

GATLIN, SCHIEFELBEIN & COWDERY, P.A.

Attorneys at Law

DEPOSIT

DATE

The Mahan Station
1709-D Mahan Drive
Tallahassee, Florida 32308

D 6 2 1

SEP 24 1997

B. KENNETH GATLIN
WAYNE L. SCHIEFELBEIN
KATHRYN G.W. COWDERY

TELEPHONE (904) 877-5222
TELECOPIER (904) 877-9001
F MAIL bkgatlin@netall.com

OF COUNSEL
THOMAS F WOODS

September 23, 1997

971236-415

Blanca S. Bayo, Director
Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

HAND DELIVERY

Re: Application for Extension of Service Area (Amendment Certificate Nos. 7-W and 3-S) by Florida Cities Water Company in Brevard County, Florida

Dear Ms. Bayo:

Enclosed for filing on behalf of Florida Cities Water Company for filing in the above docket is an original and 15 copies of the Application for Extension of Service Areas (Amendment of Certificate Nos. 7-W and 3-S) by Florida Cities Water Company, Barefoot Bay Division in Brevard County, Florida.

Please open a docket for this application.

Also enclosed is Check No. 132746 in the amount of \$1,000.00 as payment for the filing fee for this application.

Please acknowledge receipt of the foregoing by stamping the enclosed extra copy of this letter and returning same to my attention.

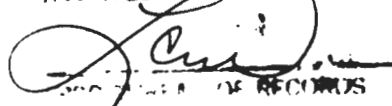
Sincerely,



Wayne L. Schiefelbein

cc w/encl.: John Williams, Division of Water & Wastewater
(including Exhibits 3, 4, and 6)

RECEIVED & FILED



DN 09677-97
9/23/97

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for Extension)
of Service Area (Amendment of)
Certificates Nos. 7-W and 3-S))
by FLORIDA CITIES WATER COMPANY)
in Brevard County, Florida)

971236-WS

FLORIDA CITIES WATER COMPANY'S APPLICATION FOR EXTENSION
OF SERVICE AREA (AMENDMENT OF CERTIFICATES NOS. 7-W AND 3-S)
IN BREVARD COUNTY, FLORIDA

Pursuant to Section 367.045, Florida Statutes, Florida Cities Water Company (FCWC), by and through its undersigned counsel, files this application for extension of service area (amendment of Certificates Nos. 7-W and 3-S) in Brevard County, Florida, and in accordance with Rule 25-30.036, Florida Administrative Code, hereby supplies the following information:

1. The name and address of the utility is:

Florida Cities Water Company
931 Barefoot Boulevard, Suite 2
Barefoot Bay, Florida 32976

The name and address of the person to receive a copy of all papers, pleadings, and filings in this docket is:

Wayne L. Schiefelbein
Gatlin, Schiefelbein & Cowdery, P.A.
1709-D Mahan Drive
Tallahassee, Florida 32308

Attorneys for Florida Cities Water Company

2. This application seeks approval of the extension of FCWC's certificated areas to authorize service to the following potential water and wastewater customer located adjacent to its existing service areas:

DOCUMENT NUMBER-DATE

09677 SEP 23 5

FPSC-RECORDS/REPORTING

	<u>ERCs</u>	<u>Type</u>
Crystal Bay	500	Residential (single-family)

3. FCWC has the financial and technical ability to provide service to the Crystal Bay subdivision. FCWC is a large, multi-county operation in the State of Florida, and has been in the water and wastewater utility business since 1965. FCWC's operations are financially well supported, and the technical support and expertise are firmly in place. The proposed extension is not expected to have any impact in these regards.

4. An agent for the owner/developer of the Crystal Bay subdivision has requested water and wastewater service from FCWC.

5. There are no other existing facilities within the immediate geographical area capable of providing water and wastewater service to the proposed extension.

6. To the best of FCWC's knowledge, at the time this application is filed, its provision of service to the proposed extension would be consistent with the Potable Water and Sanitary Sewer elements of the Brevard County Comprehensive Plan, as approved by the Department of Community Affairs.

7. The treatment facilities that will serve the proposed territory are located on land that is owned by FCWC, as evidenced by the attorney's opinion letters and warranty deeds attached hereto as Composite Exhibit 1.

8. A description of the territory proposed to be added to FCWC's certificated territory, using township, range and section references, is attached hereto as Exhibit 2.

9. Detailed system maps showing the proposed lines, treatment facilities and the territory proposed to be served, are identified as Composite Exhibit 3, and have been provided to Commission Staff. FCWC has conferred with Commission Staff and been advised that those maps, in conjunction with the maps submitted in Docket No. 960915-WS, are sufficient to satisfy Commission requirements.

10. FCWC is not planning to build a new treatment plant or upgrade an existing plant to serve the proposed territory.

11. FCWC currently uses effluent disposal by means of spray irrigation.

12. A map showing township, range and section, with the proposed territory plotted thereon by use of metes and bounds or quarter sections, and with a defined point of beginning, is identified as Exhibit 4 and has been provided to the Staff of the Commission. FCWC has conferred with Commission Staff and been advised that this map, in conjunction with the maps submitted in Docket No. 960915-WS, are sufficient to satisfy Commission requirements.

13. (a) The Barefoot Bay Water Treatment Plant will serve the proposed water territory extension. The average daily flow for

the twelve-month period ended July, 1997 for this plant is 0.45 million gallons per day (mgd), with flows for the peak day at 0.86 mgd. The permitted treatment capacity is 1.0 mgd. This extension will add an average daily demand of 0.125 mgd and a peak demand of 0.24 mgd. There is a total of 800,000 gallons of storage to handle peak demand. There is sufficient water treatment capacity to serve the proposed territorial extension.

(b) The Barefoot Bay Advanced Wastewater Treatment Plant will serve the proposed wastewater territory extension. The average daily flow for the twelve-month period ended July, 1977 is 0.469 mgd, with flows for the peak day at 0.774 mgd. The permitted capacity is currently 0.750 mgd. The permit for this facility is based on annual average daily flow (AADF)--not peak daily flow. The AADF of 0.469 mgd is well within the permitted capacity of the plant. A hydraulic peaking factor of 3.0 was used in the design of this plant. The peak daily flow of 0.774 mgd is handled by the plant without any degradation in the quality of service. This extension will add an average daily flow of 0.125 mgd and a peak day flow of 0.206 mgd. The developer will provide for adequate effluent disposal by taking back and reusing at least the same amount of wastewater generated by the parcel, as reclaimed water. The developer will construct all necessary reclaimed water mains and dedicate them to FCWC. There is sufficient wastewater

treatment plant capacity to serve the proposed territorial extension.

(c) Detailed information as to the capacity of the existing lines is as follows:

The developer will connect new water mains to existing 6-inch mains at Midway Street and Floral Drive. The new development requires 1000 gallons per minute (gpm) at 20 pounds per square inch (psi) pressure. Flow tests at nearby fire hydrants produced 1200 gpm at 20 psi. Wastewater collection and transmission mains will be installed by the developer and will be connected directly to the Barefoot Bay Advanced Wastewater Treatment Plant. No existing wastewater collection or transmission mains will be used.

14. The Florida Department of Environmental Protection has issued the following permits for the systems proposed to serve the requested extension:.

<u>Permit Number</u>	<u>Date</u>	<u>Facility</u>	<u>Permit Type</u>
OGC 87-0153	12/93	Barefoot Bay AWTP	Consent Order

The FDEP has issued a Notice of Intent to Issue an Operation Permit for the Barefoot Bay Advanced Wastewater Treatment Plant, however, the permit has not been issued.

15. No construction will be required on the part of FCWC at this time for the proposed extension. The developer will construct the facilities required to extend service to their property. Any maintenance or repair of existing facilities occasioned by the

extension will have minimal, if any, impact upon FCWC's capital structure.

16. Given FCWC's broad existing customer base, the proposed extension is not expected to impact either its monthly rates or service availability charges.

17. The original and two copies of proposed tariff sheets, which include the proposed extension areas, are attached as Composite Exhibit 5.

18. Certificates Nos. 7-W and 3-S are identified as Composite Exhibit 6 and have been furnished to the Staff of the Commission.

19. Pursuant to Rule 25-30.020, Florida Administrative Code, the filing fee for the application is \$1,000.00 (\$500.00 for water and \$500.00 for wastewater.) A check in that amount payable to the Commission accompanies this application.

20. (a) Pursuant to Rule 25-30.030(2), Florida Administrative Code, FCWC obtained from the Commission a list of government authorities and certificated water and wastewater utilities located within the County in which the territory proposed to be served is located.

(b) FCWC will provide a copy of a Notice by regular mail to the governmental authorities and certificated utilities required under Rule 25-30.030(5)(a) through (h), Florida Administrative Code, as listed on the document referred to in paragraph 20(a)

hereinabove. This notice will be given no later than seven days after the date the application is filed.

(c) FCWC will provide a copy of a Notice by regular mail to the developer to be served by the proposed extension, pursuant to Rule 25-30.030(6), Florida Administrative Code. No other "customers" at the vacant parcel exist at this time. This notice will be given no later than seven days after the date the application is filed.

(d) Arrangements will be made with "Florida Today," a newspaper of general circulation in the territory proposed to be added, to publish the Notice. The publication of notice is expected no later than seven days after the date the application is filed.

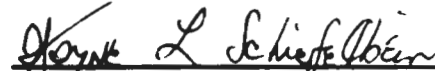
21. Order No. PSC-97-0516-FOF-WS is the most recent order of the Commission establishing or amending the existing water and wastewater rates and charges for the Barefoot Bay system.

22. An affidavit that indicates FCWC has tariffs and annual reports on file with the Commission is attached hereto as Exhibit 7.

Based on the foregoing, FCWC requests that Certificates Nos. 7-W and 3-S be amended to extend its authorized territory to include the territory requested by this application.

Dated this 23^d day of September 1997.

Respectfully submitted,



Wayne L. Schiefelbein
Gatlin, Schiefelbein and Cowdery
1709-D Mahan Drive
Tallahassee, Florida 32308
(904) 877-5609

Attorneys for
FLORIDA CITIES WATER COMPANY

Composite Exhibit 1

Ownership of Treatment Plant Sites

- a) **September 4, 1997 Attorney's opinion letter**
- b) **July 29, 1996 Attorney's opinion letter with attachments**

DENNIS J. GETMAN

Attorney-at-Law

September 4, 1997

Florida Cities Water Company
4837 Swift Road, Suite 100
Sarasota, Florida 34231

Attention: Gerald Allen, President

Re: Brevard County Property - Ownership

Dear Mr. Allen:

Pursuant to our earlier discussions, I am forwarding this letter to you in order to confirm our recent discussions involving the ownership of the following described properties located in Brevard County, Florida.

Property 1 - That portion of Tract F in Unit 2, Part 10, Barefoot Bay according to the plat thereof recorded in Plat Book 22, Page 112 of the Public Records of Brevard County, Florida.

Property 2 - Tract D in Unit 2, Part 11, Barefoot Bay according to the plat thereof recorded in Plat Book 22, Page 119 of the Public Records of Brevard County, Florida.

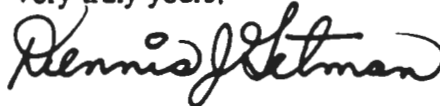
A review of the Public Records of Brevard County, Florida, and the applicable corporate minute books shows the following:

1. By Warranty Deed dated March 13, 1974, Property 1 was conveyed by GAC Properties Inc. to GAC Utilities Inc. of Florida. This Warranty Deed was recorded in O.R. Book 1457 on Page 689 of the Public Records of Brevard County, Florida, and a copy thereof is attached hereto marked Exhibit A and incorporated by reference herein.
2. By Warranty Deed dated March 13, 1974, Property 2 was conveyed by GAC Properties Inc. to GAC Utilities Inc. of Florida. This Warranty Deed was recorded in O.R. Book 1457 on Page 687 of the Public Records of Brevard County, Florida, and a copy thereof is attached hereto marked Exhibit B and incorporated by reference herein.

3. On September 29, 1980, a Certificate of amendment changing the name of "GAC Utilities Inc. of Florida" to "Avatar Utilities Inc. of Florida" was adopted by the said corporation and approved by the Delaware Secretary of State on October 1, 1980. Attached hereto marked Exhibit C and incorporated by reference herein is a copy of the Certificate of Amendment dated September 29, 1980, and attached marked Exhibit D is a copy of the Certificate from the Delaware Secretary of State dated October 1, 1980.
4. Articles of Merger were filed on March 17, 1987, with the Florida Department of State, merging "Avatar Utilities Inc. of Florida" into the Florida corporation known as "Florida Cities Water Company." The said merger was authorized by the State of Florida on March 20, 1987. Attached hereto marked Exhibit E is a true and correct copy of the Articles of Merger and attached marked Exhibit F is a copy of the acknowledgment of the Articles of Merger by the State of Florida. True and correct copies of the originals are maintained in the corporate minute books.

Based upon the above, it is my legal opinion that Property 1 and Property 2 are owned by the Florida corporation known as "Florida Cities Water Company."

Very truly yours,



Dennis J. Getman
Attorney
Florida Bar No. 146848

DJG/ps
Enc.

DENNIS J. GETMAN

Attorney-at-Law

RECEIVED

JUL 30 1996

GENERAL OFFICE

July 29, 1996

Florida Cities Water Company
4837 Swift Road, Suite 100
Sarasota, Florida 34231

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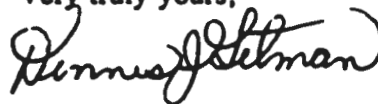
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Very truly yours,



Dennis J. Getman
Attorney
Florida Bar No. 146848

DJG/ps
Enc.

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Supt. 1
RE. 00
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REC. 0
4.00

FILED 290000

Warranting Book No 42662

This Indenture, made the 11th day of March . A.D. 1979

Burman GAC Properties Inc.

a corporation existing under the laws of the State of Florida, having its principal place of business in the County of Duval and State of Florida, party of the first part, and GAC UTILITIES, INC. OF FLORIDA 2112 Gulf Gate Drive Sarasota,

party of the second part, and State of Florida 11581

Witnesseth, That the said party of the first part, for and in consideration of the sum of TEN DOLLARS and Other Valuable Consideration, to it in hand paid by said party of the second part, the receipt whereof is hereby acknowledged, has granted, conveyed and sold to the said party of the second part, 158 Acres and outcrop persons, the following described land, situate, lying and being in the County of Duval, State of Florida, to-wit:

That portion of Tract 2, 1a
containing 214.00 acres more or less, situated in the County of Duval, State of Florida, and being part of the Public Lands of the State of Florida.

AS PER THE ATTACHED COPY OF SURVEY.

STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 120.00
 DOCUMENTARY
 214.00

Subject to have for the second part, covenants, conditions and restrictions of record. And the said party of the first part does hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons whatsoever.

In Witness Whereof, the said party of the first part has caused these presents to be signed by its duly authorized officers, and to be attested and to be affixed the day and year above written.

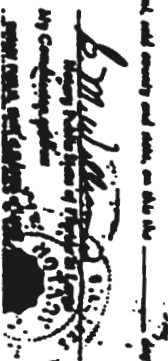
GAC Properties Inc.
By: *Charles F. Hill*
Vice President

State of Florida,
County of Duval

I, **Barry Gertig**, Notary Public for the State of Florida, do hereby certify that on the day personally appeared before me, an officer duly authorized

to administer oaths and take acknowledgments, **CHARLES F. HILL**, Vice President of **GAC PROPERTIES INC.**, a Florida corporation, to me well known and known to me to be the individual named in and the grantor of the foregoing instrument, and he acknowledged the execution thereof to be his free act and deed as such officer for the use and purpose therein expressed, and that he offered to receive the official seal of said corporation, and the said instrument to the use and effect of said corporation.

This instrument was prepared by:
Barry Gertig
Notary Public for the State of Florida
My Commission Expires 07/15/79
7800 Alapaha Blvd., Tallahassee, Florida



Barry Gertig Notary Public for the State of Florida

STATE OF FLORIDA
 COUNTY OF BREVARD
 11130

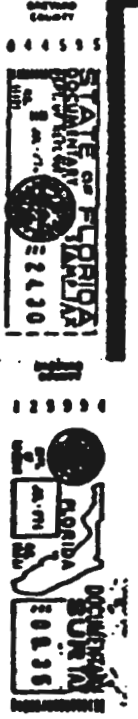
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This Indenture, made the 13th day of March 1971, A.D. 1971, between GAC Properties Inc.,

a corporation existing under the laws of the State of Florida having its principal place of business in the County of Brevard and State of Florida, party of the first part, and GAC UTILITIES INC., a corporation existing under the laws of the State of Florida, party of the second part, and the County of Brevard, State of Florida, party of the third part,

do hereby certify that the said party of the first part, for and in consideration of the sum of TEN DOLLARS and Other Valuable Consideration, to it in hand paid by said party of the second part, the receipt whereof is hereby acknowledged, has granted, conveyed and sold to the said party of the second part, its heirs and assigns forever, the following described land, to-wit: being

BEAR TRACT D 2008 Containing 22.118 Acres more or less according to plat thereof recorded in Plat Book 22, Page 118 of the Public Records of Brevard County, Florida.



Subject to taxes for the current year, assessments, conditions and covenants of record. And the said party of the first part does hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons claiming same.

In Witness Whereof, the said party of the first part has caused these presents to be signed to be signed by its duly authorized officers, and its corporate seal to be hereunto set on this day and year above written.

GAC Properties Inc.
 By *Robert E. McKeen*
 Vice President

State of Florida,
 County of Brevard

I, Charles E. McKeen, Notary Public in and for the State of Florida, do hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, GAC UTILITIES INC., a Florida corporation, to wit: Robert E. McKeen, its Vice President, who acknowledged to me that he is the duly authorized officer of the said corporation, and that he executed the foregoing instrument and that he executed the same for the purposes therein expressed, and that he executed the same for the purposes therein expressed, and that he executed the same for the purposes therein expressed, and that he executed the same for the purposes therein expressed.

This instrument was prepared by:
Robert L. Weintraub, Attorney at Law
 7800 Bayview Blvd. - Miami, Fla. 33158

BAKING - FOR WASH TREATING PLANT

BAREFOOT BAY

1. Lot No. 8 in Block 80 in Unit 2 Part 10, of Barefoot Bay, a subdivision according to the Plat thereof recorded in the Public Records of Brevard County, Florida, in Plat Book 22, Page 108.
2. Tract 39, in Block 142 in Unit 2, part 10, of Barefoot Bay, a subdivision, according to the Plat thereof recorded in the Public Records of Brevard County, Florida, in Plat Book 22, Page 113.
3. Tract D, Unit 2, Part 11, Barefoot Bay according to Plat thereof recorded in Plat Book 22, Page 119 of the Public Records of Brevard County, Florida.
4. A portion of Government Lot 2 of Fractional Section 11, Township 30 South, Range 38 East; more particularly described as follows:
Beginning at a point on the west line of said Section 11, said point being South 0°09'34" East, 429.42' from the West corner of said Section 11; running thence South 0°09'34" East, 56;0'; Thence North 89°50'26" East, 50.0'; thence North 0°09'34" West, 56.0'; thence South 89°50'26" West, 50.0' to the point of beginning. Containing 0.06 of an acre, more or less, and being in Brevard County, Florida.
5. That portion of Tract F in Unit 2, Part 10, Barefoot Bay according to Plat thereof recorded in Plat Book 22, Page 112 of the Public Records of Brevard County, Florida
Beginning at a point on the West line of the S.E. ¼ of N.W. ¼, Sec. 9, Township 30 South, Range 38 East; said point being N 00°29'39" W, 150.01 feet from the Southwest corner of the Southeast ¼ of the Northwest ¼ of said Section 9; running thence N 00°29'39"W, 975.03 feet along the West line of said Southeast ¼ of the Northwest ¼ of Section 9; thence S 89°49'31" E. 521.13 feet; thence S 00°10'29"W, 800.00 feet; thence S 89°49'31" E. 162.00 feet to the Southwest corner of Lot 1, Block 47 of the aforementioned Barefoot Bay; thence S 00°10'29" W. 175.00 feet to the Southwest corner of Lot 1, Block 50 of the aforementioned Barefoot Bay; thence N 89°49'31" W. 671.75 feet to the point of beginning.
6. Lot No. 14, in Block 44, in Unit 2, Part 10, of Barefoot Bay, a subdivision according to the Plat thereof recorded in the Public Records of Brevard County, Florida in Plat Book 22, Page 106.

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GAC UTILITIES INC. OF FLORIDA

001270
OR BOOK

Adopted in accordance with the provisions of Section
242 of the General Corporation Law of the State of
Delaware

002135
PAGE

We, Robert B. Gordon, Executive Vice President, and
M. Beth Broderick, Secretary, of GAC Utilities Inc of Florida,
a corporation existing under the laws of the State of Delaware,
do hereby certify as follows:

FIRST: That the Certificate of Incorporation of said
corporation has been amended as follows:

By striking out the whole of Article First thereof
as it now exists and inserting in lieu and instead thereof a
new Article First, reading as follows:

Article First: The name of the Corporation shall be
Avatar Utilities Inc. of Florida.

SECOND: That such amendment has been duly adopted in
accordance with the provisions of the General Corporation Law of
the State of Delaware by the unanimous written consent of all of
the stockholders entitled to vote in accordance with the provisions
of Section 228 of the General Corporation Law of the State of
Delaware.

IN WITNESS WHEREOF, we have signed this certificate this
29th day of September , 1980.

GAC Utilities Inc of Florida

By: Robert B. Gordon
Executive Vice President

ATTEST: M. Beth Broderick
Secretary

BOOK X 68 PAGE 173



State of DELAWARE

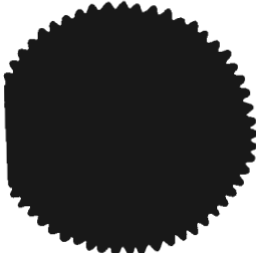
Office of SECRETARY OF STATE

001270
OR BOOK

002136
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I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "GAC UTILITIES INC. OF FLORIDA", as received and filed in this office the first day of October, A.D. 1920, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this 1st day of October in the year of our Lord one thousand nine hundred and twenty.



FORM 110

RECEIVED FOR RECORD

Del. 1 A.D. 1920

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Robert B. ...
RECORDED

DEC 11 2800

PAGE 2692

Articles of Merger

Pursuant to the provisions of Section 607.227, Florida Statutes, the undersigned corporations have adopted the following articles of merger for the purpose of merging Avatar Utilities Inc. of Florida, the subsidiary corporation, into Florida Cities Water Company, its parent corporation.

1. The following Agreement and Plan of Merger (Exhibit A) was duly approved by unanimous written consent as permitted by Chapter 607, Florida Statutes, the articles of incorporation and the bylaws of the directors of the Florida Cities Water Company, surviving corporation, on December 31, 1986.

2. The number of outstanding shares of each class of Avatar Utilities Inc. of Florida, and the number of such shares of each class owned by Florida Cities Water Company are as follows:

Class	Total Shares Outstanding	Shares Owned by Florida Cities Water Company
Common	1000	1000

3. A copy of the Agreement and Plan of Merger was mailed and provided to Florida Cities Water Company, the subsidiary corporation on December 1, 1986.

4. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of Chapter 607, Florida Statutes, and with the articles of incorporation and the bylaws of the subsidiary corporation and the surviving corporation.

5. The effective date of the merger is January 1, 1987.

Dated: January 15, 1987

Florida Cities Water Company

By: 
 Robert E. Gordon - President

By: 
 Judith A. Winberg - Assistant Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

Agreement made December 31, 1986, between Avatar Utilities Inc. of Florida, a corporation organized and existing under the laws of the State of Florida having a principal office at 2112 Gulf Gate Drive, Sarasota, County of Sarasota, State of Florida 33581, and Florida Cities Water Company, a corporation organized and existing under the laws of the State of Florida, having a principal office and place of business at 2112 Gulf Gate Drive, Sarasota, County of Sarasota, State of Florida 33581.

RECITALS

The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that Avatar Utilities Inc. of Florida be merged into Florida Cities Water Company.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Section 607.227, Florida Statutes, that Avatar Utilities Inc. of Florida shall be merged into Florida Cities Water Company as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of handling the shares of Avatar Utilities Inc. of Florida, as hereinafter.

1. Surviving Corporation.

a. Avatar Utilities Inc. of Florida shall be the subsidiary corporation, and all references in this plan of merger to "subsidiary corporation" shall be to Avatar Utilities Inc. of Florida.

b. Florida Cities Water Company shall be the surviving corporation which owns all of the issued and outstanding stock of the above-named subsidiary corporation, and all references in this plan of merger to "surviving corporation" shall be to Florida Cities Water Company.

2. Management.

a. The articles of incorporation of Florida Cities Water Company shall continue to be its articles of incorporation following the effective date of the merger, until the same shall be altered, or amended.

b. The bylaws of Florida Cities Water Company shall be and remain the bylaws of the surviving corporation until altered, amended, or repealed.

c. The officers and directors of Florida Cities Water Company in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Florida Cities Water Company for the term elected until their respective successors shall be elected or appointed and qualified.

3. Rights, Privileges, etc.

a. On the effective date of the merger, Florida Cities Water Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in Florida Cities Water Company without further act or deed, and the title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, Florida Cities Water Company shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had not taken place, or Florida Cities Water Company may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. Florida Cities Water Company shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary corporation.

4. Conversion of Shares.

Florida Cities Water Company at present owns all of the outstanding shares of stock of the subsidiary corporation. Upon the effective date of the merger, all the outstanding shares of stock of the subsidiary corporation shall be surrendered and cancelled. The shares of common stock of Florida Cities Water Company, whether authorized or issued on the effective date of the merger shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock be issued by reason of this merger.

5. Expenses of Merger.

Florida Cities Water Company shall pay all the expenses of accomplishing the merger.

6. Subsequent Acts.

If at any time Florida Cities Water Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Florida Cities Water Company the title to any property or rights of the subsidiary corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the subsidiary corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Florida Cities Water Company and to otherwise carry out the provisions hereof.

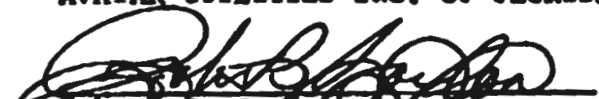
7. Abandonment of Merger.

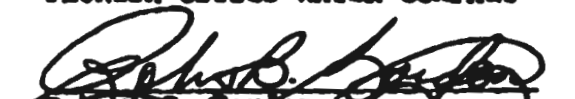
At any time prior to the filing of the articles of merger with the Secretary of State of the State of Florida, the proposed merger may be abandoned by Florida Cities Water Company pursuant to this provision.

In witness whereof, the directors of Florida Cities Water Company, and the directors of Avatar Utilities Inc. of Florida have executed this plan of merger under their respective corporate seals on the day and year first above written.

AVATAR UTILITIES INC. OF FLORIDA

FLORIDA CITIES WATER COMPANY


Robert S. Gordon


Robert S. Gordon

Lawrence Wilkov

Lawrence Wilkov


John K. Sladkus


John K. Sladkus


Dennis J. Getman


Dennis J. Getman


A. A. Reeves III


A. A. Reeves III

2-14

State of Florida



001270
OR BOOK

Department of State
PAGE
2170

COPY

I certify the attached is a true and correct copy of Articles of Merger, filed on March 17, 1987, merging AVATAR UTILITIES INC. OF FLORIDA, a Delaware corporation, which is authorized to transact business in the State of Florida, into FLORIDA CITIES WATER COMPANY, the surviving Florida corporation, as shown by the records of this office.

The document number for the surviving corporation is 291141.

OF: .
2800

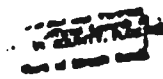
PAGE
2696

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 20th day of March, 1987.



CR26022 (10-85)

George Firestone
Secretary of State



ALL RIGHTS RESERVED BY THE STATE OF FLORIDA

Exhibit 2

Legal Description of Proposed Territory

**FLORIDA CITIES WATER COMPANY
BAREFOOT BAY
WATER AND WASTEWATER TERRITORY TO BE ADDED
September 4, 1997**

Sections 3 and 10, Township 30 South, Range 38 East

Begin at the southwest corner of Section 3, Township 30 South, Range 38 East; proceed N 00°32'48" W, along the west line of the southwest 1/4 of said Section 3, a distance of 2,656.30 feet to a concrete monument at the northwest corner of said southwest 1/4; thence S 89°50'47" E, along the north line of said southwest 1/4 a distance of 1,320.29 feet; thence S 00°52'46" E a distance of 331.12 feet, thence S 89°53'14" E a distance of 660.91 feet, thence S 00°27'56" E a distance of 1,250.41 feet, thence S 89°50'47" E a distance of 2,021.86 feet to the east line of the southwest 1/4 of the southeast 1/4 of said Section 3, Township 30 South, Range 38 East; thence S 01°13'26" E a distance of 1,053.18 feet to the northeast corner of the northwest 1/4 of the northeast 1/4 of Section 10, Township 30 South, Range 38 East; thence S 89°50'45" W a distance of 375.00 feet; thence S 00°35'41" E a distance of 1,329.38 feet to the south line of the northwest 1/4 of the northeast 1/4 of Section 10, Township 30 South, Range 38 East; thence S 89°42'50" W a distance of 968.12 feet to the eastern boundary of the northeast 1/4 of said Section 10, Township 30 South, Range 38 East; thence N 00°38'31" W a distance of 1,331.62 feet to the south 1/4 corner of Section 3, Township 30 South, Range 38 East; thence S 89°49'49" W along the south line of the southwest 1/4 of said Section 3 a distance of 2,671.22 feet to the Point of Beginning.

Located in Brevard County, Florida.

Composite Exhibit 3

System Maps

(Furnished directly to Commission Staff)

Exhibit 4

Territorial Map

(Furnished directly to Commission Staff)

Composite Exhibit 5
Proposed Tariff Sheets

TERRITORY SERVED
WATER SERVICE AREA DESCRIPTION

The following composite description includes (1) the areas granted by Orders Nos. 5016 and 9526, as corrected by Order Nos. PSC-97-0141-FOF-WS, with certain angles and distances added to make the description more clear and concise; and (2) additional areas approved by Order No. _____.

A portion of Sections 3, 9, 10, 11, 15 and 16, Township 30 South, Range 38 East, Brevard County, Florida, being more particularly described as follows:

Begin at the Northeast corner of Section 15, Township 30 South, Range 38 East, proceed Southerly along the Eastern boundary line of said Section 15, a distance of 1334 feet, more or less, to the Southeast corner of the Northeast 1/4 of the Northeast 1/4; thence Northeast 1/4 of said Section 15, a distance of 1331 feet, more less to the Southwest corner of the Northeast 1/4 of the Northeast 1/4 of said Section 15; thence North 00°32'12" West, a distance of 11.20 feet; thence South 89°32'20" West, a distance of 330.01 feet; thence North 00°32'12" West, a distance of 330 feet to a line described as the North boundary of the South 330 feet of the North 1320 feet of the Northwest 1/4 of the Northeast 1/4 of said Section 15, thence South 89°32'20" West, along said boundary line for a distance of 335.43 feet; thence South 00°32'12" East, a distance of 330 feet to a line described as the South boundary of the North 1320 feet of the Northwest 1/4 of the Northeast 1/4 of said Section 15; thence South 89°32'20" West, a distance of 343.26 feet; thence North 00°31'40" West, along the East boundary of the West 10 acres of the Northwest 1/4 of the Northeast 1/4 of said Section 15 a distance of 1320.00 feet to a point on a line 50.00 feet south of and parallel with the north line of said Section 15 (the Southern boundary of Micco Road right-of-way); thence South 89°32'20" West parallel with and 50.00 feet south of the North line of said Section 15, a distance of 287.9 feet, to a point on a line 40.00 feet west of and parallel with the west line of the Northeast 1/4 of said Section 15 (the East line of Flemming Grant Road); thence South 00°31'40" East along said line a distance of 1950 feet; thence South 89°32'20" East, a distance of 1350 feet to the Southeast corner of the North 1/2, Southwest 1/4, Northeast of said Section 15; thence South 0°05'00" East, a distance of 950 feet, more or less; thence South

GERALD S. ALLEN

PRESIDENT

89°46'20" West, a distance of 1331.43 feet, to the West line of the Southeast 1/4 of said Section 15; thence northerly along the North-South centerline of said Section 15, a distance of 261.75 feet to the center of said Section 15; thence South 89°46'20" West, along South boundary of the Northwest 1/4 of said Section 15, for a distance of 2333.53 feet; thence North 44°37'18" West a distance of 475.72 feet, to the West line of said Section 15; thence North 0°32'45" West, along said West line, a distance of 993.85 feet, to the South boundary of the North 1/2 of the Northwest 1/4, of said Section 15; thence North 89°53'10" East, a distance of 2331.8 feet, to Southwest corner of the East 1/2, East 1/2, Northeast 1/4, Northwest 1/4 of said Section 15; thence North 00°31'49" West, along the West line of the 1/2, East 1/2, Northeast 1/4, Northwest 1/4 of said Section 15, a distance of 1319.16 feet to a line lying 50.00 feet South of and parallel with the North line of said Section 15 (the South boundary of Micco Road right-of-way); thence Westerly parallel with and 50.00 feet South of the North lines of said Sections 15 and 16, a distance 4992.7 feet, to the West boundary of the Northeast 1/4 of Section 16, Township 30 South, Range 38 East, thence North 00°33'44" West along said boundary and the West boundary of the Southeast 1/4 of Section 9, Township 30 South, Range 38 East, a distance of 2732.1 feet, to the center said Section 9; thence North 89°49'31" West, along the South line of the Northwest 1/4 of said Section 9 for a distance of 1326.90 feet, to the Southwest corner of the Southeast 1/4, Northwest 1/4, said Section 9; thence North 00°29'39" West, along the West line of the Southeast 1/4, Northwest 1/4, said Section 9, for a distance of 1343.21 feet to the Northwest corner of the Southeast 1/4, Northwest 1/4, Section 9 of said Township and Range; thence South 89°44'36" East, along the North boundary of the Southeast 1/4 of the Northwest 1/4 of said Section 9 a distance of 1325.33 feet, more or less to the Northeast corner of the Southeast 1/4 of Northwest 1/4 of said Section 9; thence North 00°33'44" West, along the West boundary of the Northeast 1/4 of said Section 9 a distance 1341 feet, more or less to the North 1/4 corner of said Section 9; thence Easterly along the North boundary of said Section 9, Township 30 South, Range 38 East, a distance of 2647.27 feet to the Southwest corner of Section 3, Township 30 South, Range 38 East; proceed N 00°32'48" W, along the west line of the Southwest 1/4 of said Section 3, a distance of 2,656.30 feet to a concrete monument at the northwest corner of said Southwest 1/4; thence S 89°50'47" E, along the north line of said Southwest 1/4 a distance of 1320.29 feet; thence S 00°52'46" E a distance of 331.12 feet, thence S 89°53'14" E a distance of 660.91 feet, thence S 00°27'56" E a distance of 1250.41 feet, thence S 89°50'47" E distance of 2021.86 feet to the East line of the Southwest 1/4 of the Southeast 1/4 of said Section 3, Township 30 South, Range 38 East; thence S 01°13'26" E a distance of 1053.18 feet to the Northeast corner of the Northwest 1/4 of the Northeast 1/4 of Section 10, Township 30 South, Range 38 East; thence S

GERALD S. ALLEN

PRESIDENT

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PRESIDENT

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SEWER SERVICE AREA DESCRIPTION

The following composite description includes (1) the areas granted by Orders Nos. 5016 and 9526, as corrected by Order Nos. PSC-97-0141-FOF-WS, with certain angles and distances added to make the description more clear and concise; and (2) additional areas approved by Order No. _____.

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PRESIDENT

Composite Exhibit 6

Certificates Nos. 7-W and 3-S

(Furnished directly to Commission Staff)

Exhibit 7

Affidavit on Tariffs
and Annual Reports

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for Extension)
of Service Area (Amendment of)
Certificates Nos. 7-W and 3-S))
by **FLORIDA CITIES WATER**)
COMPANY in Brevard County,)
Florida)

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE me personally appeared Michael Acosta, who
is Vice President, Engineering & Operations of Florida Cities Water Company and who,
upon being duly sworn, deposes and says that:

Florida Cities Water Company has tariffs and annual reports on file with the Commission
as required by Commission regulations.

Further affiant says not.

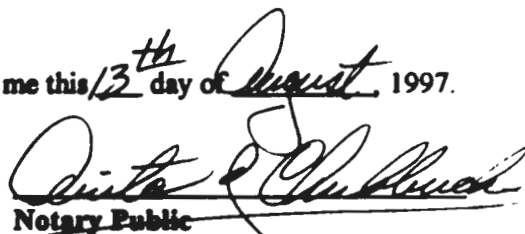


**As: Vice President, Engineering &
Operations**

SWORN TO AND SUBSCRIBED before me this 13th day of August, 1997.



PERSONALLY KNOWN BY ME
 PRODUCED I.D.


Notary Public

ANITA - J. CHUBBUCK
Printed Name

GATLIN, SCHIEFELBEIN & COWDERY, P.A.

Attorneys at Law

DEPOSIT

DATE

**The Mahan Station
1709-D Mahan Drive
Tallahassee, Florida 32308**

D 6 2 1

SEP 24 1997

**B. KENNETH GATLIN
WAYNE L. SCHIEFELBEIN
KATHRYN G.W. COWDERY**

**TELEPHONE (850) 877-5609
TELECOPIER (850) 877-9031
E-MAIL bkgatlin@netally.com**

**OF COUNSEL
THOMAS F. WOODS**

September 23, 1997

971236-415

**Blanca S. Bayo, Director
Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850**

HAND DELIVERY

**Re: Application for Extension of Service Area (Amendment
Certificate Nos. 7-W and 3-S) by Florida Cities Water Company
in Brevard County, Florida**

Dear Ms. Bayo:

Enclosed for filing on behalf of Florida Cities Water Company for filing in the above docket is an original and 15 copies of the Application for Extension of Service Areas (Amendment of Certificate Nos. 7-W and 3-S) by Florida Cities Water Company, Barefoot Bay Division in Brevard County, Florida.

Please open a docket for this application.

Also enclosed is Check No. 132746 in the amount of \$1,000.00 as payment for the filing fee for this application.

DATE 8/20/97

FLORIDA CITIES WATER COMPANY

**4837 Swift Road, Suite 100
Sarasota, Florida 34231
Telephone (941) 925-3088**

**06-796
531**

132746

NationsBank

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Asheville, North Carolina
Member Federal Deposit Insurance Corporation**

VOID AFTER 90 DAYS

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**PAY
TO
THE
ORDER
OF**

**FLORIDA PUBLIC SERVICE
COMMISSION
2540 SHUMARD OAK BLVD
TALLAHASSEE, FL**

32399-0870

AUTHORIZED SIGNATURES