



e-FILING REPORT COVER SHEET

Send completed Cover Sheet and the Report in an email addressed to: PUC.FilingCenter@state.or.us

REPORT NAME: Affiliated Interest Annual Report for Water Utilities

COMPANY NAME: Cline Butte Water, LLC

DOES REPORT CONTAIN CONFIDENTIAL INFORMATION? No Yes

If yes, please submit only the cover letter electronically. Submit confidential information as directed in OAR 860-001-0070 or the terms of an applicable protective order.

If known, please select designation: RE (Electric) RG (Gas) RW (Water) RO (Other)

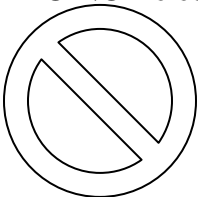
Report is required by: OAR 860-036-0816
Statute Enter Statute
Order Enter PUC Order No.
Other Enter reason

Is this report associated with a specific docket/case? No Yes

If yes, enter docket number:

List applicable Key Words for this report to facilitate electronic search:

DO NOT electronically file with the PUC Filing Center:



- Annual Fee Statement form and payment remittance or
- OUS or RSPF Surcharge form or surcharge remittance or
- Any other Telecommunications Reporting or
- Any daily safety or safety incident reports or
- Accident reports required by ORS 654.715

Please file the above reports according to their individual instructions.

Must be electronically filed with the Public Utility Commission of Oregon at: <http://www.oregon.gov/puc/pages/efiling/ereports/index.aspx> on or before May 31, 2013.

If you have questions about the form call Celeste Hari at (503)378-6628 email: celeste.hari@state.or.us

Mail the original to:
Public Utility Commission of Oregon
PO Box 2148
Salem, OR 97308-2148

Affiliated Interest Annual Report for Water Utilities

OAR 860-036-0816

Utility Company Name: Cline Butte Water, LLC
Address: 1230 Golden Pheasant Dr., Redmond OR 97756 or PO Box 1215, Redmond, OR 97756
Telephone: 541-504-2305
Email: curt@nvoregonresorts.com

Annual Transactions for Jan. 1 through Dec. 31, 2012

Please use this format and attach additional sheets if needed.

Docket and Order No.	Name of Affiliate	Purpose of Transaction	Annual Dollar Amount
	1 – Eagle Crest Resort Development, LLC	Office Lease – See No. 1 on attached sheet	\$2,748
	2 – NVHG OR Hotel Operator, LLC	Services Agreement – See No. 2 on attached sheet	\$68,061
	3 – NVHG OR Hotel Operator, LLC / Oregon Resorts Acquisition Partners, LP	Resort Management Agreement for executive management services – See No. 3 on attached sheet	\$30,752
	4 – Oregon Resorts Acquisition Partners, LP	Intercompany line of credit – See No. 4 on attached sheet	\$1,466,639 balance at 12/31/2012

Have any changes occurred to the utility, affiliate, or the affiliated relationship that affect any affiliated interest contracts?

NO

YES Please explain the changes and provide any other pertinent information, use a separate sheet if necessary.

Signature of responsible party: _____ Date: 5/30/13

Printed name: Scott Pickert Position held in utility: Senior Vice President

The Commission may request additional information regarding any Affiliated Interest transaction.

Affiliated Interest Annual Report for Water Utilities
Annual Transactions for Jan. 1 through Dec. 31, 2012
ATTACHMENT TO FORM DATED 5-30-2013

COMPANY: CLINE BUTTE WATER, LLC

Note: Below numbering refers to the transaction numbering on the annual report form. See below and attached for additional information (Attachment A) on reported affiliated entities.

No. 1: Office Lease:

Office Lease dated 12-15-1998, assigned by Lessor Oregon Resorts, LLC, (successor by conversion to JELD-WEN Development, Inc.) to Eagle Crest Resort Development, LLC. Assignment and Amendment to Lease effective 3-31-2011.

No. 2 – Services Agreement

Services Agreement between NVHG OR Hotel Operator, LLC and Cline Butte Water, LLC dated August 1, 2012, covering services retroactive to January 1, 2011. Services provided are described in Exhibit A to that agreement (copy attached as Attachment B), which exhibit is the template for the annual statement of charges from NVHG OR Hotel Operator, LLC to Cline Butte Water, LLC.

No. 3 – Resort Management Agreement

Resort Management Agreement by and between NVHG OR Hotel Operator, LLC (as “Operator”) and Oregon Resorts Acquisition Partners, LP (as “Owner”) dated November 19, 2010. Operator provides management of all subsidiary entities held by Owner, which includes Cline Butte Water, LLC. The Base Management Fee for such management services is charged at the rate of 3% of Adjusted Gross Revenue as defined in the agreement. Each subsidiary entity incurs the 3% base management fee payable to Operator.

No. 4 – Intercompany Line of Credit

The agreement described in No. 3 contains the provision for Owner to fund operating and capital expenses of each subsidiary entity managed by Operator. The line of credit balance for Cline Butte Water, LLC at 12/31/2012 was \$1,466,639.

Organizational Charts (Attachment A):

Chart Titled “Exhibit D-2” depicts the relationship between Oregon Resorts Acquisition Partners, LP and Cline Butte Water, LLC (fka Cline Butte Utilities, LLC). It also shows relationship of affiliated entities Oregon Resorts, LLC and Eagle Crest Resort Development, LLC.

Chart Titled “Exhibit D-3” depicts the relationship of NVHG OR Hotel Operator, LLC as manager (“Operator”) pursuant to the management agreement with Oregon Resorts Acquisition Partners, LP. An owner of NVHG OR Hotel Operator, LLC is Member of Cline Butte Water, LLC, Oregon Resorts, LLC and Eagle Crest Resort Development, LLC as well as an indirect minority owner in Oregon Resorts Acquisition Partners, LP.

Attachment A

EXHIBIT D-2 Post-Reorganization Org Chart

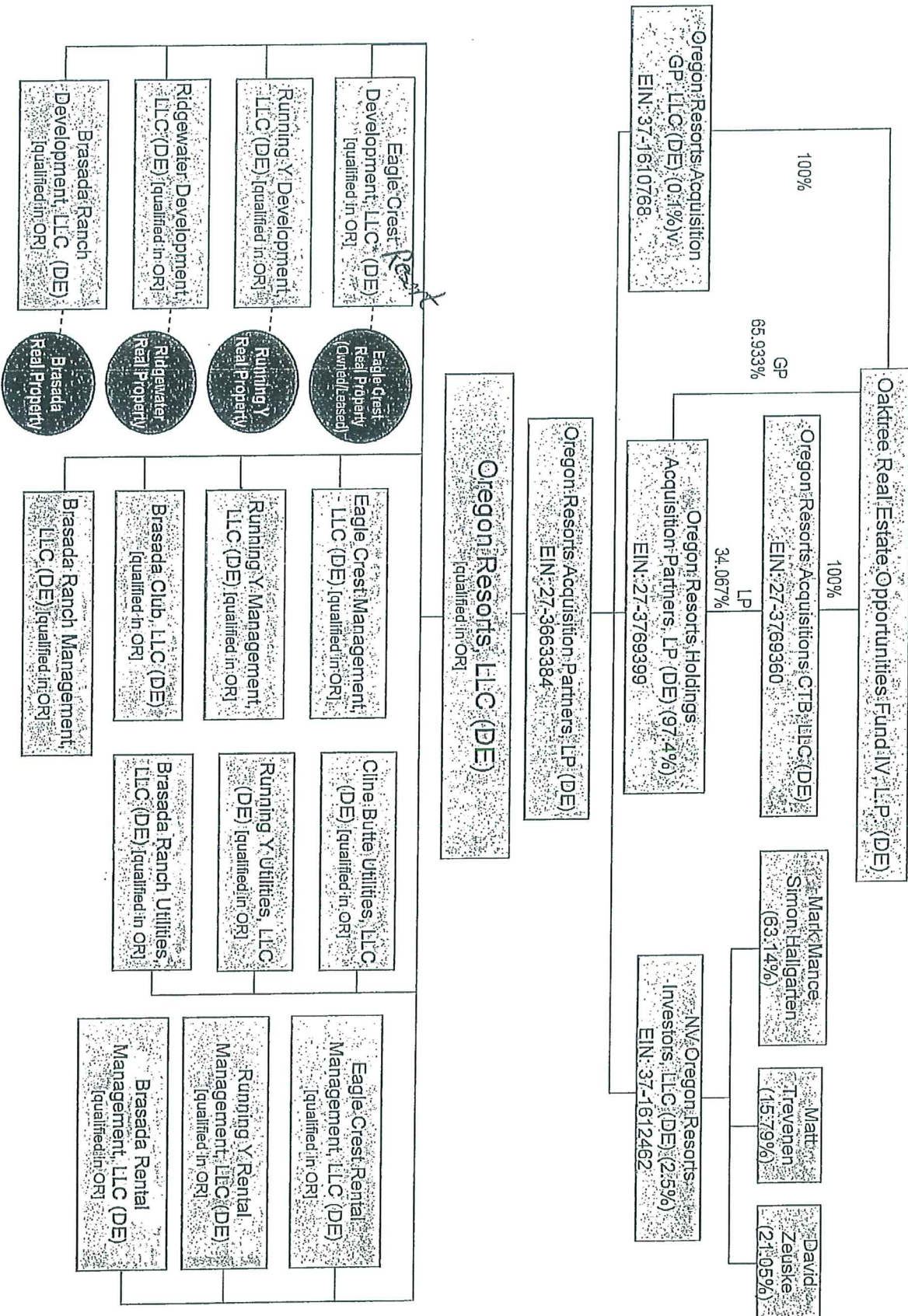
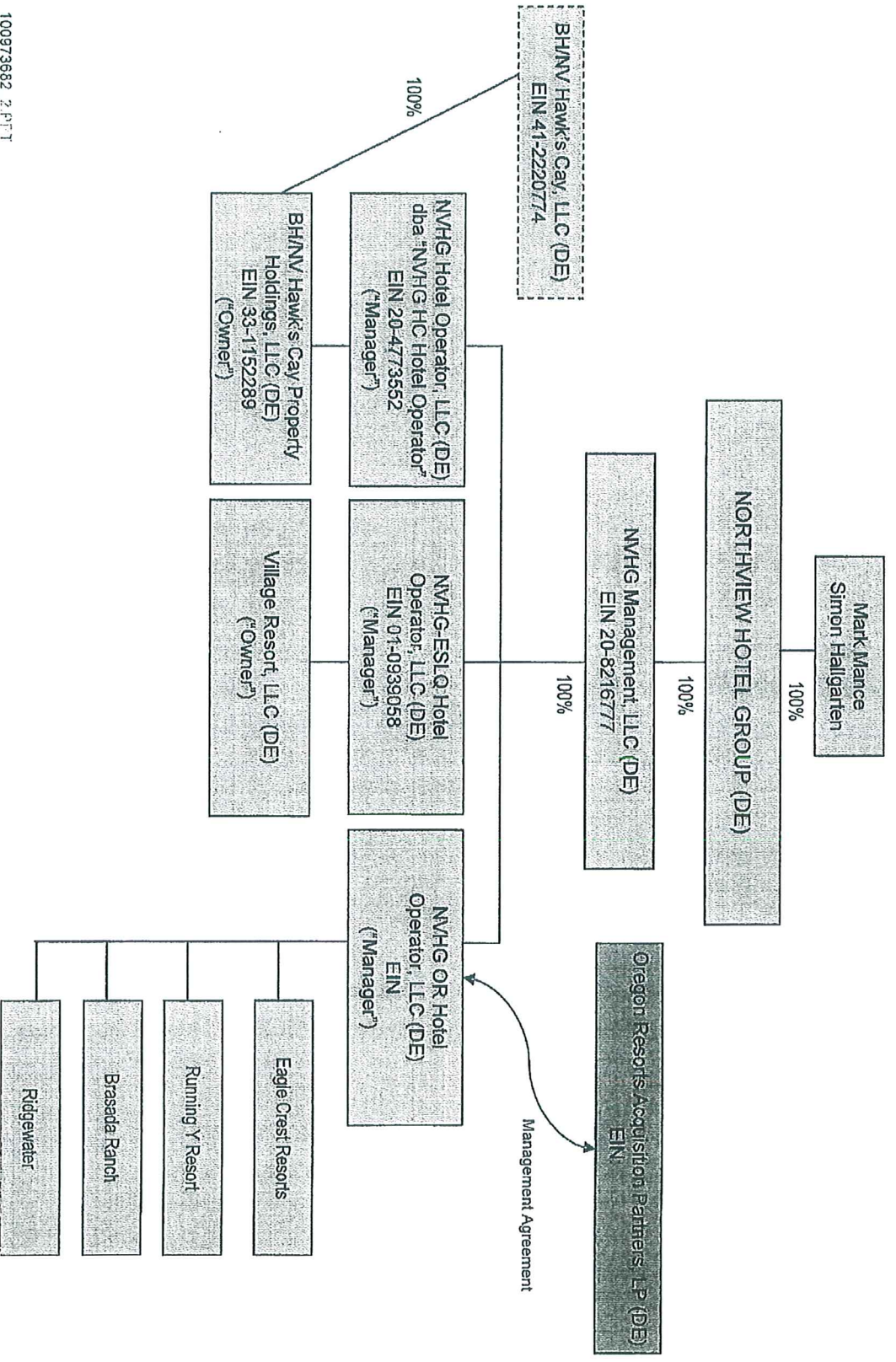


EXHIBIT D-3 Management Org Chart



Attachment B

EXHIBIT A STATEMENT OF CHARGES

YEAR: _____

	<u>DESCRIPTION OF SERVICE</u>	<u>% of Dept Cost **</u>	<u>Annual Budget **</u>	<u>Annual Fixed Fee</u>
A.	General Management, Accounting and Tax, Risk Management Manager resource for coordinating NVHG OR Services, miscellaneous office and clerical services, assistance with customer communication materials, payroll service, accounts payable, cash receipts, billing and collection services, tax planning, financial statement and budget preparation, and services related to obtaining insurance coverage, evaluating environmental and safety issues, claims management and related administration			
B.	Human Resources Assistance in administering personnel policies, benefit plans, wage/salary administration, and training			
C.	Information Systems Services related to systems design, implementation, and software and hardware support			
D.	Resort Services After hours building security and system monitoring, customer calls after hours, transportation of goods or pick up/delivery service between CBW locations and designated locations in Deschutes County and City of Redmond			
E.	Equipment/Mechanical Service includes standby availability of qualified repair personnel for miscellaneous equipment repair not requiring specialized licensed services; does not include parts or materials.			

** For certain Services, the NVHG OR actual department costs will be billed to CBW based on the percentage (%) figures shown in the annual statement of charges. For such Services, the budgeted allocation of department costs will be also shown on the annual statement of charges for CBW budgeting purposes. Other Services may be charged on a fixed fee basis.