

**SUNDSTROM
& MINDLIN, LLP**
Attorneys | Counselors



June 14, 2024

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

Re: Docket No. 20230111-SU; Application for Authority to Transfer Wastewater Facilities and Certificate No. 537-S in Okeechobee County from The Vantage Development Corporation to Vantage Oaks Utility, LLC

Dear Clerk Teitzman,

As I stated previously and in the original application for Vantage, we prepared the original Bill of Sale using what the seller indicated was the net book value or rate base at the time of the transfer. It was simply an allocation of the \$5 million purchase price of the entire mobile home park. The amount shown in the August 2023 Bill of Sale was obviously used to try to avoid having to book or account for an acquisition adjustment.

Since Staff has now determined a much different net book value at the time of transfer than the seller had indicated to us as the buyer, we have revised and are filing the Bill of Sale attached hereto to reflect Staff determination of the net book value at the time of transfer. This should replace the Bill of Sale as Exhibit B to the application.

This is a very small utility that has already spend about half of its rate base just going through the transfer process. I am pleading with Staff not to exacerbate that by delaying this item or declining to revise the recommendation as requested. I appreciate your consideration.

Should you or any members of the Staff have any further questions, please let me know.

Sincerely,

SUNDSTROM & MINDLIN, LLP

F. Marshall Deterding

F. Marshall Deterding
Of Counsel

FMD/brf

cc: Ryan Sandy, Senior Attorney
Melinda Watts
Donna Brown
Zach Schwartz


**BILL OF SALE OF UTILITY SYSTEM
BY VANTAGE OAKS, LLC
TO VANTAGE OAKS UTILITY, LLC.**


KNOW ALL MEN BY THESE PRESENTS that VANTAGE OAKS, LLC (hereinafter "Seller") for the sum of Fifty-Seven Thousand Four Hundred Nine Dollars (\$57,409.00) and other good and valuable considerations paid by VANTAGE OAKS UTILITY, LLC (hereinafter "Purchaser"), the receipt of which is hereby acknowledged, has granted, bargained, sold, transferred, set over and delivered, and by these presents does grant, bargain, sell, transfer, set over and deliver, unto the Purchaser, its successors and assigns, each and every portion of the sanitary sewer system described in the plans attached hereto as Exhibit "B" and constructed by Seller to service the real property described on Exhibit "A" attached hereto (hereinafter "Utility System"), both tangible and intangible, and such rights and obligations, whether contractual or not, as more fully set forth in the following paragraphs. The Purchaser hereby purchases, and the Seller hereby sells, for the purchase price and upon the terms, and subject to the conditions and provisions hereof, the following personalty, known as "purchased assets" of the Seller:

- (1) All easements, licenses, rights-of-way and consents owned by Seller for the construction, operation and maintenance of the Utility System.
- (2) All sewage treatment and collection facilities of every kind and description whatsoever, including but not limited to lift stations, transmission mains, distribution mains, supply pipes, collection pipes or facilities, valves, meters, meter boxes, service connections, and all other physical facilities and property installations installed in connection with the Utility System constructed by the Seller, to provide sewer utility service to the parcel of real property described on Exhibit "A" attached hereto.
- (3) All certifications, immunities, privileges, permits, licenses, license rights, easements, consents, grants, ordinances, leaseholds, rights-of-way, and all rights to construct, maintain and operate plants and systems for the collection and transmission of sewage, and every right of every character whatever in connection therewith; all agencies for the provision of sewer services, and all renewals, extensions, additions or modifications of any of the foregoing.
- (4) All past and current Utility records, files, books, prints, plans, engineering reports, surveys, specifications, shop drawings, equipment manuals, and other information required by Purchaser for the operation of the Utility System.
- (5) All other property, rights and obligations not otherwise listed which are used in the operation of the Utility System.
- (6) All warranties by third parties respecting completed or in-progress construction work, including professional engineering warranties.

Seller, its successors and assigns, hereby covenants that it is the lawful owner of the above-referenced property and that it has good right to, and hereby does, sell the same to the Purchaser, and that it will warrant and defend the same against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF the parties have caused their names to be hereunto subscribed this 14th day of June, 2024.

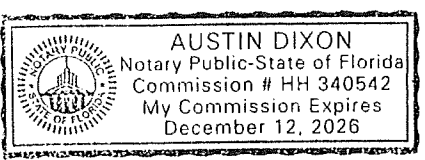
ATTEST: Austin Dixon



VANTAGE OAKS, LLC
By: 
Austin Berk
Title: Authorized Signer

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Austin Berk, to me known to be the person described in the foregoing instrument, and who executed the foregoing instrument and who acknowledged before me that he executed same for the purposes therein stated on behalf of said corporation.

WITNESS my hand and official seal this 14th day of June 2024.




Notary Public Florida
My Commission Expires:
December 12, 2026