

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF EAST KENTUCKY	)	
POWER COOPERATIVE, INC. FOR APPROVAL	)	
OF THE ACQUISITION OF EXISTING	)	
COMBUSTION TURBINE FACILITIES FROM	)	CASE NO.
BLUEGRASS GENERATION COMPANY, LLC AT	)	2015-00267
THE BLUEGRASS GENERATION STATION IN	)	
LAGRANGE, OLDHAM COUNTY, KENTUCKY,	)	
AND FOR APPROVAL OF THE ASSUMPTION	)	
OF CERTAIN EVIDENCES OF INDEBTEDNESS	)	

COMMISSION STAFF'S FIRST REQUEST FOR INFORMATION TO  
EAST KENTUCKY POWER COOPERATIVE, INC.

East Kentucky Power Cooperative, Inc. ("EKPC"), pursuant to 807 KAR 5:001, is to file with the Commission the original and ten copies of the following information, with a copy to all parties of record. The information requested herein is due on or before August 28, 2015. Responses to requests for information shall be appropriately bound, tabbed and indexed. Each response shall include the name of the witness responsible for responding to the questions related to the information provided.

Each response shall be answered under oath or, for representatives of a public or private corporation or a partnership or association or a governmental agency, be accompanied by a signed certification of the preparer or the person supervising the preparation of the response on behalf of the entity that the response is true and accurate to the best of that person's knowledge, information, and belief formed after a reasonable inquiry.

EKPC shall make timely amendment to any prior response if it obtains information which indicates that the response was incorrect when made or, though correct when made, is now incorrect in any material respect. For any request to which EKPC fails or refuses to furnish all or part of the requested information, they shall provide a written explanation of the specific grounds for their failure to completely and precisely respond.

Careful attention shall be given to copied material to ensure that it is legible. When the requested information has been previously provided in this proceeding in the requested format, reference may be made to the specific location of that information in responding to this request. When applicable, the requested information shall be separately provided for total company operations and jurisdictional operations. When filing a document containing personal information, EKPC shall, in accordance with 807 KAR 5:001, Section 4(10), encrypt or redact the document so that personal information cannot be read.

1. Refer to the Application, pages 4–5, numbered paragraph 9, regarding EKPC's Strategic Plan.

- a. State when the 2015 Strategic Plan retreat will be held.
- b. Provide a copy of the most current Strategic Plan.

2. Refer to the Application, page 10, numbered paragraph 23, regarding the independent evaluation conducted by Burns & McDonnell Engineering Company, Inc. ("Burns & McDonnell"). Provide a copy of the Due Diligence Evaluation Report that was prepared by Burns & McDonnell.

3. Refer to the Application, pages 11–12, numbered paragraph 26.

a. Provide the capacity factors for the combustion turbines currently owned by EKPC for the past 5 years.

b. Provide the highest capacity factor(s) at which the Bluegrass Station Units can operate on a long-term basis.

4. Refer to the Application, page 12, numbered paragraph 28, which states: "EKPC believes that the Bluegrass Station complies with all existing environmental permitting requirements."

a. Explain why EKPC is not certain whether the Bluegrass Station is currently in compliance with all existing environmental permitting requirements.

b. Confirm that EKPC is indemnified against losses incurred by a breach in Bluegrass Generation Company, LLC's ("Bluegrass") representations regarding its material compliance with all environmental laws, as set forth in Section 4.16(a) in the Asset Purchase Agreement ("Agreement").

5. Refer to the Application, page 13, numbered paragraph 30, which references the terms of the Agreement concerning the request that the Commission approve the proposed transaction by December 1, 2015. This numbered paragraph also refers to the Agreement contemplating that the proposed transaction will close by December 31, 2015. In the event the Commission is unable to complete its review and render a decision on the proposed transaction by December 1, 2015, provide the latest possible date that an approving order can be issued that will still permit the transaction to close by December 31, 2015.



6. Refer to the Application, page 16, numbered paragraph 36, regarding EKPC's and Navigant Consulting, LLC's ("Navigant") belief that future capacity prices will increase from their current levels. Explain in detail the basis to support this belief.

7. Refer to the Application, page 16, numbered paragraph 37, regarding EKPC's ability to bid Bluegrass Station Units 1 and 2 into the upcoming PJM Interconnection, Inc. ("PJM") incremental capacity auctions for the 2016/2017 delivery year and the 2017/2018 delivery year. When will the determination be made?

8. Refer to the Application, page 18, numbered paragraph 41, which discusses PJM's Capacity Performance requirement.

a. State whether the Bluegrass Station Units currently have dual fuel capability.

b. If the Bluegrass Station Units currently do not have dual fuel capability, state whether EKPC has conducted any analysis to evaluate the economics of implementing this alternative.

9. Refer to the Application, Exhibit D-1 of Exhibit 3, Allocation of Purchase Price. Explain how the allocated amounts were determined for each category.

10. Refer to the Application, Disclosure Schedules to Exhibit 3.

a. Refer to Schedule 2.01(b), Assigned Contracts. Provide a copy of Item 11, Operations and Maintenance Agreement for the Bluegrass Facility between Bluegrass and NAES Corporation, dated as of October 1, 2012.

b. Refer to Schedule 4.03(c), Consents under Material Contracts. Item 7 relates to the Capacity Purchase and Tolling Agreement between Louisville Gas and Electric Company ("LG&E") and Bluegrass, and references the "Scheduling

Procedures effective May 1, 2015.” Provide a copy of the referenced “Scheduling Procedures.”

c. Refer to Schedule 4.06(b), Material Contracts. Explain the dispute referenced in this paragraph and the “methodology used in the May 2015 invoice.”

11. Refer to the Direct Testimony of Don Mosier (“Mosier Testimony”), pages 4–5, regarding EKPC’s interconnections with neighboring utilities. Identify which neighboring utilities are interconnected with EKPC.

12. Refer to the Mosier Testimony, pages 5–6, which identifies certain factors, including load growth, severe weather, fuel shifting, and stringent environmental regulation, as driving EKPC’s strategic imperative to own electric generation peaking resources. Explain why EKPC’s strategic focus is primarily on peaking resources rather than base-load or intermediate generation resources.

13. Refer to the Mosier Testimony, pages 7–8. Beginning at the bottom of page 7, Mr. Mosier states that EKPC should recognize a net gain on the proposed transaction as long as the PJM capacity price remains above a specific \$/MW-day. Explain how the specific \$/MW-day was calculated and provide the supporting calculations.

14. Refer to the Mosier Testimony, pages 8–9, where it discusses the due diligence conducted by EKPC prior to entering the Agreement.

a. Was a report issued in conjunction with the detailed borescope inspection of each of the Bluegrass Station Units by Siemens Corporation? If so, provide a copy of the report.

b. Provide the date each Bluegrass Station Unit went into operation.

c. Provide the following operational data for each of the existing combustion turbine facilities located at Bluegrass Station since placed in service:

- (1) Capacity Factor;
- (2) Equivalent Forced Outage Rate;
- (3) An outline of major availability detractors;
- (4) Recent turbine/generator overhauls and assessments;
- (5) Recent plant life assessment reports; and
- (6) Any other report(s), studies, etc. related to the operational

and engineering aspects of the proposed transaction.

15. Refer to the Mosier Testimony, page 9, which states that the proposed acquisition of the Bluegrass Station is consistent with EKPC's Strategic Plan in that the acquisition would, among other things, result in greater geographical diversity to EKPC's fleet. Explain why geographical diversity in generating fleet is part of EKPC's Strategic Plan.

16. Refer to the Mosier Testimony, page 10, lines 9–11. Explain the basis for EKPC's belief that it will use the Bluegrass Station assets more frequently than they are currently being used.

17. Refer to the Mosier Testimony, pages 10 and 12. Page 10 of the testimony, lines 13–16, state that increasing the use of the Bluegrass Station will result in the creation of up to four new full-time jobs. Page 12 of the testimony, lines 19–20, reference the creation of up to five additional jobs. State which is the correct projection.

18. Refer to the Direct Testimony of David Crews ("Crews Testimony"), page 5, lines 4–6, regarding the statement that EKPC experienced a record peak demand on



February 20, 2015, which exceeded its net winter capacity by nearly 500 MW. Refer also to the Application, page 7, numbered paragraph 17, which states that EKPC was approximately 650 MW short of capacity at the time of its record peak demand. Reconcile the difference in the two statements regarding the size of EKPC's capacity deficit.

19. Refer to the Crews Testimony, page 5, line 20, through page 6, line 3, which list three circumstances under which EKPC's customers benefit when EKPC's load and generation are netted against each other.

a. The first circumstance listed is: "EKPC purchases energy at less than the dispatch cost of its plants." State whether this refers to instances in which EKPC's higher cost generation units did not clear in the PJM energy market and EKPC was able to purchase energy cheaper than it could produce. If not, explain.

b. State whether EKPC bids its generation into the PJM energy market by unit, station, or some other grouping.

c. At what price does EKPC bid its generation into the PJM energy market, i.e., does EKPC bid units into the market based on the cost to operate the unit, are certain units bid in at a zero cost and others bid at the cost to operate the unit, etc.?

d. State whether the \$/MWh EKPC receives when it sells power into the PJM energy market is equal to the \$/MWh it pays for purchases made to serve its native load so that the purchases and sales for native load are a "wash" to EKPC. If it is not, state and explain whether EKPC routinely incurs a loss or a gain from the purchase and sale of power to serve its native load.

e. Explain how the first and second circumstances listed on page 6, lines 1–3, differ from each other.

f. Provide a specific example for each of the three circumstances listed.

20. Refer to the Crews Testimony, page 10, regarding the retirement of Dale Station Units 1 and 2 and the placement of Dale Station Units 3 and 4 in inactive status.

a. Explain what is meant by “inactive status.”

b. Explain in detail EKPC’s physical plans for the assets and facilities at the Dale Station once those units are retired.

21. Refer to the Crews Testimony, page 10, where it states, “The Commission approved the Cooper Unit 1 retrofit in February 2014.” Provide the current status of the Cooper Unit 1 retrofit.

22. Refer to the Crews Testimony, page 11, regarding the Request For Proposal (“RFP”) Refresh. Explain why the RFP Refresh was limited to “conventional power supply proposals” and did not include renewable resources.

23. Refer to the Crews Testimony, page 13, lines 7–12, which state that EKPC was presented with a proposal to purchase the entire capacity of the Bluegrass Station, which was in excess of the 300 MW maximum amount of capacity sought by EKPC and that the offer was more attractive than any other offer received. State whether EKPC believes that the 300 MW maximum capacity limit on the RFP refresh kept other bidders from presenting an offer similar to the Bluegrass Station offer that would have been as attractive as, or more attractive than, the Bluegrass Station offer.



24. Refer to the Crews Testimony, page 15, lines 11–22. State whether EKPC expects to receive approval from the entities listed on this page in time to close on the proposed transaction by the end of 2015.

25. Refer to the Crews Testimony, page 15, lines 6–8, concerning the Kentucky Utilities Company (“KU”) and LG&E Tolling Agreement. Clarify whether there is:

a. an issue regarding the assignment of the Tolling Agreement to EKPC;

b. an issue as to the timing of the assignment of the Tolling Agreement to EKPC; or

c. no issue as to the assignment of the Tolling Agreement to EKPC.

26. Refer to the Crews Testimony, pages 15–16. Explain how the value of the transmission assets that are included in the proposed transaction will be determined relative to the requirement for approval under Section 203 of the Federal Power Act.

27. Refer to the Crews Testimony, page 16. Explain why an opportunity to offer the Bluegrass Station units into the PJM energy markets is dependent upon transmission availability.

28. Refer to the Crews Testimony, pages 16–17, concerning the availability of the Bluegrass Station Units in the PJM energy and capacity markets. Explain whether EKPC values the units being included in one market over the other and describe in detail each market’s benefits to EKPC.

29. Refer to the Crews Testimony, page 17.

a. Refer to lines 9–10 which state that “EKPC must undertake certain actions to bid capacity equivalent to the capacity offered by Bluegrass Station Unit 1 and Unit 2 into the upcoming ‘18/‘19 BRA.” Explain what is meant by “capacity equivalent.”

b. State whether EKPC offered the capacity equivalent of Bluegrass Station Units 1 and 2 into the Base Residual Auction for the 2018/2019 delivery year held on August 14, 2015. If yes, provide details of the auction results.

c. Assuming the proposed transaction is approved by the Commission, confirm that EKPC would not be entitled to capacity revenues related to the Bluegrass Station for delivery years 2016/2017 and 2017/2018.

30. Refer to the Crews Testimony, page 18, and to the Application, page 18, numbered paragraph 40, regarding the Bentek Energy (“Bentek”) and ACES study on the availability and affordability of natural gas at the Bluegrass Station.

a. Explain whether Bentek and ACES performed the study described in the Application, numbered paragraph 40, for which they were engaged by EKPC. If a study was performed, provide the report or other end work product of the study.

b. If such a study was not performed, explain why not, and explain how EKPC, in consultation with Bentek and ACES, determined that it will have access to fuel for the Bluegrass Station on “a reliable and economic basis.”

31. Refer to the Crews Testimony, page 18, regarding the impact of PJM’s Capacity Performance construct. Has EKPC undertaken any study to evaluate what changes will be required at the Bluegrass Station in order for the generating asset to

be offered as a capacity performance product? If not, explain why EKPC has not conducted such an analysis and whether EKPC has plans to do so in the future.

32. Refer to the Crews Testimony, page 21, lines 3–9.

a. Provide a copy of the Internal Economic Analysis performed by EKPC related to the proposed transaction.

b. Describe the “future capital expenses” referenced on line 7.

33. Refer to the Crews Testimony, page 21, which contains the valuation conclusion determined by EKPC. Explain in general what impacts the recent, more stringent requirements contained in the final version of the Clean Power Plan (“CPP”) has on the assumptions and conclusions contained in EKPC’s report and specifically on its valuation determination for Bluegrass Station.

34. Refer to the Crews Testimony, Exhibit DC-1, page 3 of 12.

a. The first sentence of the second paragraph states that LS Power offered to sell the Bluegrass Station to EKPC at a specific price. That price is different from the price provided on page 7, line 15, of the Mosier Testimony. Explain the reason for the difference.

b. Refer to the third paragraph, second to the last sentence. State whether the costs referred to in the sentence will be incurred by EKPC in connection with the proposed transaction.

c. Reconcile the “No Notice Service” cost provided in the next to last sentence of the fourth paragraph on this page with the “No Notice Service” cost shown at the bottom of page 8 of 12 of this same Exhibit.



d. Provide calculations showing the expected cost of Texas Gas Transmission, LLC ("Texas Gas") pipeline transportation for all three cases of Capacity Performance discussed in the last paragraph. The information provided should be in sufficient detail to show estimated volumes and all assumptions and source materials with regard to expected Texas Gas pipeline transportation rates and charges that are mentioned on page 8 of 12 of this same exhibit.

35. Refer to the Crews Testimony, Exhibit DC-1, pages 3–4 of 12. Beginning at the bottom of page 3, the report states that "ACES adhered to the Kentucky Air Permit limitations of 95 tons of NO<sub>x</sub> over a rolling 12-month period. This NO<sub>x</sub> constraint was the limiting factor in generation output and would also likely be limiting if the plant was converted to combined cycle mode in the future without air permit modifications." At what capacity can the Bluegrass Station operate without violating the permit?

36. Refer to the Crews Testimony, Exhibit DC-1, page 5 of 12, Figure 2. Would the additional Unforced Capacity generation associated with the Bluegrass Station depicted herein have cleared in the most recent PJM base residual auction?

37. Refer to the Crews Testimony, Exhibit DC-1, page 5 of 12. Provide the annual gas commodity cost used in the Discounted Cash Flow Analysis, showing the projected gas cost and volumes used for each of the 20 years. If the delivered prices on page 12 of 12 were used, provide all assumptions made for the \$/MMBtu prices per year. If the prices were derived from some other source, indicate the source and provide all assumptions made in their derivation.

38. Refer to the Crews Testimony, Exhibit DC-1, page 7 of 12, Section 5, and to the Application, page 18, numbered paragraphs 40–41, regarding natural gas transportation.

a. If known, identify the current natural gas transportation strategy utilized at Bluegrass Station.

b. Provide any information of which EKPC is aware regarding the reversal of natural gas flows or other changes to the pipeline by Texas Gas.

39. Refer to the Direct Testimony of Jerry B. Purvis (“Purvis Testimony”), pages 9–10. The question at the top of page 9 asks for a description of the Cross-State Air Pollution Rule as well as the efforts EKPC has undertaken to ensure compliance. The answer provided on pages 9–10 describes the rule but does not state the efforts made by EKPC to comply. State the efforts EKPC has undertaken to comply with the rule.

40. Refer to the Purvis Testimony, page 29, regarding EKPC’s pending analysis of a compliance plan for the Coal Combustion Residual rule. When does EKPC anticipate completing this analysis?

41. Refer to the Purvis Testimony, pages 29–30. Provide the Environmental Site Assessment Report prepared for EKPC by Linebach Funkhouser, Inc.

42. Refer to the Direct Testimony of Darrin Adams (“Adams Testimony”), page 3, lines 15–16. Provide a copy of the transmission studies referred to here.

43. Refer to the Adams Testimony, page 6. Explain when KU and LG&E are expected to file the revised Network Integrated Transmission Service Agreement with the Federal Energy Regulatory Commission (“FERC”).

44. Refer to the Adams Testimony, page 7. Provide the report or final work product produced by CE Power for EKPC in conjunction with the testing it performed on the generator step-up and auxiliary transformers at the Bluegrass Station.

45. Refer to the Adams Testimony, page 7. Confirm that no transmission upgrades are necessary for Bluegrass Station Unit 3 prior to April 2019, during the term of the KU and LG&E Tolling Agreement.

46. Refer to the Adams Testimony, page 8, lines 17–18, which discuss a transmission constraint in the “near-term years” of the System Impact Study (“SIS”). State the years referred to as “near-term years.”

47. Refer to the Adams Testimony, page 8. Provide the results of the SIS performed by TranServ and released in March 2015.

48. Refer to the Adams Testimony, pages 8–9. Provide the Facilities Study prepared by TranServ and KU and LG&E.

49. Refer to the Adams Testimony, page 9.

a. Refer to lines 6–14. Explain the operating guideline under which the Bluegrass Station will operate in the event a constraint occurs in the course of operations.

b. Provide a copy of the operating guideline that will be implemented to address the short-term transmission constraint.

c. Refer to lines 18–22, which state that “[t]he remaining constraints identified on the KU/LG&E transmission system will be addressed through timely system upgrades by KU/LG&E. . . .” State when these system upgrades are expected to be completed.



d. Describe the types of system upgrades to KU/LG&E's transmission system suggested by the Facilities Study.

e. Explain how a decision is made to mitigate transmission constraints by system upgrades rather than by using operational procedures. Include discussion of which entities make such decisions and the extent to which costs are considered.

50. Refer to the Adams Testimony, page 10. Provide the results of the Unit 3 SIS performed by TranServ and released in July 2015.

51. Refer to the Direct Testimony of James Read ("Read Testimony"), page 16, lines 16–19. Explain why the 2013 negotiations referenced in this paragraph did not result in an executed Tolling Agreement.

52. Refer to the Read Testimony, Exhibit JR-2, pages 3–4, concerning the economic evaluation of the various proposals submitted in response to the RFP Refresh.

a. In electronic format and with all formulas intact, provide all workpapers and analyses that were developed for the net present value evaluation.

b. With respect to the capacity revenues, is it EKPC's belief that the current capacity prices in PJM's capacity market represent a reasonable view of capacity prices in the long term? Explain why or why not.

c. With respect to the forecasted capacity price escalator of 2.5-percent per year, does this take into account the implementation of PJM's new capacity market construct, Capacity Performance?

53. Refer to the Read Testimony, page 12. Confirm that the case number on line 21 should be 2013-00259, which is the same as the case number in the footnote at the bottom of the page.

54. Refer to the Direct Testimony of Ralph L. Luciani (“Luciani Testimony”), page 10, and to the Application, numbered paragraph 20, where the net present value of the operating margins of the Bluegrass Station in PJM, excluding capital costs, transaction costs, and transmission expenditures for Unit 1 and Unit 2, as determined by Navigant, is discussed.

- a. Explain what is meant by “transaction costs.”
- b. Explain why the net present value excludes the listed costs.
- c. Provide the net present value of the operating margins when all costs are included.

d. Also refer to the Application, numbered paragraph 21, where it states, “Likewise EKPC’s analysis is considerably lower than the Navigant analysis because EKPC utilized a more conservative set of assumptions than did Navigant in conducting its analysis of the capacity benefit.”

(1) Identify the assumptions included in Navigant’s analysis that were not utilized by EKPC in its analysis and the reasons why EKPC did not use such assumptions.

(2) Explain why EKPC did not take into account any energy sales benefits in its analysis, whereas Navigant considered such benefits.

(3) Also refer to the Confidential Exhibit RL-2, page 8, Navigant’s report entitled *PJM RTO Market Summary and Forecast for the Bluegrass*

*Power Plant ("Navigant Report")*, regarding the CPP. Explain in general what impacts the recent, more stringent requirements contained in the final version of the CPP has on the assumptions and conclusions contained in the *Navigant Report* and specifically to the net present value of the operating margins for the plant over the forecast period of 2016 to 2035 in January 1, 2016 dollars.

55. Refer to the Luciani Testimony, Exhibit RL-2.

a. State whether the issuance of an Order on June 9, 2015 by FERC related to PJM's Capacity Performance proposal affect the results of the study. If so, explain.

b. Refer to Exhibit RL-2, page 6, fourth line from the top of the page. Provide supporting calculations for the \$/kw-year of real levelized operating margins.

c. Refer to Exhibit RL-2, page 86, the last sentence on the page. Explain the effect this circumstance (related to Unit 3) has on the economics of the proposed transaction and potential future environmental costs.

56. Refer to the Direct Testimony of Mike McNalley ("McNalley Testimony"), page 4, which references EKPC having obtained initial investment-grade credit ratings from Fitch Ratings and Standard & Poor's. Describe EKPC's current status with Moody's, the other major rating firm.

57. Refer to the McNalley Testimony, page 7, lines 15–18. State whether EKPC anticipates modifying or replacing the bonds, lease, and/or Pilot Agreement with Oldham County following closing of the proposed transaction. If so, explain.

58. Refer to the McNalley Testimony, pages 8–9.



a. Aside from not being timely available, explain how the intended loan with the Rural Utilities Service (“RUS”) might be “otherwise unacceptable.”

b. Explain how soon after the closing of the contemplated transaction EKPC expects to initiate the process of obtaining long-term financing for the transaction.

c. If it is able to secure a loan with RUS as the long-term financing for the contemplated transaction, explain whether EKPC anticipates making a filing with the Commission for approval of a private placement to finance the unrelated items referred to on page 9, lines 12–14.

59. Refer to the McNalley Testimony, page 10, lines 6–9, which refer to the annual operations and maintenance expense and the annual fuel expense anticipated by EKPC for the operation of each of the Bluegrass Station Units. Collectively, for all the assets to be acquired under the proposed transaction, provide EKPC’s estimate of:

a. Annual depreciation expense; and

b. Annual interest expense after securing long-term financing.

60. Refer to the McNalley Testimony, page 10, lines 15–17. Identify the costs that “would otherwise be incurred.”

61. Refer to the McNalley Testimony, Exhibit MM-3. The footnote at the bottom of page 1 of 1 makes reference to the lease agreement with Oldham County being terminated. State whether it is EKPC’s intention to terminate the lease agreement if the proposed transaction is approved.

62. Provide a schedule listing the economic dispatch order of EKPC’s generating units including the Bluegrass Station.

63. Assuming EKPC purchases the Bluegrass Station, provide a schedule showing the specific transmission facilities that will need to be constructed by EKPC, and those that will need to be constructed by KU and LG&E, and the date by which the facilities will need to be constructed.



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P.O. Box 615  
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DATED **AUG 18 2015**

cc: Parties of Record

Case No. 2015-00267

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