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BEFORE THE ARIZONA CORPORATION

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COMMISSIONERS
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BOB STUMP
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PAUL NEWMAN
BRENDA BURNS

2012 JUL 16 P 3:50
AZ CORP COMMISSION
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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)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water
Company, in compliance with Decision No. 67240 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 16th day of July 2012.

ROSHKA DEWULF & PATTEN, PLC.

Arizona Corporation Commission
DOCKETED
JUL 16 2012

DOCKETED BY *JM*

By *Timothy J. Sabo*
Michael W. Patten
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1 Original + 13 copies of the foregoing
filed this 16th day of July 2012, with:

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3 Docket Control
4 ARIZONA CORPORATION COMMISSION
1200 West Washington
5 Phoenix, Arizona 85007

6 Copies of the foregoing hand-delivered/mailed
this 16th day of July 2012, to:

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

10 Janice Alward, Esq.
11 Chief Counsel, Legal Division
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13 Steve Olea, Director
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15 Brian Bozzo
16 Manager Compliance Enforcement, Utilities Division
17 Arizona Corporation Commission
1200 West Washington
18 Phoenix, Arizona 85007

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20 By Debbie Amara

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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, Inc. during the three month period ending on the date this document is executed.

PART 2

As of 29 February 2012, 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**	\$57,539,373	100%	\$41,853,720	100%
	\$57,539,373	100%	\$41,853,720	100%
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$132,178	14%
Equity**	\$0	0%	\$804,108	86%
	\$0	100%	\$936,287	100%
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$3,406,309	96%	\$436,806	-44%
Equity**	\$128,791	4%	(\$1,420,901)	144%
	\$3,535,100	100%	(\$984,095)	100%
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$414,533	14%	\$0	0%
Equity**	\$2,464,536	86%	(\$257,539)	100%
	\$2,879,070	100%	(\$257,539)	100%
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$107,491	100%	\$2,373	100%
	\$107,491	100%	\$2,373	100%
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$131,070	100%	(\$43,119)	100%
	\$131,070	100%	(\$43,119)	100%
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,766,110	100%		
	\$1,766,110	100%		

*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 T. HILL AND CINDY M. LILES, 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
 16-Jul-12

X 
 Signature of owner or official/date
 16-Jul-12