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April 1, 2003

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**VIA FACSIMILE 850-413-7118 AND U.S. MAIL**

Blanca S. Bayo, Director  
Division of Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

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

Dear Ms. Bayo:

Enclosed is the original and seven (7) copies of Second Amendment to Third  
Motion for Extension of Revised MFR Filing Date by Zellwood Station Co-Op, Inc. in the  
above referenced docket.

Sincerely,



Thomas A. Cloud, Esquire

GRAY, HARRIS & ROBINSON, P.A.

TAC:WCB:gcj  
Enclosures  
cc: Bill Ferrara  
Gary Morse  
Julian Coto

DOCUMENT NUMBER DATE

03130 APR-3 8

**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: April 1, 2003

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**SECOND 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 Second 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 April 1, 2003 requested in its Amendment to Third Motion For Extension of Revised MFR Filing Date by Zellwood Station Co-op, Inc, be modified to August 1, 2003, and in support thereof states the following:

1. April 1, 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. In its Amendment to Third Motion for Extension of Revised MFR Filing Date by Zellwood Station Co-Op, Inc. filed on December 20, 2002 (the "Amended Motion"), Zellwood modified its request for extension from the January 2, 2002 date set out in the Third Motion to April 1, 2003. At the time the Amended Motion was filed, Zellwood believed that the closing on the sale of the Zellwood

system would easily be completed on or before April 1, 2003, and in fact Orange County scheduled a hearing to approve the purchase and sale for March 25, 2003. Since that time, however, the St. Johns River Water Management District requested information and conditions to the issuance and transfer of Zellwood's consumptive use permit. This in turn caused Orange County to request a delay in the purchase of the system in order to resolve the consumptive use permit issues. Zellwood is working diligently to resolve these issues and expects to have resolution on all issues within the next 60 – 90 days. Orange County is willing to proceed subject to the resolution of the consumptive use permit issues prior to closing and the approval of the Asset Purchase and Sale Agreement is now tentatively set to be on the meeting agenda for the Orange County Board of County Commissioners within 3 weeks after execution of the Asset Purchase and Sale Agreement by Zellwood. This was confirmed in the April 1, 2003 letter from Robert Guthrie attached hereto as Exhibit "A". We expect execution of the Agreement by Zellwood before the end of April.

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 August 1, 2003.

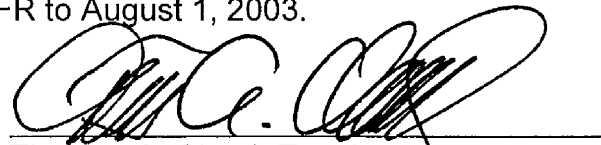
3. Retail Customers are Protected. In the event that the Commission grants this motion, Zellwood's retail customers continue to be protected as Zellwood has in place during the pendency of this Docket the security required pursuant to Commission Order

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 August 1, 2003.



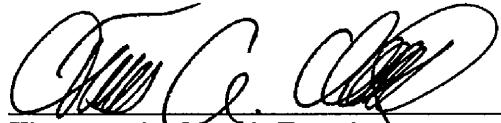
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Attorneys for Zellwood Station Co-Op, Inc.

**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 1st day of April, 2003.

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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EXHIBIT "A"

April 1, 2003

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

Dear Tom:

Thank you for your correspondence relating to the ongoing development of exhibits to the Asset Purchase Agreement, Wholesale Potable Water and Wastewater Agreement, and Reclaimed Water Agreement, for the Co-Op sale to Orange County of the water treatment and wastewater treatment plants. As we have discussed, having the exhibits and agreements finalized and water management district issues regarding the water Consumptive Use Permit (CUP) formalized prior to the public hearing are constructive and essential prerequisites to execution of the agreements.

County staff remains committed to scheduling this item for consideration by the Board of County Commissioners pursuant to Section 125.3401, Florida Statutes. Do recall that the County will need to have the executed agreements with acceptable exhibits at least three weeks ahead of the board hearing date so that the appropriate advertisement required by the State statute and the necessary paperwork for scheduling this item may be accomplished.

As always, thank you for your efforts and cooperation in making this transaction occur.

Very truly yours,

Robert D. Guthrie  
 Assistant County Attorney

RDG/mjn

cc: Michael L. Chandler, Director, Utilities Department  
 Teresa Remudo-Fries, Deputy Director, Utilities Department  
 Daniel L. Allen, Deputy Director, Utilities Department  
 Andres Salcedo, Chief Engineer, Utilities Engineering

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