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BEFORE THE ARIZONA CORPORATION COMMISSION

14

COMMISSIONERS

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

2006 DEC 21 P 3:41  
AZ CORP COMMISSION  
DOCUMENT CONTROL

Arizona Corporation Commission  
DOCKETED

DEC 21 2006

DOCKETED BY  
NW

IN THE MATTER OF THE APPLICATION OF  
WATER UTILITY OF GREATER BUCKEYE,  
INC. FOR AN EXTENSION OF ITS EXISTING  
CERTIFICATE OF CONVENIENCE AND  
NECESSITY.

DOCKET NO. W-02451A-06-0792

NOTICE OF FILING

SUPPLEMENTAL EXHIBITS TO APPLICATION

Water Utility of Greater Buckeye ("WUGB" or "Company") provides through this filing additional exhibits to supplement its Application for an extension of its Certificate of Convenience and Necessity ("CC&N") with the Arizona Corporation Commission ("Commission"). That application was filed December 15, 2006, in this docket. The four exhibits attached to this filing are as follows:

1. A map showing the extension area the Company is requesting in relation to other developments it serves. The map shows that the proposed extension area is adjacent to the West Phoenix Estates 10, 11 & 12 and the Sweetwater 1 subdivisions. WUGB serves all of those subdivisions. The Company submits this map as Exhibit 11 to its Application.
2. The Certificate of Assured Water Supply issued to Montana Vista from the Arizona Department of Water Resources. The Company submits this item as Exhibit 12 to its Application.
3. The Approval to Construct for Montana Vista from the Arizona Department of Environmental Quality. The Company submits this item as Exhibit 13 to its Application.
4. A copy of the Company's Articles of Incorporation as well as the Amendment to those Articles. WUGB was originally incorporated under the name "Northwest Buckeye Water Company, Inc." in 1983. The Amendment changed the name to WUGB on July 31, 1985. 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 Company submits these items as Exhibit 14 to its Application.

2 WUGB respectfully requests that these additional exhibits become part of its Application  
3 filed in this docket.

4 RESPECTFULLY SUBMITTED this 21<sup>st</sup> day of December 2006

5 ROSHKA, DEWULF & PATTEN, PLC

6 By 

7  
8 Michael W. Patten  
9 Timothy J. Sabo  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004

10 Original and 13 copies of the foregoing  
11 filed this 21<sup>st</sup> day of December 2006 with:

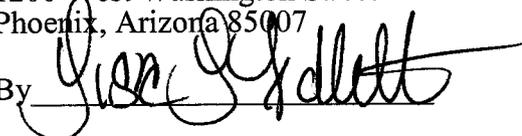
12 Docket Control  
13 Arizona Corporation Commission  
14 1200 West Washington Street  
Phoenix, Arizona 85007

15 Copy of the foregoing hand-delivered/mailed  
16 this \_\_\_\_\_ day of December 2006 to:

17 Lyn A. Farmer, Esq.  
18 Chief Administrative Law Judge  
19 Hearing Division  
20 Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

21 Christopher C. Kempley, Esq.  
22 Chief Counsel, Legal Division  
23 Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

24 Ernest G. Johnson  
25 Director, Utilities Division  
26 Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

27 By 

# EXHIBIT

"11"



EXHIBIT

"12"

**STATE OF ARIZONA  
DEPARTMENT OF WATER RESOURCES  
CERTIFICATE OF ASSURED WATER SUPPLY**

This is to certify that

**Leporidae Investments, LLC, an Arizona Limited Liability Company as Owner with Lee Mountain Ranches, LLC, an Arizona Limited Liability Company, Talas Construction Corporation, an Arizona Corporation and Talas Homes, Inc., an Arizona Corporation as Optionees**

Have met the requirements of A.R.S. §§ 45-576 and the applicable regulations, and

By powers vested in the Director of the Arizona Department of Water Resources by the State of Arizona, and subject to the conditions contained in the applicable regulations,

Are issued this Certificate of Assured Water Supply for

**Montana Vista  
Section 1, Township 1 North, Range 5 West  
GSRB&M Maricopa County, Phoenix Active Management Area**

Sufficient water of adequate quality will be continuously available to satisfy the water demand of the referenced subdivision for at least one hundred years. The referenced subdivision consists of 52 lots as described in the preliminary plat on file with the Department, and has an estimated water demand of 89.08 acre-feet per year. The subdivision will be served groundwater by Water Utility of Greater Buckeye.

This Certificate is invalid as to any entity not named above.  
This Certificate may be assigned pursuant to A.A.C. R12-15-705

Certificate Number: 27-40287.0000



**ARIZONA DEPARTMENT OF WATER RESOURCES**

*Jandra Salwitz Whitney*  
Assistant Director

10/2/06  
Date

# EXHIBIT

"13"

ENVIRONMENTAL SERVICES  
DEPARTMENT  
1001 N. Central, Ste 150  
Phoenix, AZ 85004-1940



Division of Water and Waste Management  
Subdivision Infrastructure & Planning Program  
(602) 508-6675  
FAX (602) 508-5813

Approval Date: 5/4/06

MCESD Project No. 061230  
PWS SYSTEM No. 0407078

**CERTIFICATE OF APPROVAL TO CONSTRUCT  
(WITH STIPULATIONS)  
PUBLIC WATER SYSTEM EXTENSION**

**PROJECT DESCRIPTION:** Montana Vista (52 lots) - potable water distribution system of approximately 4961 linear feet and associated appurtenances with a point of connection to the Valencia - Water Utilities of Greater Buckeye, Inc. water system.

**LOCATION:** Maricopa County  
Section 1, T1N, R5W

**PROJECT OWNER:** Brady Bartlett, Managing Member  
Lee Mountain Ranchers, LLC  
2160 E. Kenwood Street  
Mesa, AZ 85213

Pursuant to Arizona Administrative Code (AAC) Title 18: Chapters 4 and 5 and the Maricopa County Environmental Health Code: Chapters IV and V.

Approval to construct the above described facilities as represented in the approved plan documents on file with the Maricopa County Environmental Services Department is hereby given subject to the following stipulations: **NONE**

Operation of this public water system project shall not begin until an Approval of Construction is issued by Maricopa County Environmental Services Department.

**WATER AND WASTE MANAGEMENT DIVISION**

By T. S. Childs

**Subdivision Infrastructure & Planning Program**

*From the approval date noted above this certificate will expire if construction has not commenced within one year, there is a halt in construction of more than one year or construction is not completed within three years.*

EXHIBIT

"14"

COMMISSION  
STATE OF AZ.  
FILED

## ARTICLES OF INCORPORATION

OF

NORTHWEST BUCKEYE WATER COMPANY, INC.

an Arizona corporation

OCT 17 3 05 PM '83

*Jan 27 1983*  
FILE #

PM '83

FILED  
TIME

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Arizona and adopt the following Articles of Incorporation.

1. Name. The name of this corporation is NORTHWEST BUCKEYE WATER COMPANY, INC.

2. Purpose. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of operating a water company and engaging in all other endeavors that are not incompatible with that purpose.

This corporation shall have the broad general powers set forth in A.R.S. §10-004.

3. Initial Business. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is operating a water company and generally to do all acts reasonable and necessary for the furtherance of such business.

4. Capital Stock. The authorized capital stock of the corporation shall consist of 100,000 shares of Class "A" common voting stock with a \$1.00 par value and 900,000 shares of Class "B" common non-voting stock with a \$1.00 par value.

a. All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the board of Directors may from time to time designate.

b. The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting

John F. Goodson  
CUNNINGHAM, GOODSON,  
& TIFFANY, Ltd.  
ATTORNEYS AT LAW  
2700 Arizona Bank Building  
101 North First Avenue  
Phoenix, Arizona 85003  
(602) 257-5100

of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock, and every share of Class "A" stock shall be entitled to equal voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" common stock.

c. In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the Class "A" and Class "B" common stock, voting and non-voting, according to the number of shares of common stock held by them respectively.

d. The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

e. The shareholders of the corporation are to be entitled to pre-emptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

f. The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of Arizona and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

g. The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

h. In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the board of directors may determine.

5. Statutory Agent. This corporation appoints JOHN F. GOODSON, 2700 Arizona Bank Building, 101 North First Avenue, Phoenix, Arizona 85003, who has been a bona fide resident of Arizona for at least three years, its statutory agent in and for the State of Arizona. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Arizona Corporation Commission of a statement in accordance with A.K.S. §10-013(A) and (b).

6. Known Place of Business. The known place of business of the corporation shall be 4250 East Camelback Road, Suite 154-K, Phoenix, Arizona 85018.

7. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the by-laws, and whose names and addresses are:

JOHN F. GOODSON  
1117 West Coronado Road  
Phoenix, Arizona 85007

COLLEEN C. GOODSON  
1117 West Coronado Road  
Phoenix, Arizona 85007

8. Incorporators. The names and addresses of the undersigned incorporators are:

JOHN F. GOODSON  
1117 West Coronado Road  
Phoenix, Arizona 85007

COLLEEN C. GOODSON  
1117 West Coronado Road  
Phoenix, Arizona 85007

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these articles of Incorporation to the Arizona Corporation Commission for filing.

9. Dealings by Directors. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

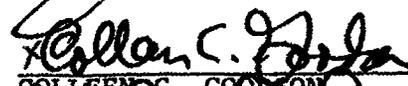
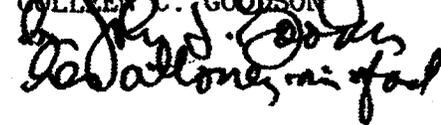
10. Indemnification of Officers, Directors, Employees and Agents. Subject to the provisions of this article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

John F. Goodson  
CUNNINGHAM, GOODSON  
& TIFFANY, Ltd.  
ATTORNEYS AT LAW  
2700 Arizona Bank Building  
101 North First Avenue  
Phoenix, Arizona 85003  
(602) 257-5100

Whenever any existing or former director, officer, employee or agent shall report to the president or the corporation or the chairman of the board of directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director, officer, employee or agent of the corporation, the board of directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they be effective as of August 1, 1983.

X   
JOHN F. GOODSON  
  
COLLEEN C. GOODSON  
  
Robert J. Edwards

John F. Goodson  
CUNNINGHAM, GOODSON,  
& TIFFANY, Ltd.  
ATTORNEYS AT LAW  
2700 Arizona Bank Building  
101 North First Avenue  
Phoenix, Arizona 85003  
402-257-5100

054001 0026

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

On this day, August 1, 1983, before me, the undersigned Notary Public, personally appeared John F. GOODSON and COLLEEN G. GOODSON, known to me or satisfactorily proven to be the persons whose names are subscribed to the foregoing instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year first above written.

ROSEMARIE HUSTED  
My Commission Expires  
June 18, 1987

\_\_\_\_\_  
Notary Expiration Date

*Rosemarie Husted*  
\_\_\_\_\_  
Notary Public

JFG/df/316/E

John F. Goodson  
CUNNINGHAM, GOODSON  
& TIFFANY, Ltd.  
ATTORNEYS AT LAW  
2700 Arizona Bank Building  
191 North First Avenue  
Phoenix, Arizona 85003  
(602) 257-5100

054001 0026

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE  
A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

NORTHWEST BUCKEYE WATER COMPANY, INC.  
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.
- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
- 1. Full name and prior name(s) used.
  - 2. Full birth name.
  - 3. Present home address.
  - 4. Prior addresses (for immediate preceding 7-year period).
  - 5. Date and location of birth.
  - 6. Social Security number.
  - 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION  
A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES \_\_\_ NO XX

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name, including alias and address of each person involved.
- 3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
- 4. Dates of corporate operation.
- 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

State of Arizona  
County of Maricopa SS

Subscribed, sworn to and acknowledged before me this  
3rd DAY of October, 19 83.

X Rosemarie Husted  
NOTARY PUBLIC

ROSEMARIE HUSTED  
My Commission Expires: June 18, 1987

BY [Signature] DATE 10/3/83  
TITLE John F. Goodson President/Incorporator  
BY Colleen C. Goodson DATE 10/3/83  
TITLE Colleen C. Goodson Secretary/Incorporator

FISCAL DATE: July 31  
By John F. Goodson as  
attorney in fact.

## AFFIDAVIT TO SUBSTANTIATE THE CERTIFICATE OF DISCLOSURE

Name of Corporation: Northwest Buckeye Water Company, Inc.

1. I am:
  - (XX) an officer of this corporation;
  - (XX) a director of this corporation;
  - (-- ) a trustee of this corporation;
  - (XX) an incorporator of this corporation;
  - (XX) a person who holds or controls more than 10% of the issued and outstanding common shares of stock of this corporation;
  - (-- ) a person who holds or controls 10% or more of any proprietary, beneficial or membership interest in this corporation other than stock.
  
2. I have not been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this affidavit.
  
3. I am not now, nor have I been within the seven year period immediately preceding the execution of this affidavit, subject to a state or federal court judgment, decree, injunction or permanent order which involved the violation of:
  - a. the fraud or registration provisions of the securities laws of that jurisdiction; or
  - b. the consumer fraud laws of that jurisdiction; or
  - c. the antitrust or restraint of trade laws of that jurisdiction.
  
4. I have not been convicted of a felony in which the essential elements were fraud, misrepresentation, theft by false pretences or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this affidavit.
  
5. No suit is pending against me in any state or federal jurisdiction which involves the violation of these laws described in the preceding three paragraphs.
  
6. I have not served as an officer, director or trustee of a corporation which has been placed in bankruptcy or receivership or has had its charter revoked.
  
7. I have not been a person who has held or controlled more than 10% of the issued and outstanding common shares of stock of a corporation which has been placed in bankruptcy or receivership or has had its charter revoked.
  
8. I have not been a person who has held or controlled 10% or more of any proprietary, beneficial or membership interest in a corporation which has been placed in bankruptcy or receivership or has had its charter revoked.

9. I execute this affidavit to substantiate the Certificate of Disclosure required to be filed with the Arizona Corporation Commission pursuant to ARS §§ 10-128.

WITNESSETH, that the affiant has read this Affidavit and knows of his own knowledge that the facts stated therein are true and correct, except as to those matters stated upon information and belief and as to those matters, he believes them to be true and with qualification swears to the foregoing.

STATE OF ARIZONA        )  
                                  ):ss  
County of Maricopa     )

  
\_\_\_\_\_  
JOHN F. GOODSON, President/Incorporator

SUBSCRIBED AND SWORN this date: October 3, 1983

ROSEMARIE HUSTED  
My Commission Expires  
\_\_\_\_\_  
Notary Expires 10/1/87 Date

x   
\_\_\_\_\_  
Notary Public

AFFIDAVIT TO SUBSTANTIATE CERTIFICATE OF DISCLOSURE

CUNNINGHAM, GOODSON,  
TIFFANY & WELTSCH, Ltd.  
Attorneys at Law  
2700 Arizona Bank Building  
101 North First Avenue  
Phoenix, Arizona 85003  
(602) 257-5100

