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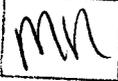
October 5, 2007

Arizona Corporation Commission
DOCKETED

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HAND DELIVERY

Shauna Lee-Rice
Arizona Corporation Commission
Docket Control
1200 W. Washington
Phoenix, AZ 85007

DOCKETED BY 

Re: Willow Springs Utilities LLC; Application for a Certificate of Convenience and Necessity; Docket No. WS-20432A-05-0874; Decision No. 68963, Request for Extension of Time to Compliance; Supplemental Data

Dear Ms Lee-Rice:

On August 15, 2007, and as supplemented on September 19, 2007, we requested on behalf of the Subject Company, an extension of time to comply with the Subject Decision.

Through subsequent written and oral requests, Staff has asked us to provide a letter from the Developer of the underlying property as to the status of the development and the continuing need for utility service. Attached hereto is a letter from Kevin Tarbox, the Managing Member of Willow Springs, LLC the Developer of the project, explaining the progress and critical need for the uninterrupted utility service availability by Willow Springs Utilities, LLC.

In the event you have any questions regarding these matters, please do not hesitate to call.

Sincerely,

Richard L. Sallquist

Enclosures

cc: Brian Bozzo (with enclosure)
Utilities Division (with enclosure)
Hearing Division (with enclosure)

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AZ CORP COMMISSION
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Legal Division (with enclosure)
Alex Argenta (with enclosure)
Kevin Tarbox (with enclosure)
Patrick Murphy (with enclosure)

Willow Springs

October 5, 2007

Ms. Shaunna Lee-Rice
Arizona Corporation Commission
Docket Control
1200 W. Washington
Phoenix, AZ 85007

Re: Willow Springs Utilities, L.L.C.; Certificate of Convenience and Necessity; Docket No. WS-20432A-05-0874; Decision No. 68963; Supplement to Request for Extension of Compliance Filing Dates.

Dear Ms. Lee-Rice

The water and wastewater utility for our Development, Willow Springs Utilities LLC ("WSU") has asked us to update the status of our 4,600 acre- 5,000+/- lot Development. WSU has requested that the Commission grant an extension of time to provide certain regulatory approvals for this Development in letter dated September 20, 2007 to Ernest Johnson from our attorney, Richard Sallquist.

WSU and/ or Willow Springs Properties LLC ("WSP") have obtained some of those requirements, probably the most difficult and the easiest. We understand that the Arizona Department of Environmental Quality ("ADEQ") 208 Plan Amendments and the Pinal County Franchise have been provided to the Commission. We have experienced difficulty in obtaining some of the required documentation through the myriad of agencies in order to complete all of the requirements, most of which require linking to yet another approval. For example, we needed the 208 Permit prior to receipt of the APP and AZPDES permits. Those permits are presently being processed. Also the ADEQ Approvals to construct are dependant on the Pinal County Zoning approvals for each parcel before engineering plans can be prepared and submitted to ADEQ. WSP will be submitting two Final Plats (494 Lots) within the next few weeks and Pinal County is anticipating a twelve month process to obtain approval. In addition to these Final Plats, WSP has an additional 571 lots approved through a Tentative Plat (April 2006).

As you know the Arizona Department of Water Resources issued a Physical Availability Determination for the Development in May 2001 confirming the 100 year water supply for the Development. To facilitate the phased development of the many subdivisions within Willow Springs, we requested WSU to obtain a Designation of Assured Water Supply covering the entire Development. They are in the process of obtaining that and we understand that it may be issued within thirty days.

Willow Springs Properties, LLC
1600 East Hanley Boulevard • Tucson, Arizona 85737

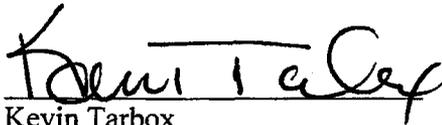
Willow Springs

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While current market conditions make it difficult to pinpoint an exact schedule for the start of construction on the project, we are continuing to move forward with the planning and engineering as quickly as possible. We understand that the Commission wants to be certain that its authorization is utilized and not merely a dormant approval. We can assure you that we are proceeding with this development in Pinal County in all due haste to obtain the required approvals in anticipation of the return of a very active real estate market. It is critical that in the approval process that we can represent to those agencies that WSU is the duly authorized utility and will ultimately serve this area.

We appreciate the Commissions indulgence in this approval process. Large projects such as this do require close scrutiny by all agencies, and unfortunately, this takes more time than a typical subdivision. We will keep you informed as to our progress, but urge your patience in the interim.

Sincerely,



Kevin Tarbox
Managing Member
Willow Springs Properties, LLC