beginning July 1, 2013, TEP began deferring costs associated with the majority of its legal AROs as regulatory assets because new depreciation rates approved in the 2013 TEP Rate Order include these costs. Deferred costs are amortized over the life of the underlying asset.

A liability for the fair value of a legal asset retirement obligation (ARO) is recognized in the period in which it is incurred if it can be reasonably estimated, with the offsetting associated asset retirement costs capitalized as a part of the carrying amount of the long-lived assets. The asset retirement cost is subsequently charged to depreciation expense over the useful life of the asset or lease term. Upon retirement of the asset, we will either settle the obligation for its recorded amount or incur a gain or loss if the actual costs differ from the recorded amount.

TEP identified legal obligations to retire generation plant assets specified in land leases for its jointly-owned Navajo and Four Corners Generating Stations. The land on which these stations reside is leased from the Navajo Nation. The provisions of the leases require the lessees to remove the facilities upon request of the Navajo Nation at the expiration of the leases. Additionally, TEP and UNS Electric entered into ground lease agreements with certain land owners for the installation of photovoltaic (PV) assets. The provisions of the PV ground leases require TEP or UNS Electric to remove the PV facilities upon expiration of the leases. TEP's ARO related to the PV assets is estimated to be approximately \$9 million at the retirement dates, and UNS Electric's ARO is estimated to be approximately \$3 million. TEP also has certain environmental obligations at the Luna, San Juan, Sundt and Springerville Generating

Stations. TEP estimates that its share of the AROs to remove the Navajo and Four Corners facilities and settle the Luna, San Juan, Sundt and Springerville environmental obligations will be approximately \$166 million at the retirement dates. No other legal obligations to retire generation plant assets were identified.

TEP, UNS Electric and UNS Gas have various transmission and distribution lines that operate under leases and rights-of-way that contain end dates and may contain site restoration clauses. TEP, UNS Electric and UNS Gas operate transmission and distribution lines as if they will be operated in perpetuity and would continue to be used or sold without land remediation. As such, there are no AROs for these assets.

K-63

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Table of Contents

The total net present value of TEP's ARO liability was \$22 million at December 31, 2013. The net present value of UNS Electric's ARO liability was \$1 million at December 31, 2013. ARO liabilities are reported in Deferred Credits and Other Liabilities—Other on the balance sheets. UNS Gas has not identified any AROs associated with removal of its long-lived assets. See Note 5.

Additionally, the authorized depreciation rates for TEP, UNS Electric and UNS Gas include a component designed to accrue the future costs of retiring assets for which no legal obligations exist. The accumulated balances at December 31, 2013 representing non-legal asset retirement obligation accruals, less actual removal costs incurred, net of salvage proceeds realized, are included in Deferred Credits and Other Liabilities, Regulatory Liabilities – Noncurrent on the balance sheets. See Note 3.

**Pension and Other Retiree Benefit Plan Assumptions**

TEP, UNS Electric, and UNS Gas record plan assets, obligations, and expenses related to pension and other retiree benefit plans based on actuarial valuations, which include key assumptions on discount rates, expected returns on plan assets, compensation increases, and health care cost trend rates. These actuarial assumptions are reviewed annually and modified as appropriate. The effect of modifications is generally recorded or amortized over future periods. We believe that the assumptions used in recording obligations are reasonable based on prior experience, market conditions, and the advice of plan actuaries. Note 10 discusses the rate of return and discount rate used in the calculation of pension plan and other retiree plan obligations for TEP, UNS Electric, and UNS Gas.

TEP is required to recognize the underfunded status of its defined benefit pension and other retiree plans as a liability. The underfunded status is the difference between the fair value of the plans assets and the projected benefit obligation for pension plans or accumulated retiree benefit obligation for other retiree benefit plans. As the funded status, discount rates, and actuarial facts change, the liability will vary significantly in future years. TEP records the underfunded amount for its pension and other retiree obligations as a liability and a regulatory asset to reflect expected recovery of pension and other retiree obligations through the rates charged to retail customers.

At December 31, 2013, TEP discounted its future pension plan obligations at between 5.0% and 5.1% and its other retiree plan obligations at a rate of 4.7%. The discount rate for future pension plan and other retiree plan obligations is determined annually based on the rates currently available on high-quality, non-callable, long-term bonds. The discount rate is based on a corporate yield curve using an average yield between the 60<sup>th</sup> and 90<sup>th</sup> percentile of AA-graded U.S. corporate bonds with future cash flows that match the timing and amount of expected future benefit payments. For TEP's pension plans, a 25-basis point change in the discount rate would increase or decrease the Projected Benefit Obligation (PBO) by approximately \$10 million and the plan expense by \$1 million. For TEP's other retiree benefit plan, a 25-basis point change in the discount rate would increase or decrease the Accumulated Postretirement Benefit Obligation (APBO) by approximately \$2 million. A 25-basis point change in the discount rate would not significantly impact plan expense.

TEP calculates the market-related value of pension plan assets using the fair value of the assets on the measurement date. TEP assumed that its pension plans' assets would generate a long-term rate of return of 7% at December 31, 2013. In establishing its assumption as to the expected return on assets, TEP reviews the asset allocation and develops return assumptions for each asset class based on advice from an investment consultant and the pension's actuary that includes both historical performance analysis and forward-looking views of the financial markets. Pension expense decreases as the expected rate of return on assets increases. A 25-basis point change in the expected return on assets would impact pension expense in 2014 by \$1 million.

TEP used a current year health care cost trend rate of 6.7% in valuing its retiree benefit obligation at December 31, 2013. This rate reflects both market conditions and historical experience. Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. A one-percentage point change in assumed health care cost trend rates would change the retiree benefit obligation by approximately \$5 million and the related plan expense in 2014 by \$1 million.

In 2014, TEP will incur pension costs of approximately \$8 million and other retiree benefit costs of approximately \$6 million. TEP expects to charge approximately \$10 million of these costs to O&M expense, \$3 million to capital, and \$1 million to Other Expense. TEP expects to make pension plan contributions of \$9 million in 2014. In 2009, TEP established a VEBA trust to fund its other retiree benefit plan. In 2014, TEP expects to make benefit payments to



retirees under the retiree benefit plan of approximately \$5 million and contributions to the VEBA trust of \$1 million, net of distributions.

UNS Electric and UNS Gas discounted their future pension plan obligations using a rate of 5.2% at December 31, 2013. For UNS Electric and UNS Gas' pension plan, a 25-basis point change in the discount rate would impact the benefit obligation and pension expense by less than \$1 million. UNS Electric and UNS Gas will record pension expense of \$2 million in 2014, of which less than \$1 million will be capitalized. UNS Electric and UNS Gas expect to make combined pension plan contributions of \$1 million in 2014.

K-64

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## Table of Contents

UNS Electric and UNS Gas discounted their other retiree plan obligations using a rate of 4.7% at December 31, 2013. UNS Electric and UNS Gas will record retiree medical benefit expense and make benefit payments to retirees under the retiree benefit plan of less than \$0.5 million in 2014.

### Accounting for Derivative Instruments and Hedging Activities

#### Commodity Derivative Contracts

TEP, UNS Electric, and UNS Gas enter into forward contracts to purchase or sell capacity or energy at contract prices over a given period of time, typically for one month, three months, or one year, within established limits to meet forecasted load requirements or to take advantage of favorable market opportunities. In general, TEP enters into forward purchase contracts when market conditions provide the opportunity to purchase energy for its load at prices that are below the marginal cost of its supply resources or to supplement its own resources (e.g., during plant outages and summer peaking periods). TEP enters into forward sales contracts when it forecasts that it has excess supply and the market price of energy exceeds its marginal cost. TEP and UNS Gas enter into forward gas commodity price swap agreements to lock in fixed prices on a portion of forecasted gas purchases. UNS Electric enters into forward gas commodity price swap agreements to hedge the price risk associated with forward power purchase agreements that are indexed to natural gas prices.

For all commodity derivative instruments that do not meet the normal purchase or normal sale scope exception, we recognize derivative instruments as either assets or liabilities on the consolidated balance sheets and measure those instruments at fair value. Unrealized gains and losses on commodity derivative contracts entered into for retail customer load are recorded as either a regulatory asset or regulatory liability on the balance sheets of TEP, UNS Electric, and UNS Gas based on our ability to recover the prudent costs of hedging activities entered into to mitigate energy price risk for retail customers. There are no current or expected proposals or changes in the regulatory environment that impact the probability of future recovery of these assets through the PPFAC or PGA mechanisms. The market prices used to determine fair values for TEP's, UNS Electric's, and UNS Gas' derivative instruments at December 31, 2013, are estimated based on various factors including broker quotes, exchange prices, over the counter prices, and time value.

TEP, UNS Electric, and UNS Gas manage the risk of counterparty default by performing financial credit reviews, setting limits, monitoring exposures, requiring collateral when needed, and using a standardized agreement, which allows for the netting of current period exposures to and from a single counterparty.

#### Interest Rate Swaps

TEP hedges the cash flow risk associated with unfavorable changes in the variable interest rates tied to LIBOR on the Springerville Common Facilities Lease. As of December 31, 2013, approximately \$25 million of variable rate lease debt for the Springerville Common Facilities Lease had been hedged through an interest rate swap agreement through July 1, 2014, and \$34 million had been hedged through January 2, 2020. In August 2009, TEP entered into a swap that had the effect of converting \$50 million of variable-rate IDBs to a fixed rate from September 2009 through September 2014.

In August 2011, UNS Electric entered into an interest rate swap with the effect of converting the variable interest rate for their \$30 million term loan to a fixed rate from August 2011 through August 2015. See Note 6.

#### Commodity Cash Flow Hedge

TEP hedges the cash flow risk associated with a six-year power wholesale supply agreement using a six-year power purchase swap agreement. Unrealized gains and losses are recorded in AOCI. See Item 7A. Quantitative and Qualitative Disclosures about Market Risk, Commodity Price Risk and Note 1.

#### Revenue Recognition

TEP's, UNS Electric's, and UNS Gas' retail revenues, which are recognized in the period that electricity or energy is delivered and consumed by customers, include unbilled revenue based on an estimate of kWh/therms delivered at the end of each period. Unbilled revenues are dependent upon a number of factors that require management's judgment including estimates of retail sales and customer usage patterns. The unbilled revenue is estimated by comparing the estimated kWh/therms delivered to the kWh/therms billed to our retail customers. The excess of estimated kWh/therms delivered over kWh/therms billed is then allocated to the retail customer classes based on estimated usage by each customer class. We then record revenue for each customer class based on the various Retail Rates for

each customer class. Due to the seasonal fluctuations of TEP and UNS Electric's actual load, the unbilled revenue amount increases during the spring and summer and decreases during the fall and

K-65

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## Table of Contents

winter. Conversely the unbilled revenue amount for UNS Gas sales increases during the fall and winter and decreases during the spring and summer. A provision for uncollectible accounts is recorded as a component of O&M expense.

### Plant Asset Depreciable Lives

TEP, UNS Electric, and UNS Gas have significant investments in electric generation assets and electric and natural gas transmission and distribution assets. We calculate depreciation expense based on our estimate of the useful lives of our plant assets and expected net removal costs. The useful lives of plant assets are further detailed in Note 5. Changes to depreciation estimates resulting from a change of estimated service life or removal costs could have a significant impact on the amount of depreciation expense recorded in the income statements. The ACC approves depreciation rates for all generation and distribution assets. Depreciation rates for such assets cannot be changed without ACC approval. TEP and UNS Electric transmission assets are subject to the jurisdiction of the FERC. See Note 1.

The 2013 TEP Rate Order approved a change in authorized depreciation rates for generation and distribution plant from an average of 3.32% to 3.00% , effective July 1, 2013. The change in depreciation rates will have the effect of reducing depreciation expense by approximately \$11 million annually. The reduction in depreciation expense is primarily due to revised estimates of removal costs, net of estimated salvage value for interim and final retirements. See Note 3.

In January 2010, TEP obtained an updated depreciation study which indicated that its transmission assets' depreciable lives should be extended. As a result, TEP adopted new FERC approved transmission depreciation rates effective January 2010.

### Income Taxes

Due to the differences between GAAP and income tax laws, many transactions are treated differently for income tax purposes than they are in the financial statements. We account for this difference by recording deferred income tax assets and liabilities using the effective income tax rate at our balance sheet date.

Consolidated income tax liabilities are allocated to subsidiaries based on their taxable income and deductions as reported in the consolidated tax return.

A valuation allowance is established against deferred tax assets for which management believes it is more likely than not that the deferred asset will not be realized. In making this judgment, management evaluates all available evidence and gives more weight to objective verifiable evidence. At December 31, 2013, UNS Energy had a \$7 million valuation allowance. The valuation allowances related to unregulated investments' losses are treated as capital losses for income tax purposes. If UNS Energy incurs additional capital losses in the future, a valuation allowance will be recorded against the deferred tax asset unless management can identify future capital gains to offset the losses. See Note 9.

## RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The FASB issued guidance for the recognition, measurement, and disclosure of certain obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. On adoption, an entity would recognize and disclose in the financial statements its obligation from a joint and several liability arrangement as the sum of the amount the entity agreed with its co-obligors that it will pay, and any additional amount the entity expects to pay on behalf of its co-obligors. This guidance will be effective in the first quarter of 2014. We do not expect the adoption of this guidance to have a material impact on our financial condition, results of operations, or cash flows.

The FASB issued guidance which permits an entity to designate the Federal Funds Rate (the interest rate at which depository institutions lend balances to each other overnight) as a benchmark interest rate for fair value and cash flow hedges. Prior to this guidance, only interest rates on direct treasury obligations of the U.S. Government and the LIBOR were considered benchmark interest rates in the U.S. This guidance is effective immediately, and can be applied prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. We have not entered into any new cash flow or fair value hedges since the effective date of this guidance. We do not expect this guidance to have a material impact on our financial condition, results of operations, or cash flows.

K-66

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## Table of Contents

The FASB issued new guidance on the financial statement presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. We will be required to comply with the guidance on a prospective basis beginning in the first quarter of 2014. Although adoption of this new guidance may impact how such items are classified on our balance sheets, we do not expect such changes to be material. In addition, we do not expect any material changes in the presentations of our other financial statements.

### SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. UNS Energy and TEP are including the following cautionary statements to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any forward-looking statements made by or for UNS Energy or TEP in this Annual Report on Form 10-K.

Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are not statements of historical facts.

Forward-looking statements may be identified by the use of words such as “anticipates”, “estimates”, “expects”, “intends”, “plans”, “predicts”, “projects”, and similar expressions. From time to time, we may publish or otherwise make available forward-looking statements of this nature. All such forward-looking statements, whether written or oral, and whether made by or on behalf of UNS Energy or TEP, are expressly qualified by these cautionary statements and any other cautionary statements which may accompany the forward-looking statements. In addition, UNS Energy and TEP disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this report.

Forward-looking statements involve risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. We express our expectations, beliefs, and projections in good faith and believe them to have a reasonable basis. However, we make no assurances that management’s expectations, beliefs, or projections will be achieved or accomplished. We have identified the following important factors that could cause actual results to differ materially from those discussed in our forward-looking statements. These may be in addition to other factors and matters discussed in Item 1A. Risk Factors, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations, and other parts of this report: state and federal regulatory and legislative decisions and actions; regional economic and market conditions which could affect customer growth and energy usage; weather variations affecting energy usage; the cost of debt and equity capital and access to capital markets; the performance of the stock market and changing interest rate environment, which affect the value of our pension and other retiree benefit plan assets and the related contribution requirements and expense; unexpected increases in O&M expense; resolution of pending litigation matters; changes in accounting standards; changes in critical accounting estimates; the ongoing restructuring of the electric industry; changes to long-term contracts; the cost of fuel and power supplies; cyber attacks or challenges to our information security; and the performance of TEP’s generating plants.

### ITEM 7A. – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Market Risks

We are exposed to various forms of market risk. Changes in interest rates, returns on marketable securities, and changes in commodity prices may affect our future financial results.

See Safe Harbor for Forward-Looking Statements.

#### Risk Management Committee

We have a Risk Management Committee responsible for the oversight of commodity price risk and credit risk related to the wholesale energy marketing activities of TEP and the fuel and power procurement activities at TEP, UNS Electric, and UNS Gas. Our Risk Management Committee, which meets on a quarterly basis and as needed, consists of officers from the finance, accounting, legal, wholesale marketing, transmission and distribution operations, and generation operations departments of UNS Energy. To limit TEP, UNS Electric, and UNS Gas’s exposure to

commodity price risk, the Risk Management Committee sets trading and hedging policies and limits, which are reviewed frequently to respond to constantly changing market conditions. To limit TEP, UNS Electric, and UNS Gas's exposure to credit risk, the Risk Management Committee reviews counterparty credit exposure as well as credit policies and limits.

K-67

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Table of Contents

## Interest Rate Risk

## Long-Term Debt

TEP is exposed to interest rate risk resulting from changes in interest rates on certain of its variable rate debt obligations. TEP had \$215 million at December 31, 2013 in tax-exempt variable rate debt outstanding. The interest rates on TEP's tax-exempt variable rate debt are reset weekly or monthly. The average rate on TEP's weekly variable rate debt (excluding letter of credit fees) was 0.12% in 2013 and 0.17% in 2012. The average weekly interest rate ranged from 0.06% to 0.48% in 2013 and 0.06% to 0.26% during 2012. Although short-term interest rates have been relatively low and stable in 2013 and 2012, TEP may still be subject to volatility in its tax-exempt variable rate debt. A 100 basis point increase in average interest rates on this debt, over a twelve month period, would result in a decrease in TEP's pre-tax net income of approximately \$2 million.

TEP manages its exposure to variable interest rate risk by entering into interest rate swaps and financing transactions to rebalance its mix of variable rate and fixed rate long-term debt.

TEP has fixed-for-floating interest rate swaps in place to hedge floating rate interest rate risk associated with \$55 million of Springerville Common Facilities lease debt and \$50 million of its variable rate IDBs.

In 2011, UNS Electric entered into a fixed-for-floating interest rate swap in which UNS Electric will pay a fixed rate of 0.97% and receive a three-month LIBOR rate on a \$30 million notional amount through August 2015 to hedge the interest rate risk associated with its \$30 million credit agreement.

## Interest Rate Swaps

To adjust the value of TEP's interest rate swaps, classified as cash flow hedges, to fair value in Other Comprehensive Income (Loss), TEP recorded the following net unrealized gains (losses):

	2013	2012	2011
	Millions of Dollars		
Unrealized Gains (Losses)	\$ (1 )	\$ (2 )	\$ (5 )

## Revolving Credit Facilities

UNS Energy, TEP, UNS Electric, and UNS Gas are also subject to interest rate risk resulting from changes in interest rates on their borrowings under revolving credit facilities. Revolving credit borrowings may be made on the basis of a spread over LIBOR or an Alternate Base Rate. As a result, UNS Energy, TEP, UNS Electric, and UNS Gas may experience significant volatility in the rates paid on LIBOR borrowings under their revolving credit facilities.

## Marketable Securities Risk

UNS Energy has a short-term investment policy which governs the investment of excess cash balances by UNS Energy and its subsidiaries. We review this policy periodically in response to market conditions to adjust, if necessary, the maturities and concentrations by investment type and issuer in the investment portfolio. At December 31, 2013, UNS Energy's short-term investments consisted of liquid, highly-rated money market funds and certificates of deposit. These short-term investments are classified as Cash and Cash Equivalents on the balance sheet.

TEP had marketable securities comprised of investments in lease equity with an estimated fair value of \$25 million at December 31, 2013, and \$32 million of lease debt and equity at December 31, 2012. At December 31, 2013, the carrying value exceeded fair value by \$11 million. No impairment was recorded as TEP expects to recover the full carrying value of its lease equity investment in future rates charged to retail customers. At December 31, 2012, the carrying value exceeded the fair value by \$13 million. These securities represent TEP's investments in lease debt and equity underlying certain of TEP's capital lease obligations. Changes in the fair value of such debt securities do not present a material risk to TEP, as TEP intends to hold these investments to maturity.

## Commodity Price Risk

## TEP

TEP is exposed to commodity price risk primarily relating to changes in the market price of electricity, natural gas, and coal. This risk is mitigated through hedging practices and a PPFAC mechanism which fully recovers the actual retail fuel and purchased power costs incurred on a timely basis from TEP's retail customers. The PPFAC mechanism has a forward component and a true-up component. The forward component of the PPFAC rate is based on forecasted fuel and purchased





Table of Contents

power costs. The true-up component reconciles actual fuel and purchased power costs with the amounts collected in the prior year and any amounts under/over-collected will be collected from/credited to customers. If the actual price of power is higher than the forecasted PPFAC rate, TEP's operating cash flows are reduced by the price difference until the subsequent 12-month period when the true-up component is adjusted to allow the recovery of this difference.

Purchases and Sales of Energy

To manage its exposure to energy price risk, TEP enters into forward contracts to buy or sell energy at a specified price and future delivery period. Generally, TEP commits to future sales based on expected excess generating capability, forward prices and generation costs, using a diversified market approach to provide a balance between long-term, mid-term, and spot energy sales. TEP generally enters into forward purchases during its summer peaking period to ensure it can meet its load and reserve requirements, and account for other contracts and resource contingencies. TEP also enters into limited forward purchases and sales to optimize its resource portfolio and take advantage of geographical differences in price. These positions are managed on both a volumetric and dollar basis and are closely monitored using risk management policies and procedures overseen by the Risk Management Committee. For example, the risk management policies provide that TEP should not take a short physical position in the third quarter and must have owned generation backing up all physical forward sales positions at the time the sale is made. TEP's risk management policies also place limits on the duration of transactions in both gas and power.

TEP enters into some forward contracts considered to be normal purchases and sales of electric energy and are therefore not accounted for as derivatives. TEP records revenues on its "normal sales" and expenses on its "normal purchases" in the period in which the energy is delivered. TEP also enters into forward contracts that are not considered to be "normal purchases and sales" and therefore are accounted for as derivatives. When TEP has derivative forward contracts, it marks them to market using actively quoted prices obtained from brokers for power traded over-the-counter at Palo Verde and at other Southwestern U.S. trading hubs. TEP believes that these broker quotations used to calculate the mark-to-market values represent accurate measures of the fair values of TEP's positions because of the short-term nature of TEP's positions, as limited by risk management policies, and the liquidity in the short-term market.

Long-Term Wholesale Sales

Through the end of the contract in May 2016, SRP is required to purchase 500,000 MWh of on-peak energy per year from TEP. TEP does not receive a demand charge and the price of energy is based on a discount to the price of on-peak power on the Palo Verde Market Index. As of February 14, 2014, the average forward price of on-peak power on the Palo Verde Market Index for the calendar year 2014 was \$46 per MWh.

Each \$5 change in the per MWh market price of on-peak power can affect annual pre-tax income by approximately \$3 million.

Natural Gas

TEP is also subject to commodity price risk from changes in the price of natural gas. In addition to energy from its coal-fired facilities, TEP typically uses power purchases, supplemented by generation from its gas-fired units to meet the summer peak demands of its retail customers and to meet local reliability needs. Some of these purchased power contracts are indexed to natural gas prices. Short-term and spot power purchase prices are also closely correlated to natural gas prices. Due to its increasing gas and purchased power usage, TEP hedges a portion of its total natural gas exposure from plant fuel, gas-indexed power purchases, and spot market purchases with various instruments up to 3 years in advance. TEP purchases its remaining gas fuel and power needs in the spot and short-term markets.

As required by fair value accounting rules, for the year ended December 31, 2013, TEP considered the impact of non-performance risk in the measurement of fair value of its derivative assets and derivative liabilities net of collateral posted.

To adjust the value of its commodity derivatives to fair value in regulatory assets or regulatory liabilities, TEP recorded the following net unrealized gains (losses):

	2013	2012	2011
	Millions of Dollars		
Unrealized Gains (Losses)	\$—	\$6	\$(2 )



Table of Contents

The chart below displays the valuation methodologies and maturities of TEP's power and gas derivative contracts.

Source of Fair Value at Dec. 31, 2013	Unrealized Gain (Loss) of TEP's Hedging Activities Millions of Dollars			Total Unrealized Gain (Loss)
	Maturity 0 – 6 months	Maturity 6 – 12 months	Maturity over 1 yr.	
Prices Actively Quoted	\$(1 )	\$1	\$1	\$1
Prices Based on Models and Other Valuation Methods	(1 )	(1 )	—	(2 )
Total	\$(2 )	\$—	\$1	\$(1 )

**Sensitivity Analysis of Derivatives**

TEP uses sensitivity analysis to measure the impact of favorable and unfavorable changes in market prices on the fair value of its derivative forward contracts. TEP records unrealized gains and losses as either a regulatory asset or regulatory liability. As contracts settle, the unrealized gains and losses are reversed and realized gains or losses are recorded to the PPFAC. For TEP's non-cash flow power hedges, a 10% change in the market price of power would affect unrealized net losses reported as a regulatory asset by approximately \$1 million; for gas swaps and collars contracts, a 10% change in the market price of energy would affect unrealized net gains reported as a regulatory liability by approximately \$3 million.

**Coal**

TEP is subject to commodity price risk from changes in the price of coal used to fuel its coal-fired generating plants. This risk is mitigated through a PPFAC mechanism which allows for the recovery of costs from retail customers. TEP's coal supply contract for Springerville Units 1 and 2 expires in 2020. TEP expects coal reserves to be sufficient to supply the estimated requirements for Units 1 and 2 for their presently estimated remaining lives. The coal price is determined by the cost of Powder River Basin coal delivered to Springerville Unit 3 subject to a floor and ceiling. TEP does not have a long-term coal supply contract for Sundt Unit 4. TEP purchases coal for Sundt Unit 4 on the spot market and can supply that unit with natural gas when the price is competitive with coal. Coal burned at Sundt Unit 4 represents less than 10% of TEP's total coal consumption.

TEP also participates in jointly-owned generating facilities at Four Corners, Navajo, and San Juan, where coal supplies are under long-term contracts administered by the operating agents. TEP expects coal reserves available to these three jointly-owned generating facilities to be sufficient for the remaining lives of the stations.

The contracts to purchase coal for use at the jointly-owned facilities require TEP to purchase minimum amounts of coal at an estimated average annual cost of \$21 million for the next five years. See Item 7. – Management's Discussion and Analysis of Financial Condition and Results of Operations, UNS Energy Consolidated, Liquidity and Capital Resources, Contractual Obligations and Note 7.

**UNS Electric**

UNS Electric is exposed to commodity price risk from changes in the price for electricity and natural gas. This risk is mitigated through hedging practices, and UNS Electric has a PPFAC mechanism which allows for the recovery of purchased power and fuel costs from retail customers.

The PPFAC allows UNS Electric to recover its fuel, transmission, and purchased power costs, including demand charges, broker fees, and the prudent costs of contracts for hedging fuel and purchased power costs for its retail customers.

As a result of the 2013 UNS Electric Rate Order, UNS Electric's PPFAC rate reflects a weighted, 12-month rolling average of actual fuel and purchased power costs incurred by UNS Electric. The PPFAC rate adjusts monthly, but the change in the PPFAC rate is banded, so the new monthly PPFAC rate cannot increase or decrease the total average retail purchased power and fuel rate by more than 0.83 percent from the preceding month's rate. UNS Electric is required to file for a PPFAC rate adjustment if the PPFAC bank balance is over-collected by more than \$10 million on a billed-to-customer basis. At December 31, 2013, the PPFAC bank balance was over-collected by \$14 million on a billed-to-customer basis. The new PPFAC rate effective on January 1, 2014 is designed to address any over- or

under-collected balances. See Note 3.

UNS Electric enters into various power supply agreements for periods of one to five years. Certain of these contracts are at a fixed price per MW and others are indexed to natural gas prices. Because of the new 12-month rolling average structure of the current PPFAC, costs are expected to be recovered on a more timely basis.

K-70

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Table of Contents

For UNS Electric's forward power contracts, a 10% change in market prices would affect unrealized net losses reported as a regulatory asset by approximately \$3 million.

UNS Electric hedges a portion of its natural gas exposure from gas-indexed purchased power agreements with fixed price contracts. In addition, UNS Electric hedges a portion of its anticipated natural gas exposure from plant fuel. UNS Electric will satisfy its remaining gas and purchased power needs through a combination of purchases in the short-term and spot markets.

As required by fair value accounting rules, for the year ended December 31, 2013, UNS Electric considered the impact of non-performance risk in the measurement of fair value of its derivative assets and derivative liabilities net of collateral posted.

To adjust the value of its commodity derivatives to fair value in regulatory assets or regulatory liabilities, UNS Electric recorded the following net unrealized gains (losses):

	2013	2012	2011
	Millions of Dollars		
Unrealized Gains (Losses)	\$5	\$9	\$(1 )

For UNS Electric's forward gas contracts, a 10% increase in market prices would result in an increase in unrealized net gains reported as a regulatory liability by approximately \$5 million. A 10% decrease in market prices would result in a decrease in unrealized net gains reported as a regulatory liability by approximately \$4 million.

**UNS Gas**

UNS Gas is subject to commodity price risk, primarily from the changes in the price of natural gas purchased for its customers. This risk is mitigated through the PGA mechanism which provides an adjustment to UNS Gas' Retail Rates to recover the prudently incurred actual costs of gas and transportation. UNS Gas further reduces this risk by purchasing forward fixed price contracts or entering into financial gas swaps for a portion of its projected gas needs under its Price Stabilization Plan.

As required by fair value accounting rules, for the year ended December 31, 2013, UNS Gas considered the impact of non-performance risk in the measurement of fair value of its derivative assets and derivative liabilities net of collateral posted.

To adjust the value of its commodity derivatives to fair value in regulatory assets or regulatory liabilities, UNS Gas recorded the following net unrealized gains:

	2013	2012	2011
	Millions of Dollars		
Unrealized Gains	\$4	\$6	\$1

For UNS Gas' forward gas contracts, a 10% change in market prices would affect unrealized net gains reported as a regulatory liability by approximately \$2 million.

**Credit Risk**

UNS Energy is exposed to credit risk in its energy-related marketing activities related to potential non-performance by counterparties. We manage the risk of counterparty default by performing financial credit reviews, setting limits, monitoring exposures, requiring collateral when needed, and using standard agreements which allow for the netting of current period exposures to and from a single counterparty. We calculate counterparty credit exposure by adding any outstanding receivable (net of amounts payable if a netting agreement exists) to the mark-to-market value of any forward contracts. A positive value means that we are exposed to the creditworthiness of our counterparties. If exposure exceeds credit limits or contractual collateral thresholds, we may request that a counterparty provide credit enhancement in the form of cash collateral or a letter of credit. Conversely, a negative value means that a counterparty is exposed to the creditworthiness of TEP, UNS Gas, or UNS Electric. If such exposure exceeds credit limits or collateral thresholds, we may be required to post collateral in the form of cash or LOCs.

TEP, UNS Electric, and UNS Gas each have entered into short-term and long-term transactions with several financial institution counterparties with terms of one month through five years. As of December 31, 2013, the combined credit exposure to TEP, UNS Electric, and UNS Gas from financial institution counterparties was approximately \$3 million. As of December 31, 2013, TEP's total credit exposure related to its wholesale marketing and gas hedging activities was approximately \$15 million. TEP had one non-investment grade counterparty with exposure of greater than 10% of

its total credit exposure, totaling approximately \$3 million. TEP's total exposure to non-investment grade counterparties was \$3 million.

K-71

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Table of Contents

At December 31, 2013, TEP posted no cash collateral and less than \$1 million in LOCs as credit enhancements with its counterparties, and did not hold any collateral from its counterparties.

UNS Gas is subject to credit risk from non-performance by its supply and hedging counterparties to the extent that these contracts have a mark-to-market value in favor of UNS Gas. As of December 31, 2013, UNS Gas had purchased under fixed price contracts approximately 30% of its expected consumption for the 2014/2015 winter season. At December 31, 2013, UNS Gas had no mark-to-market credit exposure under its supply and hedging contracts. As of December 31, 2013, UNS Gas had posted no cash collateral and no LOCs as credit enhancements with its counterparties, and did not hold any collateral from counterparties.

UNS Electric enters into energy purchase agreements as well as gas hedging contracts to hedge the risk in its gas-indexed power purchase agreements. To the extent that such contracts have a positive mark-to-market value, UNS Electric is exposed to credit risk under those contracts. At December 31, 2013, UNS Electric had less than \$1 million in credit exposure under such contracts. As of December 31, 2013, UNS Electric had posted less than \$1 million in LOCs and no cash collateral as credit enhancements with its counterparties, and had not collected any collateral margin from its counterparties.

**ITEM 8. – CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**UNS Energy—Management’s Report on Internal Controls Over Financial Reporting**

UNS Energy’s management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of UNS Energy’s internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the 1992 Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework.

Based on management’s assessment using those criteria management has concluded that, as of December 31, 2013, UNS Energy’s internal control over financial reporting was effective.

The effectiveness of UNS Energy’s internal control over financial reporting as of December 31, 2013, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report in Item 8 of this Annual Report on Form 10-K.

**Tucson Electric Power Company—Management’s Report on Internal Controls Over Financial Reporting**

TEP’s management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of TEP’s internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the 1992 COSO Internal Control – Integrated Framework.

Based on management’s assessment using those criteria, management has concluded that, as of December 31, 2013, TEP’s internal control over financial reporting was effective.



Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of  
UNS Energy Corporation:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of UNS Energy Corporation and its subsidiaries at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
February 25, 2014

K-73

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholder of  
Tucson Electric Power Company:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Tucson Electric Power Company and its subsidiaries at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
February 25, 2014

K-74

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UNS ENERGY CORPORATION  
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
	(Except Per Share Amounts)		
Operating Revenues			
Electric Retail Sales	\$1,102,769	\$1,087,279	\$1,085,822
Electric Wholesale Sales	135,160	125,414	132,346
Gas Retail Sales	125,478	123,133	145,053
Other Revenues	121,153	125,940	115,481
Total Operating Revenues	1,484,560	1,461,766	1,478,702
Operating Expenses			
Fuel	332,279	327,832	324,520
Purchased Energy	252,532	224,696	276,610
Transmission and Other PPFAC Recoverable Costs	23,012	14,540	7,334
Increase (Decrease) to Reflect PPFAC/PGA Recovery Treatment	(16,313)	) 32,246	(4,932)
Total Fuel and Purchased Energy	591,510	599,314	603,532
Operations and Maintenance	389,699	383,689	379,220
Depreciation	149,615	141,303	133,832
Amortization	27,557	35,784	30,983
Taxes Other Than Income Taxes	54,683	49,881	49,428
Total Operating Expenses	1,213,064	1,209,971	1,196,995
Operating Income	271,496	251,795	281,707
Other Income (Deductions)			
Interest Income	534	1,106	4,568
Other Income	7,880	4,928	7,958
Other Expense	(3,463)	) (7,723)	) (5,278)
Appreciation in Fair Value of Investments	2,833	1,892	329
Total Other Income (Deductions)	7,784	203	7,577
Interest Expense			
Long-Term Debt	71,180	71,909	73,217
Capital Leases	25,140	33,613	40,359
Other Interest Expense	538	1,983	2,535
Interest Capitalized	(3,483)	) (2,153)	) (3,753)
Total Interest Expense	93,375	105,352	112,358
Income Before Income Taxes	185,905	146,646	176,926
Income Tax Expense	58,427	55,727	66,951
Net Income	\$127,478	\$90,919	\$109,975
Weighted-Average Shares of Common Stock Outstanding (000)			
Basic	41,618	40,362	36,962
Diluted	41,975	41,755	41,609
Earnings Per Share			
Basic	\$3.06	\$2.25	\$2.98
Diluted	\$3.04	\$2.20	\$2.75
Dividends Declared Per Share	\$1.74	\$1.72	\$1.68

See Notes to Consolidated Financial Statements.



UNS ENERGY CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
Comprehensive Income			
Net Income	\$ 127,478	\$ 90,919	\$ 109,975
Other Comprehensive Income (Loss)			
Net Changes in Fair Value of Cash Flow Hedges, net of income tax (expense) benefit of \$(1,850), \$(743), and \$964	2,825	1,134	(1,473 )
SERP Benefit Amortization, net of income tax (expense) benefit of \$(572), \$608, and \$(804)	916	(840 )	1,158
Total Other Comprehensive Income (Loss), Net of Tax	3,741	294	(315 )
Total Comprehensive Income	\$ 131,219	\$ 91,213	\$ 109,660

See Notes to Consolidated Financial Statements.

K-76

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UNS ENERGY CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
Cash Flows from Operating Activities			
Cash Receipts from Electric Retail Sales	\$1,208,967	\$1,197,390	\$1,163,537
Cash Receipts from Electric Wholesale Sales	160,947	149,722	183,151
Cash Receipts from Gas Retail Sales	138,775	141,590	159,529
Cash Receipts from Operating Springerville Units 3 & 4	114,258	107,927	104,754
Cash Receipts from Gas Wholesale Sales	3,740	5,233	12,404
Interest Received	517	2,947	6,334
Income Tax Refunds Received	11	1,821	4,672
Performance Deposits Received	—	200	7,050
Other Cash Receipts	35,142	24,105	23,937
Fuel Costs Paid	(285,812)	(321,355)	(277,386)
Purchased Energy Costs Paid	(280,920)	(250,231)	(328,713)
Payment of Operations and Maintenance Costs	(260,453)	(291,512)	(295,662)
Taxes Other Than Income Taxes Paid, Net of Amounts Capitalized	(182,488)	(187,257)	(179,766)
Wages Paid, Net of Amounts Capitalized	(131,710)	(127,176)	(122,370)
Interest Paid, Net of Amounts Capitalized	(66,610)	(69,478)	(68,027)
Capital Lease Interest Paid	(22,553)	(28,788)	(32,103)
Income Taxes Paid	(316)	—	(700)
Performance Deposits Paid	—	(200)	(4,550)
Wholesale Gas Costs Paid	—	—	(11,822)
Other Cash Payments	(10,983)	(6,829)	(6,949)
Net Cash Flows—Operating Activities	420,512	348,109	337,320
Cash Flows from Investing Activities			
Capital Expenditures	(325,886)	(307,277)	(374,122)
Purchase of Intangibles—Renewable Energy Credits	(26,948)	(10,317)	(5,992)
Return of Investments in Springerville Lease Debt	9,104	19,278	38,353
Change in Restricted Cash	4,134	(1,445)	—
Proceeds from Note Receivable	—	15,000	—
Other, net	5,786	21,862	14,673
Net Cash Flows—Investing Activities	(333,810)	(262,899)	(327,088)
Cash Flows from Financing Activities			
Proceeds from Borrowings Under Revolving Credit Facilities	139,000	359,000	391,000
Repayments of Borrowings Under Revolving Credit Facilities	(108,000)	(381,000)	(351,000)
Payments of Capital Lease Obligations	(99,621)	(89,452)	(74,381)
Common Stock Dividends Paid	(72,234)	(69,648)	(61,904)
Proceeds from Stock Options Exercised	3,831	3,570	8,115
Proceeds from Common Stock Issuance	464	—	—
Proceeds from Issuance of Long-Term Debt	—	149,513	340,285
Repayments of Long-Term Debt	—	(9,341)	(252,125)
Other, net	818	(324)	(1,431)
Net Cash Flows—Financing Activities	(135,742)	(37,682)	(1,441)
Net Increase (Decrease) in Cash and Cash Equivalents	(49,040)	47,528	8,791
Cash and Cash Equivalents, Beginning of Year	123,918	76,390	67,599
Cash and Cash Equivalents, End of Year	\$74,878	\$123,918	\$76,390

See Note 14 for supplemental cash flow information.

See Notes to Consolidated Financial Statements.

K-77

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UNS ENERGY CORPORATION  
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2013	2012
	Thousands of Dollars	
<b>ASSETS</b>		
Utility Plant		
Plant in Service	\$5,192,122	\$5,005,768
Utility Plant Under Capital Leases	637,957	582,669
Construction Work in Progress	201,959	128,621
Total Utility Plant	6,032,038	5,717,058
Less Accumulated Depreciation and Amortization	(1,982,524	) (1,921,733
Less Accumulated Amortization of Capital Lease Assets	(514,677	) (494,962
Total Utility Plant—Net	3,534,837	3,300,363
Investments and Other Property		
Investments in Lease Equity	36,194	36,339
Other	34,971	36,537
Total Investments and Other Property	71,165	72,876
Current Assets		
Cash and Cash Equivalents	74,878	123,918
Accounts Receivable—Customer	104,596	93,742
Unbilled Accounts Receivable	52,403	53,568
Allowance for Doubtful Accounts	(6,833	) (6,545
Materials and Supplies	88,085	93,322
Deferred Income Taxes—Current	59,681	34,260
Regulatory Assets—Current	52,763	51,619
Fuel Inventory	44,317	62,019
Derivative Instruments	5,629	3,165
Investments in Lease Debt	—	9,118
Other	15,354	33,567
Total Current Assets	490,873	551,753
Regulatory and Other Assets		
Regulatory Assets—Noncurrent	150,584	191,077
Derivative Instruments	1,180	3,801
Other Assets	24,430	20,559
Total Regulatory and Other Assets	176,194	215,437
Total Assets	\$4,273,069	\$4,140,429
See Notes to Consolidated Financial Statements.		

(Continued)

K-78

UNS ENERGY CORPORATION  
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2013	2012
	Thousands of Dollars	
<b>CAPITALIZATION AND OTHER LIABILITIES</b>		
Capitalization		
Common Stock Equity	\$ 1,130,784	\$ 1,065,465
Capital Lease Obligations	149,767	262,138
Long-Term Debt	1,507,070	1,498,442
Total Capitalization	2,787,621	2,826,045
Current Liabilities		
Current Obligations Under Capital Leases	167,659	90,583
Borrowings Under Revolving Credit Facilities	22,000	—
Accounts Payable—Trade	117,503	107,740
Regulatory Liabilities—Current	53,935	43,516
Accrued Taxes Other than Income Taxes	43,880	41,939
Customer Deposits	30,671	34,048
Accrued Employee Expenses	28,148	24,094
Accrued Interest	27,786	31,950
Derivative Instruments	7,534	14,742
Other	17,775	10,517
Total Current Liabilities	516,891	399,129
Deferred Credits and Other Liabilities		
Deferred Income Taxes—Noncurrent	481,662	364,756
Regulatory Liabilities—Noncurrent	302,482	279,111
Pension and Other Retiree Benefits	90,923	159,401
Derivative Instruments	7,100	12,709
Other	86,390	99,278
Total Deferred Credits and Other Liabilities	968,557	915,255
Commitments, Contingencies, and Environmental Matters (Note 7)		
Total Capitalization and Other Liabilities	\$ 4,273,069	\$ 4,140,429
See Notes to Consolidated Financial Statements.		
(Concluded)		

K-79

UNS ENERGY CORPORATION  
CONSOLIDATED STATEMENTS OF CAPITALIZATION

			December 31,	
			2013	2012
			Thousands of Dollars	
<b>COMMON STOCK EQUITY</b>				
Common Stock-No Par Value			\$ 889,301	\$ 882,138
	2013	2012		
Shares Authorized	75,000,000	75,000,000		
Shares Outstanding	41,538,343	41,343,851		
Retained Earnings			247,532	193,117
Accumulated Other Comprehensive Loss			(6,049	) (9,790 )
Total Common Stock Equity			1,130,784	1,065,465
<b>PREFERRED STOCK</b>				
No Par Value, 1,000,000 Shares Authorized, None Outstanding			—	—
<b>CAPITAL LEASE OBLIGATIONS</b>				
Springerville Unit 1			192,871	196,843
Springerville Coal Handling Facilities			27,878	48,038
Springerville Common Facilities			96,677	107,840
Total Capital Lease Obligations			317,426	352,721
Less Current Maturities			(167,659	) (90,583 )
Total Long-Term Capital Lease Obligations			149,767	262,138
<b>LONG-TERM DEBT</b>				
	Maturity	Interest Rate		
UNS Energy:				
Credit Agreement	2016	Variable	54,000	45,000
Tucson Electric Power Company:				
Variable Rate Bonds	2016 - 2032	Variable	214,802	215,300
Fixed Rate Bonds	2020 - 2040	3.85% – 5.75%	1,008,268	1,008,142
UNS Electric and UNS Gas:				
Senior Notes	2015 – 2026	5.39% – 7.10%	200,000	200,000
UNS Electric:				
Term Loan	2015	Variable	30,000	30,000
Total Long-Term Debt			1,507,070	1,498,442
Total Capitalization			\$ 2,787,621	\$ 2,826,045
See Notes to Consolidated Financial Statements.				

UNS ENERGY CORPORATION  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Shares Outstanding	Common Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Thousands of Shares	Thousands of Dollars			
Balances at December 31, 2010	36,542	\$715,687	\$124,838	\$ (9,769)	) \$830,756
Net Income			109,975		109,975
Other Comprehensive Loss, net of tax				(315)	) (315)
Dividends Declared			(62,158)		) (62,158)
Shares Issued for Stock Options	319	8,176			8,176
Shares Issued under Performance Share Awards	57	—			—
Share-based Compensation		2,040			2,040
Balances at December 31, 2011	36,918	725,903	172,655	(10,084)	) 888,474
Net Income			90,919		90,919
Other Comprehensive Income, net of tax				294	294
Dividends Declared			(70,457)		) (70,457)
Shares Issued on Conversion of Notes and Related Tax Effect	4,262	149,805			149,805
Shares Issued for Stock Options	133	3,511			3,511
Shares Issued under Performance Share Awards	31	—			—
Share-based Compensation		2,919			2,919
Balances at December 31, 2012	41,344	882,138	193,117	(9,790)	) 1,065,465
Net Income			127,478		127,478
Other Comprehensive Income, net of tax				3,741	3,741
Dividends Declared			(73,063)		) (73,063)
Shares Issued under Dividend Reinvestment Plan	10	464			464
Shares Issued for Stock Options	127	3,831			3,831
Shares Issued under Performance Share Awards	57	—			—
Share-based Compensation		2,868			2,868
Balances at December 31, 2013	41,538	\$889,301	\$247,532	\$ (6,049)	) \$1,130,784

We describe limitations on our ability to pay dividends in Note 13.

See Notes to Consolidated Financial Statements.

TUCSON ELECTRIC POWER COMPANY  
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
Operating Revenues			
Electric Retail Sales	\$934,357	\$915,879	\$903,930
Electric Wholesale Sales	132,500	111,194	129,861
Other Revenues	129,833	134,587	122,595
Total Operating Revenues	1,196,690	1,161,660	1,156,386
Operating Expenses			
Fuel	325,903	318,901	318,268
Purchased Power	112,452	80,137	105,766
Transmission and Other PPFAC Recoverable Costs	12,233	5,722	(1,435 )
Increase (Decrease) to Reflect PPFAC Recovery Treatment	(12,458 )	31,113	(6,165 )
Total Fuel and Purchased Energy	438,130	435,873	416,434
Operations and Maintenance	335,321	334,553	330,801
Depreciation	118,076	110,931	104,894
Amortization	31,294	39,493	34,650
Taxes Other Than Income Taxes	43,498	40,323	40,199
Total Operating Expenses	966,319	961,173	926,978
Operating Income	230,371	200,487	229,408
Other Income (Deductions)			
Interest Income	120	136	3,567
Other Income	5,770	3,953	5,364
Other Expense	(10,715 )	(13,574 )	(12,064 )
Appreciation in Fair Value of Investments	2,833	1,892	329
Total Other Income (Deductions)	(1,992 )	(7,593 )	(2,804 )
Interest Expense			
Long-Term Debt	56,378	55,038	49,858
Capital Leases	25,140	33,613	40,358
Other Interest Expense	87	1,446	1,127
Interest Capitalized	(2,554 )	(1,782 )	(2,073 )
Total Interest Expense	79,051	88,315	89,270
Income Before Income Taxes	149,328	104,579	137,334
Income Tax Expense	47,986	39,109	52,000
Net Income	\$101,342	\$65,470	\$85,334

See Notes to Consolidated Financial Statements.

TUCSON ELECTRIC POWER COMPANY  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
Comprehensive Income			
Net Income	\$ 101,342	\$ 65,470	\$ 85,334
Other Comprehensive Income (Loss)			
Net Changes in Fair Value of Cash Flow Hedges, net of income tax (expense) benefit of \$(1,793), \$(887), and \$941	2,738	1,354	(1,433 )
SERP Benefit Amortization, net of income tax (expense) benefit of \$(572), \$608, and \$(804)	916	(840 )	1,158
Total Other Comprehensive Income (Loss), Net of Tax	3,654	514	(275 )
Total Comprehensive Income	\$ 104,996	\$ 65,984	\$ 85,059

See Notes to Consolidated Financial Statements.

K-83

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TUCSON ELECTRIC POWER COMPANY  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2013	2012	2011
	Thousands of Dollars		
Cash Flows from Operating Activities			
Cash Receipts from Electric Retail Sales	\$1,020,903	\$1,006,926	\$963,247
Cash Receipts from Electric Wholesale Sales	146,880	124,594	152,618
Cash Receipts from Operating Springerville Units 3 & 4	114,258	107,927	104,754
Reimbursement of Affiliate Charges	23,468	20,926	18,448
Cash Receipts from Gas Wholesale Sales	3,271	4,652	11,825
Interest Received	509	2,025	5,367
Income Tax Refunds Received	77	493	7,492
Other Cash Receipts	25,079	18,850	19,611
Fuel Costs Paid	(280,639)	(313,742)	(271,975)
Payment of Operations and Maintenance Costs	(253,054)	(282,752)	(287,615)
Taxes Other Than Income Taxes Paid, Net of Amounts Capitalized	(144,849)	(147,859)	(139,728)
Purchased Power Costs Paid	(115,008)	(81,328)	(117,224)
Wages Paid, Net of Amounts Capitalized	(110,995)	(104,955)	(100,942)
Interest Paid, Net of Amounts Capitalized	(52,589)	(52,125)	(45,433)
Capital Lease Interest Paid	(22,553)	(28,786)	(32,103)
Income Taxes Paid	—	(1,796)	(2,346)
Wholesale Gas Cost Paid	—	—	(11,822)
Other Cash Payments	(8,567)	(5,131)	(5,880)
Net Cash Flows—Operating Activities	346,191	267,919	268,294
Cash Flows from Investing Activities			
Capital Expenditures	(252,848)	(252,782)	(351,890)
Purchase of Intangibles—Renewable Energy Credits	(23,280)	(8,889)	(5,111)
Return of Investments in Springerville Lease Debt	9,104	19,278	38,353
Change in Restricted Cash	4,134	(1,445)	—
Other, net	3,228	15,957	6,637
Net Cash Flows—Investing Activities	(259,662)	(227,881)	(312,011)
Cash Flows from Financing Activities			
Proceeds from Borrowings Under Revolving Credit Facility	78,000	189,000	220,000
Repayments of Borrowings Under Revolving Credit Facility	(78,000)	(199,000)	(210,000)
Payments of Capital Lease Obligations	(99,621)	(89,452)	(74,343)
Dividends Paid to UNS Energy	(40,000)	(30,000)	—
Proceeds from Issuance of Long-Term Debt	—	149,513	260,285
Repayments of Long-Term Debt	—	(6,535)	(172,460)
Equity Investment from UNS Energy	—	—	30,000
Other, net	(1,316)	(1,539)	—