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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

JEFF HATCH-MILLER – Chairman
WILLIAM A. MUNDELL
MIKE GLEASON
KRISTIN K. MAYES
BARRY WONG

2006 SEP 19 P 1:46

AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF THE APPLICATION OF)
WATER UTILITY OF GREATER TONOPAH,)
INC., AN ARIZONA CORPORATION, FOR)
AUTHORITY TO ISSUE DEBT.)

DOCKET NO. W-02450A-05-0607

MOTION TO SUBSTITUTE

COUNSEL

Water Utility of Greater Tonopah, Inc. (“Applicant”) moves that the Commission, through its duly assigned Administrative Law Judge, issue a procedural order permitting the substitution of counsel in this matter. The current counsel of record (“Withdrawing Attorney”) and proposed (“Substituting Counsels”) are:

Current Counsel of Record

Proposed Counsel

William P. Sullivan
Curtis, Goodwin, Sullivan,
Udall & Schwab, P.L.C.
2712 N. Seventh Street
Phoenix, Arizona 85006-1003
602.393.1700
602.393.1703 (fax)
wsullivan@cgsuslaw.com

Michael W. Patten
Timothy J. Sabo
Roshka DeWulf & Patten, PLC
400 East Van Buren, Suite 800
Phoenix, Arizona 85004
602.256.6100
602.256.6800 (fax)
mpatten@rdp-law.com
tsabo@rdp-law.com

This motion is made pursuant to A.A.C. R14-3-104(E); Rule 5.1(a)(2) of the Arizona Rules of Civil Procedure; and ER 1.16(c) of Rule 42, Rules of the Supreme Court of Arizona. The Commission’s rules allow the Administrative Law Judge to approve the withdrawal of any attorney “upon written application and good cause shown under such terms, conditions, and notices to clients and other parties as the Commission or presiding officer may direct.” A.A.C. R14-3-104(E).

DOCKETED

SEP 19 2006

DOCKETED BY

JS

1 As the Commission is aware, Applicant recently became a subsidiary, ultimately, of Global
2 Water Resources, LLC ("Global Parent"). Specifically, Applicant is a subsidiary of West
3 Maricopa Combine, Inc. ("WMC"). The shares of WMC were recently acquired by Global Water,
4 Inc., which is a subsidiary of Global Parent.

5 The Substituting Counsels are the usual and customary lawyers for Global Parent and its
6 regulated subsidiaries in matters concerning the Commission. The Substituting Counsels are
7 members in good standing with the State Bar of Arizona and are experienced in representing
8 parties before the Commission. Applicant has requested that Substituting Counsels represent them
9 in this matter. Accordingly, there is good cause for this motion.

10 Pursuant to Rule 5.1(a)(2)(A), Arizona Rules of Civil Procedure, attached is the written
11 approval of the client. (Exhibit A). Also pursuant to that rule, attached is a proposed order.
12 (Exhibit B).

13 Applicant requests that service upon the Applicant be made to:

14 Michael W. Patten
15 Timothy J. Sabo
16 Roshka DeWulf & Patten, PLC
17 400 East Van Buren, Suite 800
18 Phoenix, Arizona 85004
19 (602) 256-6100
20 (602) 256-6800 (fax)
21 mpatten@rdp-law.com
22 tsabo@rdp-law.com

23 With a copy to:

24 Mr. Graham Symmonds
25 Senior Vice President
26 Global Water Management
27 21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027.
(623) 580-9600

28 Accordingly, Applicant requests that the Commission, through its duly assigned
29 Administrative Law Judge, issue a procedural order: (1) granting this motion; (2) ordering that the
30 Substituting Counsels be considered Applicant's counsel of record in this matter; (3) ordering that
31 the service of all documents be made on Substituting Counsels, with a copy to the Applicant at the

ROSHKA DEWULF & PATTEN, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO. 602-256-6100
FACSIMILE 602-256-6800

1 address listed above; and (4) permitting Withdrawing Counsel to withdraw entirely from this
2 matter.

3 RESPECTFULLY SUBMITTED this 19th day of September 2006.

4 ROSHKA DEWULF & PATTEN, PLC

5
6 By Timothy J. Sabo

7 Michael W. Patten

8 Timothy J. Sabo

9 400 East Van Buren Street, Suite 800

10 Phoenix, Arizona 85004

11 Attorneys for Applicant

12 Original and 13 copies of the foregoing
13 filed this 19th day of September 2006 with:

14 Docket Control
15 Arizona Corporation Commission
16 1200 West Washington Street
17 Phoenix, Arizona 85007

18 Copy of the foregoing hand-delivered/mailed
19 this 19th day of September 2006 to:

20 William P. Sullivan, Esq.
21 Curtis, Goodwin, Sullivan,
22 Udall & Schwab, P.L.C.
23 2712 North Seventh Street
24 Phoenix, Arizona 85006-1003

25 Lyn Farmer, Esq.
26 Chief Administrative Law Judge
27 Hearing Division
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

ROSHKA DEWULF & PATTEN, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 Christopher C. Kempley, Esq.
2 Chief Counsel, Legal Division
3 Arizona Corporation Commission
4 1200 West Washington
5 Phoenix, Arizona 85007

6 Ernest G. Johnson, Esq.
7 Director, Utilities Division
8 Arizona Corporation Commission
9 1200 West Washington
10 Phoenix, Arizona 85007

11 By Mary Jppolito
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EXHIBIT

"A"

State of Arizona)
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)
County of Maricopa)

AFFIDAVIT OF TREVOR T. HILL

Trevor T. Hill, having been dully sworn, deposes and says:

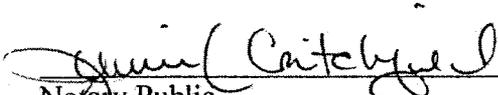
1. My name is Trevor T. Hill. I am over 18 years old, and I am a resident of Maricopa County, Arizona.
2. I am the President of Global Water Resources, LLC. I am also the President of Water Utility of Greater Tonopah, Inc.; Water Utility of Greater Buckeye, Inc.; Water Utility of Northern Scottsdale, Inc.; Valencia Water Company, Inc.; and Willow Valley Water Co., Inc. (collectively, "Global Subsidiaries")
3. I authorize and request that Michael W. Patten and Timothy J. Sabo of the law firm Roshka, DeWulf and Patten, PLC, be substituted as the counsel of record for the Global Subsidiaries in all matters pending before the Arizona Corporation Commission, including without limitation Docket Numbers W-02450A-06-0253; W-02450A-04-0837; W-02451A-05-0615, W-02450A-05-0607, W-01212A-05-0606 and W-01732A-05-0532.

Further affiant sayeth not.



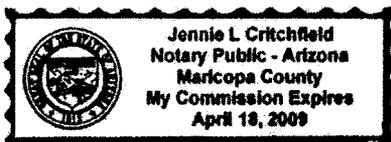
Trevor T. Hill

Subscribed and sworn before me this 18 day of September, 2006



Notary Public
My Commission Expires 4/18/09

(Seal)



EXHIBIT

"B"

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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

JEFF HATCH-MILLER – Chairman
WILLIAM A. MUNDELL
MIKE GLEASON
KRISTIN K. MAYES
BARRY WONG

IN THE MATTER OF THE APPLICATION OF)
WATER UTILITY OF GREATER TONOPAH,)
INC., AN ARIZONA CORPORATION, FOR)
AUTHORITY TO ISSUE DEBT.)

DOCKET NO. W-02450A-05-0607

[PROPOSED] PROCEDURAL
ORDER

On September ____, 2006, Water Utility of Greater Tonopah (“Applicant”) filed a motion to substitute counsel pursuant to A.A.C. R14-3-104(E); Rule 5.1(a)(2) of the Arizona Rules of Civil Procedure; and ER 1.16(c) of Rule 42, Rules of the Supreme Court of Arizona. Attached to the motion was an affidavit from the Applicant’s President authorizing the motion. The current counsel of record (“Withdrawing Counsel”) is:

William P. Sullivan
Curtis, Goodwin, Sullivan,
Udall & Schwab, P.L.C.
2712 N. Seventh Street
Phoenix, Arizona 85006-1003
(602) 393-1700
(602) 393-1703 (fax)
wsullivan@cgsuslaw.com

The proposed counsel (“Substituting Counsels”) is:

Michael W. Patten
Timothy J. Sabo
Roshka DeWulf & Patten, PLC
400 East Van Buren, Suite 800
Phoenix, Arizona 85004
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ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 Good cause having been shown, the motion should be granted.
2 IT IS THEREFORE ORDERED that Applicant's Motion to Substitute Counsel is granted.
3 IT IS FURTHER ORDERED that Substituting Counsels shall be considered Applicant's
4 counsel of record in this proceeding.

5 IT IS FURTHER ORDERED that service of all documents upon Applicant shall be made
6 to:

Michael W. Patten
Timothy J. Sabo
Roshka DeWulf & Patten, PLC
400 East Van Buren, Suite 800
Phoenix, Arizona 85004
(602) 256-6100
(602) 256-6800 (fax)
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tsabo@rdp-law.com

With a copy to:

Mr. Graham Symmonds
Senior Vice President
Global Water Management
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027.
(623) 580-9600

17 IT IS FURTHER ORDERED that Withdrawing Counsel is permitted to withdraw from this
18 matter entirely.

19 Dated this _____ day of _____, 2006

AMY BJELLAND
ADMINISTRATIVE LAW JUDGE

24 Original and 13 copies of the foregoing
25 filed this _____ day of September 2006 with:

ROSHKA DEWULF & PATTEN, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

- 1 Docket Control
Arizona Corporation Commission
- 2 1200 West Washington Street
Phoenix, Arizona 85007
- 3
- 4 Copy of the foregoing hand-delivered/mailed
this ____ day of September 2006 to:
- 5 Michael W. Patten, Esq.
Roshka DeWulf & Patten, PLC
- 6 One Arizona Center
400 East Van Buren, Suite 800
- 7 Phoenix, Arizona 85004
- 8 William P. Sullivan, Esq.
Curtis, Goodwin, Sullivan,
9 Udall & Schwab, P.L.C.
2712 North Seventh Street
- 10 Phoenix, Arizona 85006-1003
- 11 Lyn Farmer, Esq.
Chief Administrative Law Judge
- 12 Hearing Division
Arizona Corporation Commission
- 13 1200 West Washington
Phoenix, Arizona 85007
- 14 Christopher C. Kempley, Esq.
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- 15 Arizona Corporation Commission
1200 West Washington
- 16 Phoenix, Arizona 85007
- 17 Ernest G. Johnson, Esq.
18 Director, Utilities Division
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- 20

21 By _____
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23
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