



Dianne M. Triplett  
DEPUTY GENERAL COUNSEL

March 28, 2019

**VIA ELECTRONIC FILING**

Mr. Adam J. Teitzman, 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 Mr. Teitzman:

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 28<sup>th</sup> day of March, 2019.

/s/ Dianne M. Triplett

Attorney

<p>Theresa L. Tan Office of the General Counsel Florida Public Service Commission 2540 Shumard Oak Blvd. Tallahassee, FL 32399-0850 <a href="mailto:ltan@psc.state.fl.us">ltan@psc.state.fl.us</a></p> <p>Jon C. Moyle, Jr. / Karen A. Putnal 118 North Gadsden Street Tallahassee, FL 32301 <a href="mailto:jmoyle@moylelaw.com">jmoyle@moylelaw.com</a> <a href="mailto:kputnal@moylelaw.com">kputnal@moylelaw.com</a></p> <p>Robert Scheffel Wright / John T. LaVia, III Gardner Law Firm 1300 Thomaswood Drive Tallahassee, FL 32308 <a href="mailto:schef@gbwlegal.com">schef@gbwlegal.com</a> <a href="mailto:jlavia@gbwlegal.com">jlavia@gbwlegal.com</a></p>	<p>C. Rehwinkel / J. Kelly Office of Public Counsel c/o The Florida Legislature 111 West Madison Street, Room 812 Tallahassee, FL 32399-1400 <a href="mailto:rehwinkel.charles@leg.state.fl.us">rehwinkel.charles@leg.state.fl.us</a> <a href="mailto:kelly.jr@leg.state.fl.us">kelly.jr@leg.state.fl.us</a></p> <p>James W. Brew Stone Law Firm 1025 Thomas Jefferson Street, NW Eighth Floor, West Tower Washington, DC 20007-5201 <a href="mailto:jbrew@smxblaw.com">jbrew@smxblaw.com</a></p>
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Dianne M. Triplett  
Deputy General Counsel  
Duke Energy Florida, LLC

March 28, 2019

Mr. Nathan Turner  
Vice President  
The Bank of New York Mellon Trust Company, N.A.  
Global Corporate Trust  
10161 Centurion Parkway  
Jacksonville, Florida 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 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 Issuer's and the Servicer's respective Articles of Organization and Limited Liability Company Operating Agreement; the Indenture; the Servicing

Mr. Nathan Turner  
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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