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BEFORE THE ARIZONA CORPORATION COMMISSION

2001 OCT 11 11 3: 58

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2 WILLIAM A. MUNDELL
3 Chairman

Arizona Corporation Commission

AZ CORP COMMISSION
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4 JIM IRVIN
5 Commissioner

OCT 19 2001

6 MARC SPITZER
7 Commissioner

DOCKETED BY

8 IN THE MATTER OF THE APPLICATION OF
9 CITIZENS COMMUNICATIONS COMPANY,
10 AGUA FRIA DIVISION FOR (1) AN EXTENSION
11 OF THE AREA COVERED BY ITS EXISTING
12 CERTIFICATE OF CONVENIENCE AND
13 NECESSITY, (2) APPROVAL OF THE
14 CATERPILLAR PROPERTY WATER/WASTE-
15 WATER AGREEMENT, (3) APPROVAL OF THE
16 TARIFF FOR THE WATER FACILITIES HOOK-UP
17 FEE, (4) APPROVAL OF THE TARIFF FOR
18 GENERAL NON-POTABLE WATER SERVICE,
19 AND (5) APPROVAL OF RULE NO. 12
20 APPLICABLE TO NON-POTABLE WATER
21 SERVICE

DOCKET NO. W-01032B-00-1043

22 IN THE MATTER OF THE APPLICATION OF
23 CITIZENS WATER SERVICES COMPANY OF
24 ARIZONA FOR (1) AN EXTENSION OF THE
25 AREA COVERED BY ITS EXISTING
26 CERTIFICATE OF CONVENIENCE AND
NECESSITY FOR WASTEWATER SERVICE, (2)
APPROVAL OF THE CATERPILLAR PROPERTY
WATER/WASTEWATER AGREEMENT, AND (3)
APPROVAL OF THE TARIFF FOR THE
WASTEWATER FACILITIES HOOK-UP FEE.

DOCKET NO. SW-03454A-00-1043

CATERPILLAR FOUNDATION'S
JOINER IN DMB WHITE TANK
L.L.C.'s BRIEF

21 The Caterpillar Foundation, an Illinois non-profit corporation ("CF"), is the owner of
22 approximately 8,635 acres of land (the "Caterpillar Property") located off Interstate 10 next to
23 the White Tank Mountains within the Town of Buckeye. CF is a private foundation which
24 contributes to a variety of charitable organizations and activities.

25 CF has entered into an agreement with DMB White Tank, L.L.C. ("DMB") under
26 which DMB will purchase the Caterpillar Property from CF, subject to certain conditions

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1 precedent, and will develop the Caterpillar Property as a master-planned community to be
2 known as Whitestone. Obviously, the continuing viability of DMB's Whitestone development
3 significantly contributes to the value of CF's Caterpillar Property, and by extension, CF's
4 ability to fund its charitable activities.

5 On December 20, 2000, Citizens Communications Company, Agua Fria Division, and
6 Citizens Water Services Company of Arizona (collectively, "Citizens") filed with the Arizona
7 Corporation Commission a joint application to extend their respective Certificates of
8 Convenience and Necessity ("CC&N") to provide water and wastewater service to the
9 Caterpillar Property. On September 19, 2001, the Commission's Administrative Law Judge
10 ("ALJ") issued his recommended Opinion and Order finding that there is a public need and
11 necessity for water and wastewater services in the proposed extension area and that Citizens is a
12 fit and proper entity to receive an extension of its water and wastewater certificates. See
13 Recommended Opinion and Order dated September 19, 2001, Conclusions of Law ¶¶ 4 and 5.

14 During the Commission's October 2, 2001, Open Meeting, the Hearing Division was
15 directed by the Commission to gather additional information regarding Citizens' application.
16 On October 11, 2001, CF filed its Motion to Intervene in order that CF might file comments in
17 support of the ALJ's recommended Opinion and Order. Although CF's Motion to Intervene
18 has not yet been granted, no objections were filed to the intervention, and CF anticipates that
19 the ALJ will grant its Motion to Intervene.

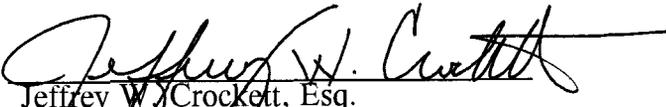
20 As the legal owner of the Caterpillar Property which is the subject of the sale to DMB,
21 CF fully supports the ALJ's Conclusions of Law in his Recommended Opinion and Order that a
22 public need and necessity exists for water and wastewater services within the Caterpillar
23 Property and that Citizens is a fit and proper entity to provide such services. Further, CF fully
24 agrees with the arguments outlined in the Brief of DMB White Tank, L.L.C., filed this day,
25 and joins in DMB's brief.

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RESPECTFULLY SUBMITTED this 19th day of October, 2001.

SNELL & WILMER

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ORIGINAL and 10 copies filed this
19th day of October, 2001, with:

Docket Control
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COPY of the foregoing hand-delivered
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