

ORIGINAL



0000075484

BEFORE THE ARIZONA CORPORATION COMMISSION

28

COMMISSIONERS

MIKE GLEASON - Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE

2007 JUL 26 P 3:54

AZ CORP COM
DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

JUL 26 2007

DOCKETED BY [Signature]

ARIZONA WATER COMPANY, an Arizona corporation,
Complainant,
vs.
GLOBAL WATER RESOURCES, LLC, a foreign limited liability company; GLOBAL WATER RESOURCES, INC., a Delaware corporation; GLOBAL WATER MANAGEMENT, LLC, a foreign limited liability company; SANTA CRUZ WATER COMPANY, LLC, an Arizona limited liability corporation; PALO VERDE UTILITIES COMPANY, LLC, an Arizona limited liability corporation; GLOBAL WATER - SANTA CRUZ WATER COMPANY, an Arizona corporation; GLOBAL WATER - PALO VERDE UTILITIES COMPANY, an Arizona corporation; JOHN AND JANE DOES 1-20; ABC ENTITIES I - XX,
Respondents.

DOCKET NO. W-01445A-06-0200
SW-20445A-06-0200
W-20446A-06-0200
W-03576A-06-0200
SW-03575A-06-0200

Response to Motion to Compel
and
Cross-Motion to Compel
and
Cross-Motion for a Protective Order

Santa Cruz Water Company, LLC; Palo Verde Utilities Company, LLC; Global Water - Santa Cruz Water Company; Global Water - Palo Verde Utilities Company (the "Global Utilities") and Global Water Resources, LLC ("Global Parent")(collectively "Respondents" or "Global") respond in opposition to Arizona Water Company's ("AWC") motion to compel filed on July 19, 2007.

1 **I. Preliminary Statement.**

2 The Global Utilities have provided an enormous volume of information to AWC in
3 discovery in the contested CC&N case.¹ They have also submitted to lengthy depositions in this
4 case. The additional information AWC demands is largely competitively sensitive, highly
5 confidential information that should not be provided to a competitor.

6 **II. AWC has received an enormous amount of information from the Global Utilities.**

7 AWC is not lacking in information about Infrastructure Coordination and Financing
8 Agreements (ICFAs) from the Global Utilities. AWC has been provided with an estimate of ICFA
9 fees for the extension area in the CC&N case. It has also been provided with copies of all ICFAs,
10 a map of areas covered by ICFAs, and other information. AWC also deposed Global Parent's
11 CFO at length about ICFAs. The depositions included a lengthy discussion of the price paid for
12 certain utilities and the extent to which the purchase price was funded by ICFAs.² In addition, the
13 Global Utilities have allowed AWC to inspect the journal entries of Santa Cruz Water Company.
14 This inspection amounted to an on-site audit of Santa Cruz by its competitor, AWC.

15 Likewise, AWC has substantial information about Public Private Partnership Agreements
16 (P3s). AWC has copies of the P3s. It also has a schedule showing the amount and timing of
17 payments under the P3s. Further, AWC was able to depose the Global Utilities' President, Trevor
18 Hill, at length about the P3s.³

19 **III. AWC's motion to compel should be denied.**

20 In large part, this discovery dispute has been addressed by the motion papers filed in the
21 CC&N case. Those arguments will not be repeated here. A copy of the Global Utilities' Reply in
22 that case is attached as Exhibit 1. Attached as Exhibit 2 is a cover letter providing additional
23 information to AWC. The letter should resolve many of the minor issues raised in AWC's motion
24 to compel. Much of the remaining information sought by AWC concerns highly confidential,
25

26 ¹ Docket Nos. W-01445A-06-0199. The parties have agreed that discovery in the CC&N case can
be used in this case, and visa versa.

27 ² Liles Deposition Tr. at 65-68.

³ Hill Deposition Tr. at 56-69.

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

1 competitively sensitive financial information about Global Parent. AWC is a major competitor of
2 the Respondents, and AWC should not have access to this sensitive information.

3 In addition to the discovery issue pending in the CC&N case, AWC complains about the
4 depositions in this case. AWC states that counsel improperly instructed the witnesses not to
5 answer certain questions. In one instance, the requested information concerned consideration paid
6 for acquisitions.⁴ This information was disclosed in discovery.⁵ In addition, the other witness for
7 Respondents discussed this information at length in her deposition.⁶ In another instance, the
8 witness was directed not to discuss privileged attorney-client communications.⁷ The remaining
9 questions all concern sensitive, confidential financial information of Global Parent.⁸ That topic
10 was already the subject of the discovery dispute in the CC&N case, and counsel for both parties
11 agreed to wait for a ruling from the ALJ on those issues. Moreover, if such information is
12 discoverable, it should only be provided pursuant to adequate protection to avoid misuse by a
13 competitor. Those protections are not yet in place.

14 AWC also complains about the form objections. However, such objections are a routine
15 part of deposition practice. They are made to prevent waiver of the objection if the deposition
16 transcript is offered into evidence.⁹ In more than 95% of these questions, the witness answered the
17 question, either immediately or after the question was re-phrased.¹⁰ AWC therefore has no
18 grounds to complain on this point. There is no need to rule on any of the objections, until and
19 unless AWC offers the deposition transcripts into evidence.¹¹

20 _____
21 ⁴ Hill Deposition Tr. at 21-22.
22 ⁵ Global Response to AWC 4.6.
23 ⁶ Liles Deposition Tr. at 65-68.
24 ⁷ Liles Deposition Tr. at 5.
25 ⁸ Hill Deposition Tr. at 27, 29, and 69-71; Liles Deposition at 26, 47-49, 50-51, and 68-69.
26 ⁹ Arizona Rules of Civil Procedure, Rule 32(d)(3), subparts (B) and (D).
27 ¹⁰ There are 3 instances when the witness did not answer, out of 67 such questions. In one case, the
witness was also directed not to answer. Hill Deposition Tr. at 21-22. In the other two cases,
AWC's counsel did not rephrase the question. Liles Deposition Tr. at 31.
¹¹ See Arizona Rules of Civil Procedure, Rule 32(b) (objection to use of deposition may be made
at trial as long as form objections were made during the deposition to preserve the issue under
Rule 32(d)(3)).

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

1 **IV. Cross-Motion to Compel.**

2 If AWC's Motion to Compel is granted, then AWC should be compelled to provide the
3 information described in the Global Utilities Cross-Motion to Compel (attached to AWC's Motion
4 to Compel in this case) and Reply in Support of Cross-Motion to Compel (attached as Exhibit 1)
5 for the reasons stated in those documents.

6 **V. Cross-Motion for a Protective Order.**

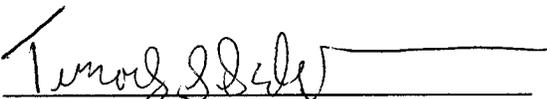
7 Because much of the information sought by AWC is highly confidential and competitively
8 sensitive, if the Global Utilities are compelled to provide this information to AWC, the
9 Commission should issue a protective order to limit the damage from disclosing this information.
10 The Commission has often issued protective orders to safeguard competitively sensitive financial
11 information. The protective order should bar access to highly confidential information by in-house
12 AWC employees. A form of protective order is attached as Exhibit 3.

13 **VI. Conclusion.**

14 For these reasons, Global requests that the Commission deny AWC's motion to compel. If
15 AWC's motion is granted, the Commission should also grant the Global Utilities' Cross-Motion to
16 Compel and Cross-Motion for a Protective Order.

17 RESPECTFULLY SUBMITTED this 26th day of July 2007.

18 ROSHKA DEWULF & PATTEN, PLC

19
20 By 
21 Michael W. Patten
22 Timothy J. Sabo
23 Jason D. Gellman
24 One Arizona Center
25 400 East Van Buren Street, Suite 800
26 Phoenix, Arizona 85004
27

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

1 Original and 21 copies of the foregoing
filed this 26th day of July 2007 with:

2 Docket Control
3 Arizona Corporation Commission
1200 West Washington Street
4 Phoenix, Arizona 85007

5 Copy of the foregoing hand-delivered/mailed
this 26th day of July 2007 to:

6 Dwight D. Nodes, Esq.
7 Asst. Chief Administrative Law Judge
Hearing Division
8 Arizona Corporation Commission
1200 West Washington
9 Phoenix, Arizona 85007

10 Christopher C. Kempsey, Esq.
11 Chief Counsel, Legal Division
Arizona Corporation Commission
1200 West Washington
12 Phoenix, Arizona 85007

13 Ernest G. Johnson, Esq.
14 Director, Utilities Division
Arizona Corporation Commission
1200 West Washington
15 Phoenix, Arizona 85007

16 Robert W. Geake, Esq
Arizona Water Company
17 3805 North Black Canyon Highway
Phoenix, Arizona 85015

18 Steven A. Hirsch, Esq.
19 Rodney W. Ott, Esq.
Bryan Cave LLP
20 Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004

21
22
23 By 

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 **COMMISSIONERS**

3 Mike Gleason, Chairman
4 William A. Mundell
5 Jeff Hatch-Miller
6 Kristin K. Mayes
7 Gary Pierce

8 IN THE MATTER OF THE APPLICATION OF
9 ARIZONA WATER COMPANY, AN ARIZONA
10 CORPORATION, TO EXEND ITS EXISTING
11 CERTIFICATE OF CONVENIENCE AND
NECESSITY IN THE CITY OF CASA GRANDE
AND IN PINAL COUNTY, ARIZONA

Docket No. W-01445A-06-0199

12 IN THE MATTER OF THE APPLICATION OF
13 PALO VERDE UTILITIES COMPANY FOR AN
14 EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-05-0926

15 IN THE MATTER OF THE APPLICATION OF
16 SANTA CRUZ WATER COMPANY FOR AN
17 EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-05-0926

18 **GLOBAL UTILITIES' REPLY IN SUPPORT**
19 **OF THEIR CROSS-MOTION TO COMPEL**
20 **AND CROSS-MOTION FOR PROTECTIVE ORDER**

21
22 Santa Cruz Water Company, LLC; Palo Verde Utilities Company, LLC; Global Water –
23 Santa Cruz Water Company and Global Water – Palo Verde Utilities Company (collectively,
24 “Global Utilities”) reply in support of their cross-motion to compel and their cross-motion for a
25 protective order. The cross-motions relate to Arizona Water Company’s (“AWC”) Motion to
26 Compel. In addition, the Global Utilities respond to the Declaration attached to AWC’s Reply.
27

1 **I. Preliminary Statement.**

2 This docket involves competing applications for a Certificate of Convenience and
3 Necessity. Both the central flaw in AWC's discovery motions is that AWC is constantly taking
4 different positions on the same issues. AWC argues that the Global Utilities should be compelled
5 to provide various documents. Yet AWC refuses to provide the same information about itself,
6 arguing that the information is not relevant. Either the contested information is relevant to
7 evaluating the fitness of a utility to serve, or it is not. AWC cannot have it both ways on these
8 items.

9 AWC is the chief rival and main competitor of the Global Utilities. For this reason, the
10 Global Utilities should not be forced to reveal their competitively sensitive confidential
11 information to their main competitor. But if the Global Utilities are forced to provide this
12 information to AWC, then the Commission should adopt a protective order to safeguard the
13 confidentiality of these materials and to block AWC's executives from reviewing it.

14 **II. Reply in Support of Global Utilities' Cross-Motion to Compel.**

15 AWC objects that Global has not provided various items for months. AWC is like the
16 proverbial pot calling the kettle black. The Global Utilities' first set of data requests to AWC was
17 sent on September 22, 2006. More than nine months has elapsed without a response from AWC
18 on many of these items. AWC now appears to concede that it must provide many of these items.
19 However, several disputes remain. These disputes largely involve AWC taking a position in
20 response to the cross-motion to compel that is directly contrary to the position it takes in its own
21 motion to compel. AWC simply cannot have it both ways on these items.

22 For example, in its motion to compel, AWC claims that financial information about
23 affiliates is vital to evaluating the fitness of a utility. But in the response to the cross-motion to
24 compel, AWC argues that the financial information of its own affiliates is irrelevant. Either
25 affiliate financial information is relevant or it is not. The Global Utilities would be content if
26 neither party has access to affiliate financial information. However, if they are compelled to
27

1 provide such information, then AWC should be compelled to respond to the data requests
2 concerning the financial data of its affiliates.¹

3 Likewise, AWC demands that the Global Utilities create new financial analysis, while
4 refusing to do the same itself. In particular, AWC ask that the Global Utilities be compelled to
5 prepare a financial analysis of the cost savings of integrated utilities. Yet AWC refuses to prepare
6 financial analyses of its own in response to data requests from the Global Utilities. Again, the
7 Global Utilities would be content if neither party is compelled to prepare such studies. But if the
8 Global Utilities are compelled to prepare studies in response to AWC's data requests, AWC
9 should be compelled to do the same.²

10 While offering access to various documents, AWC demands that Global pay the copying
11 charges. AWC's demand is inconsistent with its own conduct in this case. AWC demands that
12 the Global Utilities provide copies of various documents (such as their CAAG 208 plan or the
13 ICFAs) at Global's expense. The Global Utilities agreed to do so. Discovery has proceeded
14 throughout this case on the basis that the producing party bears copying costs. There is no reason
15 to change course now.

16 AWC objects to listing litigation it has been embroiled in.³ Inquires into past litigation are
17 a routine part of civil discovery because prior litigation can often lead to the discovery of
18 admissible evidence. Indeed, AWC concedes that the Global Utilities can receive copies of
19 documents in certain specific litigation involving particular parties. Here, the Global Utilities
20 simply seek a list of prior litigation. AWC should be compelled to provide the list.

21 AWC objects to providing "narrative histories" about its accomplishments, if any,
22 regarding reclaimed water and recharge wells.⁴ While the phrase may be awkward, the question
23
24

25 ¹ Global Data Requests No. 1.53, 1.66, 1.67, 1.70, 1.71, 3.2.

26 ² Global Data Requests No. 2.4 and 2.5.

27 ³ Global Data Request 1.6.

⁴ Global Data Request 1.19 and 1.25.

1 simply calls for a brief description or summary. Such questions are a routine part of discovery,
2 and AWC should be compelled to respond.

3 AWC also refuses to describe its discussions with ADWR about the extension area in this
4 case.⁵ Such discussions could contain highly relevant material, and AWC should therefore be
5 compelled to disclose this information.

6 AWC's statement regarding data request 1.95, which concerns communications with
7 potential wastewater providers, is somewhat unclear. AWC states that it has "no other
8 communications" – if AWC has had no communications with potential providers, a short
9 statement to that effect would suffice.

10 **III. Reply in support of cross-motion for a protective order.**

11 AWC claims that the proposed protective order would not allow Commission Staff or Staff
12 Counsel access to the confidential information. That is not correct. The central theme of the
13 cross-motion was that AWC is Global's main competitor, and AWC's should therefore not be
14 allowed access to competitively sensitive and confidential information. There is a sharp
15 distinction between providing information to government employees and providing the same
16 information to a major competitor. In other words, the protective order would be limit access by
17 AWC's internal personnel. Such special protections would not be needed for Staff, who would
18 have access to such information under standard confidentiality protections.

19 The Global Utilities will withdraw the request that AWC's counsel be barred from
20 accessing the competitively sensitive material. However, AWC's own executives should not have
21 access to this highly sensitive information about their competitor. Accordingly, to the extent that
22 the Global Utilities are compelled to produce any of the competitively sensitive data, they request
23 that the Commission adopt a protective order requiring that the data be kept confidential and that
24 AWC's employees be barred from accessing this data. The protective order should govern the
25 exchange of all confidential data by the parties in this case.

26 _____
27 ⁵ Gloal Data Request 1.11.

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

1 **IV. Response to Declaration of Joseph D. Harris.**

2 The issues raised in the Harris declaration were not raised in AWC's original motion to
3 compel. Accordingly, the Global Utilities provide a brief response. Attached is the declaration of
4 Cindy Liles, who responds to the points raised by Mr. Harris. As Ms. Liles explains, AWC has
5 been given access to the journal entries of Santa Cruz Water Company. AWC never requested
6 access to the journal entries of Palo Verde Utilities Company. AWC did not describe in advance
7 the records they were seeking, so it took some time to retrieve them. The delay was compounded
8 because the requested data concerned time periods when Global switched accounting systems.
9 While AWC complains about how long the inspection took, AWC has essentially conducted an
10 on-site audit, so it should be no surprise that several days were needed. In the end, AWC has been
11 given access to Santa Cruz's journal entries, and Ms. Liles and other Global employees provided
12 explanations of items questioned by AWC.

13 RESPECTFULLY SUBMITTED this 20th day of July 2007.

14 ROSHKA DEWULF & PATTEN, PLC

15
16 By 
17 Michael W. Patten
18 Timothy J. Sabo
19 Jason D. Gellman
20 One Arizona Center
21 400 East Van Buren Street, Suite 800
22 Phoenix, Arizona 85004

23 Original + 17 copies of the foregoing
24 filed this 20th day of July 2007 with:

25 Docket Control
26 ARIZONA CORPORATION COMMISSION
27 1200 West Washington
Phoenix, Arizona 85007

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

1 Copies of the foregoing hand-delivered/mailed
2 this 20th day of July 2007, to:

3 Yvette B. Kinsey, Esq.
4 Administrative Law Judge
5 Hearing Division
6 Arizona Corporation Commission
7 1200 West Washington
8 Phoenix, Arizona 85007

9 Christopher C. Kempley, Esq.
10 Chief Counsel, Legal Division
11 Arizona Corporation Commission
12 1200 West Washington
13 Phoenix, Arizona 85007

14 Ernest G. Johnson, Esq.
15 Director, Utilities Division
16 Arizona Corporation Commission
17 1200 West Washington
18 Phoenix, Arizona 85007

19 Robert W. Geake, Esq.
20 Arizona Water Company
21 3805 North Black Canyon Highway
22 Phoenix, Arizona 85015

23 Steven A. Hirsch, Esq.
24 Rodney W. Ott, Esq.
25 Bryan Cave LLP
26 Two North Central Avenue, Suite 2200
27 Phoenix, Arizona 85004

28 Jeffrey W. Crockett, Esq.
29 Marcie Montgomery, Esq.
30 Snell & Wilmer LLP
31 One Arizona Center
32 400 East Van Buren Street
33 Phoenix, Arizona 85004

34 Kenneth H. Lowman
35 Manager
36 KEJE Group, LLC
37 7854 West Sahara
38 Las Vegas, Nevada 89117

39 Craig Emmerson, Manager
40 Anderson & Val Vista 6, LLC
41 8501 North Scottsdale Road, Suite 260
42 Scottsdale, Arizona 85253

43

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

1 Brad Clough
2 Anderson & Barnes 580, LLP
3 Anderson & Miller 694, LLP
4 8501 North Scottsdale Road, Suite 260
5 Scottsdale, Arizona 85253

6 Phillip J. Polich
7 Gallup Financial, LLC
8 8501 North Scottsdale, #125
9 Scottsdale, Arizona 85253

10 Ken Franks, Esq.
11 Rose Law Group, PC
12 6613 N. Scottsdale Rd, Ste 200
13 Scottsdale, Arizona 85250

14 By Rebbie Arnold

15
16
17
18
19
20
21
22
23
24
25
26
27

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

Mike Gleason, Chairman
William A. Mundell
Jeff Hatch-Miller
Kristin K. Mayes
Gary Pierce

IN THE MATTER OF THE APPLICATION OF
ARIZONA WATER COMPANY, AN ARIZONA
CORPORATION, TO EXEND ITS EXISTING
CERTIFICATE OF CONVENIENCE AND
NECESSITY IN THE CITY OF CASA GRANDE
AND IN PINAL COUNTY, ARIZONA

Docket No. W-01445A-06-0199

IN THE MATTER OF THE APPLICATION OF
PALO VERDE UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-05-0926

IN THE MATTER OF THE APPLICATION OF
SANTA CRUZ WATER COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-05-0926

AFFIDAVIT OF CINDY LILES

CINDY LILES having been duly sworn upon her oath, deposes and says:

1. My name is Cindy Liles. I am over 18 years old. The statements made in this affidavit are based on my own personal knowledge.
2. I am Senior Vice President and Chief Financial Officer of Global Water Management, LLC ("GWM"). I am also the Secretary of Santa Cruz Water Company ("Santa Cruz").

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

3. I met with Joseph D. Harris of Arizona Water Company ("AWC") on June 14, 2007 to accommodate the unusual request by AWC to review the journal entries that comprised the equity of Santa Cruz. AWC did not provide advance notice of the entries it wished to inspect, other than that they concerned equity.
4. Upon meeting Mr. Harris and AWC's counsel, we requested a description of the entries they wished to inspect as the resulting value of equity for any company is very detailed. Basically the equity includes all of the earnings (revenues less expenses) for each year since inception along with the equity contributions made by the parent for capital expenditures and operating shortfalls. They made a very wide ranging request, asking for all entries involving equity for 2004, 2005, and 2006. We agreed that the first approach would be for us to provide the detailed general ledger where they could review each transaction and note which ones required additional information.
5. I was quite disconcerted by the fact a business competitor, is given the authority to view our internal accounting records. Nevertheless, I left the meeting to begin the process of obtaining these records. I directed several of GWM's accountants to assist me. The process of obtaining the requested records was complicated by the fact that GWM switched accounting computer programs during the time frame requested by AWC. Accordingly, data had to be pulled from two computer systems and then integrated together.
6. The general ledgers for the accounts comprising equity for 2006 were ready by 11:40. However, by that time, Mr. Harris had left to go to lunch. When he returned, I showed him the information pulled and the AWC counsel asked to take the records with him. Because I considered these records confidential and proprietary, I was not comfortable with that proposal and declined because the offer they accepted was for only an on-site inspection. I offered for them to stay as long as necessary to review the records or to come back another day. Mr. Harris stated

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

- that he did not have time to review all of these materials. Mr. Harris agreed to come back another day to review the materials.
7. Mr. Harris returned with his associate Mr. Joel Reiker on June 21, 2007. At that time I provided them with the detailed general ledger accounts comprising equity for 2004, 2005, and 2006. I also answered various questions from Mr. Harris and Mr. Reiker.
8. Mr. Harris and Mr. Reiker reviewed the reports and noted which items required more information. I agreed to provide these materials and said that we would call them when they were ready.
9. I was not available to meet Mr. Harris on the day that worked better for him. To speed things along, I directed GWM's Vice President of Accounting, Ms. Patty Greco, to provide the records to Mr. Harris. I also directed her to answer Mr. Harris' questions. I received feedback from Ms. Greco that Mr. Harris was satisfied with everything reviewed with the exception of Mr. Harris inquiring about the variances for the years 2004 and 2005 between the ACC annual report and general ledgers printed in 2007.
10. Since the visit of Mr. Harris, we have exchanged emails regarding his request to view the differences between our ACC annual report and the financial records we showed him. (Note that the ACC reports are due before Santa Cruz's audit is complete, so some differences are too be expected). I have advised Mr. Harris by email that we are preparing a variance report to explain the differences and will have available next week.

Further affiant sayeth not.

...
...
...
...

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

Cindy Liles

CINDY LILES

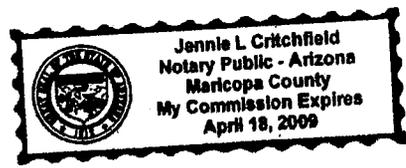
SUBSCRIBED AND SWORN BEFORE ME THIS 20TH DAY OF JULY 2007

Jennie L Critchfield

NOTARY PUBLIC

(seal)

My commission expires 4/12/2009



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

ROSHKA DEWULF & PATTEN

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

RECEIVED

2007 JUL 23 P 4: 09

AZ CORP COMMISSION
DOCKET CONTROL

July 23, 2007

Via Hand Delivery

Steven Hirsch, Esq.
Bryan Cave LLP
One Renaissance Square
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004

Re: **Supplemental Response to Discovery**
Docket Nos. W-01445A-06-0199, SW-03575A-05-0926 and W-03576A-05-0926

Dear Mr. Hirsch:

Enclosed please supplemental responses to data requests of Palo Verde Utilities Company, L.L.C. and Santa Cruz Water Company, L.L.C to Arizona Water Company's (AWC) data requests in this docket. The enclosed items are:

- (1) A list of all Infrastructure Coordination and Financing Agreements (ICFAs) (AWC 1.1);
- (2) Maps showing areas covered by current ICFAs (AWC 1.6);
- (3) An estimate of the total fees expected from ICFAs within the extension area in this case (AWC 1.7);
- (4) A copy of the memorandum of understanding between Santa Cruz Water Company and Palo Verde Utilities Company regarding access to reclaimed water (AWC 1.81);
- (5) A copy of the Public Private Partnership (P3) agreements with the City of Maricopa and the City of Casa Grande (AWC 1.12 and 1.12);
- (6) A schedule showing the amounts paid by Global Water Resources under the P3 agreements to date (AWC 1.14);
- (7) A CD containing an electronic copy of Palo Verde Utilities Company's current approved Section 208 plan (AWC 1.20, 1.21, and 1.86); and

ROSHKA DEWULF & PATTEN

Steven Hirsch, Esq.
July 23, 2007
Page 2 of 2

- (8) A copy of a letter from the Arizona Department of Environmental Quality approving the Section 208 amendment (AWC 1.20, 1.21, and 1.86).

With respect to item # 1, the list of ICFAs, please note that this will not correspond exactly to the previous list. The previous list was provided in response to AWC data request 1.1, which asked for a list of property owners with ICFAs. The list provided in response to AWC 1.1 has a separate line item for each parcel, even if multiple parcels were covered by the same ICFA. This is the reason that there were more line items on the previous list than the number of ICFAs disclosed on the CD we previously sent you. Using the old list, you can tell the parcels that are covered by the same ICFA because they show the same recording number.

With respect to item # 3, the estimate of ICFA fees for the extension area, please note that this estimate depends on certain assumptions, especially with respect to the number of EDUs. Such assumptions are needed because most parcels have not received final plat approval, so the actual number of EDUs is not currently known.

These attachments should contain all the items that we have committed to providing you, with the exception of the responses to AWC 4.10 and 4.11, regarding the economics of reclaimed water. Global Water is continuing to work on these responses. The responses will be in the form of a white paper on reclaimed water. We anticipate that the white paper will be complete in about two weeks.

Very truly yours,



Timothy J. Sabo

TJS/da

Enclosures

cc: Bob Geake, Esq.
Maureen Scott, Esq.
Ms. Linda Jaress
ACC Docket Control (without enclosures)

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 **COMMISSIONERS**

3 **MIKE GLEASON - Chairman**
4 **WILLIAM A. MUNDELL**
5 **JEFF HATCH-MILLER**
6 **KRISTIN K. MAYES**
7 **GARY PIERCE**

7 ARIZONA WATER COMPANY, an Arizona)
8 corporation,)

Complainant,)

9 vs.)

10)
11 GLOBAL WATER RESOURCES, LLC, a foreign)
12 limited liability company; GLOBAL WATER)
13 RESOURCES, INC., a Delaware corporation;)
14 GLOBAL WATER MANAGEMENT, LLC, a)
15 foreign limited liability company; SANTA CRUZ)
16 WATER COMPANY, LLC, an Arizona limited)
17 liability corporation; PALO VERDE UTILITIES)
18 COMPANY, LLC, an Arizona limited liability)
19 corporation; GLOBAL WATER – SANTA CRUZ)
20 WATER COMPANY, an Arizona corporation;)
21 GLOBAL WATER – PALO VERDE UTILITIES)
22 COMPANY, an Arizona corporation; JOHN AND)
23 JANE DOES 1-20; ABC ENTITIES I – XX,)

Respondents.)

DOCKET NO. W-01445A-06-0200
SW-20445A-06-0200
W-20446A-06-0200
W-03576A-06-0200
SW-03575A-06-0200

PROTECTIVE ORDER

22 This Order is intended to facilitate the exchange of information gathered in this docket. To
23 expedite and protect information exchanged among Arizona Corporation Commission Staff, the
24 Complainant, and the Respondents (collectively, the “parties”) the following provisions of this
25 Order shall apply to the exchange of all confidential and “highly confidential” information.
26
27

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

1. Confidential Information

(a) **Designation of Confidential Information.** All documents, data, studies and other materials furnished pursuant to any requests for information, subpoenas or other modes of discovery (formal or informal), and including depositions, and other requests for information, that are claimed to be proprietary or confidential (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "Confidential" designation. Confidential Information provided in a computer-readable data file shall be so-labeled on the face of any disk containing the file and in any e-mail transmitting the file, and the data itself shall be identified in a conspicuous manner as containing "Confidential Information" to the extent reasonably practicable. Moreover, to the extent responsive materials contain personally identifiable information about individual customers, that information shall be redacted from the materials. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential Information will be marked by the receiving party as Confidential Information. Access to and review of Confidential Information shall be strictly controlled by the terms of this Order.

(b) **Use of Confidential Information.** All persons who may be entitled to review, or who are afforded access to any Confidential Information by reason of this Order shall neither use nor disclose the Confidential Information for purposes of business or competition, or any purpose other than the purpose of preparing written filings and presenting information in the above-captioned docket and in all subsequent appeals of this docket. The parties shall keep the Confidential Information secure as confidential or proprietary information and in accordance with the purposes, intent and requirements of this Order.

(c) **Persons Entitled to Review.** Each party that receives Confidential Information pursuant to this Order must limit access to such Confidential Information to (1) attorneys employed or retained by the party in the proceedings and the attorneys' staff; (2) non-employee experts, consultants and advisors retained by the party who need access to the material

1 to assist the party in the proceedings; (3) only those employees of the party who are directly
2 involved in the proceedings; provided, however, that Confidential Information may not be
3 disclosed to any person engaged in strategic planning for a party, or in developing, planning,
4 marketing, or selling products or services, or designing prices on behalf of any party.

5 (d) **Access to Confidential Information.** Prior to reviewing any Confidential
6 Information, any eligible individual shall first be required to read a copy of this Order and certify
7 by executing Exhibit A of this Order that he/she has reviewed the Order and has consented to be
8 bound by its terms. Exhibit A of this Order shall contain the signatory's full name, business
9 address, employer, and the signatory's position or role in this proceeding. Upon their execution,
10 all Exhibit A's shall be promptly provided to counsel for all parties providing Confidential
11 Information or, alternatively, filed in this docket. Court reporters shall also be required to sign an
12 Exhibit A and comply with the terms of this Order.

13 **2. Notes.**

14 (a) **Notes from Confidential Information.** Limited notes regarding
15 Confidential Information may be taken by counsel and experts for the express purpose of preparing
16 pleadings, cross-examinations, briefs, motions and argument in connection with this proceeding,
17 or in the case of persons designated in section 1(c) of this Order, to prepare for participation in this
18 proceeding. Such notes shall then be treated as Confidential Information for purposes of this
19 Order, and shall be destroyed after the conclusion of the proceedings in accordance with
20 subsection 2(b) below.

21 (b) **Destruction.** All notes, to the extent they contain Confidential Information
22 and are protected by the attorney-client privilege or the work product doctrine, shall be destroyed
23 after the conclusion of this proceeding and any appeals arising there from. The party destroying
24 such Confidential Information shall advise the providing party of that fact within a reasonable time
25 from the date of destruction.

26 **3. Highly Confidential Information.** Any party may designate certain competitively
27 sensitive Confidential Information as "Highly Confidential Information" if it determines in good

1 faith that it would be competitively disadvantaged by the disclosure of such information to its
2 competitors. Parties must scrutinize carefully responsive documents and information and limit
3 their designations as Highly Confidential Information to information that truly might impose a
4 serious business risk if disseminated without the heightened protections provided in this section.
5 The first page and individual pages of a document determined in good faith to include Highly
6 Confidential Information must be marked by a stamp that reads:

7 **“HIGHLY CONFIDENTIAL”**

8 Placing a “Highly Confidential” stamp on the first page of a document indicates only that
9 one or more pages contain Highly Confidential Information and will not serve to protect the entire
10 contents of a multi-page document. Each page that contains Highly Confidential Information must
11 be marked separately to indicate Highly Confidential Information, even where that information has
12 been redacted. The unredacted paper versions of each page containing Highly Confidential
13 Information, and provided under seal, should be submitted on paper distinct in color from non-
14 confidential information and “Confidential Information” described in Section 1 of this Order.
15 Highly Confidential Information provided in a computer-readable data file shall be so-labeled on
16 the face of any disk containing the file and in any e-mail transmitting the file, and the data itself
17 shall be identified in a conspicuous manner as containing “Highly Confidential Information” to the
18 extent reasonably practicable.

19 Parties seeking disclosure of Highly Confidential Information must designate the person(s)
20 to whom they would like the Highly Confidential Information disclosed in advance of disclosure
21 by the providing party. Such designation may occur through the submission of Exhibit “B” of this
22 Order. Prior to reviewing any Highly Confidential Information, any eligible individual must first
23 read a copy of this Order and certify by executing Exhibit B of this Order that he/she has reviewed
24 the Order and has consented to be bound by its terms.

25 Parties seeking disclosure of Highly Confidential Information may only designate a
26 reasonable number of outside counsel and outside experts to review materials marked as “Highly
27 Confidential.” However, the preceding sentence shall not apply to Staff. Staff may designate a

1 reasonable number of in-house counsel and in-house experts to review Highly Confidential
2 Information. Exhibit B shall contain the signatory's full name, business address, employer, the
3 signatory's position, and shall describe in detail the job duties or responsibilities of the signatory in
4 the proceeding. Highly Confidential Information may not be disclosed to any person engaged in
5 strategic planning for a party, or in developing, planning, marketing, or selling products or
6 services, or designing prices on behalf of any party. Upon their execution, all Exhibit B's shall be
7 promptly provided to counsel for all parties providing Highly Confidential Information or,
8 alternatively, filed in this docket.

9
10 **4. Objections to Designation of Individual to be Given Access to Confidential or Highly Confidential Information.**

11 Any party providing either Confidential Information or Highly Confidential Information
12 may object to the designation of any individual as a person who may review Confidential
13 Information and/or Highly Confidential Information. Such objection shall be made promptly in
14 writing to counsel submitting the challenged individual's Exhibit "A" or "B". Any such objection
15 must demonstrate good cause to exclude the challenged individual from the review of the
16 Confidential Information or Highly Confidential Information. Written response to any objection
17 shall be made within five (5) business days after receipt of an objection. If, after receiving a
18 written response to a party's objection, the objecting party still objects to disclosure of either
19 Confidential Information or Highly Confidential Information to the challenged individual, the
20 Commission shall determine whether Confidential Information or Highly Confidential Information
21 must be disclosed to the challenged individual.

22 Copies of Highly Confidential Information may only be provided to persons who are
23 eligible to sign an "Exhibit B" and who have in fact signed Exhibit "B".

24 Persons authorized to review the Highly Confidential Information will maintain the
25 documents and any notes reflecting their contents in a secure location to which only designated
26 counsel and experts have access. No additional copies will be made, except for use during
27 hearings and then such disclosure and copies shall be subject to the provisions of Section 8. Any

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

1 testimony or exhibits prepared that reflect Highly Confidential Information must be maintained in
2 the secure location until removed to the hearing room for production under seal. Unless
3 specifically addressed in this section, all other sections of this Order applicable to Confidential
4 Information also apply to Highly Confidential Information.

5 **5. Objections to Admissibility.** The furnishing of any document, data, study or other
6 materials pursuant to this Order shall in no way limit the right of the providing party to object to its
7 relevance or admissibility in proceedings before this Commission.

8 **6. Challenge to Confidentiality.** This Order establishes a procedure for the
9 expeditious handling of information that a party claims is Confidential or Highly Confidential. It
10 shall not be construed as an agreement or ruling on the confidentiality of any document. Any party
11 may challenge the characterization of any information, document, data or study claimed by the
12 providing party to be confidential in the following manner:

13 **(a)** A party seeking to challenge the confidentiality of any materials pursuant to
14 this Order shall first contact counsel for the providing party and attempt to resolve any differences
15 by stipulation.

16 **(b)** In the event that the parties cannot agree as to the character of the
17 information challenged, any party challenging the confidentiality shall do so by appropriate
18 pleading. This pleading shall designate the document, transcript or other material challenged in a
19 manner that will specifically isolate the challenged material from other material claimed as
20 confidential.

21 **(c)** A ruling on the confidentiality of the challenged information, document,
22 data or study shall be made by an Administrative Law Judge after proceedings in camera, which
23 shall be conducted under circumstances such that only those persons duly authorized hereunder to
24 have access to such confidential materials shall be present. This hearing shall commence no
25 earlier than five (5) business days after service on the providing party of the pleading required by
26 Subsection 6(b) above. The providing party shall bear the burden of showing that the Confidential
27

1 Information is in fact of a trade secret, proprietary or confidential nature entitled to be protected
2 according to the terms of this Protective Order.

3 (d) The record of said in camera hearing shall be marked "CONFIDENTIAL --
4 UNDER PROTECTIVE ORDER IN DOCKET No. W-01445A-06-0200 et al." Court reporter
5 notes of such hearing shall be transcribed only upon agreement by the parties or Order of the
6 Administrative Law Judge and in that event shall be separately bound, segregated, sealed, and
7 withheld from inspection by any person not bound by the terms of this Order.

8 (e) In the event that the Administrative Law Judge should rule that any
9 information, document, data or study should be removed from the restrictions imposed by this
10 Order, no party shall disclose such information, document, data or study or use it in the public
11 record for five (5) business days unless authorized by the providing party to do so. The provisions
12 of this subsection are intended to enable the providing party to seek a stay or other relief from an
13 order removing the restriction of this Order from materials claimed by the providing party to be
14 confidential.

15 **7. Judicial Proceedings Related to Denials of Disclosure.**

16 Where the Commission, ALJ or Staff determine that disclosure is not appropriate, in any
17 judicial action against the Commission and/or Commissioners by the party seeking disclosure of
18 the information, unless specifically named, Company which designated the information as
19 "Confidential" or "Highly Confidential", as the real party in interest, shall join in the action as a
20 co-defendant. Company also agrees to indemnify and hold the Commission harmless from any
21 assessment of expenses, attorneys' fees or damages under A.R.S. Section 39-121.02 or any other
22 law, resulting from denial of access by the Commission to the information, data, records or study
23 subsequently found to be non-confidential.

24 In the event that the Commission becomes legally compelled (by deposition, interrogatory,
25 request for documents, subpoena, civil investigative demand or similar process) to disclose any of
26 the Confidential or Highly Confidential Information, the Commission shall provide Company
27 providing such information with prompt written notice of such requirement so that Company may

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

1 seek an appropriate remedy and/or waive compliance. Company agrees that upon receipt of such
2 notice, Company will either undertake to oppose disclosure of the Confidential or Highly
3 Confidential Information or waive compliance with this Order. In the event that disclosure of the
4 Confidential or Highly Confidential Information is ordered, the Commission agrees to furnish only
5 that portion of the Confidential or Highly Confidential Information that is legally required.

6 **8. Use during proceedings.**

7 **a. Receipt into Evidence.** Provision is hereby made for receipt into evidence
8 in this proceeding materials claimed to be confidential in the following manner:

9 i. Prior to the use of or substantive reference to any Confidential
10 Information or Highly Confidential Information in a public hearing, the parties intending to use
11 such Information shall make that intention known to the providing party.

12 ii. The requesting party and the providing party shall make a good-faith
13 effort to reach an agreement so the Information can be used in a manner which will not reveal its
14 confidential or proprietary nature.

15 iii. If such efforts fail, the providing party shall separately identify
16 which portions, if any, of the documents to be offered or referenced shall be placed in a sealed
17 record.

18 iv. Only one (1) copy of the documents designated by the providing
19 party to be placed in a sealed record shall be made.

20 v. The copy of the documents to be placed in the sealed record shall be
21 tendered by counsel for the providing party to the Commission, and maintained in accordance with
22 the terms of this Order.

23 **b. Seal.** While in the custody of the Commission, materials containing
24 Confidential Information shall be marked "CONFIDENTIAL -- UNDER PROTECTIVE ORDER
25 IN DOCKET NO. W-01445A-06-0200 et al" and Highly Confidential Information shall be marked
26 "HIGHLY CONFIDENTIAL - USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET
27

1 NO. W-01445A-06-0200 et al” and shall not be examined by any person except under the
2 conditions set forth in this Order.

3 **c. In Camera Hearing.** Any Confidential Information or Highly Confidential
4 Information that must be orally disclosed during a public hearing to be placed in the sealed record
5 in this proceeding shall be offered in an in camera hearing, attended only by persons authorized to
6 have access to the information under this Order. Similarly, any cross-examination on or
7 substantive reference to Confidential Information or Highly Confidential Information (or that
8 portion of the record containing Confidential Information or Highly Confidential Information or
9 references thereto) shall be received in an in camera hearing, and shall be marked and treated as
10 provided herein.

11 **d. Access to Record.** Access to sealed testimony, records and information
12 shall be limited to the Administrative Law Judge, Commissioners, and their respective staffs, and
13 persons who are entitled to review Confidential Information or Highly Confidential Information
14 pursuant to sections 1 (c) and 3 above and have signed an Exhibit “A” or “B”, unless such
15 information is released from the restrictions of this Order either through agreement of the parties
16 or after notice to the parties and hearing, pursuant to the ruling of a Administrative Law Judge, the
17 order of the Commission, or final order of a court having final jurisdiction.

18 **e. Appeal/Subsequent Proceedings.** Sealed portions of the record in the
19 proceedings may be forwarded to any court of competent jurisdiction for purposes of an appeal or
20 collateral review, but under seal as designated herein. If a portion of the record is forwarded to a
21 court, the providing party shall be notified which portion of the sealed record has been designated
22 by the appealing party as necessary to the record on appeal.

23 **f. Return or Destruction.** Unless otherwise ordered, Confidential
24 Information and Highly Confidential Information, including transcripts of any depositions to
25 which a claim of confidentiality is made, shall remain under seal, shall continue to be subject to
26 the protective requirements of this Order, and shall, at the providing party’s discretion, be returned
27 to counsel for the providing party, or destroyed by the receiving party, within ninety (90) days after

1 final settlement or conclusion of these proceedings and any appeals arising therefrom. If the
2 providing party elects to have Confidential Information or Highly Confidential Information
3 destroyed rather than returned, counsel for the receiving party shall verify in writing that the
4 material has in fact been destroyed.

5 **9. Use in Pleadings.** Where references to Confidential Information or Highly
6 Confidential Information in the sealed record or with the providing party is required in pleadings,
7 briefs, arguments, comments or motions (except as provided in Section 8), it shall be by citation of
8 title or exhibit number or some other description that will not disclose the substantive Confidential
9 Information or High Confidential Information contained therein. Any use of or substantive
10 references to Confidential Information or Highly Confidential Information shall be placed in a
11 separate section of the pleading or brief and submitted to the Administrative Law Judge or the
12 Commission under seal. This sealed section shall be served only on counsel of record and parties
13 of record who have signed the nondisclosure agreement set forth in Exhibit "A" or "B". All of the
14 restrictions afforded by this Order apply to materials prepared and distributed under this section.

15 **10. Summary of Record.** If deemed necessary by the Commission, the providing party
16 shall prepare a written summary of the Confidential Information or Highly Confidential
17 Information referred to in the Order to be placed on the public record.

18 **11. No Admission of Privileged or Confidential Status.** No party subject to this
19 Order shall be deemed to have admitted or agreed that any of the materials or communications
20 designated as "Confidential" or "Highly Confidential" Information are, either in fact or as a matter
21 of law, a trade secret or of a proprietary, confidential or legally protected nature. The company or
22 party providing the confidential information or highly confidential information shall have the
23 burden of proof at all times to demonstrate that any information it has designated as confidential
24 information is either in fact or as a matter of law, a trade secret or of a proprietary, confidential, or
25 legally protected nature.

26 **12. Effectiveness.** This Protective Order shall continue in force and effect after this
27 Docket is closed.

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

13. Breach of Order. Company designating any information as “Confidential” or “Highly Confidential” hereunder, in any legal action or complaint it files in any court alleging breach of this Order shall, at the written request of the Commission, name the Arizona Corporation Commission as a Defendant therein.

IT IS ORDERED THAT THIS PROTECTIVE ORDER shall become effective immediately.

IT IS FURTHER ORDERED THAT the Administrative Law Judge may rescind, alter, amend, or waive any portion of this Protective Order either by subsequent Order or by ruling at hearing.

DATED this ____ day of July, 2007

DWIGHT D. NODES
ASSISTANT CHIEF ADMINISTRATIVE LAW JUDGE

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

Original and 21 copies of the foregoing
filed this 25th day of July 2007 with:

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

Copy of the foregoing hand-delivered/mailed
this 25th day of July 2007 to:

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

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

Ernest G. Johnson, Esq.
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Robert W. Geake, Esq
Arizona Water Company
3805 North Black Canyon Highway
Phoenix, Arizona 85015

Steven A. Hirsch, Esq.
Rodney W. Ott, Esq.
Bryan Cave LLP
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004

By _____

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

EXHIBIT "A"

CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated July ___, 2007, in DOCKET NO. W-01445A-06-0200 et al and agree to be bound by the terms and conditions of such Order.

Name

Signature

Employer or Firm

Business Address

Position or relationship with the party

Date

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

EXHIBIT "B"

HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated July __, 2007, in DOCKET NO. W-01445A-06-0200 et al and agree to be bound by the terms and conditions of such Order.

Name

Signature

Employer or Firm

Business Address

Position or relationship with the party

Responsibilities of the signatory:

Date

ROSHKA DeWULF & PATTEN, PLC

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

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27