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1 JAMES M. IRVIN  
Chairman

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AZ CORP COMMISSION

2 CARL J. KUNASEK  
3 Commissioner

FEB 20 3 04 PM '98

4 RENZ JENNINGS  
5 Commissioner

DOCUMENT CONTROL

~~Arizona Corporation Commission~~  
**DOCKETED**

FEB 20 1998

DOCKETED BY *[Signature]*

10 BEFORE THE ARIZONA CORPORATION COMMISSION

11	IN THE MATTER OF THE APPLICATION	)	DOCKET NO. W-03513A-98-0082
12	OF E&R WATER CO., INC. FOR	)	DOCKET NO. W-01576A-98-0082
13	APPROVAL OF THE TRANSFER OF	)	
13	ASSETS AND CERTIFICATE OF	)	<b>SUPPLEMENT TO APPLICATION</b>
14	CONVENIENCE AND NECESSITY	)	<u>WATER</u>
15	_____	)	

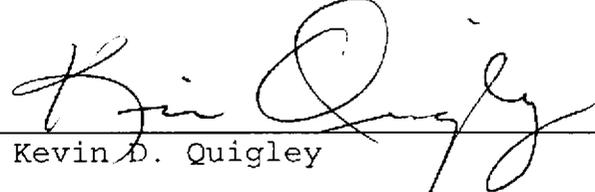
16                   Transferor, E&R Water Co., Inc., by and through its  
17 undersigned counsel, hereby submits the following Supplement to its  
18 Application for Arizona Corporation Commission ("ACC") Approval of the  
19 Transfer of certain water utility system assets and corresponding  
20 certificate of convenience and necessity ("CCN") to Strawberry Water  
21 Co., Inc. ("Transferee") (the "Supplement"). This Supplement is being  
22 filed to include the Corporate Resolution required in Section S of  
23 this Application. The Application, as supplemented, is substantially

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1 in the form required by the ACC and will be further supplemented as  
2 necessary or requested by the ACC.

3 DATED this 20<sup>th</sup> day of February, 1998.

4 STREICH LANG  
5 A Professional Association  
6 Renaissance One  
7 Two North Central Avenue  
8 Phoenix, Arizona 85004-2391

9 By   
Kevin D. Quigley

10 Attorneys for Transferor and  
11 Transferee

12 ORIGINAL and ten copies filed this  
13 20<sup>th</sup> day of February, 1998, with:

14 Docket Control  
15 Arizona Corporation Commission  
16 1200 West Washington  
17 Phoenix, Arizona 85007

18 Catherine M. Gould

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**STRAWBERRY WATER CO., INC.**

**an Arizona corporation**

Consent in Lieu of Joint Special Meeting of  
the Sole Shareholder and Board of Directors Pursuant to  
Sections 10-704 and 10-821 of the Arizona Revised Statutes

The undersigned, being the Sole Shareholder and all of the Directors of **STRAWBERRY WATER CO., INC.**, an Arizona corporation (the "Corporation"), acting pursuant to Sections 10-704 and 10-821 of the Arizona Revised Statutes, do hereby consent to the adoption of, and do hereby adopt, the following resolutions and declare them to be in full force and effect as if adopted at a regularly scheduled joint meeting of the Sole Shareholder and Board of Directors of the Corporation:

**I. Acquisition of Certain Assets from E&R Water Co., Inc.**

RESOLVED, that the form, terms and provisions of the acquisition of certain assets contemplated by the Application of E&R Water Co., Inc. for Approval of the Transfer of Assets and Certificate of Convenience and Necessity dated as of February 6, 1998 (the "E&R Agreement") by and among E&R Water Co., Inc., an Arizona corporation, as Transferor and the Corporation, as Transferee, a copy of which has been reviewed by the Sole Shareholder and the Board be, and the same hereby is, approved in all respects;

FURTHER RESOLVED, that the Corporation's Board of Directors be, and hereby is, authorized and directed to take any and all actions necessary or advisable, in its discretion, to fulfill the terms, purpose and intent of the E&R Agreement and to carry into effect the intent of the foregoing resolutions;

FURTHER RESOLVED, that Robert T. Hardcastle, as President of this Corporation (hereinafter called the "Authorized Officer") be, and is hereby authorized to execute and deliver an agreement, in the name of and on behalf of the Corporation, containing substantially the same terms and provisions as set forth in the E&R Agreement, together with such deletions, additions and modifications thereto as such Authorized Officer, in his discretion, deems necessary or advisable;

FURTHER RESOLVED, that the Authorized Officer is hereby authorized and directed to take any and all actions and to execute and deliver any and all documents, either by original signature or, where appropriate, by facsimile signature, necessary or advisable, in his sole discretion, to fulfill the terms, purpose and intent of the E&R Agreement and to carry into effect the intent of the foregoing resolutions.

II. Acquisition of Certain Assets from United Utilities, Inc.

RESOLVED, that the form, terms and provisions of the acquisition of certain assets contemplated by the Application of United Utilities, Inc. for Approval of the Transfer of Assets and Certificate of Convenience and Necessity dated as of February 6, 1998 (the "United Agreement") by and among United Utilities, Inc., an Arizona corporation, as Transferor and the Corporation, as Transferee, a copy of which has been reviewed by the Sole Shareholder and the Board be, and the same hereby is, approved in all respects;

FURTHER RESOLVED, that the Corporation's Board of Directors be, and hereby is, authorized and directed to take any and all actions necessary or advisable, in its discretion, to fulfill the terms, purpose and intent of the United Agreement and to carry into effect the intent of the foregoing resolutions;

FURTHER RESOLVED, that Robert T. Hardcastle, as President of this Corporation (hereinafter called the "Authorized Officer") be, and is hereby authorized to execute and deliver an agreement, in the name of and on behalf of the Corporation, containing substantially the same terms and provisions as set forth in the United Agreement, together with such deletions, additions and modifications thereto as such Authorized Officer, in his discretion, deems necessary or advisable;

FURTHER RESOLVED, that the Authorized Officer is hereby authorized and directed to take any and all actions and to execute and deliver any and all documents, either by original signature or, where appropriate, by facsimile signature, necessary or advisable, in his sole discretion, to fulfill the terms, purpose and intent of the United Agreement and to carry into effect the intent of the foregoing resolutions.

**III. Acquisition of Certain Assets from Williamson Waterworks, Inc.**

RESOLVED, that the form, terms and provisions of the acquisition of certain assets contemplated by the Application of Williamson Waterworks, Inc. for Approval of the Transfer of Assets and Certificate of Convenience and Necessity dated as of February 6, 1998 (the "Williamson Agreement") by and among Williamson Waterworks, Inc., an Arizona corporation, as Transferor and the Corporation, as Transferee, a copy of which has been reviewed by the Sole Shareholder and the Board be, and the same hereby is, approved in all respects;

FURTHER RESOLVED, that the Corporation's Board of Directors be, and hereby is, authorized and directed to take any and all actions necessary or advisable, in its discretion, to fulfill the terms, purpose and intent of the Williamson Agreement and to carry into effect the intent of the foregoing resolutions;

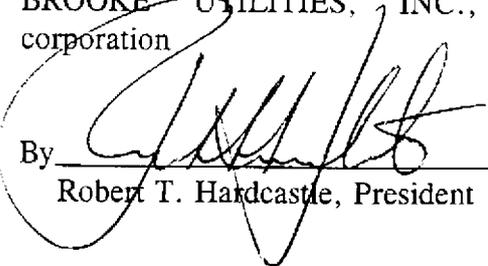
FURTHER RESOLVED, that Robert T. Hardcastle, as President of this Corporation (hereinafter called the "Authorized Officer") be, and is hereby authorized to execute and deliver an agreement, in the name of and on behalf of the Corporation, containing substantially the same terms and provisions as set forth in the Williamson Agreement, together with such deletions, additions and modifications thereto as such Authorized Officer, in his discretion, deems necessary or advisable;

FURTHER RESOLVED, that the Authorized Officer is hereby authorized and directed to take any and all actions and to execute and deliver any and all documents, either by original signature or, where appropriate, by facsimile signature, necessary or advisable, in his sole discretion, to fulfill the terms, purpose and intent of the Williamson Agreement and to carry into effect the intent of the foregoing resolutions.

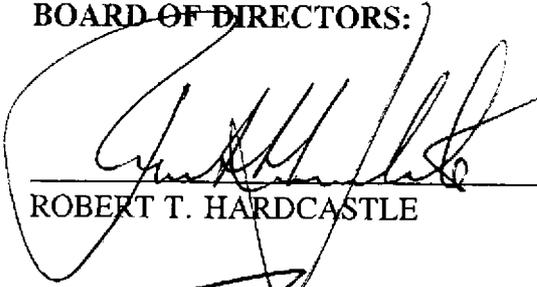
DATED: February 6, 1998.

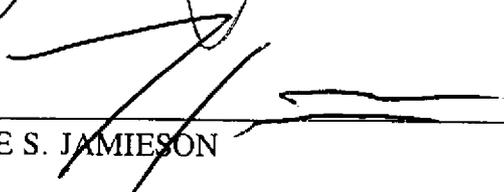
**SOLE SHAREHOLDER:**

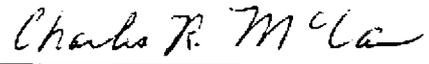
BROOKE UTILITIES, INC., an Arizona  
corporation

By   
Robert T. Hardcastle, President

**BOARD OF DIRECTORS:**

  
ROBERT T. HARDCASTLE

  
LEE S. JAMIESON

  
CHARLES R. McCAN