

ORIGINAL



0000077828

BEFORE THE ARIZONA CORPORATION COMMISSION

50

RECEIVED

COMMISSIONERS

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

2007 OCT 15 P 3:47

AZ CORP COMMISSION
DOCKET CONTROL

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-03-0586

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-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67240
(Acquisition Schedule)**

Palo Verde Utilities Company, LLC and Santa Cruz Water Company, LLC, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule. Please note that Global Water, Inc. recently entered into a contract to purchase the stock of Balterra Sewer Corp. An application for waiver relating to the Balterra transaction was filed on October 12, 2007. The Balterra transaction is not listed on the acquisition schedule because it has not closed.

RESPECTFULLY submitted this 15th day of October 2007.

ROSHKA DEWULF & PATTEN, PLC

By Timothy J. Sabo

Michael W. Patten
Timothy J. Sabo
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

Arizona Corporation Commission
DOCKETED

OCT 15 2007

DOCKETED BY ne

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 + 15 copies of the foregoing
- 2 filed this 15th day of October 2007, with:
- 3 Docket Control
- 4 ARIZONA CORPORATION COMMISSION
- 5 1200 West Washington
- 6 Phoenix, Arizona 85007
- 7
- 8 Copies of the foregoing hand-delivered/mailed
- 9 this 15th day of October 2007, to:
- 10 Dwight D. Nodes, Esq.
- 11 Assistant Chief Administrative Law Judge
- 12 Hearing Division
- 13 Arizona Corporation Commission
- 14 1200 West Washington
- 15 Phoenix, Arizona 85007
- 16
- 17 Christopher C. Kempley
- 18 Chief Counsel, Legal Division
- 19 Arizona Corporation Commission
- 20 1200 West Washington
- 21 Phoenix, Arizona 85007
- 22
- 23 Ernest G. Johnson, Esq.
- 24 Director, Utilities Division
- 25 Arizona Corporation Commission
- 26 1200 West Washington
- 27 Phoenix, Arizona 85007

19

20 By *Debbie Amarel*

21

22

23

24

25

26

27

Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

The assets of Cave Creek Water Company were acquired by the Town of Cave Creek through condemnation proceedings on March 7, 2007.

PART 2

As of 31 August 2007, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$75,089,884	100%	\$60,463,287	100%
	<u>\$75,089,884</u>	<u>100%</u>	<u>\$60,463,287</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	\$0	0%	\$72,454	49%
Equity**	\$0	0%	\$76,090	51%
	<u>\$0</u>	<u>100%</u>	<u>\$148,544</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	\$8,082	0%	\$279,565	39%
Equity**	\$1,914,647	100%	\$432,520	61%
	<u>\$1,922,729</u>	<u>100%</u>	<u>\$712,085</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	\$250,739	35%	\$0	0%
Equity**	\$458,564	65%	(\$8,543)	100%
	<u>\$709,303</u>	<u>100%</u>	<u>(\$8,543)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$492,677	100%	\$0	100%
	<u>\$492,677</u>	<u>100%</u>	<u>\$0</u>	<u>100%</u>

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X 
Signature of owner or official/date

15-Oct-07

X 
Signature of owner or official/date

15-Oct-07