

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
OCT 26 2004 *AAJW*

RESOLUTION

of the

ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS

providing for

CERTAIN DETERMINATIONS, FINDINGS, AND STATEMENTS AS REQUIRED IN SECTION 125.3401, FLORIDA STATUTES; APPROVING AND AUTHORIZING THE SALE TO THE CITY OF APOPKA CERTAIN WATER, WASTEWATER AND RECLAIMED WATER ASSETS LOCATED IN NORTHWEST ORANGE COUNTY AND DESCRIBED HEREIN, TOGETHER WITH THE ASSIGNMENT OF THE ORANGE COUNTY/ZELLWOOD STATION CO-OP, INC. WATER AND WASTEWATER TREATMENT PLANT(S) ASSET PURCHASE AND SALE AGREEMENT AND THE WHOLESALE POTABLE WATER, WASTEWATER AGREEMENTS, AND THE AGREEMENT FOR THE DELIVERY AND USE OF RECLAIMED WATER; AND DESIGNATING THE CHAIRMAN AS THE APPROPRIATE COUNTY OFFICIAL TO EXECUTE ANY NECESSARY DOCUMENTS AT THE CLOSING OF THE SALE OF SAID SYSTEMS; PROVIDING FOR SEVERABILITY; PROVIDING AN EFFECTIVE DATE.

Resolution No. 2004-M-47

WHEREAS, the County and the City of Apopka (hereinafter the "City") have been negotiating a City of Apopka/Orange County Amended & Restated Water, Wastewater and Reclaimed Water Territorial Agreement (the "Territorial Agreement") for the northwest area of Orange County around the City; and

WHEREAS, certain efficiencies would be achieved if the City became the utility service provider in the area, since the City and County would not be competing for utility customers and constructing duplicate or parallel infrastructure; and

WHEREAS, to implement the provisions of the territorial agreement, it is hereby determined that sale of certain County utility system assets to the City in accordance with the

terms set forth on Exhibit "A", is in the best interests of the County, its citizens and utility customers and the City; and

WHEREAS, sale of such County utility system assets is subject to the public hearing requirements of Section 125.3401; and

WHEREAS, the utility system components to be sold to the City are Mt. Plymouth Lakes Water System, Plymouth Regional Water System, Plymouth Lakes Water Reclamation Facilities, and attendant infrastructure for each, plus the Willow Street Transmission Facilities and the County's interest in the Zellwood Station Co-Op assets per that certain agreement dated June 3, 2003, all such assets hereinafter called the "Utility System"; and

WHEREAS, the assets subject to sale by the County include the interests of the County in the Zellwood Station Water and Wastewater System in the pending contract to acquire said Zellwood Station system assets and customer base and the County's interest in that certain agreement entitled Orange County/Zellwood Station Co-Op, Inc. Water & Wastewater Systems Asset Purchase & Sale Agreement and those certain agreements entitled Orange County/Zellwood Station Co-Op, Inc. Wholesale Potable Water and Wastewater Agreement and Orange County/Zellwood Station Co-Op, Inc. Agreement for the Delivery and Use of Reclaimed Water; and

WHEREAS, the County desires to sell certain assets and assign its rights to purchase the Zellwood Station Co-Op System and the Wholesale Water, Wastewater and Reclaimed Water Agreements to the City of Apopka, Florida; and

WHEREAS, the County has scheduled, duly noticed, and is now conducting a public hearing pursuant to Section 125.3401, Florida Statutes.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY:


Section 1. The Board of County Commissioners has reviewed and considered the conditions of sale by County to the City of Apopka and all of those assets described above as the Utility System under terms and conditions described on Exhibit "A" of this resolution. The Utility System assets being conveyed to the City include any and all interest of the County in the Orange County/Zellwood Station Co-Op, Inc. Water & Wastewater Systems Asset Purchase & Sale Agreement and accompanying Wholesale Water, Wastewater and Reclaimed Water

Agreements. The Board has considered the issues and information listed under Section 125.3401, Florida Statutes, and all the evidence and testimony presented to the County relating to the sale of the listed Utility System assets, during the Section 125.3401 public hearing held this date in Chambers in Orlando, Florida and based on all said information, the County hereby approves and authorizes the sale of those assets listed on Exhibit "A", together with an assignment of the Orange County/Zellwood Co-Op, Inc. Water and Wastewater Systems Asset Purchase and Sale Agreement and the companion wholesale agreements to the City of Apopka. The Chairman of the Board of County Commissioners is authorized to execute such documents as may be necessary to complete the sale of said assets and the assignment of said agreements to the City of Apopka.

Section 2. This Resolution shall take effect immediately upon its adoption.

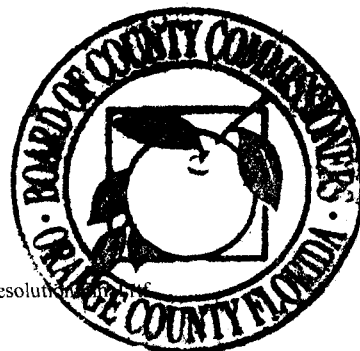
THIS RESOLUTION IS ADOPTED THIS 26th DAY OF OCTOBER, 2004.

ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: 
Richard T. Crotty
County Chairman

ATTEST: Martha O. Haynie, Orange County Comptroller
As Clerk of the Board of County Commissioners

By: 
Deputy Clerk



S:\RGuthrie\AGRCNT\Apopka Amended & Restated Territorial\Zellwood Assignment Resolution

EXHIBIT A

	<u>Cost*</u>	<u>Deprec/Grant</u>	<u>Net Value Amount to be Paid by City*</u>
Mt. Plymouth Lakes Water	\$1,730,001	\$611,616	\$1,118,385
Plymouth Regional Water	\$3,306,216	\$858,329	\$2,447,888
Plymouth Hills Water Reclamation	\$465,667	\$434,637	\$31,030
Attendant Infrastructure	\$1,725,806	\$1,329,141	\$396,665
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Subtotal Plant & Infrastructure	\$7,227,690	\$3,233,722	\$3,993,967
Willow Street Transmission	\$2,610,356	\$1,399,611	\$1,210,745
Zellwood Station	\$850,000	\$0	\$850,000
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Subtotal	\$3,460,356	\$1,399,611	\$2,060,745
Total	\$10,688,046	\$4,633,333	\$6,054,712

*plus land cost based on appraisal (County secures an appraisal, if City disagrees City can secure an appraisal. If two appraisals differ, a third appraisal is retained and the difference in price will be resolved among appraisers.)