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July 29, 2003

VIA HAND DELIVERY

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Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Park Manor Waterworks, Inc./Orange County
Docket No. 030572-WS
Our File No.: 18215.07

RECEIVED
COMMISSION
CLERK
JUL 29 PM 4:11
030572-WS

Dear Ms. Bayo:

Enclosed for filing in the above-referenced docket are an original and fifteen copies of:

1. The Resolution adopted by the Orange County Board of County Commissioners following public hearing on July 8, 2003; and
2. The First Amendment to Orange County/Park Manor Waterworks, Inc. Water & Wastewater Systems Asset Purchase & Sale Agreement.

06859-03

Please acknowledge receipt by returning a dated stamped copy of each along with a copy of this letter.

If you have any questions, please feel free to call me.

Sincerely,

Wayne L. Schiefelbein
Of Counsel

RECEIVED & FILED

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Enclosures
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DOCUMENT NUMBER-DATE

06858 JUL 29 8

FPSC-BUREAU OF RECORDS

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
JUL 08 2003 *galala*

RESOLUTION

of the

ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS PROVIDING FOR CERTAIN DETERMINATIONS, FINDINGS, AND STATEMENTS AS REQUIRED IN SECTION 125.3401, FLORIDA STATUTES; AMENDING THAT CERTAIN RESOLUTION DATED OCTOBER 9, 2001, RELATING TO THE PARK MANOR WATERWORKS, INC. UTILITIES SYSTEM; APPROVING AND AUTHORIZING EXECUTION OF THE FIRST AMENDMENT TO THE ORANGE COUNTY, PARK MANOR WATERWORKS, INC. WATER AND WASTEWATER SYSTEMS ASSET PURCHASE AND SALE AGREEMENT; RE-AUTHORIZING COUNTY STAFF AND CONSULTANTS TO TAKE ALL ACTION NECESSARY TO FINALIZE THE PURCHASE AND CLOSING OF THE PARK MANOR WATER AND WASTEWATER SYSTEMS; DESIGNATING THE CHAIRMAN AS THE APPROPRIATE COUNTY OFFICIAL TO EXECUTE ANY NECESSARY DOCUMENTS AT THE CLOSING OF THE SALE OF SAID SYSTEMS; PROVIDING FOR SEVERABILITY; PROVIDING AN EFFECTIVE DATE.

Resolution No. 2003- M-24

WHEREAS, on October 9, 2001, the Board of County Commissioners authorized the acquisition of the Park Manor Waterworks, Inc. ("Park Manor") water and wastewater utility system

STATE OF FLORIDA, COUNTY OF ORANGE
I HEREBY CERTIFY this is a copy of a document
Approved by the BCC on JUL 08 2003
By MARTHA D. HAYNE, COUNTY COMPTROLLER
By [Signature] Date 7/16/03

DOCUMENT NUMBER - DATE
16858 JUL 29 8
CLERK



SEAL

in Orange County, Florida, known as the Park Manor Water and Wastewater System (hereinafter collectively referred to as the "Utility System"); and

WHEREAS, the Board of County Commissioners of Orange County (hereinafter "County") authorized the purchase of the Utility System; and

WHEREAS, the County, its staff and consultants prepared various preliminary valuation and assessment reports and studies concerning the Utility System at the public hearing on October 9, 2001; and

WHEREAS, the Board of County Commissioners approved purchase of the Park Manor Utility System based upon the various reports, testimony, and such other relevant data and analysis presented at the October 9, 2001, public hearing; and

WHEREAS, certain contract contingencies imposed upon Park Manor by the Prior Agreement have delayed the closing; and

WHEREAS, the failure of those contingencies prevent Park Manor from delivering good and sufficient title to one of the well sites to the County; and

WHEREAS, the County still desires to acquire the Park Manor Utility System, less the well site on Innsbruck Drive; and

WHEREAS, the County and Park Manor agree that County will not acquire said well site and that the purchase price will be reduced by \$200,000.00; and

WHEREAS, the Board of County Commissioners finds that all other assets being acquired, including the other well site, the customer base, the water Consumptive Use Permit and its water allocation represent significant assets that should be acquired; and

WHEREAS, the Board of County Commissioners authorizes staff to close the Park Manor Utility System transaction for the price of \$3,150,000.00, or as adjusted by prorations authorized in the Prior Agreement and this First Amendment.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY:

Section 1. The Board of County Commissioners has reviewed and considered the original resolution dated October 9, 2001, authorizing acquisition of the Utility System, this amendment to said resolution, the Briefing Document relating to the amendment, the issues and information listed under Section 125.3401, Florida Statutes, and all the evidence and testimony presented to the County during the Section 125.3401 July 8, 2003 public hearing held in Chambers in Orlando, Florida. Based on all said information, the County hereby approves and authorizes the execution by the Chairman of the First Amendment to the Orange County/Park Manor Waterworks, Inc. Water and Wastewater Systems Asset Purchase and Sale Agreement (plus any addenda presented during the said public hearing). The Board further authorizes the Chairman or his designees to attend the closing of the purchase and sale and to execute all necessary documents in order to fulfill the terms of the prior Agreement and the First Amendment (and any Addenda) and authorizes staff to perform all actions necessary and incidental to closing this transaction. The Board further authorizes its staff and consultants to complete all other necessary work, including establishment of the necessary organization and transition structure to operate and manage the Utility System prior to the closing. The Director of Orange County Utilities is hereby further authorized to execute reasonable extensions of the closing date if determined necessary to close the transaction.

Section 2. If any provision of this Resolution or the application thereof to any person or circumstances is held invalid, the invalidity shall not affect other provisions or applications of this Resolution which can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are declared severable.

Section 3. This Resolution shall take effect immediately upon its adoption.

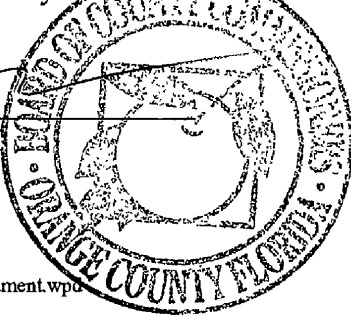
This Resolution is adopted this 8th day of July, 2003.

ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: *Richard T. Crotty*
Richard T. Crotty
County Chairman

ATTEST: Martha O. Haynie, Orange County Comptroller
As Clerk of the Board of County Commissioners

By: *Martha O. Haynie*
Deputy Clerk

The seal of Orange County, Florida, is circular with a double border. The outer border contains the text "ORANGE COUNTY FLORIDA" at the bottom and "1845" at the top. The inner border contains the text "SEAL OF ORANGE COUNTY FLORIDA". The center of the seal features a stylized landscape with a sun, a palm tree, and a building.

S:\RGuthrie\Resolutions\park manor amendment.wpd