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Arizona Corporation Commission
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BEFORE THE ARIZONA CORPORATION COMMISSION

9
10 IN THE MATTER OF THE APPLICATION
11 OF ARIZONA WATER COMPANY FOR AN
12 EXTENSION OF ITS EXISTING
13 CERTIFICATE OF CONVENIENCE AND
14 NECESSITY

Docket No. W-01445A-06-0199

15 IN THE MATTER OF THE APPLICATION
16 OF PALO VERDE UTILITIES COMPANY
17 FOR AN EXTENSION OF ITS EXISTING
18 CERTIFICATE OF CONVENIENCE AND
19 NECESSITY

Docket No. SW-03575A-05-0926

20 IN THE MATTER OF THE APPLICATION
21 OF SANTA CRUZ WATER COMPANY FOR
22 AN EXTENSION OF ITS EXISTING
23 CERTIFICATE OF CONVENIENCE AND
24 NECESSITY

Docket No. W-03576A-05- 0926

**ARIZONA WATER COMPANY'S
MOTION TO COMPEL**

25 As Arizona Water Company discussed at the procedural conference held in this
26 matter on February 28, 2007, Arizona Water Company hereby moves for an order to compel
27 the Applicants, Santa Cruz Water Company ("SCWC") and Palo Verde Utilities Company
28 ("PVUC"), to produce certain documents and information in their possession and the
possession of their affiliated and related entities (collectively, "Global") in response to
Arizona Water Company's data requests. The parties have engaged in numerous
discussions of these matters, including a meet and confer on December 14, 2006 and a

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number of subsequent letters. This motion is supported by the attached memorandum of points and authorities and supporting appendices.

DATED this _____ day of June, 2007.

BRYAN CAVE LLP

By _____
Steven A. Hirsch, #006360
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Attorneys for Arizona Water Company

MEMORANDUM OF POINTS AND AUTHORITIES

Arizona Water Company served its initial set of data requests on Global on October 3, 2006 (attached at Tab A), to which Global responded on October 24, 2006 (attached at Tab B). Global produced a small number of documents but otherwise objected to the vast majority of data requests by Arizona Water Company. Arizona Water Company served its second set of data requests on Global on October 26, 2006 (attached at Tab C), to which Global responded on November 6, 2006 (attached at Tab D). Global objected to 18 of the 28 requests in Arizona Water Company's second set of data requests, and, while refusing to produce those documents, generally referred Arizona Water Company to Docket Control or other sources for the majority of other requests.

Arizona Water Company engaged in a meet and confer session on these discovery matters at the office of Global's counsel on December 14, 2006. Arizona Water Company's counsel subsequently wrote Global about these matters on December 22, 2006 (attached at Tab E). Global responded on January 9, 2007 (attached at Tab F), and Arizona Water Company replied in a letter dated February 9, 2007 (attached at Tab G). Arizona Water Company requested an update from Global on certain of these matters on February 15, 2007 (attached at Tab H) to which Global responded on February 20, 2007 (attached at Tab I).

1 In its February 27, 2007 Opposition to Arizona Water Company's Motion to Stay,
2 Global contended that Arizona Water Company "had ample time to have any discovery
3 disputes resolved – and even now has not filed the appropriate pleadings to do so." *Id.* at 3.
4 Since the stay order was granted in this matter on February 28, 2007, Global and Arizona
5 Water Company have been working with Staff regarding discovery and hearing scheduling
6 in the Formal Complaint proceeding (W-01445A-06-0200). Now that those dates have been
7 set by Judge Nodes, it is appropriate to turn back to an interim discovery dispute in this case
8 that can be addressed while the stay order remains in place. Additionally, the parties have
9 discussed and agreed that discovery taken in this docket may be used in the Formal
10 Complaint proceeding, and vice versa. A Procedural Order incorporating this agreement
11 should be entered in this docket as well.

12 Arizona Water Company therefore files this Motion to Compel for an order directing
13 Global to produce these specific categories of highly relevant documents and information.
14 Arizona Water Company also requests that a Procedural Order be entered providing that
15 discovery among the parties in the Formal Complaint proceeding may be used in this
16 docket, as the parties have agreed.

17 **I. DOCUMENTS AND INFORMATION SOUGHT.**

18 **A. Infrastructure Coordination and Financing Agreements ("ICFAs").**

19 Global's questionable ICFAs are central to Global's operations and to its request to
20 extend its Certificate of Convenience and Necessity ("CCN") to the areas at issue in this
21 docket. Concerning Global's ICFAs, Arizona Water Company has requested a list of the
22 property owners contacted about entering into ICFAs (AWC 1.1), information about the
23 date and manner of the contact (AWC 1.2), copies of correspondence and communications
24 related to the ICFAs (AWC 1.3, 1.4), maps of areas covered by ICFAs (AWC 1.6), an
25 accounting of any monies received under ICFAs (AWC 1.7) and details concerning any
26 payments received under ICFAs (AWC 1.101).
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1 In response to these requests, Global has provided only a chart (in an extremely small
2 font) listing property owners for whom a CCN extension application is approved, pending or
3 to be submitted to the Commission. The list does not contain all property owners contacted,
4 and fails to provide anything but minimal information about the parcels of land involved.
5 Concerning the manner of contact, the chart says nothing more than “telephone, e-mail
6 and/or in-house meetings” for every property owner. Global objected to providing such
7 information on grounds of overbreadth and relevance. *See* Tab B, Global’s Response to
8 AWC 1.1-1.7 & 1.101.

9 Global’s relevance objections in this regard—both as to these and other categories of
10 information sought by Arizona Water Company—are not well taken. Under the discovery
11 rules incorporated into Commission procedure, parties may obtain discovery regarding any
12 matter, and “[i]t is not ground for objection that the information sought will be inadmissible
13 at the trial if the information sought appears reasonably calculated to lead to the discovery
14 of admissible evidence.” *See Arizona Rules of Civil Procedure, Rule 26(b)(1)*. Arizona
15 Water Company’s requests are narrowly tailored to seek directly relevant information
16 shedding light on SCWC’s ability to provide public utility water service in the relevant areas
17 and Global’s lack of compliance with Commission regulations and Arizona law in doing so.
18 Discovery should be allowed to proceed and admissibility issues can be raised at a later
19 time.

20 During the meet and confer process, Arizona Water Company agreed to limit its
21 request for copies of ICFAs and maps of ICFA areas to those in the disputed extension area.
22 Arizona Water Company has continued to insist that Global produce more information
23 about the process by which Global communicates with property owners and negotiates
24 ICFAs. Arizona Water Company has also continued to insist that Global provide a detailed
25 accounting of the monies received by Global under ICFAs. *See* Tab E.

26 In response, Global insisted that Arizona Water Company produce a wide range of
27 other documents and information. *See* Tab F. Arizona Water Company agreed to provide
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1 much if not all of the information requested by Global. *See* Tab G. However, Global has
2 still failed to provide Arizona Water Company with the requested information and
3 documents related to Global's ICFAs.

4 **B. Global's Agreements with Municipalities, Counties and Other**
5 **Governmental Entities.**

6 Global has frequently trumpeted the significance of its so-called Private Public
7 Partnership ("P3") Agreements with municipalities, counties and other governmental
8 entities. Concerning the P3 Agreements, Arizona Water Company has requested that Global
9 identify all municipalities, counties or other governmental entities contacted by Global
10 (AWC 1.8), provide information about the date and manner of contact (AWC 1.9), provide
11 copies of correspondence and communications (AWC 1.10, 1.11), provide copies of the
12 agreements themselves (AWC 1.12), provide maps of the areas covered by such agreements
13 (AWC 1.13), and provide an accounting of the monies paid to each city, county or other
14 governmental entity (AWC 1.14).

15 In response to these requests, Global asserted that the only relevant P3 Agreements
16 involve the municipalities of Maricopa and Casa Grande. Tab B at 1.8. Global failed to
17 provide copies of those two agreements, asserting that Arizona Water Company already had
18 copies, which it does not. Concerning other requests, Global has refused and has done
19 nothing more than refer Arizona Water Company to the P3 Agreements themselves, or
20 objected on grounds of overbreadth, burden and relevance. *Id.* at 1.9-1.14. Again, under the
21 law cited above, this information is discoverable.

22 As a result of the meet and confer process, Arizona Water Company asked Global to
23 confirm that its agreements with Casa Grande and Maricopa were the only relevant
24 agreements. Arizona Water Company continued to ask that Global provide copies of
25 correspondence and communications related to these agreements, as well as a computation
26 of the total payments by Global to the municipalities under these agreements. *See* Tab E.
27 As with the ICFAs, Global asked that Arizona Water Company provide a lengthy list of
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1 other documents and information in exchange, *see* Tab F, to which Arizona Water Company
2 agreed. *See* Tab G.

3 However, Global failed to follow up and produce the requested information – or even
4 respond to Arizona Water Company’s request. Moreover, in its Direct Testimony filed on
5 January 26, 2007, and Rebuttal Testimony filed on February 14, 2007, Global sought to base
6 its CCN extension request on an agreement with the Ak-Chin Indian Community (“Ak-
7 Chin”). *See* Direct Testimony of Trevor Hill at 21; Rebuttal Testimony of Trevor Hill at 14-
8 15. By Mr. Hill’s prefiled testimony, Global claims the Ak-Chin Agreement is relevant, but
9 concealed it from Arizona Water Company and the Commission by representing that its
10 agreements with Casa Grande and Maricopa were the only relevant agreements. Any
11 agreement with Ak-Chin clearly falls within the documents requested by Arizona Water
12 Company’s requests 1.8-1.14, but Global failed to disclose its existence until filing its direct
13 testimony. Even as of this date, Global has failed to disclose any drafts or correspondence
14 related to the Ak-Chin agreement.

15 **C. Global’s Ownership and Sources of Equity.**

16 The actual source of Global’s equity is crucial for any evaluation of whether SCWC
17 and PVUC are fit to serve the CCN extension areas they are requesting. Arizona Water
18 Company has sought to discover the extent to which the Global parent received and used
19 monies under ICFAs to fund SCWC and PVUC. Arizona Water Company data requests
20 directed towards this issue include requests 1.26, 1.50, 1.51, and 1.101 - 1.104. *See* Tab A.
21 Global has responded by engaging in a campaign of obfuscation on these requests. Global
22 has asserted that SCWC and PVUC are 100% owned by the Global parent. However,
23 Global has stubbornly refused to provide any information as to the sources of the monies
24 that fund SCWC and PVUC, objecting on grounds of relevance, overbreadth and
25 confidentiality. *See* Tab B. This information is relevant for the reasons set forth above.

26 During and following the meet and confer process, Global has continually attempted
27 to restrict the inquiry to sources of equity for SCWC and PVUC, not the Global parent. *See*
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1 Tabs E and F. In Arizona Water Company's letter dated February 9, 2007, Arizona Water
2 Company agreed to provide some of the information requested by Global. *See* Tab G.
3 However, Global failed to respond. Thus, Global has still failed to disclose whether, and the
4 extent to which, monies derived from ICFAs are used to fund SCWC and PVUC. Only on
5 the eve of the hearing, in its prefiled direct and rebuttal testimony, did Global reveal that
6 ICFA funds were used to acquire CP Water Company and Francisco Grande Utility
7 Company. *See* Tab I. Requiring Global to provide this information is crucial to
8 understanding the operations of Global's untraditional, if not questionable, financing
9 mechanisms, and to determining whether Global is fit to serve the CCN extension areas that
10 its subsidiaries are requesting.

11 **D. Global's Inter-Company Agreements Related to Effluent.**

12 Arizona Water Company's data request 1.81 sought copies of any inter-company
13 agreements to sell effluent involving SCWC, PVUC or any Global entity. Tab A. Global
14 simply responded "Not applicable." Tab B. Global's response, which was ambiguous
15 initially, became even more confusing during the meet and confer process. During the
16 meeting on December 14, 2006, Global's counsel stated that an effluent agreement between
17 SCWC and PVUC existed and that it would be produced. Tab E. In its letter dated January
18 9, 2007, Global asserted that "PVUC makes effluent available to SCWC for the purpose of
19 water calculations and that this *arrangement* was the result of negotiations with ADWR."
20 Tab F at 7 (emphasis added). However, Global then stated that "Global will confirm that no
21 agreement exists between SCWC and PVUC to sell effluent *or* provide a copy of the
22 effluent agreement" *Id.* Arizona Water Company responded that, regardless of
23 whether Global chose to call this situation an agreement or an arrangement, Global should
24 provide full details and documentation. *See* Tab G. Global has so far failed to respond on
25 this issue.
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E. Information on the Alleged Savings and Benefits of Integrated Services.

Global has argued throughout this matter that savings and benefits will result from Global's model of alleged "integrated" water and wastewater services. Therefore, Arizona Water Company is entitled to discover the facts and information necessary to determine whether any such savings or benefits exist. Arizona Water Company also sought information and documents related to any charges by Global Management, LLC and/or other Global entities for the "common" services at alleged "market-based prices" provided to SCWC and PVUC. *See* Tab A, Requests 1.73, 1.91-1.93. Global has failed or refused to provide anything but vague and non-responsive answers to these requests. *See* Tab B. Moreover, during the meet and confer process, Global contended that no calculation of alleged cost savings existed and that performing such a calculation would be burdensome. *See* Tab E & G. Arizona Water Company responded that Global should either provide an accounting of the alleged savings, or else confirm that no such calculation of savings could be made. *See* Tab G at 2. Global has so far failed to respond on this issue.

F. Global's Targets for Expansion.

Arizona Water Company's data requests 1.15, 1.16, 1.100, 2.12 and 2.13 concerned Global's expansion activities, plans and tactics. *See* Tab A. Global has contended throughout that the requested information was immune from discovery on privilege or confidentiality grounds. *See* Tab B. Global even demanded that Arizona Water Company withdraw these requests "in their entirety." Tab F at 6. But Global has not stated any reason or rationale for its privilege and confidentiality objections, let alone demonstrated necessary grounds for the assertion of a privilege or imposition of a confidentiality order barring discovery of this relevant information, or affirmatively seeking a protective order to ban production. After refusing to provide responses on this issue, Global suddenly revealed its recent acquisition of CP Water Company and Francisco Grande Utility Company, not by responding to Arizona Water Company's data requests, but instead in its direct and rebuttal testimony. Global even argued that those acquisitions provided an additional reason as to

1 why Global should be awarded the CCN. Global cannot have it both ways – asserting
2 privilege or confidentiality on one hand and on the other hand presenting its acquisitions as
3 support for its application. Arizona Water Company is entitled to all information
4 concerning Global’s expansion activities, plans and tactics, and Global should be ordered to
5 respond fully to Arizona Water Company’s data requests to provide this information.

6 **G. CAAG Plan and Process.**

7 Arizona Water Company sought documents and information related to Global’s
8 attempt to obtain a 208 Plan amendment, including a copy of the plan itself. *See* Tab A,
9 Request 1.20, 1.21, 1.86. In refusing to produce the documents and information which it
10 clearly possesses, Global has continually referred Arizona Water Company to various public
11 agencies. *See* Tab B. Instead of making an effort to resolve discovery issues in a cost
12 effective and efficient manner, Global sought to subvert the Commission’s fact finding
13 process by forcing Arizona Water Company into an expensive and inefficient runaround to
14 gather documents which Global could easily provide.

15 **H. Hydrological Reports.**

16 In its data request 1.41, Arizona Water Company requested Global’s hydrological
17 reports and information related to the requested expansion area. Tab A, Request 1.41.
18 Global objected on confidentiality grounds, but again stated no justification for that
19 assertion. Tab B. Arizona Water Company then offered to enter into a suitable
20 confidentiality agreement related to such information. Tab E at 4, Tab G at 3. Global has
21 never responded.

22 **I. Prior Conduct of Global’s Officers Related to Hill, Murray & Associates.**

23 Three of Global’s corporate officers and stockholders (its President, Trevor Hill; its
24 Vice President, Graham Symmonds; and its Secretary and Treasurer, Leo Commandeur)
25 were formerly principals of Hill, Murray and Associates (“HMA”), an entity with a troubled
26 history of designing wastewater treatment plants in Canada. The Commission and its staff
27 have found these matters to be relevant to Global’s prior requests for extension of their
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1 CCNs. *See* Decision No. 67240, ¶¶ 28-39; *see also* Supplemental Staff Report dated May
2 28, 2004, in Docket Nos. W-03576A-03-0586 and WS-03575A-03-0586. Ultimately,
3 Global was required to enter into a settlement agreement with Staff which was incorporated
4 into Decision No. 67240, and to post performance bonds of \$750,000. *See* Decision No.
5 67240.

6 Arizona Water Company requested documents related to these matters in its second
7 set of data requests, particularly Requests 2.23 to 2.28, which sought specific documents
8 mentioned in the public record. *See* Tab C. Global has sought to evade production of this
9 very relevant information and objected to these requests as overbroad and irrelevant. *See*
10 Tab D. In subsequent correspondence, Global contended that it did not have copies of these
11 materials, even though Global referenced and discussed the documents in prior filings. *See*
12 Tab F at 7. Arizona Water Company has continued to seek these materials which are highly
13 relevant and must be produced. *See* Tab G at 3. The conduct of Global's officers and
14 stockholders during their Canadian years with HMA are directly relevant to whether Global
15 is fit to serve as a utility service provider in the disputed area.

16 **II. CONCLUSION.**

17 For the foregoing reasons, the Commission should order Global to provide a full and
18 complete response to the following data requests by Arizona Water Company:

- 19 1. On Global's ICFAs – AWC 1.1, 1.2, 1.3, 1.4, 1.6, 1.101;
- 20 2. On Global's P3 Agreements – AWC 1.8, 1.9, 1.10, 1.11, 1.12, 1.13, 1.14;
- 21 3. On Global's sources of equity – AWC 1.26, 1.50, 1.51, 1.101-1.104;
- 22 4. On Global's intra-company agreements on effluent – AWC 1.81;
- 23 5. On the alleged benefits of integrated water and wastewater utilities, AWC
24 1.73, 1.91, 1.92, 1.93;
- 25 6. On Global's expansion plans and tactics – AWC 1.15, 1.16, 2.12, 2.13;
- 26 7. On Global's attempt to obtain a CAAG plan amendment – AWC 1.20, 1.21,
27 1.86;
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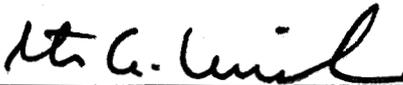
8. On Global's hydrological reports – 1.41.

9. On the prior conduct of Global's officers related to HMA – AWC 2.23 to 2.28.

A Procedural Order should also be entered providing that discovery undertaken in the Formal Complaint proceeding among the same parties may be used in this docket as if undertaken in this matter, pursuant to the parties' agreement.

DATED this 15 day of June, 2007.

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A

**ARIZONA WATER COMPANY'S
FIRST SET OF DATA REQUESTS
TO SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
Docket No. W-01445A-06-0199
October 3, 2006**

- AWC 1.1 Identify all property owners contacted in any way (personal visit, mail, correspondence, email, telephone, advertisement or other communication calculated to elicit a response) by Santa Cruz Water Company ("SCWC"), Palo Verde Utilities Company ("PVUC"), Global Water Resources, LLC, Global Water Resources, Inc., and any company, entity, or person affiliated with, employed by, or acting on behalf of the foregoing entities (collectively, the "Global Entities") to discuss that property owner's entry into an Infrastructure Coordination and Financing Agreement ("ICFA") or similar agreement.
- AWC 1.2 For each property owner identified in response to AWC 1.1, identify the date of communication, manner of communication (written or oral) and the name and title of the person who made the contact.
- AWC 1.3 For each property owner identified in response to AWC 1.1, provide copies of all written correspondence and documents of any nature (draft or final) provided to or received from the property owner concerning the ICFA.
- AWC 1.4 For each property owner identified in response to AWC 1.1, describe in detail all oral communications and provide copies of all written communications, including but not limited to representations or promises, made to the property owner concerning the ICFA.
- AWC 1.5 Provide copies of all ICFAs which have been proposed to or entered into with a property owner, whether in draft or final form, executed or unexecuted, and for each, disclose whether it is recorded in the State of Arizona, and if so, provide the recording information.
- AWC 1.6 Provide an updated map or maps showing all areas in the State of Arizona which any of the Global Entities believes or asserts are subject to an ICFA.
- AWC 1.7 For each property owner identified in response to AWC 1.1, provide an accounting of all monies or other consideration received or to be received by any of the Global Entities under or related to any ICFA.
- AWC 1.8 Identify all municipalities, counties or other governmental or quasi-governmental entities contacted in any way (personal visit, mail,

correspondence, email, telephone, advertisement or other action calculated to elicit a response) by any of the Global Entities to discuss that municipality's or county's entry into a so-called Private Public Partnership ("P3"), Memorandum of Understanding ("MOU") or similar agreement.

- AWC 1.9 For each municipality and county identified in response to AWC 1.8, identify the date of contact, manner of contact (written or oral) and the name and title of the person who made the contact.
- AWC 1.10 For each municipality and county identified in response to AWC 1.8, provide copies of all written correspondence and documents of any nature (draft or final) provided to or received from the municipality or county concerning the P3 or MOU.
- AWC 1.11 For each municipality identified in response to AWC 1.8, describe in detail all oral communications and provide copies of all written communications, including but not limited to, representations or promises made to the municipality concerning the P3 or MOU.
- AWC 1.12 Provide copies of all P3s or MOUs which have been proposed to a municipality, whether in draft or final, executed or unexecuted, and for each disclose whether it is recorded in the State of Arizona, and if so, provide the recording information.
- AWC 1.13 Provide an updated map or maps showing all areas in the State of Arizona which any of the Global Entities believes or asserts are subject to a P3 or MOU.
- AWC 1.14 For each municipality, county and entity identified in response to AWC 1.8, provide an accounting of all monies or other consideration paid or to be paid by any of the Global Entities under or related to any P3 or MOU.
- AWC 1.15 Identify all utilities or public service corporations in Arizona which any of the Global Entities have acquired or sought to acquire, including but not limited to any stock purchases of any amount in any utility or public service corporation.
- AWC 1.16 For each utility or public service corporation identified in response to AWC 1.15, provide an accounting of all monies or other consideration paid or offered to be paid, and all stock purchased or proposed to be purchased, together with copies of all correspondence or documents related to such purchase or offer.
- AWC 1.17 Identify and list all witnesses that SCWC or PVUC intends to call or may call to testify at the hearing in this matter, provide a summary of the subject matter of their testimony and their qualifications, and provide all

exhibits that SCWC or PVUC anticipates offering into evidence or otherwise using at the hearing in this matter.

- AWC 1.18 Provide curriculum vitae or resumes for all witnesses that SCWC or PVUC anticipates calling to testify in this matter, and identify all relevant utility industry background and experience of the particular witness.
- AWC 1.19 Describe fully all plans that SCWC, PVUC or any of the Global Entities have to install utility service facilities in SCWC's or PVUC's proposed water CCN extension areas, and provide copies of all such plans.
- AWC 1.20 Describe fully all steps taken by SCWC, PVUC or any of the Global Entities to obtain a 208 Plan amendment for the relevant CCN expansion areas, and provide copies of all correspondence, proposals, plans and other documents related to such efforts.
- AWC 1.21 Describe fully discussions that SCWC, PVUC, or any of the Global Entities have engaged in with municipalities in Pinal County or with Pinal County itself to obtain a 208 Plan Amendment, and provide copies of all correspondence related to such discussions.
- AWC 1.22 Describe fully all plans that PVUC or any of the Global Entities has to install wastewater service facilities in its proposed CCN expansion areas, and provide copies of all such plans.
- AWC 1.23 List and identify each "affiliate" and "holding company" of SCWC, PVUC, or any of the Global Entities, as those terms are defined in A.A.C. R 14-2-801.
- AWC 1.24 Provide a copy of all formal data requests directed to SCWC or PVUC by any other parties to this proceeding and the companies' responses thereto.
- AWC 1.25 Provide a copy of all responses to data requests or other requests for information directed towards SCWC, PVUC or any of the Global Entities in any ACC docket involving Desert Hills Water Company.
- AWC 1.26 Identify and describe all transfers of ownership interests in SCWC, PVUC, or any of the Global Entities made within the last ten (10) years.
- AWC 1.27 Provide a copy of all communications between SCWC, PVUC, or any of the Global Entities and ADWR regarding the extension area requested by SCWC and PVUC in this case.
- AWC 1.28 Provide a copy of any plans by SCWC, PVUC, or any of the Global Entities for deploying reclaimed water facilities in SCWC's proposed extension area.

- AWC 1.29 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of reclaimed water sold for each of the last five years. For comparison, also provide the quantity and dollar amount of water sold for each system for each of the last five years.
- AWC 1.30 Identify all CCNs and/or tariffs of SCWC, PVUC, or any of the Global Entities, allowing or permitting the sale of reclaimed water.
- AWC 1.31 Provide a copy of any plans by SCWC, PVUC, or any of the Global Entities for deploying recharge wells in SCWC's or PVUC's proposed extension area.
- AWC 1.32 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity of water recharged for each of the last five years. To the extent that the answer is greater than zero, specify the source and nature of the water recharged; that is, whether it was groundwater, surface water from the CAP, surface water from non-CAP sources, or reclaimed water.
- AWC 1.33 Provide a copy of any plans by SCWC, PVUC or any of the Global Entities for using surface water in SCWC's proposed extension area.
- AWC 1.34 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of surface water sold for each of the last five years. For comparison, also provide the quantity and dollar amount of water sold for each system for each of the last five years.
- AWC 1.35 Provide a copy of any plans by SCWC, PVUC or any of the Global Entities, to reduce the usage of groundwater in each of its systems.
- AWC 1.36 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater pumped for each of the last five years.
- AWC 1.37 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater sold for each of the last five years.
- AWC 1.38 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater pumped per customer for each of the last five years.

- AWC 1.39 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater sold per customer for each of the last five years.
- AWC 1.40 For each well operated by SCWC, PVUC or any of the Global Entities, provide a copy of all well data for the last five years, including the pumping rate, the amount pumped, and the static and pumping level of water in the well.
- AWC 1.41 Provide a copy of all hydrology reports or hydrological information in the possession of SCWC, PVUC or any of the Global Entities concerning SCWC's requested extension area.
- AWC 1.42 Provide all projections in the possession of SCWC, PVUC or any of the Global Entities regarding likely water usage in SCWC's requested extension area for the next five years. Explain the source of all data used in the projection(s) and identify all assumptions used in developing the projection(s).
- AWC 1.43 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of water sold for each of the last five years.
- AWC 1.44 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide a "water use data sheet" (in the format typically used by Staff) showing the most recent 12 months for which data is available.
- AWC 1.45 Provide any Physical Availability Determination, or Assured Water Supply documents (analysis, certificate or designation) concerning SCWC's requested extension area.
- AWC 1.46 Does SCWC plan to obtain a Designation of Assured Water Supply applicable to the requested extension area? If the answer is no, explain how SCWC will obtain Certificates of Assured Water Supply applicable to SCWC's requested extension area.
- AWC 1.47 Provide all engineering designs, plans, reports and such documents for SCWC's proposed extension area that are in the possession of SCWC, PVUC or any of Global Entities.
- AWC 1.48 Provide the financial statements of SCWC, PVUC and each of the Global Entities, for each of the last three years.
- AWC 1.49 For each of the last three years, provide the reports provided by SCWC, PVUC, or any of the Global Entities under A.A.C. R14-2-805.

- AWC 1.50 Indicate the sources of equity available to SCWC, PVUC or any of the Global Entities.
- AWC 1.51 Provide a schedule showing all equity provided to SCWC, PVUC or any of the Global Entities by shareholders or others in the last five years.
- AWC 1.52 Identify, describe and provide the amounts of any contributions to equity capital of SCWC, PVUC or any of the Global Entities that originated or derived from any ICFA.
- AWC 1.53 Provide details about all lines of credit and/or letters of credit usable by SCWC, PVUC or any of the Global Entities, including interest rate, lender and amount that can be borrowed, as well as the amount owed under the line of credit and/or letter of credit for each of the last twelve months.
- AWC 1.54 Identify all sources of debt funding for SCWC, PVUC or any of the Global Entities, including the interest rate, lender and amount that can be borrowed.
- AWC 1.55 For each of the last three years, provide the property tax statements of SCWC, PVUC and each of the Global Entities.
- AWC 1.56 Identify and provide copies of all performance bonds relating to or required of SCWC, PVUC or any of the Global Entities.
- AWC 1.57 Provide a list of all transactions or inter-company charges between SCWC, PVUC and any of the Global Entities for the last five years.
- AWC 1.58 Provide the estimated number of customers in SCWC's and PVUC's requested extension area for each of the first five years of operations, and explain the basis for the estimates.
- AWC 1.59 Provide the estimated number of customers in SCWC's and PVUC's requested extension area at build-out, and explain the basis for the estimate.
- AWC 1.60 Provide the estimated build-out date when all of SCWC's and PVUC's requested extension area will be built out, and explain the basis for that estimate.
- AWC 1.61 Provide the estimated water usage per customer in SCWC's requested extension area after the first five years of operations and provide the basis for that estimate.
- AWC 1.62 Provide the estimated water usage per customer in SCWC's proposed extension area at build-out, and provide the basis for the estimate.

- AWC 1.63 Provide the estimated amount of groundwater pumped per customer in SCWC's requested extension area at build-out, and provide the basis for the estimate.
- AWC 1.64 Provide the number of acres in SCWC's and PVUC's requested extension area.
- AWC 1.65 Provide the number of acres in SCWC's and PVUC's requested extension area covered by requests for service specifically addressed to SCWC, PVUC or any of the Global Entities, list any requests for service not included in SCWC's and PVUC's Application, and provide a copy of any requests not included in SCWC's and PVUC's Application.
- AWC 1.66 For SCWC, PVUC and each of the Global Entities, provide the names of each officer, and a brief description of their education and experience.
- AWC 1.67 For SCWC, PVUC and each of the Global Entities, provide the names of each member of the board of directors, and a brief description of their education and experience.
- AWC 1.68 Describe the experience of SCWC's management in providing potable water service.
- AWC 1.69 Describe the experience of SCWC's or PVUC's management in providing reclaimed water service.
- AWC 1.70 Describe the experience of PVUC's management in providing wastewater service.
- AWC 1.71 Provide a list of all engineers employed by SCWC, PVUC and each of the Global Entities, and a brief description of their education and experience, including whether the engineer hold an Arizona professional engineer registration, the registration type and number.
- AWC 1.72 Provide a list of all certified operators employed by or under contract to SCWC, PVUC and each of the Global Entities, and identify the areas in which they are certified.
- AWC 1.73 Identify and describe all common or shared facilities that SCWC, PVUC, or any of the Global Entities will use to provide water, wastewater and reclaimed water services in the requested extension area.
- AWC 1.74 Identify and describe all common or shared employees or independent contractors that SCWC, PVUC or any of the Global Entities will use to

provide water, wastewater and reclaimed water services in the requested extension area.

- AWC 1.75 Does SCWC or PVUC share information about their customers with other entities, including any of the Global Entities? If yes, describe the shared information and any contractual requirements regarding the safeguarding of that information and restrictions on the use of that information.
- AWC 1.76 If the answer to AWC 1.75 is yes, provide a copy of any Commission order authorizing sharing of customer information.
- AWC 1.77 Does SCWC, PVUC or any of the Global Entities have a Commission-approved tariff or other authority that permits or authorizes in any way the disconnection of water service for a SCWC customer for non-payment of wastewater bills from PVUC or any other public service corporation? If so, describe and provide a copy of any such tariff or authority.
- AWC 1.78 Provide a copy of all communications between SCWC, PVUC and any other entity, including the Global Entities, concerning the provision of water, wastewater or reclaimed water service to SCWC's and PVUC's proposed extension area.
- AWC 1.79 Provide the CAP allocation of SCWC and each Global Entity, the date the allocation was obtained, and the quantity of treated and untreated CAP water sold to customers by each affiliate for the last 5 years.
- AWC 1.80 Provide a copy of the Modification of the Designation of Assured Water Supply referred to in the April 6, 2006 response to Staff's insufficiency letter dated February 8, 2006.
- AWC 1.81 Provide a copy of all inter-company agreements involving SCWC, PVUC or any Global Entity to purchase or sell effluent.
- AWC 1.82 Provide the annual cost (total and unit) to produce A+ reclaimed water for each regulated wastewater affiliate or any Global Entity for each of the last five years.
- AWC 1.83 Provide the quantity of reclaimed water accepted in storage impoundments for reuse for each development in PVUC's northern service area for each of the last five years.
- AWC 1.84 Provide the quantity of reclaimed water sold to residential customers for the last five years by PVUC or any of the Global Entities.

- AWC 1.85 List all sources of non-CAP surface water of SCWC, PVUC and each of the Global Entities and provide the quantity of each source available for 2007-2011, by year.
- AWC 1.86 Provide a copy of the regional plan “supported by Pinal County, the City of Maricopa and the City of Casa Grande” referred to in the April 6, 2006 response to Staff’s insufficiency letter dated February 8, 2006.
- AWC 1.87 Provide a list of each regulated water affiliates’ current employees showing, for each employee, the employee’s job title, year hired by affiliate, years of experience with other water utilities, certifications by level, degrees, professional certifications and state licenses.
- AWC 1.88 Provide the authorized return on rate base for each regulated affiliate, including the Docket Number, Decision and date the return was authorized.
- AWC 1.89 List any regulated water affiliate that earned more than its authorized return in any of the last three calendar years, and for each such affiliate, if any, provide the amount and percentage of such earning by year.
- AWC 1.90 For each regulated affiliate, provide the operating income, calculated rate base and realized return for each of the last three calendar years.
- AWC 1.91 Provide an itemized description and calculation of the amounts of the annual savings each of the regulated Global Entities have realized by operating as an integrated water and sewer provider for each of the last three years.
- AWC 1.92 Provide a copy of all inter-company agreements between SCWC, PVUC and any of the Global Entities covering the provision of integrated services between regulated affiliates, including existing common or shared services (such as any type of management services, financing, employee sharing), and cooperative maintenance or operations agreements, that enable greater efficiency and cost savings to the integrated regulated utilities, and provide the Decision number and a copy of the relevant portion of the Decision authorizing the shared service and accounting requirements.
- AWC 1.93 For each of the last three years, provide the total costs of each common or shared service referred to in AWC 1.92 or AWC 1.93 above. For each common or shared service provide the amount and percentage of total costs allocated to each regulated affiliate and the basis of each cost allocation.

- AWC 1.94 Identify the source of water supply and storage that SCWC, its affiliates or holding companies will use to meet the water demands in the area that SCWC is seeking to add to its certificated area in this case.
- AWC 1.95 Provide copies of all approvals to construct a water system that SCWC or any of the Global Entities has received from the Arizona Department of Environmental Quality to serve, or help to serve the area that SCWC is seeking to add to its certificated area in this case.
- AWC 1.96 What is estimated cost of all facilities currently believed necessary for arsenic treatment and removal in the area that SCWC seeks to add to its certificated area in this case?
- AWC 1.97 Is the estimated cost in AWC 1.96, above, reflected in SCWC's proposed rates for serving the area it seeks to add to its certificated area in this case? If not, what impact does SCWC estimate that estimated cost will have on SCWC's proposed rates?
- AWC1.98 Summarize all plans by SCWC or any of the Global Entities for the treatment and removal of arsenic from the water SCWC plans to serve the area that SCWC seeks to add to its certificated area in this case.
- AWC 1.99 Provide a current list of regulated water or wastewater utilities owned in whole or in part by any of the Global Entities, and provide a current CCN map for each entity.
- AWC 1.100 For any ownership interest identified in response to AWC 1.99 that was originally acquired or increased in the last five years, include without limitation the type of each acquisition, the date and description of each individual transaction, the purchaser, the amount paid, and the percentage of entity owned as of October 1, 2006. Please describe the source of funds for each acquisition and provide a descriptive copy of all journal entries related to each purchase.
- AWC 1.101 For each ICFA, list the payments that have been received by date and the remaining estimated payments that are required. Describe the accounting for ICFA payments, all specific limitations on the use of ICFA funds, permissible uses and the amount expended, disbursed or invested by year, type of use and receiving payee/affiliate. Provide the descriptive journal entries used by any affiliate to record payment or any transfers of ICFA funds to the affiliate.
- AWC 1.102 Provide a descriptive list of all capital transactions including the date and amount for the last 5 years between all Global Entities not previously described in response to AWC 1.100.

- AWC 1.103 Identify all new developments of 100 or more homes at build out that have received water or wastewater from a Global Entity in the last three years, or will likely receive service in the next two years based on the utility facilities that are currently under construction. For each such development, identify the cost and type of infrastructure facilities needed to serve the development, the dollar amount financed by a regulated affiliate and the amount financed by the developer. For developer financing, indicate the amount provided through an ICFA, the amount provided through an approved ACC main extension agreement (including the agreement number) and amount provided through other means.
- AWC 1.104 For each development described in AWC 1.103, identify the cost and type of distribution facilities needed to serve the development, the dollar amount financed by a regulated affiliate and the amount financed by the developer. For developer financing, indicate the amount provided through an ICFA, the amount provided through an approved ACC main extension agreement (including the agreement number) and the amount provided through any other means.
- AWC 1.105 Explain what is required of developers to demonstrate compliance with the requirement referred to in PVUC's response "Developers are required by PVUC to make provisions with storage impoundments to accept reclaimed water for reuse" (April 6, 2006 response to Staff's February 8, 2006 letter).
- AWC 1.106 Provide an accounting of the uses of reclaimed water by type of use including but not limited to irrigation, recharge, and evaporation for each of the last five years.
- AWC 1.107 With respect to the provisions with storage impoundments required of developers, provide an accounting of the costs of these storage impoundments and the source of the funds used to construct or purchase/lease these storage impoundments.
- AWC 1.108 State which entity or entities recorded the costs associated with the construction of the storage impoundments for accounting purposes, whether PVUC, another Global Entity, or the developer.

B

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AWC 1.1 Identify all property owners contacted in any way (personal visit, mail, correspondence, email, telephone, advertisement or other communication calculated to elicit a response) by Santa Cruz Water Company ("SCWC"), Palo Verde Utilities Company ("PVUC"), Global Water Resources, LLC, Global Water Resources, Inc., and any company, entity, or person affiliated with, employed by, or acting on behalf of the foregoing entities (collectively, the "Global Entities") to discuss that property owner's entry into an Infrastructure Coordination and Financing Agreement ("ICFA") or similar agreement.

RESPONSE: Attached is a spreadsheet utilized internally by management to track ICFA agreements. 97% of agreements are initiated by developers, builders and brokers who have worked with Global previously.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.2 For each property owner identified in response to AWC 1.1, identify the date of communication, manner of communication (written or oral) and the name and title of the person who made the contact.

RESPONSE: Objection. The requested information is overly broad and not relevant, nor is it reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global

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AWC 1.3 For each property owner identified in response to AWC 1.1, provide copies of all written correspondence and documents of any nature (draft or final) provided to or received from the property owner concerning the ICFA.

RESPONSE: See response to AWC 1.2.

RESPONDENT: Legal Counsel for Global

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AWC 1.4 For each property owner identified in response to AWC 1.1, describe in detail all oral communications and provide copies of all written communications, including but not limited to representations or promises, made to the property owner concerning the ICFA.

RESPONSE: See response to AWC 1.1 and AWC 1.3

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.5 Provide copies of all ICFA's which have been proposed to or entered into with a property owner, whether in draft or final form, executed or unexecuted, and for each, disclose whether it is recorded in the State of Arizona, and if so, provide the recording information.

RESPONSE: All copies of executed ICFA documents are recorded against the land requesting service or are in the process of being recorded. These copies can be located by searching the websites for recorded documents in Maricopa and Pinal County.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.6 Provide an updated map or maps showing all areas in the State of Arizona which any of the Global Entities believes or asserts are subject to an ICFA.

RESPONSE: Certain CC&N Applications submitted by Global Entities contain relevant maps. Each ICFA contains a legal description showing the covered area. All executed ICFAs are recorded in the relevant County Recorder's office, or are in the process of being recorded.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.7 For each property owner identified in response to AWC 1.1, provide an accounting of all monies or other consideration received or to be received by any of the Global Entities under or related to any ICFA.

RESPONSE: Each ICFA contains information regarding the timing of payments to be made pursuant to that particular ICFA. The ICFAs are available from the County Recorder's Offices.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.8 Identify all municipalities, counties or other governmental or quasi-governmental entities contacted in any way (personal visit, mail, correspondence, email, telephone, advertisement or other action calculated to elicit a response) by any of the Global Entities to discuss that municipality's or county's entry into a so-called Private Public Partnership ("P3"), Memorandum of Understanding ("MOU") or similar agreement.

RESPONSE: Global has entered into P3 agreements with the cities of Maricopa and Casa Grande which cover areas at issue in this docket. Concerning areas not at issue in this docket, Global objects to this request as being overly broad, unduly burdensome and is not relevant or reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel to Global

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AWC 1.9 For each municipality and county identified in response to AWC 1.8, identify the date of contact, manner of contact (written or oral) and the name and title of the person who made the contact.

RESPONSE: Objection. This question is overly broad, unduly burdensome and is not relevant or reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global

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AWC 1.10 For each municipality and county identified in response to AWC 1.8, provide copies of all written correspondence and documents of any nature (draft or final) provided to or received from the municipality or county concerning the P3 or MOU.

RESPONSE: See response to AWC 1.9.

RESPONDENT: Legal Counsel for Global

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AWC 1.11 For each municipality identified in response to AWC 1.8, describe in detail all oral communications and provide copies of all written communications, including but not limited to, representations or promises made to the municipality concerning the P3 or MOU.

RESPONSE: All relevant and enforceable commitments are set forth in the P3s.

RESPONDENT: Legal Counsel for Global

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AWC 1.12 Provide copies of all P3s or MOUs which have been proposed to a municipality, whether in draft or final, executed or unexecuted, and for each disclose whether it is recorded in the State of Arizona, and if so, provide the recording information.

RESPONSE: See response to AWC 1.8.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.13 Provide an updated map or maps showing all areas in the State of Arizona which any of the Global Entities believes or asserts are subject to a P3 or MOU.

RESPONSE: Each P3 has an attached map showing the subject territories relating to that P3. AWC should already have copies of the P3s with Maricopa and Casa Grande.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.14 For each municipality, county and entity identified in response to AWC 1.8, provide an accounting of all monies or other consideration paid or to be paid by any of the Global Entities under or related to any P3 or MOU.

RESPONSE: P3 payments have been made in accordance with the terms of the P3. Payments are made by Global Water Resources, LLC rather than any of the regulated utilities.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.15 Identify all utilities or public service corporations in Arizona which any of the Global Entities have acquired or sought to acquire, including but not limited to any stock purchases of any amount in any utility or public service corporation.

RESPONSE: Objection. This request is overly broad, unduly burdensome, irrelevant and seeking information and/or documents that are privileged and confidential. This request seeks information that is not relevant to the issues and subject matter in this docket and is not likely to lead to the discovery of any relevant or admissible evidence. Further, this question seeks disclosure of proprietary business information. Thus, the information is confidential and privileged and not subject to discovery.

RESPONDENT: Legal Counsel for Global

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AWC 1.16 For each utility or public service corporation identified in response to AWC 1.15, provide an accounting of all monies or other consideration paid or offered to be paid, and all stock purchased or proposed to be purchased, together with copies of all correspondence or documents related to such purchase or offer.

RESPONSE: Objection. This request is overly broad, unduly burdensome, irrelevant and seeking information and/or documents that are privileged and confidential. This request seeks information not relevant to the issues and subject matter in this docket and is not likely to lead to the discovery of any relevant or admissible evidence. Further, the information sought is proprietary business information that is confidential and privileged. Thus, the information is not subject to discovery.

RESPONDENT: Legal Counsel for Global

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AWC 1.17 Identify and list all witnesses that SCWC or PVUC intends to call or may call to testify at the hearing in this matter, provide a summary of the subject matter of their testimony and their qualifications, and provide all exhibits that SCWC or PVUC anticipates offering into evidence or otherwise using at the hearing in this matter.

RESPONSE: As of October 23, 2006, SCWC and PVUC intend to have the following persons testify in the consolidated dockets:

- (1) Trevor Hill – President, Global Water Management
- (2) Cindy Liles – Senior Vice President (Growth Management) and CFO, Global Water Management
- (3) Graham Symmonds – Senior Vice President (Operations and Compliance), Global Water Management
- (4) Global may retain an expert on water policy to testify in this case.
- (5) Global will also likely retain a hydrologist to testify.

All of the witnesses for SCWC and PVUC will provide their qualifications and curriculum vitae or resumes as well as a summary of the topics of their testimony with their pre-filed testimony to be submitted November 27, 2006. Further, any exhibits that SCWC and PVUC anticipate offering into evidence or using at the hearing in these matters will be provided either with pre-filed testimony or as permitted by procedural order, Commission regulations and Arizona law. SCWC and PVUC reserve the right to supplement their list of witnesses and exhibits as permitted by procedural order, Commission regulations and Arizona law. Exhibits may also include any materials or information disclosed in discovery by a party to this case, as well as documents appearing on the exhibit list of any other party. Exhibits may also include public records concerning the parties.

RESPONDENT: Legal Counsel for Global

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AWC 1.18 Provide curriculum vitae or resumes for all witnesses that SCWC or PVUC anticipates calling to testify in this matter, and identify all relevant utility industry background and experience of the particular witness.

RESPONSE: See SCWC and PVUC response to AWC 1.17 and AWC 1.66 (Ms. Liles) and 1.71 (Mr. Hill and Mr. Symmonds).

RESPONDENT: Legal Counsel for Global

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AWC 1.19 Describe fully all plans that SCWC, PVUC or any of the Global Entities have to install utility service facilities in SCWC's or PVUC's proposed water CCN extension areas, and provide copies of all such plans.

RESPONSE: The plans to provide water, wastewater and reclaimed water services are included in the application for CC&N Extension, specifically Exhibit 6.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.20 Describe fully all steps taken by SCWC, PVUC or any of the Global Entities to obtain a 208 Plan amendment for the relevant CCN expansion areas, and provide copies of all correspondence, proposals, plans and other documents related to such efforts.

RESPONSE: PVUC has submitted for approval of a Section 208 Water Quality Management Plan Amendment to Central Arizona Association of Governments ("CAAG") for the area known as the Consolidated PVUC Service Area. This application includes the area under consideration for extension by the ACC in this docket. This application was filed in December 2005, completed Environmental and Management Committee reviews and was the subject of several open public meetings. This application was approved by the State Water Quality Working Group on June 13, 2006. Full copies are available from the CAAG or ADEQ offices.

RESPONDENT: Graham Symmonds
Senior Vice President
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21410 North 19th Avenue, Suite 201
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SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
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AWC 1.21 Describe fully discussions that SCWC, PVUC, or any of the Global Entities have engaged in with municipalities in Pinal County or with Pinal County itself to obtain a 208 Plan Amendment, and provide copies of all correspondence related to such discussions.

RESPONSE: All documentation related to the application for the 208 Plan Amendment is available from CAAG, ADEQ and EPA. The Cities of Maricopa, Casa Grande, as well as Pinal County were actively engaged throughout the 208 Plan Amendment process.

RESPONDENT: Graham Symmonds
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AWC 1.22 Describe fully all plans that PVUC or any of the Global Entities has to install wastewater service facilities in its proposed CCN expansion areas, and provide copies of all such plans.

RESPONSE: See response to AWC 1.19 and 1.20.

RESPONDENT: Graham Symmonds
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AWC 1.23 List and identify each "affiliate" and "holding company" of SCWC, PVUC, or any of the Global Entities, as those terms are defined in A.A.C. R 14-2-801.

RESPONSE: Neither SCWC or PVUC are "Class A" utilities. Thus, they are not considered "utilities" or "public utilities" under A.A.C. R14-2-801(8). The definitions of "affiliate" and "holding company" apply only to "public utilities", and thus no entities related to SCWC or PVUC currently qualify as a holding company or affiliate.

However, if SCWC or PVUC were "Class A" utilities, then the following entities might fall within the definitions listed in your question.

1) Global Water Resources, LLC (Delaware LLC) – the parent of Santa Cruz Water Company (Arizona LLC); Palo Verde Utilities Company (Arizona LLC) and Global Water Inc. (Delaware Corporation)

2) Global Water, Inc. (Delaware Corporation) and its subsidiaries:

- (a) Global Water – Santa Cruz Water Company (Arizona Corporation)
- (b) Global Water – Palo Verde Utilities Company (Arizona Corporation)
- (c) Cave Creek Water Company, Inc. (Arizona Corporation)
- (d) Pacer Equities, Inc. (Arizona Corporation)
- (e) Hassayampa Utility Company, Inc. (Arizona Corporation)
- (f) Global Water – Picacho Cove Water Company (Arizona Corporation)
- (g) Global Water – Picacho Cove Utilities Company (Arizona Corporation)
- (h) West Maricopa Combine, Inc. (Arizona Corporation)

3) Subsidiaries of West Maricopa Combine, Inc.:

- (a) Willow Valley Water Co., Inc. (Arizona Corporation)
- (b) Valencia Water Company (Arizona Corporation)
- (c) Water Utility of Greater Buckeye, Inc. (Arizona Corporation)
- (d) Water Utility of Greater Tonopah, Inc. (Arizona Corporation)
- (e) Water Utility of Northern Scottsdale, Inc. (Arizona Corporation)

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(f) Water Utility Administrative Services, Inc. (Arizona Corporation)

4) It is possible that Global Water Management, LLC (Delaware LLC) might be considered an affiliate under a very expansive interpretation of the rule.

See Exhibit A for a chart showing the relationships between these companies.

RESPONDENT: Legal Counsel for Global and Trevor Hill

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AWC 1.24 Provide a copy of all formal data requests directed to SCWC or PVUC by any other parties to this proceeding and the companies' responses thereto.

RESPONSE: ACC Staff has issued 3 sets of data requests to SCWC and PVUC. The responses are attached. No other party (except AWC) has issued data requests to SCWC or PVUC.

RESPONDENT: Legal Counsel for Global

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AWC 1.25 Provide a copy of all responses to data requests or other requests for information directed towards SCWC, PVUC or any of the Global Entities in any ACC docket involving Desert Hills Water Company.

RESPONSE: Objection. The requested information is not relevant to this docket nor it is reasonably calculated to lead to the discovery of relevant or admissible evidence. Further, neither SCWC nor PVUC are responsible for providing any services – either wholesale or otherwise – to Desert Hills Water Company. Thus, the information sought is not likely to lead to the discovery of relevant or admissible evidence in these matters and is overly broad.

However, without waiver of this objection, SCWC and PVUC state that there have been no such data requests.

RESPONDENT: Legal Counsel for Global

SANTA CRUZ WATER COMPANY
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AWC 1.26 Identify and describe all transfers of ownership interests in SCWC, PVUC, or any of the Global Entities made within the last ten (10) years.

RESPONSE: Objection. The information requested is overly broad, unduly burdensome, irrelevant and not likely to lead to the discovery of admissible evidence.

However, without waiver of this objection, SCWC and PVUC state that the current ownership of the Global Entities is shown on Exhibit A to the Response to AWC 1.23.

RESPONDENT: Legal Counsel for Global

SANTA CRUZ WATER COMPANY
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AWC 1.27 Provide a copy of all communications between SCWC, PVUC, or any of the Global Entities and ADWR regarding the extension area requested by SCWC and PVUC in this case.

RESPONSE: SCWC and PVUC have discussed the deployment of recharge facilities and the extension of SCWC's Designation of Assured Water Supply to the proposed service area. To date no applications for such measures have been initiated.

RESPONDENT: Graham Symmonds
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SANTA CRUZ WATER COMPANY
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AWC 1.28 Provide a copy of any plans by SCWC, PVUC, or any of the Global Entities for deploying reclaimed water facilities in SCWC's proposed extension area.

RESPONSE: See response to AWC 1.19.

RESPONDENT: Graham Symmonds
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AWC 1.29 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of reclaimed water sold for each of the last five years. For comparison, also provide the quantity and dollar amount of water sold for each system for each of the last five years.

RESPONSE: This data is available from PVUC ACC Annual Reports. PVUC began selling reclaimed water in 2004:

2004	13,630,647 gallons	\$4,182.65
2005	110,599,238 gallons	\$33,936.57
2006 (end Sep)	204,164,430 gallons	\$62,664.37

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AWC 1.30 Identify all CCNs and/or tariffs of SCWC, PVUC, or any of the Global Entities, allowing or permitting the sale of reclaimed water.

RESPONSE: PVUC's tariff for reclaimed water is \$100/acre-foot. The tariffs of PVUC and the other Global regulated utilities are on file with the Arizona Corporation Commission.

RESPONDENT: Graham Symmonds

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AWC 1.31 Provide a copy of any plans by SCWC, PVUC, or any of the Global Entities for deploying recharge wells in SCWC's or PVUC's proposed extension area.

RESPONSE: See response to AWC 1.19 and 1.21.

RESPONDENT: Graham Symmonds

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AWC 1.32 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity of water recharged for each of the last five years. To the extent that the answer is greater than zero, specify the source and nature of the water recharged; that is, whether it was groundwater, surface water from the CAP, surface water from non-CAP sources. or reclaimed water.

RESPONSE: No recharge activity has occurred to date. The deployment of reclaimed water and surface water are cornerstones to the Triad of Conservation which includes the (1) direct re-use of reclaimed water, (2) recharge of non-renewable water supplies (groundwater) with renewable supplies (surface water and reclaimed water); and (3) direct use of renewable surface water in place of non-renewable water supplies (groundwater).

RESPONDENT: Graham Symmonds
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AWC 1.33 Provide a copy of any plans by SCWC, PVUC or any of the
Global Entities for using surface water in SCWC's proposed
extension area.

RESPONSE: See response to AWC 1.19.

RESPONDENT: Graham Symmonds
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AWC 1.34 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of surface water sold for each of the last five years. For comparison, also provide the quantity and dollar amount of water sold for each system for each of the last five years.

RESPONSE: To date, no surface water has been deployed in the SCWC service area. However, SCWC has completed the design activity for conversion of the ex-387 Water Reclamation Facility structure to a surface water treatment facility. Construction will begin on this conversion in 2006/07 for completion in 2007. In addition, Cave Creek Water Company sells a substantial amount of surface water. These sales are shown on the ACC annual reports for Cave Creek Water Company, which are available from the Arizona Corporation Commission.

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AWC 1.35 Provide a copy of any plans by SCWC, PVUC or any of the Global Entities, to reduce the usage of groundwater in each of its systems.

RESPONSE: Please see responses to AWC 1.33 and AWC 1.31. The deployment of reclaimed water and surface water are cornerstones to the Triad of Conservation which includes the (1) direct re-use of reclaimed water, (2) recharge of non-renewable water supplies (groundwater) with renewable supplies (surface water and reclaimed water); and (3) direct use of renewable surface water in place of non-renewable water supplies (groundwater).

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AWC 1.36 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater pumped for each of the last five years.

RESPONSE: Regarding entities other than SCWC and PVUC, objection – information for other entities is not relevant and overbroad. Without waiver of this objection, Global states that information for other Global regulated utilities is available in the annual reports on file with the Arizona Corporation Commission for those utilities. With respect to SCWC, the following information is provided:

	Groundwater Pumped
Year	Volume
2002	371,455,000
2003	629,670,000
2004	743,955,000
2005	1,097,003,000
2006 (to date)	1,289,277,000

Note: Dollar amount not applicable to pumped volumes.

RESPONDENT: Graham Symmonds
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Objection provided by Legal Counsel for Global

SANTA CRUZ WATER COMPANY
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AWC 1.37 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater sold for each of the last five years.

RESPONSE: Regarding entities other than SCWC and PVUC, objection – information for other entities is not relevant and overbroad. Without waiver of this objection, Global states that information for other Global regulated utilities is available in the annual reports on file with the Arizona Corporation Commission for those utilities. With respect to SCWC, the following information is provided:

Year	Groundwater Sold	
	Volume	Revenue
2002	90,246,000	\$ 429,375
2003	592,875,000	\$ 921,368
2004	718,710,000	\$ 2,048,708
2005	988,653,000	\$ 3,928,062
2006	1,219,052,237	\$4,772,433

Water revenue includes water usage, basic meter charges, establishment fees, and reconnection fees.

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AWC 1.38 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater pumped per customer for each of the last five years.

RESPONSE: Regarding entities other than SCWC and PVUC, objection – information for other entities is not relevant and overbroad. Without waiver of this objection, Global states that information for other Global regulated utilities is available in the annual reports on file with the Arizona Corporation Commission for those utilities. With respect to SCWC, the following information is provided:

Year	Groundwater Pumped	
	Volume	Customers at end of period
2002	371,455,000	885
2003	629,670,000	1679
2004	743,955,000	4305
2005	1,097,003,000	9665
2006	1,289,277,000	11971

Note: Dollar amount not applicable to pumped.

RESPONDENT: Graham Symmonds
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AWC 1.39 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of groundwater sold per customer for each of the last five years.

RESPONSE: Regarding entities other than SCWC and PVUC, objection – information for other entities is not relevant and overbroad. Without waiver of this objection, Global states that information for other Global regulated utilities is available in the annual reports on file with the Arizona Corporation Commission for those utilities. With respect to SCWC, the following information is provided:

Year	Groundwater Sold		Customers at end of period
	Volume	Revenue	
2002	90,246,000	\$ 429,375	885
2003	592,875,000	\$ 921,368	1679
2004	718,710,000	\$ 2,048,708	4305
2005	988,653,000	\$ 3,928,062	9665
2006 to date	1,219,052,237	\$ 4,772,433	11971

RESPONDENT: Graham Symmonds
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AWC 1.40 For each well operated by SCWC, PVUC or any of the Global Entities, provide a copy of all well data for the last five years, including the pumping rate, the amount pumped, and the static and pumping level of water in the well.

RESPONSE: This data is available from ACC Annual Reports and ADWR Annual Reports.

RESPONDENT: Graham Symmonds
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AWC 1.41 Provide a copy of all hydrology reports or hydrological information in the possession of SCWC, PVUC or any of the Global Entities concerning SCWC's requested extension area.

RESPONSE: Objection. This request seeks out reports that are proprietary in nature and are confidential. To the extent that documents are released to the public, those versions are available through applications made at ADWR and ADEQ.

RESPONDENT: Graham Symmonds
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AWC 1.42 Provide all projections in the possession of SCWC, PVUC or any of the Global Entities regarding likely water usage in SCWC's requested extension area for the next five years. Explain the source of all data used in the projection(s) and identify all assumptions used in developing the projection(s).

RESPONSE: Such projections are included in SCWC and PVUC's extension application.

RESPONDENT: Graham Symmonds
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AWC 1.43 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide the quantity and dollar amount of water sold for each of the last five years.

RESPONSE: See response to AWC 1.37.

RESPONDENT: Graham Symmonds
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AWC 1.44 For each system owned or operated by SCWC, PVUC or any of the Global Entities, provide a "water use data sheet" (in the format typically used by Staff) showing the most recent 12 months for which data is available.

RESPONSE: Regarding entities other than SCWC and PVUC, objection – information for other entities is not relevant and overbroad. Without waiver of this objection, Global states that information for other Global regulated utilities is available in the annual reports on file with the Arizona Corporation Commission for those utilities. With respect to SCWC, the following information is provided:

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NAME OF COMPANY	Santa Cruz Water Company
ADEQ Public Water System No.	11-131

Month/Year (Most Recent 13 Months)	Number of Customers	Gallons Sold (Thousands) ²	Gallons Pumped ²	Gallons Purchased
Feb-05	4,600	27,052	23,642	0
Mar-05	4,865	31,409	46,764	0
Apr-05	5,150	72,526	82,439	0
May-05	5,465	100,583	106,315	0
Jun-05	5,879	107,298	132,840	0
Jul-05	6,693	139,127	160,985	0
Aug-05	7,256	127,768	114,352	0
Sep-05	8,176	166,282	113,455	0
Oct-05	8,991	117,403	112,904	0
Nov-05	8,434	120,486	102,802	0
Dec-05	9,658	69,773	84,188	0
Jan-06	9,970	77,589	89,363	0
Feb-06	10,130	65,770	111,582 ³	0
Mar-06	10,609	75,921	63,665	0

² - Includes GC water but excludes any reclaimed water, raw water for irrigation impoundment filling or construction etc

³ - Includes 28.5 Mgal used to test/flush wells

Storage Tank Capacity	Number of Each	ADWR Well ID number	Well Production (Gallons per Minute)
1.5 Mgal	2	55-612737 - Smith	1070
0.5 Mgal	2	55-617336 - Vance	1965
		55-621410 - Porter [®]	1000
		55-621408 - Neely East	2000
		55-621407 - Neely West	1980
		55-621406 - Neely North	2000
		55-801069 - Cobblestone [®]	1280
		55-624037 - Glenwilde #1 **	1380
		55-509941 - Rancho Mirage #1 **	2800
		55-622132 - Maricopa Meadows [®]	1400
		55-612741 - Maricopa Groves [®]	1200

Other Water Sources in Gallons per Minute	0 GPM
Fire Hydrants on System	(Yes) No
Total Water Pumped Last 13 Months (Gallons in Thousands)	1,355,296

- ** - Undergoing Rehabilitation
- ® - Non-potable use only
- * - not operational

RESPONDENT: Graham Symmonds
Senior Vice President
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Objection provided by Legal Counsel for Global

SANTA CRUZ WATER COMPANY
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AWC 1.45 Provide any Physical Availability Determination, or Assured Water Supply documents (analysis, certificate or designation) concerning SCWC's requested extension area.

RESPONSE: A modification to SCWC's Designation of Assured Water Supply for the requested extension area has yet to be submitted. The SCWC's current Designation of Assured Water Supply is attached.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.46 Does SCWC plan to obtain a Designation of Assured Water Supply applicable to the requested extension area? If the answer is no, explain how SCWC will obtain Certificates of Assured Water Supply applicable to SCWC's requested extension area.

RESPONSE: Yes.

RESPONDENT: Graham Symmonds
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AWC 1.47 Provide all engineering designs, plans, reports and such documents for SCWC's proposed extension area that are in the possession of SCWC, PVUC or any of Global Entities.

RESPONSE: Engineering plans are currently being developed for submittal to regulatory agencies for approval.

RESPONDENT: Graham Symmonds
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AWC 1.48 Provide the financial statements of SCWC, PVUC and each of the Global Entities, for each of the last three years.

RESPONSE: With respect to entities other than SCWC and PVUC, objection – this question is not relevant or reasonably calculated to lead to the discovery of relevant or admissible evidence and is also overbroad. Without waiver of this objection, the ACC Annual Reports for all of Global's regulated utilities are on file with the ACC from inception to December 31, 2005 and are available to the public.

RESPONDENT: Cindy Liles
Senior Vice President
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AWC 1.49 For each of the last three years, provide the reports provided by SCWC, PVUC, or any of the Global Entities under A.A.C. R14-2-805.

RESPONSE: No such reports have been provided because none of the Global Entities are "Class A" utilities, and they are therefore not required to file such reports. In addition, we note that AWC has refused to provide its R14-2-805 reports to Global.

RESPONDENT: Cindy Liles
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Phoenix, Arizona 85027

SANTA CRUZ WATER COMPANY
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AWC 1.50 Indicate the sources of equity available to SCWC, PVUC or any of
the Global Entities.

RESPONSE: 100% of the equity provided to SCWC and PVUC and all regulated
entities owned by Global Water are provided by the parents of such
entities.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.51 Provide a schedule showing all equity provided to SCWC, PVUC or any of the Global Entities by shareholders or others in the last five years.

RESPONSE: See response to AWC 1.48 and 1.50.

RESPONDENT: Cindy Liles

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AWC 1.52 Identify, describe and provide the amounts of any contributions to equity capital of SCWC, PVUC or any of the Global Entities that originated or derived from any ICFA.

RESPONSE: This question misstates the nature and uses of ICFA funds. Correct information concerning ICFAs are available in Global's filings in Arizona Corporation Commission Dockets Nos. W-00000C-06-0149 and W-01445A-06-0200 et al.

RESPONDENT: Cindy Liles
Senior Vice President
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AWC 1.53 Provide details about all lines of credit and/or letters of credit usable by SCWC, PVUC or any of the Global Entities, including interest rate, lender and amount that can be borrowed, as well as the amount owed under the line of credit and/or letter of credit for each of the last twelve months.

RESPONSE: The regulated entities, SCWC and PVUC, do not utilize debt at the time of this writing. The information requested for entities other than regulated entities is irrelevant, overbroad, and not likely to lead to the discovery of admissible evidence and Global objects on those grounds.

RESPONDENT: Cindy Liles
Senior Vice President
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AWC 1.54 Identify all sources of debt funding for SCWC, PVUC or any of the Global Entities, including the interest rate, lender and amount that can be borrowed.

RESPONSE: See AWC 1.53

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
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AWC 1.55 For each of the last three years, provide the property tax statements of SCWC, PVUC and each of the Global Entities.

RESPONSE: This information is publicly-available through the appropriate local entities.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.56 Identify and provide copies of all performance bonds relating to or required of SCWC, PVUC or any of the Global Entities.

RESPONSE: There are no performance bonds in place for any Global Entity.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.57 Provide a list of all transactions or inter-company charges between SCWC, PVUC and any of the Global Entities for the last five years.

RESPONSE: AWC objected to an identical question. See AWC response to Global 1.71. SCWC and PVUC will respond when AWC provides an answer to Global 1.71.

RESPONDENT: Legal Counsel for Global

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AWC 1.58 Provide the estimated number of customers in SCWC's and PVUC's requested extension area for each of the first five years of operations, and explain the basis for the estimates.

RESPONSE: This information is available in the application.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.59 Provide the estimated number of customers in SCWC's and PVUC's requested extension area at build-out, and explain the basis for the estimate.

RESPONSE: See response to AWC 1.58.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
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AWC 1.60 Provide the estimated build-out date when all of SCWC's and PVUC's requested extension area will be built out, and explain the basis for that estimate.

RESPONSE: See response to AWC 1.58.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
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AWC 1.61 Provide the estimated water usage per customer in SCWC's requested extension area after the first five years of operations and provide the basis for that estimate.

RESPONSE: See response to AWC 1.58.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.62 Provide the estimated water usage per customer in SCWC's proposed extension area at build-out, and provide the basis for the estimate.

RESPONSE: See response to AWC 1.58.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.63 Provide the estimated amount of groundwater pumped per customer in SCWC's requested extension area at build-out, and provide the basis for the estimate.

RESPONSE: SCWC estimates that the amount of groundwater pumped per customer in SCWC's requested extension area will be less than is pumped in SCWC's current service area. The triad of conservation requires focus on re-use, recharge and renewable sources. Each of these elements has a significant impact on the amount of groundwater that needs to be withdrawn for customer consumption.

Global is aggressively pursuing increased use of reclaimed water, including reclaimed water to homes and businesses, which it can be used for purposes such as irrigation and flush water. In addition, excess Class A+ reclaimed water will be recharged via vadose zone wells and direct injection wells. Finally, the completion of the surface water treatment facilities will provide an immediate source of surface water to offset any groundwater pumping.

Through these methods, SCWC expects substantial reductions in the amounts of groundwater pumped per customer compared to its current service in its current service territory. However, SCWC does not have a "point estimate" of the amount of groundwater pumped per customer.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.64 Provide the number of acres in SCWC's and PVUC's requested extension area.

RESPONSE: The extension area is comprised of approximately 19,800 acres for SCWC and 26,000 acres for PVUC

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
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Phoenix, Arizona 85027

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AWC 1.65 Provide the number of acres in SCWC's and PVUC's requested extension area covered by requests for service specifically addressed to SCWC, PVUC or any of the Global Entities, list any requests for service not included in SCWC's and PVUC's Application, and provide a copy of any requests not included in SCWC's and PVUC's Application.

RESPONSE: The extension area is comprised of approximately 19,800 acres for SCWC and 26,000 acres for PVUC. SCWC and PVUC has received requests for service from **100%** of the landowners. All requests were included in the application.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
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AWC 1.66 For SCWC, PVUC and each of the Global Entities, provide the names of each officer, and a brief description of their education and experience.

RESPONSE: Trevor Hill and Cindy Liles are the only officers of SCWC, PVUC, and the other regulated utilities as well as Global Water, Inc. and West Maricopa Combine, Inc. Trevor Hill is a registered Professional Engineer and has worked in the water sector for more than 15 years. Cindy Liles is a CPA and has 20 years experience in the operation and administration of large companies.

Trevor Hill, Bill Levine, Dan Cracchiolo, Leo Commandeur, Cindy Liles, Graham Symmonds and Andrew Cohn are members of Global Water Resources, LLC and Global Water Management, LLC. The officers and directors of Global Water Management, LLC are described below.

Bill Levine
Chairman of the Board

Mr. Levine was one of the founders of Outdoor Systems, now known as Viacom Outdoor, an outdoor advertising / billboard firm. The company grew through acquisitions to become the largest outdoor advertising company in the nation. In December of 1999, Outdoor Systems was acquired by Infinity Broadcasting Corporation, which was subsequently acquired by Viacom. Mr. Levine is a significant stockholder of Viacom, owning in excess of 14 million shares of Viacom stock.

Mr. Levine is also the co-founder and majority owner of Allstate U Lok Storage Co., a chain of self storage / mini-warehouses totaling over one million square feet.

Mr. Levine has been a significant real estate developer, owner, operator and lender for many years. He has been involved in land development, master planning, office, industrial and commercial projects. He is currently involved in developing ten grocery-anchored shopping centers in the Phoenix Metro area.

Mr. Levine has been a resident of Phoenix for over forty years.

Daniel Cracchiolo
Member of the Board of Directors

Raised in Arizona, Mr. Cracchiolo served as a 1st Lieutenant in the United States Air

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Force from 1954 to 1956 after attending the University of Arizona where he received his Juris Doctorate in 1952. He was admitted to the Arizona State Bar in 1952 and was admitted to practice before the U.S. Supreme Court in 1957. From 1952 through 1954 and from 1956 to 1957 Mr. Cracchiolo served as Deputy County Attorney of Maricopa County, thereafter entering private practice and co-founding the firm of Burch & Cracchiolo in 1970.

Mr. Cracchiolo is a member of the Maricopa County and American Bar Associations, the State Bar of Arizona, Phoenix Association of Defense Counsel, American Board of Trial Advocates, American Judicature Society, International Association of Defense In America". He is a Regent of Brophy College Preparatory, a member of the Board and past President of COMPAS and serves as President and Director of the Steele Foundation, an organization dedicated to the support of charitable, religious, educational and scientific purposes.

Mr. Cracchiolo has been a resident of Arizona and in the water business through his family owned Bella Vista Water Co., in Sierra Vista for over 50 years.

Trevor T. Hill, P.Eng
President & CEO
Member of the Board of Directors

See Response to AWC 1.71

Graham Symmonds, P.Eng
Senior Vice President, Operations & Compliance

See Response to AWC 1.71

Cindy Liles, CPA
Chief Financial Officer & Senior Vice President, Growth Management

Ms. Liles was raised in Mississippi and graduated from Delta State University with a bachelors degree in accounting. Ms. Liles is a certified public accountant (CPA) and was employed by Holiday Inns Worldwide, headquartered in Memphis, Tennessee. Ms. Liles was asked to join the team assigned to structure the sale of Holiday Inns balance sheet to Bass, PLC in 1990 while brands Embassy Suites, Homewood Suites, Hampton Inns and Harrahs Casinos were spun off to form Promus Corporation.

Ms. Liles, as Manager of Accounting, hired the staff for the Bass, PLC offices in Atlanta, Georgia and provided consulting to Promus Corporation until 1994. For the

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next six years, Ms. Liles was the Senior Vice President and Chief Accounting Officer for Mid-America Apartment Communities, an apartment real estate investment trust (REIT) headquartered in Memphis, TN trading on the New York Stock Exchange as MAA. Ms. Liles relocated to Phoenix, Arizona in 2001 to partner with the development company who formed Santa Cruz Water Company and Palo Verde Utilities Company.

Ms. Liles was CFO and General Manager of these companies which were formed to provide water and wastewater services to the fast growing area near Maricopa, AZ. Upon the acquisition by Global Water in 2004, Ms. Liles joined the team as CFO and VP Operations.

Wesley Smith
Vice President, Engineering and Construction

See Response to AWC 1.71

Leo Commandeur
Vice President, Business Development

Raised in Nelson, British Columbia, Mr. Commandeur attended Selkirk College and studied business. Mr. Commandeur then further studied accounting through the society of management accountants or CMA Association. Mr. Commandeur spent several years in public accounting practice then branched out into the private sector.

In 1991 Mr. Commandeur co-founded Visionary Solution Corporation an information technology company with offices in Seattle, Vancouver, Calgary, and Victoria. As the CFO and Director of the company Mr. Commandeur led the growth and strategic direction of the company. During 1996 the company was taken public on a Canadian Stock Exchange and eventually sold in 1998 to a Norwegian Public Company. In 1999 Mr. Commandeur joined Trevor Hill from Hill, Murray & Associates, a design-build firm specializing in the construction and operation of water reclamation facilities in British Columbia and the Canadian Arctic, and formed Cascadia Water Corporation to own and operate waster and wastewater facilities in the Southwestern United States. In 2000, Mr. Commandeur co-founded Algonquin Water Resources of America, a division of the Algonquin Power Income Fund. In his role of Director of Business Development for AWRA, he was a member of the acquisition team, acquiring 6 utilities in 3 years and amassing 37,000 customers in Arizona and Texas. In 2003, Mr. Commandeur co-founded Global Water Resources, a company established to acquire regulated utilities in the Southwestern states. As V.P. Business Development of Global Water, Mr. Commandeur is responsible for acquisition activities of Global Water

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Resources.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
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AWC 1.67 For SCWC, PVUC and each of the Global Entities, provide the names of each member of the board of directors, and a brief description of their education and experience.

RESPONSE: See response to AWC 1.66.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
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AWC 1.68 Describe the experience of SCWC's management in providing potable water service.

RESPONSE: See response to AWC 1.66.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
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AWC 1.69 Describe the experience of SCWC's or PVUC's management in providing reclaimed water service.

RESPONSE: See response to AWC 1.66.

Additionally, Trevor Hill and Graham Symmonds have been working in the water sector since the early 1990's. During the past 15 years both have been involved in readying regulation, reviewing and implementing code and permits as it relates to dual water mains, building and operating water reclamation facilities, designing reclaimed water distribution systems and deploying these philosophies into the regulated utilities Global Water owns in Arizona.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
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AWC 1.70 Describe the experience of PVUC's management in providing
wastewater service.

RESPONSE: See response to AWC 1.66 and AWC 1.69.

RESPONDENT: Trevor Hill
President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.71 Provide a list of all engineers employed by SCWC, PVUC and each of the Global Entities, and a brief description of their education and experience, including whether the engineer hold an Arizona professional engineer registration, the registration type and number.

RESPONSE: Global employs the following engineers:

Trevor Hill, President &CEO

Mr. Hill graduated from Royal Roads Military College with a bachelor of Engineering in Mechanical Engineering in 1987. Mr. Hill attended the Royal Naval Engineering College in Plymouth England where he completed his post-graduate studies in 1988. He served with Canadian Navy as an Engineering officer retiring in 1994 after serving as Deputy Engineering officer in HMCS Huron in the Gulf War 1991. Following this operational experience, Mr. Hill was the Naval Engineering Unit Pacific Marine Systems Engineering Officer, responsible for the technical readiness of Canada's west coast fleet.

In 1994 Mr. Hill co-founded Hill, Murray & Associates, a design-build firm specializing in the construction and operation of water reclamation facilities in British Columbia and the Canadian arctic. In 2000, Mr. Hill co-founded Algonquin Water Resources of America, a division of the Algonquin Power Income Fund. In his role of Director of Operations for AWRA, he led the acquisition team, acquiring 6 utilities in 3 years and amassing 37,000 customers in Arizona and Texas. In 2003, Mr. Hill co-founded Global Water Resources, a company established to acquire regulated utilities in the Southwestern states. As President & CEO of Global Water, Mr. Hill is responsible for acquisition activities and the overall operations of Global Water Resources.

PROFESSIONAL AFFILIATIONS

Association of Professional Engineers and Geoscientists of British Columbia

AWARDS AND HONORS

- 1999 - Top 40 Under 40 Award, Business in Vancouver
- 1998 - ZENON Merit Award for Design
- 1998 - Finalist, Entrepreneur of the Year Award, Pacific Region, Canada
- 1997 - BC Ministry of Environment, Lands and Parks, Minister's Environmental Award, Business/Industry Category
- 1997 - Nominated, Entrepreneur of the Year Award, Pacific Region, Canada
- 1996 - ZENON Merit Award for Design
- 1991 - Awarded Gulf Kuwait Medal (Gulf War 1991)

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Graham Symmonds, SVP Operations & Compliance

Mr. Symmonds graduated from University of Toronto with a Bachelors of Applied Science in Mechanical Engineering. In 1986, he joined the Canadian Navy and was posted to a variety of training and operational units, including post-graduate studies at the Royal Naval Engineering College in Plymouth, serving as Deputy Engineering Officer for HMCS ANNAPOLIS from 1989 to 1991, and finally being selected as the Equipment Health Monitoring Officer for the Naval Engineering Unit Pacific, where he was responsible for condition-based maintenance assessments for all equipment in west coast ships, as well as performing pre- and post-refit trials.

In 1995, Mr. Symmonds joined Hill, Murray & Associates as a partner and Director of Operations. During his time at Hill-Murray, Mr. Symmonds became a leading expert in the application, deployment and operation of membrane-bioreactor technologies. Mr. Symmonds developed the integrated control suite known as enviroSMART (Systems Monitoring and Remote Telemetry) which allowed for unmanned operations of water reclamation facilities, and second and third order condition assessments.

In 2001, Mr. Symmonds joined Algonquin Water Resources of America as Director of Operations, responsible for the day-to-day operation of AWRA's utilities, including regulatory filings, growth management, plant operations and capital project planning and execution.

In 2003, Mr. Symmonds joined Global Water Resources as the Senior Vice President of Operations & Compliance.

PROFESSIONAL AFFILIATIONS

Association of Professional Engineers and Geoscientists of British Columbia (Lic # 20642)

Wesley Smith, Vice President Engineering & Construction

Mr. Smith graduated in 1989 with a Bachelor of Science in Engineering from the Colorado School of Mines. He began his engineering career with Perini Corporation, constructing the Central Artery (The Big Dig) and Deer Island projects in Boston. In addition, he acted as senior tunnel engineer for the Tunnel and Reservoir Program (TARP) in Chicago. In 1994, he joined Western Summit Constructors in 1994, and commenced work on the Southern Nevada Water Authority's (SNWA) facilities improvement project – a series of infrastructure projects associated with the expansion of the SNWA water treatment and distribution system in Las Vegas. In 1997 he accepted a project management position with MMC, Inc., a Nevada general construction firm specializing in water/wastewater construction. He was promoted to Operations Manager in 2001, and in 2003 assumed the role of General Manager, overseeing \$100 million dollars per year in public works projects in both Nevada and Arizona.

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Mr. Smith joined Global Water in 2004 and was promoted to VP Engineering and Construction in 2005, where he now oversees Global's CAPEX program – including project definition, budgeting, approvals, construction and commissioning.

Scott Lee, PE - Engineering Manager

Mr. Lee is the Engineering Manager for Global Water responsible for master planning activities, development and deployment of engineering and construction standards and for plan reviews. Mr. Lee is responsible to ensuring adequate capacity is available at each phase of development and works closely with developers to ensure construction of facilities meets the development timeline.

Mr. Lee is leading the development of standards to expand the deployment of reclaimed water within the Global service areas.

Mr. Lee graduated from Arizona State University and previously has worked in the consulting field in Arizona, Iowa and Minnesota.

PROFESSIONAL AFFILIATIONS

Arizona Board of Technical Registration (Lic # 41202)

Robin Bain, PE - Permitting Manager

Ms. Bain has over 26 years of experience in engineering project and program management, most of which has been in municipal public works and utilities. She currently serves as the Global Water Permitting Manager, responsible for the acquisition of all permits required to develop and enable service areas. Ms. Bain was formerly employed as the Baker Phoenix Office/Operations Manager, and as such she was responsible for a 70+ person multi-discipline engineering and architecture office, serving local, State, Federal, utility and private clients. Ms. Bain is a former Plant Operations and Maintenance Manager at Clark County Water Reclamation District, Las Vegas, NV; Deputy Public Works Director in Springfield, MA; and Deputy Director, Line Maintenance Division, Fairfax County, VA.

Ms. Bain is a certified Wastewater Operator and registered Professional Engineer in numerous states. She is currently on the Board of Arizona Water Pollution Control Association, formerly served on the Board of the Arizona Floodplain Managers Association, and is a past president of the Nevada Water Environment Association. She has also previously served as the Publications Committee Chair for the Water Environment Federation, on the Engineering Advisory Council for the University of Nevada at Las Vegas, the Las Vegas Wash Coordination Committee, and the Nevada Board of Technical Registration for Engineers and Land Surveyors. Ms. Bain also

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serves on the Arizona Public Works Association annual conference committee, now in her sixth year.

Ms. Bain holds an M.S., Environmental Engineering from Virginia Tech (1987) and a B.S., Civil Engineering from Virginia Tech (1980). She is a registered Professional Engineer in Arizona, Nevada, Massachusetts, and Virginia. She also holds a Diplomate of Environmental Engineering designation.

PROFESSIONAL AFFILIATIONS

Arizona Board of Technical Registration, Civil Engineer, (Lic # 36797)
Registered Professional Engineer, Civil, Virginia
Registered Professional Engineer, Civil, Nevada
Registered Professional Engineer, Civil, Massachusetts
Class 4 Wastewater Treatment (AZ)
Class 5 Wastewater Treatment (NV)
Class 1 (highest level) Wastewater Treatment (VA)

Joel Wade, Process Engineering Manager

Mr. Wade has a Masters of Business Administration (1999), and a Bachelor of Science, Civil Engineering, from Southern Illinois University (1991). He also holds the following certifications:

- Class 1, 2, 3, 4 Wastewater operator (IL)
- Class A, B, C, D Water operator (IL)
- Class 4 Wastewater Collection (AZ)
- Class 4 Water Distribution (AZ)
- Class 4 Wastewater Treatment (AZ)
- Class 4 Water Treatment (AZ)

Mr. Wade is currently the Process Engineering Manager for Global Water. He is responsible for executing process designs for water and wastewater systems to meet the needs of Global utilities. Formerly, Mr. Wade was employed as the Manager of Engineering and Construction for Algonquin Water Services. His experience in the design, development, operation and management of water and wastewater utilities spans over 24-years, including 13-years in the privatization, contract operations area. His diverse background as facility manager, designer and technical consultant has led to the successful start-up and procurement of nine (9) treatment facilities, ranging from 0.250 to 180 MGD, as well as consulting service to twenty-five individual facilities including project engineering, planning and investigation, civil design, technical research, development, and efficiency evaluation. Mr. Wade was instrumental in the design, construction and start-up of the first wastewater membrane treatment facility in the state of Arizona. Recent projects include; simultaneous start-up of two 0.500 mgd reverse

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osmosis wellhead treatment units and one 0.650 mgd ion exchange resin wellhead treatment units (City of Goodyear AZ, 6/03), start-up of a 1.9 MGD Water Reclamation Facility in Gold Canyon Arizona (10/05) as well as current construction of the largest arsenic treatment facility (5.0 MGD) in the state of Arizona.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.72 Provide a list of all certified operators employed by or under contract to SCWC, PVUC and each of the Global Entities, and identify the areas in which they are certified.

RESPONSE: The following are certified operators employed by Global Water Management, LLC:

	<u>Operator Name</u>	<u>Certification Number</u>	<u>Expires</u>	<u>WT</u>	<u>WWT</u>	<u>Dist</u>	<u>Coll</u>
Southern Division							
1	Ismael Barba	12156	31-Mar-07		2		
2	Jeff Lemley	20649	31-May-08	1	3	2	1
3	Eloy Garcia						
4	Don Wachter	22757	30-Jun-06	2			
5	Dean Ureneck						
6	Alberto Huitron Jr.						
7	Manuel Molina	23232	31-Mar-09		4		
Northern Division							
7	Dave McLeod	05669	30-Jun-08	3	2	3	2
8	Jay George	03530	30-Nov-08	3		3	
9	Rick Davis						
10	Fernando Espinoza						
11	Dave Adams						
12	George J. Lennon	20650	31-May-09	3			
13	Gustavo Picano						
14	Filimone Macedo						
Western Division							
15	Robert Garcia	03993	30-Jun-08	4	4	4	4
16	Jamaine Berry	21621	31-Jul-09			2	
17	Blain Harold	09133	28-Feb-09	2		4	
18	Gregory Guy	23129	28-Feb-09	1	2	1	2
19	Jarvis Gale	23128	28-Feb-09	1		1	
20	Jubal Whitlock	25128	31-Jul-09	1		1	
21	Roger Ward	23348	31-May-09	1		1	
22	James Lettermen	25180	31-Jul-09			1	
Bullhead City							
23							
24	Scott Hooper	21278	31-Dec-08	1	1	1	1
25	Buddy Anderson						
Maintenance							
25	James Creaghe	21852	31-Mar-08	1	4	2	
CSR/Inspector							
26	Paul Hagert	22647	30-Apr-08				1
27	Dann Posastiuc	22655	30-Apr-08			1	

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Compliance

28	Susan Armijo	20448	31-Oct-07	1	1		
29	Tammy Maher Shawneen	23282	30-Apr-09	1	2	2	1
30	Michaud	22374	30-Sep-08	3		1	
31	Robyn Wymer	23139	28-Feb-09	1		1	

Engineering & Permitting

32	Robin Bain	20397	30-Sep-07		4		
33	Joel Wade	06327	31-Aug-08	4	4	4	4

Education

6	Greg Frech	6981	30-May-07	4	4	4	4
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RESPONDENT: Graham Symmonds
 Senior Vice President
 Global Water Management, LLC
 21410 North 19th Avenue, Suite 201
 Phoenix, Arizona 85027

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AWC 1.73 Identify and describe all common or shared facilities that SCWC, PVUC, or any of the Global Entities will use to provide water, wastewater and reclaimed water services in the requested extension area.

RESPONSE: PVUC and SCWC share administrative space, customer service facilities, operations control facilities, communication networks etc.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.74 Identify and describe all common or shared employees or independent contractors that SCWC, PVUC or any of the Global Entities will use to provide water, wastewater and reclaimed water services in the requested extension area.

RESPONSE: SCWC and PVUC have no employees. Operations and management services are performed under contract by Global Water Management, LLC.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.75 Does SCWC or PVUC share information about their customers with other entities, including any of the Global Entities? If yes, describe the shared information and any contractual requirements regarding the safeguarding of that information and restrictions on the use of that information.

RESPONSE: Customer Service information is shared between SCWC and PVUC. Global does not provide customer information to any outside agency.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.76 If the answer to AWC 1.75 is yes, provide a copy of any
Commission order authorizing sharing of customer information.

RESPONSE: The Commission was aware of the integrated nature of PVUC and
SCWC when it approved their original and subsequent CC&N orders.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.77 Does SCWC, PVUC or any of the Global Entities have a Commission-approved tariff or other authority that permits or authorizes in any way the disconnection of water service for a SCWC customer for non-payment of wastewater bills from PVUC or any other public service corporation? If so, describe and provide a copy of any such tariff or authority.

RESPONSE: The tariffs of the Global Entities are available at the offices of the Arizona Corporation Commission, 1200 West Washington, Phoenix Arizona. Ask for Lori Miller, Tariff Administrator.

RESPONDENT: Legal Counsel for Global

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AWC 1.78 Provide a copy of all communications between SCWC, PVUC and any other entity, including the Global Entities, concerning the provision of water, wastewater or reclaims water service to SCWC's and PVUC's proposed extension area.

RESPONSE: SCWC and PVUC object to the extent this request seeks proprietary business information that is confidential and/or work product prepared in anticipation of litigation. SCWC and PVUC also object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters.

RESPONDENT: Legal Counsel for Global

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AWC 1.79 Provide the CAP allocation of SCWC and each Global Entity, the date the allocation was obtained, and the quantity of treated and untreated CAP water sold to customers by each affiliate for the last 5 years.

RESPONSE: SCWC does not currently have a CAP allocation. For entities other than SCWC, objection – the requested information is not relevant nor is it reasonably calculated to lead to the discovery of relevant or admissible evidence and is overbroad. Without waiver of this objection, Global notes that Cave Creek Water Company provides a substantial amount of treated CAP water. For further information, see the ACC annual reports for Cave Creek Water Company. Global is completing the construction of the Hassayampa River Recharge Project which was acquired as part of West Maricopa Combine. This project will allow for Central Arizona Project (“CAP”) water to flow into the Hassayampa River as soon as the first quarter of 2007. Water would enter the Hassayampa River at an approximate rate of 3,000 acre-feet per month. This recharge facility is also part of a managed underground storage facility to recharge 25,000 acre-feet per year of Colorado River water from the CAP aqueduct over a twenty-year period. A copy of the approval from the Arizona Department of Water Resources (“ADWR”) for the storage facility is on file with ADWR.

RESPONDENT: Graham Symmonds

Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

Objection provided by Legal Counsel for Global

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AWC 1.80 Provide a copy of the Modification of the Designation of Assured Water Supply referred to in the April 6, 2006 response to Staff's insufficiency letter dated February 8, 2006.

RESPONSE: See attached.

RESPONDENT: Graham Symmonds
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AWC 1.81 Provide a copy of all inter-company agreements involving SCWC,
PVUC or any Global Entity to purchase or sell effluent.

RESPONSE: Not applicable.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.82 Provide the annual cost (total and unit) to produce A+ reclaimed water for each regulated wastewater affiliate or any Global Entity for each of the last five years.

RESPONSE: Financial information regarding PVUC's operation is available in the ACC Annual reports. PVUC is the only Global Entity currently producing reclaimed water.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.83 Provide the quantity of reclaimed water accepted in storage impoundments for reuse for each development in PVUC's northern service area for each of the last five years.

RESPONSE:

RECLAIMED WATER DELIVERIES	2004	2005	2006 (END Sep)
Water Delivered to Provinces Lake	13,630,647	75,059,697	44,027,073
Water Delivered to Villages Lake		-	21,046,533
Water Delivered to Cobblestone Lake		-	57,639,447
Water Delivered to Glennwilde Lake		2,356,371	46,396,830
Water Delivered to Province Const Pond		39,736,733	30,394,862
Water Delivered to RED Phase III Const Pond		-	7,254,908

RESPONDENT: Graham Symmonds
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AWC 1.84 Provide the quantity of reclaimed water sold to residential customers for the last five years by PVUC or any of the Global Entities.

RESPONSE: For entities other than SCWC, objection – the requested information is not relevant nor is it reasonably calculated to lead to the discovery of relevant or admissible evidence and is overbroad. Regarding SCWC, none. However, the Global Entities are actively planning to provide pressurized reclaimed water service to residential customers in new service territories as part of Global's Triad of Conservation strategy. Global anticipates deploying this service to new developments in 2008.

RESPONDENT: Graham Symmonds
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AWC 1.85 List all sources of non-CAP surface water of SCWC, PVUC and each of the Global Entities and provide the quantity of each source available for 2007-2011, by year.

RESPONSE: Currently SCWC will provide CAP water service through excess M&I agreements with CAP.

RESPONDENT: Graham Symmonds
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AWC 1.86 Provide a copy of the regional plan "supported by Pinal County, the City of Maricopa and the City of Casa Grande" referred to in the April 6, 2006 response to Staff's insufficiency letter dated February 8, 2006.

RESPONSE: See response to AWC 1.21.

RESPONDENT: Graham Symmonds
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AWC 1.87 Provide a list of each regulated water affiliates' current employees showing, for each employee, the employee's job title, year hired by affiliate, years of experience with other water utilities, certifications by level, degrees, professional certifications and state licenses.

RESPONSE: See responses to AWC 1.71 and 1.72.

RESPONDENT: Graham Symmonds Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.88 Provide the authorized return on rate base for each regulated affiliate, including the Docket Number, Decision and date the return was authorized.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters, as to other regulated affiliates besides SCWC and PVUC. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available through a Commission decision, AWC can retrieve that information through the Commission's docket control office.

RESPONDENT: Legal Counsel for Global

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AWC 1.89 List any regulated water affiliate that earned more than its authorized return in any of the last three calendar years, and for each such affiliate, if any, provide the amount and percentage of such earning by year.

RESPONSE: SCWC and PVUC object to this request to the extent it requests information for other Global Entities, as being overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is proprietary business information and is confidential. Moreover, the term "authorized return" is not understood outside the context of a test year in a rate case. Without waiver of this objection, SCWC and PVUC state that financial statements for each regulated affiliate is on file with the ACC.

RESPONDENT: Legal Counsel for Global

SANTA CRUZ WATER COMPANY
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AWC 1.90 For each regulated affiliate, provide the operating income, calculated rate base and realized return for each of the last three calendar years.

RESPONSE: See response to AWC 1.89.

RESPONDENT: Legal Counsel for Global

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AWC 1.91 Provide an itemized description and calculation of the amounts of the annual savings each of the regulated Global Entities have realized by operating as an integrated water and sewer provider for each of the last three years.

RESPONSE: See Response to Staff Data Request LJ1.1. A copy of this response is provided in response to AWC 1.24.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
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Phoenix, Arizona 85027

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AWC 1.92 Provide a copy of all inter-company agreements between SCWC, PVUC and any of the Global Entities covering the provision of integrated services between regulated affiliates, including existing common or shared services (such as any type of management services, financing, employee sharing), and cooperative maintenance or operations agreements, that enable greater efficiency and cost savings to the integrated regulated utilities, and provide the Decision number and a copy of the relevant portion of the Decision authorizing the shared service and accounting requirements.

RESPONSE: Global Water Management, LLC ("GWM") provides services to Global's regulated utilities at reasonable market-based prices. GWM also serves non-Global utilities. For example, GWM provides billing services to Buckeye and Cave Creek for wastewater. GWM also operates recharge facilities for third parties. Global is in the process of finalizing a management agreement between GWM, Global Water Resources, LLC, and the regulated utilities. Accounting and ratemaking issues will be addressed in a future rate case.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

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AWC 1.93 For each of the last three years, provide the total costs of each common or shared service referred to in AWC 1.92 or AWC 1.93 above. For each common or shared service provide the amount and percentage of total costs allocated to each regulated affiliate and the basis of each cost allocation.

RESPONSE: There are no “shared” or “common” services as AWC uses these terms because the services are not provided at the regulated utility level (or, indeed, by any of their parent companies). Instead, services are provided by in separate entity – GWM. See AWC 1.91 and 1.92. GWM also serves non-Global utilities. For GWM’s attenuated relationship to Global Water Resources, LLC, see the attachment to our response to AWC 1.23.

RESPONDENT: Cindy Liles
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AWC 1.94 Identify the source of water supply and storage that SCWC, its affiliates or holding companies will use to meet the water demands in the area that SCWC is seeking to add to its certificated area in this case.

RESPONSE: Please refer to the Application.

RESPONDENT: Graham Symmonds
Senior Vice President
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AWC 1.95 Provide copies of all approvals to construct a water system that SCWC or any of the Global Entities has received from the Arizona Department of Environmental Quality to serve, or help to serve the area that SCWC is seeking to add to its certificated area in this case.

RESPONSE: ATC for infrastructure has yet to be applied for.

RESPONDENT: Graham Symmonds
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AWC 1.96 What is estimated cost of all facilities currently believed necessary for arsenic treatment and removal in the area that SCWC seeks to add to its certificated area in this case?

RESPONSE: Treatment methodologies are discussed in Exhibit 6 to the Application. Current review of available data indicates sufficient water of good enough quality to execute a blending plan operation if required.

RESPONDENT: Graham Symmonds
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AWC 1.97 Is the estimated cost in AWC 1.96, above, reflected in SCWC's proposed rates for serving the area it seeks to add to its certificated area in this case? If not, what impact does SCWC estimate that estimated cost will have on SCWC's proposed rates?

RESPONSE: SCWC is not proposing any modification to its current rates, nor is SCWC currently planning to file a rate case. SCWC believes its current rates are just and reasonable. Because no rate cases are planned, there will be no modification to rates in the foreseeable future, and thus there will be no impact on rates.

RESPONDENT: Cindy Liles
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AWC 1.98 Summarize all plans by SCWC or any of the Global Entities for the treatment and removal of arsenic from the water SCWC plans to serve the area that SCWC seeks to add to its certificated area in this case.

RESPONSE: Please refer to the application.

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AWC 1.99 Provide a current list of regulated water or wastewater utilities owned in whole or in part by any of the Global Entities, and provide a current CCN map for each entity.

RESPONSE: The regulated utilities owned by Global are shown in Exhibit A to the response to AWC 1.23. Their CC&N maps are on file with the Arizona Corporation Commission, 1200 West Washington, Phoenix Arizona. Ask for Barb Wells, Mapping Technician.

RESPONDENT: Legal Counsel for Global

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AWC 1.100 For any ownership interest identified in response to AWC 1.99 that was originally acquired or increased in the last five years, include without limitation the type of each acquisition, the date and description of each individual transaction, the purchaser, the amount paid, and the percentage of entity owned as of October 1, 2006. Please describe the source of funds for each acquisition and provide a descriptive copy of all journal entries related to each purchase.

RESPONSE: Objection. This request seeks information that is overly broad, unduly burdensome, irrelevant and not reasonably calculated to lead to the discovery of any admissible evidence. Further, the information sought is proprietary business information that is confidential.

RESPONDENT: Legal Counsel for Global

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AWC 1.101 For each ICFA, list the payments that have been received by date and the remaining estimated payments that are required. Describe the accounting for ICFA payments, all specific limitations on the use of ICFA funds, permissible uses and the amount expended, disbursed or invested by year, type of use and receiving payee/affiliate. Provide the descriptive journal entries used by any affiliate to record payment or any transfers of ICFA funds to the affiliate.

RESPONSE: See Responses to AWC 1.1 and 1.7

RESPONDENT: Cindy Liles
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AWC 1.102 Provide a descriptive list of all capital transactions including the date and amount for the last 5 years between all Global entities not previously described in response to AWC 1.100.

RESPONSE: Same objection as in AWC 1.100.

RESPONDENT: Legal Counsel for Global

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AWC 1.103 Identify all new developments of 100 or more homes at build out that have received water or wastewater from a Global Entity in the last three years, or will likely receive service in the next two years based on the utility facilities that are currently under construction. For each such development, identify the cost and type of infrastructure facilities needed to serve the development, the dollar amount financed by a regulated affiliate and the amount financed by the developer. For developer financing, indicate the amount provided through an ICFA, the amount provided through an approved ACC main extension agreement (including the agreement number) and amount provided through other means.

RESPONSE: SCWC and PVUC object to this question because it is overly broad and unduly burdensome. In addition, with respect to entities other than SCWC and PVUC, the question is not relevant nor is it reasonably calculated to lead to the discovery of relevant evidence.

RESPONDENT: Legal Counsel for Global

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AWC 1.104 For each development described in AWC 1.103, identify the cost and type of distribution facilities needed to serve the development, the dollar amount financed by a regulated affiliate and the amount financed by the developer. For developer financing, indicate the amount provided through an ICFA, the amount provided through an approved ACC main extension agreement (including the agreement number) and the amount provided through any other means.

RESPONSE: Same objection as in AWC 1.103.

RESPONDENT: Legal Counsel for Global

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AWC 1.105 Explain what is required of developers to demonstrate compliance with the requirement referred to in PVUC's response "Developers are required by PVUC to make provisions with storage impoundments to accept reclaimed water for reuse . . ." (April 6, 2006 response to Staff's February 8, 2006 letter).

RESPONSE: Developers are required to abide by Global's codes of practice as part of their main extension agreements. Global's codes of practice require developers to build integrated irrigation impoundments to accept reclaimed water for re-use. Generally, one impoundment per section is required. The impoundment is then connected to pumps and reclaimed water pipes which distribute the reclaimed water to the points of use. The impoundments and related facilities are owned by the developer (generally, ownership is eventually transferred to a homeowner's association).

RESPONDENT: Graham Symmonds
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October 24, 2006

AWC 1.106 Provide an accounting of the uses of reclaimed water by type of use including but not limited to irrigation, recharge, and evaporation for each of the last five years.

RESPONSE: Global does not have knowledge of the exact percentage of uses that its customers have for reclaimed water. Once reclaimed water is delivered to the integrated irrigation impoundment, the ownership of the reclaimed water is transferred to the developer or homeowners' association. Current users of reclaimed water often use the reclaimed water for irrigation purposes.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

SANTA CRUZ WATER COMPANY,
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY'S
FIRST SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
October 24, 2006

AWC 1.107 With respect to the provisions with storage impoundments required of developers, provide an accounting of the costs of these storage impoundments and the source of the funds used to construct or purchase/lease these storage impoundments.

RESPONSE: The costs associated with the construction of the storage impoundments are borne by the developer. PVUC delivers reclaimed water to the storage impoundment. The developer pumps from the storage impoundment to irrigate HOA areas. The costs of the storage impoundment and pump station is in lieu of the purchase of irrigation meters and potable water by the developer. PVUC does not purchase/lease these storage impoundments.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY'S
FIRST SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
October 24, 2006

AWC 1.108 State which entity or entities recorded the costs associated with the construction of the storage impoundments for accounting purposes, whether PVUC, another Global Entity, or the developer.

RESPONSE: See response to AWC 1.107.

RESPONDENT: Cindy Liles
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

ATTACHMENT

AWC 1-1

GLOBAL WATER RESOURCES, LLC
 Summary of Infrastructure Coordination and Finance Agreements
 September-06

Application Approved
 Application Pending with ACC
 Application to be Submitted

Builder/Owner	Development	Phase	Parcel	Date Erected	Rec. Number	GW Contact Person	Convert from Landowner/Developer Via	Units
From 2/26/04	Original 2/26/04							
Various	Rancho El Dorado	1				Cheryl Liles	Telephone, Email and/or in-house meetings	1,182
Various	Rancho El Dorado	2A				Cheryl Liles	Telephone, Email and/or in-house meetings	1,133
Commercial Homes	Rancho El Dorado	2B				Cheryl Liles	Telephone, Email and/or in-house meetings	773
Various	Alcala Crateridge					Cheryl Liles	Telephone, Email and/or in-house meetings	728
Engle Homes	Province	1				Cheryl Liles	Telephone, Email and/or in-house meetings	620
Fulton Homes	Castellano Farms					Cheryl Liles	Telephone, Email and/or in-house meetings	881
Miracry	Villages at Rancho El Dorado		2			Cheryl Liles	Telephone, Email and/or in-house meetings	178
Centex	Villages at Rancho El Dorado		3			Cheryl Liles	Telephone, Email and/or in-house meetings	176
Centex	Villages at Rancho El Dorado		4			Cheryl Liles	Telephone, Email and/or in-house meetings	187
Centex	Villages at Rancho El Dorado		5			Cheryl Liles	Telephone, Email and/or in-house meetings	123
Centex	Villages at Rancho El Dorado		6			Cheryl Liles	Telephone, Email and/or in-house meetings	138
Centex	Villages at Rancho El Dorado		7			Cheryl Liles	Telephone, Email and/or in-house meetings	181
Ryland	Villages at Rancho El Dorado		8			Cheryl Liles	Telephone, Email and/or in-house meetings	125
Hacklands	Villages at Rancho El Dorado		9			Cheryl Liles	Telephone, Email and/or in-house meetings	110
Hacklands	Villages at Rancho El Dorado		10			Cheryl Liles	Telephone, Email and/or in-house meetings	110
Shoen	Villages at Rancho El Dorado		11			Cheryl Liles	Telephone, Email and/or in-house meetings	163
Avanti	Villages at Rancho El Dorado		12A			Cheryl Liles	Telephone, Email and/or in-house meetings	171
Avanti	Villages at Rancho El Dorado		12B			Cheryl Liles	Telephone, Email and/or in-house meetings	148
Avanti	Villages at Rancho El Dorado		12C			Cheryl Liles	Telephone, Email and/or in-house meetings	148
Avanti	Villages at Rancho El Dorado		12D			Cheryl Liles	Telephone, Email and/or in-house meetings	160
Marlboro/Hastings Homes	Rancho El Dorado Phase III			1/26/2004	2004-036883	Cheryl Liles	Telephone, Email and/or in-house meetings	681
Marlboro/Hastings Homes	Rancho El Dorado Phase III			1/26/2004	2004-036883	Cheryl Liles	Telephone, Email and/or in-house meetings	661
Marlboro/Hastings Homes	Rancho El Dorado Phase III			1/26/2004	2004-036883	Cheryl Liles	Telephone, Email and/or in-house meetings	507
Marlboro/Hastings Homes	Rancho El Dorado Phase III			1/26/2004	2004-036883	Cheryl Liles	Telephone, Email and/or in-house meetings	617
Engle Homes	Province	Phase 1 remaining		1/26/2004	2004-036882	Cheryl Liles	Telephone, Email and/or in-house meetings	29
Engle Homes	Province	Phase 2		1/26/2004	2004-036882	Cheryl Liles	Telephone, Email and/or in-house meetings	653
Engle Homes	Province	Phase 3		1/26/2004	2004-036882	Cheryl Liles	Telephone, Email and/or in-house meetings	433
Engle Homes	Province	Phase 4		1/26/2004	2004-036882	Cheryl Liles	Telephone, Email and/or in-house meetings	433
DR Holton	Homesland Villages	Phase 1		1/26/2004	2004-036880	Cheryl Liles	Telephone, Email and/or in-house meetings	825
DR Holton	Homesland Villages	Phase 2		1/26/2004	2004-036880	Cheryl Liles	Telephone, Email and/or in-house meetings	1,278
Standard Pacific	Oremville	Parcel 1 (50 x 115) Standard Pac				Cheryl Liles	Telephone, Email and/or in-house meetings	116
Standard Pacific	Oremville	Parcel 2 (45 x 115) Morrison				Cheryl Liles	Telephone, Email and/or in-house meetings	99
Standard Pacific	Oremville	Parcel 3 (50 x 115) Standard Pac				Cheryl Liles	Telephone, Email and/or in-house meetings	100
Centex	Oremville	Parcel 4 (55 x 120) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	140
Centex	Oremville	Parcel 5 (46 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	110
Centex	Oremville	Parcel 6 (55 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	140
Centex	Oremville	Parcel 7 (70 x 125) Morrison				Cheryl Liles	Telephone, Email and/or in-house meetings	97
Centex	Oremville	Parcel 8 (60 x 120) Standard Pac				Cheryl Liles	Telephone, Email and/or in-house meetings	103
Centex	Oremville	Parcel 9 (60 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	138
Centex	Oremville	Parcel 10 (55 x 115) Richmond				Cheryl Liles	Telephone, Email and/or in-house meetings	146
Centex	Oremville	Parcel 11 (70 x 125) Richmond				Cheryl Liles	Telephone, Email and/or in-house meetings	86
Centex	Oremville	Parcel 12 (60 x 120) Standard Pac				Cheryl Liles	Telephone, Email and/or in-house meetings	132
Centex	Oremville	Parcel 13 (45 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	144
Centex	Oremville	Parcel 14 (55 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	125
Centex	Oremville	Parcel 15 (45 x 110) Curtis Landholdings				Cheryl Liles	Telephone, Email and/or in-house meetings	182
Centex	Oremville	Parcel 16 (50 x 115) Curtis Landholdings				Cheryl Liles	Telephone, Email and/or in-house meetings	901
Centex	Oremville	Parcel 17 (45 x 115) Centex				Cheryl Liles	Telephone, Email and/or in-house meetings	64
Sunset Landing (multi-Emily)	Dune Ranch			1/26/2004	2004-036885	Cheryl Liles	Telephone, Email and/or in-house meetings	700
Performance Construction	El Rancho Santa Rosa			2/20/2004	2004-036883	Cheryl Liles	Telephone, Email and/or in-house meetings	215
Newport Holdings, Inc.	Santa Rosa Springs	1		1/20/2003	2004-036881	Cheryl Liles	Telephone, Email and/or in-house meetings	202
Elliot	Santa Rosa Springs	2		1/20/2003	2004-036881	Cheryl Liles	Telephone, Email and/or in-house meetings	230
Ryland	Santa Rosa Springs	3		1/20/2003	2004-036881	Cheryl Liles	Telephone, Email and/or in-house meetings	230
Elliot	Santa Rosa Springs					Cheryl Liles	Telephone, Email and/or in-house meetings	24
Charadei Boys Ventures, LLC (small commercial)						Cheryl Liles	Telephone, Email and/or in-house meetings	24
From 2/26/04	Original 10/1/04							10,431
Waters Engstrom	Approved 10/1/04							
Neely-Fabon	NWQ Sec 30					Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	560
Neely-Fabon	SWQ Sec 30					Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	362
Neely-Fabon	NWQ Sec 31					Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	258
Neely-Fabon	SWQ Sec 31					Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	260
Commercial	Rancho Mirage			7/1/2004	2004-056888	Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	110
Sheep Homes	Rancho Mirage	1		7/1/2004	2004-056870	Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	573
Ryland	Rancho Mirage	1		7/1/2004	2004-056870	Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	279
Morrison	Rancho Mirage	1		7/1/2004	2004-056870	Cheryl Liles and/or Janine Cibickfield	Telephone, Email and/or in-house meetings	188

GLOBAL WATER RESOURCES, LLC
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Builder/Owner	Development	Phase	Parcel	Date Executed	Rec. Number	GW Contact Person	Contact from Landowner/Developer via	Units
Palp Verde/Santa Cruz								
Southwest Expansion								
MAL, LLC (Bill Lutz)	Approved Jan, 2004			5/17/2005	2005-060416	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,100
Trend Homes, Inc.	residential Palmetto Ranch commercial			5/17/2005	2005-060408	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	72
Amelia Creek Dns 1				5/17/2005	2005-060422	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	600
Amelia Creek Dns 2				5/17/2005	2005-060422	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	770
Amelia Creek Dns 3				5/17/2005	2005-060411	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,008
Amelia Creek South, LLC and Desert Cabnet, LLC				5/17/2005	2005-060411	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,238
CHI Construction Company	Sweet Canyon			3/30/2005	2005-060216	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	148
HAM Malcoipa, L.L.C.				3/30/2005	2005-060214	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	418
HAM-Hissa, L.L.C.				3/30/2005	2005-060217	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,381
Pagan Woods, LLC	Wetpac			5/17/2005	2005-060413	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,834
Tranzo/Miller & White #15, LLC				3/30/2005	2005-060213	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,107
Tranzo/Miller & White #16, LLC				3/30/2005	2005-060413	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	4,024
HAM and Tranzo				3/30/2005	2005-060413	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	4,024
Hidden Valley Ranch 1, LLC				3/30/2005	2005-060420	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,130
Hidden Valley Ranch 2, LLC				5/17/2005	2005-060409	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	539
Dennis & Carolyn Peed				5/17/2005	2005-060412	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	728
NF 28 Land, LLC / Malcoipa Ouis				5/17/2005	2005-060410	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,130
Vingardis, LLC				5/17/2005	2005-060415	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	960
PAJAC Over Real Estate Partners, LLC				5/17/2005	2005-060419	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,026
Sherrill Holdings, LLC				5/17/2005	2005-060427	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,026
Phal 347				5/17/2005	2005-06-0428	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,002
Southwest Expansion								
387 Districts North								
Genat Communities	Submitted 7/1/08			7/6/2005	2005-060522	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	Balance
Alma & Desert Colors Phase 1		1N		7/6/2005	2005-060210	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	100
Alma & Desert Colors Phase 2		1N		7/6/2005	2005-060210	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	100
Malcoipa Meadows Phase 7		1N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	124
Malcoipa Meadows Phase 8		1N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	114
Malcoipa Meadows Phase 9		1N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	389
Malcoipa Meadows Phase 10		1N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	317
Malcoipa Meadows Phase 11		1N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	Balance
Smith Farms North (Desert Passage Phase 1)		2N		7/15/2005	2005-060248	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,200
Smith Farms North (Desert Passage Phase 2)		2N		7/15/2005	2005-060248	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,112
Palme Brea (PH 14)		2N		na	na	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,124
Land Solutions Malcoipa LLC		2N		7/15/2005	2005-060210	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,172
Coltonwood Land Group VIII, LLC		2N		7/15/2005	2005-060210	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	560
Debra-Crane & Paul Hime		3N		7/15/2005	2005-060212	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	483
Oregon Murphy Land		3N		7/15/2005	2005-060211	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	192
Red Valley		3N		7/15/2005	2005-060211	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	7,505
Debra-Crane & Paul Hime		3N		7/15/2005	2005-060230	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	12,231
McDavid Office Park				7/15/2005	2005-060230	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	12,231
Village								
Southwest Expansion								
387 Districts North								
Submitted 12/28/05								
Langle Properties (Tall West)				12/28/2005	2005-022709	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,509
Langle Properties (Hay Hollow)				12/28/2005	2005-022708	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,544
Langle Properties (South part of J with wetlands)				12/28/2005	2005-022707	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	3,851
Langle Properties (Blanner 150)				12/28/2005	2005-022708	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	338
Langle Properties (CCS Standfield Estates)				12/28/2005	2005-022709	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	290
Summa Associates / Tumor Doin				12/28/2005	2005-022710	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,170
Summa Associates / Tumor Doin				12/28/2005	2005-022711	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	4,157
Deft Property / Terry Ballo				12/28/2005	2005-022718	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,359
Summa Cruz Land Co / Ramo Cruz Ranch / Anderson Via Vista 8				12/28/2005	2005-022719	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
SCR, LLC / Scott Cole & Bryan Haiman				12/28/2005	2005-022720	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
El Dorado Big Trail, LLC / Dunbar Farms / B Bennett				12/28/2005	2005-022721	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
El Dorado Loney Trail 780				12/28/2005	2005-022722	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
El Dorado Parker Estates				12/28/2005	2005-022723	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
El Dorado Honeo 840				12/28/2005	2005-022724	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
El Dorado Honeo 840				12/28/2005	2005-022725	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,240
JP Holdings, LP / Sabana Ranch North				12/28/2005	2005-022726	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	2,000
Anderson & Burnett 500 LP / Sabana Ranch South				12/28/2005	2005-022727	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	700
120 Townsend (Young)				12/28/2005	2005-022728	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	420
HS 120 (Young)				12/28/2005	2005-022729	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	546
Montgomery 158 (Young)				12/28/2005	2005-022730	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	753
CG 215 (Young)				12/28/2005	2005-022731	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	840
Casa Grande Montgomery 240 (Young)				12/28/2005	2005-022732	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,100
RRY Casa Grande 200 (Young)				12/28/2005	2005-022733	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	1,100
RRY Casa Grande 200 (Young)				12/28/2005	2005-022734	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	210
VV Monty (Young)				12/28/2005	2005-022735	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	140
RRY Real Estate (Young)				12/28/2005	2005-022736	Chely Lita and/or Jenise Cichelski	Telephone, Email and/or in-house meetings	140

GLOBAL WATER RESOURCES, LLC
 Summary of Infrastructure Coordination and Finance Agreements
 September-08

Application Approved
 Application Pending with ACC
 Application to be Submitted

Builder/Owner	Development	Phase	Parcel	Date Executed	Rec. Number	OW Contact Person	Conducted from Landowner/Developer via	Units
Dronee Reed	Submitted 8/29/2008			7/21/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	560
All D'Arcy / Velasco				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	7,301
Southwest				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	560
Southwest				7/27/2006	2006-138349	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	285
Hogens Dairy				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	-
TOTR (ACON)				7/27/2006	2006-138243	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	53
Regis				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	11
Stevens Maybain Dev. Group				7/26/2006	2006-138532	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,240
Kelly Anderson				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,141
Trigg Shallow				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	2,240
Trigg Shallow				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,323
Smith Farms				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	2,240
MRE Farms				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,190
Manitoba Biomass Center				8/12/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,190
Chris Mair				6/7/2006	2006-138523	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	70
Brian Stevenson				7/1/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	88
RJK Land Ventures (Quaders)				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	280
Noranda Toronto				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	140
Northwest Holdings				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	280
West Acker				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	32
Dana Byron				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	32
Byron/Tee				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	32
Byron/MacCallum				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	32
Walton Curlew Springs				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	1,120
Brauchers LP (Ray Christen)				8/2/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	140
Ray Christen				8/2/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	140
Rayfield Financial Partners V				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	970
Ho Sincro				7/27/2006	2006-138242	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	46
Rayfield Financial				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	280
Rayfield Financial				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	280
Ray Morrow				7/26/2006	2006-141200	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	56
K Investment Enterprises				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	420
Rayfield Ring				7/27/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	140
Manitoba Biomass				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	280
Kevin Harby				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	420
NP 28 Land				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	18
				7/26/2006	-	Cheryl Liles and/or Jennie Cichoski	Telephone, Email and/or In-house meetings	848

* currently being recorded

MNW2nd SW Expansion 25,117

Total 198,766

C

**ARIZONA WATER COMPANY'S
SECOND SET OF DATA REQUESTS
TO SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY**

Docket No. W-01445A-06-0199

October 26, 2006

- AWC 2.1 Provide all documents produced to Staff by Santa Cruz Water Company ("SCWC") or Palo Verde Utilities Company ("PVUC") in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate in any way to the construction of wastewater treatment plants in Powell River, British Columbia and Iqaluit, Nunavut.
- AWC 2.2 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate in any way to Mr. Trevor T. Hill, Mr. Leo Commadeur, or Mr. Graham Symmonds.
- AWC 2.3 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to the construction of wastewater treatment plants by Hill, Murray & Associates ("HMA").
- AWC 2.4 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to litigation threatened or brought by the municipality of Iqaluit, Nunavut against HMA.
- AWC 2.5 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to litigation threatened or brought by the District of Powell River, British Columbia against HMA.
- AWC 2.6 Identify all principals, officers, employees or contractors of SCWC, PVUC, Global Water Resources, LLC, Global Water Resources, Inc., and any company, entity or persons affiliated with, employed by, or acting on behalf of any of the foregoing entities (collectively, the "Global Entities") which were ever employed by or affiliated with HMA.
- AWC 2.7 Identify and produce copies of all performance bonds ever required of SCWC, PVUC or any of the Global Entities pursuant to Decision No. 67240 or any other Commission decision.
- AWC 2.8 Identify and produce copies of all performance bonds relating to or ever required of SCWC, PVUC, or the Global Entities which were ever

canceled by the underwriter of such bonds, and provide a full explanation of the circumstances surrounding such cancellation.

- AWC 2.9 Provide copies of all letters of bond confirmation provided to the Director of Utilities by SCWC, PVUC, or any of the Global Entities pursuant to Decision No. 67240 or any other Commission decision.
- AWC 2.10 Provide any and all documents concerning any failure of SCWC, PVUC or any of the Global Entities to maintain required performance bonds.
- AWC 2.11 Provide copies of all quarterly compliance reports by SCWC, PVUC or any of the Global Entities attesting to compliance status with the Arizona Department of Environmental Quality, the Arizona Department of Water Resources and the Arizona Corporation Commission's Corporation Division filed pursuant to Decision No. 67240 or any other Commission decision.
- AWC 2.12 Provide copies of any and all reports filed by Global Water Resources or any of the Global Entities with the Commission concerning the financial terms of the acquisition of any utility, the resulting capital structure of the utility, the terms of any utility debt, and the dollar amounts transferred from the particular utility to Global Water Resources or any Global Entity.
- AWC 2.13 Provide full and complete copies of all Acquisition Schedules filed by Global Water Resources or any of the Global Entities with the Commission pursuant to Decision No. 67240 or any other Commission decision.
- AWC 2.14 Identify and describe all changes in the ownership or membership of SCWC, PVUC, or any of the Global Entities within the last 5 years.
- AWC 2.15 Provide copies of all notices of proposed change of ownership interests of SCWC, PVUC or any of the Global Entities filed with the Commission pursuant to Decision No. 67240 or any other Commission decision.
- AWC 2.16 Provide copies of all reports from the *Nunatsiaq News* concerning the Iqaluit, Nunavut wastewater treatment plant.
- AWC 2.17 Provide copies of all reports from the *Powell River Peak* concerning the Powell River, British Columbia wastewater treatment plant.
- AWC 2.18 Provide copies of all attachments to the Supplemental Staff Report dated May 28, 2004 in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586.

- AWC 2.19 Provide copies of all documents related to the resignation of Michael Reinbold as President of SCWC and PVUC in January 2004 and describe any and all involvement he has had in SCWC, PVUC or any Global Entity since that time.
- AWC 2.20 Provide copies of any and all "corporate profiles" which SCWC, PVUC or any Global Entity have filed with the Corporation Commission in any docket.
- AWC 2.21 Provide copies of all testimony submitted by Mr. Trevor Hill in Docket Nos. SW-03575A-03-0586 and W-03575A-03-0586, including copies all attachments and exhibits.
- AWC 2.22 Identify and describe fully all instances, other than Decision No. 67240, in which Mr. Trevor Hill was prohibited or disallowed from designing any treatment plant or other engineering project.
- AWC 2.23 Provide copies of all reports by Reid Crowther & Partners, Ltd., concerning the performance of HMA under its contract with Powell River for the construction of a wastewater treatment plant.
- AWC 2.24 Provide copies of all reports by Earth Tech concerning the performance of HMA under its contract with Iqaluit, Nunavut for the construction of a wastewater treatment plant.
- AWC 2.25 Provide copies of all documents concerning the relationship between HMA and Zenon Environmental, Inc. or its principal, Dr. Andrew Benedek.
- AWC 2.26 Identify all investments in, or loans to, HMA by Zenon Environmental, Inc. or Dr. Benedek and explain how the investments or loans were accounted for on HMA's books and records.
- AWC 2.27 Provide copies of all documents related to any litigation threatened or brought by Baffin Building Systems against HMA.
- AWC 2.28 Provide copies of any complaint filed against any of the Global Entities, Mr. Trevor Hill, HMA or Algonquin Water Resources (insofar as they relate to matters involving Mr. Hill).

D

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.1 Provide all documents produced to Staff by Santa Cruz Water Company ("SCWC") or Palo Verde Utilities Company ("PVUC") in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate in any way to the construction of wastewater treatment plants in Powell River, British Columbia and Iqaluit, Nunavut.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control or the Utilities Division offices.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.2 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate in any way to Mr. Trevor T. Hill, Mr. Leo Commadeur, or Mr. Graham Symmonds.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control or the Utilities Division offices.

RESPONDENT: Legal Counsel for Global

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.3 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to the construction of wastewater treatment plants by Hill, Murray & Associates ("HMA").

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control or from the Utilities Division offices.

RESPONDENT: Legal Counsel for Global

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.4 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to litigation threatened or brought by the municipality of Iqaluit, Nunavut against HMA.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control office or from the Utilities Division offices.

RESPONDENT: Legal Counsel for Global

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.5 Provide all documents produced to Staff by SCWC or PVUC in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586 which relate to litigation threatened or brought by the District of Powell River, British Columbia against HMA.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control office or from the Utilities Division offices.

RESPONDENT: Legal Counsel for Global

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.6 Identify all principals, officers, employees or contractors of SCWC, PVUC, Global Water Resources, LLC, Global Water Resources, Inc., and any company, entity or persons affiliated with, employed by, or acting on behalf of any of the foregoing entities (collectively, the "Global Entities") which were ever employed by or affiliated with HMA.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding this objection, we note that we have provided you with brief bios of each officer, director and engineer employed by the Global Entities. (See Global's Responses to AWC's first set of data requests).

RESPONDENT: Legal Counsel for Global

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.7 Identify and produce copies of all performance bonds ever required of SCWC, PVUC or any of the Global Entities pursuant to Decision No. 67240 or any other Commission decision.

RESPONSE: There are no performance bonds in place for any Global Entity. Decision No. 68186 (September 30, 2005) amended the performance bond requirements in Decision No. 67240. Under Decision No. 68186, performance bonds are no longer required after September 23, 2006.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.8 Identify and produce copies of all performance bonds relating to or ever required of SCWC, PVUC, or the Global Entities which were ever canceled by the underwriter of such bonds, and provide a full explanation of the circumstances surrounding such cancellation.

RESPONSE: There bonds were cancelled once the obligation to have bonds expired under Decision No. 68186. Further information about the bonds, and the bond cancellation letters, can be found in the compliance filings made by the Global Entities in ACC Docket No. SW-03575A-04-0767 et al. These compliance filings are available from the Commission's docket control center, or in most cases, from the Commission's "eDocket" system.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.9 Provide copies of all letters of bond confirmation provided to the Director of Utilities by SCWC, PVUC, or any of the Global Entities pursuant to Decision No. 67240 or any other Commission decision.

RESPONSE: Copies of any bond confirmations provided to the Director of Utilities are available from the Commission's offices at 1200 West Washington Street, Phoenix, Arizona 85007. You may want to review the compliance filings in Docket No. SW-03575A-04-0767 et al. These compliance filings are available from the Commission's docket control center, or in most cases, from the Commission's "eDocket" system.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.10 Provide any and all documents concerning any failure of SCWC, PVUC or any of the Global Entities to maintain required performance bonds.

RESPONSE: There are no instances where Global has failed to maintain required performance bonds.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.11 Provide copies of all quarterly compliance reports by SCWC, PVUC or any of the Global Entities attesting to compliance status with the Arizona Department of Environmental Quality, the Arizona Department of Water Resources and the Arizona Corporation Commission's Corporation Division filed pursuant to Decision No. 67240 or any other Commission decision.

RESPONSE: These compliance filings are available from the Commission's docket control center, or in most cases, from the Commission's "eDocket" system.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.12 Provide copies of any and all reports filed by Global Water Resources or any of the Global Entities with the Commission concerning the financial terms of the acquisition of any utility, the resulting capital structure of the utility, the terms of any utility debt, and the dollar amounts transferred from the particular utility to Global Water Resources or any Global Entity.

RESPONSE: Any relevant compliance filings are available from the Commission's docket control center, or in most cases, from the Commission's "eDocket" system.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.13 Provide full and complete copies of all Acquisition Schedules filed by Global Water Resources or any of the Global Entities with the Commission pursuant to Decision No. 67240 or any other Commission decision.

RESPONSE: Any relevant compliance filings are available from the Commission's docket control center, or in most cases, from the Commission's "eDocket" system.

RESPONDENT: Graham Symmonds
Senior Vice President
Global Water Management, LLC
21410 North 19th Avenue, Suite 201
Phoenix, Arizona 85027

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.14 Identify and describe all changes in the ownership or membership of SCWC, PVUC, or any of the Global Entities within the last 5 years.

RESPONSE: See Decision Nos. 66394, 67240 and 68996 and Global's Responses to AWC 1.23 and AWC 1.66.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.15 Provide copies of all notices of proposed change of ownership interests of SCWC, PVUC or any of the Global Entities filed with the Commission pursuant to Decision No. 67240 or any other Commission decision.

RESPONSE: All notices are available from the Commission's docket control office and/or its utilities division office located at 1200 West Washington Street, Phoenix, Arizona 85007.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.16 Provide copies of all reports from the *Nunatsiaq News* concerning the Iqaluit, Nunavut wastewater treatment plant.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. In addition, to the extent the "Nunatsiaq News" is a newspaper, newspapers are generally considered to be publicly available information. Newspapers are often available from research libraries.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.17 Provide copies of all reports from the *Powell River Peak* concerning the Powell River, British Columbia wastewater treatment plant.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. In addition, to the extent the "Powell River Peak" is a newspaper, newspapers are generally considered to be publicly available information. Newspapers are often available from research libraries.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.18 Provide copies of all attachments to the Supplemental Staff Report dated May 28, 2004 in Docket Nos. W-03576A-03-0586 and SW-03575A-03-0586.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control or Utilities Division offices.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.19

Provide copies of all documents related to the resignation of Michael Reinbold as President of SCWC and PVUC in January 2004 and describe any and all involvement he has had in SCWC, PVUC or any Global Entity since that time.

RESPONSE:

SCWC and PVUC object to the first part of this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Mr. Reinbold has had no further involvement with SCWC, PVUC or any Global Entity since his resignation.

RESPONDENT:

Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.20 Provide copies of any and all "corporate profiles" which SCWC, PVUC or any Global Entity have filed with the Corporation Commission in any docket.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control office.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.21 Provide copies of all testimony submitted by Mr. Trevor Hill in Docket Nos. SW-03575A-03-0586 and W-03575A-03-0586, including copies all attachments and exhibits.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Notwithstanding the above objection and to the extent that this information is publicly-available, AWC can retrieve that information through the Commission's docket control office.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.22 Identify and describe fully all instances, other than Decision No. 67240, in which Mr. Trevor Hill was prohibited or disallowed from designing any treatment plant or other engineering project.

RESPONSE: There is no other instance.

RESPONDENT: Trevor T. Hill

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.23 Provide copies of all reports by Reid Crowther & Partners, Ltd., concerning the performance of HMA under its contract with Powell River for the construction of a wastewater treatment plant.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.24

Provide copies of all reports by Earth Tech concerning the performance of HMA under its contract with Iqaluit, Nunavut for the construction of a wastewater treatment plant.

RESPONSE:

SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT:

Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.25 Provide copies of all documents concerning the relationship between HMA and Zenon Environmental, Inc. or its principal, Dr. Andrew Benedek.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.26 Identify all investments in, or loans to, HMA by Zenon Environmental, Inc. or Dr. Benedek and explain how the investments or loans were accounted for on HMA's books and records.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.27 Provide copies of all documents related to any litigation threatened or brought by Baffin Building Systems against HMA.

RESPONSE: SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence.

RESPONDENT: Legal Counsel for Global.

**SANTA CRUZ WATER COMPANY
AND PALO VERDE UTILITIES COMPANY
RESPONSES TO ARIZONA WATER COMPANY
SECOND SET OF DATA REQUESTS
Docket No. W-01445A-06-0199
November 6, 2006**

AWC 2.28 Provide copies of any complaint filed against any of the Global Entities, Mr. Trevor Hill, HMA or Algonquin Water Resources (insofar as they relate to matters involving Mr. Hill).

RESPONSE: To the extent that this request desires documents about HMA, SCWC and PVUC object to this request as seeking information that is overly broad, unduly burdensome, beyond the scope of and irrelevant to these matters. Further, the information sought is not reasonably calculated to lead to the discovery of relevant or admissible evidence. Further, SCWC and PVWUC object to the extent it requests complaints against Mr. Hill as overbroad and beyond the scope of this proceeding. Further, the request is vague and ambiguous as to its request regarding Algonquin Water Resources. Arizona Water Company should be in possession of the complaint it filed against the Global Entities at the Arizona Corporation Commission. We also note that Arizona Water Company has refused to provide information to us concerning litigation to which it was or is a party.

RESPONDENT: Legal Counsel for Global

E



Steven A. Hirsch
Direct: 602-364-7319
sahirsch@bryancave.com

December 22, 2006

**VIA FAX 602-256-6800
AND REGULAR MAIL**

Timothy J. Sabo, Esq.
Roshka DeWulf & Patten, PLC
One Arizona Center
400 E. Van Buren St., Suite 800
Phoenix, AZ 85004-2262

Re: Follow-up to our Meet and Confer Meeting Concerning Global's Responses to Data Requests; Arizona Water Company v. Global Water Resources, et al., Docket No. W-01445A-06-0199

Dear Tim:

As we discussed at the meet and confer meeting in your offices on December 14, 2006, this letter summarizes the notes Rodney, Bob and I made following our meeting regarding remaining open items. After much discussion and compromises concerning the many pending data requests that have not been answered, in an effort to resolve any disputes, Arizona Water Company significantly narrowed its requests. Arizona Water Company now summarizes the remaining data requests that need to be supplemented by the Global Entities. If full answers are forthcoming to the following requests, Arizona Water Company will not seek an order compelling responses to the other requests that remain unanswered.

1. Infrastructure Coordination and Financing Agreements ("ICFAs")

The remaining Arizona Water Company data requests at issue are 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7 and 1.101.

We requested (and understand that you will investigate and respond with) more particularity and detail concerning Global's contact and communications with landowners who enter into ICFAs.

We also request a more readable (with larger font) spreadsheet of property owners involved. (Perhaps you could simply provide us with an electronic version of the spreadsheet that was earlier provided in hard copy only.)

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Washington, DC

And Bryan Cave,
A Multinational Partnership,
London

We also request that Global provide copies of all ICFA's and related maps of ICFA areas, but agree to limit this request to the disputed area. We would continue to ask for a listing of ICFA's with owners both within and outside of the disputed area.

Concerning requests 1.7 and 1.101, we request a more detailed accounting of monies received by Global under the ICFA's in the disputed area. Please see Request 1.101 for the parameters of what we mean by an "accounting."

2. P3 Agreements

The remaining Arizona Water Company data requests at issue are 1.8, 1.9, 1.10, 1.11, and 1.14.

Please confirm that the only P3 agreements entered into by Global in the disputed area involve the cities of Casa Grande and Maricopa. If that is the case, we do not need copies of these documents (or we may ask you to confirm that our copies are correct).

Please disclose all of the correspondence and communications between Global and the two cities listed above.

Concerning 1.14, please confirm that no other consideration has been paid by Global to the relevant cities other than the payments referenced in the agreements. Because the payments are based on units, please provide us with the total amount paid to each city as of the current date (or a date reasonably close that may be more consistent with Global's accounting methods).

3. Global's Ownership and Sources of Equity

The remaining Arizona Water Company data requests at issue are 1.26, 1.50, 1.51, 1.52, 1.101, 1.102, 1.103, and 1.104.

We understand that the regulated utilities are 100% owned by Global Water Resources, L.L.C, which provides all of their equity. However, we are requesting additional information about the sources of equity of that parent, particularly whether any of the parent's equity derives from ICFA funds. Global's reference to "filings" in a number of dockets in response to 1.52 is insufficient and we request that Global provide specific explanations and detail as to the sources and amounts of its equity capital.

To the extent that Global contends that responding to requests 1.101 through 1.104 is too burdensome, please respond with a reasonable and fair proposal on how Global would narrow the requests so as to lessen any alleged burden.

4. Intra-Company Agreements to Sell Effluent

The remaining Arizona Water Company data requests at issue is 1.81. We understand that there is an agreement between Palo Verde Utilities Company and Santa Cruz Water Company related to the sale of effluent. Please provide us with a copy of that agreement.

5. Alleged Benefits of Integrated Services

The remaining Arizona Water Company data requests at issue are 1.73, 1.91, 1.92, and 1.93.

Global agreed to provide a more detailed answer to request 1.73 that eliminates the vagueness created by use of "etc."

We again request that Global respond to 1.91 by providing some calculation of the amount of savings allegedly incurred because of "integrated" water and sewer services, or simply confirm that no such calculation exists or can be made.

Concerning requests 1.92 and 1.93, we request that Global provide copies of billings by Global Water Management LLC and/or other Global entities to the Santa Cruz Water Company and Palo Verde Utilities Company for the services rendered. Please provide information about the "market based prices," including the details of those prices and the total billings.

6. Bond Requirement

The remaining Arizona Water Company data requests at issue are 1.56, 2.7, 2.8, 2.9 and 2.10. We understand that the ACC imposed a bond requirement on Global in September 2004 (Decision 67240) and that this requirement terminated in September 2006 based on Decision 68186. Please confirm for us in writing that there are no other ACC-imposed bond requirements on the Global entities, and we will deem these requests to be satisfied as part of our compromise discussions.

7. Targets for Expansion

The remaining Arizona Water Company data requests at issue are 1.15, 1.16, 1.25, 1.100, 2.12 and 2.13.

Concerning requests 1.15, 1.16 and 1.100, Arizona Water Company is willing to enter into a suitable confidentiality agreement to protect the confidentiality of this information in response to your concerns. Please provide detailed information in response to these requests and the proposed terms of such disclosure.

Concerning request 1.25 on dockets involving Desert Hills Water Company, please provide an updated response concerning any data requests in those dockets.

As to requests 2.12 and 2.13, we have asked for copies of the reports, which we will reimburse Global for, rather than sending us on a "fishing expedition" as to filings at the Commission as referenced in the current responses.

8. CAAG Plan and Process

The remaining Arizona Water Company data requests at issue are 1.20, 1.21, and 1.86. We request that Global provide us with a copy of the relevant 208 Plan and correspondence and communications related to Global's efforts to obtain a 208 plan amendment.

9. Hydrological Reports

The remaining Arizona Water Company data request at issue is 1.41. Arizona Water Company is willing to enter into a suitable confidentiality agreement related to production of such hydrological reports and information. Please provide the reports and other documents in response to these requests and the proposed terms of such disclosure.

10. Hill Murray/Canadian Issues

The remaining Arizona Water Company data requests at issue are 2.23, 2.24, 2.25, 2.26, 2.27 and 2.28. We understand Global's objection that it may not have copies of these materials related to Hill, Murray. We have greatly reduced the information sought, but this information remains uniquely in Global's possession to our knowledge. We ask that Global reconsider its objections and produce any responsive documents in its possession.

Please contact me or Rodney Ott by Friday, January 5, 2007 concerning your response to these issues.

Sincerely,



Steven A. Hirsch

Enclosures



Steven A. Hirsch
Direct: 602-364-7319
sahirsch@bryancave.com

December 22, 2006

**VIA FAX 602-256-6800
AND REGULAR MAIL**

Timothy J. Sabo, Esq.
Roshka DeWulf & Patten, PLC
One Arizona Center
400 E. Van Buren St., Suite 800
Phoenix, AZ 85004-2262

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Please contact me or Rodney Ott by Friday, January 5, 2007 concerning your response to these issues.

Sincerely,



Steven A. Hirsch

Enclosures

F

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January 9, 2007

**VIA FACSIMILE 602-384-7070
AND REGULAR U.S. MAIL**

Steven A. Hirsch, Esq.
Bryan Cave, LLP
One Renaissance Square
Two North Central Avenue
Phoenix, Arizona 85004-4406

Re: Response to your December 22, 2006 Letter regarding Arizona Water Company ("AWC") Data Requests to Global Water Resources, LLP, Santa Cruz Water Company ("SCWC") and Palo Verde Utilities Company ("PVUC") in Docket Nos. W-01445A-06-0199, SW-03575A-05-0926 and W-03576A-05-0926.

Dear Steve:

We have carefully reviewed your letter regarding discovery in this case, along with our recollections of the meeting held at our offices on December 14, 2006 with you, Rodney and Bob. We appreciate AWC's efforts to compromise outstanding data requests between AWC and Global. But as we discussed at the meeting, several of Global's data requests to AWC also remain unanswered or incomplete. Further, while we are willing to accommodate several of AWC's modified requests, there are some requests that we continue to object to as not relevant and beyond the scope of these proceedings. We are asking AWC to withdraw certain requests as part of our counter-offer here.

What follows is our proposal to match AWC's requests with Global's requests. This is also a significant compromise to our requests as well as an attempt to limit follow-up discovery requests. Should AWC agree to provide full and complete answers to Global's requests we will not seek our own order compelling responses to remaining requests as well as not objecting to the AWC requests as outlined here:

Category 1: ICFAs, P3 Agreements, Requests for Service and Services Provided.

We understand AWC to have modified its Data Request Nos. 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, and 1.101 to request the following information:

ROSHKA DEWULF & PATTEN

Steven A. Hirsch, Esq.
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- A description of how Global Entities – SCWC and PVUC – received requests for service from landowners and/or developers for their requested extension areas.
- Copies of written communications and/or descriptions of any oral communications regarding requests for service.
- A list of developers in a more readable spreadsheet or in electronic form.
- Copies of all ICFAs involving the extension that SCWC and/or PVUC will serve.
- Copies of any communications involving the ICFAs covering the requested extension areas requested by SCWC and PVUC.
- Maps of the areas covered by each ICFA for the requested extension areas requested by SCWC and PVUC.
- A description of the accounting of the money received by Global from the ICFAs until the money leaves Global or its regulated affiliates.

AWC has also requested responses, with detailed particularity, about Global's P3 Agreements with Casa Grande and Maricopa regarding its Data Request Nos. 1.8, 1.9, 1.10, 1.11 and 1.14:

- Copies of the relevant P3 Agreements, if there are any besides those with Casa Grande and Maricopa, and a confirmation that AWC has full and complete copies of the P3 Agreements with Casa Grande and Maricopa.
- An accounting of any monies received by Global via the P3 Agreements until the money leaves Global or its regulated affiliates.
- The date and manner of contact between Global and the cities, as well as describing who initiated the contact.
- Copies of written correspondence about the P3 Agreements and a description of any oral communications regarding the P3 Agreements.
- Confirmation that no other consideration is being paid to the cities other than what is outlined in the P3 Agreements.

Global is willing to provide the above information but only if AWC is willing to provide the following information:

- Global Data Request No. 1.13: A description of how AWC has received any and all requests for service regarding AWC's proposed extension area. Copies of any notices sent to landowners and/or developers as well as any and all copies of requests for service AWC has received up to and including the date of this letter. We would expect AWC to provide any additional requests for service until the dates this proceeding is scheduled for hearings.

Steven A. Hirsch, Esq.

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- Copies of any written and oral communications plus any agreements with cities or governmental entities about AWC providing water service in AWC's proposed extension area.
- Global Data Request No. 1.11: A description of any oral communications between AWC and ADWR regarding its requested extension area.
- Global Data Request Nos. 1.14, 1.15, 1.16, 1.94 and 1.95: Copies of any and all customer service agreements with the cities or the Southwest Water Company regarding providing wastewater service to AWC's requested extension areas. Any oral communications or written correspondence about this topic should be fully described and provided. Also, please provide us a full and complete copy of the "Cooperative Service Agreement" with Southwest Water Company.
- Global Data Request Nos. 1.17, 1.23 and 1.26: Any plans to deploy reclaimed water facilities, recharged water facilities, and surface water treatment facilities should be provided. Please also describe any oral communications and/or provide written correspondence about any plans to deploy any or these facilities within AWC's proposed extension areas, including any facilities mentioned in Decision No. 68302 and in testimony from Docket Nos. W-01445A-04-0650.
- Global Data Request Nos. 1.33, 1.34, 1.35, 1.36: Please indicate from which documents filed at the Commission this information can be found.
- Global Data Request Nos. 1.32 and 1.39: Please provide copies of any and all written communications or a description of any and all oral communications regarding AWC's plans to reduce using groundwater for the proposed extension area and for the Casa Grande system. Please provide a copy of the "best management practices conservation plan" mentioned in AWC's response to Global Data Request 1.32. Please also provide a copy of the well data for the Casa Grande system on file with the Arizona Department of Water Resources ("ADWR").
- Global Data Request Nos. 1.19 and 1.25: A list of any and all reclaimed water or recharge water facilities AWC owns and/or operates in Arizona.
- Global Data Request Nos. 1.37, 1.38 and 1.45: If the calculations cannot be provided, explain why not and what figures are needed to make those calculations.

Category 2: Inter-Company Transactions, Equity Infusions and Financial Issues.

We understand AWC to have modified its Data Request Nos. 1.26, 1.50, 1.51, 1.52, 1.102, 1.103 and 1.104 to request the following information:

- Transfers of ownership interests in Global over the past ten (10) years:

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Steven A. Hirsch, Esq.

January 9, 2007

Page 4

- Sources of equity that have been available to SCWC and PVUC over the past five years.
- Equity contributions from Global to SCWC and PVUC strictly derived from applicable ICFAs.
- Capital transactions, including the date and amount of those transactions for the last five years between SCWC and/or PVUC, and Global or its affiliates.
- A list of developments of 100 or more homes at buildout receiving service from SCWC and/or PVUC in the last three years or will likely receive service in the next two years.
- The types of infrastructure needed for those developments, the amounts financed by developers either through main extension agreements and/or ICFAs.

Global is willing to provide the above information but only if AWC is willing to provide the following information:

- Global Data Request No. 1.53: Please provide financial statements for any division, including Casa Grande, which will provide service in AWC's proposed extension area.
- Sources of equity and debt AWC uses for its Casa Grande division or any other division that will serve AWC's proposed extension area.
- Global Data Request No. 1.55: Equity contributions to AWC for use by its Casa Grande division for the past five years and a description of what AWC means by "paid in capital."
- Global Data Request No. 1.71: A list of all capital transactions between AWC and affiliates, holding companies involving AWC's Casa Grande division or any other division that will provide service to AWC's proposed extension area. Please include the amount and description of the transaction.
- Global Data Request No. 1.78: Please provide a list of developments of 100 or more homes AWC expects to be within its proposed extension area by December 31, 2011. For each development provide a description of the expected status of that development by December 31, 2011.
- Global Data Request No. 2.11: Provide a breakdown, by percentage, of the sources of capital AWC estimates it will use to finance the construction of facilities to serve AWC's proposed extension area.
- Global Data Request No. 1.4: Please provide a list of who or what entity, by percentage, owns United Resources, Inc. and a list of any ownership transfers of AWC and United Resources, Inc. that have occurred in the last ten (10) years.

Category 3: Integrated Water and Wastewater Service.

We understand AWC to have modified its Data Request Nos. 1.73, 1.91, 1.92, and 1.93 to request the following information:

- Clarification of all of the common or shared services between SCWC and PVUC in providing service to their respective proposed extension areas.
- An itemized description of the savings Global would achieve with SCWC and PVUC providing integrated service.
- Any inter-company agreements between Global affiliates, and SCWC and/or PVUC, including copies of any billings made to SCWC and/or PVUC and a clarification of what is meant by "market-based prices."
- A clarification and description of what is meant by the term customer service and customer service facilities.
- An accounting of the costs for common or shared facilities.

Providing an accounting would be unduly burdensome. With respect to the remaining information, Global is willing to provide the above information but only if AWC is willing to provide the following information:

- Global Data Request No. 1.91: Please provide any study or evidence supporting AWC's apparent assertion that the benefits of a larger single-service provider outweigh the benefits of an integrated provider of water and wastewater.
- Please provide copies of any agreements with any wastewater provider regarding shared services or facilities within AWC's proposed extension area. Even if no agreements exist, provide any written correspondence and/or description of any oral communications with any wastewater provider regarding shared services or facilities within AWC's proposed extension areas.
- Global Data Request 2.12: Please provide copies of any written correspondence or descriptions of oral communications with any wastewater providers regarding providing reclaimed water services, using effluent to irrigate common areas and golf courses, or developing recharge facilities.

Category 4: Targets for Expansion.

AWC has renewed its Data Request Nos. 1.15, 1.16, 1.25, and 1.100. Global maintains its objection to AWC Data Request Nos. 1.15 and 1.16. Global does not believe that those requests have any relevance to the issues in this case, that the requests are overbroad and beyond the scope of this proceeding. Further, these two requests ask for the disclosure of proprietary business information. Global did not request equivalent

Steven A. Hirsch, Esq.

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information from AWC, its parent company or affiliates. Global requests that AWC withdraw its Data Request Nos. 1.15 and 1.16 in their entirety.

With regards to AWC's Data Request No. 1.25, Global will confirm whether or not it has received any data requests in any ACC docket involving Desert Hills Water Company, without waiving its objection.

With regards to AWC Data Request No. 1.100, Global will not provide the amount paid, the source of funds, or any journal entries related to any acquisition it has made in the last five years. Global agrees to provide the date and description of acquisitions made in the last five years, if AWC agrees to provide the same data regarding acquisitions it has made in the last five years.

Category 5: Compliance Filings.

AWC is requesting that Global provide copies of any and all compliance filings it has made regarding financial terms of utility acquisitions, capital structure, debt terms and dollar amounts per its Data Request No. 2.12. AWC is also seeking copies of Global's "Acquisition Schedules" from Decision No. 67240 per its Data Request No. 2.13.

In return, AWC should be willing to provide Global with any and all compliance filings related to (1) schedules and other relevant data that was requested by Staff related to AWC's request for an Arsenic Cost Recovery Mechanism under Decision No. 66400 (October 14, 2003); and (2) provide all compliance filings related to Commission orders concerning AWC's Central Arizona Project Water Use Plan, the corresponding Central Arizona Project Hook-Up Fees, and the Non-Potable Central Arizona Project Water tariff required under Commission Decision No. 68302 (November 14, 2005).

Category 6 – CAAG 208 Amendments

If AWC is willing to meet all the other terms outlined in this response, Global will provide the following information in response to AWC Data Request Nos. 1.20, 1.21 and 1.86:

- A description of all the steps Global took to obtain CAAG 208 amendment for Global's proposed extension area.
- Copies of correspondence related to Global's efforts to obtain the 208 plan amendment.
- A copy of the relevant 208 plan.

Category 7 – Hydrological Reports.

It was our understanding that both parties understood the other's hydrological reports to be confidential. Even so, should AWC insist on its Data Request No. 1.41 then AWC should provide the exact same hydrology reports per Global Data Request No. 1.40.

Category 8 – Performance Bonds.

Global will confirm that there are no performance bonds in place for any Global entity at present. Any previous performance bond obligations that were in effect for any Global entity are no longer in effect. This confirmation will supplement AWC Data Request Nos. 1.56, 2.7, 2.8, 2.9 and 2.10.

Category 9 – Effluent

With regards to AWC Data Request No. 1.81, Global will indicate that PVUC makes effluent available to SCWC for the purpose of water calculations and that this arrangement was the result of negotiations with ADWR. Global will confirm that no agreement exists between SCWC and PVUC to sell effluent or provide a copy of the effluent agreement, if all of the other terms outlined in this response are agreed to.

Category 10 – The Hill Murray/Canada Issues

Global maintains its objection to AWC Data Request Nos. 2.23, 2.24, 2.25, 2.26, 2.27, 2.28 and all other inquiries with regards to Hill Murray & Associates, Earth Tech, or Zenon Environmental, Inc. Global further maintains that the information sought in these requests is irrelevant, overbroad and beyond the scope of this proceeding. In addition, the information requested is not in Global's possession or control. Global requests that AWC also withdraw its Data Request Nos. 2.23 through 2.28 in their entirety. In response, Global will withdraw its Data Request Nos. 1.6, 1.7, 1.8, 1.9 and 1.10.

ROSHKA DEWULF & PATTEN

Steven A. Hirsch, Esq.

January 9, 2007

Page 8

We believe our proposal is a fair resolution to the outstanding discovery issues that remain between Global and AWC. But we are available for further discussions should you feel it is necessary. Should you desire further discussions, please contact us by January 12, 2007. Otherwise, please let us know by Tuesday, January 16, 2007, whether you intend to accept our proposal. Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Timothy J. Sabo", followed by a horizontal line extending to the right.

Timothy J. Sabo
For the Firm

TJS/mi

G



Steven A. Hirsch
Direct: 602-364-7319
sahirsch@bryancave.com

February 9, 2007

**VIA FAX 602-256-6800
AND REGULAR MAIL**

Timothy J. Sabo, Esq.
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Dear Tim:

This letter responds to your January 9, 2007 letter as part of our on-going discussion growing out of the "meet and confer" at your offices on December 14, 2006 and my letter to you dated December 22, 2006.

1. Infrastructure Coordination and Financing Agreements ("ICFAs")

In general, we agree with your description of the documents and information which Arizona Water Company seeks related to Global's ICFAs and Arizona Water Company's related data requests (1.2, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7 and 1.101). In exchange for Global's production of the identified information and documents, Arizona Water Company agrees to provide the requested responses to the Global data requests identified under Category 1 on pages 2-3 of your January 9, 2007 letter.

2. P3 Agreements

The Arizona Water Company data requests at issue are 1.8, 1.9, 1.10, 1.11 and 1.14. Your restatement of our requests is confusing and incorrect. Global has asserted that it does not receive any money under the P3 Agreements and therefore your offer to provide "an accounting of any monies received by Global via the P3 Agreements" makes no sense. As stated in my letter of December 22, 2006, Arizona Water Company requests that Global provide an accounting of "the total amount paid to each city as of the current date (or as reasonably close that may be more consistent with Global's accounting methods)."

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A Multinational Partnership,
London

3. Global's Ownership and Sources of Equity

The Arizona Water Company data requests at issue are 1.26, 1.50, 1.51, 1.101, 1.102, 1.103 and 1.104. As noted in my December 22, 2006 letter, the crucial issue involves whether ICFA funds were used to provide equity to *Global*, the parent of SCWC and PVUC. Thus, your offer to provide information about the "sources of equity that have been available to SCWC and PVUC" or about "equity contributions from Global to SCWC and PVUC" amounts to misdirection. We also do not understand your attempt to narrow these issues to funds "*strictly* derived" from ICFA's. The issue concerns all funds derived from ICFA's, whether "strictly" or not. We are asking again that Global provide an accounting of *its* sources of equity and whether that equity derives from ICFA funds. You have also failed to respond to our request that Global provide a reasonable and fair proposal on how to narrow data requests 1.101-1.104 so as to lessen the alleged burden.

If Global agrees to address these concerns in a meaningful manner, Arizona Water Company agrees to provide responses to certain of Global's requests listed on page 4 of your January 9, 2007 letter, specifically Global Data Requests 1.53, 1.55, 1.78 and 2.11. Arizona Water Company will continue to stand on its objections to Global Data Requests 1.71 and 1.4.

4. Intra-Company Agreements to Sell Effluent

The Arizona Water Company data request at issue is 1.81. During the "meet and confer" on December 14, 2006, you indicated that an intra-company agreement existed between PVUC and SCWC concerning the sale of effluent, and we have asked for a copy of that agreement. Your letter of January 9, 2007 states that "no agreement exists" but that instead an "arrangement" exists as "the result of negotiations with ADWR." To us, the alleged "arrangement" sounds like an "agreement" and we insist that Global provide full documentation concerning the "arrangement."

5. Alleged Benefits of Integrated Services

The Arizona Water Company requests at issue are 1.73, 1.91, 1.92 and 1.93. In general, we agree with your restatement of our requests. However, as noted in my December 22, 2006 letter, Arizona Water Company has requested copies of billings by Global Water Management LLC and/or other Global entities to SCWC and PVUC for the services rendered, as well as information about the details of the "market based" prices charged and an accounting of the costs of the common services or facilities shared by SCWC and PVUC. Your statement that providing such an accounting would be burdensome is unpersuasive. If Global cannot provide such an accounting, it should confirm that fact and explain why. If Global will agree to provide the information requested in this section, Arizona Water Company will agree to provide responses to the requests on page 5 of your January 9, 2007 letter.

6. Bond Requirement

The Arizona Water Company requests at issue are 1.56, 2.7, 2.8, 2.9 and 2.10. Global's continued assertion that there are no performance bonds "in place" seems evasive. Please confirm in writing that there are currently no ACC-imposed bond requirements on any of the Global entities.

7. Targets for Expansion

The Arizona Water Company data requests at issue are 1.15, 1.16, 1.25, 1.100, 2.12 and 2.13. Arizona Water Company does not agree to withdraw requests 1.15 and 1.16 (on identifying acquisition targets and purchase offers); this information is directly relevant to questions concerning the financial soundness of Global and its aggressive acquisition strategy. Arizona Water Company also restates that its position that the other information requested is relevant and must be provided by Global. Concerning Global's proposed compromise, Arizona Water Company hereby informs Global that Arizona Water Company has made no acquisitions within the last five years and therefore has no comparable data concerning acquisitions to disclose.

Concerning the compliance filings requested in 2.12 and 2.13, there is no reason to require Arizona Water Company to conduct a fishing expedition at the Commission's counter, and therefore Arizona Water Company again requests that Global provide copies of these public materials. If Global agrees to provide the requested compliance filings, Arizona Water Company will agree to provide the compliance filings sought by Global related to Decisions 66400 and 68302.

8. CAAG Plan and Process

The requests at issue are 1.20, 1.21 and 1.86. We again request that Global, as a gesture of its good faith efforts to resolve these discovery issues, simply provide us with copies of these public documents.

9. Hydrological Reports

The data request at issue is 1.41. Arizona Water Company did not agree at the "meet and confer" session that hydrological reports and information were confidential. Rather, Arizona Water Company has proposed that the parties enter into a confidentiality agreement concerning disclosure of such information by both sides. Please provide us with a proposed agreement including the terms under which Global would make such a disclosure.

10. Hill Murray/Canadian Issues

The requests at issue are 2.23, 2.24, 2.25, 2.26, 2.27 and 2.28. Arizona Water Company maintains its position that the information requested is highly relevant to Global's fitness to serve as a utility service provider and therefore Arizona Water Company will not withdraw these requests.

February 9, 2007
Page 4

Bryan Cave LLP

Please contact me or Rodney Ott as soon as possible 2007 concerning your response to these issues.

Sincerely,

A handwritten signature in black ink, appearing to read "St. A. Hirsch". The signature is written in a cursive style with a large, sweeping initial "S".

Steven A. Hirsch

H



Steven A. Hirsch
 Certified Real Estate Specialist
 Partner
 Direct: 602-364-7319
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 sahirsch@bryancave.com

February 15, 2007

**VIA FAX 602-256-6800
 AND REGULAR MAIL**

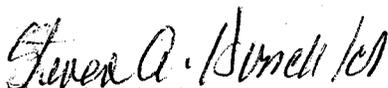
Timothy J. Sabo
 Roshka DeWulf & Patten, PLC
 One Arizona Center
 400 E. Van Buren St., Suite 800
 Phoenix, AZ 85004-2262

Re: Arizona Water Company v. Global Water Resources, et al., Docket No. W-01445A-06-0199

Dear Tim:

Enclosed is the e-mail version of Arizona Water Company's request for supplemental responses served upon you as counsel for Global this date.

Very truly yours,


 Steven A. Hirsch

SAH:ct
 enclosure

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*And Bryan Cave,
 A Multinational Partnership,
 London*

February 15, 2007

Page 2

bcc: (via e-mail – w/enc.)
Robert W. Geake, Esq.
Rodney W. Ott
Landon W. Loveland

Tardy, Cathleen

From: Hirsch, Steven
Sent: Thursday, February 15, 2007 3:44 PM
To: 'Tim Sabo'
Cc: bgeake@azwater.com; Ott, Rodney
Subject: Request For Supplementation -- AWC Data Requests to Global (Docket No. W-01445A-06-0199 et al)

Tim:

Global's witnesses' pre-filed testimony dated January 26, 2007 and again rebuttal testimony submitted yesterday afternoon states that Global has now acquired CP Water Company and Francisco Grande Utility Company. Global's witnesses have made a number of assertions in their pre-filed testimony concerning such acquisitions and their effect on Global's application for CCN extension.

Arizona Water Company's First Set of Data Requests dated October 24, 2006, specifically numbers 1.15, 1.16 and 1.100, seek information related to acquisitions of utilities or public service corporations by any of the Global Entities. Global has consistently refused to provide any such information. We again requested such information in our meet and confer meeting at your offices on December 14, 2006 and by follow-up letter dated December 22, 2006. Your January 9, 2007 response repeated Global's objections and refusal to provide this information.

Now that it has been disclosed that Global has apparently acquired CP Water Company and Francisco Grande Utility Company, without waiving its position that there has been an ongoing duty to provide this information in response to the earlier Data Requests propounded in October, Arizona Water Company specifically requests the information set forth in Data Requests 1.15, 1.16 and 1.100 as to any acquisition of CP Water Company and Francisco Grande Utility Company. If this information is not delivered by 5 p.m. on Tuesday, February 20, we will assume that Global persists in its earlier stated objections and will not deliver this information. I will mail and fax this request over as a formal request for supplementation, but wanted to get it into your hands electronically as well.

Steven A. Hirsch
Bryan Cave LLP
Two N. Central Avenue
Suite 2200
Phoenix, AZ 85004-4406
602-364-7319
Fax: 602-364-7070
sahirsch@bryancave.com

2/15/2007

I

ROSHKA DEWULF & PATTEN

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February 20, 2007

Via electronic mail and facsimile

Steven A. Hirsch, Esq.
Bryan Cave LLP
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004
602.364.7070 fax
sahirsch@bryancave.com

Re: Your letter dated February 15, 2007
Arizona Water Company / Global Water contested CC&N case
ACC Docket No. W-01445A-06-0199 et al.

Dear Mr. Hirsch:

You have requested a formal update to the response of Palo Verde Utilities Company and Santa Cruz Water Company (collectively, "Global") to Arizona Water Company's ("AWC") data requests 1.15; 1.16; and 1.100. These data requests involve the acquisition of utilities. You may treat the following as our formal update.

As you are aware, Global Water, Inc. recently acquired the stock of Francisco Grande Utility Company and CP Water Company. These transactions closed on December 31, 2006. The purchases involved 100% of the stock of each company. On January 15, 2007, Global filed an "Acquisition Schedule" reporting on this acquisition in the relevant ACC docket. The Acquisition Schedule is available for public inspection, either in person at the ACC, or on-line through the ACC's "e-Docket" system. Since you have complained about the supposed difficulty of locating items through the e-Docket system, as a courtesy, I have attached a copy of the Acquisition Schedule as Exhibit 1.

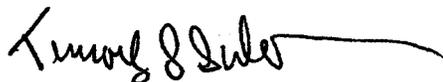
Global's direct and rebuttal testimony discusses the benefits of these acquisitions at length. I trust that you are not demanding that we repeat that information here. In addition, Global's testimony explains that these acquisitions would not have been possible without the use of Infrastructure Coordination and Financing Agreements ("ICFAs"). A copy of the relevant ICFA will be filed in the Pinal County Recorder's Office. For your convenience, a copy of this ICFA is attached as Exhibit 2.

ROSHKA DEWULF & PATTEN

Steven A. Hirsch, Esq.
February 20, 2007
Page 2 of 2

The remaining information you request, such as the purchase price of the stock, is highly confidential, as explained in my letter to you dated January 9, 2007.

Very truly yours,
ROSHKA DEWULF & PATTEN

A handwritten signature in black ink, appearing to read "Timothy J. Sabo", with a long horizontal flourish extending to the right.

Timothy J. Sabo
Attorneys for Global

TJS/lif
Enclosures;