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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES

AZ CORP COMMISSION  
DOCUMENT CONTROL

Arizona Corporation Commission

**DOCKETED**

MAY - 4 2004

DOCKETED BY 

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

**DOCKET NO. SW-03575A-03-0586**

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

**DOCKET NO. W-03576A-03-0586**

**COMPLIANCE FILING**

Under A.R.S. § 29-633(B), a limited liability company must amend its articles of organization if there is a change in the persons or entities owning twenty percent or more of the capital or profits interest of the limited liability company. Under A.A.C. R14-2-510(D), a utility shall file with the Arizona Corporation Commission ("Commission") a written statement of any change in the agent or employee responsible for the general management of the utility's operations in Arizona. In a transaction that closed February 2, 2004, Global Water Resources purchased all ownership interests in Santa Cruz Water Company and Palo Verde Utilities Company from Phoenix Capital Partners and Phoenix Utility Management. Pursuant to A.R.S. § 29-633(B), Santa Cruz Water Company and Palo Verde Utilities Company filed with the Arizona Corporation Commission on April 28, 2004, the following: (i) Articles of Amendment to their respective Articles of Organization; and (ii) Statements of Change of Registered Office and Statutory Agent. Copies of the documents filed for Santa Cruz Water Company are attached

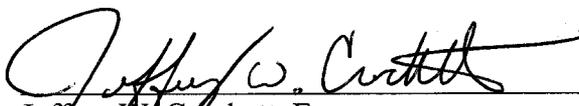
1 hereto as Attachment "A" and copies of the documents filed for Palo Verde Utilities Company are  
2 attached hereto as Attachment "B."

3 Pursuant to A.A.C. R14-2-510(D), Santa Cruz Water Company and Palo Verde Utilities  
4 Company hereby notify the Commission that the name and address of the new office agent and  
5 manager of the companies is:

6 Trevor T. Hill  
7 22601 North 19th Avenue  
8 Suite 210  
9 Phoenix, Arizona 85027

10 RESPECTFULLY submitted this 4th day of May, 2004.

11 SNELL & WILMER

12   
13 Jeffrey W. Crockett, Esq.

14 One Arizona Center  
15 Phoenix, Arizona 85004-2202  
16 Attorneys for Palo Verde Utilities Company  
17 and Santa Cruz Water Company

18 ORIGINAL and fifteen (15) copies  
19 of the foregoing have been filed with  
20 Docket Control this 4th day of  
21 May, 2004.

22 A COPY of the foregoing was  
23 been hand delivered this 4th day of  
24 May, 2004, to:

25 Dwight D. Nodes  
26 Hearing Division  
ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
Phoenix, Arizona 85007

1 Jim Fisher, Executive Consultant  
Utilities Division  
2 ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
3 Phoenix, Arizona 85007

4 A COPY of the foregoing was  
5 mailed this 4th day of May,  
6 2004, to:

7 Brent D. Butcher  
3975 S. Highland Drive, #6  
8 Salt Lake City, Utah 48124

9 Kent A. Hogan  
3799 E. Catamount Ridge Way  
10 Sandy, Utah 84092

11 Clare H. Abel, Esq.  
12 BURCH & CRACCHIOLO, P.A.  
702 East Osborn Road  
13 Phoenix, Arizona 85014  
14 Attorneys for HAM Maricopa, LLC, Desert  
Cedars Equities, LLC, and Solutions  
15 Maricopa, LLC

16 Richard L. Sallquist, Esq.  
SALLQUIST & DRUMMOND  
17 2525 East Arizona Biltmore Circle, Suite 117  
Phoenix, Arizona 85016  
18 Attorneys for Sonoran Utility Services, LLC

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# **ATTACHMENT A**

RECEIVED  
APR 28 2004  
ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
SANTA CRUZ WATER COMPANY, LLC**

**FIRST:** The name of the limited liability company is Santa Cruz Water Company, LLC.

**SECOND:** The Articles of Organization were initially filed with the Arizona Corporation Commission on June 15, 2001.

**THIRD:** Article 2. of the Articles of Organization is amended in its entirety to read as follows:

"2. Office Agent. The address of the Company's registered office in Arizona is 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027. The name and business address of the Company's statutory agent is Trevor T. Hill, 22601 North 19th Avenue, Suite 210, Phoenix, Arizona 85027."

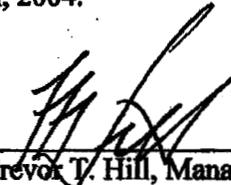
**FOURTH:** Article 3. of the Articles of Organization is amended in its entirety to read as follows:

"3. Management. Management of the Company is vested in a manager or managers. The name and address of the manager on the date hereof is Trevor Hill, 22601 North 19th Avenue, Suite 210, Phoenix, Arizona 85027."

**FIFTH:** Article 4. of the Articles of Organization is amended in its entirety to read as follows:

"4. Name and Address of Sole Member. The sole member of the Company is Global Water Resources, LLC, 22601 North 19th Avenue, Suite 210, Phoenix, Arizona 85027."

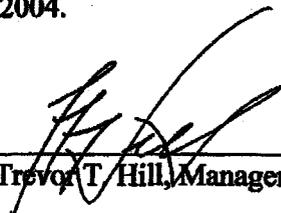
DATED as of this 28 day of April, 2004.

  
\_\_\_\_\_  
Trevor T. Hill, Manager

**STATEMENT OF CHANGE  
OF  
REGISTERED OFFICE  
AND  
STATUTORY AGENT  
BY  
SANTA CRUZ WATER COMPANY, LLC**

- FIRST:** The name of the limited liability company is Santa Cruz Water Company, LLC.
- SECOND:** The address of current registered office of the limited liability company is 426 N. 44<sup>th</sup> Street, Suite 200, Phoenix, Arizona 85008.
- THIRD:** The address of the registered office is to be changed. The new registered office is 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027.
- FOURTH:** The name and address of the current statutory agent is Roberts Rowley Chapman Ltd., 63 E. Main St. #501, Mesa, Arizona 85201.
- FIFTH:** The statutory agent is to be changed. The name and address of the new statutory agent is Trevor T. Hill, 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027.

DATED this 28 day of April, 2004.

  
\_\_\_\_\_  
Trevor T. Hill, Manager

**CONSENT TO ACT AS STATUTORY AGENT**

Trevor T. Hill, having been designated to act as Statutory Agent for Santa Cruz Water Company, LLC, hereby consents to act in that capacity until removal or resignation is submitted in accordance with applicable law.

DATED this 28 day of April, 2004.

  
\_\_\_\_\_  
Trevor T. Hill





# **ATTACHMENT B**

RECEIVED

APR 28 2004

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
PALO VERDE UTILITIES COMPANY, LLC**

**FIRST:** The name of the limited liability company is Palo Verde Utilities Company, LLC.

**SECOND:** The Articles of Organization were initially filed with the Arizona Corporation Commission on June 15, 2001.

**THIRD:** Article 2. of the Articles of Organization is amended in its entirety to read as follows:

"2. Office Agent. The address of the Company's registered office in Arizona is 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027. The name and address of the Company's statutory agent is Trevor Hill, 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027."

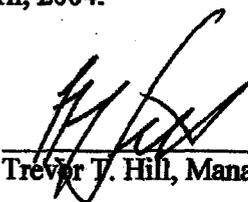
**FOURTH:** Article 3. of the Articles of Organization is amended in its entirety to read as follows:

"3. Management. Management of the Company is vested in a manager or managers. The name and address of the manager on the date hereof is Trevor Hill, 22601 North 19th Avenue, Suite 210, Phoenix, Arizona 85027."

**FIFTH:** Article 4. of the Articles of Organization is amended in its entirety to read as follows:

"4. Name and Address of Sole Member. The sole member of the Company is Global Water Resources, LLC, 22601 North 19th Avenue, Suite 210, Phoenix, Arizona 85027."

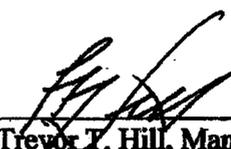
DATED as of this 20 day of April, 2004.

  
\_\_\_\_\_  
Trevor T. Hill, Manager

**STATEMENT OF CHANGE  
OF  
REGISTERED OFFICE  
AND  
STATUTORY AGENT  
BY  
PALO VERDE UTILITIES COMPANY, LLC**

- FIRST:** The name of the limited liability company is Palo Verde Utilities Company, LLC.
- SECOND:** The address of current registered office of the limited liability company is 426 N. 44<sup>th</sup> Street, #200, Phoenix, Arizona 85008.
- THIRD:** The address of the registered office is to be changed. The new registered office is 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027.
- FOURTH:** The name and address of the current statutory agent is Roberts Rowley Chapman Ltd., 63 E. Main Street #501, Mesa, Arizona 85201.
- FIFTH:** The statutory agent is to be changed. The name and address of the new statutory agent is Trevor T. Hill, 22601 North 19<sup>th</sup> Avenue, Suite 210, Phoenix, Arizona 85027.

DATED this 20 day of April, 2004.

  
\_\_\_\_\_  
Trevor T. Hill, Manager

**CONSENT TO ACT AS STATUTORY AGENT**

Trevor T. Hill, having been designated to act as Statutory Agent for Palo Verde Utilities Company, LLC, hereby consents to act in that capacity until removal or resignation is submitted in accordance with applicable law.

DATED this 28 day of April, 2004.



---

Trevor T. Hill



HOME OFFICE  
**BANK ONE**  
PHOENIX, ARIZONA

**Snell & Wilmer**  
L.L.P.  
ONE ARIZONA CENTER  
PHOENIX, ARIZONA 85004-2202

CHECK No 297771

DATE April 28, 2004 AMOUNT \$40.00

**NOT TO EXCEED \$250.00**

FORTY DOLLARS AND 00/100

PAY TO THE ORDER OF

ARIZONA CORPORATION COMMISSION

**Snell & Wilmer**  
L.L.P.

VOID IF NOT PROCESSED IN 90 DAYS

*[Signature]*

⑈ 297771⑈ ⑆ 1222100024⑆

⑆ 290⑈ 371⑈

DESCRIPTION	ACCOUNT NO.	AMOUNT
Expedited filing fee - Statement of Change for Palo Verde Utilities Company, LLC	45596.0001 MMD	\$40.00

**Snell & Wilmer**  
L.L.P.  
ONE ARIZONA CENTER  
PHOENIX, ARIZONA 85004-2202  
(602) 382-6000

PLEASE DETACH THIS STATEMENT BEFORE DEPOSITING CHECK

THIS CHECK IS TENDERED IN PAYMENT OF ITEMS LISTED