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BEFORE THE ARIZONA CORPORATION COMMISSION

KRISTIN K. MAYES
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER

JEFF HATCH-MILLER
CHAIRMAN

MARC SPITZER
COMMISSIONER

MIKE GLEASON
COMMISSIONER

RECEIVED
2006 MAR -2 P 12:14
AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF THE APPLICATION
OF GOODMAN WATER COMPANY FOR
AN EXTENSION OF ITS CERTIFICATE OF
CONVENIENCE AND NECESSITY

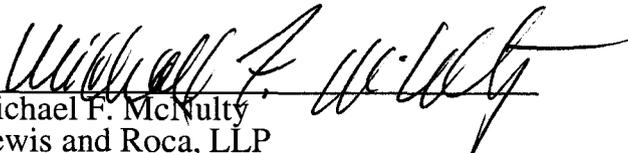
Docket No. W-02500a-05-0443
Decision No. 68444

**FILING OF PINAL COUNTY
FRANCHISE**

In compliance with the Commission's Decision No. 68444, enclosed is a copy of the approved water utility franchise for the extension of Goodman Water Company's Certificate of Convenience & Necessity. The Franchise was approved by the Pinal County Board of Supervisors on September 21, 2005.

RESPECTFULLY SUBMITTED this 1st day of March, 2006.

LEWIS AND ROCA


Michael F. McNulty
Lewis and Roca, LLP
One South Church Avenue, Suite 700
Tucson, Arizona 85701-1611
Attorneys for Goodman Water Company

LEWIS
AND
ROCA
LLP

LAWYERS

1 ORIGINAL AND thirteen (13) copies
2 of the foregoing hand-delivered via DHL
3 this 1st day of March, 2006, to

4 Arizona Corporation Commission
5 Utilities Division – Docket Control
6 1200 W. Washington Street
7 Phoenix, Arizona 85007

8 COPY of the foregoing delivered via U.S. Mail
9 this 1st day of March, 2006, to:

10 Goodman Water Company
11 6340 North Campbell Avenue, Suite 278
12 Tucson, Arizona 85718

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**AGENDA FORM
FOR
PINAL COUNTY BOARD of SUPERVISORS**

Budgeted: N/A
 Generates Revenue for County: No
 Revenue Generated : N/A
 Uses County Funds: No
 Source of Funds: N/A
 Cost to County: N/A
 Reduces/Contains: N/A
 Expenditure Reduced:/Contained: N/A

Competitive negotiations (PC1-347 D1) N/A
 Two step competitive negotiation (PC1-347 D2) N/A
 Review of Qualifications (PC1-347D3) N/A
 Multi step sealed bidding (PC1-326) N/A
 Intergovernmental Agreement (PC1-1003) N/A
 Competitive sealed proposals RFP (PC1-329) N/A
 Expenditures for County: Other (PC1-____) N/A

1. REQUESTED BY:
 Fund No: 10 Dept No: 1037 Dept. Name: Special Services Director: Gary Medina

2. BRIEF DESCRIPTION OF AGENDA ITEM AND REQUESTED BOARD ACTION: **Agenda Item for September 21, 2005**
9:30 a.m. PUBLIC HEARING to discuss, approve or disapprove the expansion of the Goodman Water Company water utility franchise. The requested franchise expansion area is located in a portion of the West 1/2 of Section 32, Township 10 South, Range 14 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

3. MOTION: It is moved that the Pinal County Board of Supervisors ...
SUGGESTED MOTION: Approve the First Amended Goodman Water Company Franchise expansion/amendment document and further move that the Board authorize its Chairman and Clerk to execute the documents as presented.

4. DEPARTMENT:
 Action recommended by Gary D. Medina Date 9-6-05

7. DEPUTY COUNTY MANAGER:
 Date 9-7-05
 Approve Disapprove

5. GRANTS AND CONTRACTS ADMINISTRATOR:
 Date _____
 Approve Disapprove

8. PURCHASING DEPARTMENT:
 Date _____
 Approve Disapprove

6. COUNTY ATTORNEY'S OFFICE:
[Signature] Date 9/6/05
 Approved as to form and within the powers and authority granted under the laws of the State of Arizona to the Pinal County Board of Supervisors.

9. FINANCE OFFICE:
 Date _____
 Approve Disapprove

10. COUNTY MANAGER: _____
 Date _____
 APPROVE DISAPPROVE

11. BOARD OF SUPERVISORS:
 Action Taken: Approve Amend Disapprove Delete

CHAIRMAN: Standie Smith Date 9/21/05

CLERK OF THE BOARD: Sheri Cluff, Deputy Clerk Date 9/21/05

7



OFFICIAL RECORDS OF
PINAL COUNTY RECORDER
LAURA DEAN-LYTTLE

When recorded mail to:

Clerk of the Board
P.O. Box 827
Florence, Arizona 85232

DATE/TIME: 10/19/05 1246
FEE: \$0.00
PAGES: 7
FEE NUMBER: 2005-142597

Expansion and Amendment Of The Goodman Water Company Franchise

WHEREAS, Goodman Water Company had received a domestic water franchise from Pinal County on August 31, 1987 to establish and maintain domestic water services in Pinal County, see document number 1473-688 in the Office of the Pinal County Recorder (hereinafter "Original Franchise").

WHEREAS, Goodman Water Company, an Arizona Corporation, duly authorized to conduct business in the State of Arizona, has duly filed and presented to the Board of Supervisors of the County of Pinal, State of Arizona, its application for expansion of the Original Franchise for the purpose of constructing, operating and maintaining domestic water lines and related appurtenances along, under and across the public streets, alleys and highways, except federal and state highways, within the unincorporated area of Pinal County, Arizona, as described in Exhibit "A" attached hereto (hereinafter "Expansion").

WHEREAS, upon filing of Goodman Water Company's application for the Expansion, the Board of Supervisors of Pinal County ordered a public notice of its intent to consider the granting of the Expansion to be published in a newspaper of general circulation, in Pinal County, Arizona, stating the time and place for consideration of the Expansion was set for 9:30 a.m. on September 21, 2005, at the Pinal County Board of Supervisors' Hearing Room, Administration Building A, Florence, Arizona.

WHEREAS, said application for the Expansion and Amendment having come on regularly for hearing at 9:30 a.m. on September 21, 2005; and it appearing from the affidavit of the publisher of the Florence Reminder & Blade Tribune that due and regular notice of said time and place set for the consideration of such action has been published for at least once a week for three consecutive weeks prior to said hearing date, to-wit: in the issues of the Florence Reminder & Blade Tribune, published on September 1, 2005, September 8, 2005 and September 15, 2005 and the San Manuel Miner published on August 31, 2005, September 7, 2005, and September 14, 2005; and the matter being called for hearing at 9:30 a.m., on September 21, 2005, and an opportunity having been given to all interested parties to be heard.

WHEREAS, the Board of Supervisors of Pinal County has the power to amend an existing franchise under its general police powers in such matters.

First Amended
Goodman Water Company Franchise

87-28746

NOW, THEREFORE,

Section 1: DEFINITIONS

The following terms used in this expansion and amendment of the Original Franchise shall have the following meanings:

- A. County: Pinal County, Arizona
- B. Board: Board of Supervisors of Pinal County, Arizona.
- C. Grantor: Pinal County, by and through its Board of Supervisors
- D. Grantee: Goodman Water Company, an Arizona Corporation, its successors and assigns
- E. Grantee's Facilities: domestic water lines and related appurtenances

Section 2: GRANT

Grantor, on September 21, 2005, hereby grants to Grantee, for a period of time not to exceed the Original Franchise, this expanded and amended franchise (hereinafter "First Amended Franchise") for the purpose of constructing, operating and maintaining domestic water lines and related appurtenances along, under and across public streets, alleys and highways, except federal and state highways, under the terms and conditions set forth herein within the unincorporated area of Pinal County, Arizona, as described in the Expansion and the Original Franchise (hereinafter "Franchise Area").

Section 3: ACCEPTANCE BY GRANTEE / EFFECTIVE DATE FRANCHISE

The First Amended Franchise shall be accepted by Grantee by written instrument in the form attached hereto as Exhibit "B" (hereinafter "Acceptance"), executed and acknowledged by it as a deed is required to be, and filed with the Clerk of the Pinal County Board of Supervisors within thirty days after the date this First Amended Franchise is accepted by County. This First Amended Franchise shall be effective upon delivery of the Acceptance to the Clerk of the Pinal County Board of Supervisors in the form required and within the time specified above.

Section 4: LIMITS ON GRANTEE'S RECOURSE

- A. Grantee by its acceptance of the First Amended Franchise acknowledges such acceptance relies upon grantee's own investigation and understanding of the power and authority of the County to grant said franchise. Grantee by its acceptance of the First Amended Franchise accepts the validity of the terms and conditions of the First Amended Franchise in their entirety and agrees it will not, at

any time, proceed against County in any claim or proceeding challenging any term or provision of the First Amended Franchise as unreasonable, arbitrary or void, or that County did not have the authority to impose such term or condition.

B. Grantee by accepting the First Amended Franchise acknowledges that it has not been induced to accept the same by any promise, verbal or written, by or on behalf of County or by any third person regarding any term or condition of the First Amended Franchise not expressed therein. Grantee by its acceptance of the First Amended Franchise further pledges that no promise or inducement, oral or written, has been made to any employee or official of County regarding receipt of the First Amended Franchise.

C. Grantee by its acceptance of the First Amended Franchise further acknowledges that it has carefully read the terms and conditions of the First Amended Franchise and accepts without reservation the obligations imposed by the terms and conditions herein.

D. In case of conflict or ambiguity between the First Amended Franchise and the Original Franchise, the provision which provides the greatest benefit to County, as determined solely by County, shall prevail.

E. The Board's decision concerning its selection and awarding of the First Amended Franchise shall be final.

Section 5: SEVERABILITY

If any section, provision, term or covenant or any portion of any section, provision, term or covenant of the First Amended Franchise is determined to be illegal, invalid or unconstitutional, by any court of competent jurisdiction or by any state or federal regulatory agency having jurisdiction thereof, such determination shall have no effect on any remaining portion of such section, provision, term or covenant or the remaining sections, provisions, terms or covenants of the First Amended Franchise, all of which will remain in full force and effect for the term of the First Amended Franchise or any renewal or renewals thereof.

Section 6: NOTICE

Notices required under the First Amended Franchise shall be delivered or sent by certified mail, postage prepaid to:

Grantor:

Clerk of the Pinal County Board of Supervisors
P.O. Box 827
31 N. Pinal Street
Florence, Arizona 85232

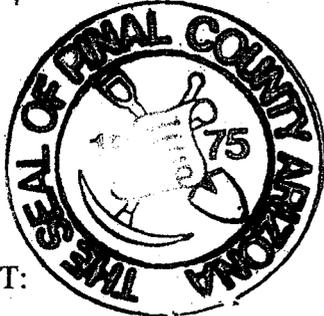
First Amended
Goodman Water Company Franchise

Grantee:

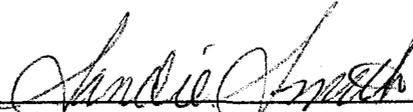
Goodman Water Company
6340 N. Campbell Avenue, Suite 278
Tucson, AZ 85718

The delivery or mailing of such notice shall be equivalent to direct personal notice and shall be deemed to have been given at the time of delivery. Either party may change its address under this section by written notice to the other party.

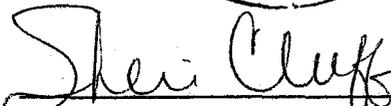
IN WITNESS WHEREOF, the Board of Supervisors of Pinal County, Arizona, by its Chairman and its Clerk, thereunto duly authorized, has hereunto set its hand and cause its official seal to be affixed on September 21, 2005.



PINAL COUNTY BOARD OF SUPERVISORS


Sandie Smith, Chairman

ATTEST:


Sheri Cluff, Deputy Clerk of the Board

APPROVED AS TO FORM:

ROBERT CARTER OLSON
PINAL COUNTY ATTORNEY


Rick V. Husk
Deputy County Attorney

Exhibit A

EXHIBIT "ONE"

That portion of the West half of Section 32, Township 10 South, Range 14 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona, lying West of the following described line:

Commencing at the Northwest corner of said Section 32;

Thence North 89 degrees 07 minutes 49 seconds East, along the North line of said Section 32, a distance of 638.22 feet to a point on a line being 60.00 feet West of and parallel to the existing right of way line of State Highway 89 and the POINT OF BEGINNING;

Thence South 10 degrees 44 minutes 03 seconds East, along said parallel line, a distance of 2167 feet;

Thence, along a curve to the left, having a radius of 23,078.31 feet, an arc length of 677.14 feet;

Thence South 12 degrees 24 minutes 55 seconds East, a distance of 1148.18 feet;

Thence South 11 degrees 40 minutes 24 seconds East, a distance of 293.70 feet;

Thence, from a local tangent bearing of South 10 degrees 09 minutes 55 seconds East, along a curve to the right, having a radius of 3659.72 feet, an arc length of 591.48 feet;

Thence South 00 degrees 36 minutes 10 seconds West, a distance of 293.70 feet;

Thence South 01 degrees 20 minutes 41 seconds West, a distance of 210.08 feet to a point on the South line of said Section 32 and the POINT OF TERMINUS.

Exhibit B

SAMPLE ACCEPTANCE OF EXPANDED AND AMENDED FRANCHISE

To: Board of Supervisors Pinal County, Arizona

Grantee, Goodman Water Company, an Arizona Corporation, does hereby accept the _____ grant of a First Amended Franchise from Pinal County, Arizona, to construct, operate, and maintain domestic water lines and related fixtures along, under and across present and future public streets, alleys and highways, except state highways, within the unincorporated area of Pinal County, Arizona, as described in the Application, which is made a part hereof.

Grantee unconditionally accepts the franchise and covenants to faithfully comply with, abide by, to observe and perform all the provisions, terms and conditions of the First Amended Franchise. Grantee accepts such provisions, terms and conditions and expressly waives any and all objections to the reasonableness or legality of any provisions of the same or any part thereof, or as to the legal right or authority of the County of Pinal to impose the same.

Grantee declares that the statements and recitals in said First Amended Franchise are correct, and Grantee declares it has made and does make the agreement, statements and admissions in said First Amended Franchise recited to have been or to be made by Grantee.

When recorded mail to:

Clerk of the Board Office
P.O. Box 827
Florence, Arizona 85232



**OFFICIAL RECORDS OF
PINAL COUNTY RECORDER
LAURA DEAN-LYTTLE**

DATE/TIME: 10/19/05 1246
FEE: \$0.00
PAGES: 2
FEE NUMBER: 2005-142598

(The above space reserved for recording information)

CAPTION HEADING

Acceptance of expanded and amended Goodman Water Company water utility franchise located in a portion of the West ½ of Section 32, Township 10 South, Range 14 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

ACCEPTANCE OF EXPANDED AND AMENDED FRANCHISE

To: Board of Supervisors Pinal County, Arizona

Grantee, Goodman Water Company, an Arizona Corporation, does hereby accept the , grant of a First Amended Franchise from Pinal County, Arizona, to construct, operate, and maintain domestic water lines and related fixtures along, under and across present and future public streets, alleys and highways, except state highways, within the unincorporated area of Pinal County, Arizona, as described in the Application, which is made a part hereof.

Grantee unconditionally accepts the franchise and covenants to faithfully comply with, abide by, to observe and perform all the provisions, terms and conditions of the First Amended Franchise. Grantee accepts such provisions, terms and conditions and expressly waives any and all objections to the reasonableness or legality of any provisions of the same or any part thereof, or as to the legal right or authority of the County of Pinal to impose the same.

Grantee declares that the statements and recitals in said First Amended Franchise are correct, and Grantee declares it has made and does make the agreement, statements and admissions in said First Amended Franchise recited to have been or to be made by Grantee.

Dated this 6 day of October, 2005.

GOODMAN WATER COMPANY

By: [Signature]
Title: President

STATE OF ARIZONA)
) ss.
County of)

The foregoing instrument was acknowledged before me this 6th day of October, 2005, by James Shiner, President of Goodman Water Co., an Arizona, and being authorized to do so, executed the foregoing instrument on behalf of the for the purposes therein stated.

[Signature]
Notary Public Angela Novak

My Commission Expires:

