



Dianne M. Triplett
DEPUTY GENERAL COUNSEL

March 22, 2018

VIA ELECTRONIC FILING

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

Re: *Petition for Issuance of Nuclear Asset-Recovery Financing Order by Duke Energy Florida*; Docket No. 20150171-EI

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 letter.

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

DMT/cmkn
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 22nd day of March, 2018.

/s/ Dianne M. Triplett

Attorney

<p>Theresa L. Tan Rosanne Gervasi Office of the General Counsel Florida Public Service Commission 2540 Shumard Oak Blvd. Tallahassee, FL 32399-0850 ltan@psc.state.fl.us rgervasi@psc.state.fl.us</p> <p>Florida Industrial Power Users Group c/o Moyle Law Firm, P.A. Jon C. Moyle, Jr. Karen A. Putnal 118 North Gadsden Street Tallahassee, FL 32301 jmoyle@moylelaw.com kputnal@moylelaw.com</p> <p>Robert Scheffel Wright John T. LaVia, III Gardner Law Firm 1300 Thomaswood Drive Tallahassee, FL 32308 schef@gbwlegal.com jlavia@gbwlegal.com</p>	<p>C. Rehwinkel / J. Kelly / E. Sayler / P. Christensen Office of Public Counsel c/o The Florida Legislature 111 West Madison Street, Room 812 Tallahassee, FL 32399-1400 rehwinkel.charles@leg.state.fl.us kelly.jr@leg.state.fl.us sayler.erik@leg.state.fl.us christensen.patty@leg.state.fl.us</p> <p>PSC Phosphate – White Springs c/o James W. Brew and Owen J. Kopon Stone Law Firm 1025 Thomas Jefferson Street, NW Eighth Floor, West Tower Washington, DC 20007-5201 jbrew@smxblaw.com ojk@smxblaw.com</p>
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Dianne M. Triplett
DEPUTY GENERAL COUNSEL
Duke Energy Florida, LLC

March 16, 2018

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 "Issuer") 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 3.06(a) of the Indenture and 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 Issuer and the Servicer, and act as counsel to the Issuer and the Servicer under the above-referenced agreements. I am generally familiar with the Issuer's and Servicer's business, properties and corporate proceedings. I have read the covenants of the Issuer and the Servicer contained in the Indenture and Servicing Agreement, respectively, including in particular the covenant contained in Section 3.05 of the Indenture and Section 3.01(c)(ii) of the Servicing Agreement and the covenants relating to the recording, filing, re-recording and refiling 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 Issuer's and the Servicer's respective Articles of Organization and Limited Liability Company Operating Agreement; the

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The Bank of New York Mellon Trust Company, N.A.
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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 Issuer, such statements or opinions are based upon representations by officers of the Servicer and Issuer. 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 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 and the perfected security interest created by the Indenture and the Series Supplements.

This opinion may be relied upon by you and your counsel in connection with the Indenture and the Servicing Agreement 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,



Dianne Triplett
Deputy General Counsel