

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of Tampa Electric Company for authority to issue and sell up to \$400 million in long-term debt and preferred equity securities and have outstanding a maximum of \$400 million in short-term unsecured promissory notes during the twelve months ending 11/30/98.

DOCKET NO. 971060-EI
ORDER NO. PSC-97-1278-FOF-EI
ISSUED: October 16, 1997

The following Commissioners participated in the disposition of this matter:

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

ORDER GRANTING TAMPA ELECTRIC COMPANY'S APPLICATION TO ISSUE AND SELL SECURITIES

On August 18, 1997, Tampa Electric Company (TECO) filed an application seeking Commission approval to issue and sell up to \$400 million in new equity and new long-term debt and to have an outstanding maximum of \$400 million in short term unsecured promissory notes during the 12 months ending November 30, 1998. On September 19, 1997, notice was published in the Florida Administrative Weekly advising that the Commission, at its regularly scheduled Agenda Conference on October 7, 1997, would take final agency action regarding TECO's application to issue and sell securities.

TECO maintains that this authorization provides assurance of adequate flexibility in its financial planning. The net proceeds to be received from any sale of additional securities will be added to the company's general funds and will be used for working capital requirements and for other general business purposes, including the financing of the company's construction program or the acquisition of additional properties or businesses. The net proceeds received

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from any sale of these securities may also be used to repay short-term unsecured promissory notes or for the purchase or repayment of securities of the company.

The equity securities may take the form of preferred stock, preference stock, common stock, or options or rights with respect to the foregoing with such par values, terms and conditions, and conversion and relative rights and preferences as may be permitted by the company's Restated Articles of Incorporation as they may be amended to permit the issuance of any such securities.

The long-term debt securities may take the form of first mortgage bonds, debentures, notes, convertible securities, installment contracts, and other obligations underlying pollution control or sewage and solid waste disposal revenue bonds, or options, rights, interest rate swaps or other derivative instruments with respect to the foregoing with maturities ranging from one to fifty years and may be issued in both domestic and international markets.

The issuance and sale of equity securities and long-term debt may be through negotiated underwritten public offering, public offering at competitive bidding, direct public or private sale, sale through agents, or distributions to security holders of the company or affiliated companies. The proceeds will be used exclusively for the regulated operations of TECO.

The short-term unsecured promissory notes may be sold through the commercial paper market. Notes sold in the commercial paper market may bear an interest rate as determined by the market price at the date of issuance, including discount and broker-dealer commissions. The short-term unsecured promissory notes sold through the commercial paper market will mature not more than nine months from the date of issuance. The issuance of short-term notes may include the issuance of short-term tax-exempt notes.

Having reviewed TECO's application, we find that the issuance and sale of the above-discussed securities, within the limits described, will not impair TECO's ability to perform its services as a public utility, are for lawful purposes within TECO's corporate powers. Therefore, TECO's application is granted subject to the conditions stated herein.

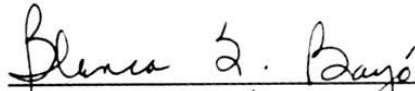
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It is therefore,

ORDERED by the Florida Public Service Commission that Tampa Electric Company's application for approval to issue and sell up to and including \$400 million in long-term debt and preferred equity securities and have outstanding a maximum of \$400 million in short-term unsecured promissory notes during the 12 months ending November 30, 1998, is approved. It is further

ORDERED that Tampa Electric Company file a consummation report in compliance with Rule 25-8.009, Florida Administrative Code, within 90 days after the end of any fiscal year in which it issues securities.

By ORDER of the Florida Public Service Commission this 16th day of October, 1997.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, 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 and/or wastewater 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 Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.