



ORIGINAL

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00 JUN 5 2000
TALLAHASSEE

June 1, 2000

Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket # 000149-WU – Copies of Closing Documents

Dear Sirs:

Pursuant to Order Number PSC-00-0843-FOF-WU, enclosed please find four copies of the closing documents regarding the transfer of majority control for Raintree Utilities, Inc. To Keith J. Shamrock.

Please contact us if you require additional documentation.

Sincerely,

Fred Brown
Controller

- APP _____
- CAF _____
- CMP _____
- COM _____
- CTR _____
- ECR _____
- LEG I
- OPC _____
- PAI _____
- RGO Brady
- SEC I
- SER _____
- OTH _____

2100 LAKE EUSTIS DRIVE
TAVARES · FLORIDA 32778
(352) 343-6677 · Fax (352) 343-7378

DOCUMENT NUMBER-DATE

06819 JUN-58

FPSC-RECORDS/REPORTING



June 1, 2000

Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket # 000149-WU – Copies of Closing Documents

Dear Sirs:

Pursuant to Order Number PSC-00-0843-FOF-WU, enclosed please find four copies of the closing documents regarding the transfer of majority control for Raintree Utilities, Inc. To Keith J. Shamrock.

Please contact us if you require additional documentation.

Sincerely,

A handwritten signature in cursive script that reads "Fred Brown".

Fred Brown
Controller

**BOWEN & CAMPIONE, P.A.
ATTORNEYS AT LAW**

600 Jennings Avenue, Eustis, Florida 32726
Post Office Box 926, Eustis, Florida 32727
Telephone: (352) 589-1414 Facsimile: (352) 589-1726

80 Royal Palm Boulevard, Suite 302, Vero Beach, Florida 32960
Telephone: (561) 978-9582 Facsimile: (561) 978-9584

LENNON E. BOWEN, III
DAVID M. CAMPIONE
CHRISTOPHER C. CAMPIONE
JASON M. RADSON

REPLY TO:
Eustis Office

May 23, 2000

Via Hand Delivery

Shamrock Homes, Inc.
Attn. Fred Brown
2100 Lake Eustis Drive
Tavares, Florida 32778

Re: Raintree Utilities, Inc., a Florida corporation
Sale of Stock from Don Monn to Keith J. Shamrock

Dear Fred:

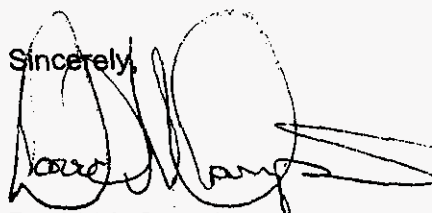
The above referenced transaction has closed and monies disbursed. Enclosed you will find the following documentation with regard to the closing:

1. Proration Agreement between Don Monn and Keith J. Shamrock;
2. Buyer's and Seller's Closing Statements;
3. Stock transfer form, conveying all right, title and interest in all the stock of Raintree Utilities, Inc. (the "Company") to Keith J. Shamrock.
4. Original stock certificate for the common stock owned and held by Don Monn in the Company, and all corporate minutes, bylaws and articles of incorporation. *(NOT INCLUDED)*
5. Corporate resolutions evidencing Don Monn's resignation from any and all positions held in the Company (i.e. board of directors, officer, etc.), and resignation as registered agent of the corporation. Corporate resolution signed by Keith Shamrock appointing new officers and directors of the corporation due to the transfer of ownership in stock ownership.
6. Affidavit executed by Don Monn re-affirming some of the representations made in the Agreement.
7. Owner's title policy for the land underlying the water plant. *(NOT INCLUDED)*

Letter – Shamrock Homes, Inc.
Page Two

Thanks for your assistance and cooperation in closing this transaction. It is always a pleasure dealing with you. Let me know if you need anything further from me.

Sincerely,

A handwritten signature in black ink, appearing to read "David M. Campione", written over the word "Sincerely,".

David M. Campione

Enc.

PRORATION AGREEMENT

RE: Keith Shamrock purchase from Don Monn of Raintree Utilities, Inc.

The Buyer and Seller in the above captioned transaction understand and agree that the regulatory fees and taxes prorated in the Closing Statement in connection with this transaction are ESTIMATED, and the Buyer and Seller agree that they will re-prorate these taxes and fees between themselves upon receipt of the 2000 Tax Bill Fee from the Lake County Tax Collector and the Regulatory Fee from the Public Service Commission.

The Buyer and Seller also agree that they will prorate the income from May's water bills on of about June 1, 2000. The Buyer and Seller shall in no way hold Clayton H. Blanchard, Jr. responsible for the prorations reflected on their respective closing statements.

WE HEREBY ACCEPT, UNDERSTAND AND APPROVE THE ABOVE CLOSING STATEMENT FIGURES AND PRORATION AGREEMENT AND AUTHORIZE DISBURSEMENT AS ABOVE LISTED.

Dated _____

Keith J. Shamrock

5/22/00
Dated _____

x 

Don Monn

SELLER'S CLOSING STATEMENT

BUYER: Keith J. Shamrock
 SELLER: Don Monn
 CLOSING DATE: 05/17/00
 PROPERTY: Raintree Utilities, Inc. and Stock

	CREDIT	CHARGE
Personal Property	50,000.00	
Proration of Plant Tech	146.77	
Reimbursement of Supplies	144.45	
Reimbursement of Consumer Confidence Report	300.00	
County Taxes 01/01 to 05/17 @\$ 101.69/yr (Information only: Gross Taxes \$ 109.34; Discount 7%)		38.34
Proration of Regulatory Fees		243.75
Attorney's Fees To: Clayton H. Blanchard, Jr.		350.00
SUBTOTALS :	\$ 50,591.22	\$ 632.09
AMOUNT DUE TO SELLER :		49,959.13
TOTALS	\$ 50,591.22	\$ 50,591.22

Seller approves this closing statement and directs disbursement of all funds according to it.



Stock Transfer

For Value Received, the undersigned hereby sell, assign and transfer unto Keith J. Shamrock, the following capital stock of Raintree Utilities (the "corporation"), which represents all of the issued and outstanding stock of the corporation, on the books of the corporation herewith, and do hereby direct the corporation to transfer the stock on the books of corporation and hereby grant full power of substitution in the premises:

Type of Capital Stock: Common Stock

Value Received: \$50,000.00

Number of Shares: 100

Stock Certificate No.: 1

Transferor:

x *Don Monn*

Don Monn

Address: 37731 St Rd 19

Umatilla FL 32784

Dated: May 22, 2000

State of Florida
County of Lake

The foregoing instrument was acknowledged before me this 22ND day of May, 2000, by Don Monn, who is personally known to me, or who has produced Florida Driver's License as identification and who did did not take an oath.

Andrea K Roberts
Notary Public

(Seal)

Andrea K Roberts
Printed Name

My Commission Expires:



Andrea K. Roberts
MY COMMISSION # CC765791 EXPIRES
August 11, 2002
BONDED THROUGH TROY FAIR INSURANCE, INC.

Resignation

The undersigned director and officer of Raintree Utilities, Inc., a Florida corporation, does hereby tender my resignation as director and officer of the corporation, to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: May ¹¹ 2000.

X 

Don Monn

Affidavit

State of Florida
County of Lake

Before Me, the undersigned authority, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared **Don Monn** who being first being duly sworn depose(s) and say(s):

1. **The facts and matters contained and recited in this Affidavit are based upon personal knowledge of the Affiant.**
2. **Title.** Affiant has good, absolute, and marketable title to all of the shares of common stock issued and outstanding to Raintree Utilities, Inc. (the "Stock"), which Stock is free from all liens, claims, and encumbrances. Affiant represents to the sole owner of stock in Raintree Utilities, Inc. Affiant has the unfettered right, power, and authority to sell all of the Stock. Conveyance to Keith J. Shamrock of the Stock will vest unencumbered title to the Stock in Keith J. Shamrock.
3. **Litigation.** There is no litigation or other administrative or judicial proceeding pending or threatened that might endanger Affiant's right to convey the Stock.
4. **Utility.** The current potable water system serving Raintree Harbor, a single family residential development in Lake County, Florida, is an approved "utility" having received the appropriate letter of authority from the requisite government agencies. No litigation or other administrative or judicial proceeding are pending or threatened against the utility business. Affiant represents that Affiant does not know of any material facts which affect the value of the utility business.
5. **Financial Statements.** The "operating reports", tax returns and financial reports of the utility business, copies of which have been furnished to buyer, are accurate and accurately reflect the results of the operation of the utility business. Raintree Utilities, Inc. has duly filed all Federal, State and local tax returns and reports, and other government reporting required as part of operating the utility business and required to be filed.
6. Affiant further states that Affiant is familiar with the nature of an oath; and with the penalties as provided by the laws of the state aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that Affiant has read the full facts of this affidavit, and understand its context. Affiant recognizes that Keith J. Shamrock is relying on the representations contained in this instrument in purchasing the Stock.

Further Affiant Sayeth Not.

X 
Don Monn

**Affidavit
Page Two**

Sworn To And Subscribed before me this 22ND day of May, 2000.

Andrea K Roberts
Notary Public
My Commission Expires:



Andrea K. Roberts
MY COMMISSION # CC765791 EXPIRES
August 11, 2002
BONDED THROUGH TROY FARM INSURANCE, INC.

**Resolution Of The Shareholders and Directors
Of Raintree Utilities, Inc.
By Unanimous Written Consent**

Whereas, the undersigned, comprising the sole shareholder of Raintree Utilities, Inc., a corporation organized under the laws of the State of Florida (the "Company") and sole director of the Board of Directors of the Company, does hereby severally waive all statutory requirements as to notice of the time, place and purpose of the meeting of the Shareholders and Directors of the Company and does hereby unanimously consent in writing to the adoption of the following resolutions, taking said action in lieu of a noticed meeting, as permitted by Sections 607.0704 and 607.0821, Florida Statutes.

Now Therefore, the Shareholders of the Company hereby adopt the following resolutions:

1. **Resolved**, that the resignation of Don Monn as a director and officer of the Company is hereby accepted as of the date hereof.
2. **Resolved**, that Keith J. Shamrock be nominated and unanimously elected to serve as the sole director on the Board of Directors of the Company with the powers and privileges extended to the position under the Bylaws and Articles of Incorporation of the Company.

Now Therefore, the Board of Directors of the Company hereby adopt the following resolutions:

1. **Resolved**, that the following persons are hereby declared elected to the office of the Company set forth opposite their name to assume the duties and responsibilities fixed by the Bylaws, and to serve in such office until their successor is duly elected and qualified:

Keith J. Shamrock	-	President
Fred Brown	-	Vice President, Secretary and Treasurer

2. **Resolved**, that the Company's bank account be established at a bank or other comparable financial institution and the Treasurer or agent thereof be and is hereby authorized to honor from the deposits of the Company all checks drawn against such account signed by either the President, Vice President or Treasurer so long as there is a balance in favor of the Company;
3. **Resolved**, that the officers of the Company or agents thereof are authorized and directed to apply for and obtain any and all permits, licenses, and insurance that the Corporation may need in the operation of its business and in connection therewith, to pay all fees and cost therefor;
4. **Resolved**, that the officers of the Company or agents thereof are authorized and directed to employ those individuals and/or third party entities necessary and required in the daily operation of the Company. The officers of the Company are authorized and directed to reasonably compensate and provide incentives for all individuals and third party entities employed in the daily operation of the Company;

**Resolution
Page Two**

5. **Resolved**, that the Company is authorized and directed hereby to assume the obligations and undertakings of any contract or agreement entered into by Keith J. Shamrock relating to furnishing of services consistent with the purpose of the Company, as if such contract or agreement had been executed by the Company;

6. **Resolved**, that the President or any other officer of the Company or agent thereof is authorized to take such further actions as are deemed necessary or appropriate by them to carry out the terms of the foregoing resolutions, including the execution of such other instruments and documents as such officers deem necessary or appropriate.

In Witness Whereof, We, the undersigned being the sole shareholder and director of the Company does hereby affix his signature to evidence unanimous consent.

Name:

Dated As Of:



Keith J. Shamrock

May 22, 2000



ORIGINAL
00 JUN-5 2000
MAILROOM

June 1, 2000

Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket # 000149-WU – Copies of Closing Documents

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Please contact us if you require additional documentation.

Sincerely,

Fred Brown
Controller

- APP _____
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- ECR _____
- LEG 1 _____
- OPC _____
- PAI _____
- RGO Brady _____
- SEC 1 _____
- SER _____
- OTH _____



2100 LAKE EUSTIS DRIVE
TAVARES • FLORIDA 32778
(352) 343-6677 • Fax (352) 343-7378

DOCUMENT NUMBER-DATE
06819 JUN-58
FPSC-RECORDS/REPORTING



June 1, 2000

Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

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Please contact us if you require additional documentation.

Sincerely,

A handwritten signature in cursive script that reads "Fred Brown". The signature is written in black ink and has a long, sweeping tail that extends to the right.

Fred Brown
Controller



2100 LAKE EUSTIS DRIVE
TAVARES • FLORIDA 32778
(352) 343-6677 • Fax (352) 343-7378

BOWEN & CAMPIONE, P.A.
ATTORNEYS AT LAW

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Telephone: (561) 978-9582 Facsimile: (561) 978-9584

LENNON E. BOWEN, III
DAVID M. CAMPIONE
CHRISTOPHER C. CAMPIONE
JASON M. RADSON

REPLY TO:
Eustis Office

May 23, 2000

Via Hand Delivery

Shamrock Homes, Inc.
Attn. Fred Brown
2100 Lake Eustis Drive
Tavares, Florida 32778

Re: Raintree Utilities, Inc., a Florida corporation
Sale of Stock from Don Monn to Keith J. Shamrock

Dear Fred:

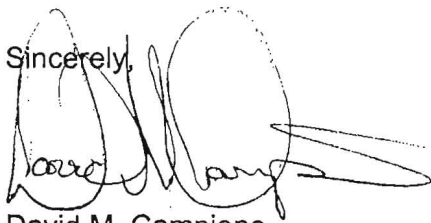
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2. Buyer's and Seller's Closing Statements;
3. Stock transfer form, conveying all right, title and interest in all the stock of Raintree Utilities, Inc. (the "Company") to Keith J. Shamrock.
4. Original stock certificate for the common stock owned and held by Don Monn in the Company, and all corporate minutes, bylaws and articles of incorporation. *(NOT INCLUDED)*
5. Corporate resolutions evidencing Don Monn's resignation from any and all positions held in the Company (i.e. board of directors, officer, etc.), and resignation as registered agent of the corporation. Corporate resolution signed by Keith Shamrock appointing new officers and directors of the corporation due to the transfer of ownership in stock ownership.
6. Affidavit executed by Don Monn re-affirming some of the representations made in the Agreement.
7. Owner's title policy for the land underlying the water plant. *(NOT INCLUDED)*

Letter – Shamrock Homes, Inc.
Page Two

Thanks for your assistance and cooperation in closing this transaction. It is always a pleasure dealing with you. Let me know if you need anything further from me.

Sincerely,



David M. Campione

Enc.

PRORATION AGREEMENT

RE: Keith Shamrock purchase from Don Monn of Raintree Utilities, Inc.

The Buyer and Seller in the above captioned transaction understand and agree that the regulatory fees and taxes prorated in the Closing Statement in connection with this transaction are ESTIMATED, and the Buyer and Seller agree that they will re-prorate these taxes and fees between themselves upon receipt of the 2000 Tax Bill Fee from the Lake County Tax Collector and the Regulatory Fee from the Public Service Commission.

The Buyer and Seller also agree that they will prorate the income from May's water bills on of about June 1, 2000. The Buyer and Seller shall in no way hold Clayton H. Blanchard, Jr. responsible for the prorations reflected on their respective closing statements.

WE HEREBY ACCEPT, UNDERSTAND AND APPROVE THE ABOVE CLOSING STATEMENT FIGURES AND PRORATION AGREEMENT AND AUTHORIZE DISBURSEMENT AS ABOVE LISTED.

Dated

5/22/00

Dated

Keith J. Shamrock

X 

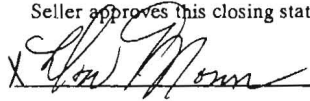
Don Monn

SELLER'S CLOSING STATEMENT

BUYER: Keith J. Shamrock
 SELLER: Don Monn
 CLOSING DATE: 05/17/00
 PROPERTY: Raintree Utilities, Inc. and Stock

	CREDIT	CHARGE
Personal Property	50,000.00	
Proration of Plant Tech	146.77	
Reimbursement of Supplies	144.45	
Reimbursement of Consumer Confidence Report	300.00	
County Taxes 01/01 to 05/17 @\$ 101.69/yr (Information only: Gross Taxes \$ 109.34; Discount 7%)		38.34
Proration of Regulatory Fees		243.75
Attorney's Fees To: Clayton H. Blanchard, Jr.		350.00
<hr/>		
SUBTOTALS :	\$ 50,591.22	\$ 632.09
AMOUNT DUE TO SELLER :		49,959.13
<hr/>		
TOTALS	\$ 50,591.22	\$ 50,591.22

Seller approves this closing statement and directs disbursement of all funds according to it.

X  _____

Stock Transfer

For Value Received, the undersigned hereby sell, assign and transfer unto Keith J. Shamrock, the following capital stock of Raintree Utilities (the "corporation"), which represents all of the issued and outstanding stock of the corporation, on the books of the corporation herewith, and do hereby direct the corporation to transfer the stock on the books of corporation and hereby grant full power of substitution in the premises:

Type of Capital Stock: Common Stock

Value Received: \$50,000.00

Number of Shares: 100

Stock Certificate No.: 1

Transferor:

x *Don Monn*
Don Monn
Address: 37731 St Rd 19
Umatilla, FL 32784
Dated: May 22, 2000

State of Florida
County of Lake

The foregoing instrument was acknowledged before me this 22ND day of May, 2000, by Don Monn, who is personally known to me, or who has produced Florida Driver's License as identification and who did did not take an oath.

(Seal)

Andrea K Roberts
Notary Public
Andrea K Roberts
Printed Name
My Commission Expires:



Andrea K. Roberts
MY COMMISSION # CC765791 EXPIRES
August 11, 2002
BONDED THROUGH TROY FAIR INSURANCE, INC.

Resignation

The undersigned director and officer of Raintree Utilities, Inc., a Florida corporation, does hereby tender my resignation as director and officer of the corporation, to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: May ¹¹~~10~~ 2000.

X 

Don Monn


Affidavit

State of Florida
County of Lake

Before Me, the undersigned authority, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared **Don Monn** who being first being duly sworn depose(s) and say(s):

1. The facts and matters contained and recited in this Affidavit are based upon personal knowledge of the Affiant.
2. **Title.** Affiant has good, absolute, and marketable title to all of the shares of common stock issued and outstanding to Raintree Utilities, Inc. (the "Stock"), which Stock is free from all liens, claims, and encumbrances. Affiant represents to the sole owner of stock in Raintree Utilities, Inc. Affiant has the unfettered right, power, and authority to sell all of the Stock. Conveyance to Keith J. Shamrock of the Stock will vest unencumbered title to the Stock in Keith J. Shamrock.
3. **Litigation.** There is no litigation or other administrative or judicial proceeding pending or threatened that might endanger Affiant's right to convey the Stock.
4. **Utility.** The current potable water system serving Raintree Harbor, a single family residential development in Lake County, Florida, is an approved "utility" having received the appropriate letter of authority from the requisite government agencies. No litigation or other administrative or judicial proceeding are pending or threatened against the utility business. Affiant represents that Affiant does not know of any material facts which affect the value of the utility business.
5. **Financial Statements.** The "operating reports", tax returns and financial reports of the utility business, copies of which have been furnished to buyer, are accurate and accurately reflect the results of the operation of the utility business. Raintree Utilities, Inc. has duly filed all Federal, State and local tax returns and reports, and other government reporting required as part of operating the utility business and required to be filed.
6. Affiant further states that Affiant is familiar with the nature of an oath; and with the penalties as provided by the laws of the state aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that Affiant has read the full facts of this affidavit, and understand its context. Affiant recognizes that Keith J. Shamrock is relying on the representations contained in this instrument in purchasing the Stock.

Further Affiant Sayeth Not.

X 
Don Monn

**Affidavit
Page Two**

Sworn To And Subscribed before me this 22ND day of May, 2000.



Notary Public
My Commission Expires:



Andrea K. Roberts
MY COMMISSION # CC765791 EXPIRES
August 11, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**Resolution Of The Shareholders and Directors
Of Raintree Utilities, Inc.
By Unanimous Written Consent**

Whereas, the undersigned, comprising the sole shareholder of Raintree Utilities, Inc., a corporation organized under the laws of the State of Florida (the "Company") and sole director of the Board of Directors of the Company, does hereby severally waive all statutory requirements as to notice of the time, place and purpose of the meeting of the Shareholders and Directors of the Company and does hereby unanimously consent in writing to the adoption of the following resolutions, taking said action in lieu of a noticed meeting, as permitted by Sections 607.0704 and 607.0821, Florida Statutes.

Now Therefore, the Shareholders of the Company hereby adopt the following resolutions:

1. **Resolved**, that the resignation of Don Monn as a director and officer of the Company is hereby accepted as of the date hereof.
2. **Resolved**, that Keith J. Shamrock be nominated and unanimously elected to serve as the sole director on the Board of Directors of the Company with the powers and privileges extended to the position under the Bylaws and Articles of Incorporation of the Company.

Now Therefore, the Board of Directors of the Company hereby adopt the following resolutions:

1. **Resolved**, that the following persons are hereby declared elected to the office of the Company set forth opposite their name to assume the duties and responsibilities fixed by the Bylaws, and to serve in such office until their successor is duly elected and qualified:

Keith J. Shamrock	-	President
Fred Brown	-	Vice President, Secretary and Treasurer

2. **Resolved**, that the Company's bank account be established at a bank or other comparable financial institution and the Treasurer or agent thereof be and is hereby authorized to honor from the deposits of the Company all checks drawn against such account signed by either the President, Vice President or Treasurer so long as there is a balance in favor of the Company;
3. **Resolved**, that the officers of the Company or agents thereof are authorized and directed to apply for and obtain any and all permits, licenses, and insurance that the Corporation may need in the operation of its business and in connection therewith, to pay all fees and cost therefor;
4. **Resolved**, that the officers of the Company or agents thereof are authorized and directed to employ those individuals and/or third party entities necessary and required in the daily operation of the Company. The officers of the Company are authorized and directed to reasonably compensate and provide incentives for all individuals and third party entities employed in the daily operation of the Company;

**Resolution
Page Two**


5. **Resolved**, that the Company is authorized and directed hereby to assume the obligations and undertakings of any contract or agreement entered into by Keith J. Shamrock relating to furnishing of services consistent with the purpose of the Company, as if such contract or agreement had been executed by the Company;

6. **Resolved**, that the President or any other officer of the Company or agent thereof is authorized to take such further actions as are deemed necessary or appropriate by them to carry out the terms of the foregoing resolutions, including the execution of such other instruments and documents as such officers deem necessary or appropriate.

In Witness Whereof, We, the undersigned being the sole shareholder and director of the Company does hereby affix his signature to evidence unanimous consent.

Name:

Dated As Of:



Keith J. Shamrock

May 22, 2000