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BEFORE THE ARIZONA CORPORATION

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COMMISSIONERS

- BOB STUMP, Chairman
- GARY PIERCE
- BRENDA BURNS
- BOB BURNS
- SUSAN BITTER SMITH

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 15th day of January 2013.

ROSHKA DEWULF & PATTEN, PLC.

Arizona Corporation Commission
DOCKETED
JAN 15 2013

DOCKETED BY *ISM*

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

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- 1 Original + 15 copies of the foregoing
filed this 15th day of January 2013, with:
- 2
- 3 Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington
4 Phoenix, Arizona 85007
- 5 Copies of the foregoing hand-delivered/mailed
this 15th day of January 2013, to:
- 6
- 7 Lyn Farmer, Esq.
Assistant Chief Administrative Law Judge
Hearing Division
8 Arizona Corporation Commission
1200 West Washington
9 Phoenix, Arizona 85007
- 10 Janice Alward, Esq.
Chief Counsel, Legal Division
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- 13 Steve Olea, Director
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15 Phoenix, Arizona 85007
- 16 Brian Bozzo
Manager Compliance Enforcement, Utilities Division
17 Arizona Corporation Commission
1200 West Washington
18 Phoenix, Arizona 85007

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By 

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.

| | | | | | |
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PART 2

As of 30 November 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** | \$48,367,407 | 100% | \$30,979,375 | 100% |
| | <u>\$48,367,407</u> | <u>100%</u> | <u>\$30,979,375</u> | <u>100%</u> |
| | Francisco Grande | | Water Utility of Greater Buckeye | |
| Long-Term Debt* | \$0 | 0% | \$12,617 | 2% |
| Equity** | \$0 | 0% | \$810,530 | 98% |
| | <u>\$0</u> | <u>100%</u> | <u>\$823,147</u> | <u>100%</u> |
| | Valencia Water Co | | Water Utility of Greater Tonopah | |
| Long-Term Debt* | \$0 | 0% | \$0 | 0% |
| Equity** | \$1,227,248 | 100% | (\$4,555,946) | 100% |
| | <u>\$1,227,248</u> | <u>100%</u> | <u>(\$4,555,946)</u> | <u>100%</u> |
| | Willow Valley Water Co | | Water Utility of North Scottsdale | |
| Long-Term Debt* | \$0 | 0% | \$0 | 0% |
| Equity** | \$2,728,090 | 100% | (\$386,630) | 100% |
| | <u>\$2,728,090</u> | <u>100%</u> | <u>(\$386,630)</u> | <u>100%</u> |
| | Hassayampa Utility Co | | CP Water Co. | |
| Long-Term Debt* | \$0 | 0% | \$0 | 0% |
| Equity** | (\$1,042,379) | 100% | \$2,167 | 100% |
| | <u>(\$1,042,379)</u> | <u>100%</u> | <u>\$2,167</u> | <u>100%</u> |
| | Picacho Cove Water | | Picacho Cove Utilities | |
| Long-Term Debt* | \$0 | 0% | \$0 | 0% |
| Equity** | \$119,056 | 100% | (\$248,621) | 100% |
| | <u>\$119,056</u> | <u>100%</u> | <u>(\$248,621)</u> | <u>100%</u> |
| | Baltarra Sewer | | | |
| Long-Term Debt* | \$0 | 0% | | |
| Equity** | \$1,440,657 | 100% | | |
| | <u>\$1,440,657</u> | <u>100%</u> | | |

*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 Officer

X 

 Signature of Officer