

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

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JUL 14 AM 10:33

RECORDS AND REPORTING

IN RE: Application for Transfer of)
Majority Organizational Control of)
Buttonwood Bay Utilities, Inc.)
in Highlands County, Florida and)
its merger with **Buttonwood Bay**)
Water and Sewer Company, LLC.)

DOCKET NO. 990915

APPLICATION FOR APPROVAL OF CHANGE
IN MAJORITY ORGANIZATIONAL CONTROL

Applicant, SUN LIFE TRAILER RESORTS LIMITED PARTNERSHIP, by and through its undersigned attorneys and pursuant to Section 367.071, Florida Statutes, and Rule 25-30.037(3), Florida Administrative Code, hereby makes application for approval of the transfer of majority organizational control of Buttonwood Bay Utilities, Inc. which holds Certificates 431-W and 364-S and its merger into Buttonwood Bay Water & Sewer Company, LLC. In support thereof states:

- 1. The name and address of the Seller is:

Buttonwood Bay Investors
c/o John McClure, Esquire
425 South Commerce Avenue
Sebring, FL 33870-3702

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FPSC-BUREAU OF RECORDS

- 2. The name and address of the Buyer is:

Sun Life Trailer Resorts Limited Partnership
10607 North Hayden Road, Suite F106
Scottsdale, AZ 85260

Check received with filing and forwarded to Fiscal for deposit. Please forward a copy of check to FPSC with proof of deposit.

Initials of person who forwarded check:

DOCUMENT NUMBER-DATE

08365 JUL 14 2008

FPSC-RECORDS/REPORTING

3. Sun Life Trailer Resorts Limited Partnership formed Buttonwood Bay Water & Sewer Company, LLC on June 15, 1999 and is the sole member of that limited liability company. On June 21, 1999, Buttonwood Bay Utilities, Inc. and Buttonwood Bay Water & Sewer Company, LLC were merged with the limited liability company being the surviving entity.

4. The name and address of the Utility for the future purposes of receiving official correspondence, notices and the like from the Commission is:

Buttonwood Bay Water & Sewer Company, LLC
c/o Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
2548 Blainstone Pines Drive
Tallahassee, Florida 32301

5. The name and address of the person authorized to receive notices and communications in respect to this Application is:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
2548 Blainstone Pines Drive
Tallahassee, Florida 32301

6. The names and addresses of the Buyer's partners are as follows:

Caneva Holdings, Inc., General Partner
Sun Life Associates, LP, Limited Partner
10670 North Hayden Road, Suite F106
Scottsdale, AZ 85260

Both of these entities are owned by Marc Caneva, whose address is the same.

7. Buyer currently owns no other water or wastewater utilities.

8. The purchase of the stock of Buttonwood Bay Utilities, Inc. is a cash transaction. The sale was made simultaneously with Sun Life Trailer Resort Limited Partnership's acquisition of the Buttonwood Bay Mobile Home and R.V. Park. Since the Utility needed to be transferred simultaneously with the Park, the parties closed on June 17, 1999 prior to Commission approval. However, the Agreement provides as follows regarding the Commission's jurisdiction:

Compliance with Florida Public Service Commission Law.

- a. The parties acknowledge and agree that the Florida Public Service Commission (the "PSC") has the power and jurisdiction to approve or disapprove the transactions contemplated by this Agreement. Notwithstanding anything to the contrary set forth herein, the parties agree that the review or approval by the PSC of this Agreement or the transactions contemplated hereby is not a condition to any party's obligation to close or to consummate the transactions contemplated by this Agreement.
- b. Purchaser agrees to file at its cost, and diligently pursue an application with the PSC within 30 days after the date of Closing of this Agreement requesting that the PSC approve this transaction and the transfer of the Stock and Seller shall cooperate and join in said application to the

extent necessary and required. In the event that said PSC should fail to approve the transfer of the Stock to Purchaser, then Seller, upon the same terms and conditions hereof, shall sell the Stock to such other entity as chosen by Purchaser in its sole discretion as will be approved by the PSC. Purchaser shall continue to operate the water and wastewater systems in the interim, subject to PSC approval.

9. Buttonwood Bay Water & Sewer Company, LLC, will fulfill the commitments, obligations and representations of Buttonwood Bay Utilities, Inc. with regard to utility matters.

10. No funding was provided to the Buyer for this purchase. Although there is no written financial agreements between Buttonwood Bay Water & Sewer Company, LLC and its sole member, Sun Life Trailer Resorts Limited Partnership, the sole member, has agreed to cover any financial shortfalls of the Utility.

11. After reasonable investigation by Buyer, the systems being acquired appears to be in satisfactory condition and in compliance with applicable standards set by the Florida Department of Environmental Protection.

12. This transfer is in the public interest since the owner of the utility is the same as the owner of the Mobile Home and R.V. Park, the residents of which are the customers of the Utility.

13. Evidence that the utility has the right to use the land upon which the utility treatment facilities are located is a 99

year lease, a copy of which is attached hereto as Exhibit "A". This Commission has previously approved the lease in Order No. 13672, issued September 11, 1984.

14. Revised tariffs reflecting the change in the name and issuing officer are attached hereto as Exhibit "B".

15. The water and wastewater certificates of Buttonwood Bay Utilities, Inc. are attached for appropriate update.


16. An Affidavit that the actual notice of the application was given to the entities on the list provided by the Commission in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, is attached hereto as Exhibit "C".

17. An Affidavit that the actual notice of the application was given to the each customer in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, will be filed as Late Filed Exhibit "D".

18. An Affidavit that the notice of the application was published once in a newspaper of general circulation in the territory in accordance with Rule 25-30.030, Florida Administrative Code, will be filed as Late Filed Exhibit "E".

19. The utility to be transferred has the capacity to serve from 501 to 2,000 ERCs; thus, pursuant to Rule 25-30.020(c), Florida Administrative Code, the appropriate filing fee is \$3,000.

Respectfully submitted on this
14th day of July, 1999, by:
ROSE, SUNDSTROM & BENTLEY, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301
(850) 877-6555

BY 
MARTIN S. FRIEDMAN

buttonwood\transfer.app

990915-WS

NOTICE OF APPLICATION FOR A TRANSFER
OF MAJORITY ORGANIZATIONAL CONTROL

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION

99 JUL 19 PM 1:55
MAIL ROOM

LEGAL NOTICE

Notice is hereby given on July 14, 1999, pursuant to Section 367.071, Florida Statutes, of the application for transfer of majority organizational control of Buttonwood Bay Utilities, Inc. to Sun Life Trailer Resort Limited Partnership, and its merger with Buttonwood Bay Water & Sewer Company, LLC. The Utility provides water and sewer utility service to the following described territory in Highlands County, Florida:

TOWNSHIP 35 SOUTH, RANGE 29 EAST

Section 27

That portion of the Southwest 1/4 of the Northwest 1/4 of said Section 27 lying West of U.S. Highway No. 27.

Section 28

That portion of the East 2,233 feet of the North 3,484 feet of said Section 28 lying East of Jackson Creek as it now runs.

Any objection to the said application must be made in writing and filed within thirty (30) days from this date to the Director, Division of Records and Reporting, Florida Public Service Commission, 2540 Shumard Oaks Boulevard, Tallahassee, FL 32399-0850. A copy of said objection should be mailed to the attorney for the applicant who is Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, LLP, 2548 Blairstone Pines Drive, Tallahassee, FL 32301.

AFA	_____
ADA	_____
CA	_____
CMJ	_____
CTR	_____
EAG	_____
LEG	_____
MAS	_____
OPC	_____
RRR	_____
SEC	_____
WAW	_____
OTH	_____

DOCUMENT NUMBER-DATE

08596 JUL 20 99

DIVISION OF RECORDS AND REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

DEPOSIT

DATE

D168

JUL 14 1999

IN RE: Application for Transfer of)
Majority Organizational Control of)
Buttonwood Bay Utilities, Inc.)
in Highlands County, Florida and)
its merger with Buttonwood Bay)
Water and Sewer Company, LLC.)

DOCKET NO. 990915

APPLICATION FOR APPROVAL OF CHANGE
IN MAJORITY ORGANIZATIONAL CONTROL

Applicant, SUN LIFE TRAILER RESORTS LIMITED PARTNERSHIP, by and through its undersigned attorneys and pursuant to Section 367.071, Florida Statutes, and Rule 25-30.037(3), Florida Administrative Code, hereby makes application for approval of the transfer of majority organizational control of Buttonwood Bay Utilities, Inc. which holds Certificates 431-W and 364-S and its merger into Buttonwood Bay Water & Sewer Company, LLC. In support thereof states:

- 1. The name and address of the Seller is:

DOCUMENT NUMBER - DATE
08365 JUL 14 99
FP30-RECORDS-REPORTING

ROSE, SUNDBSTROM & BENTLEY, LLP

OPERATING ACCOUNT
PH 877-6555
2548 BLAIRSTONE PINES DRIVE
TALLAHASSEE, FL 32301

21873

63-68/631
BRANCH 002

DATE July 12, 1999

PAY TO THE ORDER OF Florida Public Service Commission

\$ *3,000.00*

Three Thousand and 00/100

DOLLARS



George
Assess

FOR _____

⑈021873⑈

Commissioners:
JOE GARCIA, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
JULIA L. JOHNSON
E. LEON JACOBS, JR.

DIVISION OF RECORDS & REPORTING
BLANCA S. BAYÓ
DIRECTOR
(850) 413-6770



Public Service Commission

July 15, 1999

Martin S. Friedman, Attorney
Rose, Sundstrom & Bentley, LLP
2548 Blaiirstone Pines Drive
Tallahassee, Florida 32301

Re: Docket No. 990915-WS

Dear Mr. Friedman:

This will acknowledge receipt of an application by Sun Life Trailer Resorts Limited Partnership for transfer of majority organizational control of Buttonwood Bay Utilities, Inc., holder of Certificates 431-W and 364-S in Highlands County, merger into Buttonwood Bay Water & Sewer Company, LLC, and name change on certificates to Buttonwood Bay Water & Sewer Company, LLC, which was filed by this office on July 14, 1999 and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6078 or FAX (850) 413-6079.

Division of Records and Reporting
Florida Public Service Commission