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ORIGINAL

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GAINESVILLE, FL 32601-5367

WILLIAM H. CHANDLER
1920-1992

April 28, 1997

Blanca Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oaks Boulevard
Tallahassee, Florida 32399-0850

RE: Territorial Agreement Amendment
Withlacoochee River Electric Cooperative, Inc.
and Florida Power Corporation
Original Docket No. 880234-EU

980597-~~EU~~

Dear Ms. Bayo:

I am enclosing herewith the original and fifteen (15) copies of Amendment Number One to Territorial Agreement between Withlacoochee River Electric Cooperative, Inc. and Florida Power Corporation in West Pasco County and a Joint Stipulation and Petition for Approval of Amendment to Territorial Agreement which we would appreciate you filing in this matter.

ACK _____
AFA _____
APP _____
CAF _____
CMU _____
CTR _____
EAG _____
LEG _____
LIN _____
OPC _____
RCH _____
SEC _____
WAS _____
OTH _____

JHH/lez
Enclosures
cc: Billy Brown
J. Bradford Hines

Very truly yours,


John H. Haswell

DOCUMENT NUMBER - DATE

04816 APR 29 97

FPSC-RECORDS/REPORTING

ORIGINAL

**AMENDMENT NUMBER ONE TO TERRITORIAL AGREEMENT
BETWEEN WITHLACOOCHEE RIVER ELECTRIC COOPERATIVE, INC.
AND FLORIDA POWER CORPORATION
IN WEST PASCO COUNTY**

Section 0.1 This is an Agreement made and entered into as of the 26th day of January, 1998, by and between Withlacoochee River Electric Cooperative, Inc. ("WREC") an electric cooperative organized and existing under the laws of the State of Florida and Florida Power Corporation ("FPC"), a private corporation organized and existing under the laws of State of Florida. This Agreement constitutes Amendment Number One to the Territorial Agreement between WREC and FPC dated October 9, 1986, and approved by order of the Florida Public Service Commission in Order No. 19610, in Docket No. 880234-EU issued on July 5, 1988.

WITNESSETH

Section 0.2 WREC and FPC desire to make minor changes to the cooperative territorial area and the company territorial area referred to in Section 1.2 and 1.3 of the territorial agreement. Specifically, WREC and FPC have agreed on two (2) changes, the first to Exhibit A, page 24, and the second to Exhibit A, page 45 of the territorial agreement.

Section 0.3 The purpose of the two (2) changes is to continue the efforts and policies of both utilities to avoid the uneconomic duplication of service facilities and to continue to avoid and eliminate circumstances giving rise to potential duplications and possible hazards.

Section 0.4 This Agreement shall not be binding on the parties, and shall have no force and effect unless and until it is approved by order of the Florida Public Service Commission.

Section 0.5 The terms and conditions of the Agreement between the parties for modification of the territorial agreement are set forth as follows:

Section 1.1 Amendment to Exhibit A, page 24. The attached Exhibit 1 to this Amendment shows the current territorial area of the parties in the area defined on that Exhibit. A detail to that Exhibit is attached hereto as Exhibit 1-A "Existing Supplement to Page 24". Exhibit 1-B shows the agreed on change to the boundary line and territorial area between the parties which would transfer one customer identified by the service location number of 80-65 from FPC to WREC. This customer is currently being served by WREC at the request of FPC.

DOCUMENT NUMBER-DATE

04816 APR 29 88

FPSC-RECORDS/REPORTING

Section 1.2 Amendment to Exhibit A, page 45. The parties have agreed to modify the territorial boundary shown on Exhibit A, page 45 of the territorial agreement as shown on the attached Exhibits 2-A and 2-B. Exhibit 2-A shows the existing territorial area and boundary between the two parties. The triangle shaped area on page 45 color coded blue is currently served by WREC. The parties have agreed to transfer the service to those customers to FPC, and to therefore amend page 45 of Exhibit A as shown on Exhibit 2-B attached hereto. There are eight (8) customers currently served in that area by WREC who would be transferred to FPC. These customers will be transferred at the time of FPC's facilities relocation necessitated by the planned widening of Rowan Road. At the time of the transfer, WREC shall also transfer to FPC all of its secondary facilities used exclusively to serve these customers.

Section 1.3 Upon full execution of this Agreement by the parties, the customers affected by the transfer, a list of which is attached hereto as Exhibit 3, will be notified by the appropriate utility that the parties have entered into this Amendment to the territorial agreement and that it has been submitted to the Florida Public Service Commission for approval. A comparison of the rates of the two utilities will be furnished to the affected customers. Neither party shall pay the other any compensation for any transfer of facilities or customers contemplated herein.

Section 1.4 Prerequisite approval. The provisions of this Agreement amending the territorial agreement are subject to the regulatory authority of the Florida Public Service Commission and appropriate approval of that body of the provisions of this Agreement shall be a prerequisite to the validity and applicability hereof, and neither party shall be bound hereunder until that approval has been obtained.

Section 1.5 Except to the extent as modified herein, the original agreement shall remain in full force and effect according to its terms.

**Withlacoochee River Electric
Cooperative, Inc.**

By: C. M. Overstreet
Its President

Attest:

Richard M. Buckingham
Secretary

Dated: 4/21/98

Florida Power Corporation

By: Lanice B. Case
Its Senior Vice-President

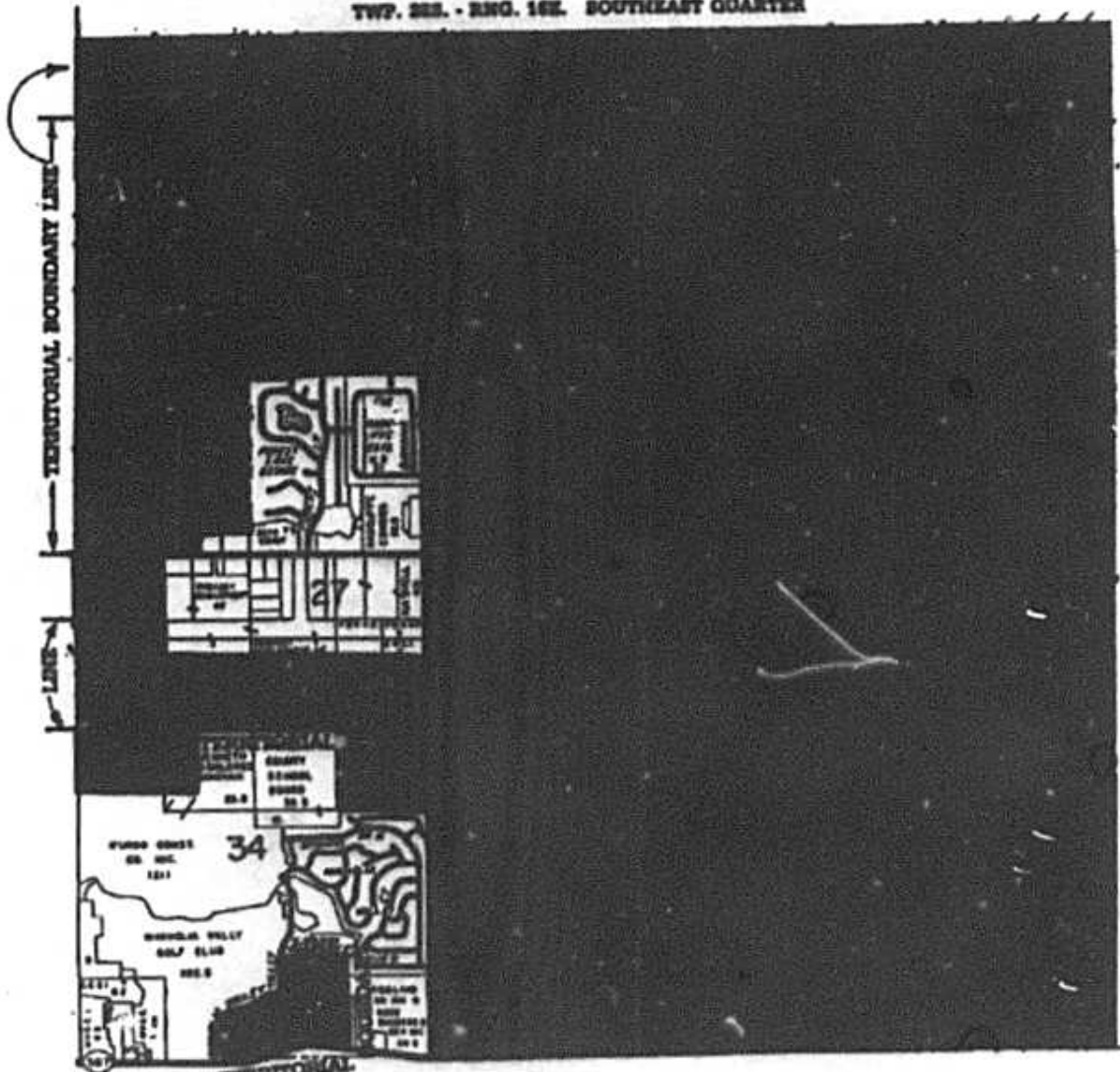
Attest:

David E. White
Assistant Secretary

Dated: 1/26/98

PASCO COUNTY

TWP. 22S. - RNG. 16E. SOUTHEAST QUARTER



CODE



W.R.E.C. (WITHLACOOCHEE)



F.P.C. (COMPANY)

TERRITORIAL AGREEMENT
BETWEEN

WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC.

Date OCT 9 1986 Exhibit 24 of 61 Total Exhibits

EXHIBIT 1

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

EXISTING

SUPPLEMENT TO PAGE 24



EXHIBIT 1-A

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

PROPOSED

SUPPLEMENT TO PAGE 24

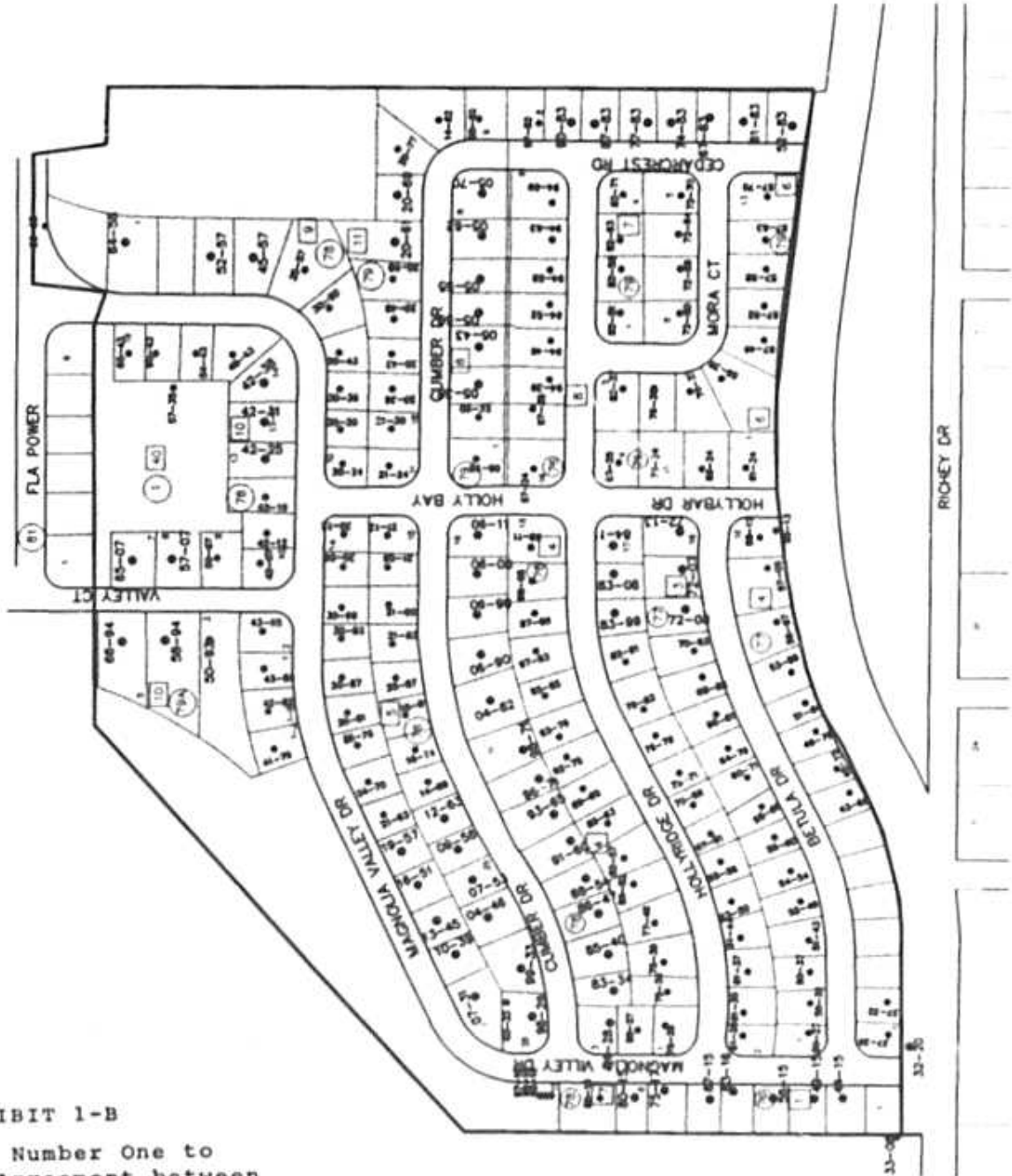
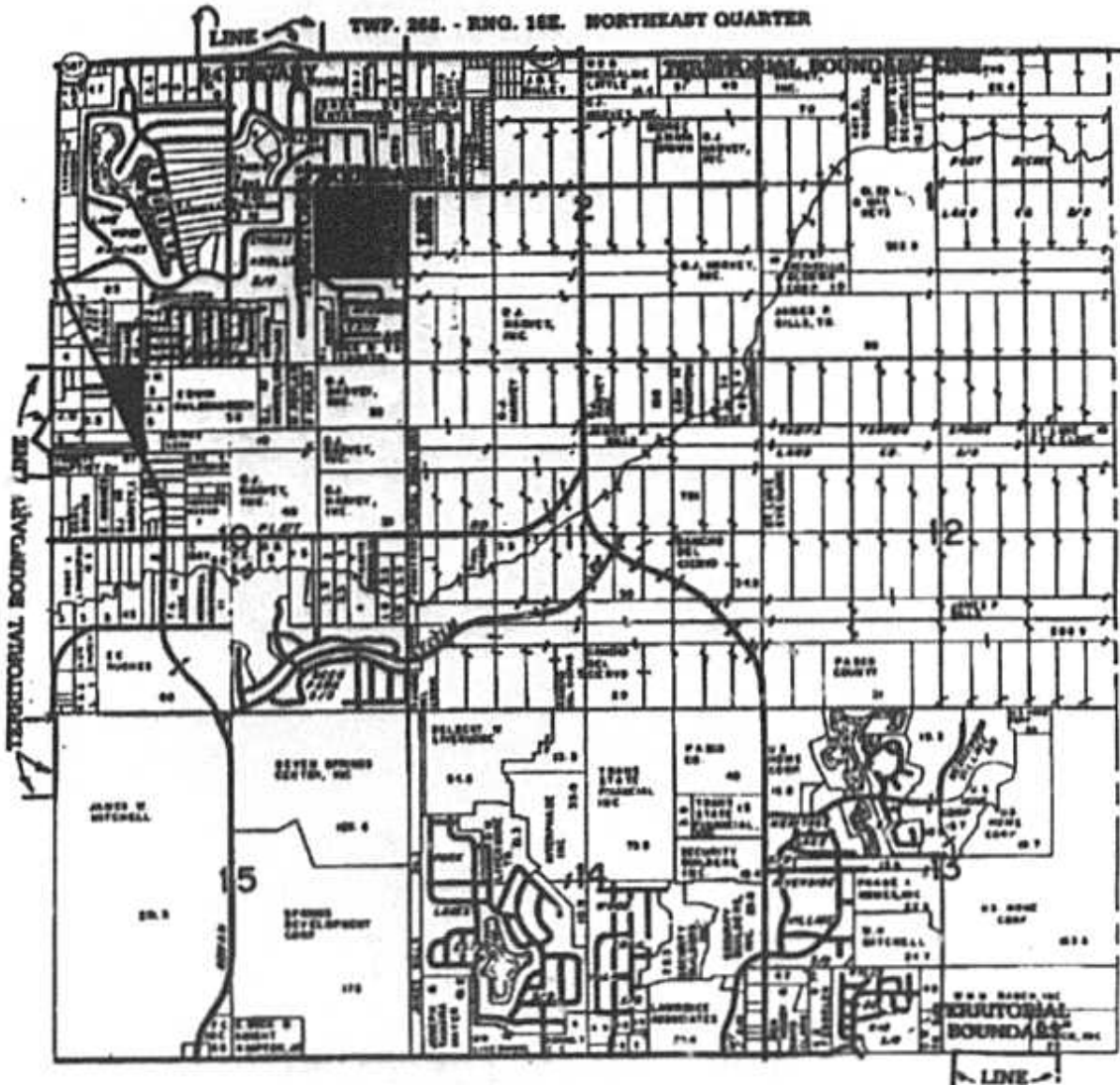


EXHIBIT 1-B

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

PASCO COUNTY



CODE W.R.E.C. (WITHLACOOCHEE)
 F.P.C. (COMPANY)

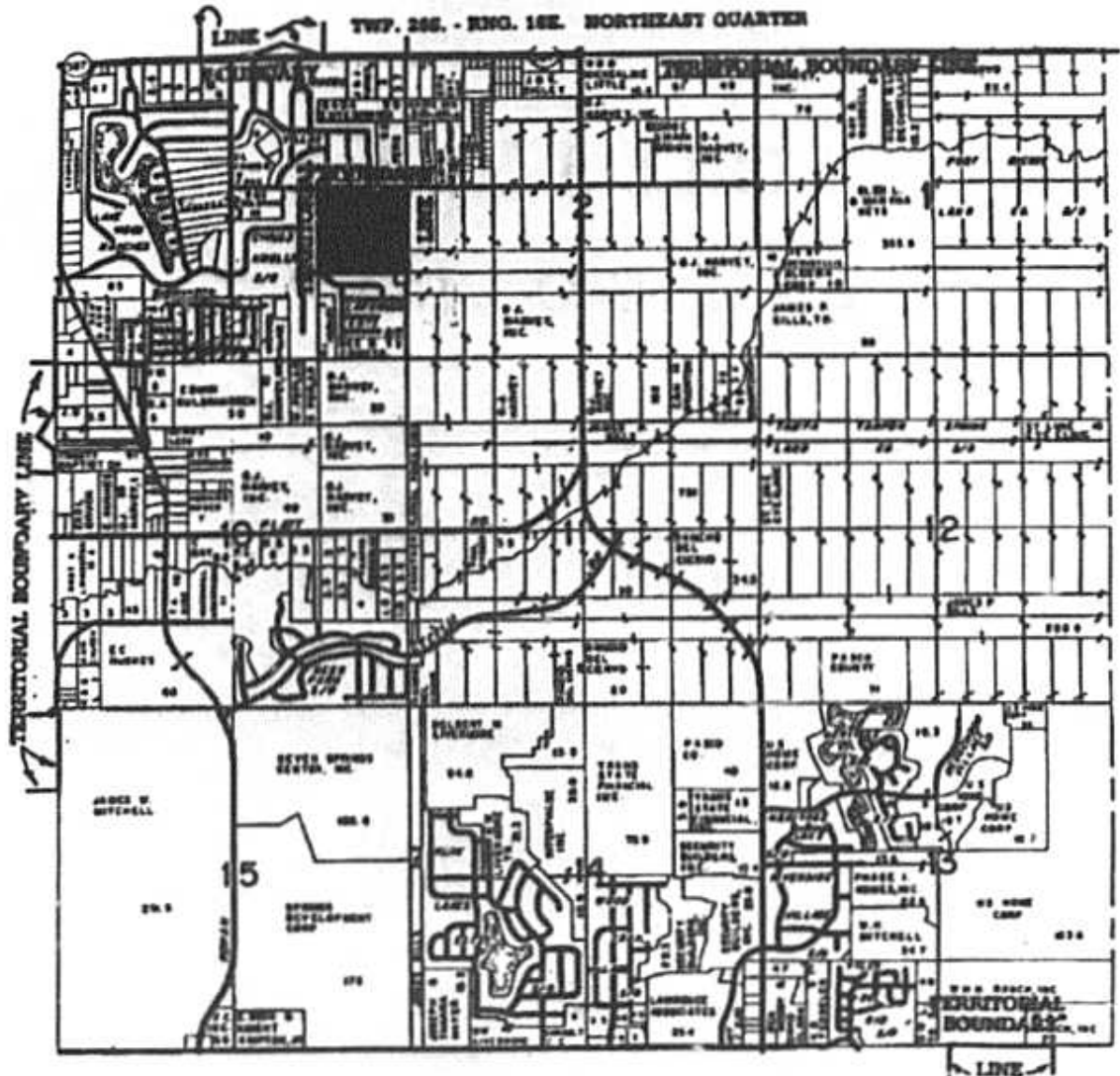
**TERRITORIAL AGREEMENT
 BETWEEN
 WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC.**

Date OCT 8 1966 Exhibit 45 of 61 Total Exhibits

EXHIBIT 2-A

to Amendment Number One to
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 Florida Power Corporation and
 Withlacoochee River Electric
 Cooperative, Inc.

PASCO COUNTY



CODE W.R.E.C. (WITHLACOOCHEE)
 F.P.C. (COMPANY)

**TERRITORIAL AGREEMENT
 BETWEEN
 WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC.**

Date OCT 9 1966 Exhibit 45 of 61 Total Exhibits

EXHIBIT 2-B

to Amendment Number One to
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 Cooperative, Inc.

**AMENDMENT NUMBER ONE TO TERRITORIAL AGREEMENT
BETWEEN WITHLACOOCHEE RIVER ELECTRIC COOPERATIVE, INC.
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IN WEST PASCO COUNTY**

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Section 0.3 The purpose of the two (2) changes is to continue the efforts and policies of both utilities to avoid the uneconomic duplication of service facilities and to continue to avoid and eliminate circumstances giving rise to potential duplications and possible hazards.

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Section 1.1 Amendment to Exhibit A, page 24. The attached Exhibit 1 to this Amendment shows the current territorial area of the parties in the area defined on that Exhibit. A detail to that Exhibit is attached hereto as Exhibit 1-A "Existing Supplement to Page 24". Exhibit 1-B shows the agreed on change to the boundary line and territorial area between the parties which would transfer one customer identified by the service location number of 80-65 from FPC to WREC. This customer is currently being served by WREC at the request of FPC.

Section 1.2 Amendment to Exhibit A, page 45. The parties have agreed to modify the territorial boundary shown on Exhibit A, page 45 of the territorial agreement as shown on the attached Exhibits 2-A and 2-B. Exhibit 2-A shows the existing territorial area and boundary between the two parties. The triangle shaped area on page 45 color coded blue is currently served by WREC. The parties have agreed to transfer the service to those customers to FPC, and to therefore amend page 45 of Exhibit A as shown on Exhibit 2-B attached hereto. There are eight (8) customers currently served in that area by WREC who would be transferred to FPC. These customers will be transferred at the time of FPC's facilities relocation necessitated by the planned widening of Rowan Road. At the time of the transfer, WREC shall also transfer to FPC all of its secondary facilities used exclusively to serve these customers.

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**Withlacoochee River Electric
Cooperative, Inc.**

By: C. M. Overstreet
Its President

Attest:

Richard M. Buckingham
Secretary

Dated: 4/21/98

Florida Power Corporation

By: Lanice B. Case
Its Senior Vice-President

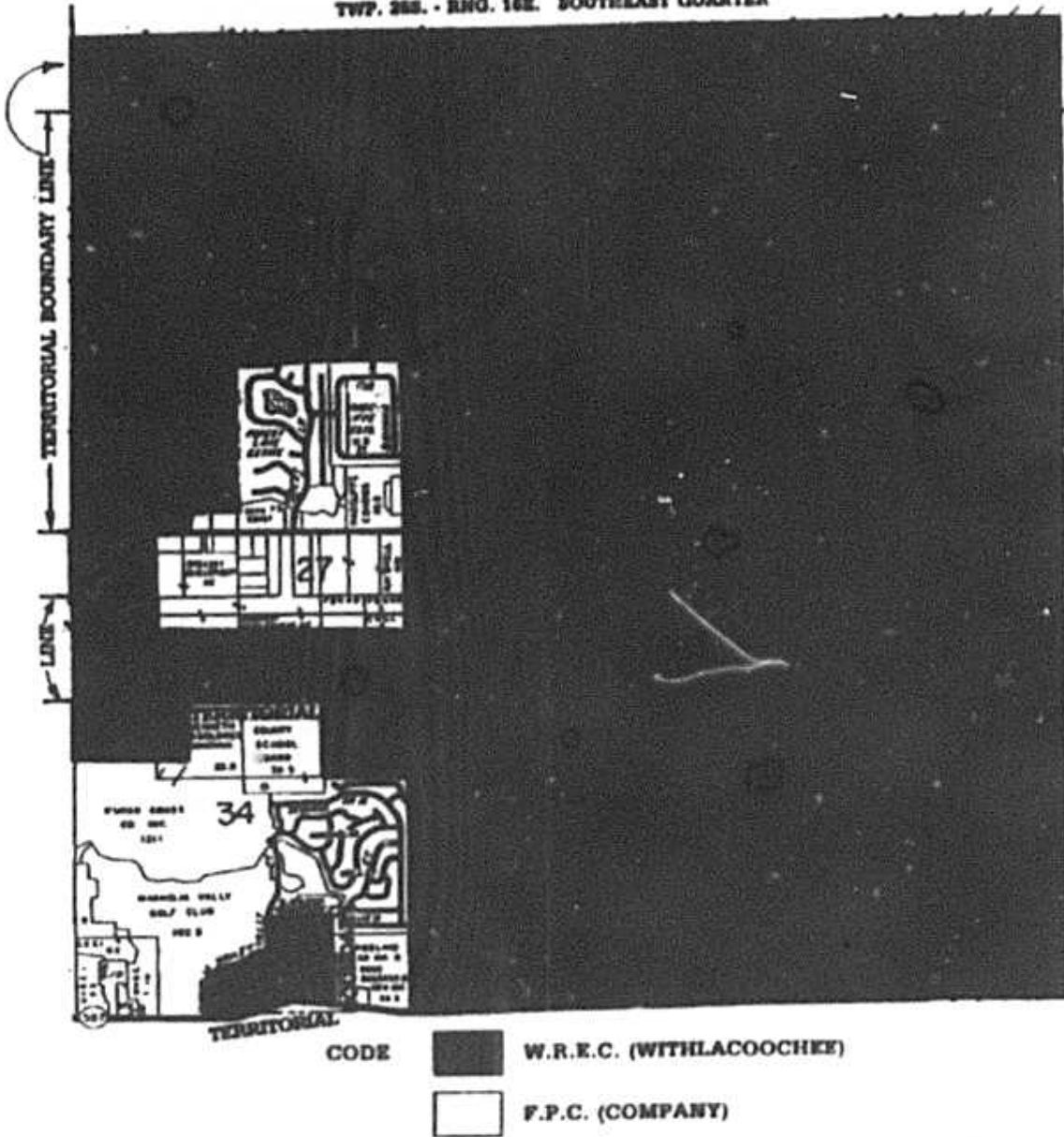
Attest:

Deborah E. White
Assistant Secretary

Dated: 1/26/98

PASCO COUNTY

TWP. 28S. - RING. 16E. SOUTHEAST QUARTER



TERRITORIAL AGREEMENT
BETWEEN
WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC
Date OCT 9 1984 Exhibit 24 of 61 Total Exhibits

EXHIBIT 1
to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
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Cooperative, Inc.

EXISTING

SUPPLEMENT TO PAGE 24

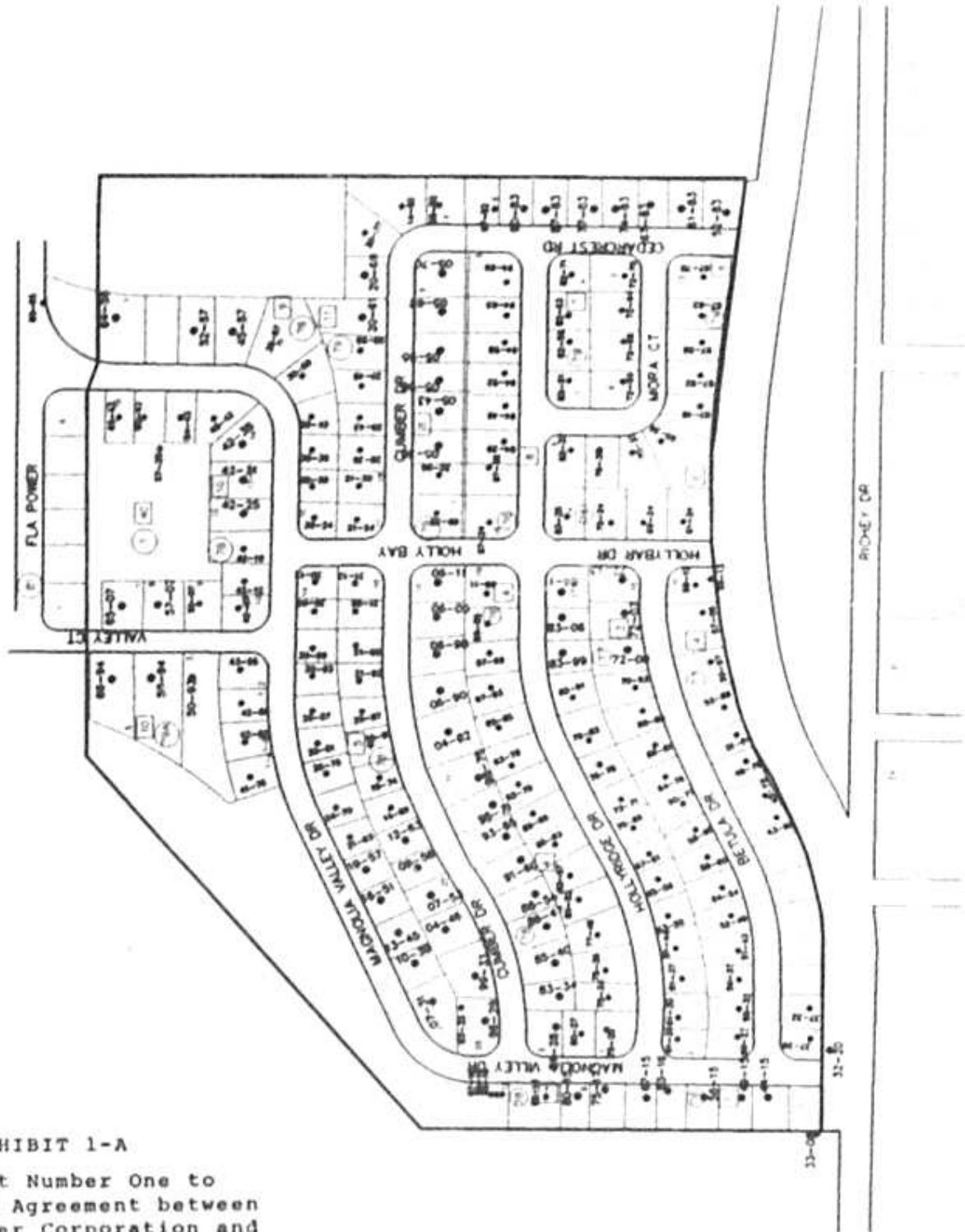


EXHIBIT 1-A

to Amendment Number One to
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Cooperative, Inc.

PROPOSED
SUPPLEMENT TO PAGE 24

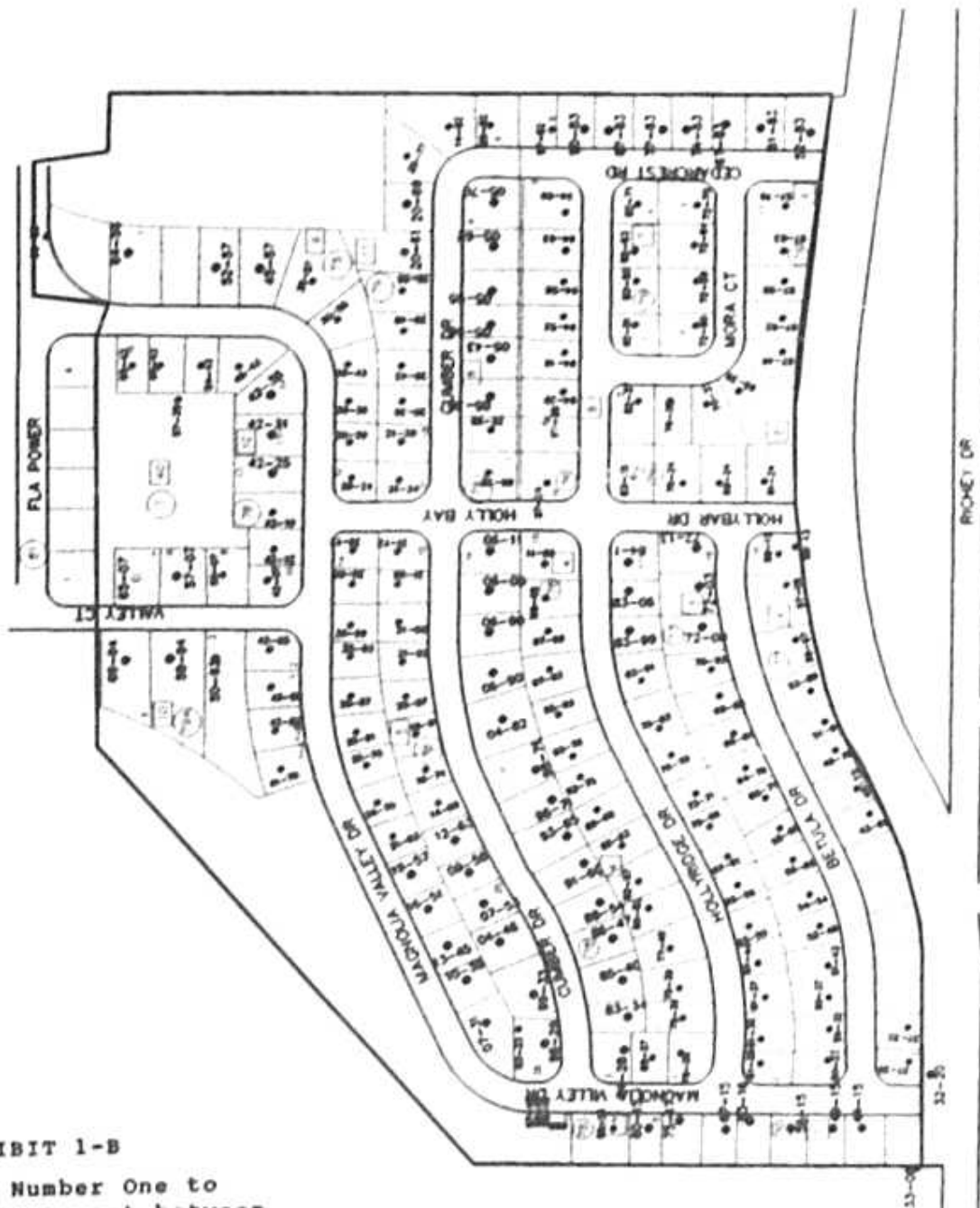
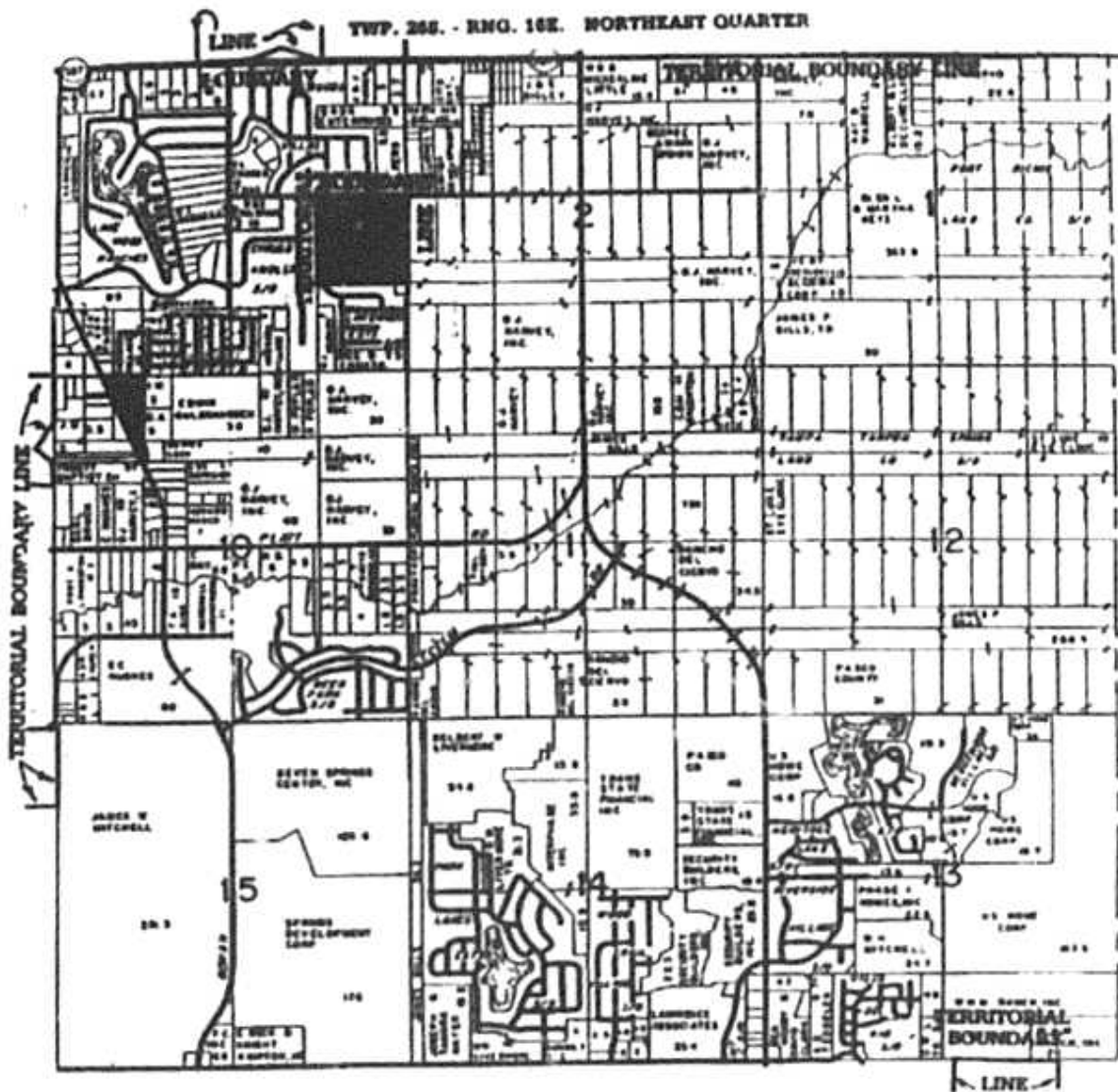


EXHIBIT 1-B

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

PASCO COUNTY



CODE



W.R.E.C. (WITHLACOOCHEE)



F.P.C. (COMPANY)

TERRITORIAL AGREEMENT BETWEEN

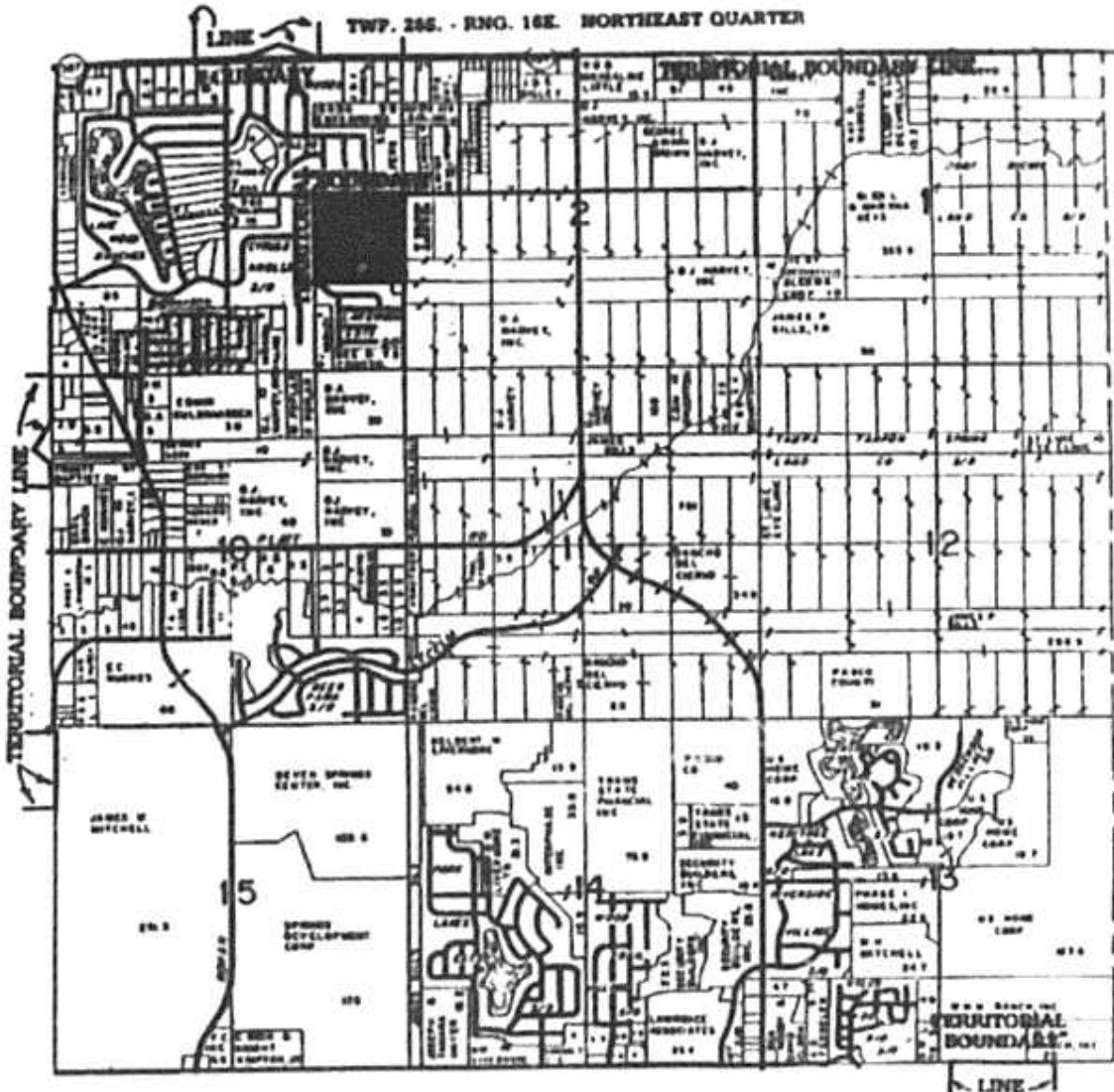
WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC.

Date OCT 9 1966 Exhibit 45 of 61 Total Exhibits

EXHIBIT 2-A

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

PASCO COUNTY



CODE W.R.E.C. (WITHLACOOCHEE)

F.P.C. (COMPANY)

**TERRITORIAL AGREEMENT
BETWEEN
WITHLACOOCHEE RIVER ELECTRIC COOP. INC. and FLORIDA POWER CORP. INC.**

Date Oct 9 1966 Exhibit 43 of 61 Total Exhibits

EXHIBIT 2-B

to Amendment Number One to
Territorial Agreement between
Florida Power Corporation and
Withlacoochee River Electric
Cooperative, Inc.

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Petition of Florida Power Corporation)
and Withlacoochee River Electric Cooperative, Inc.)
for Approval of Amendment to Territorial Agreement)
in Pasco County)

Docket No. 980597-EU

Filed:

**JOINT STIPULATION AND PETITION FOR APPROVAL
OF AMENDMENT TO TERRITORIAL AGREEMENT**

Florida Power Corporation ("FPC") and Withlacoochee River Electric Cooperative, Inc. ("WREC") by and through their undersigned counsel, hereby file this joint stipulation and petition for approval of Amendment Number One to Territorial Agreement between WREC and FPC in West Pasco County (the "Amendment") amending the territorial agreement previously approved by this Commission in Docket No. 880234-EU, by Order No. 19610, issued on July 5, 1988, and in support thereof state as follows:

1. The parties to this stipulation and petition, and their mailing addresses are as follows:

Florida Power Corporation
President
Post Office Box 14042
St. Petersburg, Florida 33733

Withlacoochee River Electric Cooperative, Inc.
General Manager
Post Office Box 278
Dade City, Florida 33526-0278

2. The parties hereto entered into negotiations to modify their existing territorial agreement referenced above in order to continue their efforts to avoid the uneconomic duplication of facilities concerning the service areas identified in the Amendment attached hereto.

DOCUMENT NUMBER-DATE

04015 APR 29 88

FPSC-RECORDS/REPORTING

3. On January 26, 1998, the parties hereto entered into the Amendment for the purpose of avoiding the duplication of electric service facilities in the two areas identified on Exhibits 1 and 2 to the Amendment. The Amendment requires the approval by the Florida Public Service Commission pursuant to its authority under Section 366.04(2)(d), Florida Statutes. The Amendment dated January 26, 1998, is attached hereto as Exhibit A.

4. The parties hereto believe, and therefore represent, that the Amendment attached as Exhibit A will continue to fairly and equitably allocate the territory involved and that its approval is in the public interest.

5. The Amendment provides that it must be approved by the Florida Public Service Commission before it can become effective. Exhibit 3 of the Amendment identifies one (1) customer account of FPC and eight (8) customer accounts of WREC which are to be transferred to the other party pursuant to the Amendment. The FPC customer is currently being served by WREC at the request of FPC and the Amendment will act to make this temporary service permanent. Section 1.2 of the Amendment provides that the eight (8) WREC customers will be transferred to FPC at the time of relocation of FPC's electric facilities required pursuant to the planned widening project for Rowan Road. Attached hereto as Exhibit B to this Joint Petition are copies of the letters notifying these customers of the proposed transfers.

WHEREFORE the parties hereto respectfully request that the Commission approve the amendment to the territorial agreement.

Respectfully submitted,

Florida Power Corporation


Withlacoochee River Electric Cooperative, Inc.

By:



J. Bradford Hines, Esquire
Florida Bar No. 350842
Crawford, Owen & Hines, P.A.
9800 Fourth Street North
Suite 403
St. Petersburg, Florida 33702
(813) 579-9978
(813) 579-4902 - facsimile

By:



John H. Haswell, Esquire
Florida Bar No.: 162536
Chandler, Lang & Haswell, P.A.
Post Office Box 23879
Gainesville, Florida 32602
(352) 376-5226
(352) 372-8858 - facsimile



March 9, 1998

Mr. Thomas O'Neill
Director of Public Works
City of New Port Richey
5919 Main Street
New Port Richey, FL 34652

Dear Mr. O'Neill,

The Florida Public Service Commission has long recognized the importance of territorial agreements between neighboring utilities. Florida Power Corporation and Withlacoochee River Electric Cooperative are amending the territorial agreement and are submitting it to the Florida Public Service Commission for approval.

Under the existing territorial agreement, the City of New Port Richey's pump station at the Magnolia Valley Subdivision is within Florida Power Corporation's service area. However, the Withlacoochee River Electric Cooperative has provided electric service to this pump station since 1993, at Florida Power Corporation's request. The proposed amendment will modify the territorial agreement to reflect Withlacoochee River Electric Cooperative's service. You will not experience any change in service as a result of the proposed amendment.

Enclosed is a table showing the monthly cost of electricity for a commercial account for Florida Power Corporation and for Withlacoochee River Electric Cooperative.

Please call me at (813) 949-8789 if you have any questions or concerns regarding the proposed amendment of the territorial agreement.

Very truly yours,

A handwritten signature in cursive script that reads "Kathy Small".

Kathleen L. Small
Area Manager

KLS:ch
Enclosure

xc: J. B. Hines
D. J. Maxon

• Page Two
Mr. Thomas O'Neill
City of New Port Richey
March 9, 1998

Monthly Rate Comparison

	FPC	WREC
Rate Schedule	Non-Demand GS-1	Non-Demand GS
Consumer Charge	\$11.70 per month	\$9.75 per month
Energy Charge	5.056 ¢ per kWh	7.396 ¢ per kWh
Adjustments	Variable	Variable