

PURE CYCLE CORP  
Form 10-K  
November 14, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended August 31, 2008**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Commission File Number 0-8814**  
**PURE CYCLE CORPORATION**  
(Exact name of registrant as specified in its charter)

**Colorado**

**84-0705083**

(State of incorporation)

(I.R.S. Employer Identification No.)

**8451 Delaware Street, Thornton, CO 80260**

**(303) 292-3456**

(Address of principal executive office) (Zip Code)

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock 1/3 of \$.01 par value**

**The NASDAQ Stock Market, LLC**

(Title of Class)

(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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(Do not check if a smaller reporting  
company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the common stock of the registrant held by non-affiliates as of February 29, 2008, the last business day of the registrant's most recently completed second fiscal quarter based on the closing sale price of the registrant's common stock on that date as reported on the NASDAQ Capital Market was: \$84,289,000

The number of shares outstanding of the registrant's common stock as of November 12, 2008 was: 20,206,566

Documents incorporated by reference: The information required by Part III is incorporated by reference from the registrant's definitive proxy statement for the 2008 annual meeting of stockholders, which will be filed with the SEC within 120 days of the close of the fiscal year ended August 31, 2008.

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**SAFE HARBOR STATEMENT UNDER THE UNITED STATES PRIVATE  
SECURITIES LITIGATION REFORM ACT OF 1995**

Statements that are not historical facts contained in this Annual Report on Form 10-K are forward looking statements that involve risk and uncertainties that could cause actual results to differ from projected results. The words anticipate, believe, estimate, expect, plan, intend and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. We cannot assure you that any of our expectations will be realized. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, without limitation, the timing of development of the areas where we may sell our water, including uncertainties related to the real estate market generally and the development of projects we currently have under contract, the market price of water, changes in applicable statutory and regulatory requirements, uncertainties in the estimation of water available under decrees, costs of delivery of water and treatment of wastewater, uncertainties in the estimation of costs of construction projects, the strength and financial resources of our competitors, our ability to find and retain skilled personnel, climatic and weather conditions, labor relations, availability and cost of material and equipment, delays in anticipated permit and construction dates, environmental risks, the results of financing efforts and the ability to meet capital requirements, and general economic conditions.

**PART I**

**Item 1 Business**

**Summary of our business**

Pure Cycle Corporation is a vertically integrated, investor owned water utility. We provide water and wastewater services utilizing water assets that we own, which are located throughout Colorado. Primarily we operate in the metropolitan Denver area. Our services include the design, construction, operation and maintenance of water and wastewater systems.

Our overriding philosophy is that water is a precious commodity, one which is often undervalued and used inefficiently. Because of this, our business practices focus on efficient and environmentally responsible water management programs that seek to reduce wasted water. This means we will withdraw, treat, store and deliver water to our customers, collect and treat wastewater from our customers, and reuse that water through our planned dual distribution delivery system. A dual distribution system is one in which domestic water demands and irrigation water demands are provided through separate infrastructure which promotes efficient water resource management while maximizing our water supplies to provide a sustainable long-term reliable water solution on a regional basis.

**Glossary of terms**

The following terms are commonly used in the water industry and are used throughout our annual report:

**Acre-foot** approximately 326,000 gallons of water, or enough water to cover an acre of ground with one foot of water. For some instances herein, as context dictates, acre feet is used to designate an annual decreed amount of groundwater or the amount of surface water that might be available during a typical year.

**Consumptive Use** the amount of water that is evaporated, transpired, incorporated into products or crops, consumed by humans or livestock, or otherwise removed from the immediate water environment.

**Customer Facilities** facilities that carry potable water and reclaimed water to customers from the Retail water distributions system and collect wastewater from customers and transfer it to the retail wastewater collection system. Water and wastewater service lines, interior plumbing, meters and other components are typical examples of Customer Facilities. In many cases, portions of the Customer Facilities are constructed by the developer, but they are owned and maintained by the customer.

**Section** a parcel of land being approximately one square mile and containing approximately 640 acres.



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Single Family Equivalent unit ( SFE ) is defined in our water and wastewater service rules and regulations as the amount of water required each year by a family of four persons living in a single family house on a standard sized lot, which is equivalent to approximately 0.4 acre-feet of water per year.

Special Facilities facilities that are required to extend services to an individual development or are not otherwise classified as a typical Wholesale Facility or Retail Facility. Temporary infrastructure required prior to construction of permanent water and wastewater systems or transmission pipelines to transfer water from one location to another are examples of Special Facilities. We typically design and construct the Special Facilities using funds provided by the developer in addition to the normal rates, fees and charges that we collect from our customers. We are typically responsible for the operation and maintenance of the Special Facilities upon completion.

Retail Facilities facilities that distribute water to and collect wastewater from an individual subdivision or community. Developers are typically responsible for the funding and construction of Retail Facilities. Once we certify that the Retail Facilities have been constructed in accordance with our design criteria, the developer dedicates the Retail Facilities to us or to a quasi-municipal political subdivision of the state and we operate and maintain the facilities.

Wholesale Facilities facilities that serve an entire service area or major regions or portions thereof. Wells, treatment plants, pump stations, tanks, reservoirs, transmission pipelines, and major sewage lift stations are typical examples of Wholesale Facilities. We own, design, construct, operate, maintain and repair Wholesale Facilities which are typically funded using rates, fees and charges that we collect from our customers.

**Our Water Assets**

This section should be read with *Item 1A Risk Factors*, *Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation*, *Critical Accounting Policies*, and Note 3 to the accompanying financial statements.

The \$103.3 million of capitalized Water Costs on our balance sheet represents the cost of the water rights we own and the related infrastructure we developed to provide water and wastewater services. We own or have the exclusive rights to use water in several river basins throughout Colorado, with our most significant assets being located in the Denver metropolitan area and the Arkansas River basin in southern Colorado. Each of these assets is explained in detail below.

**Rangeview Water Supply and the Lowry Range**

*Our Rangeview Water*

The Rangeview Water Supply is a combination of tributary surface water, nontributary and not-nontributary groundwater rights, and storage rights associated within the Lowry Range. We own approximately 11,650 acre-feet of non-tributary groundwater located in Arapahoe County, Colorado at property known as the Lowry Range (described below), which we can export from the Lowry Range to supply water to nearby communities and developers in need of additional water supplies (this water asset is referred to as our Export Water ). In addition, we have the exclusive rights to use, through 2081, approximately 15,050 acre-feet of tributary surface water and non-tributary and not-nontributary groundwater located at the Lowry Range, which is required to be used at the Lowry Range. Collectively we refer to the 11,650 acre-feet of Export Water and the 15,050 acre-feet of water designated for use at the Lowry Range as our Rangeview Water Supply.

Based on independent engineering estimates, the Export Water can serve approximately 33,600 SFE s and the 15,050 acre-feet of water designated for use at the Lowry Range is capable of providing water service to approximately 44,500 SFE s, for a combined service capacity of our Rangeview Water Supply of approximately 78,100 SFE s.



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We acquired our Rangeview Water Supply in April 1996 pursuant to the following agreements, which collectively are referred to as the Rangeview Water Agreements :

- (i) The Amended and Restated Lease Agreement (the Lease ) between the State Board of Land Commissioners (the Land Board ) and the Rangeview Metropolitan District (the District ), a quasi-municipal political subdivision of the State of Colorado,
- (ii) The Agreement for Sale of Export Water between us and the District, and

(iii) The Service Agreement between us and the District for the provision of water service to the Lowry Range. Pursuant to the Rangeview Water Agreements we are required to design, construct, operate and maintain the District's water system to provide water service to customers within the District's service area at the Lowry Range. In exchange for providing this water service, we receive 95% of all amounts received by the District relating to water services, after deducting required royalties to the Land Board, which initially total approximately 12% of gross revenues received from water sales. The Rangeview Water Agreements require us to charge customers fair market rates for water service based on the average of similar rates and charges at three nearby communities. See Water and Wastewater Tap Fees section below.

We are also required to design, finance, construct, operate and maintain the District's wastewater system to provide wastewater service to customers within the District's service area. In exchange for providing wastewater services, we receive 100% of the District's wastewater tap fees and 90% of the District's monthly wastewater fees, as well as the rights to use or sell the reclaimed water.

On the Lowry Range, we operate both the water and the wastewater systems during our contract period and the District owns both systems. However, after 2081, ownership of the water system infrastructure servicing customers on the Lowry Range reverts to the Land Board, with the District retaining ownership of the wastewater infrastructure. We historically, have contracted with third parties for the construction of these facilities, which is a practice we plan to continue.

Off the Lowry Range, we use our Export Water to provide water and wastewater services to our customers and we own these facilities. We have contracted with third parties for the construction of these facilities.

*The Lowry Range Property*

The Lowry Range was acquired by the Land Board in the 1960's, and has been characterized by the Land Board, as one of the most valuable pieces of property in the Land Board's nearly 2.5 million acre portfolio. The Lowry Range is approximately 27,000 acres of undeveloped property located in unincorporated Arapahoe County. Of the 27,000 acres, we have the exclusive rights to provide water and wastewater services to approximately 24,000 acres.

In December 2006, the Land Board awarded the right to negotiate an exclusive contract for the conservation of approximately 17,000 acres, generally along the eastern portion, of the Lowry Range to the Arapahoe Grasslands Team (the Grasslands Team ). The Land Board and the Grasslands Team continue to work towards a definitive agreement regarding the long term conservation and management plan for the 17,000 acres. As of the date of this filing, the Land Board and the Grasslands Team have not finalized such an agreement.

In June 2007, the Land Board entered into an agreement with Lend Lease Lowry Range LLC ( Lend Lease ) for sole development rights of six sections (or approximately 3,900 acres) of the Lowry Range. Of this, we have the exclusive rights to provide water and wastewater services to two sections (or approximately 1,300 acres). Since June 2007, we have been in discussions with Lend Lease to provide water and wastewater services to the two sections subject to the Lease as well as to the other four sections not covered under the Lease that the Land Board seeks to develop.

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As described in a Form 8-K we filed on March 18, 2008 with the Securities and Exchange Commission (the Commission), in 2003, the City of Aurora filed an application for conditional water rights with the District Court, Water Division I, State of Colorado (Water Court). In the filing, Aurora listed numerous potential sites for reservoirs for storage of its water rights. Three of the potential reservoir sites were located on the Lowry Range on reservoir sites which had been adjudicated by the District and the Land Board and for which the Land Board has previously granted the right to obtain rights-of-way to the District and us to construct reservoirs. On November 6, 2007, as a result of a motion for summary judgment filed by the District, the Water Court ruled in favor of a motion requiring Aurora to remove the three reservoir sites from its filing. On February 22, 2008, Aurora filed a motion with the Water Court for reconsideration of this judgment. Following this, on March 14, 2008, Lend Lease filed a motion with the Water Court supporting Aurora's reconsideration motion to allow a third party to build and operate a reservoir on sites which had been adjudicated and identified in the Lease. Also in this motion, Lend Lease stated that we may not have the exclusive right to provide water service to the two sections of the Lowry Range subject to the Lease. In April 2008, the Water Court denied Lend Lease's motion to file an amicus brief and upheld its November 2007 motion requiring Aurora to remove the three reservoir sites from its filing. Aurora has appealed this decision to the Colorado Supreme Court and we, together with the District, intend to vigorously defend our rights to these adjudicated reservoirs sites. Despite these efforts on the part of Lend Lease and Aurora to repudiate our rights and the rights of the Land Board in the Rangeview Water Supply, recognizing the need to cooperate with other regional water providers in the Denver metropolitan area, we have continued to negotiate with the Land Board, Lend Lease, and Aurora on water and wastewater services to the Lowry Range. As of the date of this filing there have been no resolutions on the provision of water and wastewater services to the Lowry Range.

In October 2008, Lend Lease notified the Land Board that it intends to withdraw from the Lowry Range project on December 31, 2008, unless it is able to obtain sustainable water and wastewater systems for the project at commercially reasonable rates. We have engaged in, and continue to engage in, discussions with Lend Lease and the Land Board concerning our plans to provide sustainable, commercially reasonable, water and wastewater services to the Lowry Range. We are discouraged by Lend Lease's statements regarding their inability to obtain such service despite our nearly two years of negotiations. During the past twenty years we have been a dedicated partner with the Land Board in the pursuit of development opportunities at the Lowry Range and we remain prepared to provide water and wastewater services to the two sections governed under our exclusive agreement as well as the additional four sections the Land Board seeks to develop. If Lend Lease withdraws from the Lowry Range project, development of the Lowry Range would likely be delayed for a substantial period of time.

### **Arkansas River Water**

We own approximately 60,000 acre-feet of senior water rights in the Arkansas River basin. Currently this water is being used for agricultural purposes on the approximately 17,500 acres of real property we own in Southern Colorado. The water rights we own are represented by over 21,600 shares of the Fort Lyon Canal Company (FLCC), which is a non-profit mutual ditch company established in the 1800's that operates and maintains the 110-mile long Fort Lyon Canal between La Junta, Colorado and Lamar, Colorado. We acquired these assets on August 31, 2006, from High Plains A&M, LLC (HP A&M) pursuant to an asset acquisition agreement (the Arkansas River Agreement). Owning this large portfolio of surface water allows us to more effectively market our water and wastewater services to customers in the Denver metropolitan market as well as other markets such as the Colorado Springs region. In addition, it expands our service capacities from approximately 78,000 SFE's (as noted above) to approximately 180,000 SFE's.

Timing of the development of the Arkansas River water will depend on the timing of new connections to our existing water and wastewater systems. We plan to fund the development of the Arkansas River water, much like the other water we own, by using proceeds generated from the sale of taps or connection fees associated with new connections to our system. In addition to increasing our service capacities, this water may present additional market opportunities for us to assist existing water providers in solving their long-term water supply needs for their existing and new connections. Along the Front Range of Colorado, there are over 70 separate independent water providers with varying needs for replacement and new water supplies, which we believe presents an opportunity for us to assist these water providers in meeting their future water needs.



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The real and personal property and other non-water assets were acquired because the water we intend to ultimately develop for municipal purposes is based on the historical consumptive use of such water. We anticipate that approximately 40,000 acre-feet of the 60,000 acre-feet we own will be available for non-agricultural uses along the Front Range, but this will not be available until we successfully file for a change of use in the Colorado Water Court system. By owning the land and having the water continue to be used for agricultural purposes, we maintain beneficial use of the water. We are working with the FLCC and other interested parties in the Arkansas River Valley to mitigate adverse impacts to the local communities and to make investments and decisions on farming operations which benefit us along with the historic water users. If any of our real property is converted to non-irrigated uses, we expect to be required to re-vegetate the land.

Additional details and agreements related to the Arkansas River Agreement are explained in Note 3 to the accompanying financial statements.

### **Arapahoe County Fairgrounds Agreement for Water Service**

In 2005, we entered into an Agreement for Water Service (the County Agreement) with Arapahoe County (the County ) to design, construct, operate and maintain a water system for, and provide water services to, the Arapahoe County Fairgrounds (the Fairgrounds ), which is located West of the Lowry Range. The County Agreement anticipated us acquiring 363 acre-feet of water from the County, but due to prior water transfers and Water Court case changes, the actual water we received was reduced to 321 acre-feet in 2008. As a result of the decrease in the water we acquired, the County made an additional cash payment of approximately \$34,100 as specified in the County Agreement. Further details of the funding arrangements with the County are described in Note 3 to the accompanying financial statements.

Pursuant to the County Agreement we constructed various Wholesale and Special Facilities, including a new deep water well, a 500,000 gallon water tank and pipelines to transport water to the Fairgrounds. The construction of the Special and Wholesale facilities were completed in our fiscal 2006, and we began providing water service to the Fairgrounds for the 100th Annual Arapahoe County fair on July 21, 2006.

### **Sky Ranch Water Supply and Water Service Agreements**

We own approximately 89 acre-feet of water located beneath Sky Ranch together with the right to purchase an additional 671 acre-feet of water (for a total of 760 acre-feet), which could be used to provide water service to the initial 1,500 taps purchased at Sky Ranch.

We acquired these water rights pursuant to two Water Service Agreements (the Sky Ranch Agreements ) with the developer of approximately 950 acres of property located four miles north of the Lowry Range along Interstate 70, known as Sky Ranch. Pursuant to the Sky Ranch Agreements, we are to provide water service to the homes, businesses, schools and other customers at Sky Ranch, which could include service to up to 4,850 SFEs.

As reported in our Interim Reports on Form 10-Q throughout 2008, the developer of Sky Ranch filed for bankruptcy protection; therefore, as further described below in Item 1A Risk Factors, the status of the Sky Ranch Agreements is uncertain as of the date of this filing. Because of the bankruptcy filing, our Sky Ranch Agreements could be rejected; leaving us with damage claims against a bankrupt entity. Alternatively, we may need to renegotiate the Sky Ranch Agreements with whomever the developer of the property may be and the result of those negotiations could result in significantly different terms than those in the Sky Ranch Agreements. As of the date of this filing, we have not received any payments for tap purchases from the developer and have no information on if or when development of the project will occur.

As part of the Sky Ranch Agreements, the developer is required to dedicate approximately 537 acre-feet of water to us in exchange for a \$3,400 per tap credit for the first 767 water taps purchased. Additionally, pursuant to the Sky Ranch Agreements, the developer is required to pay us \$3.41 million for the construction of certain Special Facilities required to extend service to Sky Ranch. As of August 31, 2008, none of this water has been dedicated to us, Sky Ranch has not purchased any water taps, and construction of the Special Facilities has not occurred. Consequently, none of the \$3.41 million for construction of the Special Facilities has been paid.

We also entered into a five-year groundwater purchase agreement with the developer of Sky Ranch to acquire the 223 acre-feet of Denver Aquifer groundwater located at Sky Ranch for payments totaling \$250,000. As of the date of this filing, we have acquired 40% of this water, or 89.2 acre-feet, for payments totaling \$100,000. The 89.2 acre-feet of

water we have acquired from Sky Ranch does not have to be used at Sky Ranch; at our discretion this water can be used elsewhere. Due to the developer's bankruptcy filing, we have not been able to complete the acquisition of the remaining 60% of the Denver aquifer groundwater located at Sky Ranch and we are unsure if we will be able to complete that acquisition. *See Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation Investing Activities* for additional information regarding our attempts to purchase the remaining groundwater.

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In addition to this, Sky Ranch is required to make five annual payments to us of \$50,000 and \$10,400 to maintain the right to use our Export Water at Sky Ranch. We received two \$50,000 payments and one \$10,400 payment prior to the bankruptcy filing. We do not expect to receive any additional payments until the bankruptcy is resolved and, depending on the resolution of the bankruptcy, we may not receive any additional payments.

**Paradise Water Supply**

In 1987 we acquired the conditional rights to build a 70,000 acre-foot reservoir to store Colorado River tributary water and a right-of-way permit from the U.S. Bureau of Land Management for property at the dam and reservoir site (collectively known as our Paradise Water Supply ). Due to the nature of the Paradise water rights, the significant development costs of water assets along the western slope, and agreements with other western slope water interests, the use of our Paradise Water Supply is limited to opportunities along the western slope. See discussion of impairment analysis in the *Critical Accounting Policies* section below. See also Note 3 to the accompanying financial statements for information concerning the Finding of Reasonable Diligence review by the State Engineer.

**Well Enhancement and Recovery Systems**

In January 2007, we, along with two other parties (each of whom own 1/3<sup>rd</sup> of the venture), formed Well Enhancement and Recovery Systems, LLC ( Well Enhancement LLC ), to develop a new deep water well enhancement tool and process which we believe will increase the efficiency of wells into the Denver Basin groundwater formation. In our fiscal 2008, the well enhancement tool and process was completed and tested on two deep water wells developed by an area water provider with favorable results. According to studies performed by an independent hydro geologist, preliminary results indicate the well enhancement tool effectively increased the production of the two test wells by approximately 80% and 83% when compared to that of nearby wells developed in similar formations at similar depths. Based on the positive results of the test wells, we continue to refine the process of enhancing deep water wells and anticipate marketing the tool to area water providers during the next 12-18 months.

**Revenues**

We generate revenues predominately from three sources:

1. Water and wastewater tap fees,
2. Construction fees, and
3. Monthly service fees.

We typically negotiate the payment terms for tap fees, construction fees, and other water and wastewater service fees with each developer, builder or municipality before we commit to providing service and before construction of the project commences.

**Water and Wastewater Tap Fees**

Tap fees are paid by the developer in advance of construction activities and are non-refundable. Tap fees are typically used to fund construction of the Wholesale Facilities and defray the acquisition costs of obtaining water rights.

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Pursuant to our Rangeview Water Agreements with the District and the Land Board, pricing for water tap fees (as well as water usage charges described further below) is controlled through a market-driven pricing mechanism in which our rates and charges may not exceed the average of similar rates and charges of three nearby communities (referred to as the rate-base districts). Due to increases in tap fees at the rate-base districts, effective July 1, 2008, water tap fees increased to \$21,500 per SFE, which is an increase of 7.5% over the 2007 water tap fee of \$20,000 per SFE. Wastewater tap fees remained unchanged at \$4,883. Table A provides a summary of our water tap fees since 2002:

**Table A Water System Tap Fees**

	2008	2007	2006	2005	2004	2003	2002
Water tap fees per SFE	\$ 21,500	\$ 20,000	\$ 16,840	\$ 14,740	\$ 12,420	\$ 11,150	\$ 10,500
Percentage Increase	7.5%	18.8%	14.2%	18.7%	11.4%	6.2%	

Because we own the assets constructed with the tap fees, tap fees are recognized as income over the estimated depreciable service life of the assets constructed with those funds. Revenue recognition begins when the assets are placed into service.

Developers owning rights to either surface water or groundwater underlying their properties may receive a credit against a portion of their water tap fees if they elect to sell their water to us, which is negotiated at the time of the service agreement.

**Construction Fees**

If we agree to build any of the Special Facilities, the funding received from the developer is deferred. Recognition of the revenues is dependent on the ownership of the assets. If we own the assets upon completion, then recognition is deferred until construction is completed and the assets are placed into operation. At that time, the funding from the developer is recorded as income over the estimated service period, which is the estimated useful life of the assets constructed with those funds, consistent with tap fees. If we do not own the facilities upon completion, we defer the construction fees and recognize the revenues using the percentage-of-completion method.

**Monthly Service Fees**

Monthly water usage charges are assessed to our customers based on actual metered usage each month. Water usage pricing uses a tiered pricing structure which is based on our rate-base districts. Despite increases at our rate-base districts, in 2008 we did not increase our monthly usage rates; however, the tiered pricing structure has increased over the past several years as noted in Table B below:

**Table B Tiered Water Usage Pricing Structure**

Amount of consumption	Price (\$ per thousand gallons)				
	2008	2007	2006	2005	2004
Base charge per SFE	\$ 25.11	\$ 25.11	\$ 20.44	\$ 20.28	\$ 19.80
0 gallons to 10,000 gallons	\$ 2.55	\$ 2.55	\$ 2.58	\$ 2.46	\$ 2.40
10,001 gallons to 20,000 gallons	\$ 3.35	\$ 3.35	\$ 3.34	\$ 3.17	\$ 3.10
20,001 gallons and above	\$ 5.96	\$ 5.96	\$ 5.90	\$ 5.54	\$ 5.40

Water revenues are sensitive to timing and volume of water use, meaning the more water used by a customer in a given month, the higher the cost of additional incremental water deliveries to the customer. Based on this, for a typical residential customer using approximately 0.4 acre-feet of water annually, during a typical weather year, water usage fees total approximately \$673 per year.

Wastewater customers are charged a flat monthly fee of \$39.50 per SFE, or \$474 per year per SFE, which was last increased on July 1, 2007 from \$34.80 per SFE, an increase of 13.5%.

We also collect other immaterial fees and charges from residential customers and other end users to cover miscellaneous administrative and service expenses, such as application fees, review fees and permit fees.

**Table of Contents****Land Board Royalties and District Fees**

Pursuant to the Rangeview Water Agreements, the Land Board is entitled to royalty payments based on a percentage of revenues earned from water sales that utilize water dedicated for use on the Lowry Range or Export Water. The calculation of royalties depends on whether the customer is located on the Lowry Range or elsewhere, and whether the customer is a public or private entity. In addition, for water sales to customers located on the Lowry Range, the District is entitled to a 5% fee, which is calculated after the royalty payment to the Land Board.

The District is entitled to 10% of our wastewater service charge revenue (not including wastewater tap fees) from customers on the Lowry Range. The Land Board does not receive a royalty from wastewater services.

As further described in *Item 1A Risk Factors*, the Rangeview Water Agreements were written prior to any development of the Lowry Range or areas outside of the Lowry Range that could utilize our Export Water. The terms of the Rangeview Water Agreements did not fully anticipate the specific circumstances of development that have arisen and might arise in the future as we enter into and negotiate agreements for the sale of Export Water and the provision of service to the Lowry Range. Therefore, the Rangeview Water Agreements may not clearly delineate the rights and responsibilities for the forms of transactions that may arise. We are involved in ongoing discussions with the Land Board to clarify the applicability of contract terms to circumstances that were not anticipated at the time we entered into the Rangeview Water Agreements. We cannot assure you that the outcome of such negotiations will be favorable to us.

***Lowry Range Customers***

For services to customers located on the Lowry Range, the District collects fees from customers, pays the royalties to the Land Board, retains its own fee, and remits the remainder to us. Water service related payments from customers on the Lowry Range generate royalties to the Land Board at a rate of 12% of gross revenues. When either (i) metered production of water used on the Lowry Range in any calendar year exceeds 13,000 acre-feet or (ii) 10,000 surface acres on the Lowry Range have been rezoned to non-agricultural use, finally platted and water tap agreements have been entered into with respect to all improvements to be constructed on such acreage, the Land Board may elect, at its option, to receive, in lieu of its 12% royalty payments, 50% of the aggregate future net profits derived by the District and Pure Cycle from the sale or other disposition of water on the Lowry Range. To date neither of these conditions has been met.

***Export Water Customers***

Payments for Export Water also generate royalty payments to the Land Board. These royalties vary depending on a number of factors including whether the customer is a public or private entity.

When we withdraw, treat and deliver the water to the user and incur the costs related to this process, the royalty to the Land Board is based on our Net Revenues, which are our gross revenues less costs, including reasonable overhead allocations, incurred as a direct or indirect result of incremental activity associated with the withdrawal, treatment and delivery of the water. Royalties payable to the Land Board for Export Water sold escalate based on the amount of Net Revenue we receive and are lower for sales to a water district or similar municipal or public entity than for sales to a private entity as noted in Table C:

**Table C Royalties for Export Water Sales**

Net Revenues	Royalty Rate	
	Private Entity	Public Entity
\$0 \$45,000,000	12%	10%
\$45,000,001 \$60,000,000	24%	20%
\$60,000,001 \$75,000,000	36%	30%
\$75,000,001 \$90,000,000	48%	40%
Over \$90,000,000	50%	50%





**Table of Contents****Our Current Operations**

We designed, built and operate water and wastewater systems that serve our customers on the Lowry Range. We also designed, built and operate a water system that provides Export Water to the Fairgrounds.

During fiscal 2008 we delivered approximately 42.8 million gallons of potable water to our customers, which equates to approximately 1.3 million gallons per month during the winter and over 6.0 million gallons per month during the summer. Our wastewater treatment facility has a permitted capacity of 130,000 gallons per day and currently receives about 40,000 gallons per day.

We operate and maintain all our water and wastewater facilities with limited assistance from third party contractors. We design, construct and operate the facilities serving customers on the Lowry Range and plan to operate this system, together with facilities serving customers in areas outside the Lowry Range, in a unified manner to capitalize on economies of scale and ensure the most efficient use of our water.

In August 2005, we entered into the County Agreement to provide water services to the Fairgrounds. We commenced service to the Fairgrounds in July 2006.

In 1998, we entered into a water service agreement with the State of Colorado Department of Human Services to provide water and wastewater services to a juvenile correction facility near the northwestern edge of the Lowry Range known as the Ridge View Youth Services Center. This system is designed to provide water and wastewater services for approximately 200 SFEs. We commenced service to the Ridge View Youth Services Center in 2001.

**Significant Customers**

Table D lists the customers which accounted for 10% or more of our revenues for the years ended August 31, 2008, 2007 and 2006, respectively.

**Table D Significant Customers**

	% of Water Usage Fees		
	2008	2007	2006
Ridgeview Youth Services Center	71%	67%	67%
Schmidt Aggregates	15%	20%	27%
Combined	86%	87%	94%

  

	% of Wastewater Service Fees		
	2008	2007	2006
Ridgeview Youth Services Center	100%	100%	100%

**Our Projected Operations**

This section should be read in conjunction with *Item 1A Risk Factors*.

We intend to design, construct and operate our water and wastewater facilities using advanced water purification and wastewater treatment technologies and to use our water supplies in an efficient manner. We plan to develop our water and wastewater systems in stages to efficiently meet increasing demands in our service areas, thereby reducing the amount of up-front capital costs required for construction. We use third party contractors to construct our facilities as needed. We employ licensed water and wastewater operators to operate our water and wastewater systems. At full build-out, we expect to employ professionals that will operate our systems, read meters, bill customers, and manage our operations. We plan to take advantage of advanced technologies to keep labor and other operating costs low, such as systems that enable meter readings and billings to be done remotely.

We plan to provide an environmentally responsible integrated water management system, as depicted in Table E below, which combines conservation efforts with effective water reuse planning and balanced water supply management. We plan to jointly utilize our surface water rights in the Arkansas River, our two surface water streams that flow through the Lowry Range, groundwater, and our stored reuse water to provide an efficient, environmentally sound, long-term water solution for our customers.



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**Table E Our Balanced Water Plan**

We anticipate initially developing our Denver based water supplies prior to development of our Arkansas River water. In order to deliver the Arkansas River water to the Front Range market, a 130-mile pipeline and water treatment and pumping facilities will need to be constructed having an estimated cost of over \$500 million. We are currently investigating various pipeline alignments and potential partnerships for construction of these facilities. We are also in discussion with the Arkansas Valley Super Ditch that is studying the feasibility of developing a system wide mechanism to transfer water from the Arkansas River basin to water short regions through a rotational crop fallowing program. Converting the Arkansas Water to municipal use and constructing a delivery system will be a long-term process, but one which will allow us to work closely with those who might benefit or otherwise be impacted by any water transfers. The development of this water will require us to apply for a change of use in the Colorado Water Courts which is anticipated to take many years and require a significant capital investment. However, we do not plan on starting this process in the near term and anticipate that the tap fees and usage fees from taps sold utilizing our Rangeview Water Supply, along with funding from other pipeline partners, will be sufficient to fund the water delivery facilities. We estimate being able to service over 100,000 SFE s with the Arkansas River water.

Based on our initial development plans, we expect the development of our Rangeview Water Supply to require a significant number of high capacity deep water wells. We anticipate drilling separate wells into each of the three principal aquifers located beneath the Lowry Range. Each well is intended to deliver water to central water treatment facilities for treatment prior to delivery to customers. We also intend to build structures to divert surface water to storage reservoirs to be located on the Lowry Range. Our plan is to divert the surface water when available and to treat this water prior to distribution to our customers. Based on preliminary independent engineering estimates, the full build-out of water facilities on the Lowry Range will cost in excess of \$340 million and will accommodate water service from the Rangeview Water Supply for up to 78,100 SFE units, which includes both customers located in and outside the Lowry Range.

**Rangeview Metropolitan District**

The District is a quasi-municipal corporation and political subdivision of Colorado formed in 1986 for the purpose of providing water and wastewater service to the Lowry Range. The District is required to utilize the 15,050 acre-feet of water leased to it by the Land Board to serve customers on the Lowry Range.

The District is run by an elected board of directors. The only eligible voters and the only persons eligible to serve as directors are the owners of property within the boundaries of the District. We own certain rights to the real property which encompasses the current boundaries of the District. The current directors of the District are Mark W. Harding and Scott E. Lehman (both are employees of Pure Cycle), and Tom Lamm.

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We are party to a Right of First Refusal Agreement with the owners of the property comprising the District. Pursuant to a tenancy in common agreement, in the event of death, bankruptcy or incompetence of any tenant, that tenant's estate or representative must offer the property interest of that tenant to the remaining tenants for purchase. If the remaining tenants do not purchase all of such person's interest, the property must be offered to us pursuant to the Right of First Refusal Agreement. In addition, if any tenant wants to sell his interest in the parcel, such tenant must find a bona fide buyer and then offer the property to us. We have the right, at our option, to buy the property by matching the terms of the bona fide third party offer or by paying the appraised value of the property as determined by independent appraisers. A tenant may also negotiate a sale directly with us if he elects not to locate a bona fide buyer. Each of the directors listed above currently own an undivided interest in the land comprising the District. Under applicable Colorado law, entities are not qualified to serve as directors of municipal districts and may not vote. Our President and Corporate Secretary serve as elected members of the board of directors of the District. Pursuant to Colorado law, directors receive \$100 for each board meeting or a maximum of \$1,600 per year.

We and the District's board of directors transact business on an arms-length basis. Potential conflicts of interest of the directors in transactions between us and the District are disclosed in filings with the Colorado Secretary of State. The District and we were each represented by separate legal counsel in negotiating the Rangeview Water Service Agreements and those agreements were approved by the independent members of the District's board and by the Land Board at the time they were entered into.

It is likely that at some point in the future, the District's board of directors will be comprised entirely of independent directors. As the Land Board develops the Lowry Range, landowners on the Lowry Range may petition to include their land within the District's boundaries. Provided such petition complies with applicable law, the District is required by the Rangeview Water Service Agreements to proceed with due diligence to include the area designated in such petition within the District's boundaries. As the District's boundaries expand, the base of persons eligible to serve as directors and eligible to vote will also increase.

### **Water and Growth in Colorado**

Despite the slow housing market and the sluggish economy in general, Colorado continues to grow. The Denver Regional Council of Governments ( DRCOG ), a voluntary association of over 50 county and municipal governments in the Denver metropolitan area, estimates that the Denver metropolitan area population will increase from today's 2.5 million people to 3.9 million people by the year 2030. A recent Statewide Water Supply Initiative report by the Colorado Water Conservation Board estimates that the South Platte River basin, which includes the Denver metropolitan region, will grow from a current population of more than 3 million to more than 5 million by the year 2030. Accordingly, approximately 70% of the projected state population increase is anticipated to occur within the South Platte River basin. Significant increases in Colorado's population, particularly in the Denver region and in the water short South Platte River basin, together with increasing agricultural, recreational, and environmental water demands will intensify competition for water supplies. This estimated population increase brings increased demand for water services; exceeding what municipal service providers are currently capable of providing especially during drought conditions as were recently encountered. The Statewide Water Supply Initiative estimates that the population growth in the Denver region and the South Platte River Basin will result in additional water supply needs of over 400,000 acre feet by the year 2030. As the population in Colorado continues to grow, so does the need for obtaining new water sources. Most cities and municipalities now require property developers to demonstrate they have sufficient water supplies for their proposed projects before considering rezoning or annexation applications. Based on this, we focus our water marketing activities on developers and homebuilders that are active along the Colorado Front Range. Colorado's future water supply needs will be met through conservation, reuse and the development of new supplies. Our rules and regulations for water and wastewater service call for adherence to strict conservation measures, including low flow water fixtures, high efficiency appliances, and advanced irrigation control devices, together with rebate incentive programs to further encourage conservation. Additionally, our systems will be designed and constructed using a dual-pipe water distribution system. A dual-pipe distribution system has one pipe to supply customers with high quality potable drinking water and a second pipe to supply raw or reclaimed water to homes for irrigation. Typically, about one-half of the water needed to meet Denver-area residential water demands is used for lawn and landscape irrigation. We, along with most major water providers, believe that raw or reclaimed water

supplies provide the lowest cost water for irrigation. We expect to implement an extensive water reclamation system, in which essentially all effluent water from wastewater treatment plants will be reused to meet non-potable water demands. This will enhance our ability to provide quality water service and reinforce the importance of water recycling and our commitment to environmentally responsible water management policies.

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### Competition

Similar to other area water providers, we negotiate individual service agreements with developers and/or homebuilders, cities and municipalities to design, construct and operate water and wastewater systems and to provide services. These service agreements address all aspects of the development of the water and wastewater systems including:

- (i) The purchase of water and wastewater taps in exchange for our obligation to construct the Wholesale Facilities,
- (ii) The establishment of payment terms, timing, capacity and location of Special Facilities (if any), and
- (iii) Specific terms related to our provision of ongoing water and wastewater services.

Although we have exclusive long term water and wastewater service contracts for the majority of the Lowry Range (we currently have the exclusive rights to serve two of the six initial development sections at the Lowry Range), providing water service using our Export Water and Arkansas River water is subject to competition. Moreover, competitors have attempted to challenge our exclusive rights to service the Lowry Range. See *Our Water Assets Rangeview Water Supply and the Lowry Range Lowry Range Property* above. Alternate sources of water are available, principally from other private parties, such as farmers owning senior water rights that are no longer being economically used in agriculture and municipalities seeking to annex newly developed areas in order to increase their tax base. Our principal competition in areas close to the Lowry Range is the neighboring City of Aurora. The principal factors affecting competition for potential purchasers of our Arkansas River water and Export Water include the availability of water for the particular purpose, the cost of delivering the water to the desired location and the reliability of the water supply during drought periods. We believe the water assets we own and have the exclusive rights to use, which have a supply capacity of over 180,000 SFE units (or roughly 720,000 people), provide us a significant competitive advantage along the Front Range because our legal rights to the Rangeview Water Supply have been confirmed for municipal use., a significant portion of our water supply is close to Denver area water users, our pricing structure is competitive and our water portfolio is well balanced with senior surface water rights, groundwater rights, storage capacity and reclaimed water.

### Employees

We currently have three full-time employees.

### Available Information and Website Address

Our website address is [www.purecyclegwater.com](http://www.purecyclegwater.com). We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to these reports as soon as reasonably practicable after filing with the SEC. They also may be obtained directly from the SEC's website, [www.sec.gov/edgar/searchedgar/companysearch.html](http://www.sec.gov/edgar/searchedgar/companysearch.html), under CIK code **276720**. The contents of our website are not incorporated by reference into this report.

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**Item 1A Risk Factors**

*Our business, operations, and financial condition are subject to significant risks. These risks include those listed below and may include additional risks of which we are not currently aware or which we currently do not believe are material. If any of the events or circumstances described in the following risk factors actually occurs, our business could be materially adversely affected. These risks should be read in conjunction with the other information set forth in this report.*

**We are dependent on the development of the Lowry Range, Sky Ranch, and other areas near our Rangeview Water Supply that are potential markets for our Rangeview Water Supply.**

Providing water service using our Rangeview Water Supply is one of our principal sources of future revenue. The timing and amount of these revenues will depend significantly on the development of the Lowry Range, Sky Ranch and other potential developments near our Rangeview Water Supply and along the Colorado Front Range. The development of these areas is not within our control.

**Lowry Range**

In June 2007, the Land Board entered into an agreement with Lend Lease for the sole development rights of six section (or approximately 3,900 acres) of the Lowry Range. Of this, approximately two section (or approximately 1,300 acres) are subject to our service rights under the Lease. We have been negotiating for some time with Lend Lease, the City of Aurora and the Land Board to reach a mutually satisfactory service plan for the two sections subject to the Lease and the remaining four sections to be developed by Lend Lease. However, these negotiations have been unsuccessful so far, and ultimately we may not be able to negotiate an agreement satisfactory to all parties.

Additionally, Aurora has disputed our rights to certain reservoir sites on the Lowry Range in the District Court, Water Division I, State of Colorado (the Water Court). In that proceeding, Aurora applied for the right to store water in certain reservoir sites on the Lowry Range which had previously been adjudicated by the District and the Land Board dating back to 1988. As part of that Water Court proceeding, Lend Lease filed an amicus curiae brief in support of Aurora's motion to reconsider a summary judgment requiring Aurora to remove the overlapping reservoir sites from its application. In its brief, Lend Lease claimed, in contradiction to the Lease, that Lend Lease may not be required to obtain water and wastewater service exclusively from us for any portion of the development. Lend Lease has further stated it may annex the development into the City of Aurora. While Aurora has been unsuccessful so far in obtaining rights to the adjudicated reservoirs under the Lease, additional legal action may become necessary to enforce our rights to the reservoirs and to provide water and wastewater service to the Lowry Range. If additional legal proceedings become necessary and our rights under the Lease are adversely ruled upon in such legal proceedings, it could materially adversely impact the value of our interests, including the value of our Rangeview Water Supply.

Subsequent to year end, in October 2008, Lend Lease notified the Land Board that it intends to withdraw from the Lowry Range project on December 31, 2008, unless it is able to obtain sustainable water and wastewater systems for the project at commercially reasonable rates. If Lend Lease withdraws from the project, any development of the project could be delayed for a significant period of time and could result in the need for us and the Land Board to renegotiate the Lease. Even if we are able to reach satisfactory agreements with Lend Lease, Aurora, the District and the Land Board to provide service to the Lend Lease development, there can be no assurance that development will occur or that water sales will occur on acceptable terms or in the amounts or time required for us to support our costs of operation.

Because of the prior use of the Lowry Range as a military facility, environmental clean-up may be required prior to development, including the removal of unexploded ordnance. There is often significant delay in adoption of development plans, as the political process involves many constituencies with differing interests. In the event water sales are not forthcoming or development of the Lowry Range is delayed, we may incur additional short or long-term debt obligations or seek to sell additional equity to generate operating capital. In addition, the Land Board may not develop large portions of the Lowry Range significantly limiting our ability to utilize the non-Export Water specifically reserved for use on the Lowry Range.





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### **Sky Ranch**

The developer of Sky Ranch has filed for Chapter 11 bankruptcy protection. There has been no resolution of the claims against the developer of Sky Ranch and we do not know how the bankruptcy will impact our agreements with Sky Ranch. The Sky Ranch Agreements could be rejected in the bankruptcy proceeding leaving us with unsecured damage claims which would likely have little or no value. In addition to our claims against the developer, a bank holds a security interest in the entire Sky Ranch development, including our agreements. We are not aware of the bank's intentions with respect to its rights in the development. Until these issues are resolved, there will be no development and consequently no sales of water taps or water at Sky Ranch. We cannot reasonably predict how long this process will take or whether any of our rights related to Sky Ranch will have any value following the bankruptcy.

### **Colorado housing market**

Our operations are affected by general economic conditions and the pace and location of real estate development activities in the greater Denver metropolitan area, most particularly areas which are close to our Rangeview Water Supply. Since 2006, the Colorado housing market has seen declines in new construction, which could continue for some time. The current instability in the credit markets has exacerbated the decline in demand for new homes. New connections to our water and wastewater systems depend on real estate development in our service areas. We have no ability to control the pace and location of real estate development activities which affect our business. If the downturn in the homebuilding and credit markets continues, intensifies, or if the national economy weakens further and economic concerns intensify, it could have a significant negative impact on our business.

**We are involved in on-going negotiations with the Land Board to clarify our rights and obligations with respect to our Rangeview Water Supply and such negotiations may not be successful.**

Our Rangeview Water Supply rights derive principally from the Lease between the Land Board and the District which was entered into in 1996 prior to any development of the Lowry Range or of areas outside the Lowry Range that utilize our Export Water. The terms of the Lease did not fully anticipate the specific circumstances of development that have arisen and may not clearly delineate rights and responsibilities for the forms of transactions that may arise in the future. We are involved in ongoing discussions with the Land Board to clarify the terms of the Lease. An unfavorable outcome in such negotiations could have a material adverse effect on our financial results. We cannot assure you that such negotiations will be successful.

**In order to utilize the Arkansas River water acquired in fiscal 2006, we must apply for a change of use with the Colorado water court and this may take several years to complete.**

The change of use of our Arkansas River water requires a ruling by the Colorado water courts, which could take several years and be a costly and contentious effort since it is anticipated that many parties will oppose the change of use and the transfer of the water. There are several conditions which must be satisfied prior to our receiving a change of use decree for transfer of our Arkansas River water. One condition that we must satisfy is a showing of anti-speculation in which we, as the applicant, must demonstrate that we have contractual obligations to provide water service to customers prior to the water court ruling on the transfer of a water right. The water court is also expected to limit the transfer to the consumptive use portion of the water right and to address changing the historic use of the water from agricultural uses to other uses such as municipal and industrial use. We expect to face opposition to any consumptive use calculations of the historic agricultural uses of this water. The water court may impose conditions on our transfer of the water rights such as requiring us to mitigate the loss of the farming tax base, imposing re-vegetation requirements to convert soils from irrigated to non-irrigated, and imposing water quality measures. Any such conditions will likely increase the cost of transferring the water rights.

**We may not be able to obtain sufficient capital to develop our water rights, in particular the Arkansas River water.**

Development of water rights requires a substantial capital investment. We anticipate financing water and wastewater systems primarily through the sale of water taps and water delivery charges to users. However, we cannot assure you that these sources of cash will be sufficient to cover our capital costs. Moreover, the development of the Arkansas River water will require a pipeline or other infrastructure to deliver the water to the Front Range, which is anticipated to cost over \$500 million. We likely would be required to partner with others to finance a project of this magnitude and there is no assurance we would be able to obtain the financing necessary to develop our Arkansas River water.



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Our valuation of the Tap Participation Fee payable to HP A&M contains estimates and management assumptions. The actual results could differ significantly from those estimates.

As part of our acquisition of the Arkansas River water rights from HP A&M, we granted HP A&M a Tap Participation Fee entitling HP A&M to receive ten percent (10%) of the gross proceeds of our sales of forty thousand (40,000) water taps. For accounting purposes we have estimated the fair value of the Tap Participation Fee payable to HP A&M using available historic market information and estimated future market information. We believe the estimates we used reasonably reflect the fair value of the Tap Participation Fee. Accounting estimates involve matters of uncertainty and judgment and interpreting relevant market data is inherently subjective in nature. Many factors are necessary to estimate future market conditions, including but not limited to, supply and demand for new homes, population growth along the Front Range, tap fee increases at our rate-base districts, and other market forces beyond our control. The actual results could differ materially from our accounting estimates which would result in significantly higher fees being paid to HP A&M than what are reflected in our balance sheet and significantly higher imputed interest being reflected on our future statements of operations associated with the Tap Participation Fee.

In the event of default by HP A&M on promissory notes secured by deeds of trust on our properties, we would be required to cure the defaults or lose the properties.

Certain of the real properties we acquired from HP A&M are subject to promissory notes, aggregating \$12.8 million in principal and interest as of August 31, 2008. The notes are secured by deeds of trust on the properties we own, but are solely the responsibility of HP A&M. Because of HP A&M's financial position and the substantial penalties imposed on HP A&M in the event of a default, the likelihood of HP A&M defaulting on the notes is deemed remote. As a result the promissory notes are not reflected on our balance sheet. However, if HP A&M was to default on the notes, and we did not cure the defaults, we would lose up to approximately 60 of the 80 real properties we acquired and the water rights associated with those properties.

Our net losses may continue and we may not have sufficient liquidity to pursue our business objectives.

We have experienced significant net losses and could continue to incur net losses. For the years ended August 31, 2008, 2007 and 2006, we had net losses of approximately \$6.9 million, \$6.9 million and \$793,000, respectively, on revenues of approximately \$282,400, \$265,700 and \$271,700, in the respective periods. Our cash flows from operations have not been sufficient to fund our operations in the past, and we have been required to raise debt and equity capital to remain in operation. Since 2004, we have raised approximately \$21.5 million through the issuance of common stock to support our operations. Our ability to fund our operational needs and meet our business objectives will depend on our ability to generate cash from future operations. If our future cash flows from operations and other capital resources are not sufficient to fund our operations and the significant capital expenditure requirements to build our water delivery systems, we may be forced to reduce or delay our business activities, or seek to obtain additional debt or equity capital, which may not be available on acceptable terms, or at all.

The rates we are allowed to charge customers on the Lowry Range are limited by the Lease with the Land Board and our contract with the District and may not be sufficient to cover our costs of construction and operation.

The prices we can charge for our water and wastewater services on the Lowry Range are subject to pricing regulations set in the Lease with the Land Board. Both the tap fees and our usage rates and charges are based on the average of the rates of our rate-base districts. Annually we survey the tap fees and rates of our rate-base districts and set our tap fees and rates and charges based on the average of those charged by this group. Our costs associated with the construction of water delivery systems and the production, treatment and delivery of our water are subject to market conditions and other factors, which may increase at a significantly greater rate than the prices charged by our rate-base districts. Factors beyond our control and which cannot be predicted, such as drought, water contamination and severe weather conditions, like tornadoes and floods, may result in additional labor and material costs that may not be recoverable under our rate structure. Either increased customer demand or increased water conservation may also impact the overall cost of our operations. If the costs for construction and operation of our water services, including the cost of extracting our groundwater, exceed our revenues, we may petition the Land Board for rate increases. There can be no assurance that the Land Board would approve a rate increase request beyond the average of the rate-base districts. Our profitability could be negatively impacted if we experience an imbalance of costs and revenues and are not successful in receiving approval for rate increases.



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**We only have three employees and may not be able to manage the increasing demands of our expanding operations.**

We currently have only three employees to administer our existing assets, interface with applicable governmental bodies, market our services and plan for the construction and development of our future assets. We may not be able to maximize the value of our water assets because of our limited manpower. We depend significantly on the services of Mark W. Harding, our President. The loss of Mr. Harding would cause a significant interruption of our operations. The success of our future business development and ability to capitalize on growth opportunities depends on our ability to attract and retain additional experienced and qualified persons to operate and manage our business. State regulations set the training, experience and qualification standards required for our employees to operate specific water and wastewater facilities. Failure to find state-certified and qualified employees to support the operation of our facilities could put us at risk, among other things, for operational errors at the facilities, for improper billing and collection processes, and for loss of contracts and revenues. We cannot assure you that we can successfully manage our assets and our growth.

**We may be adversely affected by any future decision by the Colorado Public Utilities Commission to regulate us as a public utility.**

The Colorado Public Utilities Commission ( CPUC ) regulates investor-owned water companies operating for the purpose of supplying the public. The CPUC regulates many aspects of public utilities operations, including the location and construction of facilities, establishing water rates and fees, initiating inspections, enforcement and compliance activities and assisting consumers with complaints.

We do not believe we are a public utility under Colorado law. We currently provide services by contract to the District, which supplies the public. Quasi-municipal metropolitan districts, such as the District, are exempt by statute from regulation by the CPUC. However, the CPUC could attempt to regulate us as a public utility. If this were to occur, we might incur significant expense challenging the CPUC s assertion of jurisdiction, and we may be unsuccessful. In the future, existing regulations may be revised or reinterpreted, and new laws and regulations may be adopted or become applicable to us or our facilities. If we become regulated as a public utility, our ability to generate profits could be limited and we might incur significant costs associated with regulatory compliance.

**There are many obstacles to our ability to sell our Paradise Water Supply.**

We currently earn no revenues from our Paradise Water Supply, which as of August 31, 2008 has a recorded cost of approximately \$5.5 million. Our ability to convert our Paradise Water Supply into an income generating asset is limited. Due to the nature of the Paradise Water rights and agreements with other western slope water interests, our use of the Paradise Water Supply is limited to opportunities along the western slope. As part of our water court decree for the Paradise Water Supply, we are permitted to construct a storage facility on the Colorado River. However, due to a stipulation entered into with various objectors to our Paradise Water rights and the strict regulatory requirements for constructing a reservoir on the main stem of the Colorado River, we do not anticipate completing the storage facility at its decreed location. We cannot assure you that we will ever be able to make use of this asset or sell the water profitably.

Our Paradise Water Supply is also conditioned on a Finding of Reasonable Diligence from the water court every six years. To arrive at that finding, the water court must determine that we continue to diligently pursue the development of the water rights. If the water court is unable to make such a finding, our right to the Paradise Water Supply would be lost and we would be required to impair the Paradise Water Supply asset and incur a \$5.5 million charge against earnings. The fiscal 2005 review was completed in 2008 but not without objectors and not without us having to agree to certain stipulations to remove the objections. In order to continue to maintain the Paradise water right, over the next six years we must (i) select an alternative reservoir site; (ii) file an application in Water Court to change the place of storage; (iii) identify specific end users and place(s) of use of the water; and (iv) identify specific source(s) of the water rights for use.

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**Conflicts of interest may arise relating to the operation of the District.**

Our officers and employees constitute a majority of the directors of the District. Pure Cycle, along with our officers and employees and one unrelated individual, own, as tenants in common, the 40 acres that form the District. We have made loans to the District to fund its operations. At August 31, 2008, total principal and interest owed to us by the District was approximately \$494,800. The District is a party to our agreements with the Land Board and receives fees of 5% of the revenues from the sale of water on the Lowry Range. Proceeds from the fee collections will initially be used to repay the District's obligations to us, but after these loans are repaid, the District is not required to use the funds to benefit Pure Cycle. We have received benefits from our activities undertaken in conjunction with the District, but conflicts may arise between our interests and those of the District, and with our officers who are acting in dual capacities in negotiating contracts to which both we and the District are parties. We expect that the District will expand when more properties are developed and become part of the District, and our officers acting as directors of the District will have fiduciary obligations to those other constituents. There can be no assurance that all conflicts will be resolved in the best interests of Pure Cycle and its shareholders. In addition, other landowners coming into the District will be eligible to vote and to serve as directors of the District. There can be no assurances that our officers and employees will remain as directors of the District or that the actions of a subsequently elected board would not have an adverse impact on our operations.

**We are required to maintain stringent water quality standards and are subject to regulatory and environmental risks.**

We must provide water that meets all federal and state regulatory water quality standards and operate our water and wastewater facilities in accordance with these standards. We face contamination and pollution issues regarding our water supplies. Improved detection technology, increasingly stringent regulatory requirements, and heightened consumer awareness of water quality issues contribute to an environment of increased focus on water quality. We cannot assure you that in the future we will be able to reduce the amounts of contaminants in our water to acceptable levels. In addition, the standards that we must meet are constantly changing and becoming more stringent. Future changes in regulations governing the supply of drinking water and treatment of wastewater may have a material adverse impact on our financial results.

Our water supplies are subject to contamination, including contamination from naturally occurring compounds, pollution from man-made sources and intentional sabotage. In addition, we handle certain hazardous materials at our water treatment facilities, primarily sodium hypochlorite. Any failure of our operation of the facilities or any contamination of our supplies in the future, including sewage spills, noncompliance with water quality standards, hazardous materials leaks and spills, and similar events could expose us to environmental liabilities, claims and litigation costs. If any of these events occur, we may have to interrupt the use of that water supply until we are able to substitute the supply from another source or treat the contaminated supply. We cannot assure you that we will successfully manage these issues, and failure to do so could have a material adverse effect on our future results of operations. We might not be able to recover the costs associated with these liabilities through our rates and charges or insurance or such recovery may not occur in a timely manner.

**Our contracts for the construction of water and wastewater projects may expose us to certain completion and performance risks.**

We intend to rely on independent contractors to construct our water and wastewater facilities. These construction activities may involve risks, including shortages of materials and labor, work stoppages, labor relations disputes, weather interference, engineering, environmental, permitting or geological problems and unanticipated cost increases. These issues could give rise to delays, cost overruns or performance deficiencies, or otherwise adversely affect the construction or operation of our water and wastewater delivery systems.

In addition, we may experience quality problems in the construction of our systems and facilities, including equipment failures. We cannot assure you that we will not face claims from customers or others regarding product quality and installation of equipment placed in service by contractors.

Certain of our contracts may be fixed-price contracts, in which we may bear all or a significant portion of the risk for cost overruns. Under these fixed-price contracts, contract prices are established in part based on fixed, firm subcontractor quotes on contracts and on cost and scheduling estimates. These estimates may be based on a number of assumptions, including assumptions about prices and availability of labor, equipment and materials, and other issues.

If these subcontractor quotations or cost estimates prove inaccurate, or if circumstances change, cost overruns may occur, and our financial results would be negatively impacted. In many cases, the incurrence of these additional costs would not be within our control.



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We may have contracts in which we guarantee project completion by a scheduled date. At times, we may guarantee that the project, when completed, will achieve certain performance standards. If we fail to complete the project as scheduled, or if we fail to meet guaranteed performance standards, we may be held responsible for cost impacts and/or penalties to the customer resulting from any delay or for the costs to alter the project to achieve the performance standards. To the extent that these events occur and are not due to circumstances for which the customer accepts responsibility or cannot be mitigated by performance bonds or the provisions of our agreements with contractors, the total costs of the project could exceed our original estimates and our financial results would be negatively impacted.

Our customers may require us to secure performance and completion bonds for certain contracts and projects. The market environment for surety companies has become more risk averse. We secure performance and completion bonds for our contracts from these surety companies. To the extent we are unable to obtain bonds; we may not be awarded new contracts. We cannot assure you that we can secure performance and completion bonds where required.

We may operate engineering and construction activities for water and wastewater facilities where design, construction or system failures could result in injury to third parties or damage to property. Any losses that exceed claims against our contractors, the performance bonds and our insurance limits at such facilities could result in claims against us. In addition, if there is a customer dispute regarding performance of our services, the customer may decide to delay or withhold payment to us.

Our business is subject to seasonal fluctuations, which could affect demand for our water service and our revenues.

Demand for our water during the warmer months is generally greater than during cooler months due primarily to additional requirements for water in connection with cooling systems, irrigation systems and other outside water use. Throughout the year, and particularly during typically warmer months, demand will vary with temperature and rainfall levels. If temperatures during the typically warmer months are cooler than expected or there is more rainfall than expected, the demand for our water may decrease and adversely affect our revenues.

Weather conditions and overuse may interfere with our sources of water, demand for water services, and our ability to supply water to our customers.

We depend on an adequate water supply to meet the present and future demands of our customers and to continue our expansion efforts. Unexpected conditions may interfere with our water supply sources. Drought and overuse may limit the availability of water. These factors might adversely affect our ability to supply water in sufficient quantities to our customers and our revenues and earnings may be adversely affected. Additionally, cool and wet weather, as well as drought restrictions and our customers' conservation efforts, may reduce consumption demands, also adversely affecting our revenue and earnings. Furthermore, freezing weather may also contribute to water transmission interruptions caused by pipe and main breakage. If we experience an interruption in our water supply, it could have a material adverse effect on our financial condition and results of operations.

**Item 1B Unresolved Staff Comments**

We have no unresolved Staff comments.

**Item 2 Properties**

We currently occupy approximately 1,800 square feet of office space at a cost of \$1,000 per month, which is leased from the estate of Ryan Clark at the address shown on the cover page. The lease is a month-to-month agreement that can be cancelled by either party at any time.

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In addition to the water rights we own in the Denver metropolitan area which are described in *Item 1: Our Water Assets*, we also own a 500,000 gallon water tank, a deep water well and pump station, and approximately four miles of pipeline in Arapahoe County Colorado. Additionally, although owned by the District, we operate and maintain another 500,000 gallon water tank and pump station and the District's wastewater treatment plant. These assets are used to provide service to our existing customers.

In addition to the real property we own in the Arkansas River Valley as described in *Item 1: Our Water Assets Arkansas River Water*, we also own various water delivery fixtures located on our real properties. These items consist mainly of irrigation pumps, irrigation ditches, irrigation pipelines as well as various structures and agricultural related buildings.

**Item 3 Legal Proceedings**

We are involved in ordinary and routine litigation incident to our business, none of which are material.

**Item 4 Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of stockholders during the quarter ended August 31, 2008.

**PART II**

**Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

**(a) Market Information**

Our common stock is traded on the NASDAQ Capital Market under the symbol PCYO. The high and low sales prices of our common stock, by quarter, for the fiscal years ended August 31, 2008 and 2007 are presented with the Selected Quarterly Financial Information in Item 8 below.

**(b) Holders**

On October 31, 2008, there were approximately 3,400 holders of record of our common stock.

**(c) Dividends**

We have never paid any dividends on our common stock and expect for the foreseeable future to retain all of our earnings from operations, if any, for use in expanding and developing our business. Any future decision as to the payment of dividends will be at the discretion of our board of directors and will depend upon our earnings, financial position, capital requirements, plans for expansion and such other factors as our board of directors deems relevant. The terms of our Series B Preferred Stock prohibit payment of dividends on common stock unless all dividends accrued on the Series B Preferred Stock have been paid.

**Table of Contents****(d) Securities authorized for issuance under equity compensation plans****Table F Securities Authorized for Issuance Under Equity Compensation Plans**

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	155,000	\$ 8.50	1,445,000
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>155,000</b>	<b>\$ 8.50</b>	<b>1,445,000</b>

**(e) Performance Graph <sup>1</sup>**

This graph compares the cumulative total return of our common stock for the last five years with the cumulative total return for the same period of the S&P 500 Index and a peer group index. The graph assumes the investment of \$100 in common stock in each of the indices as of the market close on August 31 and reinvestment of all dividends.

	2008	2007	2006	2005	2004	2003
Pure Cycle Corporation	\$ 274.55	\$ 347.27	\$ 375.91	\$ 334.09	\$ 365.91	\$ 100.00
S&P 500	\$ 139.75	\$ 157.27	\$ 136.59	\$ 125.45	\$ 111.46	\$ 100.00
Peer Group <sup>(2)</sup>	\$ 153.30	\$ 174.55	\$ 167.04	\$ 165.92	\$ 111.07	\$ 100.00

- This performance graph is not soliciting material, is not deemed filed with the Commission and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as

amended,  
whether made  
before or after  
the date hereof  
and irrespective  
of any general  
incorporation  
language in any  
such filing.

2. The Peer Group consists of the following companies that have been selected on the basis of industry focus or industry leadership:  
American States Water Company, Aqua America, Inc., Artesian Resources Corp., California Water Service Group, Connecticut Water Service, Inc., Middlesex Water Company, Pennichuck Corp., SJW Corp., and The York Water Company. In 2007 we included BIW Limited, which ceased trading in 2007 and is therefore no longer included in our Peer Group.

**(f) Recent Sales of Unregistered Securities**

There were no sales of unregistered securities during the three months ended August 31, 2008.



**Table of Contents****Item 6 Selected Financial Data**  
**Table G Selected Financial Data**

<i>In thousands (except per share data)</i>	2008	2007	August 31, 2006 *	2005	2004
Summary of Statement of Operations items:					
Total revenues	\$ 282.4	\$ 265.7	\$ 271.7	\$ 234.7	\$ 205.0
Net loss	\$ (6,926.7)	\$ (6,914.7)	\$ (792.9)	\$ (1,050.9)	\$ (1,975.7)
Basic and diluted loss per share	\$ (0.34)	\$ (0.37)	\$ (0.05)	\$ (0.08)	\$ (0.22)
Weighted average shares outstanding	20,189	18,590	14,694	13,674	8,880
Summary Balance Sheet Information:					
Current assets	\$ 5,502.2	\$ 7,288.4	\$ 3,121.4	\$ 5,740.3	\$ 5,738.7
Total assets	\$ 109,899.4	\$ 111,891.9	\$ 108,833.9	\$ 26,046.5	\$ 25,625.6
Current liabilities	\$ 163.9	\$ 183.3	\$ 380.1	\$ 689.4	\$ 183.9
Long term liabilities	\$ 56,567.8	\$ 53,863.8	\$ 53,789.1	\$ 10,004.3	\$ 12,118.2
Total liabilities	\$ 56,731.6	\$ 54,047.1	\$ 54,169.2	\$ 10,693.7	\$ 12,302.1
Equity	\$ 53,167.8	\$ 57,844.8	\$ 54,664.7	\$ 15,352.7	\$ 13,323.5

\* As restated

We did not declare or pay any cash dividends in any of the five years presented.

The following items had a significant impact on our operations:

In fiscal 2008 and 2007, respectively, we imputed approximately \$4.4 million and \$4.7 million of interest related to the Tap Participation Fee payable to HP A&M (explained further in Note 7 to the accompanying financing statements).

In fiscal 2008 and 2007, respectively, we recognized approximately \$273,700 of losses and \$1.04 million of gains related to the acquisition of certain CAA interests (explained further in Note 5 to the accompanying financial statements). In fiscal 2007, approximately \$765,000 of the gain was recorded as additional paid in capital because the CAA interests were acquired from parties that are deemed related to us.

In fiscal 2006, we acquired water and real property interests in the Arkansas River Valley. The consideration for these assets consisted of equity valued at approximately \$36.2 million, and a Tap Participation Fee agreement valued at approximately \$45.6 million (at August 31, 2006), which is payable when we sell water taps. The total consideration of approximately \$81.9 million was allocated to the acquired assets based on each asset's relative fair value.

In fiscal 2006, we recognized \$390,900 of gain related to the extinguishment of debt and the acquisition of certain CAA interests.

In fiscal 2004, we recognized a \$1.1 million dollar loss related to the acquisition of certain CAA interests.

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**Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation**

**Overview**

*The discussion and analysis below includes certain forward-looking statements that are subject to risks, uncertainties and other factors, as described in Risk Factors and elsewhere in this Annual Report on Form 10-K, that could cause our actual growth, results of operations, performance, financial position and business prospects and opportunities for this year and the periods that follow to differ materially from those expressed in, or implied by, those forward-looking statements. Readers are cautioned that forward-looking statements contained in this Form 10-K should be read in conjunction with our disclosure under the heading: SAFE HARBOR STATEMENT UNDER THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 on page 3.*

The following Management's Discussion and Analysis ( MD&A ) is intended to help the reader understand the results of operations and our financial condition and should be read in conjunction with the accompanying financial statements and the notes thereto included in Part II, Item 8 of this Annual Report on Form 10-K. This overview summarizes the MD&A, which includes the following sections:

**Our Business** a general description of our business, our services and our business strategy.

**Critical Accounting Policies and Estimates** a discussion of our critical accounting policies that require critical judgments, assumptions and estimates.

**Results of Operations** analysis of our results of operations for the three years presented in our financial statements. We present our discussion in the MD&A in conjunction with the accompanying Financial Statements.

**Liquidity, Capital Resources and Financial Position** an analysis of our cash position and cash flows, as well as a discussion of our financing arrangements.

**Our Business**

Pure Cycle is an investor owned water and wastewater service provider engaged in the design, operation and maintenance of water and wastewater systems. We operate primarily in the Denver metropolitan area and own nearly 12,000 acre-feet of groundwater and/or certain surface water rights in the Denver area. We also own approximately 60,000 acre-feet of Arkansas River water, we have the exclusive rights to use over 15,000 acre-feet of groundwater located at the Lowry Range through the year 2081, and we own 70,000 acre-feet of conditional Colorado River water rights on the western slope of Colorado. We plan to utilize our Denver assets and our Arkansas River water to provide large scale residential/commercial water and wastewater services to customers located along the Front Range of Colorado. We are also exploring ways to use our western slope water for commercial or agricultural purposes along the western slope of Colorado.

**Critical Accounting Policies and Use of Estimates**

Our financial statements are prepared in accordance Accounting Principles Generally Accepted in the United States of America ( GAAP ), which requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

For further discussion of our significant accounting policies, please refer to Note 2 in the accompanying financial statements.

**Table of Contents****Results of operations****Executive Summary**

The results of our operations for the years ended August 31, 2008, 2007 and 2006 were as follows:

**Table H Summary Results of Operations**

	2008	2007	2006	Change	
				2008-2007	2007-2006
Millions of gallons of water delivered	42.8	44.4	56.6	-1.6	-12.2
Water revenues generated	\$ 159,600	\$ 149,500	\$ 163,600	\$ 10,100	\$ (14,100)
Water delivery operating costs incurred (excluding depreciation and depletion)	\$ 58,600	\$ 54,600	\$ 48,500	\$ 4,000	\$ 6,100
Water delivery gross margin %	63%	63%	70%		
Wastewater treatment revenues	\$ 67,000	\$ 60,300	\$ 59,000	\$ 6,700	\$ 1,300
Wastewater treatment operating costs incurred	\$ 18,900	\$ 22,800	\$ 17,300	\$ (3,900)	\$ 5,500
Wastewater treatment gross margin %	72%	62%	71%		
General and administrative expenses	\$ 2,316,800	\$ 2,476,500	\$ 1,544,500	\$ (159,700)	\$ 932,000
Net losses	\$ 6,926,700	\$ 6,914,700	\$ 792,900	\$ 12,000	\$ 6,121,800

**Water and Wastewater Usage Revenues**

Our water service charges are based on a tiered pricing structure that provides for higher prices as customers use greater amounts of water. Our rates and charges are established based on the average of three surrounding communities, referred to as our rate-base districts. Table B in Item 1 Business, outlines our tiered pricing structure and changes during fiscal 2008, 2007 and 2006, respectively.

Our wastewater customers are charged flat monthly fees based on their number of tap connections.

*Fiscal 2008 compared to fiscal 2007*

Water deliveries during fiscal 2008 dropped approximately 4% over water deliveries in fiscal 2007, due mainly to precipitation being higher in fiscal 2008. However, water usage fees in fiscal 2008 increased 7% over fiscal 2007 which is mainly a result of the timing of water usage and an increasing block pricing scale (as of July 1, 2007) for an entire fiscal year in 2008 versus two months in fiscal 2007.

Wastewater usage fees remained at \$39.50 per wastewater tap per month and before that they increased July 1, 2007, from \$34.80 to \$39.50 per wastewater tap per month. Consistent with water taps, the increased wastewater fees in fiscal 2008 is a result of the higher usage fees being charged for the entire fiscal 2008 versus two months in fiscal 2007.

Gross margins for water services remained constant from fiscal 2007 to fiscal 2008. Gross margins for wastewater services in fiscal 2008 increased 10% over fiscal 2007 due to certain testing and compliance expenses incurred during fiscal 2007 not experienced in fiscal 2008.

*Fiscal 2007 compared to fiscal 2006*

Water deliveries during fiscal 2007 dropped approximately 22% over water deliveries in fiscal 2006. This was a result of high precipitation experienced throughout the Front Range of Colorado starting in December 2006 and lasting into the spring of 2007. Increased precipitation results in our customers using less water for irrigation. Water usage fees in fiscal 2007 decreased 9% over fiscal 2006, despite the 22% decrease in gallons delivered. This was a result of increased usage fees effective July 1, 2007.

Wastewater usage fees increased July 1, 2007, from \$34.80 to \$39.50 per wastewater tap per month and before that they increased on July 1, 2005, from \$33.70 to \$34.80 per wastewater tap per month, which accounted for the changes in revenues between the fiscal years.





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Gross margins for water and wastewater services declined in fiscal 2007 over fiscal 2006. This is due to declines in the amount of water delivered. Decreased water deliveries do not typically equate to a decrease in the energy usage within the systems, and therefore, in reduced delivery years, gross margins will typically be lower. The decline is also due to certain testing and compliance expenses incurred during fiscal 2007 not experienced in the previous year.

**General and Administrative and Other Expenses**

General and administrative ( G&A ) expenses for fiscal 2008, 2007 and 2006 were impacted by the stock-based compensation recognized pursuant to the adoption of SFAS No. 123 (revised 2004) *Share Based Payment* ( SFAS 123(R) ), as follows (amounts are approximate):

**Table I G&A Expenses**

	Years ended August 31,			Change	
	2008	2007	2006	2008-2007	2007-2006
G&A expenses as reported	\$ (2,316,300)	\$ (2,476,500)	\$ (1,544,500)	\$ (160,200)	\$ 932,000
Stock-based compensation expenses	351,500	287,300	209,600	64,200	77,700
G&A expenses less SFAS 123(R) expenses	\$ (1,964,800)	\$ (2,189,200)	\$ (1,334,900)	\$ (224,400)	\$ 854,300

The changes in G&A expenses are mainly attributable to the following:

*Fiscal 2008 compared to fiscal 2007*

From Fiscal 2007 to fiscal 2008, G&A expenses decreased approximately 6%, which is mainly a result of:

Excluding stock-based compensation expenses our salary and salary related expenses in fiscal 2008 and 2007 would have been \$515,800 and \$833,000, respectively, a decrease of \$320,800 or 38%. Salary and salary related expenses including stock-based compensation expenses totaled approximately \$867,300 and \$1.12 million for the fiscal years ended August 31, 2008 and 2007, respectively. The decrease in salaries is mainly attributable to management and employee wages remaining unchanged in 2008 and there being no incentive compensation paid in 2008 as compared to incentive compensation of \$330,000 being paid in fiscal 2007 upon the completion of the July 2007 equity offering.

Professional fees (legal and accounting) totaled approximately \$386,000 and \$470,300, for 2008 and 2007, respectively. This decrease of \$84,300 is a result of legal and accounting bills incurred in fiscal 2007 related to our consultations with the Staff of the Commission which did not recur in 2008.

Franchise fees to the State of Delaware and NASDAQ listing fees decreased approximately \$92,900 from \$220,800 in fiscal 2007 to approximately \$127,900 in fiscal 2008. This is due to our reincorporation into Colorado saving us franchise fees payable to the State of Delaware.

The above decreases were offset by the following significant increases.

During fiscal 2008 and 2007, we expensed approximately \$330,500 and \$255,900 related to water assessment charges payable to the FLCC. This is an increase of \$74,600, which is a result of the FLCC increasing assessments for the current year. This represents our share (based on the number of FLCC shares we own) of FLCC's annual operating and maintenance expenditures. Additionally, in fiscal 2008 and 2007 we expensed approximately \$49,700 and \$37,200 for work performed in the Arkansas River Valley on our behalf by HP A&M, respectively. The increase is a result of increased salaries to the HP A&M farm management personnel which resulted in an increase in our costs.

We paid approximately \$227,600 and \$40,000 in consulting fees related to our discussions with Lend Lease as it relates to the potential development of six sections of the Lowry Range in fiscal 2008 and 2007, respectively.



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*Fiscal 2007 compared to fiscal 2006*

From Fiscal 2006 to fiscal 2007, G&A expenses increased approximately 60%, which is mainly a result of:

Excluding stock-based compensation, salary and salary related expenses in fiscal 2007 and 2006 would have been \$833,000 and \$735,200, respectively, an increase of \$97,800. Salary and salary related expenses including stock-based compensation expenses totaled approximately \$1.12 million and \$944,800 for the fiscal years ended August 31, 2007 and 2006, respectively. The increase in salary and salary related expenses is mainly attributable to incentive compensation of \$330,000 being paid in fiscal 2007 upon completion of the July 2007 equity offering, which exceeded the \$250,000 of incentive compensation paid in fiscal 2006.

During fiscal 2007, we expensed approximately \$256,000 related to water assessment charges payable to the FLCC. Additionally, in fiscal 2007 we expensed approximately \$37,200 for work performed in the Arkansas River Valley on our behalf by HP A&M. These charges were not incurred during fiscal 2006 because we acquired the Arkansas Water Rights in the fourth quarter of fiscal 2006.

Professional fees (legal and accounting) totaled approximately \$470,300 and \$187,400, for 2007 and 2006, respectively. Approximately \$190,000 of the increase was a result of services performed in connection with our consultations with the Staff of the Commission completed during fiscal 2007. The remaining increase resulted primarily from the internal control audit that was carried out to comply with the Sarbanes-Oxley Act of 2002.

Franchise fees to the State of Delaware and NASDAQ listing fees increased approximately \$113,500 due to the increase in our total assets as a result of the Arkansas River water acquisition and the issuance of common stock as a result of the exercising of stock options.

In fiscal 2007 we paid approximately \$40,000 in consulting fees related to our discussions with Lend Lease as it related to the potential development of six sections of the Lowry Range, which were not incurred in fiscal 2006.

Depreciation and depletion charges for the years ended August 31, 2008, 2007 and 2006 were approximately \$381,300, \$366,100 and \$20,100, respectively. Fiscal 2008 and 2007 were consistent, but the increase from fiscal 2006 to fiscal 2007 is mainly a result of additional depreciation charges associated with the water delivery fixtures acquired from HP A&M on August 31, 2006 (depreciation began on September 1, 2006) and depreciation of capitalized legal costs associated with the HP A&M asset acquisition. In addition, in late fiscal 2006 we began depreciating the costs incurred to extend the water system to the Fairgrounds. We expect the depreciation and depletion charges going forward to remain consistent with the fiscal 2008 charges.

Interest income totaled approximately \$283,600, \$155,700 and \$191,000 in fiscal 2008, 2007 and 2006, respectively. This represents interest earned on the temporary investment of capital in cash equivalents or available-for-sale securities, interest accrued on the note payable by the District and interest accrued on the Special Facilities construction proceeds receivable from the County. The increase from fiscal 2007 to fiscal 2008 of approximately \$127,900 was due to additional funds being invested in interest bearing accounts as a result of the proceeds raised in the July 2007 equity offering. The decrease of approximately \$35,300 from fiscal 2006 to fiscal 2007 was due to fewer funds being invested and earning interest as a result of the County construction project in fiscal 2006 and cash used in operations. Cash that was invested was not raised until the July 2007 equity offering so during fiscal 2007 we had lower investment balances.

Imputed interest expense related to the Tap Participation Fee payable to HP A&M totaled approximately \$4.4 million, \$4.7 million and \$0 for fiscal 2008, 2007 and 2006, respectively. This represents the expensed portion of the difference between the relative fair value of the liability and the net present value of the liability recognized under the effective interest method. The decrease in the imputed interest expense of approximately \$300,000 was a result of the updated valuation performed in the first quarter of fiscal 2008 which is explained in greater detail in Note 7 to the accompanying financial statements.



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Interest expense related parties was approximately \$0, \$0 and \$7,100 in fiscal 2008, 2007 and 2006, respectively. All interest bearing debt related parties, was paid off or extinguished as of August 31, 2006. Further, in October 2007, we repaid approximately \$26,500 of non-interest bearing related party debt and now we no longer have any debt with scheduled maturities.

Interest expense non-related parties was approximately \$0, \$0 and \$19,300 in fiscal 2008, 2007 and 2006, respectively. All interest bearing debt was extinguished as of August 31, 2006.

Our net losses, as reported in our statements of operations in fiscal 2008, 2007 and 2006, were approximately \$6.9 million, \$6.9 million and \$792,900, respectively. Our reported net losses have been materially impacted by the imputed interest on the Tap Participation Fee and stock-based compensation expense recognized pursuant to SFAS 123(R). In table J below, we have presented a non-GAAP financial disclosure to provide a quantitative analysis of the impact of the imputed interest and stock-based compensation expenses on our reported net losses and loss per share. Because these items do not require the use of current assets, management does not include these items in its analysis of financial results or how we allocate our resources. Because of this, we deemed it meaningful to provide this non-GAAP disclosure of the impact of these significant items on our financial results.

**Table J Non-GAAP Financial Disclosure**

	Years ended August 31,			Change	
	2008	2007	2006	2008-2007	2007-2006
Net loss as reported	\$ (6,926,700)	\$ (6,914,700)	\$ (792,900)	\$ (12,000)	\$ (6,121,800)
Interest imputed on Tap Participation Fee payable to HP A&M	4,393,000	4,669,700		(276,700)	4,669,700
Stock-based compensation expense	351,500	287,300	209,600	64,200	77,700
Net loss less imputed interest and stock-based compensation expense	\$ (2,182,200)	\$ (1,957,700)	\$ (583,300)	\$ (224,500)	\$ (1,374,400)
Net loss per common share as reported	\$ (0.34)	\$ (0.37)	\$ (0.05)	\$ 0.03	\$ (0.32)
Interest imputed on Tap Participation Fee payable to HP A&M	0.22	0.25		\$ (0.03)	\$ 0.25
Stock-based compensation expense	0.02	0.02	0.01	\$	\$ 0.01
Net loss per common share less imputed interest and stock-based compensation expense	\$ (0.10)	\$ (0.10)	\$ (0.04)		
Weighted average common shares outstanding	20,188,675	18,589,737	14,693,585		

Net losses increased in each of the years presented above, after the effects of the stock-based compensation and interest on the Tap Participation Fee, mainly as a result of the items discussed in the G&A section above, and as a result of the impact to our operations of the CAA transactions described in Note 5 to the accompany financial

statements.

Liquidity, capital resources and financial position

At August 31, 2008, our working capital, defined as current assets less current liabilities, was approximately \$5.3 million, and we had cash and cash equivalents on hand totaling approximately \$5.2 million. We also have an effective shelf registration statement pursuant to which we may elect to sell up to another \$5.7 million of stock at any time and from time to time. We believe that at August 31, 2008, we have sufficient working capital to fund our operations for the next year. However, there can be no assurance that we will be successful in marketing the water from our primary water projects in the near term. In order to generate working capital to support our operations, we may incur additional short or long-term debt or seek to sell additional equity securities.

Development of the water that we own, have rights to use, or may seek to acquire, will require substantial capital investments. We anticipate that capital required for the development of the water and wastewater systems will be financed through the sale of water taps to developers and water delivery charges to users. We anticipate tap fees will be sufficient to generate funds with which we can design and construct the necessary Wholesale Facilities. However, once we receive tap fees from a developer, we are contractually obligated to construct the Wholesale Facilities for the taps paid for, even if our costs are not covered by the fees we receive. We cannot assure you that these sources of cash will be sufficient to cover all our capital costs.

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Pursuant to the Arkansas River Agreement we agreed to pay HP A&M 10% of our water tap fees received on the sale of the next 40,000 water taps. As of August 31, 2008, we have estimated the value of the Tap Participation Fee at approximately \$53.8 million based on a discounted cash flow valuation analysis, which was originally prepared at August 31, 2006, and was updated as of November 30, 2007. See Note 7 in the accompanying financial statements for the impact of the revaluation. The actual amount to be paid could exceed our estimates. Tap participation payments are not payable to HP A&M until we receive water tap fee payments. We did not sell any taps or make any Tap Participation Fee payments during the year ended August 31, 2008. As of August 31, 2008, there are 38,965 taps that remain subject to the Tap Participation Fee.

We are obligated to pay the FLCC annual water assessment charges which are the charges assessed to the FLCC shareholders for the upkeep and maintenance of the Fort Lyon Canal. The payments are due to the FLCC each calendar year. In December 2007, the board and shareholders of the FLCC approved an increase in the calendar 2008 assessments from \$12.50 per share to \$15.00 per share, which equates to an increase in our water assessments from approximately \$265,000 per year to approximately \$325,000 per year.

On August 3, 2005, we entered into the County Agreement to provide water service to the Fairgrounds. In accordance with GAAP, upon completion of construction of the Fairgrounds facilities and the initiation of water service to the Fairgrounds in July 2006, we began ratably recognizing deferred tap fee revenues as income. The tap fees received from the County are being recognized in income over the estimated useful life of the constructed assets, or 30 years. In addition, we started recognizing deferred Special Facilities funding as revenues in fiscal 2006, which will also be recognized over the useful life of the constructed assets. See also Note 3 to the accompanying financial statements for information regarding the amendment to the County Agreement in regards to the Special Facilities funding and the receipt of water rights in August 2008.

**Repayment of all related party and non-related debt**

In October 2007, we repaid our sole outstanding note to a related party. Therefore, at August 31, 2008, we had no outstanding related party or non-related party debt.

**Operating Activities**

Operating activities include revenues we receive from the sale of water and wastewater services to our customers, costs incurred in the delivery of those services, G&A expenses, and depletion/depreciation expenses.

Cash used by operating activities was approximately \$1.3 million, \$2.3 million and \$767,600 for fiscal 2008, 2007 and 2006, respectively. The decrease of approximately one million dollars from fiscal 2007 to fiscal 2008 is a result of 2007 having a gain on the extinguishment of CAA interests of approximately \$270,100 whereas fiscal 2008 had a loss on the extinguishment of CAA interests of approximately \$273,700, which is a \$544,800 year over year impact to the cash flow statement. The remaining difference was due to the timing of payments and receipts related to operating assets.

As a result of the Arkansas River Agreement signed on August 31, 2006, we imputed approximately \$4.4 million, \$4.7 million and \$0 of interest on the Tap Participation Fee in fiscal 2008, 2007 and 2006, respectively. These are reflected as non-cash items in the statements of cash flows.

During fiscal 2008, 2007 and 2006 we accrued interest on the note receivable from the District of approximately \$19,100, \$23,500 and \$21,500, respectively, which is comparable period over period. We also accrued approximately \$35,900, \$49,900 and \$0 of interest on the construction proceeds receivable from the County during 2008, 2007 and 2006, respectively. The decrease in the construction proceeds interest income is a result of payments made by the County since the prior year, which reduced the interest income recognized under the effective interest method, and due to the amendment to the County Agreement reached with the County as described in Note 3 to the accompanying financial statements. There was no interest recognized in fiscal 2006 because the construction was not completed until the end of our fiscal 2006.



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We incurred approximately \$382,600, \$369,000 and \$20,100 of depreciation, depletion and other non-cash charges during fiscal 2008, 2007 and 2006, respectively. As noted above, the increase from 2006 is a result of the depreciation of capitalized legal costs associated with the HP A&M asset acquisition, the depreciation of water delivery equipment in the Arkansas River valley, both of which started on September 1, 2006 and in late fiscal 2006 we began depreciating the costs incurred to extend the water system to the Arapahoe County Fairgrounds.

We will continue to provide domestic water and wastewater service to customers in our service area and we will continue to operate and maintain our water and wastewater systems with our own employees.

### **Investing Activities**

On October 31, 2003 we entered into the Denver Groundwater Purchase Agreement (the DGPA ) with the developer of Sky Ranch. The DGPA provides us the right to purchase a total of 223 acre-feet of adjudicated decreed water rights owned by the developer. Under the DGPA, we have the right to acquire 44.6 acre-feet of water per year (or 20% of the total 223 acre-feet) for a payment of \$50,000 (acquiring the entire 223 acre-feet requires payments totaling \$250,000). On March 26, 2004 and May 26, 2005, we exercised our rights and purchased a total of 89.2 acre-feet of Denver aquifer groundwater for payments totaling \$100,000. During our fiscal 2007 and fiscal 2006 we made the two required \$50,000 payments pursuant to the DGPA; however, we have not received the water rights deeds from the developer, nor has the developer cashed either of the payments. In November, 2007, the developer of Sky Ranch filed for Chapter 11 bankruptcy protection. Because of the bankruptcy and since we have not received our water rights deeds from Sky Ranch, we have cancelled the two un-cashed checks issued to Sky Ranch and have reversed the \$100,000 that was included in the Prepaid Expenses account on our Balance Sheet. We will continue to follow the bankruptcy proceedings of Sky Ranch and vigorously seek to enforce our rights under the DGPA and other Sky Ranch agreements. However, our rights related to Sky Ranch may have no value following the bankruptcy. Refer to the Risk Factors in Item 1A for additional information on the bankruptcy.

We continue to invest in legal and engineering fees associated with our water rights, and we continue to invest in the right-of-way permit fees to the Department of Interior Bureau of Land Management and legal and engineering costs for our Paradise Water Supply.

Cash provided (used) by investing activities for fiscal 2008, 2007 and 2006 was approximately \$466,100, \$2.5 million and (\$1.6) million, respectively. Investing activities in 2008 consisted mainly of \$790,600 received from the maturity of available-for-sale securities, offset by \$270,500 of investments in water rights. The fiscal 2007 cash provided by investing activities was positively impacted by the sale of LAWMA shares, as more fully described in Note 3 to the accompanying financial statements and the sale of approximately \$1.5 million of available-for-sale securities. The fiscal 2006 investing activities were negatively impacted by a net investment in available-for-sale securities of approximately \$1.0 million and approximately \$2.4 million of investments in water assets as a result of the County Agreement.

### **Financing Activities**

Cash provided by financing activities was approximately \$29,500, \$5.5 million and \$807,500 for fiscal 2008, 2007 and 2006, respectively. Financing activities in fiscal 2007 was positively impacted by the \$9.0 million raised in the equity offering offset by the \$2.6 million used to extinguish contingent obligations as described in Note 5 to the accompanying financial statements. Fiscal 2006 was positively impacted by approximately \$1.18 million of funds received from the exercising of stock options.

### **Off-Balance Sheet Arrangements**

Our off-balance sheet arrangements consist entirely of the CAA, which is more fully described in Note 5 to the accompanying financial statements.

**Table of Contents****Recently Adopted and Issued Accounting Pronouncements**

See Note 2 to the accompanying financial statements regarding recently adopted and issued accounting pronouncements.

**Total Contractual Cash Obligations****Table K Contractual Cash Obligations**

	Total	Less than 1 year	Payments due by period		
			1-3 years	3-5 years	More than 5 years
Contractual obligations					
Operating lease obligations	\$ 12,000	\$ 12,000	(a)	(a)	(a)
Participating Interests in Export Water	1,217,900	(b)	(b)	(b)	(b)
Tap Participation Fee payable to HP A&M	108,449,300	(c)	(c)	(c)	(c)
Total	\$ 109,679,200	\$ 12,000	\$	\$	\$

- (a) Our only operating lease is related to our office space. The lease is month-to-month and is cancelable upon thirty days notice. Due to this not being a long-term lease, payments cannot be reasonably estimated beyond one year.
- (b) The participating interests liability is payable to the CAA holders upon the sale of Export Water, and therefore, the timing of the payments is uncertain and not reflected in the above table by period.
- (c) The Tap Participation Fee payable to HP A&M is payable upon the sale of water taps. Because the timing of these water tap sales is not fixed and determinable, the estimated payments are not reflected in the above table by period. The amount listed above includes an unamortized discount of approximately \$54.6 million. The valuation of the Tap Participation Fee payable to HP A&M is a significant estimate based on available historic market information and estimated future market information. Many factors are necessary to estimate future market conditions, including but not limited to, supply and demand for new homes, population growth along the Front Range, cash flows, tap fee increases at our rate-base districts, and other market forces beyond our control. Because the estimates and assumptions used to value the Tap Participation Fees payable to HP A&M are subjective, actual results could vary materially from the estimates.

**Item 7A Quantitative and Qualitative Disclosures About Market Risk**

*General.* Pure Cycle has limited exposure to market risks from instruments that may impact the *Balance Sheets*, *Statements of Operations*, and *Statements of Cash Flows*, such exposure is due primarily to changing interest rates.

*Interest Rates.* The primary objective for our investment activities is to preserve principal while maximizing yields without significantly increasing risk. This is accomplished by investing in diversified short-term interest bearing investments. As of August 31, 2008, we no longer have any investments which are subject to market risks as the majority of our capital is invested predominately in overnight money market funds related to US Treasury Obligations which earn interest at stated rates. We have no investments denominated in foreign country currencies and therefore our investments are not subject to foreign currency exchange risk.

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**Item 8 Financial Statements and Supplementary Data**  
**Index to Financial Statements and Supplementary Data**

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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Pure Cycle Corporation

We have audited the accompanying balance sheets of Pure Cycle Corporation as of August 31, 2008 and 2007, and the related statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended August 31, 2008. We also have audited Pure Cycle Corporation's internal control over financial reporting as of August 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Pure Cycle Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pure Cycle Corporation as of August 31, 2008 and 2007, and the results of its operations and its cash flows for each of the years in the two-year period then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Pure Cycle Corporation maintained, in all material respects, effective internal control over financial reporting as of August 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ GHP HORWATH, P.C.

Denver, Colorado

November 13, 2008



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Report of Independent Registered Public Accounting Firm

The Board of Directors

Pure Cycle Corporation:

We have audited the accompanying statements of operations, stockholders' equity, and cash flows of Pure Cycle Corporation (the Company) for the year ended August 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Pure Cycle Corporation for the year ended August 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2, effective September 1, 2005, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123(R) Share Based Payment.

/s/ Anton Collins Mitchell LLP

Denver, Colorado

November 10, 2006

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PURE CYCLE CORPORATION  
BALANCE SHEETS

	August 31,	
	2008	2007
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents	\$ 5,238,973	\$ 6,095,075
Marketable securities		799,802
Trade accounts receivable	71,401	70,217
Interest receivable		11,585
Prepaid expenses	127,018	246,968
Current portion of construction proceeds receivable	64,783	64,783
 Total current assets	 5,502,175	 7,288,430
 Investments in water and water systems, net	 103,346,623	 103,248,427
 Construction proceeds receivable, less current portion	 467,102	 792,719
Note receivable Rangeview Metropolitan District, including accrued interest	494,799	475,734
Assets held for sale	77,940	77,940
Investment in Well Enhancement and Recovery Systems, LLC	2,759	4,431
Property and equipment, net	8,005	4,210
 Total assets	 \$ 109,899,403	 \$ 111,891,891
 <b>LIABILITIES:</b>		
Current liabilities:		
Accounts payable	\$ 37,585	\$ 15,056
Accrued liabilities	70,478	85,919
Deferred revenues	55,800	55,800
Current debt related party		26,542
 Total current liabilities	 163,863	 183,317
 Deferred revenues, less current portion	 1,501,910	 1,557,711
Participating Interests in Export Water Supply	1,217,876	2,851,037
Tap Participation Fee payable to HP A&M, net of \$54.6 million and \$55.1 million discount	53,848,000	49,455,000
 Total liabilities	 56,731,649	 54,047,065
 Commitments and Contingencies		
 <b>STOCKHOLDERS EQUITY:</b>		
Preferred stock:		
	433	433

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Par value \$.001 per share, 25 million shares authorized; Series B	432,513	
shares issued and outstanding (liquidation preference of \$432,513)		
Common stock:		
Par value 1/3 of \$.01 per share, 40 million shares authorized; 20,206,566 and		
19,995,338 shares outstanding	67,360	67,512
Additional paid-in capital	91,928,398	91,650,897
Treasury stock, at cost, 0 and 256,800 shares of common stock		(1,979,447)
Accumulated comprehensive income		7,168
Accumulated deficit	(38,828,437)	(31,901,737)
Total stockholders' equity	53,167,754	57,844,826
Total liabilities and stockholders' equity	\$ 109,899,403	\$ 111,891,891

See accompanying Notes to Financial Statements



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PURE CYCLE CORPORATION  
STATEMENTS OF OPERATIONS

	For the Years Ended August 31,		
	2008	2007	2006
Revenues:			
Metered water usage	\$ 159,649	\$ 149,539	\$ 163,560
Wastewater treatment fees	66,976	60,335	59,008
Special facility funding recognized	41,508	41,508	3,494
Water tap fees recognized	14,296	14,294	1,191
Sky Ranch options			44,416
<b>Total revenues</b>	<b>282,429</b>	<b>265,676</b>	<b>271,669</b>
Expenses:			
Water service operations	(58,576)	(54,631)	(48,508)
Wastewater service operations	(18,925)	(22,817)	(17,312)
Depletion and depreciation	(88,511)	(87,739)	(8,078)
<b>Total cost of revenues</b>	<b>(166,012)</b>	<b>(165,187)</b>	<b>(73,898)</b>
<b>Gross margin</b>	<b>116,417</b>	<b>100,489</b>	<b>197,771</b>
General and administrative expenses	(2,316,291)	(2,476,462)	(1,544,516)
Depreciation	(292,778)	(278,360)	(12,004)
<b>Operating loss</b>	<b>(2,492,652)</b>	<b>(2,654,333)</b>	<b>(1,358,749)</b>
Other income (expense):			
Interest income	283,590	155,712	190,987
(Loss) gain on extinguishment of contingent obligations and debt	(273,723)	271,127	390,866
(Loss) gain on sale of assets	(270)	17,927	
(Loss) gain on sales of marketable securities	(1,973)	142	10,414
Share of losses of Well Enhancement and Recovery Systems, LLC	(48,672)	(35,569)	
Interest imputed on the Tap Participation Fees payable to HP A&M	(4,393,000)	(4,669,742)	
Interest expense related parties			(7,120)
Interest expense			(19,258)
<b>Net loss</b>	<b>\$ (6,926,700)</b>	<b>\$ (6,914,736)</b>	<b>\$ (792,860)</b>
<b>Net loss per common share basic and diluted</b>	<b>\$ (0.34)</b>	<b>\$ (0.37)</b>	<b>\$ (0.05)</b>
<b>Weighted average common shares outstanding basic and diluted</b>	<b>20,188,675</b>	<b>18,589,737</b>	<b>14,693,585</b>

See accompanying Notes to Financial Statements

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PURE CYCLE CORPORATION  
STATEMENTS OF STOCKHOLDERS' EQUITY

	Preferred Stock		Common Stock		Treasury Stock		Additional Paid-in	Accumulated	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Income (loss)	Deficit	
August 31, 2015 balance:	432,513	\$ 433	14,329,981	\$ 47,770	(73,154)	\$ (554,939)	\$ 40,050,159	\$ 3,453	\$ (24,194,141)	\$ 15,352,7
Issuance of common stock to related party										
Retirement of common stock										
Acquisition of common stock							363,208			363,2
Acquisition of common stock			242,169	807			2,127,389			2,128,1
Acquisition of common stock			3,000,000	10,000			36,230,000			36,240,0
Exercise of warrants			15,520	52			27,884			27,9
Exercise of stock options			891,443	2,973	(57,125)	(454,595)	1,601,624			1,150,0
Stock based compensation							209,611			209,6
Realized loss on investments								(14,107)		(14,1
Other comprehensive income									(792,860)	(792,8
August 31, 2016 balance:	432,513	433	18,479,113	61,602	(130,279)	(1,009,534)	80,609,875	(10,654)	(24,987,001)	54,664,7
Issuance of common stock							765,071			765,0
Exercise of common stock			1,200,000	4,000			9,020,608			9,024,6
Exercise of stock options			538,836	1,796	(126,521)	(969,913)	968,117			
Restricted stock			34,189	114			(114)			
Stock based compensation							287,340			287,3
Realized gain on investments								17,822		17,8
Other comprehensive income									(6,914,736)	(6,914,7

Comprehensive											(6,896,9
August 31,											
07 balance:	432,513	433	20,252,138	67,512	(256,800)	(1,979,447)	91,650,897	7,168	(31,901,737)	57,844,8	
Acquired			211,228	704			1,904,573			1,905,2	
Retirement of											
Treasury stock			(256,800)	(856)	256,800	1,979,447	(1,978,591)				
Stock based											
Compensation							351,519			351,5	
Realized loss											
Investments								(7,168)		(7,1	
Loss									(6,926,700)	(6,926,7	
Comprehensive											(6,933,8
August 31,											
08 balance:	432,513	\$ 433	20,206,566	\$ 67,360		\$	\$ 91,928,398	\$	\$ (38,828,437)	\$ 53,167,7	

See accompanying Notes to Financial Statements

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PURE CYCLE CORPORATION  
STATEMENTS OF CASH FLOWS

	For the Years Ended August 31,		
	2008	2007	2006
Cash flows from operating activities:			
Net loss	\$ (6,926,700)	\$ (6,914,736)	\$ (792,860)
Adjustments to reconcile net loss to net cash used for operating activities:			
Imputed interest on Tap Participation Fees payable to HP A&M	4,393,000	4,669,742	
Depreciation, depletion and other non-cash items	382,648	368,960	20,082
Stock based compensation expense included with general and administrative expenses	351,519	287,340	209,611
Loss (gain) on extinguishment of contingent obligations and debt	273,723	(271,127)	(390,866)
Share of losses of Well Enhancement and Recovery Systems, LLC	48,672	35,569	
Loss (gain) on sales of marketable securities	1,973	(142)	(10,414)
Loss (gain) on sale of fixed assets	270	(17,927)	
Interest added to note receivable Rangeview Metropolitan District	(19,065)	(23,504)	(21,508)
Interest added to construction proceeds receivable	(30,906)	(49,877)	
Interest accrued on long-term debt related parties			7,120
Interest accrued on long-term debt			19,258
Changes in operating assets and liabilities:			
Export water proceeds to be remitted to escrow agent			174,890
Trade accounts receivable	(1,184)	(4,797)	(15,361)
Interest receivable and prepaid expenses	131,535	(170,849)	(27,250)
Construction proceeds receivable	150,518	57,330	
Accounts payable and accrued liabilities	7,088	(223,271)	19,957
Deferred revenues	(55,801)	(55,804)	39,754
Net cash used for operating activities	(1,292,710)	(2,313,093)	(767,587)
Cash flows from investing activities:			
Sales and maturities of marketable securities	790,661	1,955,669	4,833,174
Sale of LAWMA shares		849,742	
Sale of property and equipment	1,000	19,250	
Purchase of property and equipment	(7,547)	(3,003)	(2,781)
Capitalized acquisition costs		(37,600)	(173,110)
Investment in Well Enhancement and Recovery Systems LLC	(47,000)	(40,000)	
Investments in water and water systems	(270,998)	(46,983)	(2,411,746)
Purchase of marketable securities		(208,101)	(3,885,238)
Net cash provided (used) by investing activities	466,116	2,488,974	(1,639,701)
Cash flows from financing activities:			
Proceeds from the sale of common and preferred stock, net		9,024,608	1,177,938
Payments to contingent liability holders	(2,966)	(4,516)	(174,890)
Tap Participation Fee payments to HP A&M		(849,742)	

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Payments to purchase contingent liabilities		(2,625,225)	
Payments on long-term debt related parties	(26,542)		(195,573)
Net cash (used) provided by financing activities	(29,508)	5,545,125	807,475
Net change in cash and cash equivalents	(856,102)	5,721,006	(1,599,813)
Cash and cash equivalents beginning of year	6,095,075	374,069	1,973,882
Cash and cash equivalents end of year	\$ 5,238,973	\$ 6,095,075	\$ 374,069

See accompanying Notes to Financial Statements

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PURE CYCLE CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
AUGUST 31, 2008, 2007 AND 2006

**NOTE 1: ORGANIZATION**

Pure Cycle Corporation (the Company) was incorporated in Delaware in 1976 and reincorporated in Colorado in 2008. The Company owns water assets in the Denver, Colorado metropolitan area, in the Arkansas River Valley in southern Colorado, and on the western slope of Colorado. The Company is currently using its water assets located in the Denver metropolitan area to provide water and wastewater services to customers located in the Denver metropolitan area.

The Company provides a full line of water and wastewater services which includes designing and constructing water and wastewater systems as well as operating and maintaining such systems. The Company's business focus is to provide water and wastewater service to customers throughout the Denver metropolitan area as well as along the Colorado Front Range.

With approximately \$5.2 million of cash and cash equivalents, \$5.3 million of working capital and an open shelf registration statement allowing the Company to sell up to approximately \$5.7 million of stock, at August 31, 2008, the Company believes it has sufficient working capital and financing sources to fund its operations for at least the next year. However, there can be no assurance that the Company will be successful in marketing its water on terms that are acceptable to the Company. The Company's ability to generate working capital from its water and wastewater projects is dependent on its ability to successfully market the water, or in the event it is unsuccessful, to sell the underlying water assets. In the event increased sales are not achieved or the Company is unable to sell its water assets at a sufficient level, the Company may have to issue additional short or long-term debt or seek to sell additional shares of the Company's common or preferred stock to generate sufficient working capital.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Revenue Recognition**

The Company generates revenues mainly from three sources:

- (i) water and wastewater tap fees,
- (ii) construction fees, and
- (iii) monthly water usage fees and wastewater service fees.

Each of the items above is typically included in a single contract with the Company's customers. Emerging Issues Task Force Issue No. 00-21 *Revenue Arrangements with Multiple Deliverables* (EITF 00-21), governs how to identify when goods or services, or both, that are separately delivered but included in a single sales arrangement should be accounted for separately. Therefore, in accordance with EITF 00-21, the Company accounts for each of the items addressed in its service agreements separately.

**Tap and Construction Fees.** Proceeds from tap fees and construction fees are deferred upon receipt and recognized in income either upon completion of construction of infrastructure or ratably over time, which is based on whether or not the Company owns the infrastructure constructed with the proceeds.

Tap and construction fees derived from agreements in which the customer will own the assets constructed with the fees (for example the assets constructed for use on the Lowry Range pursuant to the Company's service agreement with the Rangeview Metropolitan District (the District)) are recognized in accordance with Statement of Position 81-1 *Accounting for Performance of Construction-Type and Certain Production-Type Contracts*, whereby the Company recognizes revenue and costs of construction using the percentage-of-completion method.

Tap and construction fees derived from agreements for which the Company will own the infrastructure (for example the assets constructed for use at the Arapahoe County Fairgrounds (the Fairgrounds) also referred to a Special Facilities funding) are recognized in accordance with Staff Accounting Bulletin No. 104 *Revenue Recognition* (SAB 104), whereby the up-front fees are recognized ratably over the estimated service life of the facilities constructed, starting at completion of construction.





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PURE CYCLE CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
AUGUST 31, 2008, 2007 AND 2006

The Company recognized approximately \$14,300, \$14,300 and \$1,200 of water tap fee revenues in fiscal 2008, 2007 and 2006, respectively, related to the Water Service Agreement (the County Agreement ) with Arapahoe County (