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June 12, 2000

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VIA HAND DELIVERY

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

Re: Petition for determination of need for an electrical power plant in St. Lucie County by Duke Energy St. Lucie, L.L.C., Docket No. 000612-EU

Dear Ms. Bayo:

Enclosed for filing in the above-referenced docket is the original and 15 copies of a Tolling Agreement between Duke Energy St. Lucie, L.L.C., Florida Power Corporation and Florida Power & Light Company.

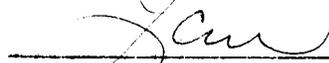
For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter. Thank you for your consideration.

Sincerely,

HOLLAND & KNIGHT LLP


D. Bruce May

APP	_____
CAF	_____
CMP	_____
COM	5 _____
CTR	_____
ECR	_____
LEG	1 _____
OPC	_____ DBM/kdw
PAI	_____ Enclosure
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DOCUMENT NUMBER-DATE
07184 JUN 12 8
FPSC-RECORDS/REPORTING

Blanca S. Bayo
June 12, 2000
Page 2 of 2

cc: The Honorable E. Leon Jacobs, Prehearing Officer
Gary L. Sasso
Matthew M. Childs

TAL1 #218950 v1

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Petition for determination of need)	Docket No. 000612-EU
for an electrical power plant in St. Lucie)	
County by Duke Energy St. Lucie, L.L.C.)	Filed: June 12, 2000
_____ /	

TOLLING AGREEMENT

This Tolling Agreement is entered into this 12th day of June, 2000 by and between Duke Energy St. Lucie, L.L.C. ("DESL"), Florida Power Corporation ("FPC") and Florida Power & Light Company ("FPL").

WHEREAS, on April 20, 2000, the Florida Supreme Court issued its opinion in the case styled Tampa Electric Co. v. Garcia, Case Nos. SC-95444, SC95445, SC-95446 (the "Florida Supreme Court Opinion"); and

WHEREAS, the Florida Supreme Court Opinion will not become final until all pending motions for rehearing and/or clarification are ruled upon; and

WHEREAS, DESL filed a Petition for Determination of Need with the Florida Public Service Commission (the "Commission") on May 22, 2000 for the construction of a 608 MW (nominal) natural gas-fired, combined cycle facility to be located in St. Lucie County, Florida; and

WHEREAS, the Florida Supreme Court Opinion, depending on the form in which it becomes final, could affect the issues in this proceeding; and

WHEREAS, FPC and FPL have expressed an interest in intervening in this docket and filing responsive pleadings to DESL's Petition for Determination of Need.

NOW THEREFORE, in consideration of the mutual promises and agreements set forth herein, the parties hereby agree as follows:

1. The time for filing any responsive pleadings to DESL's Petition for Need Determination is tolled pending the Florida Supreme Court's ruling on the motions for rehearing and/or clarification in Case Nos. SC-95444, SC95445, SC-95446 .

2. All responsive pleadings to DESL's Petition for Need Determination, including any motions to dismiss, must be filed no later than 30 days after the Florida Supreme Court rules on the motions for rehearing and/or clarification.

DOCUMENT NUMBER-DATE

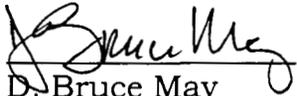
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FPSC-RECORDS/REPORTING

3. DESL will not oppose any responsive pleadings filed in accordance with this Tolling Agreement on the basis that they were not timely filed. However, DESL reserves the right to oppose any responsive pleadings, including any motions to dismiss, filed in this docket on any other grounds.

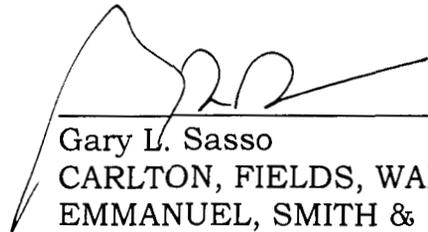
4. The parties to this Tolling Agreement agree that the terms of this Tolling Agreement shall be made available to any other persons or entities that express an interest in intervening in this docket and filing responsive pleadings to DESL's Petition for Determination of Need

5. The undersigned represent that they have been authorized by their respective clients to enter into this Tolling Agreement.



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