



Dianne M. Triplett  
ASSOCIATE GENERAL COUNSEL

March 31, 2017

**VIA ELECTRONIC FILING**

Ms. Carlotta Stauffer, Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Re: *Docket Number 150171-EI; Petition for Issuance of Nuclear Asset-Recovery  
Financing Order by Duke Energy Florida*

Dear Ms. Stauffer:

Pursuant to the Nuclear Asset-Recovery Property Servicing Agreement entered into in connection with the above-referenced docket, attached for filing is Duke Energy Florida, LLC's Opinion of Counsel, John T. Burnett.

Thank you for your assistance in this matter. Please feel free to call me at (727) 820-4692 should you have any questions concerning this filing.

Respectfully,

*s/ Dianne M. Triplett*

---

Dianne M. Triplett  
Associate General Counsel

DMT/mw  
Attachment

## **CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished via electronic mail to the following this 31<sup>st</sup> day of March, 2017.

s/ Dianne M. Triplett

Attorney

Rosanne Gervasi  
Keino Young  
Kelley Corbari  
Lee Eng Tan  
Office of the General Counsel  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850  
[kyoung@psc.state.fl.us](mailto:kyoung@psc.state.fl.us)  
[kcorbari@psc.state.fl.us](mailto:kcorbari@psc.state.fl.us)  
[ltan@psc.state.fl.us](mailto:ltan@psc.state.fl.us)  
[rgervasi@psc.state.fl.us](mailto:rgervasi@psc.state.fl.us)

Charles Rehwinkel  
J. R. Kelly  
Monica Woods  
Office of Public Counsel  
c/o The Florida Legislature  
111 West Madison Street, Room 812  
Tallahassee, Florida 32399-1400  
[kelly.jr@leg.state.fl.us](mailto:kelly.jr@leg.state.fl.us)  
[rehwinkel.charles@leg.state.fl.us](mailto:rehwinkel.charles@leg.state.fl.us)  
[woods.monica@leg.state.fl.us](mailto:woods.monica@leg.state.fl.us)

Florida Industrial Power Users Group  
c/o Moyle Law Firm, P.A.  
Jon C. Moyle, Jr.  
Karen A. Putnal  
118 North Gadsden Street  
Tallahassee, Florida 32301  
[jmoyle@moylelaw.com](mailto:jmoyle@moylelaw.com)  
[kputnal@moylelaw.com](mailto:kputnal@moylelaw.com)

PSC Phosphate – White Springs  
c/o James W. Brew  
Stone Mattheis Xenopoulos & Brew, PC  
1025 Thomas Jefferson Street, NW  
Eighth Floor, West Tower  
Washington, DC 20007-5201  
[jbrew@smxblaw.com](mailto:jbrew@smxblaw.com)

Joseph Fichera  
Saber Partners, LLC  
44 Wall Street  
New York, NY 10005  
[jfichera@saberpartners.com](mailto:jfichera@saberpartners.com)

Dean E. Criddle  
Orrick, Herrington & Sutcliffe  
405 Howard Street, #11  
San Francisco, CA 94105  
[dcriddle@orrick.com](mailto:dcriddle@orrick.com)

Robert Scheffel Wright  
John T. LaVia, III  
Gardner, Bist, Bowden, Bush, Dee, LaVia &  
Wright, P.A.  
1300 Thomaswood Drive  
Tallahassee, FL 32308  
[schef@gbwlegal.com](mailto:schef@gbwlegal.com)  
[jlavia@gbwlegal.com](mailto:jlavia@gbwlegal.com)

March 31, 2017

Mr. Nathan Turner  
Vice President  
The Bank of New York Mellon Trust Company, N.A.  
Global Corporate Trust  
10161 Centurion Parkway  
Jacksonville, FL 32256

Re: Indenture dated as of June 22, 2016, by and between Duke Energy Florida Project Finance, LLC (the “Company”) and The Bank of New York Mellon Trust Company, N.A. (the “Indenture”) and Nuclear Asset-Recovery Property Servicing Agreement dated as of June 22, 2016 between the Company and Duke Energy Florida, LLC, as Servicer (the “Servicing Agreement”)

Ladies and Gentlemen:

This opinion is given in accordance with Section 3.01(c)(ii) of the Servicing Agreement. Capitalized terms used in this opinion and not defined are as defined in the Indenture and the Servicing Agreement.

I am Deputy General Counsel of Duke Energy Business Services, LLC, the service company affiliate of the Servicer, and act as counsel to the Servicer under the above-referenced Servicing Agreement. I am generally familiar with the Servicer’s business, properties and corporate proceedings. I have read the covenants of the Servicer contained in the Servicing Agreement, including in particular the covenant contained in Section 3.01(c)(ii) of the Servicing Agreement thereof and the covenants relating to the recording, filing, re-recording and re-filing of UCC statements and other documents with the Florida Secured Transactions Registry and the Secretary of State of the State of Delaware. The statements and opinions contained in this opinion are based upon an examination of the following: the Servicer’s Articles of Organization and Limited Liability Company Operating Agreement; the Indenture; the Servicing Agreement; receipts or other evidence that the proper documents have been filed of record in each of such jurisdictions; and such other documents and records as I have deemed appropriate. I also have relied upon my own personal examinations and investigation, except that insofar as the statements or opinions herein contained related to factual matters, information with respect to which is in possession of the Servicer and the Company, such statements or opinions are based upon representations by officers of the Servicer and Company. I express no opinion as to the laws of any jurisdiction other than the State of Florida and the limited liability company and UCC laws of the State of Delaware.

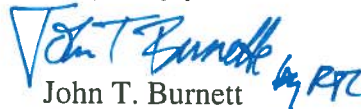
On the basis of and subject to the foregoing, it is my opinion that since June 22, 2016, other than filings made as of such date upon consummation of the transactions contemplated under the

Mr. Nathan Turner  
The Bank of New York Mellon Trust Company, N.A.  
March 31, 2017  
Page 2

Indenture and the Servicing Agreement, no filings, including filings with the Florida Secured Transactions Registry and the Secretary of State of the State of Delaware, were necessary under the UCC or the Nuclear Asset-Recovery Law to fully preserve, protect and perfect the Liens of the Indenture Trustee in the Series Property.

This opinion may be relied upon by you and your counsel in connection with the Mortgage and the transactions contemplated thereby, but may not be used, circulated, quoted or otherwise relied upon by any other person for any other purpose without my prior written consent.

Very truly yours,

  
John T. Burnett  
Deputy General Counsel