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June 14, 1999

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D. BRUCE MAY
850-425-5607

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VIA HAND DELIVERY

Blanca S. Bayo
Director
Division of Records & Reporting
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: In re: Petition of Florida Power Corporation for approval of an agreement to restructure existing cogeneration contracts with Polk Power Partners, L.P. and Orange cogeneration Limited Partnership, Docket No. 990723-EQ


Dear Ms. Bayo:

On behalf of El Paso Power Services Company ("El Paso"), enclosed for filing in the captioned matter are the original and fifteen (15) copies of El Paso's Petition for Leave to Intervene. A diskette containing this filing in Wordperfect format is also enclosed.

For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter. Thank you for your consideration.

Sincerely,

HOLLAND & KNIGHT LLP

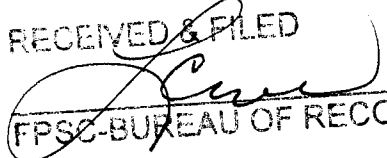


D. Bruce May

AFA	_____
APP	_____
CAF	_____
CMU	_____
CTR	_____
EAG	_____
LEG	_____
MAS	_____
OPC	_____
RRR	_____
SEC	_____
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Enclosure

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FPSC-BUREAU OF RECORDS

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FPSC-RECORDS/REPORTING

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June 14, 1999
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cc: Grace Jaye, Esq.
Greg Jones, Esq.
James McGee, Esq.
Gary Sasso, Esq.

TAL-145622

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Petition of Florida Power Corporation for approval of an agreement to restructure existing cogeneration contracts with Polk Power Partners, L.P. and Orange Cogeneration Limited Partnership.

Docket No. 990723-EQ

Filed: June 14, 1999

**EL PASO POWER SERVICES COMPANY'S
PETITION FOR LEAVE TO INTERVENE**

El Paso Power Services Company ("El Paso"), by and through undersigned counsel, pursuant to Rule 25-22.039, Florida Administrative Code, petitions the Florida Public Service Commission (the "Commission") for leave to intervene as a party in this proceeding in support of the petition of Florida Power Corporation ("FPC") for approval of an agreement between FPC and El Paso that would restructure three of FPC's cogeneration contracts. In support of its Petition, El Paso states:

Intervenor Information

1. El Paso is a corporation formed under the laws of the State of Delaware with its principal office in Golden, Colorado. El Paso is authorized to transact business in Florida. El Paso's full name and address are:

El Paso Power Services Company
350 Indiana Street
Suite 300
Golden, Colorado 80401
(303) 278-3400 (Telephone)
(303) 215-5472 (Fax)

2. El Paso is an affiliate of El Paso Energy Corporation, a publicly traded energy company with over \$10 billion of total assets in natural gas transmission, gas gathering and processing, energy marketing, power generation and international energy infrastructure development.

3. Copies of pleadings, notices and other documents in this proceeding directed to El Paso should be served on:

D. Bruce May
HOLLAND & KNIGHT LLP
P.O. Drawer 810
Tallahassee, Florida 32302

and

Greg Jones
Assistant General Counsel
El Paso Energy Corporation
1001 Louisiana Street
Houston, Texas 77002

Statement of Ultimate Facts

4. FPC is a party to two cogeneration contracts served from the Polk Power Partners, L.P. ("Polk") combined cycle 110 MW cogeneration facility located in Polk County, Florida (the "Mulberry Facility"): (1) the March 17, 1991 contract between Royster Phosphates, Inc. and FPC, as amended (the "Royster Contract"); and (2) the March 12, 1991 contract between Mulberry Energy Company and FPC, as amended (the "Mulberry Contract"). The committed capacity under the Royster Contract is 30.8 MW. The committed capacity under the Mulberry Contract is 72.9 MW. Both the Royster Contract and the Mulberry Contract have been assigned to Polk.

5. FPC is also a party to the November 19, 1991 cogeneration contract between CFR Biogen Corporation and FPC, as amended and later assigned to Orange Cogeneration Limited Partnership ("Orange") (the "Orange Contract"). The Orange Contract is administered from Orange's natural gas combined cycle 103 MW cogeneration facility also located in Polk County, Florida (the "Orange Facility"). The committed capacity under the Orange Contract is 74 MW.

6. On May 19, 1999, FPC and El Paso entered into a Master Agreement to Amend and Restate Contracts for the Purchase of Firm Capacity and Energy (the "Agreement"). The Agreement will amend and restate the Royster, Mulberry, and Orange Contracts (collectively, the "Existing Contracts").

7. An affiliate of El Paso currently has partnership interests in both Polk and Orange. As part of the transaction that is contemplated by the Agreement, El Paso will cause Polk and Orange to execute the Agreement.

8. The effectiveness of the Agreement is contingent upon the issuance of a final, non-appealable order of the Commission approving the amendment of the Existing Contracts by the Agreement for cost recovery purposes, and confirming that the Agreement will be treated the same as an agreement entered into pursuant to PURPA in any Commission proceeding regarding FPC's stranded costs. Accordingly, on June 4, 1999, FPC filed a petition with the Commission (the "FPC Petition") requesting that the Commission, on an expedited basis: (a) approve the modification of the Existing Contracts, as amended and restated by the Agreement, for cost recovery purposes; and (b) provide an assurance that the Agreement will be accorded the same

treatment as a contract entered into PURPA in any proceeding regarding FPC's stranded costs.

Substantial Interest Affected

9. El Paso has standing to intervene as a party in this proceeding. Intervention in a Commission proceeding is granted to those entities whose substantial interests are subject to determination or will be affected through the proceeding. See Fla. Admin. Code R. 25-22.039. El Paso has a direct and substantial interest in the Agreement, which is the subject of this proceeding. For example, El Paso is the counter-party to the Agreement. El Paso's affiliate currently has a partnership interest in Polk and Orange which are parties to the Existing Contracts subject to amendment and restatement by the Agreement. Upon consummation of the transaction that is contemplated by the Agreement, El Paso will cause Polk and Orange to execute the Agreement. The Agreement will not become effective without approval by the Commission as requested in the FPC Petition. Accordingly, because El Paso's substantial interest will be determined in this proceeding, it is entitled to participate as a party.

Disputed Issues of Material Fact

10. El Paso is not aware of any disputed issues of material fact at this time.

WHEREFORE, El Paso respectfully requests that the Commission:

- (a) grant El Paso intervenor status in this proceeding;

(b) approve, without modification or condition, the FPC Petition in its entirety; and,

(c) grant such other relief as the Commission deems appropriate.

Respectfully submitted,



D. Bruce May

Florida Bar No. 354473

HOLLAND & KNIGHT LLP

P.O. Drawer 810

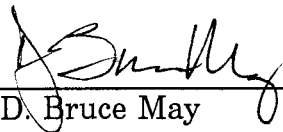
Tallahassee, Florida 32302

(850) 224-7000

Attorneys for El Paso Power
Services Company

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Petition for Leave to Intervene was furnished by hand delivery to Grace Jaye, Esq., Florida Public Service Commission, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, and by Federal Express to James A. McGee, Esq., Florida Power Corporation, Post Office Box 14042, St. Petersburg, Florida 33733-4042 and Gary L. Sasso, Esq., Carlton, Fields, Ward, Emmanuel, Smith and Cutler, Post Office Box 2861, St. Petersburg, Florida 33731, all on this 14th day of June, 1999.


D. Bruce May

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