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BEFORE THE ARIZONA CORPORATION COMMISSION

57

COMMISSIONERS

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

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

NOTICE OF FILING
STIPULATED FORM OF
PROTECTIVE ORDER

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In accordance with ruling of Administrative Law Judge Nodes at the most recent procedural conference, Complainant, Respondents, and the Commission's Utility Division ("Staff") provide notice of filing the stipulated form of protective order, and jointly request that the Commission adopt it as a procedural order of the Commission.

...
...
...

Arizona Corporation Commission

DOCKETED

AUG 22 2007

DOCKETED BY [Signature]

ROSHKA DEWULF & PATTEN, PLC
ONE ARIZONA CENTER
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RESPECTFULLY SUBMITTED this 22nd day of August 2007.

ROSHKA DEWULF & PATTEN, PLC

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BYRAN CAVE LLP

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ARIZONA CORPORATION COMMISSION UTILITIES
DIVISION

By Timothy J. Sabo with permission for
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1 Original and 21 copies of the foregoing
2 filed this 22nd day of August 2007 with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 Copy of the foregoing hand-delivered/mailed
8 this 22nd day of August 2007 to:

9 Lyn Farmer, Esq.
10 Chief Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Christopher C. Kempley
16 Chief Counsel, Legal Division
17 Arizona Corporation Commission
18 1200 West Washington
19 Phoenix, Arizona 85007

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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

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

ARIZONA WATER COMPANY, an Arizona)	DOCKET NO. W-01445A-06-0200
corporation,)	SW-20445A-06-0200
Complainant,)	W-20446A-06-0200
)	W-03576A-06-0200
vs.)	SW-03575A-06-0200
)	
GLOBAL WATER RESOURCES, LLC, a foreign)	
limited liability company; GLOBAL WATER)	
RESOURCES, INC., a Delaware corporation;)	STIPULATED PROTECTIVE
GLOBAL WATER MANAGEMENT, LLC, a)	AND CONFIDENTIALITY
foreign limited liability company; SANTA CRUZ)	ORDER
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.)	

Following the rulings on pending discovery matters entered in this docket by Administrative Law Judge Dwight Nodes on August 14, 2007, which rulings also apply to discovery in the related consolidated certificate cases in Docket Nos. W-01445A-06-0199, SW-03575A-05-0926 and W-0376A-05-0926 (collectively, the “Certificate Docket”), the parties have met and conferred and propose entry of this Stipulated Protective and Confidentiality Order “Order”) to govern certain disclosures made in these two dockets. This Order is intended to facilitate the exchange of information exchanged pursuant to Judge Nodes’ order, and shall apply to the exchange of all confidential and “highly confidential” information.

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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. 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, the Certificate Docket, and in all subsequent appeals of those dockets. 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 to assist the party in the proceedings; (3) only those employees or shareholders of the party who

1 are directly involved in the proceedings as witnesses or in consulting with counsel for the party to
2 assist them in case preparation.

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

11 **2. Notes.**

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

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

24 **3. Highly Confidential Information.** Any party may designate certain highly
25 sensitive confidential information identified herein as "Highly Confidential Information." The
26 parties agree that "Highly Confidential Information" shall be limited to the financial information
27 of each company's parent or other unregulated affiliate. However, the parties reserve the right to

1 designate such other information as Highly Confidential Information to the extent they make a
2 good faith determination that such information would impose a serious business risk if
3 disseminated without the heightened protections provided in this section. The first page and
4 individual pages of a document determined in good faith to include Highly Confidential
5 Information must be marked by a stamp that reads:

6 **“HIGHLY CONFIDENTIAL”**

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

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

24 Parties seeking disclosure of Highly Confidential Information may only designate a
25 reasonable number of outside counsel and outside experts to review materials marked as “Highly
26 Confidential.” Only those employees or shareholders of the party who are directly involved in the
27 proceedings as witnesses or in consulting with counsel for the party to assist them in case

1 preparation may review materials marked as “Highly Confidential.” However, the preceding
2 sentence shall not apply to Staff. Staff may designate a reasonable number of in-house counsel
3 and in-house experts to review Highly Confidential Information. Exhibit B shall contain the
4 signatory’s full name, business address, employer, the signatory’s position, and shall describe in
5 detail the job duties or responsibilities of the signatory in the proceeding. Upon their execution, all
6 Exhibit B’s shall be promptly provided to counsel for all parties providing Highly Confidential
7 Information or, alternatively, filed in this docket.

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

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

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

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

1 the secure location until removed to the hearing room for production under seal. Unless
2 specifically addressed in this section, all other sections of this Order applicable to Confidential
3 Information also apply to Highly Confidential Information.

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

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

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

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

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

1 (d) The record of said in camera hearing shall be marked “CONFIDENTIAL --
2 UNDER PROTECTIVE ORDER IN DOCKET Nos. W-01445A-06-0200, W-01445A-06-0199, et
3 al.” Court reporter notes of such hearing shall be transcribed only upon agreement by the parties
4 or Order of the Administrative Law Judge and in that event shall be separately bound, segregated,
5 sealed, and withheld from inspection by any person not bound by the terms of this Order.

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

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

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

22 In the event that the Commission becomes legally compelled (by deposition, interrogatory,
23 request for documents, subpoena, civil investigative demand or similar process) to disclose any of
24 the Confidential or Highly Confidential Information, the Commission shall provide the party
25 providing such information with prompt written notice of such requirement so that such party may
26 seek an appropriate remedy and/or waive compliance. The party to be providing the information
27 agrees that upon receipt of such notice, it will either undertake to oppose disclosure of the

1 Confidential or Highly Confidential Information or waive compliance with this Order. In the
2 event that disclosure of the Confidential or Highly Confidential Information is ordered, the
3 Commission agrees to furnish only that portion of the Confidential or Highly Confidential
4 Information that is legally required.

5 **8. Use during proceedings.**

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

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

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

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

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

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

22 **b. Seal.** While in the custody of the Commission, materials containing
23 Confidential Information shall be marked "CONFIDENTIAL -- UNDER PROTECTIVE ORDER
24 IN DOCKET NO. W-01445A-06-0200, W-01445A-06-0199, et al" and Highly Confidential
25 Information shall be marked "HIGHLY CONFIDENTIAL - USE RESTRICTED PER
26 PROTECTIVE ORDER IN DOCKET NO. W-01445A-06-0200, W-01445A-06-0199, et al" and
27 shall not be examined by any person except under the conditions set forth in this Order.

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

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

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

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

1 destroyed rather than returned, counsel for the receiving party shall verify in writing that the
2 material has in fact been destroyed.

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

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

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

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

26 **13. Breach of Order.** The party designating any information as "Confidential" or
27 "Highly Confidential" hereunder, in any legal action or complaint it files in any court alleging

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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 August, 2007

DWIGHT D. NODES
ASSISTANT CHIEF ADMINISTRATIVE LAW JUDGE

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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.
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Ernest G. Johnson, Esq.
Director, Utilities Division
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By _____

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EXHIBIT "A"

CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated July ____, 2007, in DOCKET NO. W-01445A-06-0200, W-01445A-06-0199, 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

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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