

120285-SU

RECEIVED-FPSC

APPLICATION FOR SALE, ASSIGNMENT OR TRANSFER OF CERTIFICATE OR FACILITIES

12 NOV -9 AM 11:20

(Pursuant to Section 367.071, Florida Statutes) COMMISSION CLERK

TO: Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

The undersigned hereby makes application for the sale, assignment or transfer of (all or part) of Water Certificate No. and/or Wastewater Certificate No. 137-S or facilities in BREVARD County, Florida, and submits the following information:

PART I APPLICANT INFORMATION

A) The full name (as it appears on the certificate), address and telephone number of the applicant:

Colony Park Utilities, Inc
Name of utility

N/A N/A
Phone No. Fax No.

6786 MANGROVE DRIVE
Office street address

MERRITT ISLAND Fla. 32953
City State Zip Code

Mailing address if different from street address
N/A

Internet address if applicable

- COM
AFD 2
APA
ECO
ENG 1
GCL 1
IDM
TEL
CLK 1-NG

PSC/ECR 007 (Rev. 2/91)

Check received with date and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Signature of person who forwarded check

DOCUMENT NUMBER-DATE

07589 NOV-9 2

FPSC-COMMISSION CLERK

B) The name, address and telephone number of the person to contact concerning this application:

MARSHALL KANNER (954) 303-6687
Name Phone No.
4000 Hollywood Blvd. Suite 500 N
Street address
Hollywood Fla
City State Zip Code

C) The full name (as it will appear on the certificate), address and telephone number of the buyer:

Colony Park Development Utilities LLC
Name of utility
(954) 303-6687 (954) 474-9309
Phone No. Fax No.
4000 Hollywood Blvd., Suite 500
Office street address
Hollywood Fla.
City State Zip Code

Mailing address if different from street address

MARSHAK @ AOL.com
Internet address if applicable

D) Indicate the organizational character of the buyer: (circle one)

Corporation Partnership Sole Proprietorship

Other: LLC

(specify)

E) The date and state of incorporation or organization of the buyer:

Sept. 20, 2012 Florida

F) If the buyer is a corporation, list the names, titles, and addresses of corporate officers and directors. (Use additional sheet if necessary).

GARY Phillips, MGRM

G) If the buyer is not a corporation, list the names, titles, and addresses of all persons owning an interest in the organization. (Use additional sheet if necessary.)

PART II FINANCIAL AND TECHNICAL INFORMATION

A) Exhibit 1 - A statement indicating how the transfer is in the public interest, including a summary of the buyer's experience in water and/or wastewater utility operations, a showing of the buyer's financial ability to provide service and a statement that the buyer will fulfill the commitments, obligations and representations of the seller with regard to utility matters.

- B) List the names and locations of other water and/or wastewater utilities owned by the buyer and PSC certificate numbers, if any.

N/A

- C) Exhibit 2 - A copy of the contract for sale and all auxiliary or supplemental agreements, which shall include, if applicable:

- (1) Purchase price and terms of payment.
- (2) A list of and the dollar amount of the assets purchased and liabilities assumed or not assumed, including those of nonregulated operations or entities.
- (3) A description of all consideration between the parties, for example, promised salaries, retainer fees, stock, stock options, assumption of obligations.

The contract for sale shall also provide for the disposition, where applicable, of the following:

- (a) Customer deposits and interest thereon;
- (b) Any guaranteed revenue contracts;
- (c) Developer agreements;
- (d) Customer advances;
- (e) Debt of the utility; and
- (f) Leases.

- D) Exhibit N/A - A statement regarding the disposition of any outstanding regulatory assessment fees, fines or refunds owed.

- E) Exhibit N/A - A statement describing the financing the purchase.

- F) Exhibit N/A - A list of all entities upon which the applicant is relying to provide funding to the buyer, and an explanation of the manner and amount of such funding, which shall include their financial statements and copies of any financial agreements with the utility. This requirement shall not apply to any person or entity holding less than 10 percent ownership interest in the utility.

G) Exhibit 3 - The proposed net book value of the system as of the date of the proposed transfer. If rate base (or net book value) has been established previously by this Commission, state the Order No. and date issued. PSC-07-0420-FOF-SU Identify all adjustments made to update this rate base (or net book value) to the date of the proposed transfer.

H) Exhibit N/A - A statement setting forth the reasons for the inclusion of an acquisition adjustment, if one is requested. (An acquisition adjustment results when the purchase price of the utility differs from the original cost calculation.)

I) The full name, address and telephone number of the person who has possession of the books and records of the seller:

N/A ()
Name Phone No.
Street address
City State Zip Code

J) Exhibit 4 - If the books and records of the seller are not available for inspection by the Commission or are not adequate for purposes of establishing the net book value of the system, a statement by the buyer that a good faith, extensive effort has been made to obtain such books and records for inspection by the Commission and detailing the steps taken to obtain the books and records.

K) Exhibit 5 - A statement from the buyer that is has obtained or will obtain copies of all of the federal income tax returns of the seller from the date the utility was first established, or rate base was last established by the Commission or, if the tax returns have not been obtained, a statement from the buyer detailing the steps taken to obtain the returns.

L) Exhibit 6 - A statement from the buyer that after reasonable investigation, the system being acquired appears to be in satisfactory condition and in compliance with all applicable standards set by the Department of Environmental

Protection (DEP)

If the system is in need of repair or improvement, has any outstanding Notice of Violation of any standard set by the DEP or any outstanding consent orders with the DEP, the buyer shall provide a list of the improvements and repairs needed and the approximate cost to make them, a list of the action taken by the utility with regard to the violation, a copy of the Notice of Violation(s), a copy of the consent order and a list of the improvements and repairs consented to and the approximate cost to make them.

PART III NOTICE OF ACTUAL APPLICATION

A) Exhibit 7 - An affidavit that the notice of actual application was given in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, by regular mail to the following:

- (1) the governing body of the municipality, county, or counties in which the system or the territory proposed to be served is located;
- (2) the privately owned water and wastewater utilities that hold a certificate granted by the Public Service Commission and that are located within the county in which the utility or the territory proposed to be served is located;
- (3) if any portion of the proposed territory is within one mile of a county boundary, the utility shall notice the privately owned utilities located in the bordering counties and holding a certificate granted by the Commission;
- (4) the regional planning council;
- (5) the Office of Public Counsel;
- (6) the Public Service Commission's Office of Commission Clerk;
- (7) the appropriate regional office of the Department of Environmental Protection; and
- (8) the appropriate water management district.

Copies of the Notice and a list of entities noticed shall accompany the affidavit. THIS MAY BE A LATE-FILED EXHIBIT.

B) Exhibit 8 - An affidavit that the notice of actual application was given in accordance with Rule 25-30.030, Florida Administrative Code, by regular mail or personal delivery to each customer of the system being transferred. A copy of the Notice shall accompany the affidavit. THIS MAY BE A LATE-FILED EXHIBIT.

C) Exhibit 9 - Immediately upon completion of publication, an affidavit that the notice of actual application was published once 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 shall accompany the affidavit. THIS MAY BE A LATE-FILED EXHIBIT.

PART IV FILING FEE

Indicate the filing fee enclosed with the application:

_____ (for water) and \$750.⁰⁰ (for wastewater).

Note: Pursuant to Rule 25-30.020, Florida Administrative Code, the amount of the filing fee as follows:

- (1) For applications in which the utility to be transferred has the capacity to serve up to 500 ERC's, the filing fee shall be **\$750.**
- (2) For applications in which the utility to be transferred has the capacity to serve from 501 to 2,000 ERC's the filing fee shall be **\$1,500.**
- (3) For applications in which the utility to be transferred has the capacity to serve from 2,001 ERC's to 4,000 ERC's the filing fee shall be **\$2,250.**
- (4) For applications in which the utility to be transferred has the capacity to serve more than 4,000 ERC's the filing fee shall be **\$3,000.**

PART V OTHER

- A) Exhibit 10 - Evidence that the utility owns the land where the utility treatment facilities are located. Or, where the utility does not own the land, a copy of the agreement which provides for the long term, continuous use of the land, such as a 99-year lease. The Commission may consider a written easement or other cost-effective alternative.
- B) Exhibit 11 - The original and two copies of sample tariff sheets reflecting the new name of the utility, the existing rates and charges and territorial description of the water and/or wastewater systems. **Sample tariff(s) are attached.**
- C) Exhibit 12 - The utility's current certificate(s) or, if not available, an explanation of the steps the applicant took to obtain the certificate(s).

PART VI AFFIDAVIT

I GARY Phillips (applicant) do solemnly swear or affirm that the facts stated in the forgoing application and all exhibits attached thereto are true and correct and that said statements of fact thereto constitutes a complete statement of the matter to which it relates.

BY:

[Handwritten Signature]

Applicant's Signature

GARY Phillips

Applicant's Name (Typed)

MGRM

Applicant's Title *

Subscribed and sworn to before me this 10th day in the month of October in the year of 2012 by Gary Phillips

who is personally known to me or produced identification

Type of Identification Produced

[Handwritten Signature]

Notary Public's Signature

Tina Marie Trippe

Print, Type or Stamp Commissioned Name of Notary Public



* If applicant is a corporation, the affidavit must be made by the president or other officer authorized by the by-laws of the corporation to act for it. If applicant is a partnership or association, a member of the organization authorized to make such affidavit shall execute same.

EXHIBIT 1

FINANCIAL AND TECHNICAL INFORMATION

RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

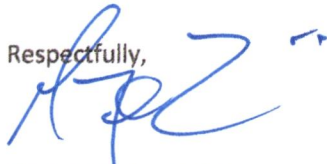
Public Service Commission

This statement is being prepared to indicate that the transfer of the waste water facility is in the public interest. Although the applicant does not have direct technical experience in operating a waste water facility, the facility has a competent staff of managers who are contracted to perform all aspects required to keep the facility in compliance. Additionally, we are prepared to maintain the books and records in conformity with the National Association of Regulatory Commissioners Uniform System of Accounts and to file annual reports and regulatory assessment fees.

We have purchased the assets of the facility including fee simple title of the land with cash. There is no debt on the facility.

We will fulfill the obligations as it pertains to all utility matters.

Respectfully,



Gary Phillips, MGRM

Colony Park Development Utilities, LLC

EXHIBIT 2 + 18

CLOSING STATEMENT

SELLER: FCB CENTRAL HOLDINGS, LLC, a Delaware limited liability company

PURCHASER: COLONY PARK DEVELOPMENT UTILITIES, LLC, a Florida limited liability company

PROPERTY: COLONY PARK MOBILE HOME VILLAGE, MERRITT ISLAND, FLORIDA

CLOSING DATE: 27-Sep-12

PRORATION DATE: 26-Sep-12

CREDITS:	Purchaser's Credits	Seller's Credits
Purchase Price (68,000 real estate/101,000 improvements)		169,000.00
Earnest Money Deposit held by First American Title Insurance Company ("Escrow Agent")	6,500.00	
Real Estate Tax Proration - $216.43/366 = .60 \times 270$ days	162.00	
Personal Property Proration - $103.46/366 = .29 \times 270$	73.80	
Subtotals:	6,735.80	169,000.00
Balance due to Seller:	162,264.20	
TOTALS:	169,000.00	169,000.00

EXPENSES:	Purchaser's Expenses	Seller's Expenses
Item		
Owner's Title insurance premium to First American Title Insurance Company		920.00
Escrow Fee to Stewart Title Guaranty Company		POC
Title Search to Chicago Title Insurance Company		POC
Personal Property Judgments		53.88
Recording of Special Warranty Deed (5 Pages) to Clerk of Court		44.00
Documentary Stamp Tax to Clerk of the Court		1,183.00
Akerman Senterfitt (Seller Legal Fees/1,365.33 - 644.00 Agent Title Share Credit)		721.33
Total Expenses		2,922.21
Balance due from Purchaser (162,264.20)	\$162,264.20	
Balance due to Seller (168,764.20 - 2,922.21)		165,841.99
Totals		169,000.00

RECONCILIATION OF FUNDS:

EARNEST MONEY DEPOSIT HELD BY ESCROW AGENT DISBURSED TO AKERMAN SENTERFITT - \$6,500.00

CASH TO CLOSE MONIES RECEIVED BY AKERMAN SENTERFITT VIA WIRE TRANSFER - \$162,264.20

(Wire Transfer instructions attached as Exhibit "A")

TOTAL MONIES RECEIVED - \$168,764.20

DISBURSEMENTS:

FCB Central Holdings, LLC - \$165,841.99

Chicago Title Insurance Company - \$276.00

Clerk of Court - \$1,227.00

Brevard County - \$53.88

Akerman Senterfitt - \$1,365.33

TOTAL DISBURSEMENTS MADE - \$168,764.20

The foregoing statement is hereby approved in accordance with the terms and conditions of the Purchase And Sale Agreement by and between Purchaser and Seller, dated August 29, 2012, and Purchaser and Seller authorized that all proceeds be distributed in accordance herewith.

Real estate taxes have been prorated based on the TRIM NOTICE for the 2012 taxes.

This instrument may be executed in one or more counterparts, all of which will, when taken together, constitute a single instrument. Executed copies of this instrument transmitted by facsimile or email will be deemed originals.

SELLER:

FCB CENTRAL HOLDINGS, LLC, a Delaware limited liability company

By: _____
Name: Larry Benton
Title: Manager

PURCHASER:

COLONY PARK DEVELOPMENT UTILITIES, LLC, a Florida limited liability company

By: _____
Name: Gary S. Phillips
Title: Managing Member

EXHIBIT 4

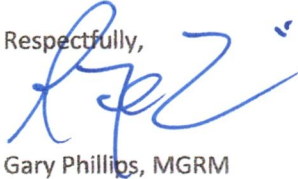
RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

Public Service Commission

The books and records of the Seller are not available for inspection by the Commission except for all annual filings received to date. The seller lost the facility in foreclosure and we purchased the facility from the Lender.

Respectfully,

A handwritten signature in blue ink, appearing to read 'G. Phillips', is written over the word 'Respectfully,'.

Gary Phillips, MGRM

Colony Park Development Utilities LLC

EXHIBIT 5

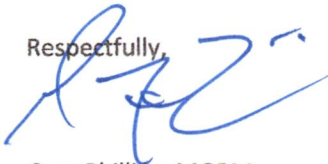
RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

Public Service Commission

This statement is being prepared to confirm that no tax returns are available from Seller and we are aware of the rate base established by the Commission.

Respectfully,



Gary Phillips, MGRM

Colony Park Development Utilities LLC

EXHIBIT 6

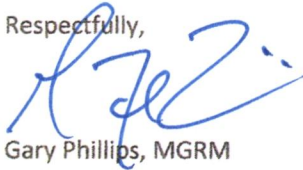
RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

Public Service Commission

This statement is being prepared to confirm that we have investigated the system and it appears to be in satisfactory condition and in compliance with all applicable standards set by the Department of Environmental Protection, (DEP).

Respectfully,



Gary Phillips, MGRM

Colony Park Development Utilities LLC

EXHIBIT 7

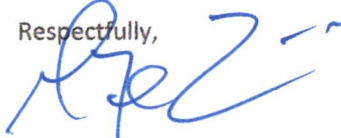
RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

Public Service Commission

This affidavit is being prepared to confirm that the notice of actual application will be given in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, by regular mail, to all 7 departments as indicated in Part #III, Notice of Actual Application.

Respectfully,



Gary Phillips, MGRM

Colony Park Development Utilities LLC

EXHIBIT 8

RE: Application for transfer of control of certificate no. 137-S in Brevard County from Michael Abramowitz to Colony Park Development Utilities, LLC, c/o Gary Phillips, MGRM

Division of Commission Clerk and Administrative Services

Public Service Commission

This affidavit is being prepared to confirm that the notice of actual application will be given in accordance with Rule 25-30.030, Florida Administrative Code, by regular mail, to each customer of the system being transferred.

Respectfully,



Gary Phillips, MGRM

Colony Park Development Utilities LLC

11

EXHIBIT

**WASTEWATER
Residential and General Service
Monthly Service Rates**

Meter Size	Base Facility Charge
5/8" x 3/4"	\$ 6.14
1"	\$ 15.36
1-1/2"	\$ 30.71
2"	\$ 49.14
3"	\$ 98.26
4"	\$154.53
6"	\$309.07
Residential charge per 1,000 gallons	\$ 1.80*
General Service charge per 1,000 gallons	\$ 2.16
*10,000 gallon maximum	

**Multi-Residential Service
Colony Park Mobile Home Park**

All Meter Sizes	Base Facility Charge \$921.22
Charge per 1,000 Gallons	\$ 1.80**
**1,500,000 gallon Maximum	

EXHIBIT 12

FLORIDA PUBLIC SERVICE COMMISSION

Authorizes

Colony Park Utilities, Inc.
pursuant to
Certificate Number 137-S

to provide wastewater service in Brevard County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

Order Number	Date Issued	Docket Number	Filing Type
6365	12/02/74	73391-S	Original Certificate
7296	06/28/76	750664-S	Transfer
PSC-03-0320-FOF-SU	03/06/03	020930-SU	Transfer of Majority Organizational Control
PSC-07-0420-FOF-SU	05/14/07	060636-SU	Transfer of Majority Organizational Control

**WASTEWATER
Residential and General Service
Monthly Service Rates**

Meter Size	Base Facility Charge
5/8" x 3/4"	\$ 6.14
1"	\$ 15.36
1-1/2"	\$ 30.71
2"	\$ 49.14
3"	\$ 98.26
4"	\$154.53
6"	\$309.07
Residential charge per 1,000 gallons	\$ 1.80*
General Service charge per 1,000 gallons	\$ 2.16
*10,000 gallon maximum	

**Multi-Residential Service
Colony Park Mobile Home Park**

All Meter Sizes	Base Facility Charge \$921.22
Charge per 1,000 Gallons **1,500,000 gallon Maximum	\$ 1.80**

Tariff sheet
Exhibit 11



STATE OF FLORIDA
DEPARTMENT OF HEALTH
Operating Permit



05-54-00746

Mobile Home Parks - Mobile Home Park

05-BID-2007016

Issued To: Colony Park Development, LLC
6786 Mangrove Drive
Merritt Island, FL 32953

County: **Brevard**
Amount Paid: \$ 675.00
Date Paid: 10/15/2012
Issue Date: 10/18/2012

Mail To: Colony Park Development, LLC
4000 Hollywood Boulevard, Suite 500 N
Hollywood, FL 33021

Permit Expires On: 09/30/2013

Melina Brooks
Brevard County Health Department
2725 Judge Fran Jamieson Way, Suite A116
Viera, FL 32940-6605
(321) 633-2100

Owner: Colony Park Development, LLC

Mobile Home Spaces: 155

Recreational Vehicle Spaces: 0

Migrant Spaces: 0

Tent Spaces: 0

Lodging Units: 0

Cabins: 0

Barracks: 0

Total Spaces for Billing: 155

Original Customer: Colony Park Development, LLC (NON-TRANSFERABLE)

DISPLAY CERTIFICATE IN A CONSPICUOUS PLACE

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

PHILLIPS, CANTOR & SHALEK P.A.
OPERATING ACCOUNT
4000 HOLLYWOOD BLVD., STE. 500 N
HOLLYWOOD, FL 33021

CNLBANK

2080

10/10/2012

PAY TO THE ORDER OF Offie of Commoission Clerk

\$**750.00

Seven Hundred Fifty and 00/100*****

DOLLARS

Offie of Commoission Clerk

▲ TAMPER RESISTANT TONER AREA ▲

© 2011 INTUIT INC. # 1672 1-800-430-8810



MEMO



[Handwritten Signature]

Details on Back Intuit CheckLock™ Secure Check

PHILLIPS, CANTOR & SHALEK P.A. / OPERATING ACCOUNT

Offie of Commoission Clerk

Application for Sale Fee

10/10/2012

750.00

2080

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

PHILLIPS, CANTOR & SHALEK P.A.
OPERATING ACCOUNT
4000 HOLLYWOOD BLVD., STE. 500 N
HOLLYWOOD, FL 33021

CNLBANK

2080

10/10/2012

PAY TO THE ORDER OF Offie of Commoission Clerk

\$**750.00

Seven Hundred Fifty and 00/100*****

DOLLARS

Offie of Commoission Clerk

▲ TAMPER RESISTANT TONER AREA ▲

MEMO

© 2011 Intuit Inc. # 1872 1-800-433-8810



[Handwritten Signature]

Details on Back Intuit CheckLock™ Secure Check

PHILLIPS, CANTOR & SHALEK P.A. / OPERATING ACCOUNT
Offie of Commoission Clerk

Application for Sale Fee

10/10/2012

2080
750.00

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

PHILLIPS, CANTOR & SHALEK P.A.
OPERATING ACCOUNT
4000 HOLLYWOOD BLVD., STE. 500 N
HOLLYWOOD, FL 33021

CNLBANK

2080

10/10/2012

PAY TO THE ORDER OF Offie of Commoission Clerk

\$**750.00

Seven Hundred Fifty and 00/100*****

DOLLARS

Offie of Commoission Clerk

▲ TAMPER RESISTANT TONER AREA ▲

MEMO



© 2011 INTUITIVE INC. # 1872 1-800-438-8610



Details on Back Intuitive CheckLock™ Secure Check

PHILLIPS, CANTOR & SHALEK P.A. / OPERATING ACCOUNT

Offie of Commoission Clerk

Application for Sale Fee

10/10/2012

2080

750.00

CNL Bank - Operating

750.00

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

PHILLIPS, CANTOR & SHALEK P.A.
OPERATING ACCOUNT
4000 HOLLYWOOD BLVD., STE. 500 N
HOLLYWOOD, FL 33021

CNLBANK

2080

10/10/2012

PAY TO THE ORDER OF Offie of Commoission Clerk

\$**750.00

Seven Hundred Fifty and 00/100*****

DOLLARS

Offie of Commoission Clerk

▲ TAMPER RESISTANT TONER AREA ▲

© 2011 INTUIT INC. # 1872 1-800-438-4810



MEMO



[Handwritten Signature]

Details on Back Intuit® CheckLock™ Secure Check

PHILLIPS, CANTOR & SHALEK P.A. / OPERATING ACCOUNT
Offie of Commoission Clerk

Application for Sale Fee

10/10/2012

2080

750.00

CASH ONLY IF ALL CheckLock™ SECURITY FEATURES LISTED ON BACK INDICATE NO TAMPERING OR COPYING

PHILLIPS, CANTOR & SHALEK P.A.
OPERATING ACCOUNT
4000 HOLLYWOOD BLVD., STE. 500 N
HOLLYWOOD, FL 33021

CNLBANK

2080

10/10/2012

© 2011 INTRUST INC. # 1572 1-800-438-8810

PAY TO THE ORDER OF Offie of Commoission Clerk

\$**750.00

Seven Hundred Fifty and 00/100*****

DOLLARS



Offie of Commoission Clerk

▲ TAMPER RESISTANT TONER AREA ▲



[Handwritten Signature]

MEMO

[Redacted area]

Details on Back

PHILLIPS, CANTOR & SHALEK P.A. / OPERATING ACCOUNT

Offie of Commoission Clerk

Application for Sale Fee

10/10/2012

2080

750.00