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BEFORE THE ARIZONA CORPORATION

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AZ CORP COMMISSION  
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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  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67240  
(Acquisition Schedule)**

Global Water Resources, LLC, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule.

RESPECTFULLY submitted this 14<sup>th</sup> day of April 2005.

ROSHKA HEYMAN & DEWULF, PLC

By

Raymond S. Heyman  
Michael W. Patten  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004  
(602) 256-6100

Arizona Corporation Commission

**DOCKETED**

APR 14 2005

DOCKETED BY

**ROSHKA HEYMAN & DEWULF, PLC**  
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1 Original + 15 copies of the foregoing  
filed this 14th day of April 2005, with:

2  
3 Docket Control  
4 ARIZONA CORPORATION COMMISSION  
1200 West Washington  
Phoenix, Arizona 85007

5 Copies of the foregoing hand-delivered/mailed  
this 14th day of April 2005, to:

6  
7 Dwight D. Nodes, Esq.  
8 Administrative Law Judge  
9 Hearing Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

10 Christopher C. Kempley  
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20 By Mary Depolite  
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Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

**PART 1**

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

Cave Creek Water Company, Inc. (CCWC) – Acquisition Date 3 March 2005

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

**PART 2**

As of this date, the capital structures of Palo Verde Utilities Company, LLC (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$12,554,016	100%	\$4,943,776	100%
	<b>\$12,544,016</b>	<b>100%</b>	<b>\$4,943,776</b>	<b>100%</b>

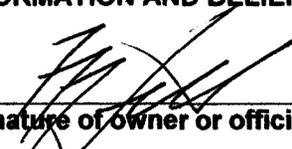
	CCWC	
	Amount	%
Long-Term Debt*	\$0	0%
Equity**	\$2,462,504	100%
	<b>\$2,462,504</b>	<b>100%</b>

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Returned Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

**WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.**

X  11 Apr 05  
Signature of owner or official/date

X  11 Apr 05  
Signature of owner or official/date