

ORIGINAL



0000148332

BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

2013 OCT 15 P 3:42

CORP COMMISSION
DOCKET CONTROL

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 October 2013.

ROSHKA DEWULF & PATTEN, PLC.

By Timothy J. Sabo

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

Arizona Corporation Commission
DOCKETED

OCT 15 2013

DOCKETED BY MR

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 Original + 15 copies of the foregoing
2 filed this 15th day of October 2013, with:

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

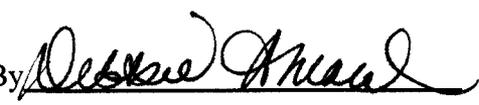
7 Copies of the foregoing hand-delivered/mailed
8 this 15th day of October 2013, to:

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

15 Janice Alward, Esq.
16 Chief Counsel, Legal Division
17 Arizona Corporation Commission
18 1200 West Washington
19 Phoenix, Arizona 85007

20 Steve Olea, Director
21 Utilities Division
22 Arizona Corporation Commission
23 1200 West Washington
24 Phoenix, Arizona 85007

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

28 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.

PART 2

As of August 31, 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%
Equity**	46,679,241	100%	29,326,972	100%
	<u>\$ 46,679,241</u>	<u>100%</u>	<u>\$ 29,326,972</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	8,631	1%
Equity**	-	0%	842,557	99%
	<u>\$ -</u>	<u>100%</u>	<u>\$ 851,188</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	153,707	100%	(4,320,795)	100%
	<u>\$ 153,707</u>	<u>100%</u>	<u>\$ (4,320,795)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	2,501,636	100%	(399,554)	100%
	<u>\$ 2,501,636</u>	<u>100%</u>	<u>\$ (399,554)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	(972,473)	100%	2,184	100%
	<u>\$ (972,473)</u>	<u>100%</u>	<u>\$ 2,184</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	118,636	100%	(248,873)	100%
	<u>\$ 118,636</u>	<u>100%</u>	<u>\$ (248,873)</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	-	0%		
Equity**	1,452,597	100%		
	<u>\$ 1,452,597</u>	<u>100%</u>		

*Include current portion of Long-term Debt.

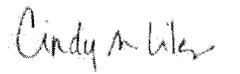
**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

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 RON FLEMING 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