

ORIGINAL

RUDEN
MCCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

RECEIVED-PPSC

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COMMISSION
CLERK

215 SOUTH MONROE STREET
SUITE 815
TALLAHASSEE, FLORIDA 32301

(850) 412-2000
FAX: (850) 224-2032
KATHRYN.COWDERY@RUDEN.COM

March 27, 2002

Blanca S. Bayo, Director
Division of Commission Clerk
and Administrative Services
Betty Easley Bldg., Room 110
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Via Hand Delivery

Re: Docket No. 020122-WS
Application for Transfer of Majority Organizational Control of CWS
Communities LP d/b/a Palm Valley, Holder of Certificate Nos. 277-W and 223-S
in Seminole County

Dear Ms. Bayo:

This letter responds to the March 7, 2002 deficiency letter regarding the above application. I will respond to the identified deficiencies in the same order as they are listed in your March 7, 2002 letter.

1. Financing of purchase (Rule 25-30.037(3)(e)). The financing of the transaction which resulted in the change of majority organizational control is identified in paragraph 4 of the application: "The transfer of majority organizational control of the Utility occurred as a result of OP unit (operating partnership unit)/stock transfer." CP Limited Partnership purchased the stock in CWS Communities Trust that was held by Security Capital who owned 94.1% of the stock in the Trust. OP units held in CWS Limited Partnership were converted by the merger agreement and holders of OP units were given the election to be sold for cash or conversion to OP units in CP Limited Partnership.

2. List of entities providing funding (Rule 25-30.037(3)(g)). An explanation of the manner and amount of funding to the utility, including financial statements and copies of any financial agreements, is addressed in paragraphs 5 and 6 of the application. Funding will continue to be provided ultimately through Chateau Communities, Inc. ("CCI"), the general partner of Chateau Communities Limited Partnership ("CCLP"), the general partner of CWS Communities LP. CWS Communities LP remains the owner of the utility. Attachment "B" to the application is CCI's 2000 Annual Report, which contains the consolidated financial statement of CCI. There is no separate financial agreement between CWS Communities LP and

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FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER DATE

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Letter to Division of Commission Clerk
and Administrative Services
March 27, 2002
Page 2

CCI or CCLP regarding provision of funding, but funding will be provided on an "as needed" basis.

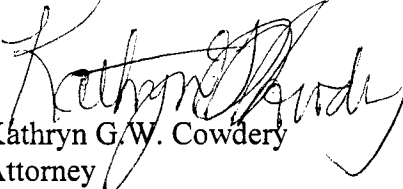
3. Evidence utility owns land (Rule 25-30.037(3)(i)). As explained in paragraph 9 of the application, since there has been no change in ownership, CWS Communities LP continues to own the land upon which the utility treatment facilities are located. The evidence that the utility owns the land, as provided to the commission previously in Docket No. 001138-WS, is attached hereto as Attachment "E."

4. Certificates Nos.277-W and 223-S are enclosed herewith.

Please contact me if you have any questions.

Sincerely,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


Kathryn G.W. Cowdery
Attorney

KGC/ldm
Enclosures

cc:w/encl.: Patti Daniel, Supervisor of Certification
Stephanie Clapp, Division of Economic Regulation
Alice Crosby, Office of the General Counsel
Adrienne Vining, Office of the General Counsel

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SEMINOLE

SEMINOLE CO. L

3938 0 96

BEFORE ME, the undersigned authority, personally appeared JOSEPH H. SHERWOOD III and says as follows:

That CWS Communities LP, d/b/a Palm Valley, owns and operates a water and a wastewater utility, Certificates Nos. 277-W and 223-S as regulated by the Florida Public Service Commission, and that the physical utility facilities are located on certain real property dedicated to those utilities, which property is located within the boundaries of the property described in the legal description in that Special Warranty Deed, recorded on August 31, 1999, in the Official Records Seminole County, Book 3715, Page 0277.

Joseph H. Sherwood III
Name
Office of the President
Title

602045
JUDY LARNE FURST
CLERK OF CIRCUIT COURT

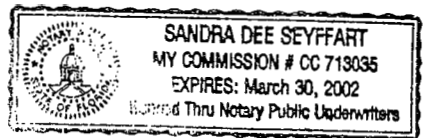
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by JOSEPH H. SHERWOOD III, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of OCTOBER, 2000.

Sandra Dee Seyffart
Notary Public
SANDRA DEE SEYFFART
Name (Typed, printed or stamped)

2000 OCT 12 PM 12:11
SEMINOLE COUNTY, FL
RECORDED & VERIFIED

My Commission Expires: 3-30-02



MARYANNE MORSE
CLERK OF CIRCUIT COURT

SEMINOLE COUNTY, FL.
RECORDED & VERIFIED

428504

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OFFICIAL RECORDS
BOOK 3715 PAGE 0277
SEMINOLE CO. FL

34-
Upon recording return to:
James A. Parker
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, Illinois 60603
(312) 372-0600

PROPERTY TAX ID. NUMBER: 34-21-31-503-0000-008A

Documentary Tax Pct. 7.0%

GRANTEE'S FED. TAX ID. NUMBER: 74-2860067

Intangible Tax Pct.
Maryanne Morse, Clerk Seminole

SPECIAL WARRANTY DEED
(Palm Valley, Florida)

County By: GH DC

THIS SPECIAL WARRANTY DEED (this "Deed") is made, entered into and effective this 30 day of August, 1999 by (i) ALAFAYA PALM VALLEY ASSOCIATES, LTD., a California limited partnership, with an office and place of business located at c/o CWS Capital Partners LLC, 800 Newport Center Drive, Suite 400, Newport Beach, California 92660 (the "Grantor"), in favor of (ii) CWS COMMUNITIES LP, a Delaware limited partnership, having an office and place of business located at 7777 Market Center Avenue, El Paso, Texas 79912 (the "Grantee").

WITNESSETH:

34
That for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00), cash in and paid by the Grantee to the Grantor, and for other good and valuable consideration, the receipt of which is hereby acknowledged by the Grantor, the Grantor has bargained and sold and does hereby grant and convey unto the Grantee and the Grantee's successors and assigns forever, in fee simple, the parcel of real property located in Seminole County, Florida, as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Real Property").

TO HAVE AND TO HOLD the Real Property, together with all appurtenances and privileges thereunto belonging, unto the Grantee and the Grantee's successors and assigns forever, in fee simple.

The Grantor does hereby fully warrant the title to the Real Property and will defend the same against the lawful claims of all persons claiming by, through or under the Grantor.

The Real Property is being conveyed hereby subject to (a) real estate taxes for 1999 and the permitted exceptions listed on Exhibit B attached hereto and incorporated herein by this reference.

DOC STAMPS WERE PAID IN THE AMOUNT OF \$126,567.00

ON WARRANTY DEED RECORDED IN
OFFICIAL RECORDS BOOK 3715 PAGE 0277
ON AUGUST 31, 1999.

Ritter &
TITLE INSURANCE COMPANY

59747108W

OFFICIAL RECORDS
BOOK PAGE

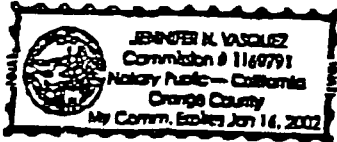
3715 0279

SEMINOLE CO. FL

STATE OF CALIFORNIA)
) SS.
COUNTY OF Orange)

On August 30, 1999, before me, Jennifer N Vasquez, a Notary Public, personally appeared Steven J Sherwood, and _____ whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Jennifer N Vasquez
Notary Public

09/21/99 16:05 FAX 4078721025

CHICAGO TITLE

-> MARLEY HARRILL

010

OFFICIAL RECORDS
BOOK PAGE

3715 0278

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed by its fully authorized agents on the day, month and year first above written.

ALAFAYA PALM VALLEY ASSOCIATES, LTD., a
California limited partnership

By: Clayton, Williams & Sherwood Financial Group 81,
a California corporation, its general partner

Signed, sealed and
delivered in the

presence of
Kimberly Buchanan
Print Name

MARLENE BARLOW
Print Name

By: [Signature]
Name: Steven J Sherwood
Title: CEO / Secretary

OFFICIAL RECORDS
BOOK PAGE

3715 0280

SEMIKOLE CO. FL

EXHIBIT A

Legal Description

09/21/99 16:06 FAX 4078721025

CHICAGO TITLE

→ MARLEY HARRIEL

013

OFFICIAL RECORDS
BOOK PAGE

3715 0281

SEMIKOLE CO. FL

EXHIBIT B

Permitted Exceptions

OFFICIAL RECORDS
BOOK PAGE

3715 0282

SEMINOLE CO. FL

PARCEL 6:

A portion of Lots 5 and 6 of ORLANDO INDUSTRIAL PARK UNIT 2, according to the plat thereof as recorded in Plat Book 11, page 43 of the Public Records of Seminole County, Florida, part of said Lot 6 having been vacated by Resolutions filed in Official Records Book 1171, Page 1762, and filed in Official Records Book 3061, Page 163, Public Records of Seminole County, Florida, and being more particularly described as follows:

Commence at Northeast corner of the Southeast 1/4 of the Northeast 1/4 of Section 34, Township 21 South, Range 31 East, run N 89°09'59"W along the North line of Lot 5, ORLANDO INDUSTRIAL PARK UNIT 2, according to the plat thereof as recorded in Plat Book 11, page 43 of the Public Records of Seminole County, Florida, 257.88 feet to the Point of Beginning; thence continue N 89°09'59"W along the North line of said Lot 5 and the North line of Lot 6 of said ORLANDO INDUSTRIAL PARK UNIT 2, 541.33 feet; thence leaving said North line run S 00°13'23"W, 248.73 feet; thence run N 88°39'44"E, 541.43 feet; thence run N 00°14'22"E, 228.21 feet to the Point of Beginning.

Legibility Unsatisfactory
For Microfilming

FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

223 - S

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

CWS Communities LP d/b/a
Palm Valley

Whose principal address is:

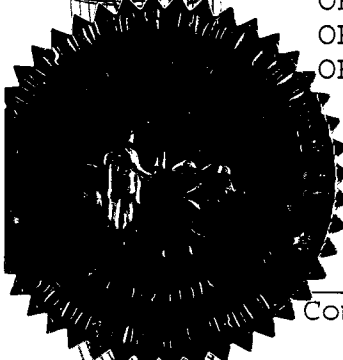
3700 Palm Valley Circle
Oviedo, FL 32765-4904 (Seminole County)

to provide wastewater service in accordance with the provision of Chapter 367, Florida Statutes, the Rules, Regulations and Orders of this Commission in the territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until suspended, cancelled or revoked by Orders of this Commission.

ORDER	7518	DOCKET	750660-WS
ORDER	9626	DOCKET	790519-WS
ORDER	12714	DOCKET	830530-WS
ORDER	14480	DOCKET	850040-WS
ORDER	16360	DOCKET	860583-WS
ORDER	19149	DOCKET	880230-WS
ORDER	19149-A	DOCKET	880230-WS
ORDER	23094	DOCKET	900166-WS
ORDER	PSC-00-1675-PAA-WS	DOCKET	991984-WS
ORDER	PSC-00-2243-PAA-WS	DOCKET	001138-WS
ORDER		DOCKET	
ORDER		DOCKET	

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION



Blanca S. Lugo

Commission Clerk and Administrative Services Director

FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

277 - W

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

CWS Communities LP d/b/a
Palm Valley

Whose principal address is:

3700 Palm Valley Circle
Oviedo, FL 32765-4904 (Seminole County)

to provide water service in accordance with the provision of Chapter 367, Florida Statutes, the Rules, Regulations and Orders of this Commission in the territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until suspended, cancelled or revoked by Orders of this Commission.

ORDER	7518	DOCKET	750660-WS
ORDER	9626	DOCKET	790519-WS
ORDER	12714	DOCKET	830530-WS
ORDER	14480	DOCKET	850040-WS
ORDER	16360	DOCKET	860583-WS
ORDER	19149	DOCKET	880230-WS
ORDER	19149-A	DOCKET	880230-WS
ORDER	23094	DOCKET	900166-WS
ORDER	PSC-00-1675-PAA-WS	DOCKET	991984-WS
ORDER	PSC-00-2243-PAA-WS	DOCKET	001138-WS
ORDER		DOCKET	
ORDER		DOCKET	

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION

Barbara S. Davis
Commission Clerk and Administrative Services Director

