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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

2009 FEB 27 P 12: 54
AZ CORP COMMISSION
DOCKET CONTROL

IN THE MATTER OF THE APPLICATION OF
WATER UTILITY OF GREATER BUCKEYE,
INC. FOR AN EXTENSION OF ITS EXISTING
CERTIFICATE OF CONVENIENCE AND
NECESSITY.

DOCKET NO. W-02451A-06-0792

NOTICE OF FILING
COMPLIANCE

Decision No. 70182 (February 27, 2008) requires Water Utility of Greater Buckeye ("WUGB") to file copies of the Franchise Agreement, Permit or Consent from the appropriate jurisdictional entity (i.e., either the Town of Buckeye or Maricopa County depending on which entity possesses authority to issue a Franchise, Permit or Consent) for the extension area, within two years of the effective date of the Decision. WUGB's Certificate of Convenience and Necessity was transferred to Valencia Water Company by Decision No. 70183 (Feb. 27, 2008). Accordingly, Valencia files the attached Franchise Approval Documents.

RESPECTFULLY SUBMITTED this 27th day of February, 2009.

ROSHKA, DEWULF & PATTEN, PLC

Arizona Corporation Commission

DOCKETED

FEB 27 2009

DOCKETED BY [Signature]

By [Signature]
Michael W. Patten
Timothy J. Sabo
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

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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 13 copies of the foregoing
filed this 27th day of February 2009 with:

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

5 Copy of the foregoing hand-delivered/mailed
6 this 27th day of February, 2009 to:

7 Lyn A. Farmer, Esq.
Chief Administrative Law Judge
8 Hearing Division
9 Arizona Corporation Commission
1200 West Washington Street
10 Phoenix, Arizona 85007

11 Janice Alward, Esq.
Chief Counsel, Legal Division
12 Arizona Corporation Commission
1200 West Washington Street
13 Phoenix, Arizona 85007

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

17 Brian Bozzo
18 Compliance Manager, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
19 Phoenix, AZ 85007

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21 *Albbie Amual*
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Maricopa County

Clerk of the Board of Supervisors

301 W. Jefferson St, 10th Fl.
Phoenix, Arizona 85003-2148
Phone: (602) 506-3767
Fax: (602) 506-6402

Date: February 13, 2009

To: Ms. Jennie Perez
Global Water Resources

From: Lupe Lerma, Assistant Deputy Clerk of the Board

Subject: Franchise Approval Documents and Requirements

Please find attached the following documentation regarding the approval of **Valencia Water Company, Inc.** franchise application:

- Clerk's Certification certifying the decision by the Board of Supervisors regarding your franchise application, and
- Franchise Resolution, signed by the Board.

Please contact this office should you have any questions or concerns.

COUNTY OF MARICOPA

State of Arizona

Office of the Clerk

Board of Supervisors

State of Arizona) ss.
County of Maricopa)

I, Lupe Lerma, Assistant Deputy Clerk of the Board of Supervisors, do hereby certify that the attached is a true and correct excerpt from the minutes of the meeting of the Board of Supervisors held on November 6, 2008. These minutes are currently pending approval by the Board:

VALENCIA WATER COMPANY – PUBLIC SERVICE FRANCHISE, APPROVED

(Attached)



cc: Valencia Water Company, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of the County of Maricopa. Done at Phoenix, the County Seat, on February 13, 2009.

Lupe Lerma
Assistant Deputy Clerk of the Board of Supervisors

8. FRANCHISES

a. FRANCHISE EXTENSION - WATER UTILITY OF GREATER TONOPAH (WUGT)

Pursuant to A.R.S. §40-283, convene the scheduled public hearing to solicit comments and consider the application by Water Utility of Greater Tonopah, for an extension to an existing public service franchise for a domestic water distribution system. The hearing will consider whether the applicant is able to adequately maintain facilities in county rights-of-way. Pending approval by the Board of Supervisors, the franchise will be granted upon the express condition that the Certificate of Convenience and Necessity be procured from the Corporation Commission of the State of Arizona within six months of approval by the Board of Supervisors and that no facilities will be installed prior to the granting of the Certificate of Convenience and Necessity. (F21283) (C-06-09-085-7-00)

Motion to approve by Supervisor Wilson, Seconded by: Supervisor Wilcox
Ayes: Kunasek, Brock, Wilcox, Wilson
Absent: Stapley

b. FRANCHISE APPLICATION - VALENCIA WATER COMPANY

Pursuant to A.R.S. § 40-283, convene the scheduled public hearing, to solicit comments and consider the application filed by Valencia Water Company, for an extension to an existing public service franchise for a domestic water distribution system.

The Board previously approved franchise applications filed separately by Valencia Water Company and Water Utility of Greater Buckeye (WUGB), respectively. The area services were split between the two companies and both had portions of their Certificate of Convenience and Necessity (CC&N) areas covered under the Maricopa County Franchise Agreements. On February 27, 2008, the Arizona Corporation Commission approved a merger of WUGB into Valencia, and required that Franchise Agreements be obtained for Valencia to include both former WUGB CC&N and Valencia CC&N services areas.

Today's hearing will consider whether the applicant is able to adequately maintain facilities in county rights-of-way. Pending approval by the Board of Supervisors, an extension to an existing public service franchise for a domestic water distribution system that includes both former WUGB CC&N and Valencia CC&N services areas will be granted upon the express condition that the Certificate of Convenience and Necessity be procured from the Corporation Commission of the State of Arizona within six months of approval by the Board of Supervisors and that no facilities will be installed prior to the granting of the Certificate of Convenience and Necessity. Upon approval, authorize the Chairman to sign the Franchise Resolution. Further, upon approval, the existing franchises for Valencia Water Company Franchise and Water Utility of Greater Buckeye (WUGB) dated October 21, 1985 and June 1, 1992, respectively, are hereby rescinded. (C-06-09-090-L-00)

Motion to approve by Supervisor Wilson, Seconded by: Supervisor Brock
Ayes: Kunasek, Brock, Wilcox, Wilson
Absent: Stapley

BEFORE THE BOARD OF SUPERVISORS
OF
MARICOPA COUNTY, STATE OF ARIZONA

IN THE MATTER OF THE APPLICATION OF)
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)
)
(Valencia Water Company)) FRANCHISE
)
)
)

FOR A FRANCHISE

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF MARICOPA COUNTY, STATE OF ARIZONA, THAT:

WHEREAS, Valencia Water Company hereinafter designated as the Grantee, doing business in Maricopa County, Arizona, bearing date of August 4, 2008, praying for the right, privilege, license and franchise to construct, maintain and operate a domestic water distribution system consisting of pipe lines, meters, connections, and all necessary equipment for a period not to exceed twenty-five (25) years or for a period of one (1) year after the franchised area or a portion thereof is annexed by a municipality, whichever is shorter, for the supplying of this service, along, upon, under and across public highways, roads, alleys and thoroughfares (excepting State Highways), within that portion of Maricopa County, Arizona, known and described as follows, to-wit:

Township 1 North Range 5 West
Section 1 and the NW ¼ of section 13.

Township 1 North Range 4 West
Sections 5 and 6, the SE ¼ of 7, NE ¼ of the NE ¼ of section 8, NW ¼ of 17, East ½ of section 18, all of section 21, and the N ½ of section 28.

Township 2 North Range 4 West
The North ½ of Section 33.

Township 1 North Range 3 West
Sections 16 through 21, Sections 28 through 33.

Township 1 North Range 2 West
The NW ¼ of section 14, and the South ½ of section 17.

Township 3 North Range 2 West
The West ½ of section 33.

Approximately 19.5 sections or 12,480 acres.

and not within the confines of any incorporated city or town, and under such restrictions and limitations and upon such terms as the Board of Supervisors may provide, not inconsistent with the laws of the State of Arizona, or the orders and rules of the Corporation Commission of the State of Arizona, and that the Board take such proceedings herein as is provided by laws of the State of Arizona; and

WHEREAS, upon filing said application, the said Board of Supervisors on October 1, 2008 ordered that public notice of the intention of said Board to make such grants be given by publishing a notice in the official newspaper of Maricopa County, published in the County of Maricopa, State of Arizona, and that 1:00 p.m., on November 6, 2008, at the meeting room of said Board of Supervisors located at 205 West Jefferson Street, in the City of Phoenix, Arizona, be set as the time and place of hearing the said application; and

WHEREAS, the said application coming on regularly for hearing on said day and it appearing by the affidavit of the duly authorized agent of the said time and place set for the consideration of such application has been published for at least once a week for the three-week period prior to said date set forth herein, to-wit:

In the issues of the said newspaper on October 16, 23, and 30, 2008, and it appearing that no sufficient protest has been filed by the qualified electors of the said County petitioning said Board of Supervisors to deny such license and franchise, and it further appearing the best interests of Maricopa County will be served by the granting of said application and the franchise referred to therein;

NOW, THEREFORE, the Board of Supervisors of Maricopa County, State of Arizona, acting on behalf of said County does hereby grant unto Valencia Water Company, doing business in Maricopa County, Arizona, subject to the terms, conditions and limitations hereinafter contained, the right, privilege, license and franchise to construct, maintain and operate a domestic water distribution system for a period of not to exceed twenty-five (25) years or for a period of one (1) year after the franchised area is annexed by a municipality, whichever is shorter, for the supplying of this service along, upon, under and across the public highways, roads, alleys and thoroughfares (excepting State highways) within that portion of Maricopa County, Arizona, hereinabove described, under such restrictions and limitations and upon such terms as this Board at any time may provided, not inconsistent with the laws of the State of Arizona, or the orders and rules of the Corporation Commission of the State of Arizona, specifically providing, however, that:

- 1) All rights hereunder are granted under the express condition that the Board of Supervisors of said Maricopa County shall have the power at any time to impose such restrictions and limitations and to make such regulations on such highways, roads, and thoroughfares as may be deemed best for the public safety, health, welfare and convenience.
- 2) All rights hereby granted shall be exercised so as to not interfere or conflict with any easements or rights-of-way heretofore granted by said Board of Supervisors and now in force.
- 3) All rights hereby granted shall be exercised so as not to interfere or conflict with any easement, either public or private, of whatsoever nature, which has been acquired in or to the proper use of said highway, roads, and thoroughfares, or any portion thereof.
- 4) All rights hereby granted shall be exercised so as not to interfere or conflict with or endanger in any way the proper use by the public of said highways, roads, and thoroughfares, or any portion thereof.
- 5) That the said Grantee shall bear all expenses incurred including damages and compensation for the alteration of the course, direction, surface, grade or alignment of any of the said highways, roads and thoroughfares necessarily made by the said grantee for the purpose of this franchise; that said grantee will maintain his equipment from time to time as may be needed, without the necessity of notice from Maricopa County. In the event the said grantee shall fail to make any repairs within ten days from the time same becomes necessary, then Maricopa County may cause the same to

be made, and said grantee agrees to pay Maricopa County the cost thereof.

- 6) That all property of the franchise be installed and operated by the said grantee and shall be placed, removed or relocated, initially and throughout the term of this franchise, along, in, over, under and across the said highway, roads and thoroughfares, in such a manner and location as the Board of Supervisors or its duly authorized agents may designate. Such placement, removal or relocation shall be done at the sole expense of the grantee upon a determination by the Board of Supervisors of Maricopa County that such placement, removal or relocation is necessary.

If the grantee fails or refuses to so remove or relocate, Maricopa County may so remove or relocate, at the sole expense of grantee, such expense to include any and all damages and compensation of whatsoever nature arising therefrom.

In this section the term "property" includes conduits, pipe, wires, poles, or other structures and appliances used to supply or deal in gas, electricity, lights, water, heat, refrigeration, power, telephones, telegraph, television and other public utilities.

Any finding or determination made by the Board of Supervisors pursuant hereto shall be final and binding upon the grantee whether or not such findings or determinations relates to the requirements of public safety or welfare, the use of public roads or the need for proposed improvements, and whether or not the function to be served by such removal or relocation is of a governmental or proprietary nature.

- 7) That said grantee shall indemnify and save harmless, the said County of Maricopa from all costs, expense and liabilities in connection with the granting of this franchise and exercise of the same by them.
- 8) That the rights of any person claiming to be injured in any manner by the maintenance of said projects and equipment shall not be affected hereby.
- 9) That the terms and conditions of this franchise shall inure to the benefit of, and be binding upon, all the heirs and assigns of the said Grantee.
- 10) That the franchise and privilege herein granted shall not be deemed to be exclusive and the said Board of Supervisors hereby expressly reserves the right and power to grant from time to time similar franchises and privileges over the same territory and highways, roads and thoroughfares.
- 11) This franchise is granted upon the express condition that the Certificate of Convenience and Necessity be procured from the Corporation Commission of the State of Arizona within six months from the date of granting of this franchise and proof thereof submitted to the Board of Supervisors; and if such Certificate is not granted within six months from said date, then this franchise may be declared void. If the Certificate of Convenience and Necessity is not procured from the Corporation Commission within six months from the date of granting of this franchise, the franchisee may submit proof to the Board of Supervisors of application made to the Corporation Commission for the Certificate and the franchisee will be granted a six month extension for the procurement of the Certificate, for a total of twelve months from the date of granting of this franchise.
- 12) That no facilities shall be installed until the Certificate of Convenience and Necessity be procured from the Corporation Commission of the State of

Arizona and such Certificate has been delivered to the Board of Supervisors.

- 13) This franchise is granted upon the express condition that all of the Property Tax obligations of the franchisee shall remain current and if such taxes are not current, then this franchise extension is deemed void.
- 14) All materials and construction methods used with the public right-of-way shall conform to the applicable standards, specifications and special provisions currently in effect in Maricopa County.
- 15) The Franchise holder shall obtain a construction permit from the Office of the County Engineer prior to construction of any facilities in the public right-of-way.

DATED this 6th day of November 2008.


Chairman, Board of Supervisors

ATTEST:


Clerk, Board of Supervisors