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RUDEN
MCCLOSKY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

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COMMISSION CLERK

215 SOUTH MONROE STREET SUITE 815 TALLAHASSEE, FLORIDA 32301

(850) 412-2000 FAX: (850) 224-2032 KATHRYN.COWDERY@RUDEN.COM

March 27, 2002

Blanca S. Bayo, Director Division of Commission Clerk and Administrative Services Betty Easley Bldg., Room 110 Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, Florida 32399-0850

Via Hand Delivery

Re:

Docket No. 020122-WS

Application for Transfer of Majority Organizational Control of CWS Communities LP d/b/a Palm Valley, Holder of Certificate Nos. 277-W and 223-S in Seminole County

Dear Ms. Bayo:

This letter responds to the March 7, 2002 deficiency letter regarding the above application. I will respond to the identified deficiencies in the same order as they are listed in your March 7, 2002 letter.

- 1. Financing of purchase (Rule 25-30.037(3)(e)). The financing of the transaction which resulted in the change of majority organizational control is identified in paragraph 4 of the application: "The transfer of majority organizational control of the Utility occurred as a result of OP unit (operating partnership unit)/stock transfer." CP Limited Partnership purchased the stock in CWS Communities Trust that was held by Security Capital who owned 94.1% of the stock in the Trust. OP units held in CWS Limited Partnership were converted by the merger agreement and holders of OP units were given the election to be sold for cash or conversion to OP units in CP Limited Partnership.
- 2. List of entities providing funding (Rule 25-30.037(3)(g)). An explanation of the manner and amount of funding to the utility, including financial statements and copies of any financial agreements, is addressed in paragraphs 5 and 6 of the application. Funding will continue to be provided ultimately through Chateau Communities, Inc. ("CCI"), the general partner of Chateau Communities Limited Partnership ("CCLP"), the general partner of CWS Communities LP remains the owner of the utility. Attachment "B" to the application is CCI's 2000 Annual Report, which contains the consolidated financial statement of CCI. There is no separate financial agreement between CWS Communities LP and ECENTED & FILED

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Letter to Division of Commission Clerk and Administrative Services March 27, 2002 Page 2

CCI or CCLP regarding provision of funding, but funding will be provided on an "as needed" basis.

- 3. Evidence utility owns land (Rule 25-30.037(3)(i)). As explained in paragraph 9 of the application, since there has been no change in ownership, CWS Communities LP continues to own the land upon which the utility treatment facilities are located. The evidence that the utility owns the land, as provided to the commission previously in Docket No. 001138-WS, is attached hereto as Attachment "E."
 - 4. Certificates Nos.277-W and 223-S are enclosed herewith.

Please contact me if you have any questions.

Sincerely,

RUDEN, McCLOSKY, SMITH, SCHUSTER & RUSSELL, P.A.

Kathryn G.W. Cowder

KGC/ldm Enclosures

cc:w/encl.: Patti Daniel, Supervisor of Certification

Stephanie Clapp, Division of Economic Regulation

Alice Crosby, Office of the General Counsel Adrienne Vining, Office of the General Counsel

AFFIDAVIT

STATE OF FLORIDA COUNTY OF SEMINOLE

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BEFORE ME, the undersigned authority, personally appeared Joseph H. SHERWOOD III and says as follows:

That CWS Communities LP, d/b/a Palm Valley, owns and operates a water and a wastewater utility. Certificates Nos. 277-W and 223-S as regulated by the Florida Public Service Commission, and that the physical utility facilities are located on certain real property dedicated to those utilities, which property is located within the boundaries of the property described in the legal description in that Special Warranty Deed, recorded on August 31, 1999, in the Official Records Seminole County. Book 3715, Page 0277.

Name
Office of the Presided
Title

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Of State of the Presided

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Toseph H. SHERWOOD III, who is personally known to me or who has produced as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of OCTOBER, 2000.

My Commission Expires: 3 30 02

SANDRA DEE SEYFFART MY COMMISSION # CC 713035 EXPIRES: March 30, 2002 Noticed Thru Notary Public Underwriters

Attachment E

TAL:32221:1

HARYANNE HORSE CLERK OF CIRCUIT COURT SEMINOLE COUNTY. FL. RECORDED & VERIFIED

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Upon recording return to: James A. Parker Mayer, Brown & Platt 190 S such LaSalle Street Chicago, Illinois 60603 (312) 272-0600 3715 0277
SEMINOLE CO. FL

PROPERTY TAX 1D. NUMBER: 34-21-31-503-0000-008A

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GRANTEE'S FED. TAX ID. NUMBER: 14-2860067

Maryanna Menna, Garte Serninala

SPECIAL WARRANTY DEED (Paim Valley, Flerida)

THIS SPECIAL WARRANTY DEED (this 'Doed') is made, entered into and effective this day of August, 1999 by (i) ALAFAYA PALM VALLEY ASSOCIATES, LTD., a Calift mia limited partnership, with an office and place of business located at e/o CWS Capital Pan: 2 LLC, 800 Newport Center Drive, Suite 400, Newport Beach, California 92660 (the "Grantor"), in favor of (ii) CWS COMMUNITIES LP, a Delaware limited partnership, having an office and place of business located at 7777 Market Center Avenue, El Paso, Texas 79912 (the "Grantes").

WITNESSETH:

That for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00), cash in send paid by the Grantee to the Grantor, and for other good and valuable consideration, the recuipt of which is hereby acknowledged by the Grantor, the Grantor has bargained and sold and does hereby grant and convey onto the Grantee and the Grantee's successors and assigns forever, in fee simple, the parcel of real property located in Seminole County, Florida, as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (th: "Real Property").

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TO HAVE AND TO HOLD the Real Property, together with all approximances and privileges thereunto belonging, unto the Grantee and the Grantee's nuccessors and assigns forever, in fee simple.

The Grantor does hereby fully warrant the title to the Real Property and will defend the same against the lawful claims of all persons claiming by, through or under the Granton.

The Real Property is being conveyed hereby subject to (a) real estate taxes for 1999 and the permitted exceptions listed on <u>Exhibit B</u> attached hereto and incorporated herein by this reference.

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PAGE OF A DOCUMENT 1 , 1999.

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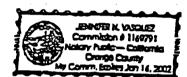
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STATE OF CALIFORNIA

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On Avaist 30, 1999 before me, Traifer N Vassaurs a Notary Public, personally appeared Steven 7 Sherwood, and personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized especity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



18:05 FAX 4078721025 09/21/99

CHICAGO TITLE

→ MARLEY HARRILL

4010

DFFICIAL RECORDS

3715 D27B

IN WITNESS WHEREOF, the Grantor has capted this projet Warranty Deed to be executed by its fully authorized agents on the day, month and year first above written.

> ALAFAYA PALM VALLEY ASSOCIATES, LTD., a California limited partnership

Clayton, Williams & Sherwood Financial Group 81. a California corporation, its general partner

Signed, sealed and delivered in the शुक्काव्य ०५। Kinberly Buckeness

Prim Name

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EXHIBIT A

SEMINOLE CO. FL

Legal Description

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CHICAGU TITLE

+ MARLEY HARRILL

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EXHIBIT B

SEHINOLE CO. FL

Permitted Exceptions

JEFICIAL RESORDS 800K PAGE 3715 0282 SEMINOLE CO. FL

PARCEL 6:

A perties of Late 5 and 6 of ORLANDO INCUSTRIAL PARK UNIT 2. seconding to the plot thereof on reserved in Plat Book 11. page 43 of the Public Records of Semisola County. Florida. part of said Lot 6 having been recorded by Reselvings: filed in Official Records Book 1171. Page 1762. and filed in Official Records Book 3061, Page 163. Public Records of Semisola County. Florida. and being more particularly described as follows:

Commonder at Northeast corner of the Sautheast 1/4 of the Northwest 1/4 of Section 34. Township 21 South. Renge 31 East. ron N 89°09'59'W along the North line of Let 5. ORLANDO INDUSTRIAL PARK LINIT 2. according to the plot thereof as recorded in Plat Book 11. page 43 of the Poblic Records of Sesincial County. Florida. 257.88 feet to the Polat of Beginning: thence continue M 80°09'39'W along the North line of toid Let 5 and the North line of Let 6 of said ORLANDO INDUSTRIAL PARK UNIT 2. S41.33 feet: thence leaving said North line run 8 00°13'23'W. 248.73 feet: thence run N 68°39'44'E. 541.43 feet: thence run N 68°39'44'E. 541.43 feet: thence run N 60°14'22'E. 228.21 feet to the Polat of Beginning.

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