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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

GARY PIERCE – Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

RECEIVED
DEC 31 P 4: 38
ARIZONA CORPORATION COMMISSION
WATER CONTROL

Arizona Corporation Commission
DOCKETED
DEC 31 2012
DOCKETED BY [Signature]

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

Docket No. W-02450A-06-0626

IN THE MATTER OF THE APPLICATION OF
HASSAYAMPA UTILITY COMPANY, INC.,
AN ARIZONA CORPORATION, FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-20422A-06-0566

**MOTION FOR EXTENSION
OF TIME**

Water Utility of Greater Tonopah (“WUGT”) and Hassayampa Utilities Company, Inc. (“HUC”)(together, the “Global Utilities”) respectfully request that the Commission extend several compliance dates contained in Decision No. 71430. Development in the extension area in this case, and in the rest of Arizona, has been severely impacted by the current economic crisis. The economic crisis has caused a general delay in the development in the West Valley region, including the extension area granted in this docket. Accordingly, the Global Utilities ask that several deadlines be extended until December 15, 2015.

I. Status of compliance requirements.

A. ADWR Designation of Assured Water Supply.

The Designation of Assured Water Supply (“DAWS”) for the Global Utilities is one of the most complex and important DAWS ever considered by ADWR. See e.g. Letter of Ms. Karen Smith, Deputy Director, ADWR, filed in this docket on November 19, 2009. The Global Utilities and ADWR have continued their extensive efforts towards completing the DAWS. ADWR provided a draft order approving the DAWS for Global’s review in November 2012. The most

ROSHKA DEWULF & PATTEN, PLC
ONE ARIZONA CENTER
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PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 recent email exchange between the Global Utilities and ADWR is attached as Exhibit A. Thus,
2 the Global Utilities are making reasonable progress towards obtaining the DAWS.

3 **B. ATC for wastewater tie-in.**

4 The due date to file the Arizona Department of Environmental Quality (“ADEQ”) Approval to Construct (“ATC”) for the wastewater tie-in between the Hassayampa Ranch Water
5 Reclamation Facility (“WRF”) Campus No. 1 and Phase 1 of the extension area in this docket is
6 December 31, 2012. Currently, the Campus No. 1 WRF has not been constructed, and it will not
7 be needed for several more years. Thus, the Global Utilities would have to obtain an ATC for an
8 interconnect with a facility that does not exist yet. Further, as a result of current economic
9 conditions, the interconnect will not be needed for several years. The Global Utilities propose that
10 the deadline for the wastewater tie-in to the Campus No. 1 WRF be extended until December 15,
11 2015.

12 **C. Water System Phase 1 AOC.**

13 Under Decision No. 71430, the ADEQ “Approval of Construction” or “AOC” for the
14 “initial water plant facilities including production, storage and water distribution system, needed to
15 serve the initial phase of the development” is due on December 31, 2012. Again, the delay in
16 development has delayed the need for these facilities. The Global Utilities propose that the
17 compliance date for the water plant AOCs be extended until December 15, 2015.

18 **D. Aquifer Protection Permit.**

19 Under Decision No. 71430, the Aquifer Protection Permit (“APP”) is due on December 31,
20 2012. The slowdown in development means that the APP is not needed for several more years. In
21 addition, the APP creates an ongoing financial burden. The APP carries with it annual fees, as
22 well as an obligation to post a letter of credit or certificate of deposit regarding de-commissioning
23 costs. It is not prudent to incur these costs now. Accordingly, the Global Utilities propose that the
24 deadline for the APP be extended until December 15, 2015.

25 ///

26 ///

1 **II. Status of specific developments within the extension area.**

2 The extension area in this docket contains the following developments: Belmont, Hidden
3 Waters Ranch, Desert Whisper (water only), Copperleaf (New World Properties, Inc.), and Sierra
4 Negra Ranch (Silver Water Ranch and Silver Springs Ranch). An update on each development
5 follows.

6 **A. Belmont.**

7 Attached as Exhibits B and C are request for service letters dated December 12, 2012 from
8 the developer of the Belmont development. The Belmont development is a majority of the
9 extension area in this case. The developer notes that “It is our intention to continue to pursue the
10 rezoning, preliminary platting, and development of this master planned community....” The
11 developer of Belmont has also recently entered into a development agreement with Maricopa
12 County.

13 **B. Hidden Waters Ranch.**

14 Attached as Exhibits D and E are request for service letters dated December 18, 2012 from
15 339th and I-10, LLC, the developers of Hidden Waters Ranch. Hidden Waters Ranch is planned as
16 a primarily industrial and commercial development – including a logistics hub – that will provide
17 needed jobs in the West Valley region. The developer has expressed to Global their intention to
18 begin the “preliminary stages of the construction of our first building”, a one million square foot
19 facility, and they have met with Global to discuss the water and wastewater requirements for the
20 building. In 2011, the developer obtained approval for a “Foreign Trade Zone” (FTZ No. 277) that
21 includes the Hidden Waters Ranch development. (See press release, Exhibit F).

22 **C. Desert Whisper.**

23 Attached as Exhibit G is a request for service letter dated December 26, 2012 from the
24 developer of the Desert Whisper. The developer states it is their “intention to continue to pursue
25 the rezoning, preliminary platting, and development of this master planned community.”
26
27

1 **D. Copperleaf.**

2 The owners of the Copperleaf development have not submitted a renewed request for
3 service letter to the Global Utilities. However, New World Properties, Inc. (“NWP”) has
4 intervened in the pending rate case of the Water Utility of Greater Tonopah, Inc. In NWP’s Reply
5 in Support of its Motion to Intervene, NWP asserted that it has the authority to act on behalf of the
6 owners of the Copperleaf property, and that “NWP has a will serve letter from WUGT which
7 means that if it is not already a customer of WUGT, it will be a customer in the near future.”¹
8 Based on the statements in NWP’s Reply in Support of Motion to Intervene, it appears that NWP
9 is continuing to pursue development of the Copperleaf property and that it still requires water and
10 wastewater service for its property from the Global Utilities.

11 **E. Sierra Negra Ranch, LLC**

12 Sierra Negra Ranch, LLC (“SNR”) is the owner of the Silver Water Ranch and Silver
13 Springs Ranch developments. Because SNR has been unable to pay its creditors, it has filed a
14 Chapter 11 bankruptcy petition. SNR’s bankruptcy case is pending before the United States
15 Bankruptcy Court for the District of Nevada (Case No. BK-S-12-19649-LBR). SNR has
16 expressed to the bankruptcy court its intention to continue developing the project, and to that end
17 has obtained approval from the Court to continue to pay various engineers, zoning attorneys and
18 other professionals SNR claims are necessary to proceed with the development.

19 In addition, it is the Global Utilities understanding that SNR has or will be seeking an
20 extension of its Designated Master Plan (DMP) approval from Maricopa County on or before
21 February 20, 2013. It is further the understanding of the Global Utilities that Maricopa County
22 requires proof of the availability of water and wastewater services to issue or renew a DMP, and
23 that SNR intends to rely on the Global Utilities’ CC&N to demonstrate SNR’s access to water and
24 wastewater service.

25
26 _____
27 ¹ NWP Reply in Support of Motion to Intervene, filed October 11, 2012 in Docket No. W-02450A-12-0312 at page 4.

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ONE ARIZONA CENTER
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Based on the foregoing, the Global Utilities believe that SNR continues to have a need for water and wastewater service to their property.

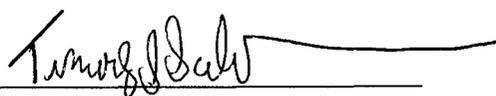
III. Conclusion.

Accordingly, the Global Utilities request the following extensions of time:

- DAWS to December 15, 2015
- ATC for wastewater tie-in to Campus No. 1 WRF to December 15, 2015;
- AOC for water plant facilities for Phase I to December 15, 2015; and
- APP to December 15, 2015.

RESPECTFULLY SUBMITTED this 31st day of December 2012.

ROSHKA DEWULF & PATTEN, PLC

By 
Michael W. Patten
Timothy J. Sabo
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

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ONE ARIZONA CENTER
400 EAST VAN BUREN STREET - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 Original + 15 copies of the foregoing
2 Notice was filed this 31st day of December 2012, with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing were hand-delivered/mailed
8 This 31st day of December 2012, to:

9 Lyn A. Farmer, Esq.
10 Chief Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Ernest Johnson, Esq.
16 Director, Utilities Division
17 Arizona Corporation Commission
18 1200 West Washington
19 Phoenix, Arizona 85007

20 Janice Alward Esq.
21 Chief Counsel, Legal Division
22 Arizona Corporation Commission
23 1200 West Washington
24 Phoenix, Arizona 85007

25 Mr. Brian Bozzo
26 Compliance Manager, Utilities Division
27 Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

By 

Exhibit

"A"

Tim Sabo

From: Andrew J. Craddock <ajcraddock@azwater.gov>
Sent: Friday, December 07, 2012 9:44 AM
To: Susan Armijo; Richard B. Obenshain
Cc: Ron Fleming; Graham Symmonds; Joanne Ellsworth
Subject: RE: ADWR - WUGT DAWS D&O Update

Susan,

Thank you for the update on how WUGT is proceeding with the analysis holders and the ACC. We'll wait to hear from in 2013.

Happy Holidays,

Andrew

Andrew J. Craddock
Manager
Recharge, Assured & Adequate Water Supply Programs
Arizona Department of Water Resources
602.771.8615 (office)
602.771.8689 (fax)

From: Susan Armijo [<mailto:Susan.Armijo@gwresources.com>]
Sent: Friday, December 07, 2012 9:34 AM
To: Andrew J. Craddock; Richard B. Obenshain
Cc: Ron Fleming; Graham Symmonds; Joanne Ellsworth
Subject: ADWR - WUGT DAWS D&O Update

Andrew/Rick,

We've had an opportunity to complete our review of the draft D&O and thank you for meeting our requests in obtaining the draft D&O in an effort to meet our compliance deadlines with the ACC. At this time we've agreed it would be best and most beneficial to meet with our Clients individually to discuss the efforts WUGT and ADWR undertook in obtaining the draft D&O and the subsequent accounting management of the Analyses that will occur once the DAWS is obtained. This will allow us to offset any potential negative reaction to the language in the draft D&O regarding the Analyses Holders. There are many components to this decision, and as you are aware, time is limited. Rather than rush through the process, we are going to first concentrate on obtaining extensions to our compliance deadlines with the ACC, move forward in meeting with the Analyses Holders in early 2013 to discuss the D&O and the management thereof and then proceed with WUGT becoming a designated provider.

If you have any concerns or questions regarding the timing of our plan, please contact me to discuss. We look forward to wrapping up this project in early 2013.

Thank you,



Susan Armijo
Environmental Resources Manager
Susan.Armijo@gwresources.com

Phn 623.580.9600 x121
Fax 623.580.9659
Cell 602.550.7112

Global Water
21410 N. 19th Avenue, Suite 201, Phoenix, AZ 85027
www.gwresources.com

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Please consider the environment before printing this email.

Exhibit

"B"

LKY Development Company, Inc.

5040 E. Shea Blvd.
Suite 254
Scottsdale, Arizona 85254
(480) 951-1281
FAX: (480) 483-2736

December 12, 2012

Mr. Ron Fleming
Vice President and General Manager
Hassayampa Utility Company
21410 N. 19th Avenue, Suite 201
Phoenix, AZ 85027

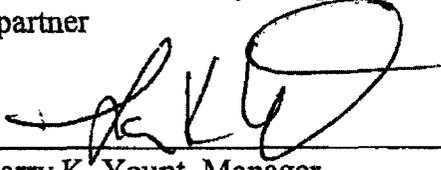
Re: Wastewater and Reclaimed Water Services

Please accept this letter as a request for service, from the owners representing approximately 20,800 acres in the Belmont area, for wastewater and reclaimed water services to the property more particularly described in Exhibit A attached hereto. It is our intention to continue to pursue the rezoning, preliminary platting, and development of this master planned community located within the Certificate of Convenience and Necessity for the Hassayampa Utility Company.

Sincerely,

BELMONT LKY 20K LIMITED PARTNERSHIP L.L.L.P., an Arizona
limited liability limited partnership

By LKY REAL ESTATE BELMONT, L.L.C.,
an Arizona limited liability company
general partner

By 
Larry K. Yount, Manager

Attachments:
Exhibit A – Legal Description

Exhibit "A"

LEGAL DESCRIPTION

PARCEL NO. 1:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 1, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona;

EXCEPT that portion deeded to BALCIRAK PARTNERSHIP in 93-637673, of Official Records, described as follows:

COMMENCING at the Northeast corner of said Section 1;

THENCE South 00 degrees 17 minutes 41 seconds West, along the East line of said Section, 1000.00 feet to the POINT OF BEGINNING;

THENCE continuing South 00 degrees 17 minutes 41 seconds West, along said East line, 1639.04 feet to the East quarter corner thereof;

THENCE South 00 degrees 23 minutes 34 seconds West, continuing along said East line, 2642.64 feet to the Southeast corner of said Section;

THENCE North 89 degrees 42 minutes 22 seconds West, along the South line of said Section, 2662.43 feet to the South quarter corner thereof;

THENCE North 89 degrees 41 minutes 43 seconds West, continuing along said South line, 2655.28 feet to the Southwest corner of said Section;

THENCE North 00 degrees 50 minutes 44 seconds East, along the West line of said Section, 2638.32 feet to the West quarter corner thereof;

THENCE North 00 degrees 42 minutes 27 seconds East, continuing along said West line, 2252.56 feet;

THENCE South 89 degrees 32 minutes 50 seconds East, parallel with and 400.00 feet South of the North line of said Section, 265.00 feet;

THENCE North 00 degrees 42 minutes 27 seconds East, parallel with and 265.00 feet East of said West line, 200.00 feet;

THENCE South 89 degrees 32 minutes 50 seconds East, parallel with and 200 feet South of said North line, 2375.79 feet;

THENCE South 89 degrees 39 minutes 30 seconds East continuing parallel with and 200 feet South of said North line, 1318.84 feet to the West line of Lot 1 of said Section;

THENCE South 00 degrees 27 minutes 05 seconds West, along said West line, 800.00 feet;

THENCE South 89 degrees 39 minutes 30 seconds East, parallel with and 1000.00 feet South of said North line, 1321.77 feet to the POINT OF BEGINNING.

PARCEL NO. 2:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 3, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 3:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 4, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 4:

Lots 1 through 4, inclusive, the South half of the North half and the South half of Section 5, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 5:

Lots 1 through 7, inclusive; the South half of the Northeast quarter, the Southeast quarter of the Northwest quarter, the Southeast quarter and the East half of the Southwest quarter of Section 6, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 6:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 7, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 7:

All of Section 8, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 8:

All of Section 9, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 9:

The West half of the East half and the West half of Section 10, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 10:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 18, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 11:

Lot 1, the East half of the Northwest quarter and the East half of Section 19, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 12:

Lot 1, Lots 4 through 7, inclusive; the Southeast quarter of the Northeast quarter, the South half of the Southwest quarter and the Southeast quarter of Section 17, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 13:

Lots 9 and 10 of Section 18, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 14:

Lots 2 through 6, inclusive; the Southeast quarter of the Northwest quarter, the East half of the Southwest quarter and the East half of Section 19, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 15:

All of Section 20, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 16:

All of Section 21, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 17:

All of Section 28, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 18:

All of Section 29, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 19:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 30, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 20:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 31, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 21:

All of Section 33, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 22:

The East half of Section 34, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 23:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 1, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 24:

All of Section 11, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 25:

All of Section 12, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 26:

The North half and the Southwest quarter of Section 13, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 27:

The East half of Section 14, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 28:

The Northeast quarter of Section 24, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 29:

Lot 3 of Section 14, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 30:

The South half of the Northeast quarter and the Southeast quarter of Section 22, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 31:

Lots 1 through 3, inclusive; the Northeast quarter of the Northeast quarter, the South half of the North half and the South half of Section 23, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 32:

Lots 2 through 4, inclusive, the South half of the Northwest quarter and the South half of Section 24, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 33:

All of Section 25, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 34:

The East half and the East half of the West half of Section 26, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 35:

The East half of Section 27, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 36:

All of Section 34, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 37:

All of Section 35, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 38:

The West half, the West half of the East half, the Northeast quarter of the Northeast quarter, the South half of the North half of the Southeast quarter of the Northeast quarter and the South half of the Southeast quarter of the Northeast quarter of Section 29, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

EXCEPT COMMENCING at the Northeast corner of said Northeast quarter of the Northeast quarter of Section 29;

THENCE South 00 degrees 11 minutes 16 seconds West, along the East line of said Northeast quarter of the Northeast quarter, 1291.13 feet to the POINT OF BEGINNING;

THENCE continuing South 00 degrees 11 minutes 16 seconds West, 26.41 feet;

THENCE North 89 degrees 25 minutes 24 seconds West, along the South line of said Northeast quarter of the Northeast quarter, 808.80 feet;

THENCE North 01 degrees 25 minutes 28 seconds West, 101.26 feet;

THENCE South 84 degrees 09 minutes 42 seconds East, 815.59 feet to the POINT OF BEGINNING.

PARCEL NO. 39:

The Northeast quarter, the Southeast quarter of the Northwest quarter, the North half of the Southeast quarter and the Southeast quarter of the Southeast quarter of Section 30, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 40:

The East half of the East half of Section 31, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 41:

The Southwest quarter of the Northwest quarter of Section 26, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 42:

GLO Lot (fractional Southwest quarter of the Southwest quarter) and the Southeast quarter of the Southwest quarter and the Southwest quarter of the Southeast quarter of Section 30, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 43:

A right-of-way for road over the North 160 feet of the North half of the Northwest quarter (also known as the North 160 feet over Lots 3 and 4) of Section 2, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, as disclosed by the records of the United States Department of the Interior – Bureau of Land Management and as set forth in Assignment between SEVEN WEST PROPERTIES, as Assignor, and BURNS/ROSEHAUGH/MOUNTLEIGH ASSOCIATES, as Assignee, recorded June 8, 1988 in 88-279084, of Official Records.

PARCEL NO. 44:

A non-exclusive easement for roadway and utilities as recorded in 88-371680, of Official Records and re-recorded in 88-394427, of Official Records, over those portions of Sections 29, 31 and 32, Township 3 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 45:

A non-exclusive easement for public roadway, water and sewer as recorded in 92-0632430, of Official Records, over the North 200 feet of Lots 1 and 2, Section 2, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona and through the South half of Section 36, Township 3 North, Range 5 West of the Gila and Sat River Base and Meridian, Maricopa County, Arizona.

Exhibit

"C"

LKY Development Company, Inc.

5040 E. Shea Blvd.
Suite 254
Scottsdale, Arizona 85254
(480) 951-1281
FAX: (480) 483-2736

December 12, 2012

Mr. Ron Fleming
Vice President and General Manager
Water Utility of Greater Tonopah
21410 N. 19th Avenue, Suite 201
Phoenix, AZ 85027

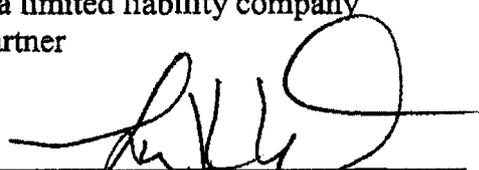
Re: Request for Water Service

Please accept this letter as a request for service, from the owners representing approximately 20,800 acres in the Belmont area, for service to the property more particularly described in Exhibit A attached hereto. It is our intention to continue to pursue the rezoning, preliminary platting, and development of this master planned community located within the Certificate of Convenience and Necessity for the Hassayampa Utility Company.

Sincerely,

**BELMONT LKY 20K LIMITED PARTNERSHIP L.L.L.P., an Arizona
limited liability limited partnership**

**By LKY REAL ESTATE BELMONT, L.L.C.,
an Arizona limited liability company
general partner**

By 
Larry K. Yount, Manager

Attachments:
Exhibit A – Legal Description

Exhibit "A"

LEGAL DESCRIPTION

PARCEL NO. 1:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 1, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona;

EXCEPT that portion deeded to BALCIRAK PARTNERSHIP in 93-637673, of Official Records, described as follows:

COMMENCING at the Northeast corner of said Section 1;

THENCE South 00 degrees 17 minutes 41 seconds West, along the East line of said Section, 1000.00 feet to the POINT OF BEGINNING;

THENCE continuing South 00 degrees 17 minutes 41 seconds West, along said East line, 1639.04 feet to the East quarter corner thereof;

THENCE South 00 degrees 23 minutes 34 seconds West, continuing along said East line, 2642.64 feet to the Southeast corner of said Section;

THENCE North 89 degrees 42 minutes 22 seconds West, along the South line of said Section, 2662.43 feet to the South quarter corner thereof;

THENCE North 89 degrees 41 minutes 43 seconds West, continuing along said South line, 2655.28 feet to the Southwest corner of said Section;

THENCE North 00 degrees 50 minutes 44 seconds East, along the West line of said Section, 2638.32 feet to the West quarter corner thereof;

THENCE North 00 degrees 42 minutes 27 seconds East, continuing along said West line, 2252.56 feet;

THENCE South 89 degrees 32 minutes 50 seconds East, parallel with and 400.00 feet South of the North line of said Section, 265.00 feet;

THENCE North 00 degrees 42 minutes 27 seconds East, parallel with and 265.00 feet East of said West line, 200.00 feet;

THENCE South 89 degrees 32 minutes 50 seconds East, parallel with and 200 feet South of said North line, 2375.79 feet;

THENCE South 89 degrees 39 minutes 30 seconds East continuing parallel with and 200 feet South of said North line, 1318.84 feet to the West line of Lot 1 of said Section;

THENCE South 00 degrees 27 minutes 05 seconds West, along said West line, 800.00 feet;

THENCE South 89 degrees 39 minutes 30 seconds East, parallel with and 1000.00 feet South of said North line, 1321.77 feet to the POINT OF BEGINNING.

PARCEL NO. 2:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 3, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 3:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 4, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 4:

Lots 1 through 4, inclusive, the South half of the North half and the South half of Section 5, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 5:

Lots 1 through 7, inclusive; the South half of the Northeast quarter, the Southeast quarter of the Northwest quarter, the Southeast quarter and the East half of the Southwest quarter of Section 6, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 6:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 7, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 7:

All of Section 8, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 8:

All of Section 9, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 9:

The West half of the East half and the West half of Section 10, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 10:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 18, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 11:

Lot 1, the East half of the Northwest quarter and the East half of Section 19, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 12:

Lot 1, Lots 4 through 7, inclusive; the Southeast quarter of the Northeast quarter, the South half of the Southwest quarter and the Southeast quarter of Section 17, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 13:

Lots 9 and 10 of Section 18, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 14:

Lots 2 through 6, inclusive; the Southeast quarter of the Northwest quarter, the East half of the Southwest quarter and the East half of Section 19, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 15:

All of Section 20, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 16:

All of Section 21, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 17:

All of Section 28, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 18:

All of Section 29, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 19:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 30, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 20:

Lots 1 through 4, inclusive; the East half of the West half and the East half of Section 31, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 21:

All of Section 33, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 22:

The East half of Section 34, Township 3 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 23:

Lots 1 through 4, inclusive; the South half of the North half and the South half of Section 1, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 24:

All of Section 11, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 25:

All of Section 12, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 26:

The North half and the Southwest quarter of Section 13, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 27:

The East half of Section 14, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 28:

The Northeast quarter of Section 24, Township 2 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 29:

Lot 3 of Section 14, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 30:

The South half of the Northeast quarter and the Southeast quarter of Section 22, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 31:

Lots 1 through 3, inclusive; the Northeast quarter of the Northeast quarter, the South half of the North half and the South half of Section 23, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 32:

Lots 2 through 4, inclusive, the South half of the Northwest quarter and the South half of Section 24, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 33:

All of Section 25, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 34:

The East half and the East half of the West half of Section 26, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 35:

The East half of Section 27, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 36:

All of Section 34, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 37:

All of Section 35, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 38:

The West half, the West half of the East half, the Northeast quarter of the Northeast quarter, the South half of the North half of the Southeast quarter of the Northeast quarter and the South half of the Southeast quarter of the Northeast quarter of Section 29, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

EXCEPT COMMENCING at the Northeast corner of said Northeast quarter of the Northeast quarter of Section 29;

THENCE South 00 degrees 11 minutes 16 seconds West, along the East line of said Northeast quarter of the Northeast quarter, 1291.13 feet to the POINT OF BEGINNING;

THENCE continuing South 00 degrees 11 minutes 16 seconds West, 26.41 feet;

THENCE North 89 degrees 25 minutes 24 seconds West, along the South line of said Northeast quarter of the Northeast quarter, 808.80 feet;

THENCE North 01 degrees 25 minutes 28 seconds West, 101.26 feet;

THENCE South 84 degrees 09 minutes 42 seconds East, 815.59 feet to the POINT OF BEGINNING.

PARCEL NO. 39:

The Northeast quarter, the Southeast quarter of the Northwest quarter, the North half of the Southeast quarter and the Southeast quarter of the Southeast quarter of Section 30, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 40:

The East half of the East half of Section 31, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 41:

The Southwest quarter of the Northwest quarter of Section 26, Township 3 North, Range 6 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 42:

GLO Lot (fractional Southwest quarter of the Southwest quarter) and the Southeast quarter of the Southwest quarter and the Southwest quarter of the Southeast quarter of Section 30, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 43:

A right-of-way for road over the North 160 feet of the North half of the Northwest quarter (also known as the North 160 feet over Lots 3 and 4) of Section 2, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, as disclosed by the records of the United States Department of the Interior – Bureau of Land Management and as set forth in Assignment between SEVEN WEST PROPERTIES, as Assignor, and BURNS/ROSEHAUGH/MOUNTLEIGH ASSOCIATES, as Assignee, recorded June 8, 1988 in 88-279084, of Official Records.

PARCEL NO. 44:

A non-exclusive easement for roadway and utilities as recorded in 88-371680, of Official Records and re-recorded in 88-394427, of Official Records, over those portions of Sections 29, 31 and 32, Township 3 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

PARCEL NO. 45:

A non-exclusive easement for public roadway, water and sewer as recorded in 92-0632430, of Official Records, over the North 200 feet of Lots 1 and 2, Section 2, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona and through the South half of Section 36, Township 3 North, Range 5 West of the Gila and Sat River Base and Meridian, Maricopa County, Arizona.

Exhibit

"D"

339th & I-10, LLC
14400 N. 76th Place
Scottsdale, AZ 85260
(480) 368-5205

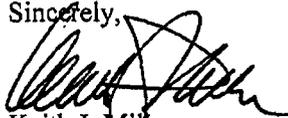
December 18, 2012

Mr. Ron Fleming
Vice President and General Manager
Hassayampa Utility Company
21410 N. 19th Avenue, Suite 201
Phoenix, AZ 85027

Re: Wastewater and Reclaimed Water Services

Please accept this letter as a request for service from 339th & I-10, LLC for water service to our Hidden Waters Ranch development, more particularly described in Exhibit A attached hereto. It is our intention to continue to pursue the rezoning, preliminary platting, and development of this master planned community located within the Certificate of Convenience and Necessity for Hassayampa Utility Company.

Sincerely,



Keith J. Miller
Agent for 339th & I-10, LLC

Attachments:
Exhibit A – Legal Description

EXHIBIT A
INFRASTRUCTURE COORDINATION, FINANCE AND OPTION AGREEMENT

LEGAL DESCRIPTION OF LAND

**LEGAL DESCRIPTION FOR
GLOBAL WATER AGREEMENT
HIDDEN WATERS RANCH**

A PORTION OF SECTIONS 5, 8, AND 9 OF TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN WHOSE AGGREGATE AREA IS DESCRIBED BY THE FOLLOWING 3 PARCEL DESCRIPTIONS:

PARCEL 1:

THAT PORTION OF THE NORTHWEST QUARTER LYING SOUTH OF INTERSTATE HIGHWAY 10 RIGHT-OF-WAY, AND THE SOUTHWEST QUARTER OF THE NORTHEAST QUARTER, AND THE SOUTHWEST QUARTER EXCEPT THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER, ALL IN SAID SECTION 5.

TOGETHER WITH:

PARCEL 2:

THE EAST HALF OF THE NORTHWEST QUARTER, AND THE WEST HALF OF THE NORTHEAST QUARTER, AND THE EAST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, AND THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, EXCEPT THE SOUTH 701.62 FEET OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, ALL IN SAID SECTION 8.

TOGETHER WITH:

PARCEL 3:

THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA.

0447.4LD3

*Excluding the real property
described on Exhibit A-1*

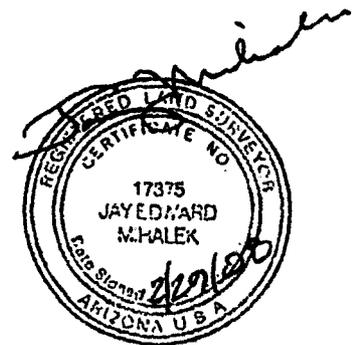


EXHIBIT "A-1"

PARCEL A:

A PORTION OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 8;

THENCE ALONG THE EAST-WEST MID-SECTION LINE OF SAID SECTION 8, SOUTH 89 DEGREES 33 MINUTES 11 SECONDS EAST 2335.67 FEET;

THENCE ALONG A LINE PARALLEL TO THE WEST LINE OF SAID EAST HALF OF THE SOUTHWEST QUARTER SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 707.49 FEET;

THENCE NORTH 89 DEGREES 45 MINUTES 48 SECONDS WEST 354.77 FEET TO THE EAST LINE OF SAID WEST HALF OF THE EAST HALF OF SAID SOUTHWEST QUARTER AND TO THE TRUE POINT OF BEGINNING;

THENCE ALONG SAID EAST LINE SOUTH 00 DEGREES 14 MINUTES 27 SECONDS WEST 1231.27 FEET TO THE NORTH LINE OF THE SOUTH 701.62 FEET OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER;

THENCE ALONG SAID NORTH LINE NORTH 89 DEGREES 30 MINUTES 43 SECONDS WEST 660.15 FEET TO THE WEST LINE OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER;

THENCE ALONG SAID WEST LINE NORTH 00 DEGREES 14 MINUTES 12 SECONDS EAST 1228.37 FEET;

THENCE SOUTH 89 DEGREES 45 MINUTES 48 SECONDS EAST 660.23 FEET TO THE TRUE POINT OF BEGINNING.

Excluded Property

EXHIBIT "A-1"

PARCEL B:

**A PORTION OF THE EAST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 8,
TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA
COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 8;

**THENCE ALONG THE EAST-WEST MID-SECTION LINE OF SAID SECTION 8, SOUTH 89 DEGREES 33
MINUTES 11 SECONDS EAST 2335.67 FEET;**

**THENCE ALONG A LINE PARALLEL TO THE WEST LINE OF SAID EAST HALF OF THE SOUTHWEST
QUARTER SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 707.49 FEET TO THE TRUE POINT OF
BEGINNING;**

**THENCE CONTINUING SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 1232.82 FEET TO THE
NORTH LINE OF THE SOUTH 701.62 FEET OF THE EAST HALF OF THE EAST HALF OF SAID SOUTHWEST
QUARTER;**

**THENCE ALONG SAID NORTH LINE NORTH 89 DEGREES 30 MINUTES 43 SECONDS WEST 354.86 FEET
TO THE WEST LINE OF THE EAST HALF OF THE EAST HALF OF SAID SOUTHWEST QUARTER;**

THENCE ALONG SAID WEST LINE NORTH 00 DEGREES 14 MINUTES 27 SECONDS EAST 1231.27 FEET;

**THENCE SOUTH 89 DEGREES 45 MINUTES 48 SECONDS EAST 354.77 FEET TO THE TRUE POINT OF
BEGINNING.**

Excluded Property

EXHIBIT

"E"

339th & I-10, LLC
14400 N. 76th Place
Scottsdale, AZ 85260
(480) 368-5205

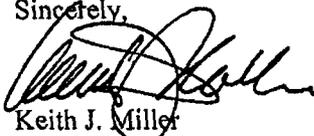
December 18, 2012

Mr. Ron Fleming
Vice President and General Manager
Water Utility of Greater Tonopah
21410 N. 19th Avenue, Suite 201
Phoenix, AZ 85027

Re: Water Service

Please accept this letter as a request for service from the ownership of the Copperleaf development for water service to approximately 1207 acres, more particularly described in Exhibit A attached hereto. It is our intention to continue to pursue the rezoning, preliminary platting, and development of this master planned community located within the Certificate of Convenience and Necessity for the Hassayampa Utility Company.

Sincerely,



Keith J. Miller
Agent for 339th & I-10, LLC

Attachments:
Exhibit A – Legal Description

EXHIBIT A
INFRASTRUCTURE COORDINATION, FINANCE AND OPTION AGREEMENT

LEGAL DESCRIPTION OF LAND

**LEGAL DESCRIPTION FOR
GLOBAL WATER AGREEMENT
HIDDEN WATERS RANCH**

A PORTION OF SECTIONS 5, 8, AND 9 OF TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN WHOSE AGGREGATE AREA IS DESCRIBED BY THE FOLLOWING 3 PARCEL DESCRIPTIONS:

PARCEL 1:

THAT PORTION OF THE NORTHWEST QUARTER LYING SOUTH OF INTERSTATE HIGHWAY 10 RIGHT-OF-WAY, AND THE SOUTHWEST QUARTER OF THE NORTHEAST QUARTER, AND THE SOUTHWEST QUARTER EXCEPT THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER, ALL IN SAID SECTION 5.

TOGETHER WITH:

PARCEL 2:

THE EAST HALF OF THE NORTHWEST QUARTER, AND THE WEST HALF OF THE NORTHEAST QUARTER, AND THE EAST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, AND THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, EXCEPT THE SOUTH 701.62 FEET OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER, ALL IN SAID SECTION 8.

TOGETHER WITH:

PARCEL 3:

THE NORTH HALF OF THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA.

0447.4LD3

*Excluding the real property
described on Exhibit A-1*

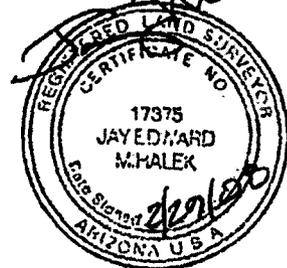


EXHIBIT "A-1"

PARCEL A:

A PORTION OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 8;

THENCE ALONG THE EAST-WEST MID-SECTION LINE OF SAID SECTION 8, SOUTH 89 DEGREES 33 MINUTES 11 SECONDS EAST 2335.67 FEET;

THENCE ALONG A LINE PARALLEL TO THE WEST LINE OF SAID EAST HALF OF THE SOUTHWEST QUARTER SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 707.49 FEET;

THENCE NORTH 89 DEGREES 45 MINUTES 48 SECONDS WEST 354.77 FEET TO THE EAST LINE OF SAID WEST HALF OF THE EAST HALF OF SAID SOUTHWEST QUARTER AND TO THE TRUE POINT OF BEGINNING;

THENCE ALONG SAID EAST LINE SOUTH 00 DEGREES 14 MINUTES 27 SECONDS WEST 1231.27 FEET TO THE NORTH LINE OF THE SOUTH 701.62 FEET OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER;

THENCE ALONG SAID NORTH LINE NORTH 89 DEGREES 30 MINUTES 43 SECONDS WEST 660.15 FEET TO THE WEST LINE OF SAID WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER;

THENCE ALONG SAID WEST LINE NORTH 00 DEGREES 14 MINUTES 12 SECONDS EAST 1228.37 FEET;

THENCE SOUTH 89 DEGREES 45 MINUTES 48 SECONDS EAST 660.23 FEET TO THE TRUE POINT OF BEGINNING.

Excluded Property

EXHIBIT "A-1"

PARCEL B:

A PORTION OF THE EAST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 1 NORTH, RANGE 5 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 8;

THENCE ALONG THE EAST-WEST MID-SECTION LINE OF SAID SECTION 8, SOUTH 89 DEGREES 33 MINUTES 11 SECONDS EAST 2335.67 FEET;

THENCE ALONG A LINE PARALLEL TO THE WEST LINE OF SAID EAST HALF OF THE SOUTHWEST QUARTER SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 707.49 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 00 DEGREES 14 MINUTES 12 SECONDS WEST 1232.82 FEET TO THE NORTH LINE OF THE SOUTH 701.62 FEET OF THE EAST HALF OF THE EAST HALF OF SAID SOUTHWEST QUARTER;

THENCE ALONG SAID NORTH LINE NORTH 89 DEGREES 30 MINUTES 43 SECONDS WEST 354.86 FEET TO THE WEST LINE OF THE EAST HALF OF THE EAST HALF OF SAID SOUTHWEST QUARTER;

THENCE ALONG SAID WEST LINE NORTH 00 DEGREES 14 MINUTES 27 SECONDS EAST 1231.27 FEET;

THENCE SOUTH 89 DEGREES 45 MINUTES 48 SECONDS EAST 354.77 FEET TO THE TRUE POINT OF BEGINNING.

Excluded Property

EXHIBIT

"F"

FOR IMMEDIATE RELEASE

CONTACT:

Jack W. Lunsford
WESTMARC
623-435-0431

NEW FOREIGN TRADE ZONE BRINGS VALUABLE ECONOMIC DEVELOPMENT TO REGION

Approval of the Greater Maricopa Foreign Trade Zone will attract new businesses and employment opportunities for communities in the northern and western valleys of Maricopa County.

January 5, 2011 – Peoria, AZ – On December 22, 2010, approval was received from the U.S. Department of Commerce’s Foreign Trade Zones Board establishing and designating a new Foreign Trade Zone (FTZ or Zone) to serve the western and northern cities of Maricopa County. This new Zone (FTZ # 277) was created to provide the communities in the West Valley with an economic development tool that will attract and retain businesses and create new job opportunities.

“We are excited at receiving this approval, as we believe it will provide many new and expanded business and employment opportunities to our West Valley communities,” said Jack Lunsford, President of Greater Maricopa Foreign Trade Zone, Inc. (GMFTZ). Through this approval, Zone designation was overlaid on four sites, and FTZ # 277 provides an opportunity for other sites within the region to apply for designation. The approved sites include two located within the City of Goodyear, one in the City Surprise and one just west of the Town of Buckeye.

This Zone project was initiated when seven regional cities came together to discuss new methods and approaches needed to attract economic development, jobs and investment to the West Valley. “Harry Paxton from the City of Goodyear and John Hagen from the City of Surprise were instrumental in convening the group of cities at a WESTMARC Economic Development Committee meeting,” Lunsford said, “and Harry was the driver that kept it going among his colleagues.”

Each of these communities; Goodyear, Surprise, Buckeye, Avondale, Gila Bend, Peoria, and El Mirage are represented on a Zone advisory board by their respective economic development directors. Since the inception of the Zone, Wickenburg and Glendale have been added as Board Members. As advisory board members, they will work in a cooperative effort with GMFTZ, to market, develop and enhance the Zone to further the opportunities within their communities and the surrounding region.

The uniqueness of GMFTZ is it is the first FTZ in Arizona, and one of just a few in the country, where a regional effort was led by cities but has been completely funded by the private sector/land owners in the West Valley with support from participating communities and school districts. The formation of other Arizona FTZs have been originated and funded by municipalities.

Foreign Trade Zone designation is a powerful economic development tool. This federal program provides importers, third-party logistics providers, manufacturers, and exporters with a number of cost saving benefits, such as reduced duties, consolidated weekly entries, etc. Therefore, having this designation within the West Valley provides a value-added benefit that can be utilized when competing against other locations for a corporate relocation, expansion or investment. In addition, Arizona state law allows for the reduction of 75% of property taxes on new buildings, plant and equipment within an activated zone site.

“Not all companies can benefit from an FTZ,” stated Curtis Spencer, national FTZ consultant and customs expert and consultant to GMFTZ. “A number of factors must be reviewed and analyzed to make that determination, but this new West Valley zone has already begun to attract new businesses, adding over 300 employees before it was even approved!”

Because the four sites were pre-approved in the Zone application, Paxton explained, “this is one of the most aggressive approaches to FTZs in Arizona. The private landowners aggressively marketing along with WESTMARC and the communities. Completing a cost-benefit analysis can provide an organization with an estimate of the costs and savings associated with establishing an FTZ. IMS Worldwide, Inc., Mr. Spencer’s firm, offers a free online cost-benefit analysis tool that can provide companies with this insight (www.imsww.com).

“Arizona has the most unique FTZ Benefits structure in the entire country. No other FTZ project in the USA gives companies this kind of competitive edge. FTZ #277 will flourish for years to come with its regional management approach with WESTMARC as the Grantee/Administrator,” said Mr. Spencer.

Greater Maricopa Foreign Trade Zone, Inc., a private, non-profit corporation formed by WESTMARC, is the grantee of the Zone and WESTMARC is the Zone administrator. WESTMARC has a long term contract with IMS which provides services to businesses, WESTMARC and the communities. In addition, IMS’s national presence and client services will also help attract more businesses to the GMFTZ.

WESTMARC is the public advocacy and economic development coalition working for the enhancement of the quality of life for citizens in the West Valley of Maricopa County (www.westmarc.org). WESTMARC was founded in 1990 to promote a positive image of the communities it represents and to advocate on their behalf. Its mission is to “coordinate and facilitate the influence of Western Maricopa County on public policy issues.” WESTMARC members include the communities of Avondale, Buckeye, El Mirage, Gila Bend, Glendale, Goodyear, Litchfield Park, Peoria, Sun City, Sun City West, Surprise, Tolleson, Wickenburg, and Youngtown.

EXHIBIT

"G"



December 26, 2012

Mr. Ron Fleming
President
Water Utility of Greater Tonopah
21410 N. 19th Avenue, Suite 201
Phoenix, AZ 85027

Re: Request for Water Service

Please accept this letter as a request for service, from the owners representing approximately 960 acres within the Certificate of Convenience and Necessary for the Water Utility of Greater Tonopah. The property is more particularly described in Exhibit A attached hereto. It is our intention to continue to pursue the rezoning, preliminary platting, and development of this master planned community.

Sincerely,

Jack Fields
Chief Operating Officer

Attachments:
Exhibit A – Legal Description



Exhibit A

Desert Whisper, Maricopa County, AZ

Legal Description

Entire Project:

Section 23 and the West Half of Section 14, T2N, R6W, G&SRB&M, Maricopa County, Arizona

Water CC&N Expansion:

Northwest Quarter of Section 23 and the West Half of Section 14, T2N R6W, G& SRB&M,
Maricopa County , Arizona