

W. Christopher Browder

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December 20, 2002

VIA FEDERAL EXPRESS

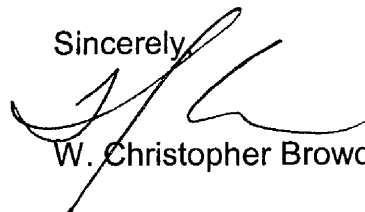
Blanca S. Bayó, Director
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0870

Re: Docket No. 010492-WS
Zellwood Station Co-Op, Inc.'s Amendment to Third Motion for Extension
of Revised MFR Filing Date by Zellwood Station Co-Op, Inc.

Dear Ms. Bayó:

Enclosed please find the original and seven (7) copies of the Amendment to
Third Motion for Extension of Revised MFR Filing Date by Zellwood Station Co-Op, Inc.
A copy of this filing has also been provided on a 1.44MB floppy disc in Microsoft Word .

Sincerely,



W. Christopher Browder

GRAY, HARRIS & ROBINSON, P.A.

WCB:gcj

Enclosures

cc: All individuals on docketing service list

DOCUMENT NUMBER - DATE

13964 DEC 23 2002

FPSC COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application for Rate
Increase in Orange County
By Zellwood Co-Op, Inc.

Docket No. 010492-WS
Submitted for Filing: December 20, 2002

**AMENDMENT TO THIRD MOTION FOR EXTENSION OF REVISED MFR FILING DATE
BY ZELLWOOD STATION CO-OP, INC.**

Zellwood Station Co-Op, Inc. (hereafter "Zellwood"), by and through its undersigned attorney, hereby files this Amendment to Third Motion for Extension of the Revised MFR Filing Date by Zellwood Station Co-op, Inc. in the above Docket and requests that the extension date of January 2, 2002 requested in its Third Motion For Extension of Revised MFR Filing Date by Zellwood Station Co-op, Inc, be modified to April 1, 2003, and in support thereof states the following:

1. January 2, 2003 Extension Date Previously Requested Will Not Permit Time to Finalize the Sale of the Zellwood System to Orange County and Consummate the Bulk Water Deal. By Order No. PSC-02-0794-PCO-WS, dated June 11, 2002, this Commission granted Zellwood an extension of the MFR filing date in this docket from June 3, 2002 to October 1, 2002. This extension was granted in part to allow Zellwood to finalize the proposed deal with Orange County regarding the sale by Zellwood of its water plant facilities to Orange County and concurrent bulk water and wastewater supply arrangement. On September 27, 2002, Zellwood, by and through its undersigned counsel filed its Third Motion For Extension of Revised MFR Filing Date by Zellwood Station Co-Op, Inc. (the "Third Motion"). In the Third Motion, Zellwood requested that the MFR filing date in this docket be extended from October 1, 2002 to January 2, 2002. At the time the Third Motion was filed, Zellwood believed that the closing on the sale of the Zellwood system would easily be completed on or before January 2, 2002. Since that time, however, due diligence review of the Zellwood assets disclosed some issues related to the real property rights to be transferred to Orange County along with the water and sewer systems. All

such issues have now been resolved, but the delay caused the County to miss the deadline for including the Asset Purchase and Sale Agreement approval on the agenda for the Orange County Board of County Commissioners meeting in December. The approval of the Asset Purchase and Sale Agreement is now tentatively set to be on the January 28, 2003 meeting agenda for the Orange County Board of County Commissioners. This is confirmed in the December 20, 2002 letter from Robert Guthrie attached hereto as Exhibit "A".

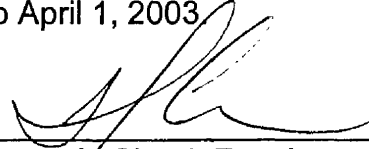
2. Closing Should be Permitted to Occur. To require Zellwood to file Revised MFR documents as currently scheduled, which in a short period would become defunct, would be a waste of rate payer's money and Zellwood's personnel resources. Further, to require such a filing at this point in time would jeopardize the closing on the sale of the Zellwood system to Orange County due to the cost and time which would be required to produce the MFR documents. It is currently anticipated that the transaction documents can be finalized and the closing on the purchase of Zellwood's water and sewer system by Orange County can be accomplished by April 1, 2003.

3. Retail Customers are Protected. In the event that the Commission grants this motion, Zellwood's retail customers continue to be protected as Zellwood has in place during the pendency of this Docket the security required pursuant to Commission Order No. PSC-01-2471-PCO-WS which will assure that funds are available for any refund which may be ordered by the Commission to the retail customers of Zellwood in the event that the transactions contemplated hereunder do not close and the revised MFR's result in a refund from Zellwood.

4. Waiver of Time Period for Rate Approval. Zellwood will continue to temporarily waive the 8-month statutory deadline for the Commission to approve the requested rates as set forth in Section 367.081, Florida Statutes, until such time as new hearing dates are established for the docket.

5. Parties Do Not Object to Extension of Dates. Zellwood has contacted all parties of record and none have expressed any objection to the Commission granting the extension of time requested by Zellwood in this Motion.

WHEREFORE, Zellwood requests that the Commission grant an extension of the October 1, 2002 filing date for the Revised MFR to April 1, 2003.



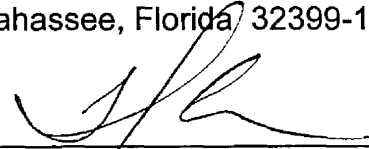
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Attorneys for Zellwood Station Co-Op, Inc.

CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that a true and exact copy of the above and foregoing has been furnished by U.S. Mail to the following parties of record this 20th day of December, 2002.

Jennifer Brubaker, Esquire
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Stephen C. Burgess
Office of Public Counsel
c/o The Florida Legislature
111 West Madison Street, Room 812
Tallahassee, Florida 32399-1400



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December 20, 2002

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Via Fax (407) 244-5690 and U.S. Mail

Thomas A. Cloud, Esq.
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 P.O. Box 3068
 Orlando, FL 32802-3068

Re: Zellwood Station Co-Op, Inc.(Co-Op) - Orange County;
 Water and Wastewater System Purchase and Sale

Dear Tom:

When we recently conferred on this issue, you mentioned that you would like us to establish a public hearing date for the Section 125.3401 public hearing and approval of the contract documents (Asset Purchase Agreement, Reclaimed Water Agreement, and Wholesale Water and Wastewater Agreement). Mike Chandler and I talked and decided that we will tentatively schedule this matter for the January 28, 2003, Board of County Commissioners meeting.

This schedule is contingent upon the County and the Co-Op agreeing on the contract documents and exhibits on or before January 15, 2003. Mr. Chandler and I remain committed to the concept of approving the agreements as part of the public hearing process. We think we are very close on the wording of the agreements and believe that technical staff can work out issues with regard to the exhibits to the Asset Purchase Agreement on or before the January 15th date.

As you know, that date is critical because we will need to place a legal advertisement announcing the public hearing if it is to occur on January 28, 2003.

As always, thank you for your cooperation and assistance in making this transaction occur. Have a happy holiday!

Very truly yours,

Robert D. Guthrie
 Assistant County Attorney

Thomas A. Cloud, Esq.
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RDG/mjn,

cc: Michael L. Chandler, Director, Utilities Department
Teresa Remudo-Fries, Deputy Director, Utilities
Daniel L. Allen, Manager, Utilities Engineering
Andres Salcedo, Chief Engineer, Utilities Engineering
Rick Wilson, Chief Engineer, Utilities Engineering
Jose A. Hernandez, Engineer III, Utilities Engineering
Stephanie Cross, Paralegal, County Attorney's Office

S:\KGuthrie\CORRESP\cloud ltr on Zellwood7.wpd