

ORIGINAL



0000146889

BEFORE THE ARIZONA CORPORA

RECEIVED

COMMISSIONERS

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

2013 JUL 15 P 4:19

ARIZONA CORP COMMISSION  
DOCKET CONTROL

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-04-0767

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-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67830  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the  
attached Acquisition Schedule.

RESPECTFULLY submitted this 15<sup>th</sup> day of July 2013.

ROSHKA DEWULF & PATTEN, PLC

By

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

Arizona Corporation Commission  
**DOCKETED**

JUL 15 2013

DOCKETED BY

**ROSHKA DEWULF & PATTEN, PLC**  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET - SUITE 800  
PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27

Original + 13 copies of the foregoing  
filed this 15<sup>th</sup> day of July 2013, with:

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

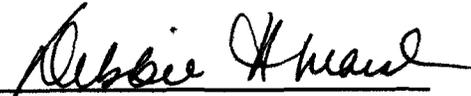
Copies of the foregoing hand-delivered/mailed  
this 15<sup>th</sup> day of July 2013, to:

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

Janice Alward, Esq.  
Chief Counsel, Legal Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Steve Olea, Director  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Brian Bozzo  
Compliance Manager  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007



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 31 May 2013, 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**	\$46,618,282	100%	\$29,316,637	100%
	<u>\$46,618,282</u>	<u>100%</u>	<u>\$29,316,637</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$9,987	1%
Equity**	\$0	0%	\$812,372	99%
	<u>\$0</u>	<u>100%</u>	<u>\$822,359</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	(155,695)	100%	(4,409,619)	100%
	<u>(155,695)</u>	<u>100%</u>	<u>(4,409,619)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$2,477,636	100%	(393,412)	100%
	<u>\$2,477,636</u>	<u>100%</u>	<u>(393,412)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	(1,013,393)	100%	\$1,931	100%
	<u>(1,013,393)</u>	<u>100%</u>	<u>\$1,931</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,761	100%	(249,081)	100%
	<u>\$118,761</u>	<u>100%</u>	<u>(249,081)</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,448,510	100%		
	<u>\$1,448,510</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

*Cindy M. Liles*