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BEFORE THE ARIZONA CORPORATION COMMISSION

DOCKETED

WILLIAM A. MUNDELL  
CHAIRMAN  
JIM IRVIN  
COMMISSIONER  
MARC SPITZER  
COMMISSIONER

MAR 25 2002

DOCKETED BY

IN THE MATTER OF THE APPLICATION OF  
ARIZONA WATER COMPANY FOR AN ORDER  
AUTHORIZING THE EXECUTION OF A LOAN  
AGREEMENT AND THE DELIVERY OF A  
PROMISSORY NOTE IN CONNECTION  
THEREWITH.

DOCKET NO. W-01445A-01-0408

DECISION NO. 64663

ORDER

Open Meeting  
March 19 and 20, 2002  
Phoenix, Arizona

BY THE COMMISSION:

Having considered the entire record herein and being fully advised in the premises, the Commission finds, concludes, and orders that:

FINDINGS OF FACT

1. On May 11, 2001, Arizona Water Company ("Arizona Water or "Company") filed an application with the Arizona Corporation Commission ("Commission") requesting authority to execute a loan agreement and for delivery of a promissory note.

2. Arizona Water is an Arizona corporation which owns and operates 18 separate water systems in Cochise, Coconino, Gila, Maricopa, Navajo, Pima, Pinal and Yavapai Counties, Arizona. Arizona Water is a wholly owned subsidiary of Utility Investment Company, which is a wholly owned subsidiary of United Resources, Inc. The Company provides water service to approximately 60,000 customers.

3. In 1997, Arizona Water entered into a Business Loan Agreement ("1997 Loan Agreement") with Bank of America that established a line of credit in an amount not to exceed \$9 million. In Decision No. 60272, dated July 2, 1997, the Commission approved the 1997 Loan Agreement. The Commission has approved eight amendments to the 1997 Loan Agreement during the period of 1998 through 2000, which amendments approved extensions and increases for the line of credit.

1           4.       In Decision No. 62844, dated August 24, 2000, the Commission approved the eighth  
2 amendment to the 1997 Loan Agreement authorizing the Company to increase its line of credit to an  
3 amount not to exceed \$14 million. In that same Decision, the Commission also ordered that Arizona  
4 Water's next financing application should be in the form of equity or long-term debt. The Company  
5 subsequently issued and sold \$15 million of General Mortgage Bonds, and used a portion of the  
6 proceeds to reduce its short-term debt. Arizona Water had no short-term debt balance as of April 13,  
7 2001.

8           5.       On May 11, 2001, Arizona Water filed an application seeking a ninth amendment to  
9 the 1997 Loan Agreement. The Company's application sought authorization to extend the line of  
10 credit by an additional \$2 million. On June 1, 2001, Arizona Water filed certification of publication  
11 of its financing application.

12           6.       On December 7, 2001, Arizona Water filed an amendment to its financing application.  
13 The Company seeks to increase the \$2 million originally requested to \$5 million.

14           7.       According to the application, Arizona Water intends to use the proceeds of the  
15 financing to reimburse the Company for funds spent on capital improvements and additions to utility  
16 plant in Arizona, and to reimburse its parent company for short-term indebtedness that may be  
17 outstanding on or after the effective date of the amendment to the 1997 Loan Agreement. The Staff  
18 Report indicates that the financing request is also needed because net income and advances in aid of  
19 construction are lower than originally forecasted.

20           8.       The revolving line of credit would be in an amount not to exceed \$5 million and  
21 would be effective from the date of a signed Commission Order until May 31, 2002. The interest rate  
22 would be based on the timing and amount of draws on the line of credit. As of October 3, 2001, the  
23 interest rate options available to the Company were the Bank of America's Reference Rate (5.25  
24 percent), Bank of America's Fixed Rate (3.41 to 3.53 percent), and the LIBOR rate (3.41 to 3.53  
25 percent).

26           9.       On January 28, 2002, Staff of the Commission filed its Staff Report recommending  
27 approval without a hearing. According to Staff's analysis, Arizona Water had operating income of \$7  
28 million for the year ending December 31, 2000, and a capital structure consisting of 19 percent short-

1 term debt, 13 percent long-term debt, and 68 percent equity. On March 12, 2002, Staff filed a revised  
2 Schedule CSB-1. Staff's revised analysis shows that if the Company were to draw the entire \$5  
3 million requested in its application, pro forma short-term debt would be 6.58 percent, long-term debt  
4 would be 30.29 percent, and the equity component would be 63.13 percent.

5 10. Staff states that Arizona Water had a times interest earned ratio ("TIER") of 7.24 and  
6 a debt service coverage ("DSC") ratio of 7.33 as of December 31, 2000. The TIER represents the  
7 number of times earnings will cover interest expense on long-term debt. The DSC represents the  
8 number of times internally generated cash will cover required principal and interest payments on  
9 long-term debt.

10 11. According to Staff's revised schedule, the pro forma effect of the proposed \$5 million  
11 line of credit will decrease the Company's TIER and DSC ratios to 4.68 and 4.11, respectively, based  
12 on a worst case short-term interest rate of 5.25 percent under the agreement with Bank of America.

13 12. Based on its review, Staff concludes that the proposed financing is for lawful  
14 purposes, within the Company's corporate powers, is compatible with the public interest, sound  
15 financial practices and proper service performance, and will not impair Arizona Water's ability to  
16 perform that service. Staff recommends that the Company's application be approved.

#### 17 CONCLUSIONS OF LAW

18 1. Arizona Water is a public service corporation within the meaning of Article XV of the  
19 Arizona Constitution and A.R.S. §§ 40-301 and 40-302.

20 2. The Commission has jurisdiction over Arizona Water and the subject matter of the  
21 application.

22 3. Staff's recommendations set forth in Finding of Fact No. 12 is reasonable and should  
23 be adopted.

24 4. The financing approved herein is for lawful purposes, within Arizona Water's  
25 corporate powers, is compatible with the public interest, with sound financial practices, and with the  
26 proper performance by Arizona Water as a public service corporation, and will not impair Arizona  
27 Water's ability to perform that service.

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1 IT IS FURTHER ORDERED that Arizona Water Company shall file with the Commission  
2 copies of all executed financing documents setting forth the terms of the financing, within 30 days of  
3 obtaining such financing.

4 IT IS FURTHER ORDERED that this Decision shall become effective immediately.

5 BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

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8 CHAIRMAN

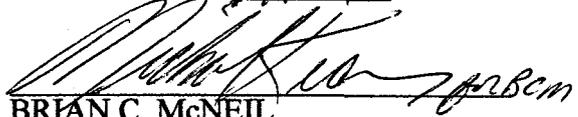
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10 COMMISSIONER

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12 COMMISSIONER

13 IN WITNESS WHEREOF, I, BRIAN C. McNEIL, Executive  
14 Secretary of the Arizona Corporation Commission, have  
15 hereunto set my hand and caused the official seal of the  
16 Commission to be affixed at the Capitol, in the City of Phoenix,  
17 this 25<sup>th</sup> day of MARCH, 2002.

18 

19 BRIAN C. McNEIL  
20 EXECUTIVE SECRETARY

21 DISSENT \_\_\_\_\_  
22 DDN:dap

1 SERVICE LIST FOR: ARIZONA WATER COMPANY

2 DOCKET NO. W-01445A-01-0408

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4 Robert W. Geake  
ARIZONA WATER COMPANY  
P.O. Box 29006  
5 Phoenix, Arizona 85038-9006

6 Christopher Kempsey, Chief Counsel  
Legal Division  
7 ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
8 Phoenix, Arizona 85007

9 Ernest G. Johnson, Director  
Utilities Division  
10 ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
11 Phoenix, Arizona 85007

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