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REPLY TO ALTAMONTE SPRINGS

MARTIN S. FRIEDMAN, P.A.
VALERIE L. LORD, OF COUNSEL
(LICENSED IN TEXAS ONLY)

March 26, 2004

HAND DELIVERY

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CLERK

Ms. Blanca Bayo
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399

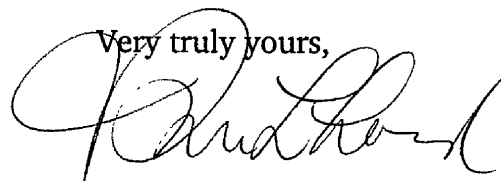
Re: Docket No.: 030102-WS; Application for Authority to Sell, Assign or Transfer Utility Facilities of The Woodlands of Lake Placid, L.P., in Highland County, Florida to Camp Florida Property Owners Association, Inc., and Application to Transfer Majority Organizational Control of L.P. Utilities, Inc., to Camp Florida Property Owners Association, Inc.
Our File No.: 37074.03

Dear Ms. Bayo:

Enclosed please find for filing in the above-referenced docket an original and fifteen (15) copies of the Direct Testimony of John H. Lovelette, along with a Notice of Filing same.

Please do not hesitate to contact me if you have any questions.

Very truly yours,



VALERIE L. LORD
Of Counsel

AUS _____
CAF _____
CMP _____
COM 3 _____
CTR _____
ECR _____
GCL 2 _____
OPC _____
MMS _____
SEC 1 _____
OTH _____

cc: Mr. John Lovelette (w/ enclosure)
Katherine E. Fleming, Esquire (w/enclosure)
Stephen C. Burgess, Esquire (w/enclosure)

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for Authority
to Sell, Assign or Transfer
Utility Facilities of **THE WOODLANDS
OF LAKE PLACID, L.P.** in Highlands
County, Florida to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.**,
and Application to Transfer Majority
Organizational Control of L.P.
Utilities Corporation to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.**

Docket No. 030102-WS

NOTICE OF FILING

L.P. UTILITIES CORPORATION, by and through its undersigned attorneys, hereby
gives notice of filing in the above-referenced docket the Direct Testimony of John H.
Lovelette, on behalf of L.P. Utilities Corporation.

Respectfully submitted on this 25
day of March, 2004, by:

ROSE, SUNDSTROM & BENTLEY, LLP
600 S. North Lake Boulevard
Suite 160
Altamonte Springs, Florida 32701
Telephone: (407) 830-6331
Facsimile: (407) 830-8522
Email: mfriedman@rsbattorneys.com

By 

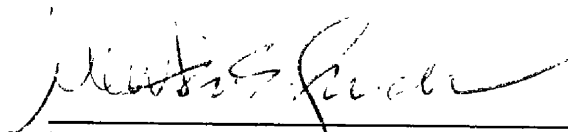
MARTIN S. FRIEDMAN

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished
by U.S. Mail to the following parties on this 25th day of March, 2004:

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

Katherine E. Fleming, Esquire
Office of the General Counsel
Florida Public Service Commission
2450 Shumard Oak Boulevard
Tallahassee, FL 32399-0850


MARTIN S. FRIEDMAN

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for authority to
sell, assign or transfer utility facilities
of THE WOODLANDS OF LAKE
PLACID, L.P. in Highlands County,
Florida to CAMP FLORIDA PROPERTY OWNERS ASSOCIATION, INC. and
application to transfer majority organizational
control of L.P. UTILITIES CORPORATION
to CAMP FLORIDA PROPERTY OWNERS
ASSOCIATION, INC.

Docket No. 030102-WS

DIRECT TESTIMONY OF

JOHN H. LOVELETTE

FILED ON BEHALF

OF

L.P. UTILITIES CORPORATION

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**DIRECT TESTIMONY OF
JOHN H. LOVELETTE**

BEFORE THE PUBLIC SERVICE COMMISSION

Regarding the Application for authority to sell, assign or transfer utility
facilities

of The Woodlands of Lake Placid, L.P. in Highlands County,
Florida to Camp Florida Property Owners Association, Inc. and

application to transfer majority organizational control of
L.P. Utilities Corporation to

Camp Florida Property Owners Association, Inc.

Docket No. 030102-WS

Q: What is your name and business address?

A.: My name is John H. Lovelette. My business address is 100 Shoreline
Drive, Lake Placid, Florida 33852.

Q: What is your involvement with L.P. Utilities Corporation?

A: I am a director of L.P. Utilities Corporation (*Utility*) and am
responsible for the day to day management and operations of the
Utility, including overseeing the work of the Utility's licensed
operators and hiring contractors to perform major repairs on the water
and wastewater systems.

Q: What is L.P. Utilities Corporation?

1 A.: The Utility is a Class C water and wastewater utility doing business
2 in Highlands County, Florida. It was formed in 2001. It provides
3 water and wastewater service to primarily residential customers
4 within the service area (*Service Area*) described in the Application
5 for authority to sell, assign or transfer utility facilities of The
6 Woodlands of Lake Placid, L.P. in Highlands County, Florida to
7 Camp Florida Property Owners Association, Inc. (*Association*) and
8 application to transfer majority organizational control of L.P. Utilities
9 Corporation to Camp Florida Property Owners Association, Inc.
10 (*Application*). A copy of the Application and the Clarification is
11 attached to my testimony as Exhibit ____ (JHL-1).

12 **Q: Was the Application prepared and filed by you or under your**
13 **supervision and direction?**

14 A: Yes, it was.

15 **Q: Please describe the services provided by the Utility.**

16 A: The Utility serves by my best count 338 water customers located in
17 the Camp Florida Resort (*Resort*) and 38 customers located outside
18 of the Resort. It currently serves 338 wastewater residential
19 customers in the Resort. It provides water service to four general
20 service customers outside of the Resort, and water and wastewater
21 service to two general service customers within the Resort. The
22 customer base is primarily residential, comprised of single family

1 homes, park homes and RV sites. It has some year 'round residents,
2 but the majority of its residents are visitors who own and maintain
3 their lots for recreational purposes and to use during the winter. The
4 use of the water and wastewater systems therefore is very seasonal.

5 **Q: What is the Camp Florida Property Owners Association?**

6 A: The Association is a not for profit Florida corporation organized in
7 1990 for the purpose of owning and managing the Resort. Its
8 membership consists of all owners of lots in the Resort. Each lot has
9 one vote in the Association's affairs.

10 There are 397 platted lots in the Park. Currently, Highvest
11 Corporation owns 246 lots, and thus votes the shares attributable to
12 them.

13 **Q: What is the relationship between the Utility and The Woodlands
14 of Lake Placid, L.P.?**

15 A: The Woodlands of Lake Placid, L.P. (*Woodlands*) executed a note
16 that was eventually assigned to Highvest Corporation, the payment of
17 which was secured by a mortgage on property owned by Woodlands.
18 Woodlands defaulted in the payment of the note and Highvest
19 Corporation foreclosed its mortgage lien. Highvest Corporation sold
20 the property to the Utility. The property that the Utility acquired
21 consisted of the water and wastewater systems which will, in turn, be
22 sold to the Association.

1 **Q: Please describe the proposed transaction between the Utility and**
2 **the Association.**

3 A: The full details of all of the rights, duties and obligations of the
4 parties is contained in the Agreement for Purchase and Sale among
5 the Utility and its sole shareholder, Anbeth Corporation, and the
6 Association dated October, 2003. A copy is attached to the
7 Application. In summary, however, it provides that the Utility will
8 sell all of its wastewater assets to the Association, then Anbeth
9 Corporation will sell all of the shares in the Utility to the Association.
10 This structure will enable the Association to operate and manage the
11 wastewater assets without regulation by the Public Service
12 Commission. The water assets will continue to be operated by the
13 Utility under the control of the Association, and be regulated by the
14 Public Service Commission.

15 **Q: Will the Association have the necessary technical expertise to**
16 **operate the water and wastewater systems?**

17 The Association will retain the Utility's current experienced and
18 knowledgeable staff to operate the water system in a manner that will
19 satisfy applicable regulations and industry standards. In addition, the
20 Association will engage reputable and competent contractors to effect
21 any major repairs. This has been the practice with the systems and
22 will continue under management by the Association.

1 The licensed operators employed by the Utility (which will be
2 retained by the Association) have many years of experience in the
3 water and wastewater industry and are familiar with the water and
4 wastewater systems. The Association will continue to use qualified,
5 experienced operators. The Association also will employ persons
6 with regulatory experience to ensure consistent compliance with
7 environmental and other regulations and provide safe and reliable
8 water and wastewater service to its customers. The Association is
9 expected to continue to operate in much the same manner as the
10 Utility currently does and will continue to be fully subject to all
11 applicable laws, rules and policies governing the regulation and
12 operation of Florida utilities.

13 **Q: Is the Association an exempt entity pursuant to Section**
14 **367.022(7), Florida Statutes?**

15 A: Yes, it is. That statute provides that “[n]onprofit corporations,
16 associations, or cooperatives providing service solely to members
17 who own and control such nonprofit corporations, associations or
18 cooperatives.”. According to the official records of the Department
19 of State, the Association is a non-profit corporation. I have been
20 assured by the Association that it will, upon approval of this
21 transaction, provide service solely to its members who own and
22 control it.

1 **Q: Why was the Utility was recently ordered by the Public Service**
2 **Commission to refund monies collected by the previous**
3 **management to the customers?**

4 A: In 1999, the Commission determined that the Woodlands of Lake
5 Placid, L.P. (*Woodlands*) should have obtained certificates of
6 authority for its water and wastewater operations, and had
7 implemented an unauthorized rate increase. The Commission, in
8 Order No. PSC-02-0250-PAA-WS, allowed the Woodlands to
9 continue to collect the rate increase, subject to refund once permanent
10 rates and charges had been established by the Commission in another
11 docket. In December, 2003, the Commission issued Order No. PSC-
12 02-1729-PAA-WS, requiring the Woodlands to refund \$69,065, plus
13 interest, due to overcollections from the unauthorized rate increase.
14 This refund obligations became final pursuant to Order No. PSC-03-
15 1051-FOF-WS.

16 **Q: Explain how the Utility proposes to satisfy this refund obligation?**

17 A: By the terms of the Commission's Order, the utility has 12 months to
18 pay the refunds, plus accrued interest, in full. Since December, 2003,
19 the Utility has been crediting customers who paid the overcharge with
20 \$43.88 per month.

21 **Q: Will the Association be financially able to meet such refund**
22 **obligation after the transfer?**

1 A: Yes, it will. The purchase price of the shares of stock in the Utility
2 has been reduced by the amount of the refund. The Utility will have
3 sufficient funds to pay the balance of any unpaid refunds, plus
4 accrued interest.

5 **Q: Should the Woodlands of Lake Placid, L.P. remain obligated for**
6 **the refund?**

7 A: No. The Utility has made provisions for the repayment of all
8 overcollections, plus interest. In fact, at this time, over half of the
9 refunds have been made.

10 **Q: Has the Utility installed all of the meters required by the Public**
11 **Service Commission?**

12 A: Not all of the meters have been installed at this time. The
13 Commission ordered the Utility to install meters on 162 lots by
14 January 20, 2004. This work has not been completed. The Utility
15 will begin the installation of 200 to 230 meters on the rental lots after
16 April 15, 2004, when the park population is reduced in order to avoid
17 as much disruption as possible. The contractor will complete the
18 installation in two months. I believe that the Commission Staff have
19 agreed with this proposed action. A copy of the contract for
20 installation of the meters is attached as Exhibit _____ (JHL-2).

21 **Q: Should the Utility be required to install all of the required meters**
22 **before the transfer takes place?**

1 A: No. Although most of the meters will have been installed by the time
2 this matter is heard by the Commission, the completion of the
3 installation is not necessary in order to approve the transaction.

4 **Q: How does the Utility propose that the Association fund the**
5 **purchase price of the wastewater assets?**

6 A: The Agreement for Purchase and Sale provides that the Association
7 will acquire all of the wastewater system assets as described in the
8 most recent SARC Order for this system for \$191,523. This value
9 was determined when the Commission's fixed the Utility's rate base
10 in the SARC Order. The wastewater system will be conveyed free
11 and clear of all liens and encumbrances, which means that no
12 liabilities will be assumed by the Association. Any debt existing on
13 the Utility will be satisfied at closing. The entire purchase price will
14 be paid in the form of a note executed by the Association. The
15 Association will pay the note in quarterly installments of principal
16 and interest over 10 years, and will bear interest at 6.99% per annum.

17 **Q: Is the transfer by the Utility of Certificate No. 533-S and its**
18 **wastewater assets to the Association in the public interest?**

19 A: The transfer of the wastewater system to the Association is in the
20 public interest in that the users of the wastewater service will have
21 direct control over the entity providing wastewater service. Further,
22 it is believed that the wastewater system will be able to be operated

1 more efficiently in that its rates will no longer be subject to regulatory
2 assessment fees or the other expenses of regulation. In ten years, the
3 system will be debt-free. It is believed that the elimination of
4 regulation will allow the rates to remain steady and possibly decrease.
5 The Association will retain the current experienced and
6 knowledgeable staff to operate the wastewater systems in accordance
7 with industry standards. Thus, there is no difference in experience of
8 the Association than that which currently exists. The Association
9 will fulfill the commitments, obligations and representations of the
10 Utility with regard to utility matters.

11 **Q: How does the Utility propose that the Association fund the**
12 **purchase price of the shares of the Utility?**

13 A: The members of the Association will pay a special assessment of
14 \$261.78 per lot for each of the 382 lots. The special assessment,
15 when received, will constitute the \$100,000 purchase price for the
16 issued and outstanding shares of the Utility. The purchase price is
17 equal to the value of the rate base established in the SARC order, less
18 a deduction of \$89,086 which is in consideration of the Utility
19 assuming the obligation to pay the refund. Because the Utility has
20 been making the refund, the purchase price of the shares will be
21 increased by the amount of such refunds paid as of the effective date
22 of the sale of the shares, however, it will not exceed the value of the

1 rate base set by the Commission in the SARC order. By purchasing
2 the outstanding shares and acquiring control over the Utility, the
3 Association will control the water system, which primarily serves its
4 members.

5 **Q: Have the majority of the customers of the water and wastewater**
6 **system agreed with the proposed transaction?**

7 A: Yes. Out of a total of 397 votes in the Association, 276 voted in
8 favor of the transfer, 85 voted against the transfer, and 36 abstained.

9 **Q: Is the transfer of the shares of the Utility from Anbeth**
10 **Corporation to the Association in the public interest?**

11 A: Yes. This transfer will give ownership of the water system to the
12 Association which is the primary customer of the Utility. The
13 Association will also benefit from the net income which it will retain
14 instead of paying it to an investor-owned utility. Due to Anbeth
15 Corporation's regulatory issues, it is no longer interested in owning
16 and operating the water system.

17 **Q: Should the transfer of Certificate Nos. 620-W and 533-S from the**
18 **Woodlands of Lake Placid, L.P. to the Utility be approved?**

19 A: Yes.

20 **Q: Should the transfer of the wastewater assets to the Association**
21 **and the cancellation of Certificate No. 533-S be approved?**

1 A: Yes. Even though the Commission will no longer be involved to
2 monitor the operations and activities of the Utility, the Association
3 will be able to control and manage the wastewater system itself.

4 **Q: Should the transfer of majority organization control of the Utility**
5 **from Anbeth Corporation to the Association be approved?**

6 A: Yes.

7 **Q: Does that conclude your testimony in this docket?**

8 A: Yes, it does.

9

10

11

**EXHIBITS TO
DIRECT TESTIMONY OF
JOHN H. LOVELETTE**

BEFORE THE PUBLIC SERVICE COMMISSION

Regarding the Application for authority to sell, assign or transfer utility
facilities

of The Woodlands of Lake Placid, L.P. in Highlands County,
Florida to Camp Florida Property Owners Association, Inc. and
application to transfer majority organizational control of

L.P. Utilities Corporation to

Camp Florida Property Owners Association, Inc.

Docket No. 030102-WS

Exhibit ____ (JHL-1)

Copy of Application

Exhibit ____ (JHL-2)

Copy of Contract for installation of
meters

Exhibit ____ (JHL-1)

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for Authority
to Sell, Assign or Transfer
Utility Facilities of THE WOODLANDS
OF LAKE PLACID, L.P. in Highlands
County, Florida to CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.,
and Application to Transfer Majority
Organizational Control of L.P.
Utilities Corporation to CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.

Docket No. _____

APPLICATION FOR AUTHORITY TO SELL, ASSIGN OR TRANSFER UTILITY
FACILITIES OF THE WOODLANDS OF LAKE PLACID, L.P. IN HIGHLANDS
COUNTY, FLORIDA TO CAMP FLORIDA PROPERTY OWNERS ASSOCIATION,
INC. AND APPLICATION TO TRANSFER MAJORITY ORGANIZATIONAL
CONTROL OF L.P. UTILITIES, INC. TO CAMP FLORIDA PROPERTY
OWNERS ASSOCIATION, INC.

L.P. UTILITIES CORPORATION ("LPUC"), by and through its undersigned attorneys, and pursuant to Section 367.071, Florida Statutes, and Rule 25-30.037, Florida Administrative Code, files this Application for authority to sell, assign or transfer utility facilities in Highlands County of THE WOODLANDS OF LAKE PLACID, L.P. ("Utility") under Certificate No. 533-S, to CAMP FLORIDA PROPERTY OWNERS ASSOCIATION, INC. ("Camp Florida") and the Application for authority to transfer majority organizational control of L.P. Utilities, Inc., as the holder of Certificate No. 620-W to CAMP FLORIDA PROPERTY OWNERS ASSOCIATION, INC. In support of this Application, LPUC provides the following information:

1. The exact name of LPUC and the address of its principal

business office is:

L.P Utilities Corporation
P.O. Box 478
Lake Placid, FL 33862

2. The exact name of the Utility and the address of its principal business office is:

The Woodlands of Lake Placid, L.P.
1525 U.S. 27 South
Lake Placid, FL 33852

3. The exact name of Camp Florida and the address of its principal business office is:

Camp Florida Property Owners Association, Inc.
100 Shoreline Drive
Lake Placid, FL 33862

4. The exact name of Anbeth Corporation ("Anbeth") and the address of its principal business office is:

Anbeth Corporation
100 Shoreline Drive
Lake Placid, FL 33852

5. The name and address of the person authorized to receive notices and communications in respect to this application is:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, FL 32701
(407)830-6331
(407)830-8522 fax
mfriedman@rsbattorneys.com

6. LPUC does not have either original water Certificate No. 620-W or wastewater Certificate No. 533-S, and believes that they have not been issued to LPUC by the Commission. Copies of Certificate Nos. 620-W 533-S are attached to this Application as

Exhibit "A". LPUC respectfully requests the Commission to issue a new water Certificate to LPUC and to cancel the wastewater certificate.

7. The purpose of this Application is to reflect the terms of the Agreement for Purchase and Sale by and among LPUC, Anbeth and Camp Florida dated October, 2003 pursuant to which, among other matters, Camp Florida will purchase (a) first, the wastewater assets held in the name of The Woodlands of Lake Placid, L.P., and (b) thereafter, all of the outstanding shares of LPUC, as holder of water Certificate No. 620-W ("Agreement"). A copy of the Agreement is attached hereto as Exhibit "B".

8. Camp Florida is a Florida non-profit corporation incorporated on July 10, 1990. Wastewater service provided by Camp Florida will be exempt from regulation by the Commission under Section 367.022(7), Florida Statutes, since all of the wastewater service customers are members of Camp Florida.

9. The names and addresses of Camp Florida's corporate officers and directors are:

John H. Lovelette, Director and President
38 Hidden Harbor Lane
Lake Placid, FL 33852

Pat Da Salva, Vice President
241 Shoreline Drive
Lake Placid, FL 33852

Teresa Lovelette, Shareholder and Director
38 Hidden Harbor Lane
Lake Placid, FL 33852

Mino Sarmi, Director
22 Freedom Way
Lake Placid, FL 33852

10. Camp Florida does not own any other water or wastewater utilities in Florida.

11. Pursuant to the Agreement, Camp Florida will acquire all of the wastewater system assets from LPUC as described in Order No. PSC-03-1051-FOF-WS, and assume LPUC's obligations to provide wastewater service to LPUC's customers as authorized by Certificate No. 533-S.

12. Camp Florida will pay the purchase price for the wastewater system assets of \$191,523.00, by the execution and delivery at the closing of a note payable to Anbeth over a period of 10 years, the payment of which will be secured by a mortgage in favor of Anbeth on the real property and improvements comprising the wastewater system. The purchase price is equal to the rate base established in Order No. PSC-03-1051-FOF-WS.

13. The net book value of the wastewater system was established in Order No. PSC-03-1051-FOF-WS.

14. Pursuant to the Agreement, after the transfer of the wastewater assets from LPUC, Camp Florida has agreed to purchase all of the issued and outstanding shares of LPUC.

15. The name and address of LPUC's sole shareholder is Anbeth Corporation, 100 Shoreline Drive, Lake Placid, FL 33852.

16. Camp Florida will pay the purchase price of \$100,000.00

for all of the issued and outstanding shares of LPUC, in cash at the closing. The purchase price was reduced from the rate base established in Order No. PSC-03-1051-FOF-WS by \$89,086.00 to reflect LPUC's assumption of the obligation to pay a refund to customers pursuant to Order No. PSC-03-1051-FOF-WS.

17. LPUC has no guaranteed revenue contracts, developer agreements, customer advances, customer deposits or other liabilities, other than the lease for office space which will be assumed by Camp Florida, and the obligation Camp Florida will assume the obligation to make certain refunds pursuant to Order No. PSC-03-1051-FOF-WS. LPUC will continue to lease its office space.

18. No acquisition adjustment is requested at this time.

19. Camp Florida has obtained copies of all of the federal income tax returns of LPUC since rate base was last established.

20. Camp Florida has made a reasonable inspection of the water and wastewater system assets and found them to be in satisfactory condition and in compliance with all applicable standards set by the Department of Environmental Protection.

21. A copy of the deed to LPUC's water and wastewater plant sites are attached hereto as Exhibit "C".

22. LPUC will be responsible for the payment of all outstanding regulatory assessment fees regarding the wastewater system through the date of closing, at which time the wastewater system will become exempt from Commission jurisdiction pursuant to

Section 367.022(7), Florida Statutes. LPUC will continue to operate the water system under Certificate No. 620-W and be responsible for the payment of regulatory assessment fees applicable to the provision of water service under Certificate No. 620-W.

23. Revised tariff sheets in respect of Certificate No. 533-S reflecting the change in ownership of the wastewater system are not provided because Camp Florida is exempt from Commission jurisdiction. There are no changes to the tariff for the provision of water service under Certificate No. 620-W.

24. The approval of this Application is in the public interest because it will enable LPUC to pay the refunds pursuant to Order No. PSC-03-1051-FOF-WS, and continue in operation. Camp Florida will retain the experienced and knowledgeable staff to operate the wastewater system assets in accordance with industry standards. LPUC is an established utility and has both the financial and technical ability to render reasonably sufficient, adequate and efficient service. It will continue to operate the water system assets with its current staff. There will be no interruption or curtailment of service.

25. Attached as Exhibit "D" is an affidavit that actual notice of the application was given to the entities on the list provided by the Commission in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida

Administrative Code.

23. Late Filed Exhibit "E" will be an affidavit that actual notice of the application was given to each customer of the water and wastewater systems in accordance with Rule 25-30.030, Florida Administrative Code.

24. Late Filed Exhibit "F" will be an affidavit that notice of the application was published once a week in a newspaper of general circulation in the territory in accordance with Rule 25-30.030, Florida Administrative Code. A copy of the proof of publication will accompany the affidavit.

25. The water system serves less than 500 ERCs and the wastewater system serves less than 500 ERCs. Pursuant to Rule 25-30-020, Florida Administrative Code, the appropriate filing fee is \$1,500.00 (\$750.00 for the water system, and \$750.00 for the wastewater system).

Respectfully submitted on this
21 day of October, 2003, by:

ROSE, SUNDSTROM & BENTLEY, LLP
600 S. North Lake Boulevard
Suite 160
Altamonte Springs, Florida 32701
Telephone: (407) 830-6331
Facsimile: (407) 830-8522
Email: mfriedman@rsbattorneys.com

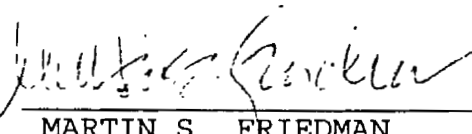
By: 
MARTIN S. FRIEDMAN

EXHIBIT "A"

Copies of Certificate Nos. 620-W and 533-S

FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

533 - S

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

THE WOODLANDS OF LAKE PLACID, L.P.

Whose principal address is:

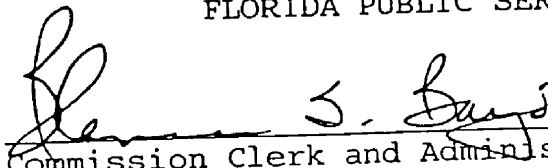
1525 U.S. Highway 27 South
Lake Placid, FL 33852 (Highlands County)

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 PSC-02-0250-PAA-WS DOCKET 990374-WS

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION



Commission Clerk and Administrative Services Director



FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

620 - W

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

THE WOODLANDS OF LAKE PLACID, L.P.

Whose principal address is:

1525 U.S. Highway 27 South
Lake Placid, FL 33852 (Highlands 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 PSC-02-0250-PAA-WS DOCKET 990374-WS

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION

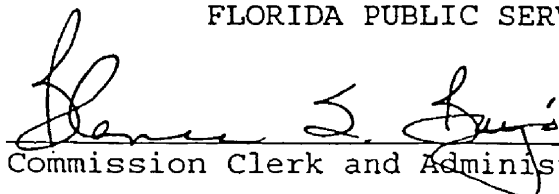

Commission Clerk and Administrative Services Director



EXHIBIT "B"

Agreement

AGREEMENT FOR PURCHASE AND SALE

THIS AGREEMENT FOR PURCHASE AND SALE is made and entered into this ____ day of October, 2003, by and among L.P. Utilities Corporation ("L.P."), ANBETH CORPORATION ("Anbeth"), and CAMP FLORIDA PROPERTY OWNERS ASSOCIATION, INC. ("Association").

WHEREAS, L.P. owns a water and wastewater system in Highlands County, Florida; and

WHEREAS, Anbeth is the sole shareholder of L.P.; and

WHEREAS, Association desires to purchase the wastewater system from L.P. and immediately thereafter the stock of L.P.

NOW THEREFORE, for and in consideration of the mutual covenants set forth herein and other good and valuable consideration, the parties agree as follows:

1.0 COVENANT TO PURCHASE AND SELL WASTEWATER SYSTEM

1.1 Association shall purchase from L.P. all of the wastewater system assets of L.P. as included in the Florida Public Service Commission's ("Commission") Order No. PSC-03-1051-FOF-WS.

1.2 The Purchase Price for the wastewater system shall be One Hundred Ninety-One Thousand Five Hundred Twenty-Three Dollars and No Cents (\$191,523.00). Anbeth or its assigns agrees to finance 100% of the purchase price, amortized by quarterly payments over a ten (10) year period at an interest rate of 6.99% per annum. The loan will be secured by a first mortgage and a promissory note on the land and attachments of the subject property. Principal and interest payments shall be paid quarterly to coincide with the receipt by the Association of maintenance fees from its members.

1.3 The wastewater system shall be conveyed free and clear of all liens and encumbrances. Current real estate taxes shall be prorated based on the date of closing. The wastewater system shall be conveyed "As Is" without any representations or warranties regarding its condition.

1.4 L.P. holds no customer deposits, or customer advances, and there are no guaranteed revenue contracts or developer agreements. L.P. leases office space, which lease shall be assumed by Association.

1.5 L.P. shall be responsible for the payment of all regulatory assessment fees through the date of closing, at which time, the wastewater system will be exempt from Commission jurisdiction by virtue of Section 367.022 (7), Florida Statutes.

2.0 COVENANT TO PURCHASE THE STOCK OF L.P.

2.1 Association shall purchase from Anbeth all of the issued and outstanding shares of L.P.

2.2 The Purchase Price for the stock of L.P. shall be One Hundred Thousand Dollars and No Cents (\$100,000.00), payable in cash at closing.

2.3 At closing, L.P. shall be debt free, except for the obligation of L.P. to make refunds pursuant to Commission Order No. PSC-03-1051-FOF-WS. The Purchase Price was reduced by Eighty-Nine Thousand Eighty-Six Dollars and No Cents (\$89,086.00) in consideration of L.P. assuming the refund obligation.

2.4 L.P. holds no customer deposits or customer advances and there are no guaranteed revenue contracts or developer agreements. L.P. will continue to lease its current office space.

2.5 Real estate taxes for the current year shall be prorated between L.P. and Association based on the date of closing.

3.0 REGULATORY APPROVALS

3.1 This Agreement is contingent upon Commission approval pursuant to Section 367.071 (1), Florida Statutes.

3.2 L.P. shall file an Application with the Commission within fifteen (15) days of the date of this Agreement. All parties shall cooperate in that proceeding.

4.0 CLOSING

4.1 These conveyances shall be closed at a time and place to be agreed upon by the parties within ten (10) days after the Commission Agenda Conference at which these transfers are approved.

4.2 The parties may close this transaction prior to Commission approval at such time and on such date as agreed among the parties.

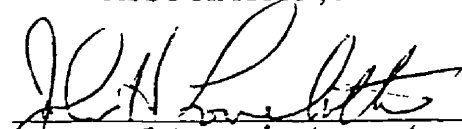
4.3 The two conveyances provided herein are contingent upon closing of each other.

5.0 REPRESENTATION

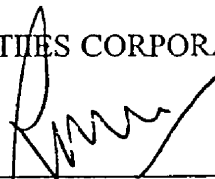
5.1 Each party represents to the other parties that all requisite actions have been taken for approval of this Agreement and that the person executing this Agreement has been authorized to do so on behalf of such party, and there is a binding agreement as to such party.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

CAMP FLORIDA PROPERTY OWNERS
ASSOCIATION, INC.


BY: John H. Longlette
Its: PRESIDENT

L.P. UTILITIES CORPORATION


BY: R. ANTHONY COZIER
Its: PRESIDENT

ANBETH CORPORATION



BY: R. ANTHONY COZIER
Its: PRESIDENT

EXHIBIT "C"

Copy of Deed

Prepared by and return to:
James F. McCollum
McCollum & Rinaldo, P.L.
129 South Commerce Avenue
Sebring, FL 33870
863-385-5188
File Number: 384-02MM
Will Call No.:

[Space Above This Line For Recording Data]

Warranty Deed

This Warranty Deed made this 1 day of October, 2002 between Highvest Corp., a Florida corporation whose post office address is 100 Shoreline Drive, Lake Placid, FL 33852, grantor, and L.P. Utilities Corporation, a Florida corporation whose post office address is 129 South Commerce Avenue, Sebring, FL 33870, grantee:

(Whenever used herein the terms "grantor" and "grantee" include all the parties to this instrument and the heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, trusts and trustees)

Witnesseth, that said grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable considerations to said grantor in hand paid by said grantee, the receipt whereof is hereby acknowledged, has granted, bargained, and sold to the said grantee, and grantee's heirs and assigns forever, the following described land, situate, lying and being in Highlands County, Florida to-wit:

WATER PLANT No. 1

A parcel of land located in the Northeast 1/4 of Section 17, Township 37 South, Range 30 East, Highlands County, Florida, being more particularly described as follows: BEGINNING at the Northeast corner of Lot 3, Block K, A Replat of a Portion of Lake Placid Camp Florida Resort as recorded in Plat Book 15, Page 93, Highlands County, Florida; thence S70° 46'35"E along the North line of said Lot 3, extended, a distance of 36.23 feet; thence N68° 40'00"E, a distance of 147.45 feet to the West line of Lot 21, Block K of said Replat; thence S08° 10'00"W, along said West line, a distance of 57.45 feet, to the Southwest corner of Lot 22, Block K of said Replat; thence S68° 40'00"W along the Northwesterly line of Lots 23 through 27, Block K, a distance of 147.08 feet; thence N71° 09'55"W, along the North line of Lots 27 and 28, Block K, a distance of 41.05 feet to the Northwest corner of Lot 28, Block K; thence S19° 45'00"W, along the West line of Lot 28, Block K, a distance of 65.01 feet to the Southwest corner of Lot 28, Block K and the North line of Shoreline Drive; thence N71° 09'55"W, along the North line of Shoreline Drive a distance of 7.00 feet to the Southeast corner of Lot 1, Block K; thence N19° 45'00"E, along the East line of Lots 1 through 3, Block K, a distance of 121.48 feet to the POINT OF BEGINNING, containing 0.234 acres, more or less.

WATER PLANT No. 2

A parcel of land located in the Northwest 1/4 of Section 17, Township 37 South, Range 30 East, Highlands County, Florida, being more particularly described as follows: Commencing at the Southerly most point of A Replat of a Portion of Lake Placid Camp Florida Resort as recorded in Plat Book 15, at Page 93, Highlands County, Florida and the Easterly right-of-way line of U.S. Highway 27; thence N65° 07'11"E along the Southerly line of said Replat extended a distance of 320.00 feet; thence N24° 52'49"W, a distance of 282.81 feet to the POINT OF BEGINNING; thence continuing N24° 52'49"W, a distance of 311.76 feet to a point on the Southerly boundary line of said Replat, (the following four (4) calls are along the boundary of said Replat): (1) thence N65° 07'11"E, a distance of 138.06 feet; (2) thence S69° 05'48"E, a distance of 8.86 feet; (3) thence N88° 19'15"E, a distance of 135.89 feet; (4) thence S35° 18'13"E, a distance of 256.10 feet; thence S65° 07'11"W, a distance of 315.47 feet to the POINT OF BEGINNING, containing 1.9648 acres, more or less.

WASTEWATER TREATMENT PLANT

A Portion of the East 1/2 of the East 1/2 of the Southwest 1/4 of Section 8, Township 37 South, Range 30 East, Highlands County, Florida, being more particularly described as follows: Commence at the Southeast corner of the Southwest 1/4 of the aforesaid Section 8; thence run N89° 46'50"W along the South line of said Southwest 1/4 of Section 8 for a distance of 668.03 feet to the intersection with the West line of the East 1/2 of the East 1/2 of said Southwest 1/4; thence run N1° 09'49"W along the West line of the East 1/2 of the East 1/2 of the Southwest 1/4 for a distance of 450.01 feet to the POINT OF BEGINNING of the Tract of land hereinafter to be described; thence continue N1° 09'49"W along the last described course for a distance of 300.00 feet to a point; thence run S89° 46'50"E parallel to the South line of said Southwest 1/4 of Section 8 for a distance of 410.00 feet to a point; thence run S1° 09'49"E, parallel to the West line of the East 1/2 of the East 1/2 of said Southwest 1/4 for a distance of 300.00 feet to a point; thence run N89° 46'50"W parallel to the South line of said Southwest 1/4 of a distance of 410.00 feet to the POINT OF BEGINNING. SUBJECT to that certain Florida Power Corporation Easement recorded in O.R. Book 261, Page 300, Public Records of Highlands County, Florida; AND the right of ingress and egress over and upon that certain easement described as the East 50.01 feet of the West 260.01 feet of the South 450.01 feet of the East 1/2 of the East 1/2 of the Southwest 1/4 of Section 8, Township 37 South, Range 30 East, Highlands County, Florida.

Parcel Identification Number: This instrument was prepared from information furnished by the parties. No examination of title was made and no responsibility is assumed for title or description problems.

SUBJECT TO a Purchase Money First Mortgage, given by Grantee to Grantor, securing the original principal sum of \$409,959.00.

This property does not constitute the homestead property of the Grantor.

Together with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

To Have and to Hold, the same in fee simple forever.

And the grantor hereby covenants with said grantee that the grantor is lawfully seized of said land in fee simple; that the grantor has good right and lawful authority to sell and convey said land; that the grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except taxes accruing subsequent to .

In Witness Whereof, grantor has hereunto set grantor's hand and seal the day and year first above written.

Signed, sealed and delivered in our presence:

[Handwritten Signature]
Witness Name: Sandra A. Lovelette
[Handwritten Signature]
Witness Name: TERESA A. LOVELETTE

Highest Corp.
a Florida corporation

By: *[Handwritten Signature]*
R. Anthony Cozier
President

(Corporate Seal)

State of Florida
County of Highlands

The foregoing instrument was acknowledged before me this 1 day of October, 2002 by R. Anthony Cozier, President of Highest Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

[Notary Seal]



[Handwritten Signature]
Notary Public, State of Florida

Printed Name: TERESA A. LOVELETTE

My Commission Expires: _____

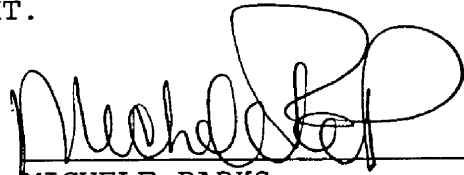
AFFIDAVIT OF MAILING

STATE OF FLORIDA

COUNTY OF SEMINOLE

Before me, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared MICHELE PARKS, who, after being duly sworn on oath, did depose on oath and say that she is the legal assistant of Martin S. Friedman, attorney for L.P. UTILITIES CORPORATION, and that on October 17, 2003, she did send by regular U.S. mail, a copy of the notice attached hereto to each of the utilities, governmental bodies, agencies, or municipalities, in accordance with the list provided by the Florida Public Service Commission, which is also attached hereto.

FURTHER AFFIANT SAYETH NAUGHT.

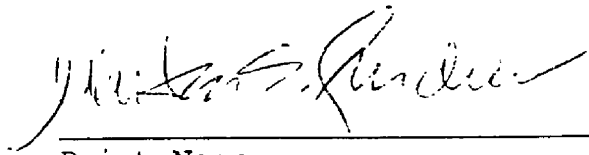


MICHELE PARKS

Sworn to and subscribed before me this 17 day of October, 2003, by Michele Parks, who is personally known to me.

Martin S. Friedman
MY COMMISSION # CC928526 EXPIRES
August 16, 2004
BONDED THROUGH FARM INSURANCE, INC.





Print Name
NOTARY PUBLIC
My Commission Expires:

NOTICE OF APPLICATION FOR AUTHORITY TO TRANSFER
CERTIFICATE NO. 533-S AND WASTEWATER ASSETS AND TRANSFER
MAJORITY ORGANIZATIONAL CONTROL OF L.P. UTILITIES CORPORATION
LEGAL NOTICE

Notice is hereby given on the 17th of October, 2003, pursuant to Section 367.071, Florida Statutes, of the application for transfer of wastewater facilities of The Woodlands of Lake Placid, L.P. to Camp Florida Property Owners Association, and transfer majority organizational control of L.P. Utilities Corporation to Camp Florida Property Owners Association. THIS APPLICATION IS NOT A REQUEST TO CHANGE THE RATES OF L.P. UTILITIES CORPORATION. The transfer will affect the provision of water and wastewater service to the following described territory in Highlands County, Florida:

Certificate No. 620-W (Water):

Commence at the Northwest corner of Section 17, Township 37 South, Range 30 East, Highlands County, Florida; thence East along the North Line of said section 17, 824 feet, more or less, to the intersection of the North line of said Section 17 and the East right-of-way line of U.S. Highway 27 extended, being the Point of Beginning; thence continue East along the said North line of Section 17, 3700 feet, more or less, to the shoreline of Lake Grassy; thence South and Southwesterly along the shoreline of said Lake Grassy, 5600 feet, more or less, to the South line of said Section 17 and the said East right-of-way line of U.S. Highway 27; thence Northwest along said East right-of-way line, 5950 feet, more or less, to the Point of Beginning.

Certificate No. 533-S (Sewer):

Begin at a point on the North line of Section 17, Township 37 South, Range 30 East, Highlands County, Florida, 660 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles; thence run Easterly along the North line of Section 17 a distance of 2,975 feet, more or less, to the shoreline of Lake Grassy; thence run Southerly and Southwesterly along the shoreline of Lake Grassy (a straight line to this point a distance of 2,250 feet, more or less) to a point that is 413.15 feet North of the South line of the Northeast $\frac{1}{4}$ and the Northwest $\frac{1}{4}$ of Section 17; thence run Westerly along a line 413.15 feet North of the South line of said Northeast $\frac{1}{4}$ and 413.15 feet North of the South line of said Northwest $\frac{1}{4}$ to a point that is 600 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles ; thence run Northwesterly 660 feet East of and parallel to the Easterly right-of-way line of U.S. Highway 27 to the Point of Beginning. And the North 300 feet of the South 750 feet of the West 410 feet of the East $\frac{1}{2}$ of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 8, Township 37 South, Range 37 East, Highlands County, Florida. And the West 210 feet of the South 450 feet of the East $\frac{1}{2}$ of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 8, Township 37 South, Range 30 East, Highlands County, Florida.

Township 37 South, Range 30 East, Section 17 - that portion of Lake Placid Camp Florida Resort, as recorded in Plat Book 15, Page 93, Highlands County, Florida, previously being part of the territory described in Highlands Utilities Corporation Service Area, being more particularly described as follows: Commence on the North line of Section 17, Township 37 South, Range 30

East, 660 feet Easterly of, as measured at right angles to the East right-of-way line of U.S. Highway 27; thence Southeasterly along a line that is 660 feet east of and parallel with the said East right-of-way line, 300 feet, more or less, to the North line of said Lake Placid Camp Florida Resort and the Point of Beginning; thence continuing Southeasterly along the line 660 feet East of and parallel with the said right-of-way line, 778.39 feet, more or less, to the South line of said Lake Placid Camp Florida Resort; the following 15 calls are along the boundary line of said Lake Placid Camp Florida Resort, (1) thence North 81°58'06" West, 29.61 feet; (2) thence North 35°18'13" West, 256.10 feet; (3) thence South 88°19'15" West, 135.89 feet; (4) thence North 69°05'48" West, 8.86 feet; (5) thence South 65°07'11" West, 291.84 feet; (6) thence North 24°52'49" West, 174.00 feet; (7) thence South 65°07'11" West, 165.76 feet; (8) thence North 24°49'46" West, 157.95 feet; (9) thence North 65°08'22" East, 25.57 feet; (10) thence North 24°51'38" West, 219.42 feet; (11) thence North 80°20'00" East, 107.91 feet; (12) thence North 87°00'00" East, 218.15 feet; (13) thence North 50°00'00" East, 166.49 feet; (14) thence North 75°29'10" East, 115.12 feet; (15) thence North along the arc of a curve to the right with a central angle of 08°24'16", whose radius is 377.51 feet, with a chord bearing of North 79°41'18" East, and a chord distance of 55.33 feet , an arc distance of 55.38 feet to the Point of Beginning.

Any objections to the Application must be made in writing and filed with the Florida Public Service Commission, Director, Division of Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, with a copy to Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, LLP, 600 South North Lake Boulevard, Suite 160, Altamonte Springs, Florida 32701, within 30 days from the date of this Notice. The objection must state the grounds for the objection with particularity.

L.P. UTILITIES CORPORATION

**LIST OF WATER AND WASTEWATER UTILITIES IN HIGHLANDS COUNTY
(VALID FOR 60 DAYS)
10/17/2003 - 12/15/2003**

<u>UTILITY NAME</u>	<u>HIGHLANDS COUNTY</u>	<u>MANAGER</u>
AQUASOURCE UTILITY, INC. (WU827) % AQUASOURCE, INC. 6960 PROFESSIONAL PARKWAY EAST, #400 SARASOTA, FL 34240-8432		NANCE GUTH (941) 907-7411
C & H UTILITIES, INC. (SU526) P. O. BOX 1088 SEBRING, FL 33871-1088		WENDELL L. FAIRCLOTH (863) 471-1400
C & H UTILITIES, INC. (WU649) P. O. BOX 1088 SEBRING, FL 33871-1088		WENDELL L. FAIRCLOTH (863) 471-1400
COUNTRY CLUB OF SEBRING (WS654) 3035 WYNSTONE DRIVE SEBRING, FL 33875-4745		R. GREG HARRIS (863) 385-6330
CREOLA, INC. (SU658) P. O. BOX 1257 SAFETY HARBOR, FL 34695-1257		DAVID L. HICKMAN (727) 793-9302
CWS COMMUNITIES LP D/B/A CRYSTAL LAKE CLUB (WS831) 533 EAST CRYSTAL LAKE DRIVE AVON PARK, FL 33825-9739		BILL GALIDA (863) 385-7727
DAMON UTILITIES, INC. (WS551) 47 LAKE DAMON DRIVE AVON PARK, FL 33825-8902		LISA DAVIS (863) 453-0773
FAIRMOUNT UTILITIES, THE 2ND, INC. (SU648) P. O. BOX 488 AVON PARK, FL 33826-0488		ROGER E. MILLER (941) 385-8542
FLORIDA WATER SERVICES CORPORATION (WS618) P. O. BOX 609520 ORLANDO, FL 32860-9520		CARLYN KOWALSKY (407) 598-4297
HARDER HALL - HOWARD, INC. (SU644) 122 EAST LAKE DRIVE BLVD. SEBRING, FL 33872-5018		PAUL E. HOWARD (863) 382-8725
HIGHLANDS RIDGE UTILITIES, LLC (WS844) 1275 LAKE HEATHROW LANE HEATHROW, FL 32746-4398		JOE DOBOSH (407) 333-1000

LIST OF WATER AND WASTEWATER UTILITIES IN HIGHLANDS COUNTY
(VALID FOR 60 DAYS)
10/17/2003 - 12/15/2003

<u>UTILITY NAME</u>	<u>MANAGER</u>
<u>HIGHLANDS COUNTY</u>	
HIGHLANDS UTILITIES CORPORATION (SU299) 720 U.S. HIGHWAY 27 SOUTH LAKE PLACID, FL 33852-9515	DIXON PUGH (863) 465-1296
HOLMES UTILITIES, INC. (WU760) 760 HENSCRATCH ROAD LAKE PLACID, FL 33852-8397	DANIEL HOLMES (863) 465-6044 OR -6911
LAKE PLACID UTILITIES, INC. (WS709) % UTILITIES, INC. 200 WEATHERSFIELD AVENUE ALTAMONTE SPRINGS, FL 32714-4027	PATRICK C. FLYNN (407) 869-1919
LANDMARK ENTERPRISES, INC. (SU686) 62 LAKE HENRY DRIVE LAKE PLACID, FL 33852-6000	DAVID S. PLANK (863) 441-3004
PLACID LAKES UTILITIES, INC. (WU193) 2002 JEFFERSON AVENUE, NORTH LAKE PLACID, FL 33852-6621	ROLAND TOBLER (863) 465-0345
SEBRING RIDGE UTILITIES, INC. (WS345) 3625 VALERIE BLVD. SEBRING, FL 33870-7814	CHRISTOPHER F. MILLER (863) 385-8542
SUN COMMUNITIES ACQUISITIONS, LLC D/B/A BUTTONWOOD BAY UTI (WS857) THE AMERICAN CENTER 27777 FRANKLIN ROAD, SUITE 200 SOUTHFIELD, MI 48034-8205	JON COLMAN (248) 208-2500
THE WOODLANDS OF LAKE PLACID, L.P. (WU824) 100 SHORELINE DRIVE LAKE PLACID, FL 33852-5022	R. ANTHONY COZIER (863) 699-1936
THE WOODLANDS OF LAKE PLACID, L.P. (SU840) 100 SHORELINE DRIVE LAKE PLACID, FL 33852-5022	R. ANTHONY COZIER (863) 699-1936

**LIST OF WATER AND WASTEWATER UTILITIES IN HIGHLANDS COUNTY
(VALID FOR 60 DAYS)
10/17/2003 - 12/15/2003**

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CENTRAL FL. REGIONAL PLANNING COUNCIL
P.O. BOX 2089
BARTOW, FL 33831

CLERK, BOARD OF COUNTY COMMISSIONERS, HIGHLANDS COUNTY
590 SOUTH COMMERCE AVENUE
SEBRING, FL 33870-3867

DEP SOUTH DISTRICT
2295 VICTORIA AVE., SUITE 364
FORT MYERS, FL 33901

MAYOR, CITY OF AVON PARK
110 EAST MAIN STREET
AVON PARK, FL 33825-3945

MAYOR, CITY OF SEBRING
368 SOUTH COMMERCE AVENUE
SEBRING, FL 33870-3606

MAYOR, TOWN OF LAKE PLACID
50 PARK DRIVE
LAKE PLACID, FL 33852-9693

S.W. FLORIDA WATER MANAGEMENT DISTRICT
2379 BROAD STREET
BROOKSVILLE, FL 34609-6899

SO. FLORIDA WATER MANAGEMENT DISTRICT
P.O. BOX 24680
WEST PALM BEACH, FL 33416-4680

**LIST OF WATER AND WASTEWATER UTILITIES IN HIGHLANDS COUNTY
(VALID FOR 60 DAYS)
10/17/2003 - 12/15/2003**

UTILITY NAME

STATE OFFICIALS

MANAGER

STATE OF FLORIDA PUBLIC COUNSEL
C/O THE HOUSE OF REPRESENTATIVES
THE CAPITOL
TALLAHASSEE, FL 32399-1300

DIVISION OF THE COMMISSION CLERK AND ADMINISTRATIVE SERVICES
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850

EXHIBIT "E"

To be late filed

Affidavit of Notice to Customers

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for Authority
to Sell, Assign or Transfer
Utility Facilities of **THE WOODLANDS
OF LAKE PLACID, L.P.** in Highlands
County, Florida to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.,**
and Application to Transfer Majority
Organizational Control of L.P.
Utilities Corporation to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.**


Docket No. 030102-WS

NOTICE OF FILING

L.P. UTILITIES CORPORATION, by and through its undersigned attorneys, hereby gives notice of filing in the above-referenced docket Late Filed Exhibit "E" to its Application which is the Affidavit of Mailing.

Respectfully submitted on this 12th
day of November, 2003, by:

ROSE, SUNDSTROM & BENTLEY, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, Florida 32701
Telephone: (407) 830-6331
Facsimile: (407) 830-8522
Email: mfriedman@rsbattorneys.com



MARTIN S. FRIEDMAN

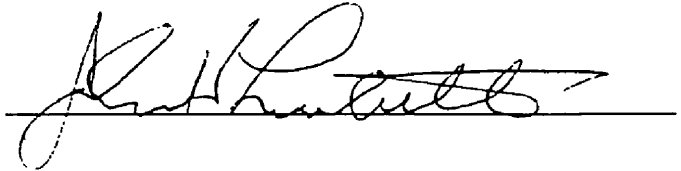
AFFIDAVIT OF MAILING

STATE OF FLORIDA

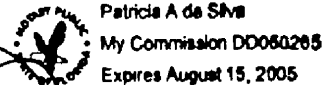

COUNTY OF HIGHLANDS

Before me, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared John H. Lovelette, as DIRECTOR of L.P. UTILITIES CORPORATION, who, after being duly sworn on oath, did depose on oath and say that on Oct. 27th, 2003, he/she did send by regular U.S. mail, a copy of the Notice attached hereto to each of the customers in the affected territory.

FURTHER AFFIANT SAYETH NAUGHT.



Sworn to and subscribed before me this 27th day of October, 2003, by JOHN L. LOVELETTE, as DIRECTOR of L.P. UTILITIES CORPORATION, who is personally known to me or has produced _____ as identification.



NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: PATRICIA A. da SILVA
My Commission Expires:

NOTICE OF APPLICATION FOR AUTHORITY TO TRANSFER
CERTIFICATE NO. 533-S AND WASTEWATER ASSETS AND TRANSFER
MAJORITY ORGANIZATIONAL CONTROL OF L.P. UTILITIES CORPORATION
LEGAL NOTICE

Notice is hereby given on the 27th of October, 2003, pursuant to Section 367.071, Florida Statutes, of the application for transfer of wastewater facilities of The Woodlands of Lake Placid, L.P. to Camp Florida Property Owners Association, and transfer majority organizational control of L.P. Utilities Corporation to Camp Florida Property Owners Association. THIS APPLICATION IS NOT A REQUEST TO CHANGE THE RATES OF L.P. UTILITIES CORPORATION. The transfer will affect the provision of water and wastewater service to the following described territory in Highlands County, Florida:

Certificate No. 620-W (Water):

Commence at the Northwest corner of Section 17, Township 37 South, Range 30 East, Highlands County, Florida; thence East along the North Line of said section 17, 824 feet, more or less, to the intersection of the North line of said Section 17 and the East right-of-way line of U.S. Highway 27 extended, being the Point of Beginning; thence continue East along the said North line of Section 17, 3700 feet, more or less, to the shoreline of Lake Grassy; thence South and Southwesterly along the shoreline of said Lake Grassy, 5600 feet, more or less, to the South line of said Section 17 and the said East right-of-way line of U.S. Highway 27; thence Northwest along said East right-of-way line, 5950 feet, more or less, to the Point of Beginning.

Certificate No. 533-S (Sewer):

Begin at a point on the North line of Section 17, Township 37 South, Range 30 East, Highlands County, Florida, 660 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles; thence run Easterly along the North line of Section 17 a distance of 2,975 feet, more or less, to the shoreline of Lake Grassy; thence run Southerly and Southwesterly along the shoreline of Lake Grassy (a straight line to this point a distance of 2,250 feet, more or less) to a point that is 413.15 feet North of the South line of the Northeast $\frac{1}{4}$ and the Northwest $\frac{1}{4}$ of Section 17; thence run Westerly along a line 413.15 feet North of the South line of said Northeast $\frac{1}{4}$ and 413.15 feet North of the South line of said Northwest $\frac{1}{4}$ to a point that is 600 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles ; thence run Northwesterly 660 feet East of and parallel to the Easterly right-of-way line of U.S. Highway 27 to the Point of Beginning. And the North 300 feet of the South 750 feet of the West 410 feet of the East $\frac{1}{2}$ of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 8, Township 37 South, Range 37 East, Highlands County, Florida. And the West 210 feet of the South 450 feet of the East $\frac{1}{2}$ of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 8, Township 37 South, Range 30 East, Highlands County, Florida.

Township 37 South, Range 30 East, Section 17 - that portion of Lake Placid Camp Florida Resort, as recorded in Plat Book 15, Page 93, Highlands County, Florida, previously being part of the territory described in Highlands Utilities Corporation Service Area, being more particularly described as follows: Commence on the North line of Section 17, Township 37 South, Range 30

East, 660 feet Easterly of, as measured at right angles to the East right-of-way line of U.S. Highway 27; thence Southeasterly along a line that is 660 feet east of and parallel with the said East right-of-way line, 300 feet, more or less, to the North line of said Lake Placid Camp Florida Resort and the Point of Beginning; thence continuing Southeasterly along the line 660 feet East of and parallel with the said right-of-way line, 778.39 feet, more or less, to the South line of said Lake Placid Camp Florida Resort; the following 15 calls are along the boundary line of said Lake Placid Camp Florida Resort, (1) thence North 81°58'06" West, 29.61 feet; (2) thence North 35°18'13" West, 256.10 feet; (3) thence South 88°19'15" West, 135.89 feet; (4) thence North 69°05'48" West, 8.86 feet; (5) thence South 65°07'11" West, 291.84 feet; (6) thence North 24°52'49" West, 174.00 feet; (7) thence South 65°07'11" West, 165.76 feet; (8) thence North 24°49'46" West, 157.95 feet; (9) thence North 65°08'22" East, 25.57 feet; (10) thence North 24°51'38" West, 219.42 feet; (11) thence North 80°20'00" East, 107.91 feet; (12) thence North 87°00'00" East, 218.15 feet; (13) thence North 50°00'00" East, 166.49 feet; (14) thence North 75°29'10" East, 115.12 feet; (15) thence North along the arc of a curve to the right with a central angle of 08°24'16", whose radius is 377.51 feet, with a chord bearing of North 79°41'18" East, and a chord distance of 55.33 feet, an arc distance of 55.38 feet to the Point of Beginning.

Any objections to the Application must be made in writing and filed with the Florida Public Service Commission, Director, Division of Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, with a copy to Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, LLP, 600 South North Lake Boulevard, Suite 160, Altamonte Springs, Florida 32701, within 30 days from the date of this Notice. The objection must state the grounds for the objection with particularity.

L.P. UTILITIES CORPORATION

EXHIBIT "F"

To be late filed

Affidavit of Publication

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for Authority
to Sell, Assign or Transfer
Utility Facilities of **THE WOODLANDS
OF LAKE PLACID, L.P.** in Highlands
County, Florida to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.,**
and Application to Transfer Majority
Organizational Control of L.P.
Utilities Corporation to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.**

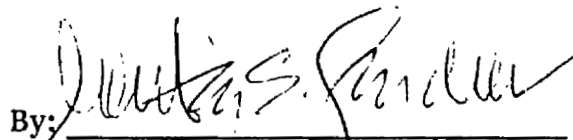
Docket No. 030102-WS

NOTICE OF FILING

L.P. UTILITIES CORPORATION, by and through its undersigned attorneys,
hereby gives notice of filing in the above-referenced docket Late Filed Exhibit "F" to
its Application which is the Affidavit of Publication.

Respectfully submitted on this 28th day
of October, 2003, by:

ROSE, SUNDSTROM & BENTLEY, LLP
600 S. North Lake Boulevard
Suite 160
Altamonte Springs, Florida 32701
Telephone: (407) 830-6331
Facsimile: (407) 830-8522
Email: mfriedman@rsbattorneys.com

By: 

MARTIN S. FRIEDMAN

THE NEWS-SUN

2227 U.S. 27 SOUTH
Published three (3) times weekly
SEBRING, HIGHLANDS COUNTY, FLORIDA

STATE OF FLORIDA, COUNTY OF HIGHLANDS:

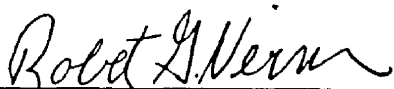
Before the undersigned authority personally appeared Bob Neiman, who on oath says that he is Advertising Director of the News-Sun, a tri-weekly newspaper published at Sebring, in Highlands County, Florida; that the attached copy of advertisement, being a Proof of Publication in the matter of:

Notice of Application for Authority to Transfer Certificate No. 533-S and Wastewater Assets and Transfer Majority Organizational Control of L.P. Utilities Corporation

Was published in said newspaper in the issue(s) of

October 22, 2003

Affiant further says the News-Sun is a newspaper published at Sebring, in Highlands County, Florida, and that the said newspaper has heretofore been continuously published in said County, Florida, Wednesday, Friday and/or Sunday and has been entered as a second class mail matter at the post office Sebring, in said county, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund of the purchase of securing this advertisement of publication in the said newspaper.



Bob Neiman, Advertising Director

Swore to and subscribed before me

On this 22nd day of October
A.D. 2003



Notary Public, State of Florida



Denise W Knudtson

My Commission CC970772

Expires November 24, 2004

NOTICE OF APPLICATION FOR AUTHORITY TO TRANSFER CERTIFICATE NO. 533-S AND WASTEWATER ASSETS AND TRANSFER MAJORITY ORGANIZATIONAL CONTROL OF L.P. UTILITIES CORPORATION LEGAL NOTICE

Notice is hereby given on the 22nd day of October, 2003, pursuant to Section 367.071, Florida Statutes, of the application for transfer of wastewater facilities of The Woodlands of Lake Placid, L.P. to Camp Florida Property Owners Association, and transfer majority organizational control of L.P. Utilities Corporation to Camp Florida Property Owners Association. THIS APPLICATION IS NOT A REQUEST TO CHANGE THE RATES OF L.P. UTILITIES CORPORATION. The transfer will affect the provision of water and wastewater service to the following described territory in Highlands County, Florida:

Certificate No. 620-W (Water):

Commence at the Northwest corner of Section 17, Township 37 South, Range 30 East, Highlands County, Florida; thence East along the North Line of said section 17, 824 feet, more or less, to the intersection of the North line of said Section 17 and the East right-of-way line of U.S. Highway 27 extended, being the Point of Beginning; thence continue East along the said North line of Section 17, 3700 feet, more or less, to the shoreline of Lake Grassy; thence South and Southwesterly along the shoreline of said Lake Grassy, 5600 feet, more or less, to the South line of said Section 17 and the said East right-of-way line of U.S. Highway 27; thence Northwest along said East right-of-way line, 5950 feet, more or less, to the Point of Beginning.

Certificate No. S (Sewer):

Begin at a point on the North line of Section 17, Township 37 South, Range 30 East, Highlands County, Florida, 660 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles; thence run Easterly along the North line of Section 17 a distance of 2,975 feet, more or less, to the shoreline of Lake Grassy; thence run Southerly and Southwesterly along the shoreline of Lake Grassy (a straight line to this point a distance of 2,250 feet, more or less) to a point that is 413.15 feet North of the South line of the Northeast 1/4 and the Northwest 1/4 of Section 17; thence run Westerly along a line 413.15 feet North of the South line of said Northeast 1/4 and 413.15 feet North of the South line of said Northwest 1/4 to a point that is 600 feet Easterly of the East right-of-way line of U.S. Highway 27, as measured at right angles; thence run Northwesterly 660 feet East of and parallel to the Easterly right-of-way line of U.S. Highway 27 to the Point of Beginning. And the North 300 feet of the South 750 feet of the West 410 feet of the East 1/2 of the East 1/2 of the Southwest 1/4 of Section 8, Township 37 South, Range 37 East, Highlands County, Florida. And the West 210 feet of the South 450 feet of the East 1/2 of the East 1/2 of the Southwest 1/4 of Section 8, Township 37 South, Range 30 East, Highlands County, Florida.

Township 37 South, Range 30 East, Section 17 - that portion of Lake Placid Camp Florida Resort, as recorded in Plat Book 15, Page 93, Highlands County, Florida, previously being part of the territory described in Highlands Utilities Corporation Service area, being more particularly described as follows: Commence on the North line of Section 17, Township 37 South, Range 30 East, 660 feet Easterly of, as measured at right angles to the East right-of-way line of U.S. Highway 27; thence Southeasterly along a line that is 660 feet east of and parallel with the said East right-of-way line, 300 feet, more or less, to the North line of said Lake Placid Camp Florida Resort and the Point of Beginning; thence continuing Southeasterly along the line 660 feet East of and parallel with the said right-of-way line, 778.39 feet, more or less, to the South line of said Lake Placid Camp Florida Resort; the following 15 calls are along the boundary line of said Lake Placid Camp Florida Resort, (1) thence North 81° 58' 06" West, 29.61 feet; (2) thence North 35° 18' 13" West, 256.10 feet; (3) thence South 88° 19' 15" West, 135.89 feet; (4) thence North 69° 05' 48" West, 8.86 feet; (5) thence South 65° 07' 11" West, 291.84 feet; (6) thence North 24° 52' 49" West, 174.00 feet; (7) thence South 65° 07' 11" West, 165.76 feet; (8) thence North 24° 49' 46" West, 157.95 feet; (9) thence North 65° 08' 22" East, 25.57 feet; (10) thence North 24° 51' 38" West, 219.42 feet; (11) thence North 80° 20' 00" East, 107.91 feet; (12) thence North 87° 00' 00" East, 218.15 feet; (13) thence North 50° 00' 00" East, 166.49 feet; (14) thence North 75° 29' 10" East, 115.12 feet; (15) thence North along the arc of a curve to the right with a central angle of 08° 24' 16", whose radius is 377.51 feet, with a chord bearing of North 79° 41' 18" East, and a chord distance of 55.33 feet, an arc distance of 55.38 feet to the Point of Beginning.

Any objections to the Application must be made in writing and filed with the Florida Public Service Commission, Director, Division of Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, with a copy to Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, LLP, 600 South North Lake Boulevard, Suite 160, Altamonte Springs, Florida 32701, within 30 days from the date of this Notice. The objection must state the grounds for the objection with particularity.

L.P. UTILITIES CORPORATION
October 22, 2003

Plat 17 of 7. 7/12/03, Certificate # 533-S

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application for Authority
to Sell, Assign or Transfer
Utility Facilities of **THE WOODLANDS
OF LAKE PLACID, L.P.** in Highlands
County, Florida to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.,**
and Application to Transfer Majority
Organizational Control of L.P.
Utilities Corporation to **CAMP FLORIDA
PROPERTY OWNERS ASSOCIATION, INC.**

Docket No. 030102-WS

CLARIFICATION TO THE APPLICATION FOR AUTHORITY
TO SELL, ASSIGN, OR TRANSFER UTILITY FACILITIES

L.P. UTILITIES CORPORATION (hereinafter "LPUC"), by and through its undersigned attorneys, files this Clarification to the Application for Authority to Sell, Assign, or Transfer Utility Facilities in response to questions raised by the State of Florida Public Service Commission (hereinafter "Commission") staff.

1. The transfer application complies with the terms of Commission Order No. PSC-03-1053-PAA-WS, in that LPUC has filed an application for transfer within 30 days of the date that Order was final, agreeing to accept regulatory obligations of the prior owner.

2. The application complies with the terms of Commission Order No. PSC-03-1051-FOF-WS, which requires that refunds with interest be made within 12 months of the date that Order becomes final. Paragraph 2.3 of the Agreement for Purchase and Sale acknowledges the obligation of LPUC to make the refunds pursuant to

that Order. Those refunds will be made utilizing the funds currently held in escrow, as well as credits such that the alleged overcharges will be refunded in accordance with that Order.

3. LPUC is the seller with regard to the transfer of the wastewater system to CAMP FLORIDA PROPERTY OWNERS ASSOCIATION, INC. (hereinafter "PROPERTY OWNERS ASSOCIATION"), and Anbeth Corporation is the seller of the stock of LPUC (which will own the water system) to the PROPERTY OWNERS ASSOCIATION.

4. Teresa Lovelette is the secretary of the PROPERTY OWNERS ASSOCIATION and was incorrectly listed in the application as a shareholder.

5. The stock of Anbeth Corporation will be paid for by the PROPERTY OWNERS ASSOCIATION in cash at closing and there will be no financing for that purchase. In accordance with the covenants and restrictions of the PROPERTY OWNERS ASSOCIATION, those funds are being raised by special assessment to the members (over which the Commission has no jurisdiction).

6. The current mortgage is held by Highvest Corporation and will be satisfied at closing, and both the assets of the wastewater system and the stock of LPUC are being transferred without any existing debt.

7. The statement that the PROPERTY OWNERS ASSOCIATION is assuming the obligations of LPUC was made since it is a requirement of the Commission's rule. The only obligations of which LPUC is

aware is the obligation to continue to provide wastewater service in accordance with all statutory and regulatory requirements.

8. LPUC will be making the refunds required by the Commission's SARC Order. The statement that the PROPERTY OWNERS ASSOCIATION will be making refunds was intended to refer to the PROPERTY OWNERS ASSOCIATION as the owner of the stock of LPUC.

9. LPUC will late file the tariffs.

10. To the extent that the Commission staff believes that THE WOODLANDS OF LAKE PLACID, L.P., must join in the application, it will do so.

11. The purchase price for the stock of LPUC was reduced by \$89,086, which is greater than the amount of refunds that LPUC will be required to make pursuant to the SARC Order.

12. To the extent it is applicable, both the PROPERTY OWNERS ASSOCIATION and LPUC agree to fulfill the commitments, obligations, and representations of the prior owner with regard to utility matters.


13. The refund will be made in coordination with the Commission staff and will include payments and/or credits to those customers that paid the purported overcharges.

14. The PROPERTY OWNERS ASSOCIATION derives its authority from statutory law, the covenants and restrictions governing the property, as well as its corporate articles and bylaws. As is standard with Property Owners Associations, nonpayment of

assessments can result in a lien being placed on the property owner's property. In the instant case, the special assessment is for the specific purpose of acquiring the stock of LPUC, and if the sale never takes place, then the PROPERTY OWNERS ASSOCIATION will either refund or credit each members' account for that assessment. Frankly, the manner in which a Property Owners Association raises funds is not within this Commission's jurisdiction, even under the umbrella of "public interest".

Respectfully submitted on this 12th
day of November, 2003, by:

ROSE, SUNDSTROM & BENTLEY, LLP
600 S. North Lake Boulevard, Suite 160
Altamonte Springs, Florida 32701
Telephone: (407) 830-6331
Facsimile: (407) 830-8522
Email: mfriedman@rsbattorneys.com



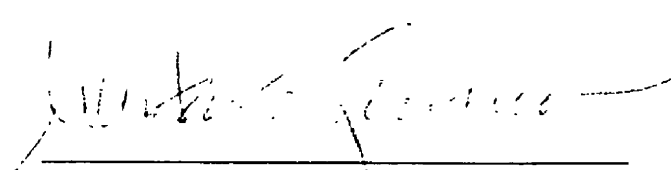
MARTIN S. FRIEDMAN

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Clarification to the Application for Authority to Sell, Assign, or Transfer Utility Facilities has been furnished by United States mail to the following parties on this 12th day of November, 2003:

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

Katherine E. Fleming, Esq.
Office of the General Counsel
State of Florida - Public Service Commission
2450 Shumard Oak Boulevard
Tallahassee, FL 32399-0850



MARTIN S. FRIEDMAN

Exhibit ___ (JHL-2)

LaGrow Systems, Inc.

P.O. Box 1024

Lake Placid, Florida 33862

Voice: (863)465-5610

Fax: (863)465-6142

General Contractor #CG-C059027

Certified Underground Utility #CU-C057245

December 4, 2003

CONTRACT FOR WORK

Woodlands of Lake Placid, LP
C/o Camp Florida
1525 US 27 South
Lake Placid, Florida 33852

Attn: John Lovette

Dear Mr. Lovette:

LaGrow Systems, Inc. will furnish and install 230 meters at Camp Florida.

Price Per Meter Materials \$113.96

Per Per Each Labor\$ 65.00

Total Per Meter Installation.....\$178.96

Total Price to Install 230 units....\$41,160.80

To Include: ¾" Meter w/ 2- 1" 90 Deg. Ells,

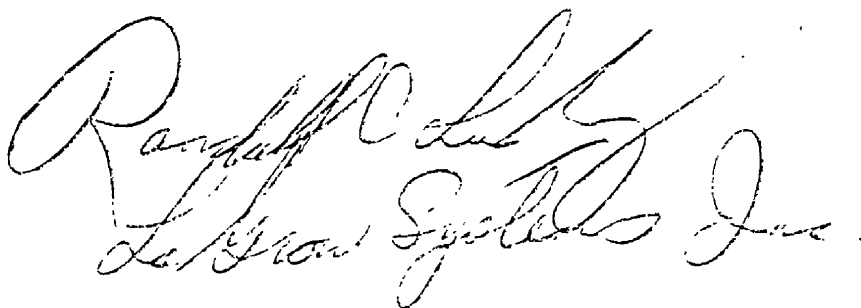
Angle Curb Stop, 2- 1 x ¾" Reducing Male Adapters, 1- meter coupling, meter box, reusing owners hydrant.

Note: Any extra excavations beyond easy access will be billed on time and material basis.

Payment will be made upon receipt of invoice for each section completed.

Accepted by: 

Date: 14 Dec 03


Randolph
LaGrow Systems Inc.