

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC APPLICATION OF KENTUCKY	)	
POWER COMPANY FOR (1) A GENERAL	)	
ADJUSTMENT OF ITS RATES FOR ELECTRIC	)	
SERVICE; (2) APPROVAL OF TARIFFS AND	)	
RIDERS; (3) APPROVAL OF ACCOUNTING	)	CASE NO.
PRACTICES TO ESTABLISH REGULATORY	)	2023-00159
ASSETS AND LIABILITIES; (4) A	)	
SECURITIZATION FINANCING ORDER; AND (5)	)	
ALL OTHER REQUIRED APPROVALS AND	)	
RELIEF	)	

ORDER

On July 10, 2023, Kentucky Power Company (Kentucky Power) filed an application for a securitization financing order pursuant to KRS 278.672.<sup>1</sup> Pursuant to KRS 278.674(3)(a), the costs associated with retaining counsel or financial advisors shall be paid by the applicant and be included as financial costs in the securitization surcharge.<sup>2</sup> On August 2, 2023, the Commission entered an Order dictating the process by which Kentucky Power will remit payment for the costs associated with the Commission's advisers in this case.<sup>3</sup>

The Commission finds that Orrick, Herrington, & Sutcliffe, LLP (Orrick) submitted an invoice for consulting services for January 1, 2024, through January 31, 2024. The

---

<sup>1</sup> Kentucky Power tendered its application on June 29, 2023, and the application was rejected for filing deficiencies. On July 10, 2023, Kentucky Power tendered documents to cure the deficiency. The documents cured the deficiency and the application was deemed filed on July 10, 2023.

<sup>2</sup> KRS 278.674(3)(a).

<sup>3</sup> Order (Ky. PSC Aug. 2, 2023).

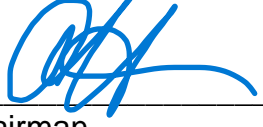
invoice is attached as an Appendix to this Order. Kentucky Power should remit payment for the amount of the invoice within 30 days of the date of service of this Order by cashier's check or money payable to the Kentucky State Treasurer and mailed or delivered to the Office of the General Counsel, Kentucky Public Service Commission, 211 Sower Boulevard, Post Office Box 615, Frankfort, Kentucky, 40602.


IT IS THEREFORE ORDERED that:

1. Kentucky Power shall remit payment to the Commission for Orrick's services rendered as a consultant to the Commission.
2. Kentucky Power shall remit payment within 30 days of the date of service of this Order.
3. The payment shall be a cashier's check or money order made payable to the Kentucky State Treasurer that is delivered or postmarked as mailed to the Office of General Counsel, Public Service Commission, P.O. Box 615, Frankfort, Kentucky 40602-0615, before the deadline.

PUBLIC SERVICE COMMISSION

  
Chairman

  
Vice Chairman

  
Commissioner



ATTEST:

  
Executive Director

APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE  
COMMISSION IN CASE NO. 2023-00159 DATED FEB 29 2024

SEVEN PAGES TO FOLLOW

**PERSONAL SERVICE CONTRACT INVOICE FORM**  
**GOVERNMENT CONTRACT REVIEW COMMITTEE**  
**LEGISLATIVE RESEARCH COMMISSION**

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

**The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.**

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

**NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.**

**Contract Number:** 240000091      **Date of Invoice:** February 16, 2024

Commonwealth of Kentucky  
**Contracting Body**

KY Public Service Commission  
**Division, Branch, etc.**

**1. Name & Address of Contractor:**

Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, CA 95105

**2. Contractor's Tax I.D. Number:** 94-2952627

**3. Effective Period of Contract:**

**Starting Date:** August 14, 2023  
**Ending Date:** June 30, 2024

**4. Combined Total Amount Charged in this**

**Invoice for Services and Reimbursable**  
**Disbursements:** \$78,978.00

**5. Dates of Service Covered under this invoice:**

**Starting Date:** January 1, 2024  
**Ending Date:** January 31, 2024

**6. Is this the FINAL invoice for services performed under this contract:**

\_\_\_\_\_ Yes  No

7. Date of most recent invoice submitted prior to this invoice: January 16, 2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract:

Monthly.

9. Provide a description of the matter covered by this invoice:

Legal Services.

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on the January Invoice No. 2163747

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Andrew Bethune \$910/hr = \$5,278.00  
Dean E. Criddle \$1,200/hr = \$72,600.00  
Jerry V. Kyle, Jr. \$1,100/hr = \$1,100.00

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application  
Recipients: Andrew Bethune, Dean E. Criddle, and Jerry V. Kyle, Jr.

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

No Disbursements.

**SIGNATURES:**

Contractor:  \_\_\_\_\_

Date: 02/16/2024

Title: Jerry V. Kyle, Jr., Partner

**Contracting Body**

Approved by:  \_\_\_\_\_

Date: 2/29/24

Title: Executive Director



Kentucky Public Service Commission  
 211 Sower Blvd  
 Frankfort, KY 40601  
 Attn: Vickie Cravens

February 16, 2024  
 Client No. 54107  
 Invoice No. 2163747

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through February 2, 2024 in connection with the matters described on the attached pages:	\$ 78,978.00
DISBURSEMENTS as per attached pages:	0.00
<b>TOTAL CURRENT FEES &amp; DISBURSEMENTS (Pay this Amount):</b>	<b>\$ <u>78,978.00</u></b>

Matter(s): 54107/3 – Kentucky Power Company Application

**DUE UPON RECEIPT**

In order to ensure proper credit to your account,  
 please reference your **INVOICE** and **CLIENT** numbers on your remittance.  
 For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

**REMITTANCE COPY - PLEASE RETURN WITH PAYMENT**

**REMITTANCE ADDRESS:**

*Orrick, Herrington & Sutcliffe LLP  
 2121 Main Street  
 Wheeling, WV 26003  
 Reference: 54107/ Invoice: 2163747*

**ELECTRONIC FUNDS TRANSFERS:**

**ACH & Wire Transfers:**  
**ABA Number 121000248**  
**SWIFT CODE: WFBIUS6S**  
**Account Number: 4123701088**  
 Wells Fargo  
 420 Montgomery Street  
 San Francisco, CA 94104  
 Account of  
 Orrick, Herrington & Sutcliffe LLP  
 Reference: 54107/ Invoice: 2163747  
 E.I.N. 94-2952627

**OVERNIGHT DELIVERY:**

*Orrick, Herrington & Sutcliffe LLP  
 2121 Main Street  
 Wheeling, WV 26003  
 (304) 231-2703  
 Reference: 54107/ Invoice:  
 2163747*

**To pay online visit [www.e-billexpress.com/ebpp/Orrick/](http://www.e-billexpress.com/ebpp/Orrick/)**



Kentucky Public Service Commission  
211 Sower Blvd  
Frankfort, KY 40601  
Attn: Vickie Cravens

February 16, 2024  
Client No. 54107  
Invoice No. 2163747

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through February 2, 2024 in Connection With:

**Matter: 3 - Kentucky Power Company Application**

01/01/24	D. Criddle	Preparing comments on further revised draft IAL and Appendices (1.4); preparing revised draft Appendix E (Saber Partners certificate) (1.2); email exchanges with J. Fichera re same (1.6); preparing revised drafts of Appendix D (underwriters certificate) (0.9); email exchange with J. Fichera re same (0.3).	5.40
01/02/24	D. Criddle	Finalizing edits and comments on Appendices D, E and F to draft Financing Order (2.7); email exchanges with J. Fichera re same (1.0); preparing transmittal email re same to B. Bellamy and Commission Staff (0.5).	4.20
01/03/24	D. Criddle	Email exchanges with M. Tussey/J. Fichera re Commission Staff meeting with Commissioner Chandler (0.3).	0.30
01/04/24	D. Criddle	Reviewing and preparing updated comments on draft Indenture, including Appendix A (0.8); email to A. Bethune re same (0.2).21	1.00
01/05/24	D. Criddle	Email exchanges with J. Fichera (0.2).	0.20
01/07/24	D. Criddle	Reviewing and preparing initial comments on Chairman Chandler's and B. Bellamy's mark-up on draft Financing Order (3.6); email exchanges with J. Fichera re same (0.9); preparing transmittal email to Chair Chandler, B. Bellamy, et al. re same (0.3).	4.80
01/08/24	A. Bethune	Attend Teams meeting with KPSC Chair, KPSC Staff, Saber and Orrick Teams regarding comments to draft Financing Order.	2.50





01/08/24	D. Criddle	Reviewing B. Bellamy's mark-up of draft Financing Order in preparation for Teams call (0.4); telephone conference with J. Fichera re same (0.6); attending Teams call with Commission Staff, Chair Chandler, Saber Partners Team and Orrick Team re B. Bellamy's mark-up of draft Financing Order (2.5); reviewing and preparing comments on revised draft Appendix A/Issuance Advice Letter including P. Sutherland's proposed assumptions for calculating NPV savings (1.6); email exchanges re same (0.4); reviewing and preparing comments on B. Bellamy's second revised version of draft Financing Order (4.8); preparing for transmittal email re same to Chair Chandler, B. Bellamy, J. Fichera and P. Sutherland (0.7).	11.00
01/09/24	A. Bethune	Attend Teams meeting with KPSC Chair, KPSC Staff, Saber and Orrick Teams regarding comments to draft Financing Order.	1.90
01/09/24	J. Kyle Jr.	Prepare for and attend meeting to discuss financing order comments.	1.00
01/09/24	D. Criddle	Reviewing comments from P. Sutherland, J. Fichera, B. Bellamy and Chair Chandler on revised draft Financing Order (1.7); email exchanges re same (0.7); preparing for Teams meeting (0.6); Teams meeting with Commissioner, Commission Staff, Saber Partners (2.0); email exchanges re same with B. Bellamy, Chair Chandler, J. Fichera re same (1.2); reviewing and preparing last-look "clean up" comments on Sharepoint version of Financing Order (2.1); email re same to B. Bellamy, et al. (0.2).	8.50
01/10/24	D. Criddle	Reviewing emails among Commissioners and B. Bellamy re final edits to draft Financing Order (1.3); email exchanges re same with Chair Chandler and B. Bellamy (0.4); email exchanges with J. Fichera re same (0.6); telephone conference with J. Fichera re same and re "sf" rating modifiers and capitalized interest (0.5); reviewing electronic files and email exchanges with J. Fichera re same (0.7).	3.50
01/11/24	D. Criddle	Reviewing final adopted version of Financing Order (0.7); email exchange with B. Bellamy re same (0.2); email exchanges with A. Bethune re Orrick mark-up of Basic Transaction Documents (1.1); email exchanges with J. Fichera re prospectus disclosure re "credit enhancement"/"credit risk" (0.3).	2.30
01/12/24	A. Bethune	Begin reviewing and revising Orrick mark-ups of draft Servicing Agreement and other draft transaction documents against final as-issued Financing Order.	1.40



01/12/24	D. Criddle	Email exchanges re capital subaccount described as "credit enhancement" in other recent transactions (0.8); email exchanges with J. Fichera re same (0.4).	1.20
01/13/24	D. Criddle	Email to Orrick Team re rehearing/appeal deadlines and transmitting cumulative Redline of final Financing Order (0.6).	0.60
01/16/24	D. Criddle	Reviewing and preparing comments on form of Underwriters' Counsel RFP proposed by Saber Partners (1.4); email exchanges with M. Tussey re timing for further review and providing comments (0.4); email exchanges with J. Fichera and Orrick Team re same (0.7).	2.50
01/17/24	D. Criddle	Reviewing email exchanges among M. Tussey, B. Bellamy and J. Fichera re timing and appointment of Designated Commissioner (0.3).	0.30
01/19/24	D. Criddle	Reviewing Commission's 1/19 Rate Order (0.3).	0.30
01/22/24	D. Criddle	Reviewing Kentucky Power's Motion to Suspend Financing Order Deadline (0.5); research re statutory deadline for filing petition for rehearing (0.6); email exchanges re same and re rehearing deadline with M. Tussey, J. Fichera, et al. (0.3); email to B. Bellamy and M. Tussey re status of Orrick mark-up of proposed forms of Basic Transaction Document (0.7); reviewing files for examples of Time & Responsibilities Schedule for prior securitized bond transactions (1.1); email exchanges with J. Fichera, B. Bellamy and M. Tussey re same (0.4).	3.60
01/25/24	D. Criddle	Zoom conference call with B. Bellamy, M. Tussey, J. Fichera, et al. re Time & Responsibility Schedule and other next steps (0.8).	0.80
01/30/24	D. Criddle	Reviewing and preparing initial comments on Kentucky Power's Motion for Rehearing of Financing Order (3.2); telephone conference with J. Fichera re same (0.4); preparing email re same to Chairman Chandler, B. Bellamy and M. Tussey re same (3.5).	7.10
01/31/24	D. Criddle	Email exchange with M. Tussey re initial Orrick comments on Kentucky Power's Motion for Rehearing (0.2); email exchange with Orrick Team re same (0.5); reviewing Saber Partners' expanded comments on Kentucky Power's Motion for Rehearing (1.3); telephone conference with J. Fichera re same (0.9).	2.90

Total Hours	67.30	
Total For Services		\$78,978.00



Kentucky Public Service Commission - 54107  
page 4

February 16, 2024  
Invoice No. 2163747

<b><u>Timekeeper Summary</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Andrew Bethune	5.80	910.00	5,278.00
Dean E. Criddle	60.50	1,200.00	72,600.00
Jerry V. Kyle Jr.	1.00	1,100.00	1,100.00
Total All Timekeepers	67.30		\$78,978.00

**Total For This Matter**

**\$78,978.00**

\*Angela M Goad  
Assistant Attorney General  
Office of the Attorney General Office of Rate  
700 Capitol Avenue  
Suite 20  
Frankfort, KENTUCKY 40601-8204

\*Hector Garcia Santana  
American Electric Power Service Corporation  
1 Riverside Plaza, 29th Floor  
Post Office Box 16631  
Columbus, OHIO 43216

\*Kenneth J Gish, Jr.  
Stites & Harbison  
250 West Main Street, Suite 2300  
Lexington, KENTUCKY 40507

\*Ashley Wilmes  
Kentucky Resources Council, Inc.  
Post Office Box 1070  
Frankfort, KENTUCKY 40602

\*Hema Lochan  
Earthjustice  
48 Wall Street, 15th Floor  
New York, NEW YORK 10005

\*Katie M Glass  
Stites & Harbison  
421 West Main Street  
P. O. Box 634  
Frankfort, KENTUCKY 40602-0634

\*Byron Gary  
Kentucky Resources Council, Inc.  
Post Office Box 1070  
Frankfort, KENTUCKY 40602

\*Joseph Fichera  
Senior Managing Director & CEO  
Saber Partners, LLC  
260 Madison Avenue 8th Floor  
New York, NEW YORK 10016

\*Honorable Kimberly S McCann  
Attorney at Law  
VanAntwerp Attorneys, LLP  
1544 Winchester Avenue, 5th Floor  
P. O. Box 1111  
Ashland, KENTUCKY 41105-1111

\*Carrie H Grundmann  
Spilman Thomas & Battle, PLLC  
110 Oakwood Drive, Suite 500  
Winston-Salem, NORTH CAROLINA 27103

\*Jody M Kyler Cohn  
Boehm, Kurtz & Lowry  
36 East Seventh Street  
Suite 1510  
Cincinnati, OHIO 45202

\*Lawrence W Cook  
Assistant Attorney General  
Office of the Attorney General Office of Rate  
700 Capitol Avenue  
Suite 20  
Frankfort, KENTUCKY 40601-8204

\*Christen M Blend  
American Electric Power Service Corporation  
1 Riverside Plaza, 29th Floor  
Post Office Box 16631  
Columbus, OHIO 43216

\*John Horne  
Office of the Attorney General Office of Rate  
700 Capitol Avenue  
Suite 20  
Frankfort, KENTUCKY 40601-8204

\*Michael West  
Office of the Attorney General Office of Rate  
700 Capitol Avenue  
Suite 20  
Frankfort, KENTUCKY 40601-8204

\*Cassandra McCrae  
Earthjustice  
1617 JFK Boulevard, Suite 1675  
Philadelphia, PENNSYLVANIA 19103

\*Kentucky Power Company  
1645 Winchester Avenue  
Ashland, KY 41101

\*Honorable Michael L Kurtz  
Attorney at Law  
Boehm, Kurtz & Lowry  
36 East Seventh Street  
Suite 1510  
Cincinnati, OHIO 45202

\*Thomas J FitzGerald  
Counsel & Director  
Kentucky Resources Council, Inc.  
Post Office Box 1070  
Frankfort, KENTUCKY 40602

\*Kentucky Power Company  
Kentucky Power Company  
1645 Winchester Avenue  
Ashland, KY 41101

\*Megan W Mullins  
Spilman Thomas & Battle, PLLC  
300 Kanawha Blvd, East  
Charleston, WEST VIRGINIA 25301

\*Steven W Lee  
Spilman Thomas & Battle, PLLC  
1100 Brent Creek Blvd., Suite 101  
Mechanicsburg, PENNSYLVANIA 17050

\*Thomas Cmar  
Earthjustice  
6608 Wooster Pike  
Cincinnati, OHIO 45227

\*Tanner Wolfram  
American Electric Power Service Corporation  
1 Riverside Plaza, 29th Floor  
Post Office Box 16631  
Columbus, OHIO 43216

\*W. Mitchell Hall, Jr.  
VanAntwerp Attorneys, LLP  
1544 Winchester Avenue, 5th Floor  
P. O. Box 1111  
Ashland, KENTUCKY 41105-1111