

ORIGINAL



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Docket #: **W-03514A-13-0111 & W-03514A-13-0142**

Arizona Corporation Commission - Public Comment, Suzanne Nee, April 30, 2014

Questions about JW Water Holdings, LLC owners/members and check cashing

Upon further review, a Limited Liability Company, such as JW Water Holdings can be Manager-managed by a Member, when all the Members do not want to be active in managing the Company. However, in Jason Williamson's Feb. 4, 2012 testimony, Vol. I, pg. 198, lines 24-25, when asked by Ms Reidhead, Q. "Who owns the shares of Payson Water Company?" Mr. Williamson replied, A. "JW Water Holdings."

On pg. 199. Lines 1-7, Ms. Reidhead asks, Q. And who else is a shareholder of that? Mr. Williamson replies A. "I have seven partners." Ms. Reidhead asks, Q. Can you tell us the names of those? Mr. Williamson, A. "Sure. Ben Friedman, Brian Friedman, Barry Tally, Pat Carpenter, Neil Pomerantz, and I am missing one. I will have to look at my records and get back to you on that."

To my knowledge, Mr. Williamson never got back to Ms. Reidhead or anyone on who the unnamed owner(s) is/are. I am also not sure if when Mr. Williamson replied, "I have seven partners (of JW Water Holdings) if he was including himself. In either case, he only listed five names. If he meant to include himself in the seven, then he is **missing one name or member**. If he was not including himself in the seven, then he is **missing two** other names of members. Who are the member(s) or entities not named by Mr. Williamson? I sent an email to Info@JWWater.net on March 18, 2014 asking who the owners of JW Water were. Exhibit A- Ownership question. (I now understand that if no member owns 20% or more, then no member's names must be listed.) But again, I received no reply on the ownership of JW Water Holdings, LLC. If there is nothing to hide, why couldn't JW Water tell me who the owners are?

I now also understand that the Arizona Corp Commission's Application for Registration Foreign LLC form says that if any member owns less than 20%, they may be listed but it is not required. The form also says **to check** the appropriate box or boxes below each person listed. Note, Jason Williamson is listed as a manager, and per his Feb. 4, 2014, Vol I, pg. 184, lines 17-19, Mr. Shapiro asked Mr. Williamson, Q. "Are you are also the managing member of the shareholder JW Holdings? A. "Yes."

So why did Mr. Williamson in JW Water Holdings Application for Registration Foreign LLC not check either box - 20% or more member, or Less than 20% Member? See Exhibit B- Application JW Water, pg. 4 of 7. He did testify that he was a managing member.

Also confusing is that Payson Water Company customers were told to make our checks payable to "Payson Water Company." However, I noticed my March 10, 2014 payment of \$60 was cashed by Pivotal Utility. See Exhibit C - SN TruWest CU statement. Jason Williamson is also a member of Pivotal Utility Management, LLC

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APR 30 2014

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per the Pivotal's Application for Registration Foreign LLC filed with the ACC. See Exhibit D- Registration Pivotal Utility Mgt., LLC. I've also attached Pivotal Utility Management, LLC's Colorado Articles of Organization. See Exhibit E- Pivotal Utility Mgt., LLC, Colorado Articles of Organization. Per this document other managers or members are: John Clingman, Jason Williamson, and Dwight Zemp. They aren't mentioned on the Arizona Registration for Pivotal Utility Mgt, LLC.

It is odd that checks made out to Payson Water Company are not cashed by Payson Water Company nor JW Water Holdings, LLC. Why does Pivotal Utility Management cash these checks, when Pivotal is not listed as a shareholder of Payson Water Company nor JW Water Holdings, LLC? This seems an inappropriate way to handle the revenue stream and accounting for a business. I recall during public comment that one PWC Customer submitted her Brooke Utility Water bill and she noted that Jaco Oil, Co. cashed her check. Again, revenue flowing to another Company's account, even if it is a shareholder, seems inappropriate.

One Other Noted Discrepancy on Ownership in Testimony

As noted above, Mr. Williamson testified that he is the managing member of the shareholder, JW Holdings. When asked in his testimony, Vol. I, pg. 185, lines 2-5, Q. "To your knowledge, Mr. Hardcastle, did he have a personal or direct interest in the stock ownership of Payson Water Company?" A. **"I don't know."**

Then when asked on Pg. 185, lines 16-25, Q. "Do you have in front of you what has been marked Exhibit A-13?" A. "Yes." Q. "Is this a true and correct copy of the prefiled testimony of Mr. Hardcastle?" A. "It is." Q. "Okay. And are you adopting this testimony in this case because Mr. Hardcastle is no longer affiliated with the company in any capacity?" A. "I am."

On Pg. 186, lines 4-7, Q. " Other than the personal information that is obviously germane to Mr. Hardcastle, so you adopt everthing in there as your testimony?" A. "Yes."

Mr. Williamson claimed that he "did not know" if Mr. Hardcastle had personal or direct interest in the stock ownership of PWC. And Mr. Williamson said that he was adopting everything in Mr. Hardcastle's prefiled testimony.

In Mr. Hardcastle's April 22, 2013, Direct Testimony, Document# 145511, Pg. 1, lines 8-9, he stated "I'm the President of Brooke Utilities, Inc. ("BUI"). BUI is the sole shareholder of PWC."

Since Mr. Williamson is the managing member who also testified that he negotiated for JW Water to purchase Brooke Utilities, Inc., how could he not know that Mr. Hardcastle owned 20% or more interest in BUI? See Exhibit F - Brooke Utilities, Inc. 2013 Annual Report filed with the ACC. It lists Robert Hardcastle, Jaco Oil Co., and Chrystal Investments, LLC as shareholders holding more than 20% of any class of

shares or having more than 20% beneficial interest in the corporation. Also, if Mr. Williamson adopted Mr. Hardcastle's prefiled testimony, which clearly stated BUI was the sole shareholder of Payson Water Company, how could he not know that Mr. Hardcastle had a personal or direct interest in the stock ownership of Payson Water Company? It appears Mr. Williamson, for being the President of Payson Water Company and Managing-Member of JW Water Holdings, LLC has forgotten some important details of the ownership transfer of PWC.

Exhibit A - Ownership questions
to Info@jwwater.net

Suzanne Nee <suzannenee.16@gmail.com>

Mar 18

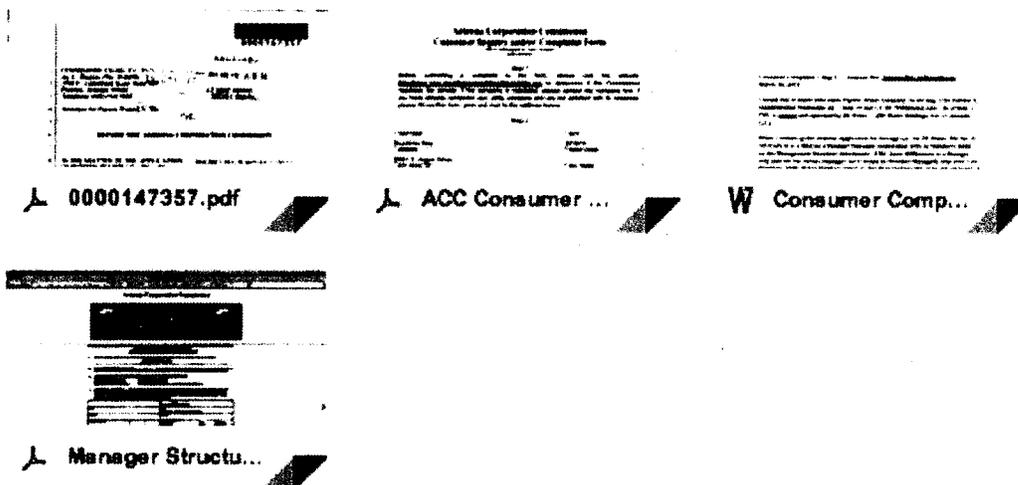
to Info, Lauren, Maria, mailmaster

To Whom It May Concern at JW Water:

I would like to know if someone there can answer why the Registration for JW Water Holdings, LLC listed it as a Manager-Managed corporation with no members listed? Someone has to own JW Water and the names of owners with 20% or more ownership is/are supposed to be listed on this form. If JW Water owns Payson Water Co., someone has to own JW Water. I would like to know who owns Payson Water Company. Why the big secret?

Sincerely,
Suzanne Nee

4 Attachments



from: Suzanne Nee <suzannenee.16@gmail.com>

to: Info@jwwater.net,
mailmaster@azcc.gov

cc: "Gilger, Lauren" <LGilger@abc15.com>,
"Tomasch, Maria" <MTomasch@abc15.com>

date: Tue, Mar 18, 2014 at 6:26 PM

subject: Fwd: Consumer Complaint - Payson Water Company

mailed-by: gmail.com

AZ CORPORATION COMMISSION
FILED

AZ Corp. Commission
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JUN 14 2013

FILE NO. 21854260

Exhibit B

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions (02/11)

1. ENTITY TYPE - check only one to indicate the type of entity applying for registration:

- LIMITED LIABILITY COMPANY
- PROFESSIONAL LIMITED LIABILITY COMPANY

2. NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME) - enter the exact, true name of the foreign LLC:

JW Water Holdings, LLC

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - Identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

- 3.1 Same in state or country of formation, with no changes or additions - go to number 4 and continue:
- 3.2 Fictitious name - check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. NOTE - a resolution of the company adopting the fictitious name must be attached to and submitted with this form.
- 3.3 If you checked 3.2, enter or print the name to be used in Arizona:

4. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES - If professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. FOREIGN DOMICILE - list the state or country in which the foreign LLC was formed:
Colorado

6. DATE OF FORMATION IN FOREIGN DOMICILE: 12/03/2012

7. PURPOSE OR GENERAL CHARACTER OF BUSINESS - describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
Holdings in water utility companies.

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9. STATUTORY AGENT IN ARIZONA:	
9.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent.	9.2 OPTIONAL - Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box).
InCorp Services, Inc.	
2338 W. Royal Palm Rd., Ste. J	
Phoenix AZ 85021-9389	
9.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Registration.	

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see instructions 10221 - give the physical or street address (not a P. O. Box) of the foreign LLC required to be maintained in the state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Jason Williamson		
7460 E. Bayaud Avenue		
Denver		
CO	80230	
UNITED STATES		

10. OPTIONAL - ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

10.1 Is the Arizona known place of business street address the same as the street address of the statutory agent? Yes - go to the next page and continue. No - complete number 10.2 and continue.

10.2 If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

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COMPLETE NUMBER 11 OR NUMBER 12 - NOT BOTH.

11. **MANAGER-MANAGED LLC** - see Instructions L026 - check this box if management of the LLC is vested in a manager or managers, and complete and attach the **Manager Structure Attachment form L040**. The filing will be rejected if it is submitted without the attachment.

12. **MEMBER-MANAGED LLC** - see Instructions L025 - check this box if management of the LLC is reserved to the members, and complete and attach the **Member Structure Attachment form L041**. The filing will be rejected if it is submitted without the attachment.

13. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.



I ACCEPT

Jason Williamson, Manager

6/6/13

REQUIRED - check only one and fill in the corresponding blank if signing for an entity.

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
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Filing Fee: \$1,000 (regular processing) Expedited processing - add \$25.00 to filing fee. All fees are non-refundable - see Instructions.	Name: Arizona Corporation Commission - Corporate Filings Section 1900 W. Washington St., Phoenix, Arizona 85007 Fax: 602-952-5300
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Please be advised that A.C.C. forms collect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
 If you have questions concerning the Instructions, please call 602-952-5300 or (within Arizona only) 800-349-6876.

LR2004
04/20/09

Arizona Corporation Commission - Corporation Filings
Page 4 of 5

DO NOT WRITE ABOVE THIS LINE, RESERVED FOR ACC USE ONLY.
MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** - give the exact name of the LLC (foreign LLCs - give name in domestic state or country):
 JW Water Holdings, LLC
- A.C.C. FILE NUMBER (if known):**
 Find the A.C.C. file number on the upper corner of filed documents OR on our website at <http://www.azcc.gov/submit/corrections>
- Check one box only to indicate what document this Attachment goes with:
 Articles of Organization Articles of Amendment
 Application for Registration Articles of Amendment to Application for Registration
- MANAGERS / MEMBERS** - give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - do not check both member boxes. If more space is needed, use another Manager Structure Attachment form.

Name		Jason Williamson	
Address 1		7460 E. Bayaud Avenue	
Address 2 (optional)		Address 2 (optional)	
City	State or Province	City	State or Province
Denver	CO	80230	
Country	20% or more member	Country	20% or more member
<input type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member	<input checked="" type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member
Name		Name	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State or Province	City	State or Province
Country	20% or more member	Country	20% or more member
<input type="checkbox"/> 20% or more member		<input type="checkbox"/> 20% or more member	

← ?

<input type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member	<input type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member
NAME		NAME	
ADDRESS 1		ADDRESS 1	
ADDRESS 2 (OPTIONAL)		ADDRESS 2 (OPTIONAL)	
CITY	STATE OR PROVINCE	CITY	STATE OR PROVINCE
COUNTRY	<input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	COUNTRY	<input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
<input type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member	<input type="checkbox"/> Manager	<input type="checkbox"/> Less than 20% member

FORM 901
REV 2008

Arizona Corporation Commission - Corporation Creation
Page 1 of 7

DO NOT WRITE ABOVE THIS LINE UNLESS YOU ARE CERTAINLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions **100021**

1. **ENTITY NAME** - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

JW Water Holdings, LLC

2. **A.C.C. FILE NUMBER** (If entity is already incorporated or registered in AZ):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at <http://www.azcc.gov/AboutUs/Corporations>

3. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity):

InCorp Services, Inc.

- 3.1 Check one box: The statutory agent is an Individual (natural person).
 The statutory agent is an Entity.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

(9)

I ACCEPT

Heather Nee

Heather Nee on behalf of Incorp Services, Inc.

06/11/13

REQUIRED - check only one

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Filing Fee: none (regular processing) Expedited processing - (available only if this form is submitted by itself) and \$25.00 in filing fee. All fees are non-refundable - see instructions.	Mail: Arizona Corporation Commission - Corporate Filing Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-943-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
If you have questions after reading the Instructions, please call 602-943-4100 or (within Arizona only) 800-943-4100.

FORM 01
FAC 1/10

Arizona Corporation Commission - Corporate Filing Section
Page 1 of 1

OFFICE OF THE SECRETARY OF STATE OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

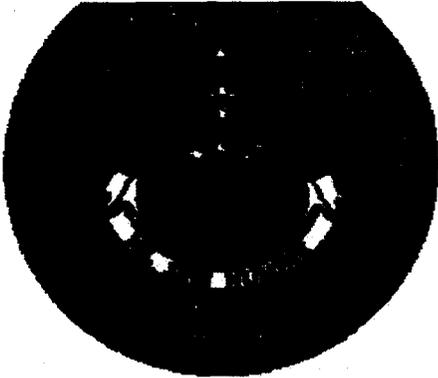
JW Water Holdings, LLC

is a Limited Liability Company formed or registered on 12/03/2012 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20121669974.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 06/10/2013 that have been posted, and by documents delivered to this office electronically through 06/12/2013 @ 07:55:12.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 06/12/2013 @ 07:55:12 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8563738.

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Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/Info/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."

CERT_CS_D Revised 08/20/2008

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EXHIBIT C



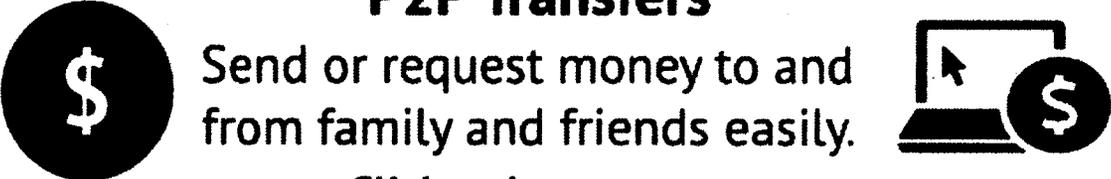
Member No.
XXX5780

Statement Period
Thru 03-31-14

NOTICE: See disclosures for important information regarding your rights to dispute billing errors and electronic funds transfer errors.

SUZANNE NEE
2051 E ASPEN DR
TEMPE AZ 85282-2908

ACCOUNT SUMMARY	
Savings	Certificates
Checking	IRAs
Money Market	Total Loans
Total Deposits	



P2P Transfers

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SHARE SAVINGS - Account #1				
Beginning Balance	Deposits	Withdrawals	Ending Balance	YTD Dividends Paid

Posting Date	Transaction Description	Deposit	Withdrawal	Balance
MAR01	Balance Forward			
MAR31	DIVIDEND			

Annual Percentage Yield Earned From 03/01/14 Thru 03/31/14 on Average Daily Balance of

CHOICE CHECKING - Account #2				
Beginning Balance	Deposits	Withdrawals	Ending Balance	YTD Dividends Paid

Posting Date	Transaction Description	Deposit	Withdrawal	Balance
MAR01	Balance Forward			
MAR04				
MAR04				

(12)

MAR05	E [REDACTED]		
MAR05	E [REDACTED]		
MAR07	E [REDACTED]		
MAR10	EFT TruWest Bill Pay PIVOTAL UTILITY BILL PAYMT140307		-60.00
MAR10	CHECK [REDACTED]		
MAR11	[REDACTED] ef.		
MAR13	[REDACTED]		
MAR14	[REDACTED]		
MAR14	[REDACTED]		
MAR19	[REDACTED]		
MAR21	[REDACTED]		
MAR22	[REDACTED] ef.		
MAR22	[REDACTED]		
MAR22	[REDACTED]		
MAR24	[REDACTED]		
MAR25	[REDACTED]		
MAR26	[REDACTED]		
MAR27	[REDACTED]		
MAR27	[REDACTED]		
MAR31	[REDACTED]		

Annual Percentage Yield Earned [REDACTED] From 03/01/14 Thru 03/31/14 on Average Daily Balance [REDACTED].

Check Recap:

* Indicates check out of sequence

CHECK	DATE	AMOUNT	CHECK	DATE	AMOUNT	CHECK	DATE	AMOUNT
[REDACTED]	MAR10	[REDACTED]	[REDACTED]	MAR19	[REDACTED]	[REDACTED]	MAR27	[REDACTED]
[REDACTED]	MAR27	[REDACTED]	[REDACTED]	MAR25	[REDACTED]			

YTD Account Summaries

Deposit Account Totals

YTD Dividends Paid: \$ [REDACTED]

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Exhibit D

AZ Corp. Commission



03093189

**LIMITED LIABILITY COMPANY
STATEMENT OF ADDRESS CHANGE AND
STATEMENT OF STATUTORY AGENT CHG.
Pursuant to A.R.S. §§ 29-805 and 29-806.01**

FILED FEE \$100 (A.R.S. § 29-805)

THIS FORM IS NOT TO BE USED FOR ADDING MEMBERS - IF ADDING MEMBERS PLEASE USE THE AMENDMENT FORM

It is important that the information you provide on this form be correct. To obtain the correct information about the Limited Liability Company's current known place of business and statutory agent, consult the Customer Phone Bank at (800) 545-9029 or the Division's website at www.azcc.gov/Information/Information.

1. The exact name of the Limited Liability Company (LLC) currently on file with the Arizona Corporation Commission (ACC) is:

PIVOTAL UTILITY MANAGEMENT, LLC

RECEIVED

2. The ACC file number is: R-1117988-9 C

APR 1 2 2010

3. The current address of the LLC's known place of business on file with the ACC is:

% C T CORPORATION SYSTEM

2394 E CAMELBACK RD

PHOENIX, AZ 85018

4. The name and street address* of the current statutory agent on file with the ACC are:

C T CORPORATION SYSTEM

2394 E CAMELBACK RD

PHOENIX, AZ 85018

5. If the LLC was not organized in Arizona, the address of the office required to be maintained in the state of its organization or, if not so required, of the principal office of the foreign LLC is:

8228 E TENNESSEE AVE #401

DENVER, CO 80224

6. Is the known place of business in Arizona to be changed?

No Yes and the address of the new place of business is:

% INCORP SERVICES, INC.

2808 W. ROYAL PALM RD., STE. J

PHOENIX, AZ 85021-8339

* street address must be a physical address. P.O. box addresses and postital mail boxes (PMB) will not be accepted.

LL-0002
Rev. 10/2007
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Arizona Corporation Commission
Department 0040000

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LLC Name FIVOTAL UTILITY MANAGEMENT, LLC AOC File Number R-1117888-9

7. Is the street address of the current statutory agent to be changed?
 No. Yes, the new street address* of the current statutory agent is:

8. Is a new statutory agent to be appointed?
 No. Yes. If you checked "yes", you must complete the following information and the new statutory agent must accept his/her appointment (below).

The new statutory agent is: INCRP SERVICES, INC.

New street address* of the statutory agent is:

2800 W. ROYAL PALM RD., STE. J

PHOENIX, AZ 85021-8338

**Acceptance of Appointment
By Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named limited liability company effective this 17th day of APRIL, 2014.

Signature: Tennie Bedlacek, Inc. By Tennie Bedlacek

Printed Name: TENNIE BEDLACEK Title: G.O.O.

INCRP SERVICES, INC.

If signing on behalf of a company, please print the company name here.

9. Is the address of one or more of the LLC's members or managers to be changed?
 No. Yes. If you checked "yes", you must complete the following information for each member or manager whose address is to be changed:

Name:	Member or Manager (circle one)
Current Address: _____	New Address: _____
_____	_____
_____	_____

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LLC Name PRYOTAL UTILITY MANAGEMENT, LLC ACG File Number R-1117688-0

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

* street address must be a physical address. P.O. Box addresses and personal mail boxes (PMB) will not be accepted.

Changes to the statutory agent address must be executed by the statutory agent.	A.R.S. §§20-602 and 20-605.01 requires that changes to limited liability companies (except for changes to the statutory agent's address) be executed by a member/manager of the LLC.
Dated this _____ day of _____	Dated this <u>5th</u> day of <u>April</u> 20 <u>10</u>
Signature: _____	Signature: <u>[Handwritten Signature]</u>
Printed Name: _____	Printed Name: <u>James Williamson</u>
<small>If signing as behalf of a company, please print the company name first.</small>	Title: <u>Member</u>

LL-600
Rev. 10/2007
Page 2 of 2

Arizona Department of Corporation
Corporations Division

16

Please include a typed self-addressed envelope

ARTICLES OF ORGANIZATION

Exhibit E

I/We the undersigned natural person(s) of the age of eighteen years or more, acting as organizer(s) of a limited liability company under the Colorado Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

FIRST: The name of the limited liability company is: Photal Utility Management, LLC

SECOND: Principal place of business (if known): 220 Malibu Street, Castle Rock, CO 80104

THIRD: The street address of the initial registered office of the limited liability company is: 220 Malibu Street, Castle Rock, CO 80104

The mailing address (if different from above) of the initial registered office of the limited liability company is: Same as Above

The name of its proposed registered agent in Colorado at that address is:

John W. Clingman

FOURTH: The management is vested in managers (check if appropriate)

FIFTH: The names and business addresses of the initial manager or managers or if the management is vested in the members, rather than managers, the names and addresses of the member or members are:

NAME

ADDRESS (include zip codes)

John Clingman 220 Malibu Street Castle Rock, CO 80104

Jason Williamson 220 Malibu Street Castle Rock, CO 80104

Dwight Zemp 220 Malibu Street Castle Rock, CO 80104

SIXTH: The name and address of each organizer is:

NAME

ADDRESS (include zip code)

John Clingman 220 Malibu Street Castle Rock, CO 80104

Jason Williamson 220 Malibu Street Castle Rock, CO 80104

Revised 7/95



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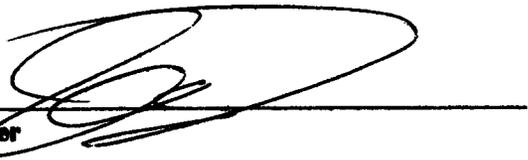
Organizer

0 - 00

Organizer

Signed

Organizer

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and somewhat illegible.

Revised 7/95

18



Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
 Date and Time: 12/03/2012 02:31 PM
 ID Number: 20121669974
 Document number: 20121669974
 Amount Paid: \$1.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to § 7-80-203 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

WC Acquisition, LLC

(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "L.L.C.", "llc", or "ltd.". See §7-90-601, C.R.S.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the limited liability company's initial principal office is

Street address **7460 E. Bayaud Avenue**
(Street number and name)

Denver **CO** **80230**
(City) (State) (ZIP/Postal Code)

United States
(Country)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name
 (if an individual) **Rosenthal** **Gil** **B.**
(Last) (First) (Middle) (Suffix)

or
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address **370 17th Street**
(Street number and name)

Suite 5350

Denver **CO** **80202**
(City) (State) (ZIP Code)

Mailing address
 (leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

Name
(if an individual) Williamson Jason
(Last) (First) (Middle) (Suffix)

or

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Mailing address 7430 E. Bayaud Avenue
(Street number and name or Post Office Box information)

Denver CO 80230
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

one or more managers.

or

the members.

6. (The following statement is adopted by marking the box.)

There is at least one member of the limited liability company.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Williamson</u>	<u>Jason</u>		
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<u>7460 E. Bayaud Avenue</u>			
<i>(Street number and name or Post Office Box information)</i>			
<hr/>			
<u>Denver</u>	<u>CO</u>	<u>80230</u>	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
<u>United States</u>			
<i>(Province - if applicable)</i>		<i>(Country)</i>	

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Document number: 20131277290
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-80-209 of the Colorado Revised Statutes (C.R.S.)

ID number:

20121669974

1. Entity name:

WC Acquisition, LLC

(If changing the name of the limited liability company, indicate name before the name change)

2. New Entity name:
(if applicable)

JW Water Holdings, LLC

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the limited liability company's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

_____ *(mm/dd/yyyy)*

or

If the limited liability company's period of duration as amended is perpetual, mark this box:



6. *(Optional)* Delayed effective date:

_____ *(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Williamson

Jason

(Last)

(First)

(Middle)

(Suffix)

7460 E. Bayaud Avenue

(Street name and number or Post Office Box information)

Denver

(City)

CO 80230

(State)

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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