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AZ CORP COMMISSION
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LOS CABOS
ORANGE COUNTY
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SALT LAKE CITY
TUCSON

July 17, 2015

By hand delivery

Mr. Steve Olea
Director, Utilities Division
1200 West Washington
Phoenix, Arizona 85007

Arizona Corporation Commission
DOCKETED

JUL 17 2015

DOCKETED BY	MLB
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Re: **Notice of Condemnation**
Valencia Water Company, Inc. (Town Division and Greater Buckeye Division)
Docket Nos. W-01212A-06-0666 and W-02451A-06-0666

Dear Mr. Olea:

As we discussed earlier this year, Valencia Water Company, Inc. ("Valencia") and the City of Buckeye ("City") have agreed to the terms of the condemnation of Valencia's utility assets by the City. The City's condemnation complaint and the settlement were approved by the Superior Court on June 9, 2015. This letter provides notice that effective July 14, 2015, all of Valencia's utility assets were condemned by the City.

A copy of the recorded **Final Order in Condemnation** is attached. The condemnation applies to both of Valencia's divisions, the Town Division and the Greater Buckeye Division.

The City of Buckeye is now providing service to all of Valencia's customers. Valencia and its parent company, Global Water Resources, Inc., have worked with the City to ensure a smooth transition for all customers. The City is assuming the liability for all of Valencia's customer deposits, and those deposits will be refunded to customers in accordance with the City's deposit policy. In addition, the City has assumed all of Valencia's obligations under Valencia's main extension agreements.

Because Valencia no longer has customers or utility assets and is no longer providing utility service, it is not a public service corporation as defined by Article 15, Section 2 of the Arizona Constitution.

Mr. Steve Olea
July 17, 2015
Page 2

Valencia requests that the Utilities Division take all appropriate administrative actions to reflect the condemnation, including:

1. Removing Valencia from the Utilities Division's list of regulated water companies;
2. Removing Valencia from the Utilities Division's compliance database;
3. Modifying the Division's maps to reflect that Valencia's former Certificate of Convenience and Necessity ("CC&N") area is now served by the City of Buckeye and acknowledge the termination of Valencia's CC&N in accordance with the Final Order of Condemnation; and
4. Administratively closing the above-referenced docket.

Please do not hesitate to contact me if you have any questions concerning this letter.

Very truly yours,

Snell & Wilmer L.L.P.



Timothy J. Sabo

cc: ACC Docket Control (Original + 13 copies)
Maureen Scott, Esq. (ACC Legal Division)
Wesley C. Van Cleve, Esq. (ACC Legal Division)
Mr. Brian Bozzo (ACC Compliance Manager)
Ms. Lori H. Miller (ACC GIS Specialist)

at the request of Pioneer Title Agency, Inc.

When recorded mail to
Gust Rosenfeld PLC

71900238-SPK

Official Records of
Maricopa County Recorder
Helen Purcell
20150505039 07/14/2015 12:54
Electronic Recording
71900238-6-2-1-- N

Tax Code:

SPACE ABOVE THIS LINE FOR RECORDER'S USE

CAPTION HEADING: Final Order of Condemnation

DO NOT REMOVE

THIS IS PART OF THE OFFICIAL DOCUMENT

(THIS FORM IS FOR RECORDER'S USE ONLY)

Recording Cover Sheet
71900238

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13 *Attorneys for Valencia Water Company, Inc.;*
14 *Water Utility of Greater Buckeye, Inc.;*
15 *West Maricopa Combine, Inc.; and Valencia*
16 *Water Company, Inc. as successor-in-interest*
17 *to Valencia Land Company, Inc.*

10 IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
11 IN AND FOR THE COUNTY OF MARICOPA

12 CITY OF BUCKEYE, an Arizona municipal
13 corporation,

14 Plaintiff,

15 vs.

16 VALENCIA WATER COMPANY, INC.,
17 an Arizona corporation; WATER
18 UTILITY OF GREATER BUCKEYE,
19 INC., an Arizona corporation; WEST
20 MARICOPA COMBINE, INC., an Arizona
21 corporation; VALENCIA WATER
22 COMPANY, INC. as successor-in-interest
23 to VALENCIA LAND COMPANY, INC.;
24 ARIZONA DEPARTMENT OF
25 REVENUE, as to centrally-valued utility
26 properties, or taxes otherwise assessable or
27 collectible by said Department, any unpaid
28 taxes owing under law; COUNTY OF
MARICOPA, as to any unpaid real
property taxes; PARTY(IES) IN
POSSESSION OF AN UNRECORDED
INTEREST; UNKNOWN
DEFENDANTS; SUCCESSORS,
ASSIGNS AND INTEREST HOLDERS
BY INSTRUMENTS OR BY LAW;
HEIRS AND DEVISEES OF THE
ABOVE-NAMED DEFENDANTS, IF
DECEASED,

Defendants.

FILED
6/9/15 9:50am
MICHAEL K. JEANES, Clerk
By *W. Hadden*
Deputy

CERTIFIED COPY

No. CV2015-003816

STIPULATED FINAL ORDER OF
CONDEMNATION

(Assigned to the
Honorable Katherine Cooper)

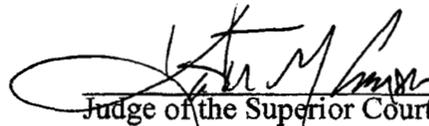
1 Pursuant to the Stipulation for Entry of Stipulated Final Order of Condemnation,
2 and it appearing to the Court that the Stipulated Final Judgment in Condemnation ("Final
3 Judgment") heretofore entered in favor of the Defendants and against the Plaintiff has
4 been paid, with the exception of the Growth Premium payments set forth in the
5 Settlement Agreement for Stipulated Condemnation and Final Judgment which are not
6 yet due and payable; and

7 **IT IS FURTHER APPEARING** to the Court that, pursuant to the provisions of
8 the aforementioned Final Judgment, this Court may now enter this Stipulated Final Order
9 of Condemnation.

10 **IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED**, that:

- 11 1. A fee simple interest in the "Assets," as defined in Section 2.1 of the Settlement
12 Agreement at Exhibit 1 to the Final Judgment and as legally described and
13 designated in Exhibit A attached to this Stipulated Final Order of Condemnation,
14 is hereby vested in Plaintiff, City of Buckeye;
- 15 2. Plaintiff has remaining obligations which are intended to, and do, survive the
16 entry of the Final Judgment, the Partial Satisfaction of Final Judgment, and this
17 Stipulated Final Order of Condemnation (as set forth in Sections 2.13, 2.17 and
18 otherwise in the Settlement Agreement for Stipulated Condemnation (at Exhibit 1
19 to the Final Judgment) and in the Final Judgment itself); and
- 20 3. This Court shall retain jurisdiction of this matter until such time as the Growth
21 Premium, as defined in the Settlement Agreement for Stipulated Condemnation at
22 Section 2.17, is paid in full.

23 **DONE IN OPEN COURT** this 9th day of June, 2015.

24
25 
26 Judge of the Superior Court

27 HON. KATHERINE COOPER
JUDGE OF THE SUPERIOR COURT

The foregoing instrument is a full, true
and correct copy of the original document.

Attest: June 9 2015

28 MICHAEL K. JEANES, Clerk of the
Superior Court of the State of Arizona, in
and for the County of Maricopa.

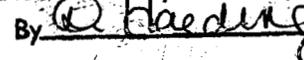
By:  Deputy

EXHIBIT A
To Stipulated Final Order of Condemnation

**Delineation of Approximate Certificated Areas of
Valencia Water Company, Inc. W-01212A,
Town Division and Greater Buckeye Division
including in part former
Water Utility of Greater Buckeye, Inc. W-01251A**

A. Town Division

Area 1.ACC Decision 17778

SOUTHWEST QUARTER (SW 1/4) OF SECTION 32,
T1N, R3W, G&SRB&M, Maricopa County, Arizona.

Area 2A.ACC Decision 54876

W 1/2 SECTION 31; NW 1/4 SECTION 32; SECTION 30; N 1/2 and SE 1/4 SECTION
29; SECTION 28; SECTION 19; SECTION 20; SECTION 21; SECTION 18; N 1/2 of
SE 1/4 SECTION 17; SECTION 16; NE 1/4 AND THAT PORTION OF THE S 1/2
LYING NORTH OF THE SOUTHERN PACIFIC RAILROAD TRACKS SECTION 33
T1N, R3W, G&SRB&M, Maricopa County, Arizona.

Area 2B.ACC Decision 70183

E 1/2 SECTION 31; E 1/2 SECTION 32; SW 1/4 SECTION 29; W 1/2 and NE 1/4 and
S 1/2 of SE 1/4 SECTION 17; NW 1/4 SECTION 33,
T1N, R3W, G&SRB&M, Maricopa County, Arizona.

B. Greater Buckeye Division

Area 3.ACC Decision 54121

SW1/4 of SECTION 5, T1N, R4W, G&SRB&M, Maricopa County, Arizona.

NE 1/4 OF NW 1/4 AND S 1/2 OF NW 1/4 OF SECTION 14, EXCEPT EAST 200
FEET OF NORTH 1000 FEET OF SAID NE 1/4 OF NW 1/4 OF SECTION 14
T1N, R2W, G&SRB&M, Maricopa County, Arizona.

and

ACC Decision 59494

THAT PORTION OF THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 14, AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 14; THENCE SOUTH 89 DEGREES 57 MINUTES 36 SECONDS EAST ALONG THE NORTH SECTION LINE 780.00 FEET AND SOUTH 33.00 FEET TO THE TRUE POINT OF BEGINNING;

THENCE SOUTH 400.00 FEET;
THENCE NORTH 89 DEGREES 57 MINUTES 36 SECONDS WEST 46.00 FEET;
THENCE SOUTH 890.35 FEET;
THENCE SOUTH 89 DEGREES 59 MINUTES 50 SECONDS EAST 588.40 FEET;
THENCE NORTH 0 DEGREES 00 MINUTES 40 SECONDS EAST 1,290.01 FEET;
THENCE NORTH 89 DEGREES 57 MINUTES 36 SECONDS WEST 542.40 FEET TO THE POINT OF BEGINNING.
T1N, R2W, G&SRB&M, MARICOPA COUNTY, ARIZONA.

Area 4. ACC Decision 62756

WEST ONE-HALF OF SECTION 33, EXCEPT THE EAST 60 FEET THEREOF.
T3N, R2W, G&SRB&M, Maricopa County, Arizona.

Area 5. ACC Decision 46160

SOUTH HALF (S 1/2) OF SECTION 17, EXCEPT THE EAST HALF (E 1/2) OF THE NORTHEAST QUARTER (NE 1/4) OF THE SOUTHEAST QUARTER (SE 1/4) THEREOF.
T1N, R2W, G&SRB&M, Maricopa County, Arizona.

Area 6. ACC Decision 40413

EAST HALF (E 1/2) OF THE EAST HALF (E 1/2) OF SECTION 5, AND THE NORTHEAST QUARTER (NE 1/4) OF THE NORTHEAST QUARTER (NE 1/4) OF SECTION 8.
T1N, R4W, G&SRB&M, Maricopa County, Arizona.

Area 7. ACC Decision 54418

- (A) WEST PHOENIX ESTATES, UNIT X, E 1/2 and SW 1/4, SECTION 1
T1N, R5W, G&SRB&M, Maricopa County, Arizona.
- (B) WEST PHOENIX ESTATES, UNIT XI, W 1/2, SECTION 6
T1N, R4W, G&SRB&M, Maricopa County, Arizona.

- (C) WEST PHEONIX ESTATES, UNIT XII, E 1/2 SECTION 6
T1N, R4W, G&SRB&M, Maricopa County, Arizona.
- (D) N 1/2, SECTION 33
T2N, R4W, G&SRB&M, Maricopa County, Arizona.
- (E) NW 1/4, SECTION 13
T1N, R5W, G&SRB&M, Maricopa County, Arizona.
- (F) SE 1/4, SECTION 7,
E1/2, EXCEPT THE SE 1/4 OF THE SE 1/4, SECTION 18,
NW 1/4, SECTION 17,
ALL OF SECTION 21,
N 1/2, SECTION 28
T1N, R4W, G&SRB&M, Maricopa County, Arizona.

and

ACC Decision 70182

BEING A PART OF THE NORTHWEST QUARTER OF SECTION 1, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTH QUARTER CORNER OF SAID SECTION 1;
THENCE S 00°19'17" E, COINCIDENT WITH THE EAST LINE OF THE
NORTHWEST QUARTER OF SAID SECTION 1, A DISTANCE OF 1967.72 FEET;
THENCE N 89°42'11" W, A DISTANCE OF 1320.38 FEET;
THENCE N 00°20'10" W, A DISTANCE OF 984.38 FEET;
THENCE N 89°47'43" W, A DISTANCE OF 487.69 FEET;
THENCE N 00°21'03" W, A DISTANCE OF 975.17 FEET TO A POINT ON THE
NORTH LINE OF SAID SECTION 1;
THENCE S 89°59'13" E, ALONG SAID NORTH LINE, A DISTANCE OF 1808.75
FEET TO THE TRUE POINT OF BEGINNING.
T1N, R5W, G&SRB&M, Maricopa County, Arizona.