

State of Florida



Public Service Commission

CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

-M-E-M-O-R-A-N-D-U-M-

COMMISSION
CLERK

12 JAN 29 PM 3 10

RECEIVED-FPSC

DATE: January 25, 2012

TO: Dorothy E. Menasco, Chief Deputy Commission Clerk, Office of Commission Clerk

FROM: Martha A. Golden, Regulatory Supervisor/Consultant, Division of Economic Regulation

RE: Docket No. 090056-SU, Application for approval of transfer of wastewater system of Fountain Lakes Sewer Corporation, holder of Certificate 442-S, to Aqua Utilities Florida, Inc., holder of Certificate 268-S, in Lee County, by Aqua Utilities Florida, Inc.

Please add the attached document to Docket No. 090056-SU. Per e-mail dated December 14, 2011, Mr. Troy Rendell on behalf of Aqua Utilities Florida, Inc., provided a Third Amendment to Asset Purchase Agreement dated December 12, 2011, that changed the closing date from January 30, 2012 to February 28, 2012. Thank you.

Attachment

COM _____
 APA _____
 ECR T _____
 GCL _____
 RAD _____
 SRC _____
 ADM _____
 OPC _____
 CLK _____

DOCUMENT NUMBER-DATE
 00511 JAN 25 2012
 FPSC-COMMISSION CLERK

LAW OFFICES

ROSE, SUNDSTROM & BENTLEY, LLP

www.rsbatorneys.com

Please Respond to the Tallahassee Office

FREDERICK L. ASCHAUER, JR.
CHRIS H. BENTLEY, P.A.
ROBERT C. BRANNAN
E. MARSHALL DETERDING
MARTIN S. FRIEDMAN, P.A.
JOHN J. FUMERO, P.A.
BRIDGET M. GRIMSLEY
JOHN R. JENKINS, P.A.
KYLE L. KEMPER

CHRISTIAN W. MARCELLI
STEVEN T. MINDLIN, P.A.
THOMAS E. MULLIN
CHASITY H. O'STEEN
WILLIAM E. SUNDSTROM, P.A.
DIANE D. TREMOR, P.A.
JOHN L. WHARTON

ROBERT M. C. ROSE, (1924-2006)

December 14, 2011

Mr. Fred Partin
Executive Director
Bonita Springs Utilities, Inc.
11860 East Terry Street
Bonita Springs, Florida 34135

Christopher P. Luning
Vice President of Corporate Development
Aqua America
762 West Lancaster Avenue
Bryn Mawr, Pennsylvania 19010

Re: Bonita Springs Utilities, Inc.
Fountain Lakes Asset Purchase Agreement
Our File No.: 20989.41

Gentlemen,

Enclosed please find a Third Amendment to Asset Purchase Agreement dated December 12, 2011, each a signed original from the other party, for your records. Should you have any questions, please feel free to contact me.

Sincerely,


John R. Jenkins
For the Firm

JRJ/kem
Enclosures

cc: Mr. Bob Bachman (without enclosure)
G. Donald Thomson, Esq.

2548 BLAIRSTONE PINES DRIVE, TALLAHASSEE, FLORIDA 32301 (850) 877-6555 FAX (850) 656-4029

766 NORTH SUN DRIVE, SUITE 4030 LAKE MARY, FLORIDA 32746 (407) 830-6331 FAX (407) 830-8522

950 PENINSULA CORPORATE CIRCLE, SUITE 2020 BOCA RATON, FL 33487 (561) 982-7114 FAX (561) 982-7116

**THIRD AMENDMENT TO
ASSET PURCHASE AGREEMENT**

THIS THIRD AMENDMENT TO ASSET PURCHASE AGREEMENT is made and entered into as of this 13th day of December, 2011, by and between Bonita Springs Utilities, Inc., Aqua Utilities Florida, Inc. and Aqua Operations, Inc.

WITNESSETH:

WHEREAS, the parties entered into an Asset Purchase Agreement dated August 11, 2011, and two subsequent amendments (collectively, the "Agreement") regarding the sale of the wastewater and irrigation facilities; and,

WHEREAS, the parties wish to amend the Agreement as provided herein.

NOW THEREFORE, for and in consideration of the premises, mutual covenants and promises of the parties contained herein, and for other good and valuable and sufficient consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. In the first sentence of Section 3.2 of the Agreement the phrase: "until December 16, 2011" shall be deleted and "until January 20, 2012" shall be substituted in its place.
2. In Section 2.1 of the Agreement, the Closing Date of January 30, 2012 is changed to February 28, 2012.
3. In Section 2.5(d) of the Agreement, the phrase "January 30, 2012" shall be deleted and "February 28, 2012" shall be substituted in its place.
4. Except as set forth herein, all other provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have accepted and executed, upon the date first written above, this Amendment in two counterparts, each of which may be deemed an original Agreement.

AQUA UTILITIES, FLORIDA, INC.

By: _____
Richard S. Fox, President

BONITA SPRINGS UTILITIES, INC.

By: Robert Bachman
Robert Bachman, President

AQUA OPERATIONS, INC.

By: _____
Richard S. Fox, Chief Operating Officer, Florida Operations

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THIS THIRD AMENDMENT TO ASSET PURCHASE AGREEMENT is made and entered into as of this 12th day of December, 2011, by and between Bonita Springs Utilities, Inc., Aqua Utilities Florida, Inc. and Aqua Operations, Inc.

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BONITA SPRINGS UTILITIES, INC.

By: 
Richard S. Fox, President

By: _____
Robert Bachman, President

AQUA OPERATIONS, INC.

By: 
Richard S. Fox, Chief Operating Officer, Florida Operations