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April 6, 2004

VIA FEDEX DELIVERY

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

COMMISSION
CLERK

04 APR -7 AM 10:35

RECEIVED-FPSC

Re: Docket Nos. 010492-WS and 030682-WS
March Status Report Regarding Zellwood Station Cooperative Transfer to
Orange County

Dear Ms. Bayo:

Please find enclosed the original and seven (7) copies of a letter Status Report in
the above-referenced docket to Tricia W. Merchant per her request for filing.

Sincerely yours,



Thomas A. Cloud, Esquire

GrayRobinson, P.A.

Attorneys for Zellwood Station
Cooperative, Inc.

TAC:WCB:ds
Enclosure

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

04 APR -7 AM 10:23

REGISTRATION CENTER

DOCUMENT NUMBER-DATE

04348 APR-7 8

FPSC-COMMISSION CLERK

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April 6, 2004

VIA FACSIMILE 850-413-6919 & U.S. MAIL

Tricia W. Merchant, Bureau of Rate Filings
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Docket Nos. 010492-WS and 030682-WS
March Status Report Regarding Zellwood Station Cooperative Transfer to
Orange County

Dear Ms. Merchant:

Pursuant to our prior commitment, I am providing to you and all other parties to this proceeding our status report of activities concerning the transfer of the water and sewer plants from Zellwood Station Cooperative to Orange County for the month of March. The following events took place during the month of March:

- (1) Zellwood Station Cooperative continues negotiation of the one additional easement which was determined to be necessary to the deal with Orange County. Progress is being made to finalize the easement.
- (2) Orange County and the St. Johns River Water Management District continue to work to resolve outstanding points of contention in the draft Consumptive Use Technical Staff Report issued by St. Johns.
- (3) The closing date on the sale of the water and wastewater facilities to Orange County has been extended by mutual agreement to occur on or before May 21, 2004. A copy of the extension agreement is attached hereto as Exhibit "A."

DOCUMENT NUMBER-DATE


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FPSC-COMMISSION CLERK

Tricia W. Merchant
April 6, 2004
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If you, or anyone else, has any questions, comments or concerns whatsoever regarding this or any other issue related to this transaction, please don't hesitate to contact us.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas A. Cloud". The signature is written in a cursive style with a large, sweeping flourish at the end.

Thomas A. Cloud, Esquire

GrayRobinson, P.A.
Attorneys for Zellwood Station
Cooperative, Inc.

TAC:WCB:ds
Enclosure

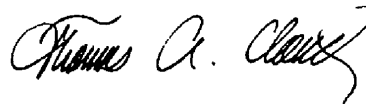
Tricia W. Merchant
April 6, 2004
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and exact copy of the above and foregoing has been furnished by Federal Express to Blanca S. Bayo, Director, Division of Clerk and Administrative Services, Florida Public Service Commission and by facsimile and U.S. Mail to the following parties of record this 6 day of April, 2004.

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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W. Christopher Browder, Esquire
GrayRobinson, P.A.
301 East Pine Street, Suite 1400
Orlando, Florida 32802-3068
Ph. (407) 843-8880
Fax: (407) 244-5690
Attorneys for Zellwood Station Co-Op, Inc.

SECOND ACKNOWLEDGMENT AND AGREEMENT

TO EXTEND CLOSING DATE

ORANGE COUNTY/ZELLWOOD STATION CO-OP, INC.

THIS ACKNOWLEDGMENT AND AGREEMENT, by and between ORANGE COUNTY, FLORIDA, a political subdivision and charter county of the State of Florida (hereinafter called "Orange County"), and Zellwood Station Co-Op, Inc., a Florida corporation (hereinafter called "the Co-Op"), is based on the following premises and constitutes an extension of that certain agreement entered into by and between the parties, Orange County and the Co-Op, entitled "Orange County/Zellwood Station Co-Op, Inc. Water & Wastewater Systems Asset Purchase & Sale Agreement", dated June 3, 2003, (hereinafter "Purchase and Sale Agreement").

WHEREAS, the parties entered into the Purchase and Sale Agreement which provided for a closing on or before January 15, 2004; and

WHEREAS, the parties entered into an Acknowledgment and Agreement to Extend Closing Date Orange County/Zellwood Station Co-Op, Inc., which provided for an extension of the closing date until on or before February 20, 2004; and

WHEREAS, the Purchase and Sale Agreement included several contingencies which need to be fulfilled prior to closing and the parties wish to extend the closing of this transaction until on or before May 21, 2004, to address these contingencies.

WHEREAS, except as specifically amended by Paragraph 2 of this Extension, all other terms and conditions of the Purchase and Sale Agreement remain in effect.

NOW, THEREFORE, be it agreed by and between Orange County and the Co-Op agree as follows:

1. **Premises Correct.** Each and all of the foregoing premises are true and correct representations of the facts requiring the extension of the closing date, and said premises are incorporated into this agreement.

2. **Closing Date.** The closing date specified in the Purchase and Sale Agreement is hereby extended to provide for a closing on or before May 21, 2004; provided specifically that

the parties agree that the County shall be entitled to a minimum of ten (10) working days to review the revised title insurance commitment, closing documents, and the Consumptive Use Permit from the St. Johns River Water Management District before the County shall be required to close this transaction.

3. **All Other Contract Provisions Ratified.** Other than the extension of the closing date modified in paragraph 2 above, all other provisions of the Purchase and Sale Agreement are ratified and are not altered by this Acknowledgment and Agreement.

DONE AND AGREED this 20th day of February, 2004.

ORANGE COUNTY, FLORIDA

By: M. L. Chandler
Michael L. Chandler
Director, Orange County Utilities

Witnesses:

(Print Name)

(Print Name)

{Signature lines for Zellwood Station Co-Op, Inc. on following page}

ZELLWOOD STATION CO-OP, INC.

Witnesses:

Carol D. Folse
CAROL D. FOLSE
(Print Name)

Barbara Roberts
Barbara Roberts
(Print Name)

By: John G. Hunter
Name: JOHN G. HUNTER
Title: PRESIDENT, ZELLWOOD STATION CO-OP