



BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

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

IN THE MATTER OF THE APPLICATION OF
COTTONWOOD WATER WORKS, INC. FOR
APPROVAL OF THE TRANSFER OF ASSETS
AND FOR CANCELLATION OF THE
CERTIFICATE OF CONVENIENCE AND
NECESSITY

DOCKET NO. W-01045A-05-0578

NOTICE OF FILING CERTIFICATE
OF RESOLUTION

On August 9, 2005, Cottonwood Water Works, Inc., ("CWW" or "Company") filed an application ("Application") for approval of the transfer of assets to the City of Cottonwood ("Cottonwood") and the Town of Clarkdale ("Clarkdale"), and for cancellation of CWW's certificate of convenience and necessity. Attached to the Application as Exhibit "A" was a copy of the August 2, 2005, Asset Purchase Agreement between CWW, Cottonwood and Clarkdale. Attached hereto is a copy of the Certificate of the Secretary of CWW certifying that the shareholders of CWW approved that Asset Purchase Agreement at the Company's annual meeting held August 17, 2005.

Respectfully submitted this 18th day of August, 2005.

SNELL & WILMER L.L.P.

Deborah R. Scott
Jeffery W. Crockett
One Arizona Center
400 East Van Buren
Phoenix, Arizona 85004-2202
Attorneys for Cottonwood Water Works, Inc.

RECEIVED

2005 AUG 18 P 12: 26

AZ CORP COMMISSION
DOCUMENT CONTROL

Snell & Wilmer

L.L.P.
LAW OFFICES
One Arizona Center, 400 E. Van Buren
Phoenix, Arizona 85004-2202
(602) 382-6000

1 **ORIGINAL and 13 copies of the foregoing**
2 filed this 18th day of August 2005, with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington
6 Phoenix, AZ 85007

7 A COPY of the foregoing was hand-delivered
8 this 18th day of August 2005, to:

9 Lyn Farmer
10 Chief Administrative Law Judge
11 Hearing Division
12 ARIZONA CORPORATION COMMISSION
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Christopher C. Kempley, Chief Counsel
16 Legal Division
17 ARIZONA CORPORATION COMMISSION
18 1200 West Washington Street
19 Phoenix, Arizona 85007

20 Ernest G. Johnson, Director
21 Utilities Division
22 ARIZONA CORPORATION COMMISSION
23 1200 West Washington Street
24 Phoenix, Arizona 85007

25 
26 _____

CERTIFICATE OF SECRETARY

I, Audra G. Backus, hereby certify that:

I am the duly elected, qualified and acting Secretary of Cottonwood Water Works, Inc. (the "Corporation").

The following resolution is a full, true and correct copy of a resolution duly adopted by the shareholders of the Corporation at the duly noticed Annual Meeting of the Corporation on August 17, 2005:

RESOLVED, that the shareholders of the Corporation hereby approve the Asset Purchase Agreement among the Corporation, the City of Cottonwood Municipal Property Corporation, the City of Cottonwood, and the Town of Clarkdale, and the transactions contemplated thereby including the sale of certain assets of the Corporation in exchange for cash in the amount of \$11,710,687, subject to adjustments.

I further certify that the above resolution is a full, true and correct copy of the original resolution adopted at the above-referenced meeting and entered into the minutes and that the resolution has not been amended, modified or rescinded since the date of adoption, and is now in full force and effect.

Dated: August 17, 2005

COTTONWOOD WATER WORKS, INC.


Audra G. Backus, Secretary

