



0000101396

BEFORE THE ARIZONA CORPORATION COMMISSION

Commissioners

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

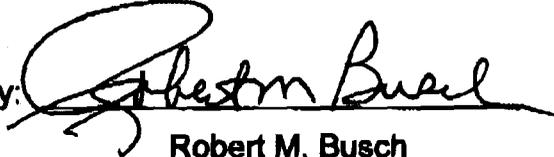
DOCKET NO. W-02824A-07-0388

IN THE MATTER OF THE APPLICATION OF ICR WATER USERS ASSOCIATION, AN ARIZONA CORPORATION, FOR A DETERMINATION OF THE CURRENT FAIR VALUE OF ITS UTILITY PLANT AND PROPERTY AND FOR INCREASES IN ITS RATES AND CHARGES FOR UTILITY SERVICE.

**NOTICE OF FILING OF
COMPLIANCE ITEM IN ACCORDANCE
WITH DECISION #70977**

ICR Water Users Association, Inc. is hereby filing a copy of the recorded Bill of Sale, transferring Well #1 to ICR Water Users Association in accordance with Decision #70977.

RESPECTFULLY SUBMITTED this 4th day of August, 2009.

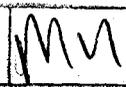
By: 

Robert M. Busch
Manager, ICR Water Users Association
P.O Box 5669
Chino Valley, Az, 86305

Arizona Corporation Commission

DOCKETED

AUG - 5 2009

DOCKETED BY 

Original and thirteen (13) copies of the foregoing were mailed this 4th day of August, 2009 to:
Docket Control
Arizona Corporation commission
1200 West Washington Street
Phoenix, Arizona 85007

RECEIVED
 2009 AUG - 5 P 12: 02
 AZ CORP COMMISSION
 DOCKET CONTROL

1 400 East Van Buren Street
2 Phoenix, AZ 85004-2202
3 Attorneys for ICR Water Users Association, Inc.

4
5 Copy of the foregoing mailed this 3rd day of August, 2009 to:
6 Jay L. Shapiro
7 Fennemore, Craig, P.C.
8 3003 North Central, Suite 2600
9 Phoenix, AZ 85012-2913
10 Attorney for Talking Rock Golf Club

11
12 Copy of the foregoing mailed this 3rd day of August 2009 to:
13 Dayne Taylor
14 13868 North Grey Bears Trail
15 Prescott, AZ 86305
16 Intervener in the Case
17

When Recorded, Return to:

B-4678 P-191
Page: 1 of 14
BS 4324597

ICR WATER USERS ASSOCIATION
P.O. Box 5669
Chino Valley, AZ 86323
Attn: Robert M. Busch

FEE
\$1
\$8
\$5
\$1
\$39

BILL OF SALE
(Production Well 1)

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, **TALKING ROCK GOLF CLUB, L.L.C.**, an Arizona limited liability company, ("Seller"), hereby sells, transfers, conveys and absolutely sets over to **ICR WATER USERS ASSOCIATION**, an Arizona public service corporation ("Buyer"), (a) that well identified on Arizona Department of Water Resources records as Well Registration No. 55-584177 located at the property described on Exhibit "1" attached hereto, including all casing, pumps, motors, valves, pipes, meters, electrical facilities and connections, fencing and other parts, equipment, machinery and appurtenances used in the operation of the well (collectively, "Production Well 1"); and (b) that 12-inch water pipeline located at the property described on Exhibit "1" attached hereto, including valves and other parts, equipment, and other connecting facilities, extending from Production Well 1 to the Off-Site Main (herein defined) (collectively, the "PW-1 Connection Facilities"). The Off-Site Main is that 12-inch water transmission pipeline depicted on Exhibit "2" that extends from the wellfield developed at that property described on Exhibit "3" to a master-planned community commonly known as Talking Rock Ranch. A Schedule of Values for Production Well 1 and PW-1 Connection Facilities are set forth on Exhibit "4" attached hereto and made a part hereof.

Seller hereby warrants title to Production Well 1 and the PW-1 Connection Facilities, subject to (i) taxes and assessments not yet due and payable; (ii) the terms, conditions, covenants and restrictions contained in that Amended and Restated Water Service Agreement dated December 3, 2008 (the "WSA") by and among Buyer, Harvard Simon I, L.L.C., an Arizona limited liability company, Talking Rock Land, L.L.C., an Arizona limited liability company and Seller; (iii) the terms, conditions, covenants and restrictions contained in that Special Warranty Deed from Bluegreen West Corporation to Talking Rock Land dated January 26, 2001 and recorded on January 26, 2001 in book 3807, page 626, records of Yavapai County, Arizona (the "Deed"); and (iv) all other matters of record. Buyer hereby accepts Production Well 1 and the PW-1 Connection Facilities subject to the terms, conditions, covenants and restrictions contained in the WSA and the terms, conditions, covenants and restrictions contained in the Deed. Notwithstanding anything to the contrary contained herein, Seller warrants title to Production Well 1 free and clear of any monetary liens, encumbrances or security interests (other than liens for taxes and assessments not yet due and payable).

Seller warrants that Production Well 1 will be free from all defects and deficiencies in construction, materials and/or workmanship for the longer of (i) one (1) year from the date hereof, or (ii) for the same period of time that the construction warranties provided to Seller

pertaining to Production Well 1 remain in effect, if said construction warranties provided to Seller pertaining to Production Well 1 extend beyond the one-year period. During the warranty period, Seller agrees to promptly undertake any necessary corrective construction efforts required to remedy any defects and deficiencies in construction, materials and/or workmanship upon notice by Buyer. Upon Buyer's acceptance of this Bill of Sale, Buyer shall be deemed to have accepted Production Well 1 in "as is" and "as-constructed" condition, subject only to the warranty concerning defects and deficiencies in construction, materials and/or workmanship provided for herein. Seller makes no representation or warranty whatsoever as to the quantity or quality of water that may be produced from Production Well 1, either on the date hereof or in the future.

IN WITNESS WHEREOF, Seller and Buyer have duly executed this Bill of Sale (Production Well 1) as of this 15th day of June, 2009.

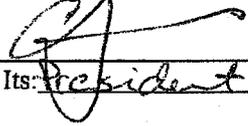
SELLER:

TALKING ROCK GOLF CLUB, L.L.C., an Arizona limited liability company

By: HARVARD SIMON I, L.L.C., an Arizona limited liability company
Its: Manager

By: HARVARD TALKING ROCK, L.L.C., an Arizona limited liability company
Its: Operating Member

By: HARVARD INVESTMENTS, INC., a Nevada corporation
Its: Manager

By: 
Its: President

BUYER:

ICR WATER USERS ASSOCIATION, an Arizona
public service corporation

By: *Hugh Pryor*
Its: PRESIDENT

STATE OF ARIZONA)
) ss
County of Maricopa)

The foregoing instrument was acknowledged before me this 15th day of June, 2009, by Craig Krumholz, the President of HARVARD INVESTMENTS, INC., a Nevada corporation, Manager of HARVARD TALKING ROCK, L.L.C., an Arizona limited liability company, Operating Member of HARVARD SIMON I, L.L.C., an Arizona limited liability company, Manager of TALKING ROCK GOLF CLUB, L.L.C., an Arizona limited liability company, on behalf of the company

Kimberley Korp
Notary Public

My Commission Expires:
9/14/2011



KIMBERLEY KORP
Notary Public - Arizona
Maricopa County
Expires 09/14/2011

STATE OF ARIZONA)
) ss
County of Yavapai)

The foregoing instrument was acknowledged before me this 11th day of June, 2009, by Hugh Pryor, the President of ICR WATER USERS ASSOCIATION, an Arizona public service corporation, on behalf of the corporation.

Robyn Ortega
Notary Public

My Commission Expires:
2/1/2012

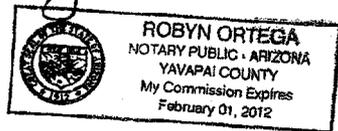


EXHIBIT "1"
LEGAL DESCRIPTION
OF
WELL SITE

WELL SITE

That certain portion of Parcel 2 of Valley View Estates as recorded in the "Amended Record of Survey for Valley View Estates" in Book 49 of Land Surveys, page 66, Yavapai County Records, Arizona, located in Section 17, Township 16 North, Range 3 West, of the Gila and Salt River Base and Meridian, Yavapai County, Arizona, more particularly described as follows:

Commencing at the Southwestern most corner of said parcel;

Thence North 02 degrees 27 minutes 51 seconds East along the Westerly line of said Parcel a distance of 25.48 feet to the POINT OF BEGINNING;

Thence continuing North 02 degrees 27 minutes 51 seconds East, a distance of 303.10 feet;

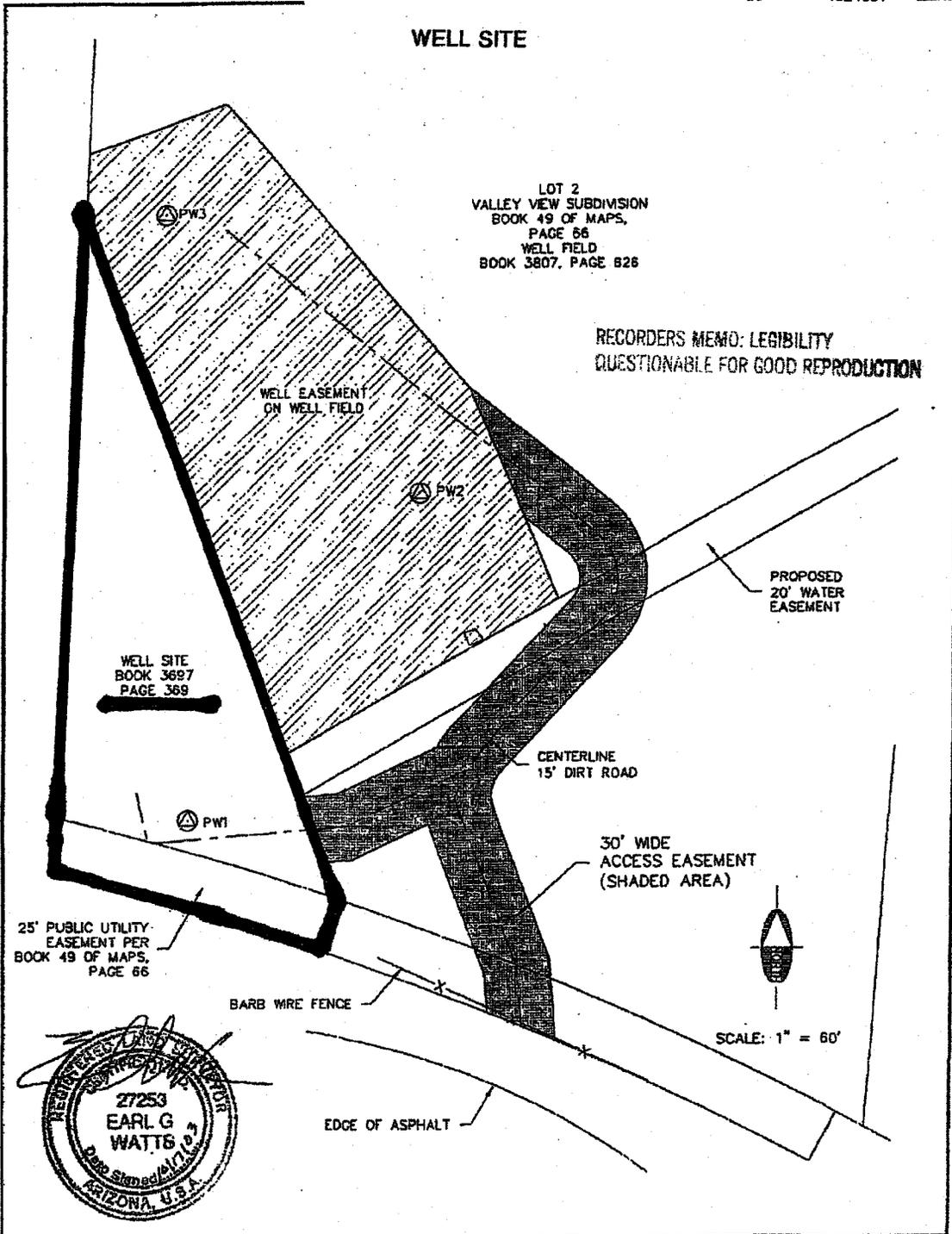
Thence South 20 degrees 15 minutes 50 seconds East leaving said Westerly line a distance of 334.90 feet to a point on the curved Northerly right of way line of a 25 feet wide easement for ingress, egress, utility, roadway and drainage, said curved right of way line being concave to the Southwest and having a radius of 1471.23 feet, the radius point of which bears South 73 degrees 55 minutes 50 seconds West;

Thence Northwesterly along said last mentioned curve thru central angle of 05 degrees 08 minutes 20 seconds an arc length of 131.95 feet;

Thence continuing along the Northerly right of way line of said 25 foot wide easement South 76 degrees 30 minutes 00 seconds East, a distance of 1.21 feet to the POINT OF BEGINNING.

EXHIBIT "1"

WELL SITE

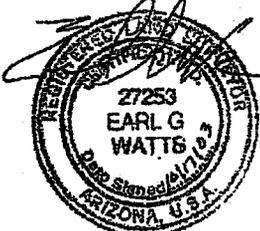


LOT 2
 VALLEY VIEW SUBDIVISION
 BOOK 49 OF MAPS,
 PAGE 66
 WELL FIELD
 BOOK 3807, PAGE 826

RECORDERS MEMO: LEGIBILITY
 QUESTIONABLE FOR GOOD REPRODUCTION

WELL SITE
 BOOK 3697
 PAGE 369

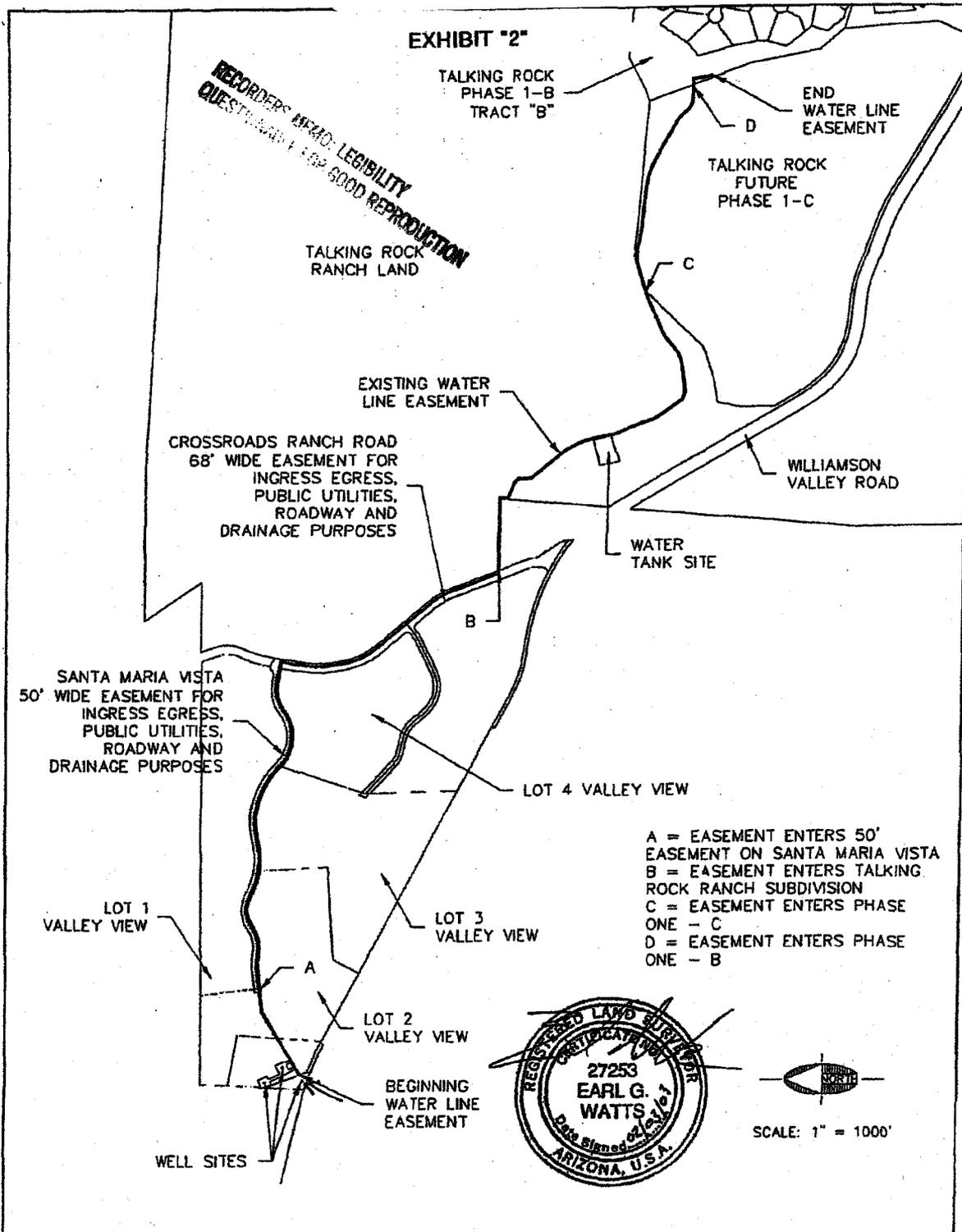
25' PUBLIC UTILITY
 EASEMENT PER
 BOOK 49 OF MAPS,
 PAGE 66



SHEPARD - WESNITZER, INC. CIVIL ENGINEERING AND SURVEYING 1146 W. HWY 89A SUITE B, SEDONA, AZ 86340 (928) 282-1061	JOB NO: 02240	TALKING ROCK RANCH	YAVAPAI COUNTY ARIZONA	SHEET
	DATE: OCT. 17 2003	EXHIBIT DRAWING WELL SITE ACCESS EASEMENT		1
	SCALE: 1" = 60'			OF 1
	DRAWN: EGW			OFFSITE EXHIBIT
	DESIGN: KMH			
CHECKED: EGW				

EXHIBIT "1"

EXHIBIT "2"
DEPICTION
OF
OFF-SITE MAIN



SHEPARD · WEBNITZER, INC. CIVIL ENGINEERING AND SURVEYING 1146 W. HWY 89A SUITE B, SEDONA, AZ 86340 (928) 282-1061	JOB NO: 02240	TALKING ROCK RANCH	YAVAPAI COUNTY ARIZONA	SHEET 1
	DATE: JAN 03	EXHIBIT WATER LINE EASEMENT		OF 1
	SCALE: 1" = 1000			
	DRAWN: TKH			
	DESIGN: N/A			
CHECKED: EGW				

EXHIBIT "3"
LEGAL DESCRIPTION
OF
WELL EASEMENT ON WELL FIELD

EXHIBIT "3"

LEGAL DESCRIPTION

A parcel of land lying within Parcel 2, Amended Record of Survey of Valley View Estates as recorded in Book 49 of Land Surveys, Page 66 in the Yavapai County Recorder's Office (R1), lying in Section 17, Township 16 North, Range 3 West, Gila and Salt River Base and Meridian, Yavapai County, Arizona;

BEGINNING at the Southeast corner of Section 17, from which the East Quarter corner of Section 17 bears North $04^{\circ}56'24''$ East, a distance of 2644.68 feet (Record per a Results of Survey as recorded in Book 53 of Land Surveys, Page 24 in the Yavapai County Recorders Office (R2) and Basis of Bearings for this description);

Thence North $46^{\circ}18'18''$ West, a distance of 5869.55 feet (R2) to the Southwest corner of said Parcel 2 and the Southwest corner of a Well Easement as recorded in Book 3697 of Official Records, Page 369, Yavapai County Recorder's Office (R3), said point being on the Northerly Right of Way line of Williamson Valley Road;

Thence North $02^{\circ}31'38''$ East, along the Westerly line of said Parcel 2, a distance of 25.48 feet (North $02^{\circ}27'51''$ East, a distance of 25.48 feet R3);

Thence South $76^{\circ}26'12''$ East, along the Northerly line of a 25.00 feet wide Easement for Public Utilities, Public Roadway and Drainage Purposes per R1, a distance of 1.21 feet (South $76^{\circ}30'00''$ East, a distance of 1.21 feet R3), to a point of curvature, the central point of which bears South $13^{\circ}33'48''$ West;

Thence along a curve concave Southwest, having a radius of 1471.23 feet, through a central angle of $05^{\circ}08'20''$, a distance of 131.95 feet (R3);

Thence leaving said Northerly Easement line, North $20^{\circ}12'03''$ West, (North $20^{\circ}15'50''$ West R3), along the Easterly line of R3, a distance of 69.75 feet to the TRUE POINT OF BEGINNING;

Thence continuing along the Easterly line of R3, North $20^{\circ}12'03''$ West (North $20^{\circ}15'50''$ West R3), a distance of 265.15 feet to a point on the West line of said Parcel 2 (per R1);

Thence leaving the Easterly line of R3, North $02^{\circ}31'38''$ East (North $02^{\circ}27'51''$ East R1), along the West line of Parcel 2, a distance of 24.22 feet;

EXHIBIT "3"

Thence leaving the West line of Parcel 2, North 69°47'57" East, a distance of 65.64 feet;

Thence South 40°37'38" East, a distance of 170.16 feet;

Thence South 22°57'00" East, a distance of 104.63 feet;

Thence South 60°13'27" West, a distance of 141.37 feet to the TRUE POINT OF BEGINNING.

Containing 0.75 Acres, more or less.

That certain portion of Parcel 2 of Valley View Estates as recorded in the "Amended Record of Survey for Valley View Estates" in Book 49 of Land Surveys, page 66, Yavapai County Records, Arizona, located in Section 17, Township 16 North, Range 3 West, of the Gila and Salt River Base and Meridian, Yavapai County, Arizona, more particularly described as follows:

Commencing at the Southwestern most corner of said parcel;

Thence North 02 degrees 27 minutes 51 seconds East along the Westerly line of said Parcel a distance of 25.48 feet to the POINT OF BEGINNING;

Thence continuing North 02 degrees 27 minutes 51 seconds East, a distance of 303.10 feet;

Thence South 20 degrees 15 minutes 50 seconds East leaving said Westerly line a distance of 334.90 feet to a point on the curved Northerly right of way line of a 25 feet wide easement for ingress, egress, utility, roadway and drainage, said curved right of way line being concave to the Southwest and having a radius of 1471.23 feet, the radius point of which bears South 73 degrees 55 minutes 50 West;

Thence Northwesterly along said last mentioned curve thru central angle of 05 degrees 08 minutes 20 seconds an arc length of 131.95 feet;

Thence continuing along the Northerly right of way line of said 25 foot wide easement South 76 degrees 30 minutes 00 second East, a distance of 1.21 feet to the POINT OF BEGINNING.

Containing approximately 0.45 acres more or less.

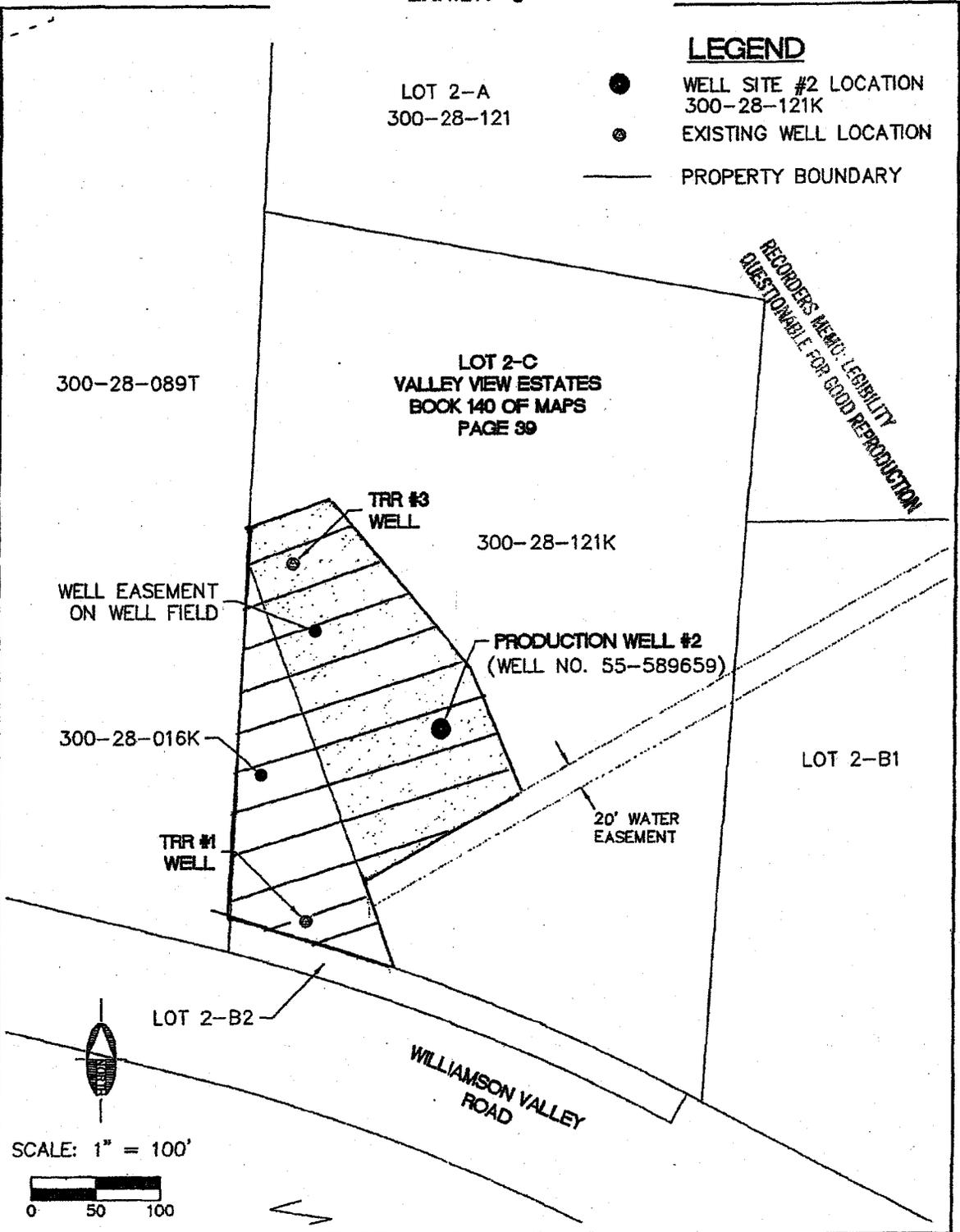
RECORDERS MEMO: LEGIBILITY
QUESTIONABLE FOR GOOD REPRODUCTION

EXHIBIT "3"

LEGEND

- WELL SITE #2 LOCATION
300-28-121K
- ⊙ EXISTING WELL LOCATION
- PROPERTY BOUNDARY

FILE: P:\Talking Rock Ranch\DWG\04046 DWG\WELL SITE #2 LOCATION 5-7-08\04046-004 Well site 2 exhibit WITH EASEMENT #18TRR.dwg, 2008-10-10:44am



RECORDERS MEMO: LEGIBILITY
 QUESTIONABLE FOR GOOD REPRODUCTION



SCALE: 1" = 100'
 0 50 100

SWI
 Shephard & Wesnitzer, Inc

3 of 3

JOB NO: 04046.004 TALKING ROCK RANCH YAVAPAI COUNTY
 WELL SITE #2 ARIZONA

**WELL SITE #2
 EASEMENT
 EXHIBIT**

SHEET
1
 OF
 1

EXHIBIT "4"
SCHEDULE OF VALUES
FOR
PRODUCTION WELL 1 AND PW-1 CONNECTION FACILITIES

EXHIBIT "4"

SCHEDULE OF VALUES

TALKING ROCK WELL COSTS

Date	Supplier Name	Tran Ref	Amount	Description	Well #1	Well #2	Well #3	TOTAL
* Cost	0010-229 WATER WELLS							
08/01/02	APPLIED CONTROL SYST	0060068-IN	31,547.50	HIC-0082	10,515.83	10,515.83	10,515.83	31,547.50
08/01/02	APPLIED CONTROL SYST	0060068-IN	31,547.50	HIC-0082	10,515.83	10,515.83	10,515.83	31,547.50
10/01/02	APPLIED CONTROL SYST	020068B-IN	5,750.00	TRR ELEC/CNTRLS PUMP STATION	1,916.67	1,916.67	1,916.67	5,750.00
02/12/03	DAN SIEGFRIED	2/11/2003	6,600.00	50% PMT FOR WELL BUILDINGS	2,200.00	2,200.00	2,200.00	6,600.00
03/07/03	DAN SIEGFRIED	DS-03-2003	3,000.00	PROGRESS PAYMENT	1,000.00	1,000.00	1,000.00	3,000.00
03/23/03	DAN SIEGFRIED	DS-04-2003	7,800.00	BALANCE DUE	2,600.00	2,600.00	2,600.00	7,800.00
12/04/00	DEL RIO DRILLING AND	12/4/2000	24,578.00	HIC-2 WELLS	8,918.50	24,578.00	24,578.00	24,578.00
12/18/00	DEL RIO DRILLING AND	12/18 FAX	8,918.50	BALANCE DUE				8,918.50
02/14/01	DEL RIO DRILLING AND	2/14/2001	10,718.00	HIC-				10,718.00
03/01/01	DEL RIO DRILLING AND	2020	11,468.00	HIC-30 WELL				11,468.00
03/15/01	DEL RIO DRILLING AND	2041	1,453.50	HIC-26 WELL				1,453.50
03/30/01	DEL RIO DRILLING AND	2044	3,700.00	HIC-0031 PUMP TEST	3,700.00			3,700.00
03/11/02	DEL RIO DRILLING AND	3/11/2002	17,500.00	HIC-2 PRODUCTION WELLS				17,500.00
04/26/02	DEL RIO DRILLING AND	2524	17,057.00	HIC-2 WELL				17,057.00
05/02/02	DEL RIO DRILLING AND	WELL # 3	15,720.00	TRG-WELL # 3				15,720.00
05/06/02	DEL RIO DRILLING AND	PUMP # 2	19,188.00	HIC				19,188.00
05/20/02	DEL RIO DRILLING AND	05/20 WELL	1,650.00	HIC-066				1,650.00
05/21/02	DEL RIO DRILLING AND	05/21 PUMP	20,677.00	HIC-066				20,677.00
05/21/02	DEL RIO DRILLING AND	05/21 WELL	13,222.00	HIC-066				13,222.00
07/09/02	DEL RIO DRILLING AND	2634	2,105.50	HIC/TRG				2,105.50
07/09/02	DEL RIO DRILLING AND	2634	2,105.50	HIC/TRG				2,105.50
08/20/02	DEL RIO DRILLING AND	2693	496.00	HIC-PUMP				496.00
11/02/01	HIGHLAND ENGINEERING	483-2	15,006.08	HIC WATERWELL	5,002.03	5,002.03	5,002.03	15,006.08
03/31/03	HIGHLAND ENGINEERING	678/683	10,177.23	WELL TIE IN	10,177.23			10,177.23
01/24/03	JMS EXCAVATING & GRA	4656	5,648.89	TRR WELL MANIFOLD	1,882.96	1,882.96	1,882.96	5,648.89
01/24/03	JMS EXCAVATING & GRA	4656	11,468.96	TRR WELL MANIFOLD	3,822.99	3,822.99	3,822.99	11,468.96
06/30/02	M.R. TANNER CONSTRUC	20567	2,777.54	TRG-WELL 2 PIPING	925.85	925.85	925.85	2,777.54
07/26/02	M.R. TANNER CONSTRUC	20654	13,660.83	HIC-WELL SITE	4,553.61	4,553.61	4,553.61	13,660.83
08/30/02	M.R. TANNER CONSTRUC	20788	1,357.35	PHASE 1A	452.45	452.45	452.45	1,357.35
08/30/02	M.R. TANNER CONSTRUC	20790	40,076.58	PHASE 1A	13,358.86	13,358.86	13,358.86	40,076.58
			356,975.46		81,542.81	115,341.58	160,091.08	356,975.46

Page 14 of 14
 4324567