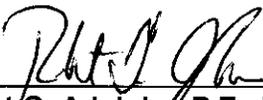


**SEMINOLE COUNTY GOVERNMENT
AGENDA MEMORANDUM**

SUBJECT: Florida Water Systems Acquisition

DEPARTMENT: Environmental Services **DIVISION:** Administration

AUTHORIZED BY:  **CONTACT:** Bob Adolphe **EXT.** 2012
Robert G. Adolphe, P.E., Director

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| <p>Agenda Date <u>05/25/04</u> Regular <input type="checkbox"/> Consent <input type="checkbox"/> Work Session <input type="checkbox"/> Briefing <input type="checkbox"/></p> <p> Public Hearing – 1:30 <input checked="" type="checkbox"/> Public Hearing – 7:00 <input type="checkbox"/></p> |
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MOTION/RECOMMENDATION:

Provide direction to staff regarding acquisition of the Florida Water Services utilities as presented;

Authorize entry into the Purchase Agreement, which provides for acquisition of the Florida Water Services utilities contingent upon successful condition findings during the Due Diligence period; and

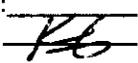
Adopt the attached Resolution authorizing entry into the Purchase Agreement and reciting the County's compliance of requirements under §125.3401.

BACKGROUND:

May 11, 2004 the BCC provided conceptual approval regarding acquisition of portions of Florida Water Services (FWS) utility systems in Seminole County. Staff was to provide more detailed information to the BCC regarding the possible acquisition during the public hearing process.

Staff is presenting the County's requirements under §124.3501, as well as other capital improvement considerations, rate levels and future capital project funding impacts. A presentation for the Utility's legal consultants de la Parte & Gilbert, P.A.. regarding certain responsibilities of the parties and related matters that require disclosure and/or resolution at a level satisfactory to the County is presented.

Currently staff and consultants are developing the summary documents that will be provided to the BCC as they become available before the public hearing.

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| <p>Reviewed by: Co Atty: <u>na</u> DFS: <u>na</u> Other: <u>na</u> DCM: _____ CM: <u></u></p> <p>File No. <u>PHESA01</u></p> |
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THE FOLLOWING RESOLUTION WAS ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF SEMINOLE COUNTY, FLORIDA, AT THEIR REGULARLY SCHEDULED MEETING OF MAY 25, 2004

WHEREAS, the Board of County Commissioners is specifically authorized by Section 125.3041, Florida Statutes, to acquire water and wastewater utilities.

WHEREAS, on May 11, 2004 the Board of County Commissioners directed the County Manager to review the Altamonte Springs Asset Purchase Agreement by and between Florida Water Services, a Florida Corporation, as Seller and City of Altamonte Springs, a Municipal Corporation of Florida, as Buyer (the "Asset Purchase Agreement").

WHEREAS, the Asset Purchase Agreement was offered by Florida Water Services to the City of Altamonte Springs to satisfy a right of first refusal by the City of Altamonte Springs.

WHEREAS, the City of Altamonte Springs has agreed to assign its right of first refusal to the County and Florida Water Services has consented to this assignment, subject to certain terms and conditions.

WHEREAS, on May 25, 2004 the Board of County Commissioners, held a public hearing as required by Section 125.3041, Florida Statutes.

WHEREAS, the Board of County Commissioners, through consideration of testimony and evidence presented at the public hearing, has considered the information identified in Section 125.3041, Florida Statutes.

WHEREAS, the County presently owns and operates a water and wastewater utility, the County has an experienced staff of highly qualified individuals knowledgeable in the ownership, operation and

financial management of water and wastewater utilities, and the County is able to provide and maintain high-quality and cost-effective water and wastewater utility service.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SEMINOLE COUNTY, FLORIDA, THAT:

1. After consideration of the testimony and evidence presented at the public hearing held pursuant to Section 125.3041, Florida Statutes, the Board of County Commissioners has determined that acquisition by the County of the Florida Water Services utilities identified in the Asset Purchase Agreement is in the public interest;

2. Upon the recommendation and approval of counsel as to the form and legal sufficiency of the Asset Purchase Agreement as same may be amended in order to clarify or remove provisions which, while appropriate between private entities, are legally objectionable when governmental entities are involved, the Chairman is authorized to execute same. The Chairman is also authorized to execute the assignment from the City of Altamonte and the Memorandum of Understanding between the City and the County;

3. The County Manager is authorized to conduct any and all due diligence he deems necessary or convenient during the Inspection Period under Asset Purchase Agreement;

4. The Chairman, Clerk of the Board and all other County officials are hereby authorized to execute all necessary closing documents; and

5. The Chairman, upon the advice of the County Manager and the County Attorney, is authorized to: (A) exercise any or all of the various purchase options provided for in the Asset Purchase Agreement, and (B) find and determine that the results of the due diligence

investigation render the closing of the purchase and sale inadvisable and to so inform the Seller pursuant to the terms of the Asset Purchase Agreement.

ADOPTED this 25th day of May, 2004.

ATTEST:

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

MARYANNE MORSE
Clerk to the Board of
County Commissioners of
Seminole County, Florida

By: _____
DARYL G. MCLAIN, Chairman

SPL

05/21/04

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