

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application for ) DOCKET NO. 940912-EI  
authority to issue and sell ) ORDER NO. PSC-94-1259-FOF-EI  
securities pursuant to Section ) ISSUED: October 11, 1994  
366.04, F.S., and Chapter 25-8, )  
F.A.C., by FLORIDA POWER AND )  
LIGHT COMPANY. )  
\_\_\_\_\_ )

The following Commissioners participated in the disposition of this matter:

J. TERRY DEASON, Chairman  
SUSAN F. CLARK  
JOE GARCIA  
JULIA L. JOHNSON  
DIANE K. KIESLING

ORDER AUTHORIZING FLORIDA POWER & LIGHT COMPANY  
TO ISSUE AND SELL LONG-TERM DEBT, EQUITY SECURITIES DEBT  
AND SECURITIES, AND TO ENTER INTO FORWARD REFUNDING  
OR FORWARD SWAP CONTRACTS

BY THE COMMISSION:

On August 26, 1994, Florida Power & Light Company (FPL) filed a petition with this Commission seeking authorization to issue and sell and/or exchange any combination of long-term debt and equity securities, and/or to assume liabilities or obligations as guarantor, endorser or surety during calendar year 1995 in an aggregate amount not to exceed \$1.5 billion and authority to issue and sell short-term securities during calendar years 1995 and 1996 in an amount such that the aggregate principal amount of short-term securities outstanding at the time of sale does not exceed 25% of FPL's gross revenues for the preceding twelve months. FPL also seeks authority to enter into forward refunding or forward swap contracts during calendar year 1995, and in conjunction with those forward refunding contracts, seeks authority to issue and sell up to \$197 million of securities through December 31, 2000.

FPL advises that the long-term debt securities may take the form of first mortgage bonds, medium-term notes, debentures, convertibles or exchangeable debentures, notes, convertible or exchangeable notes or other straight debt or hybrid debt securities, with maturities ranging from one to one-hundred years.

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FPSC-RECORDS/REPORTING

FPL states it may also enter into derivative instruments. FPL may also enter into installment purchase and security agreements, loan agreements, or other arrangements with political subdivisions of the State of Florida or pledge debt securities or issue guarantees in connection with such political subdivisions' issuance, for the ultimate benefit of FPL, of pollution control revenue bonds, solid waste disposal revenue bonds, industrial development revenue bonds, variable rate demand notes or other "private activity bonds" with maturities ranging from one to forty years, bond anticipation notes or commercial paper. Such obligations may or may not bear interest exempt from federal tax. In addition, in order to facilitate the obtaining of funds or to obtain a more favorable cost of money with respect to those funds, FPL indicates it may from time to time enter into nuclear fuel leases or issue instruments of guaranty or collateralization of debt obligations or other securities to be issued 1) by one or more of its subsidiaries or affiliates for the benefit of FPL's utility operations; 2) by non-affiliates (including employees) in connection with FPL's utility operations; and/or 3) in connection with other financings by FPL or on its behalf. To the extent that FPL issues instruments for the guaranty or collateralization of debt obligations or other securities by one of more of its subsidiaries or affiliates, FPL indicates it acknowledges the burden of clearly demonstrating a benefit and the appropriateness to its utility operations.

According to FPL the equity securities may include common stock, preferred stock, preference stock, convertible preferred or preference stock, or warrants, options or rights to acquire such securities, or other equity securities, with such par values, terms and conditions and relative rights and preferences as deemed appropriate by FPL and as are permitted by its Restated Articles of Incorporation, as they may be amended and restated from time to time.

FPL also indicates it may enter into preferred securities financings, whereby FPL would establish and make an equity investment in a special purpose limited partnership or other entity. FPL, or a wholly-owned subsidiary of FPL, would act as the general partner or managing member of the entity. The entity would offer preferred securities to the public and lend the proceeds to FPL. FPL would issue debt securities to the entity equal to the aggregate of its equity investment and the amount of preferred securities borrowed. FPL may also guarantee, among other things, the distributions to be paid by the affiliated entity to the preferred securities holders.

FPL further states the exchange of its securities may be by way of an exchange of one security of FPL for another security of FPL or of one of its subsidiaries or affiliates or the exchange of a security of FPL or of one of its subsidiaries or affiliates for the securities of another entity. The manner of issuance and sale and/or exchange of securities will be dependent upon the type of security being offered, the type of transaction in which the securities are being issued and sold and/or exchanged and market conditions at the time of the issuance and sale and/or exchange. The interest rate FPL could pay on debt securities will vary depending on the type of debt instruments and the terms thereof, including specifically the length of maturity as well as market conditions.

FPL states that the short-term securities will have maturities of not more than twelve months and may be secured or unsecured. The short-term securities will be issued and sold as required at any time by FPL for its business and operations, in an amount or amounts such that the aggregate principal amount of short-term securities outstanding at the time of the sale shall not exceed 25% of FPL's gross revenues during the preceding twelve months of operation. The Securities and Exchange Commission has heretofore indicated through a no action letter that FPL may issue and sell commercial paper without compliance with the registration requirements of the Securities Act of 1933, as amended, subject to certain conditions including that FPL may have commercial paper borrowings outstanding up to an amount not to exceed 25% of FPL's gross revenues during the preceding twelve months of operation.

FPL further alleges the net proceeds to be received from the issuance and sale and/or exchange of the additional long-term debt and equity securities (with the exception of the proceeds of the issuance and sale of any pollution control revenue bonds, solid waste disposal revenue bonds, industrial development revenue bonds, variable rate demand notes or other "private activity bonds" or similar securities which will be used for specific purposes) will be added to FPL's general funds and will be used as follows: (i) to provide additional electric facilities; (ii) to reacquire, by redemption, purchase, exchange or otherwise, any of its outstanding debt securities or equity securities; (iii) to repay all or a portion of any maturing long-term obligations; (iv) to satisfy FPL's obligations under its nuclear fuel leases; (v) to repay all or a portion of short-term bank borrowings and commercial paper outstanding at the time of such transactions; and/or (vi) for other corporate purposes. Excess proceeds, if any, will be temporarily invested in short-term instruments pending their application to the foregoing purposes.

Also, FPL indicates the short-term securities are to provide funds to temporarily finance portions of FPL's construction program and capital commitments and for other corporate purposes. During the 1995-96 period, FPL may need short-term financing for significant parts of its construction program, for seasonal fuel requirements, for contingency financing such as fuel adjustment underrecoveries or storm restoration costs, and for the temporary funding of maturing or called long-term debt securities and preferred stock sinking fund requirements.

According to FPL's application, the forward refunding and forward swap contracts would be for the purpose of refunding up to \$197 million of pollution control revenue bonds which were issued on FPL's behalf and which become callable between April 1995 and July 2000. These pollution control revenue bonds were collateralized by FPL Mortgage Bonds which include the following: 10% due April 2020 (\$49,995,000); 10% due April 2020 (\$8,635,000), 9-5/8% due June 2019 (\$28,500,000); 9-5/8% due September 2019 (\$23,440,000); 7.3% due July 2020 (\$76,300,000) and 7-1/2% due July 2020 (\$9,835,000).

Based on the foregoing, it is

ORDERED that Florida Power & Light Company's request for authority to issue and sell and/or exchange any combination of long-term debt and equity securities and/or assume liabilities or obligations as guarantor, endorser or surety in an aggregate amount not to exceed \$1.5 billion during calendar year 1995 is granted. It is further

ORDERED that Florida Power & Light Company's request for authority to issue and sell short-term securities during the calendar years 1995 and 1996, in an amount or amounts such that the aggregate principal amount of short-term securities outstanding at the time of sale does not exceed 25 percent of FPL's gross revenues for the preceding 12 months of operation is granted. It is further

ORDERED that Florida Power & Light Company's request for authority to enter into forward refunding contracts during calendar year 1995, to issue and sell up to \$197 million of securities through December 31, 2000 which FPL shall commit to deliver under the forward refunding or forward swap contracts is granted. It is further

ORDERED that Florida Power & Light Company file with the Commission a consummation report in compliance with Rule 25-8.009, Florida Administrative Code, within 90 days after the issuance of any long-term securities pursuant to the authorization conferred by

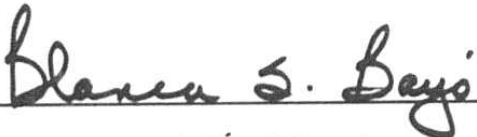
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this Order, provided that with respect to continuous offerings transactions which involve the issuance and sale of long-term securities from time to time, Florida Power & Light Company file with the Commission a consummation report containing the information required by Rule 25-8.009, Florida Administrative Code, not later than 90 days after the earlier of the (i) close of the calendar year of (ii) closing of the final sale which terminates the continuous offering transaction. It is further

ORDERED that Florida Power & Light Company file with the Commission on or before the 25th day of the first month of each calendar quarter hereafter a statement showing the total amount of short-term securities outstanding and the estimated cumulative lease termination payment under its nuclear fuel leases, both at the end of the previous calendar quarter. It is further

ORDERED that the foregoing authorization is without prejudice to the authority of this Commission with respect to rates, service, accounts, valuations, estimates or determinations or costs, or any other matter whatsoever now pending or which may come before this Commission as provided in Section 366.04, Florida Statutes.

By ORDER of the Florida Public Service Commission, this 11th day of October, 1994.

  
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BLANCA S. BAYÓ, Director  
Division of Records and Reporting

( S E A L )

MRC

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of Records and Reporting within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water or sewer utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Civil Procedure. The notice of appeal must be in the form specified in Rule 9.900 (a), Florida Rules of Appellate Procedure.