

ORIGINAL

NEW APPLICATION



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BEFORE THE ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION
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Arizona Corporation Commission

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IN THE MATTER OF THE JOINT NOTICE OF INTENT UNDER A.A.C. R14-2-803 FOR ISSUANCE OF ADDITIONAL PUBLIC EQUITY BY AND A RESTRUCTURING OF GLOBAL WATER RESOURCES, INC. BY GLOBAL WATER – SANTA CRUZ WATER COMPANY, GLOBAL WATER – PALO VERDE UTILITIES COMPANY, HASSAYAMPA UTILITY COMPANY, INC., PICACHO COVE WATER COMPANY, INC., PICACHO COVE UTILITIES COMPANY, CP WATER COMPANY, INC., WILLOW VALLEY WATER COMPANY, INC., WATER UTILITY OF NORTHERN SCOTTSDALE, INC., VALENCIA WATER COMPANY, INC., WATER UTILITY OF GREATER BUCKEYE, INC., WATER UTILITY OF GREATER TONOPAH, INC. AND BALTERRA SEWER CORP.

Docket Nos

W-20446A-11-0124	SW-20445A-11-0124
SW-20422A-11-0124	W-02442A-11-0124
W-01732A-11-0124	W-03720A-11-0124
W-01212A-11-0124	W-02451A-11-0124
W-02450A-11-0124	SW-20403A-11-0124
W-20495A-11-0124	SW-20494A-11-0124

JOINT NOTICE OF INTENT

I. Introduction.

The Global Utilities¹ and their affiliated holding companies² respectfully submit this Joint Notice of Intent under A.A.C. R14-2-803 (Rule 803) for the issuance of additional equity and any necessary corporate re-organization. In addition, Decision No.70980 (May 5, 2009) imposed conditions, including a 49.9% cap on the amount of common equity issued. Global requests that these conditions be eliminated because they are no longer necessary.

¹ Global Water – Santa Cruz Water Company (“Santa Cruz”), Global Water – Palo Verde Utilities Company (“Palo Verde”), Hassayampa Utility Company, Inc., Global Water – Picacho Cove Water Company, Global Water – Picacho Cove Utilities Company, CP Water Company, Willow Valley Water Co., Inc., Water Utility of Northern Scottsdale, Inc., Valencia Water Company, Inc. – Town Division; Valencia Water Company, Inc. – Greater Buckeye Division, Water Utility of Greater Buckeye, Inc., Water Utility of Greater Tonopah, Inc. and Balterra Sewer Corp. (collectively, the “Global Utilities”).

² Global Water Resources, Inc., Global Water, LLC., and West Maricopa Combine, Inc. (the “Holding Company Applicants”, and together with the Global Utilities, the “Applicants” or “Global”).

1 Approval of this Joint Notice of Intent will allow Global to bring additional investment
2 into Arizona, strengthen Global's balance sheet, and will provide access to some of the capital
3 that will be needed once Arizona's economy begins to recover.

4 **II. Global's background.**

5 As a result of Global's Total Water Management³ philosophy, the Global Utilities built an
6 extensive recycled water system in their Maricopa service area. Using this system, the Global
7 Utilities have prevented over 2.5 billion gallons of groundwater from being pumped in the City of
8 Maricopa area. As part of its recent rate case, the Global Utilities proposed, and the Commission
9 adopted, an innovative new rate design focused on conservation, incorporating six rate tiers and a
10 conservation-based rebate.⁴ Global has also acquired or formed twelve utilities in Arizona with
11 42,700 service connection as of February 28, 2011.

12 Global also actively uses technology to reduce expenses and promote conservation. For
13 example, Global has installed wireless meters in many service areas, as well as Supervisory
14 Control and Data Acquisition (SCADA) systems to monitor and control equipment, allowing
15 Global to monitor activity in its systems, and to spot water leaks or unusual usage quickly, while
16 also significantly reducing gasoline use for reading meters and checking equipment. Global has
17 also added a number of alternate payment methods and offers paperless bills for customers to
18 encourage conservation.

19 Global has leveraged its unique technological expertise to offer services to municipalities
20 under its new FATHOM™ service. FATHOM™ services are offered through Global's
21 unregulated affiliate, Global Water Management, LLC. Global FATHOM™ provides three types
22

23 ³ See e.g. American Water Works Association, "White Paper: Principles of Total Water
24 Management Outlined", *MainStream* vol. 38, no. 11 (1994).; N. Grigg, *Total Water Management:
25 Practices for a Sustainable Future* (American Water Works Association 2008); Trevor Hill,
26 Graham Symmonds, and Wesley Smith, *Total Water Management: Resource Conservation in the
27 Face of Population Growth and Scarcity: Integrated Systems, Regional Planning, and the
Economics of Water Reclamation and Beneficial Reuse*. Available at
<http://www.gwresources.com/pdf/twm.pdf>.

⁴ See Decision No. 71878 (Sept. 15, 2010) at pages 59-64.

1 of services: (1) Advanced Metering Infrastructure (AMI), including integration of wireless meters
2 into advanced utility control systems; (2) Customer Information Systems (CIS), including billing
3 and call center services; (3) Asset Management Solutions, which includes Geographic Information
4 System (GIS) and SCADA implementation for infrastructure, resulting in integrated monitoring,
5 control and maintenance. Global FATHOM™ focuses on municipalities with less than 50,000
6 connections; such municipal utilities often lack the technological capabilities to implement such
7 services on their own. More information about FATHOM™ can be found at
8 www.gwfathom.com.

9 Global is actively engaged in the community, with public-private partnership agreements
10 with the City of Maricopa, the City of Casa Grande, the City of Eloy, and the Town of Buckeye.
11 Global actively participated in Governor Brewer's Blue Ribbon Panel on Water Sustainability.
12 Global has won numerous awards, including an Environmental Achievement Award (2009) from
13 the U.S. Environmental Protection Agency, several Environmental Excellence Awards from
14 Valley Forward, and the Governor's Green Innovator of the Year (2010) award.

15 **III. Private placement and IPO background.**

16 In May 2009, the Commission approved Global's request for approval of a proposed IPO
17 or private placement and related corporation reorganization. The approval was subject to twelve
18 conditions. One of the conditions was that "the equity issued, transferred or sold by the new
19 Global parent using private placement or an IPO shall not exceed 49.9 percent of the voting
20 common stock."⁵ The Commission directed that "if Global wishes to issue equity exceeding 49.9
21 percent of the voting common stock, or to issue equity in any manner other than the private
22 placement or IPO discussed in the Staff Report or Amended Staff Report, Global shall file a new
23 application."⁶

24 The 49.9% limit was based on Global's proposed condition number 14.⁷ The purpose of
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26 ⁵ Decision No. 70980 (May 5, 2009) at 11:17-18.

27 ⁶ Id. at 11:19-22.

⁷ Joint Notice of Intent filed on May 16, 2008 in Dockets Nos. W-20446A-08-0247 et al.

1 this limit was to ensure that the equity issuance “will not result in a change in control of Global”.⁸
2 In other words, the 49.9% condition ensured that existing ownership and management remained in
3 control of Global, so that some unknown entity could not come in and buy up the whole company.
4 As Staff noted, “[d]epending on the party or parties who acquire control, new ownership may not
5 be in the public interest.”⁹

6 GWR Global Water Resources Corp., a newly-formed British Columbia corporation,
7 (Canadian Global) completed an IPO of 8,754,611 shares, and listed its shares on the Toronto
8 Stock Exchange (TSX), under the ticker symbol GWR. Canadian Global then completed a private
9 placement purchase of 48.1% of Global Water Resources, Inc. (US Global) common shares
10 (87,546 of 182,546 shares). Canadian Global’s current stock price and trading activity can be
11 viewed at TSX’s website, <http://www.tmx.com/en/listings/> by entering the ticker symbol GWR.
12 Canadian Global’s securities regulatory filings can be found at the Canadian Securities
13 Administrators’ System for Electronic Document Analysis and Retrieval (SEDAR) at
14 www.sedar.com.

15 **IV. Global’s current financial situation.**

16 US Global received \$55,655,276 in net proceeds (including over-allotment sales) from the
17 private placement with Canadian Global and Canadian Global’s related IPO (collectively, the
18 “Recent Transaction”). The net proceeds were significantly reduced by very adverse cost-of-
19 equity decisions for Arizona water utilities in late 2010, which significantly depressed the per-
20 share price for the IPO shares. This reduced the amount of debt Global was able to pay off, as
21 well as eliminating the pool of funds for future investments that Global hoped to realize through
22 the Recent Transaction. Ultimately, the net proceeds did allow US Global to pay down
23 \$51,361,000 of debt, thus substantially increasing its equity ratio and improving its financial
24 strength. However, working strongly against this improvement was the very large write-off
25 Global incurred as a result of the Commission’s decision concerning ICFAs in the recent Global
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27 ⁸ Id., attached Direct Testimony of Matthew Rowell at 20.

⁹ Amended Staff Report filed March 19, 2009 in Dockets Nos. W-20446A-08-0247 et al. at 2.

1	Utilities' rate case. ¹⁰ The write-off was \$79.2 million, as follows:	
2	Regulatory Liability for CIAC, recorded per ASC 980-250	(\$64.3 million)
3	Regulatory Liability for Intangible Asset	(\$12.1 million)
4	Unrecognized ICFA from Deferred Revenue	\$21.3 million
5	Goodwill impairment, Water Utility of Greater Tonopah	<u>(\$24.0 million)</u>
6	Net impact of ICFA ruling	(\$79.2 million)

7 This write-off had a very negative impact on Global's balance sheet. On a book basis, US Global
8 has a capital structure of 9.4% equity and 90.6% debt as of December 31, 2010, adjusted for
9 activity related to the overallotment sales on January 28, 2011. Global notes that the Commission
10 has been concerned about Global's low level of book equity, and that it directed Global to file a
11 plan to increase its equity to 30% by 2015.¹¹ Of course, this 9.4% equity ratio would be much
12 worse if US Global had not completed the Recent Transaction.

13 **V. Requested Authority.**

14 Given Global's low book equity ratio, and its existing debt, additional equity would be
15 useful. In addition, as the economy recovers, the Global Utilities' capital expenditures will likely
16 increase, although the exact timing will depend on future conditions in the housing market. It
17 may be prudent to fund at least some of these capital expenditures with equity. In light of these
18 factors, further equity sales may be prudent, depending on market conditions.

19 For these reasons, Global believes it would be prudent and in the public interest to
20 eliminate the 49.9% limit and the other conditions set forth in Decision No. 70980. Global does
21 not know what form future market opportunities to issue equity may take. Removing the
22 conditions will allow Global to react quickly to favorable market opportunities. At least 25 large
23 institutional investors hold Canadian Global shares, making it unlikely that any entity would be
24 able to gain control of Canadian Global, much less US Global. Moreover, Global's senior
25 management recently signed three-year contracts as part of the Recent Transaction. Thus, a change
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27 ¹⁰ Decision No. 71878 (Sept. 15, 2010) at 12-31.

¹¹ Decision No. 70980 (May 5, 2009) at 11-12.

1 of control is very unlikely. Because preventing an unknown change of control was the rationale
2 for the 49.9% limit, the limit is no longer necessary. No other utility in Arizona is subject to such
3 a limit.

4 In addition to lifting the 49.9% limit, Global requests approval under Rule 803 to
5 undertake any necessary corporate reorganization. It may be necessary to form new holding
6 companies or affiliates as part of the structure of future market opportunities to issue additional
7 equity. US Global would remain as a holding company with direct oversight and control of the
8 Global Utilities.

9 **VI. “Public Interest” and “No Impairment” Factors.**

10 Lifting the 49.9% limit and other conditions, and allowing any necessary reorganization
11 (collectively, the Requested Approvals), is in the public interest because: (1) it will increase
12 Global’s access to capital; (2) it will allow Global to strengthen its balance sheet; (3) it will help
13 Global fund future capital expenditures necessary to serve current and future customers; and (4) it
14 may enable Global to acquire additional utilities.

15 Under Rule 803.C, the Commission may reject a proposed reorganization if “it determines
16 that it would impair the financial status of the public utility, otherwise prevent it from attracting
17 capital at fair and reasonable terms, or impair the ability of the public utility to provide safe,
18 reasonable and adequate service.” This is often known as the “no impairment” standard. The
19 Requested Approvals do not violate the no impairment standard because they will provide Global
20 with the opportunity to strengthen its balance sheet when market conditions are favorable.

21 **VII. Requirements of Decisions Nos. 67240 and 67830.**

22 In Decision No. 67240 (Sept. 23, 2004), the Commission imposed a requirement that:

23 Palo Verde Utilities Company, LLC, Santa Cruz Water Company, LLC and
24 Global Water Resources, LLC must notify the Commission of any proposed
25 change in the ownership of their respective membership interests (including
26 transfer or additional memberships), prior to execution, through a filing of a
27 Notice of Intent (which indicates the filing is made pursuant to the Decision in
that proceeding.) Once the Notice of Intent has been filed, the Commission may
initiate a proceeding within 60 days to determine approval. If no action is
initiated within 60 days after filing, the proposed transaction is permitted to
proceed without approval.

1 This requirement was repeated in Decision No. 67830 (May 5, 2005).

2 It is not clear if these requirements still apply, because all of the LLCs noted above have
3 been replaced by corporations in restructurings approved by the Commission.¹² To the extent this
4 requirement remains in effect, this Joint Notice of Intent is provided pursuant to those two
5 decisions, as well as under Rule 803.

6 **VIII. Information required by Rule 803.**

7 The specific information required by Rule 803(A) is provided below.

8 1. *The names and business address of the proposed officers and directors of the*
9 *holding company.* The names and addresses of the officers and directors of US Global will
10 remain the same, as shown below.

- 11 ● President and Chief Executive Officer: Trevor T. Hill
- 12 ● Executive Vice President and Chief Financial Officer:
13 Cindy M. Liles
- 14 ● Senior Vice President for Regulatory Affairs and Compliance and Chief
15 Technology Officer: Graham Symmonds
- 16 ● Senior Vice President of Business Development: Leo Commandeur
- 17 ● Vice President, Fathom: Jason C. Bethke
- 18 ● Vice President, Operations: Ed C. Borromeo

19 These officers are all located at Global's offices at 21410 North 19th Avenue, Suite 201, Phoenix,
20 Arizona 85027. The directors can be contacted at the same address. The current directors of US
21 Global are:

- 22 ● William S. Levine, Chairman of the Board
23 Phoenix, Arizona; General Partner, Levine Investments, L.P.

24
25
26 ¹² See Decision No. 69920 (Sept. 27, 2007)(approving transfer of Santa Cruz and Palo Verde
27 CC&Ns from LLCs to similarly named corporations); Decision No. 70980 (May 5,
2009)(approving re-organization, including replacement of Global Water Resources, LLC with
Global Water Resources, Inc.).

- 1 • Trevor T. Hill, President, CEO, Director
Phoenix, Arizona
- 2 • E. J. Bird, Director
3 Landrum, South Carolina; Lead Director, Sears Canada, Inc.
- 4 • Richard M. Alexander, Director
5 Calgary, Alberta; President & Chief Operating Officer, AltaGas, Ltd.
- 6 • L. Rita Theil, Director;
7 Aurora, Ontario; CEO, JacKryn France Inc.
- 8 • Daniel F. Chracchiolo, Director
Phoenix, Arizona; Principal and Co-founder; Burch & Cracchiolo

9 Brief biographies of each of the officers of US Global are available at
10 <http://www.gwfathom.com/global-team.html>.

11 2. *The business purposes for establishing or re-organizing the holding company.* See
12 discussion above, especially Sections IV, V and VI.

13 3. *The proposed method of financing the holding company and the resultant capital*
14 *structure.* See discussion above, especially Sections IV, V and VI. The resultant capital structure
15 will depend on the amount of equity that Global is able to issue.

16 4. *The resultant impact on the capital structure of the public utility.* The Requested
17 Approvals will not directly impact the capital structures of any of the public utilities. Only the
18 capital structures of holding companies and affiliates will be impacted, as described in Sections V
19 and VI. However, approval will increase the ability of US Global to provide equity to the Global
20 Utilities.

21 5. *An organization chart of the holding company that identifies all affiliates and their*
22 *relationships within the holding company.* A current organizational chart is attached as Exhibit A.
23 Because it is not known what form future market opportunities to issue additional equity may
24 take, Global does not know whether any changes to its corporate structure will be needed, and
25 Global is therefore unable to provide an “after” chart.

26 6. *The proposed method for allocating federal and state income taxes to the*
27 *subsidiaries of the holding company.* The Global Utilities currently file tax returns as part of a

1 consolidated tax return for US Global (and before the Recent Transaction, on the consolidated tax
2 return of Global Water, Inc.). Global anticipates that they will continue to do so. The methods
3 for allocating federal and state income taxes to the Global Utilities from US Global will remain
4 the same.

5 7. *The anticipated changes in the utility's cost of service and the cost of capital*
6 *attributable to the reorganization.* None.

7 8. *A description of the diversification plans of affiliates of the holding company.* See
8 Section II above, especially regarding FATHOM™.

9 9. *Copies of relevant documents and filings with the United States Securities and*
10 *Exchange Commission and other federal or state agencies.* None.

11 10. *The contemplated annual and cumulative investment in each affiliate for the next*
12 *five years, in dollars and as a percentage of projected net utility plant, and an explanation of the*
13 *reasons supporting the level of investment and the reasons this level will not increase the risks of*
14 *investment in the public utility.* Future investment for the next five years for each affiliate is
15 dependent on a number of factors, including the rate of economic recovery in Arizona, the specific
16 recovery rate of the housing market in Arizona, the relative performance of the Maricopa, Eloy
17 and West Valley sub-markets, and market acceptance of FATHOM™. The ability to tap into
18 additional sources of equity, combined with continued access to debt capital, will give Global the
19 flexibility to access sufficient capital to meet its public service obligations as economic conditions
20 change over time.

21 11. *An explanation of the manner in which the utility can assure that adequate capital*
22 *will be available for the construction of necessary new utility plant and for improvements in*
23 *existing utility plant at no greater costs than if the utility or the affiliate did not organize or*
24 *reorganize a public utility holding company.* No changes in cost of capital of the Global Utilities
25 are anticipated due to the Requested Approvals. The Requested Approvals will provide US
26 Global with the ability to access additional equity capital when favorable market conditions occur,
27 which will strengthen Global's ability to ensure that necessary plant is built.

1 **IX. Removal of Conditions.**

2 Global proposes that the conditions approved by the Commission in Decision No. 70980
3 be removed in light of the successful Recent Transaction, which removes the rationale for many of
4 the conditions, and which demonstrates Global's ability to responsibly add equity when favorable
5 market opportunities arise. Each of the conditions from Decision No. 70980, and a brief
6 explanation of why they are no longer needed, is provided below.

- 7 1) *The corporate restructuring, the initial public offering or the private placement*
8 *and the reorganization must take place by April 30, 2011.* This requirement is no
9 longer relevant; the Recent Transaction occurred within this timeframe.
- 10 2) *The equity issued, transferred or sold by the new Global parent using private*
11 *placement or an initial public offering must not exceed 49.9 percent of the voting*
12 *common stock.* Global requests that this requirement be eliminated, as set forth
13 above, so that Global can issue additional equity when favorable market conditions
14 occur.
- 15 3) *If Global decides to issue equity exceeding 49.9 percent of the voting common*
16 *stock, or issue equity in any other manner other than the private placement or IPO*
17 *discussed in Staff Report or Amended Staff Report, Global shall file a new*
18 *application and a hearing may be required.* This is the application contemplated
19 by this condition; the condition is therefore no longer needed. Global does not
20 request a hearing.
- 21 4) *The Global Utilities will continue to maintain their business headquarters and*
22 *fully operational field, billing and complaint offices in Arizona.* Global has shown
23 its ability to responsibly manage its customer relations and provide service to wide-
24 spread operations. Accordingly, this restrictive condition is not needed.
- 25 5) *The Global Utilities will not recover, in any rate proceeding, the costs incurred to*
26 *implement the proposed transactions. This includes rate case cost of capital*
27 *calculations.* In accordance with this condition, the Global Utilities did not request

1 recovery of such costs in their recent rate case. However, because access to
2 additional equity will directly benefit the Global Utilities, it is reasonable and
3 appropriate that they be allocated some of the costs. In other words, costs of equity
4 issuance should be treated like any other costs, subject to the same ratemaking
5 standards as other costs. As Dr. Morin notes in this widely-used treatise, *New*
6 *Regulatory Finance*, the “costs of issuing these securities are just as real as
7 operating and maintenance expenses or costs incurred to build utility plants, and
8 fair regulatory treatment must permit recovery of these costs.”¹³

- 9 6) *Global will produce, file in this docket within 90 days of the decision in this*
10 *matter, and implement an equity improvement plan which results at least 30*
11 *percent equity by December 31, 2015. Completed on August 3, 2009; this*
12 *condition is no longer needed.*
- 13 7) *Global shall continue to maintain the location of its books and records in*
14 *Maricopa County, Arizona. This condition is unnecessary in light of A.A.C. R14-*
15 *2-804(A), which requires access to books and records.*
- 16 8) *Within 60 days of completion of the initial public offering, private placement and*
17 *any subsequent series of equity issuances approved in this docket, Global shall file*
18 *in this docket information in this docket regarding the number of shares, the price,*
19 *and the cost of each issuance. Global completed this requirement with its*
20 *compliance filing on February 17, 2011.*
- 21 9) *Until it has filed for and received Commission approval of a tariff setting forth*
22 *appropriate customer notification procedures to inform customers about sharing*
23 *customer information, no Global Utility shall share with affiliates or other entities*
24 *information made available to the Global Utility solely by virtue of the*
25 *company/customer relationship such as billing information and services received*
26

27 ¹³ Roger A. Morin, *New Regulatory Finance* (Public Utilities Reports, 2006) at 321; see generally pages 321-341.

1 *by a customer. Customer information prohibited from disclosure does not*
2 *include a customer's name, address or service location, and telephone number.*

3 This condition originates from Decision No. 69344, which approved an IPO for
4 Arizona-American's parent company. This condition appeared to have been
5 motivated by Arizona-American's relationship with a third-party home repair
6 business.¹⁴ The Global Utilities do not have such a business relationship, and they
7 should not be subject to a unique regulatory requirement that is current applicable
8 only to them and Arizona-American.

9 10) *No Global affiliate shall perform services for, receive services from or use*
10 *any assets of any other Global Utility without having a written contract*
11 *with the Global Utility concerning such services or assets. The affected*
12 *Global Utility shall file a copy of each such contract in this docket until the*
13 *final decision in the first rate case decided for the affected Global Utility*
14 *following this decision. No longer relevant now that rate case is completed.*

15 11) *All Global affiliates shall charge the lower of fully allocated cost or market*
16 *price whenever goods, products or services are sold or provided to a Global*
17 *Utility. The Global Utilities will charge the higher of fully allocated cost*
18 *or market price whenever goods, products or services are sold or provided by a*
19 *Global Utility to an affiliate. Further, the Global Utilities and Global*
20 *affiliates shall, on a continuing basis, retain market research information*
21 *used to determine the market price for goods or services until the completion of*
22 *the Global Utility's next subsequent rate case. Costs of goods, products and*
23 *services provided by affiliates do not require a special condition, and should be*
24 *evaluated based on standard ratemaking principles.*

25 10) *Global Water Resources Inc.'s Board of Directors shall establish*
26
27

¹⁴ See Decision No. 68916 (Aug. 29, 2006).

1 *procedures to review transactions between affiliates and file these procedures in*
2 *this docket. Completed, August 6, 2009.*

3 **X. Waivers of Time Limits**

- 4 • Global hereby waives the 30 day and 60 day time periods in Rule 803.B.
5 • Global hereby waives the 60 day time period under Decision No. 67240, to the
6 extent that decision is still applicable.
7 • Global hereby waives the 60 day time period under Decision No. 67830, to the
8 extent that decision is still applicable.

9 Notwithstanding these waivers, Global requests that the Commission issue its ruling in
10 this case as soon as reasonably possible.

11 **XI. Conclusion.**

12 Approving this Joint Notice of Intent will increase the Global Utilities' access to capital
13 and will reduce Global's overall debt, strengthen Global's capital structure, and enable Global to
14 make the necessary investments to serve its certificated areas.

15 WHEREFORE, the Global Utilities request that the Commission issue an order:

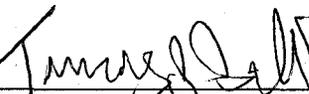
- 16 (1) Finding that the Requested Approvals are in the public interest;
17 (2) Approving this Joint Notice of Intent and the Requested Approvals;
18 (3) Removing the 49.9% limit and other conditions as set forth in Section IX above;
19 (4) Approving the any necessary corporate reorganizations, including the formation of
20 holding companies or affiliates, that may be necessary, desirable or appropriate in
21 conjunction with the issuance of additional equity;
22 (5) Authorizing the execution, delivery and performance by Applicants of all contracts,
23 agreements, and other instruments which are incidental to any or all of the
24 foregoing or otherwise deemed by Applicants to be necessary, desirable or
25 appropriate in connection therewith;
26 (6) Granting any other approvals required to effectuate the Requested Approvals; and
27 (7) Granting any other relief that the Commission determines to be appropriate and in

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the public interest at this time.
RESPECTFULLY SUBMITTED this 18th day of March, 2011.

ROSHKA DEWULF & PATTEN, PLC

By: 

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Original + 13 copies of the foregoing
filed this 18th day of March 2011, with:

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Copies of the foregoing hand-delivered/mailed
this 18th day of March 2011, to:

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By: 

EXHIBIT

"A"



GLOBAL WATER

Corporate Structure

