



EAST KENTUCKY POWER COOPERATIVE

February 14, 2005

HAND DELIVERED

Ms. Elizabeth O'Donnell
Executive Director
Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

RECEIVED

FEB 14 2005

PUBLIC SERVICE
COMMISSION

Re: PSC Case No. 2004-00423

Dear Ms. O'Donnell:

Please find enclosed for filing with the Commission in the above-referenced case, an original and ten copies of the Petition for Confidential Treatment of Information regarding the responses of East Kentucky Power Cooperative, Inc., ("EKPC") to the information requests contained in Appendix B of the Commission's order in this case dated February 3, 2005. Included with said Petition is a confidential set of all proposals received by EKPC, a confidential schedule identifying the bidders, and a confidential copy of Exhibit 1 to the Supplemental Prepared Testimony of David G. Eames, along with 10 redacted copies of such documents.

Also enclosed are an original and ten copies of the Supplemental Prepared Testimony of David G. Eames and the Prepared Testimony of Lynne S. Travis of EnerVision, Inc., on behalf of EKPC. Please note that EKPC has responded to Appendix B Question 2 through the testimony of Ms. Travis, and to Appendix B Question 3 through the testimony of Ms. Travis and Mr. Eames.

Very truly yours,

Charles A. Lile
Senior Corporate Counsel

Enclosures

Cc: Service List.

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF EAST KENTUCKY POWER)
COOPERATIVE, INC. FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND NECESSITY, AND A)
SITE COMPATIBILITY CERTIFICATE, FOR THE) CASE NO. 2004-
CONSTRUCTION OF A 278 MW (NOMINAL)) 00423
CIRCULATING FLUIDIZED BED COAL FIRED UNIT)
IN MASON COUNTY, KENTUCKY)

PREPARED TESTIMONY OF
LYNNE S. TRAVIS ON BEHALF OF
EAST KENTUCKY POWER COOPERATIVE, INC.

Q. Please state your name and address.

A. My name is Lynne S. Travis. My address is 2100 East Exchange Place in Tucker, Georgia.

Q. By whom are you employed and in what capacity?

A. I am employed by EnerVision as a Principal Consultant. As a Principal Consultant, I am also one of the owners of the firm.

Q. Please summarize your educational background and work experience.

A. I received a Bachelor's degree in Electrical Engineering from Georgia Institute of Technology in 1982. I have been a Principal Consultant and owner of EnerVision for 6 years, since January 1999. My responsibilities include evaluating and negotiating power supply proposals. Previously, I was employed by Oglethorpe Power Corporation in Tucker, Georgia for 14 years and Louisville Gas & Electric in Louisville, Kentucky for 1 year. The majority of my work experience at Oglethorpe Power Corporation was in the

area of Power Supply Planning, including participation in several bid evaluation processes.

Q. Please describe EnerVision and the types of services it provides?

A. EnerVision is a business, technical analysis, management and marketing consulting organization designed to serve the electric cooperative industry. We work with cooperatives of all sizes and in all markets including G&Ts, distribution cooperatives, statewide and affiliated organizations. EnerVision provides a full range of business, technical analysis, management, and marketing consulting services including: Power Supply Consulting, Transmission Planning, Strategic Planning, Management Consulting, and Business Diversification Services.

Q. Was EnerVision retained by East Kentucky Power Cooperative, Inc. (“EKPC”), to review its Request for Proposals No. 2004-01 (the “RFP”)?

A. Yes, it was. EKPC opened the bids on May 10, 2005. We began our evaluations the last week of that month.

Q. What services did EnerVision provide in regard to the EKPC RFP?

A. EnerVision performed an initial review of all proposals submitted in response to the RFP and economic analysis of all proposals that EKPC determined met the minimum requirements of the RFP. EnerVision also documented the evaluation process and results of the analysis for EKPC.

Q. Has EnerVision performed similar services for electric cooperatives or other utilities in the past?

A. Yes. EnerVision has performed similar services for G&T and distribution cooperative clients, primarily for distribution cooperatives seeking an evaluation independent of that done by their G&T or seeking their own power supply.

Q. Please explain the arrangements that were made to keep the information in the RFP proposals confidential.

A. EnerVision considers the confidentiality of our clients' information to be very important. The company has confidentiality agreements in place with each employee and did not receive the RFP responses from EKPC until there was a confidentiality agreement in place between EnerVision and EKPC. After receipt of the proposals, we kept them in a central location and provided access to them only to those EnerVision employees working on the EKPC evaluation.

Q. Is it normal practice in such circumstances to keep proposal information confidential?

A. Yes, it is. It is our experience that submitting entities consider their proposals to be very competitively sensitive. This sensitivity goes beyond the proposal document to wanting assurances that competitors or potential competitors do not learn about any aspects of their proposals, particularly pricing information.

Q. EKPC used a private bid opening for the RFP. Is that an unusual procedure in your experience?

A. No, it is not unusual. Conducting a private bid opening is one step used to assure confidentiality of the submitted proposals.

Q. Are you aware of steps that EKPC took to ensure that EKPC staff working on its self-build proposal would not have unfair access to information in the RFP evaluation process?

A. I am not personally aware of all of the steps taken. However, I understand that the EKPC proposals were submitted prior to the bid opening, as was required of all of the bidders. The EKPC bids were provided to EnerVision along with the other submitted bids.

Q. Did EnerVision personnel communicate with those EKPC staff members who prepared EKPC's self-build proposal?

A. No.

Q. Did any EnerVision employees communicate with other bidders during the RFP evaluation process?

A. Yes, EnerVision employees working on this project were involved as part of conference calls arranged by EKPC to discuss and clarify details when needed for a complete understanding of the proposals.

Q. Do you, or does any other EnerVision employee, have any reason to believe that EKPC did not properly restrict the communications between those staff members evaluating proposals and those preparing the self-build proposal, in order to maintain the confidentiality of the RFP evaluation information?

A. No, neither I nor any other EnerVision employee has reason to believe that communications were not properly restricted.

Q. Why was it important that EnerVision's evaluation be done independent of EKPC's own evaluation?

A. First, the primary purpose for which we were engaged by EKPC was to provide an independent evaluation. EKPC made it clear that they wanted their members to know that the results we reached were arrived at independent of EKPC. Beyond our obligation

to EKPC, EnerVision has a lot at stake in maintaining an independent analysis. It is critical to our ability to get future work that clients and potential clients see us as performing quality independent analyses.

Q. How was the EnerVision evaluation kept independent from EKPC's own evaluation?

A. EnerVision's analysis was designed and performed in our offices without the participation of anyone from EKPC. We did not share our calculations with EKPC until we completed our analysis and reached our conclusions.

Q. Did EnerVision prepare the RFP Summary that was included as Exhibit 4 to EKPC's Application in this case?

A. Yes, we did.

Q. Please explain in detail how EnerVision arrived at the evaluation results reflected in the summary on page 7 of Exhibit 4.

A. EnerVision first conducted an initial review of the RFP responses. The purposes of this step were two-fold: first to determine if the bidder sufficiently met the requirements of the RFP and second to gain an understanding of the components of each proposal. Summaries were created for each proposal detailing the various components of the bid. The next step in the evaluation process was the detailed economic analysis that resulted in the rankings of the proposals as reflected in the summary on page 7 of Exhibit 4. The purpose of this step was to properly model each cost component of the proposal in order to determine the total costs associated with the bid.

The evaluation of all the proposals included modeling both the capacity costs (fixed costs) and energy costs (variable costs) associated with each bid. For a self-build

proposal, the capacity costs included: the financing of the capital costs – interest costs and depreciation, fixed operations and maintenance costs (O&M), and substation and transmission costs. For a purchase power option, the capacity costs included: the contracted capacity charge (\$/kW-month) as outlined in the proposal and any required fixed cost components that the proposal may not have included in the capacity charge. For a self-build proposal, the energy costs included: variable operations and maintenance costs (O&M) and fuel costs. For a purchase power option, the energy costs included the contracted energy charge (\$/MWh), as outlined in the proposal, applied to the annual energy (MWh) and any required energy cost components that the proposal may not have included in the energy charge.

For the Spurlock 4 CFB proposal, the capital costs were financed at 6.325% over 32 years. The fixed O&M was escalated annually at 3%. The energy costs included both the variable operations and maintenance costs (O&M) and the fuel costs associated with an 80% capacity factor. The variable O&M was also escalated annually at 3%.

For the EnviroPower proposal, the capacity costs included: the contracted capacity charge (\$/kW-month) as outlined in the proposal, environmental impact study (EIS) costs, transmission costs, synchronous condensers on the Smith CT's to provide VAR and voltage support, and the seasonal availability bonus.

The energy costs for the EnviroPower proposal are the contracted energy prices as outlined in the proposal applied to the annual energy (MWh). Originally the annual energy was calculated based on an 80% capacity factor for the full 534 MW unit. The

EnviroPower average \$/MWh listed in the summary on page 7 of Exhibit 4, reflects an annual capacity factor of 88% for half of the unit (267 MW). The 88% capacity factor was introduced when EnviroPower provided a draft Purchase Power Agreement with an annual availability bonus in late September 2004. At that time, three additional scenarios were developed for the EnviroPower proposal based on: 1) no transmission costs, no seasonal availability bonus, no EIS costs, 2) no transmission costs, no seasonal availability bonus, and included the EIS costs, and 3) no transmission costs, included seasonal availability bonus and EIS costs.

The costs components for each proposal (Spurlock 4 and the four EnviroPower scenarios) were calculated on an annual basis and each year of costs were present valued to 2004\$. The present value cost for each of the 32 years was summed to obtain the total cost of each proposal in 2004\$. This total cost was then divided by the total energy (MWh) over the 32 years to obtain the average \$/MWh cost for each proposal.

The economic analysis resulted in the Spurlock 4 CFB proposal as the lowest cost baseload proposal compared to any of the four EnviroPower scenarios.

Q. Did EnerVision's evaluation of the proposals in any way consider the impacts of potential litigation against EKPC by the Environmental Protection Agency, the possible filing of a general rate case by EKPC, or any other specific business plan or problem of EKPC, apart from its forecasted power supply needs?

A. No, those are not factors that were considered in any way in our evaluation.

Q. Are you aware of whether the EnerVision proposal rankings coincided with those made by EKPC?

A. Yes. We compared our evaluation results with those of EKPC, though more so the actual results than the relative rankings. As an economic analysis, our evaluation was more quantitative in nature than qualitative, so significant differences between our results and those of EKPC for a proposal would likely indicate that there were differences in fundamental assumptions for that proposal, which would lead us to match up key assumptions and for each of us to rerun that particular evaluation.

Q. Did you find any such differences in your comparison?

A. Yes. Some of the proposals did not contain sufficient detail to permit a complete economic analysis. Rather than eliminate those proposals, both EnerVision and EKPC made assumptions to fill the gaps, resulting in differing results in our initial analysis. Conference calls were held with the entities that submitted those proposals to clarify our assumptions prior to the final analysis.

Q. In EKPC's response to Commission Staff's 12/23/04 Request No.1, on page 4, EKPC's four alternative Circulating Fluidized Bed ("CFB") self-build proposals are listed at the top of Table Q1-B. Were both this table and Table Q1-A, on page 3 of that response, prepared by EnerVision?

A. No, only Table Q1-A, on page 3 of that response was prepared by EnerVision.

Q. Is the sequence of these alternative proposals the same in Table Q1-B and both of the tables on page 3 of the response?

A. No, Table Q1-A sequence is Spurlock 4, Spurlock 4&5, Smith 1, Smith 1&2. I do not have enough information in Table Q1-B to determine the sequence, but I do know it is

different since the 3rd Bid No. 15 listed is for 556 MW, while the 3rd Bid listed in Table Q1-A is for 278 MW since it is Smith 1.

Q. Was the Spurlock 4 CFB proposal, which was selected by EKPC, the lowest cost baseload proposal evaluated in the RFP?

A. Yes. The economic analysis resulted in the Spurlock 4 CFB proposal as the lowest average \$/MWh cost of all the baseload proposals. The average \$/MWh is based on the total cost of the proposal present valued to 2004\$ divided by the energy (MWh) associated with the proposal.

Q. Was the Smith 1 CFB proposal, which was also selected by EKPC, the next lowest cost baseload proposal evaluated in the RFP?

A. No. The next lowest cost baseload proposal evaluated in the RFP was pairing Spurlock 5 CFB with the Spurlock 4 CFB proposal. Then, the Smith 1 CFB proposal was the next lowest. The Smith 1 CFB proposal was chosen over the Spurlock 5 CFB proposal because of the transmission system benefits associated with this resource.

Q. Is it your opinion that EKPC conducted its RFP evaluation consistent with the procedures detailed in its RFP notice?

A. Yes. In fact, I feel EKPC showed due diligence in the procedures in an effort to find the best result for their members by following up and allowing entities submitting proposals to provide additional information when needed to complete their proposals rather than eliminating the proposals as incomplete. This included EnviroPower.

Q. Were the Spurlock 4 and Smith 1 projects chosen by EKPC in the RFP based on fair analytical economic evaluations?

A. Yes.

Q. Were baseload proposals from EnviroPower evaluated in the RFP?

A. Yes.

Q. Was any EnviroPower baseload proposal a lower cost option than either of the baseload self-build projects selected by EKPC?

A. No.

Q. Are you or is any other EnerVision employee, to your knowledge, aware of any facts that would indicate that the proposals made by EnviroPower in the RFP were not fairly evaluated?

A. No. In fact, EnerVision realized that the ranking of the EKPC projects would be scrutinized, both by EKPC members and this process. We checked and rechecked our analysis to assure ourselves that the non-EKPC proposals were fairly evaluated.

Q. Does this conclude your testimony?

A. Yes.

423EnerVisionPttest

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

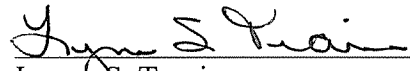
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AFFIDAVIT

STATE OF GEORGIA)
)
COUNTY OF DEKALB)

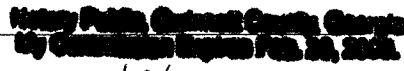
Lynne S. Travis, being duly sworn, states that she has read the foregoing prepared testimony and would respond in the same manner to the questions if so asked upon taking the stand, and that the matters and things set forth therein are true and correct to the best of her knowledge, information and belief.


Lynne S. Travis

Subscribed and sworn before me on this 11TH day of February, 2005.


Notary Public

My Commission expires:


Expires 2/28/08

RECEIVED FEB 14 2005

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

In the Matter of:

**THE APPLICATION OF EAST KENTUCKY POWER)
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IN MASON COUNTY, KENTUCKY)**

**SUPPLEMENTAL PREPARED TESTIMONY OF
DAVID G. EAMES ON BEHALF OF
EAST KENTUCKY POWER COOPERATIVE, INC.**

Q. Please state your name and address.

A. My name is David G. Eames and my business address is P.O. Box 707, Winchester,
KY 40392.

Q. By whom are you employed and in what capacity?

A. I am employed by East Kentucky Power Cooperative, Inc. ("EKPC") and I am Vice
President of the Finance and Planning Business Unit.

Q. Have you previously filed prepared testimony in this case?

A. Yes.

Q. What was your role in regard to EKPC's Request for Proposals ("RFP") No. 2004-
01?

A. Members of EKPC's evaluation team and I developed the RFP requirements and
issued the RFP. The team and I worked with EnerVision, a consulting firm hired by
EKPC to perform an independent analysis of the bids, to be sure that assumptions and
costs used in the evaluation were applied consistently to all proposals. I made

recommendations to the Board on the selected capacity options based on the economic evaluation provided by EnerVision and discussions with the evaluation team.

Q. How did EKPC advise potential bidders of the its requirements for submitting proposals in RFP No. 2004-01?

A. The RFP was advertised in *The Wall Street Journal*, *USA Today*, and on the *Energy Central* website. A copy of the 2004 RFP was emailed to a distribution list of approximately 70 contacts made up of those responding to previous Requests For Proposals, Independent Power Producers, surrounding utilities, and other interested parties. A press release regarding the RFP was also sent to over 60 media contacts and the RFP was available on EKPC's website. A special email address was set up for RFP correspondence. The RFP contained instructions and requirements regarding submission of proposals. The RFP and the notice are attached hereto as Eames Supplemental Testimony Exhibit 1.

Q. Did EKPC's RFP notice advise potential bidders that proposals received would be evaluated against EKPC self-build options?

A. The RFP stated that it was issued in order to evaluate alternatives to EKPC's self-build options. EKPC's peaking and baseload self-build options were discussed in the RFP.

Q. How were the EKPC self-build proposals developed?

A. EKPC's self-build options were developed by EKPC's Power Production Business Unit. They received a copy of the RFP and developed proposals for self-build options independent of employees involved in the evaluation process.

Q. Were any steps taken to restrict communications between those EKPC staff members who were preparing the self-build proposals and those that would be evaluating proposals?

A. Yes, EKPC took steps to maintain a separation of responsibilities between the team that evaluated RFP bids and the team that developed self-build options. The evaluation was coordinated within the Finance, Planning, & Risk Management group, which includes the Resource Planning Team that had responsibility for issuing proposals, serving as the primary contact for bidders, providing proposal and supplemental data to EnerVision for their evaluation, and performing EKPC's internal proposal evaluation. The Power Production Business Unit staff members developed self-build options and were not involved in any of the evaluations or in the development of analytic methodologies used by EKPC or EnerVision. Bids for self-build options were submitted by the deadline that all other bids were due. The bids were kept confidential, for use only by personnel involved in the evaluation and specific Finance team members who were called on to assist in the evaluation. EKPC's legal staff assisted in answering any questions that came up about the process.

Q. Mr. Randall Bird of EnviroPower has alleged in an affidavit filed in this case that EnviroPower objected to certain aspects of EKPC's RFP procedures, specifically the fact that EKPC would be submitting a self-build proposal, the use of a private bid opening and the details provided about the evaluation methodology. Did EKPC discuss these concerns with EnviroPower?

A. Yes. EKPC had a conference call with representatives of EnviroPower on April 21, 2004, prior to the proposal due date of May 7, 2004. Mr. Bird, Mr. Frank Rotondi, and

Mr. Akhtar Ali Khan participated in the call representing EnviroPower. The evaluation process, regulatory process and bid opening process were discussed. EKPC stated that bids would be opened privately as stated in the RFP.

Q. Why does EKPC utilize a private bid opening in the RFP process?

A. EKPC typically receives a large number of bids in response to RFPs. The data and information provided is in a variety of formats and is frequently voluminous and complex to evaluate. At the bid opening, EKPC tries to make an initial determination as to whether the proposals meet the basic requirements of the RFP. In this case only one proposal was deemed non-responsive due to lack of providing basic information. The RFP stated that EKPC would not disclose information in proposals that is marked as confidential. EKPC feels that maintaining confidentiality of the bidders and any bid-related information during the evaluation process is very important and promotes a larger response to the RFPs. The private bid opening was held on May 10, 2004, and attended by members of the evaluation team, EKPC legal counsel, and an EKPC Board member.

Q. Did EnviroPower submit a proposal in response to the RFP, even though EKPC did not revise its procedures?

A. Yes.

Q. Who prepared Exhibit 4 to the Application in this case, the RFP Summary?

A. Exhibit 4 to the Application was prepared by EnerVision.

Q. Could EKPC have provided that document to EnviroPower during the evaluation process that resulted in the selection of the Spurlock 4 project?

A. No. That document was prepared by EnerVision following completion of the evaluation of bids for the first increment of baseload capacity. It is a summary of the

evaluation process and results of the analysis done by EnerVision. The document was not provided to any bidder, including EKPC's Power Production group, prior to submission to the PSC in the Application.

Q. Did you personally take part in the evaluations of the proposals received in response to the RFP?

A. Yes. I worked closely with staff members during the evaluation process and participated in conference calls with EnerVision and bidders.

Q. Did EKPC take any steps to ensure that the RFP evaluation was performed fairly?

A. My staff and I worked with EnerVision to be sure that assumptions and costs used in the evaluation were applied consistently to all proposals.

Q. Once proposals were selected for the "short list", were the bidders allowed to make adjustments to the proposals?

A. Yes. Bidders were instructed to guarantee their proposal pricing for at least 60 days from the submittal deadline date of May 7, 2004. The proposal evaluation process extended well beyond that period, and there were large price increases in steel and other commodities due primarily to demand in China. For these reasons it was necessary to ask bidders to reaffirm or change their pricing if necessary. In addition, bidders were allowed to submit clarifications and revisions to their bids following conference calls in August 2004 since the scope of the proposals were discussed and modifications to the bids may have been necessary. This was particularly true of peaking proposals since all of those under consideration were for projects to be located at the Smith site. Considerable time was spent discussing requirements for the Smith site so that all peaking bidders were offering as close to the same scope of work as possible. After any modifications were

received from bidders following the conference calls, a short-list was developed.

Meetings were then held with short-list bidders at EKPC's headquarters and/or the Smith site. Bidders were allowed to make further modifications if necessary after those meetings. EnviroPower chose not to adjust its bid for baseload capacity. However, during the peaking power evaluation, the same discussions were held, and EnviroPower chose to increase its peaking power bid by almost 18%. EKPC's Power Production Business Unit increased its baseload bid by slightly over 5%.

Q. Were EKPC self-build proposals on the short list?

A. Yes.

Q. Did EKPC make adjustments to any of its self-build proposals?

A. Yes. Stanley Consultants was retained by EKPC's Power Production Business Unit to develop plans and specifications for Spurlock 4 and 5 and Smith CFB 1 and 2. As those plans and specifications were finalized, adjustments were made to EKPC's self-build proposals.

Q. Were the EKPC personnel working on those self-build proposals given any information about the pricing of other competing proposals, or the relative ranking of EKPC's proposals, at or before the time of such adjustments?

A. No. The adjustments to EKPC's self-build proposals were made by EKPC Power Production staff members independent of the evaluation team.

Q. Were any bidders in the RFP given any such information about other competing bids or their relative rankings during the evaluation period?

A. No.

Q. How did EKPC handle the discussion with short-list bidders of any changes to their proposals?

A. Members of the evaluation team and EnerVision held conference calls with bidders just prior to selection of the shortlist to discuss such topics as the scope of the bid, status of permits, or other pertinent issues that could have an impact on the cost stated in the proposals. Bidders were given a deadline to provide any revisions to their pricing.

Q. Mr. Bird alleges that EKPC requested EnviroPower to increase its bid price when its proposal was one of only two remaining options in the evaluation process. Did EKPC make such a request to EnviroPower?

A. No. EKPC selected Spurlock 4 to provide half of the 550 MW of baseload capacity needs requested in the RFP. Once that selection was made, EKPC only needed approximately 275 MW of additional baseload capacity. Since EnviroPower's project had a capacity of approximately 530MW, EKPC asked about the possibility of EnviroPower selling EKPC half of the proposed capacity of their project and if this would affect the price. EKPC also requested pricing from EnviroPower for half of the proposed capacity. This matter was discussed in an August 11, 2004 conference call and in subsequent meetings with EnviroPower. EnviroPower stated in the August 11 conference call that its pricing was for the full amount of the project but it was willing to consider providing only half of the project. EnviroPower stated in this call that it could not guarantee that the stated prices would apply to provision of only half the project capacity and that adjustments would potentially have to be made. Subsequently, Mr. Rotondi of EnviroPower sent me a letter dated September 27, 2004, reaffirming

EnviroPower's original pricing for half the capacity if EKPC would sign a power purchase agreement by October 31, 2004.

Q. Could you provide a schedule of all communications with RFP bidders concerning any revisions to such bids?

A. Yes. A schedule of such communications is attached hereto as Eames Supplemental Testimony Exhibit 2.

Q. Mr. Bird, in his affidavit, alleges that EKPC's evaluation of the proposals considered the impact of litigation with the U.S. Environmental Protection Agency ("EPA") and EKPC's filing of a general rate increase, and that such factors were not disclosed to EnviroPower. Did EKPC's evaluation consider such impacts?

A. No. EKPC has not filed for a general rate increase, and litigation with EPA was never even considered in the evaluation.

Q. Mr. Bird also alleges that the EnviroPower proposal was unfairly evaluated by EKPC's failure to value EnviroPower's offer to guarantee costs of purchased power if it could not deliver power by the April 2008 operation date. Did EKPC's evaluation consider this guarantee offered by EnviroPower?

A. In the selection of Spurlock 4 to provide the first half of the baseload requirements, EKPC added to proposals the estimated cost of market power for those proposals that could not meet the April 2008 commercial operation date. The market power was added in from April 2008 until a proposed project could reach commercial operation. In most cases, this was less than two years. No such market power was added to the EnviroPower proposal since EKPC assumed EnviroPower could make the April 2008 date.

Q. Did any of EKPC's member distribution systems, or Warren RECC, take part in the evaluation of the RFP proposals?

A. No. An EKPC Board member was at the bid opening, but representatives of the member systems or Warren RECC were not involved in the evaluation. Information on the status of the RFP and recommendations on selections of specific proposals were discussed at Board meetings.

Q. Did EKPC conduct its evaluation of the proposals received in response to RFP No. 2004-01 in a manner consistent with the terms stated in the RFP Notice?

A. Yes.

Q. Could you specify which proposals are listed in Table Q1-B on page 4 of EKPC's response to Question 1 of the Commission staff's data requests in this case, dated December 23, 2004?

A. The first four proposals in Table Q1-B are EKPC's proposals for (a) Spurlock 4, (b) Spurlock 4 & 5, (c) Smith CFB 1 & 2, and (d) Smith CFB 1. The first four proposals in Table Q1-A are EKPC's proposals for (a) Spurlock 4, (b) Spurlock 4 & 5, (c) Smith CFB 1, and (d) Smith CFB 1 & 2. The Smith CFB proposals were inadvertently switched in position when Table Q1-B was prepared. Table Q1-B was prepared at the Commission staff's request to provide a summary of proposal details and assumptions.

Q. Did EnviroPower's baseload proposal, as evaluated, have a lower capital cost and revenue requirement than EKPC's self-build Spurlock Unit 4 project?

A. EnviroPower offered a power purchase proposal in response to the baseload portion of the RFP and never disclosed the capital cost of their project to EKPC. The revenue

requirements of EnviroPower's baseload proposal were not lower than EKPC's Spurlock 4 proposal.

Q. Did any of EnviroPower's other baseload or peaking power proposals, as evaluated, have a lower capital cost and revenue requirement than the competing proposal that was selected by EKPC?

A. Again, EnviroPower offered a power purchase proposal in response to the baseload portion of the RFP and never disclosed the capital cost of their project to EKPC. The revenue requirements of EnviroPower's baseload proposal were not lower than the competing EKPC self-build baseload proposal. Following meetings with EnviroPower (Khanjee Holdings) in September regarding its peaking proposal, EnviroPower submitted a new proposal on October 12, 2004. The original proposal and all subsequent discussions or meetings prior to October 12 (last meeting occurred September 21) were based on a proposal for General Electric units. The October 12 proposal from EnviroPower was a complete change in both manufacturer and equipment to Siemens-Westinghouse units at an increase in price of 18 percent and a decrease in capacity offered of approximately 13 percent. Although EKPC considered this highly unusual, the EnviroPower peaking proposal was allowed to remain in the evaluation. A discussion on the selection of the successful proposal in the peaking evaluation is included in Exhibit 3 of PSC Case No. 2005-00053, filed January 31, 2005.

Q. Do you believe that EKPC has used a fair and analytical process to select the best and most economical power supply alternatives for the EKPC system in RFP 2004-01?

A. Yes. I believe that the projects selected represent the best alternatives for EKPC's power supply requirements and I believe that all proposals were fairly evaluated.

Q. Does this conclude your testimony?

A. Yes.

423EamespSupptest

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COOPERATIVE, INC. FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND NECESSITY, AND A)
SITE COMPATIBILITY CERTIFICATE, FOR THE) CASE NO. 2004-
CONSTRUCTION OF A 278 MW (NOMINAL)) 00423
CIRCULATING FLUIDIZED BED COAL FIRED UNIT)
IN MASON COUNTY, KENTUCKY)**

A F F I D A V I T

**STATE OF KENTUCKY)
)
COUNTY OF CLARK)**

David G. Eames, being duly sworn, states that he has read the foregoing prepared testimony and that he would respond in the same manner to the questions if so asked upon taking the stand, and that the matters and things set forth therein are true and correct to the best of his knowledge, information and belief.

David G Eames

David G. Eames

Subscribed and sworn before me on this 14th day of February, 2005.

Della E. Dawson

Notary Public, *KY at Large*

My Commission expires:

5-15-07

EXHIBIT 1
RFP Notice

April 2, 2004

EKPC Issues Request for Proposals

EKPC has issued a Request for Proposals (RFP) for additional sources of peaking power and baseload supply. EKPC is seeking power supply proposals from interested companies to meet both current and expected growth in electric demand.

The RFP seeks up to 600 megawatts of peaking electric capacity to be on-line by June 2008. It seeks 275 of MW baseload capacity in April 2008 and another 275 MW of baseload in December 2008. Peaking capacity is used only when electric demand is at the highest during periods of extremely hot or cold weather, while baseload capacity is used to meet ongoing demand year-round.

The deadline for utilities, power marketers and independent power producers to submit proposals to EKPC is 4 p.m., May 7. The evaluation should be completed July 7. The RFP is a process that will enable EKPC to find the most reliable, low-cost electric power possible.

For more information, see EKPC press releases www.ekpc.com/pressrelease. For full text, go to Request For Proposals www.ekpc.com/pressrelease.

East Kentucky Power Cooperative

Request For Proposals No. 2004-01 – Power Supply Resources

East Kentucky Power Cooperative (“EKPC”) is one of the fastest growing energy providers in Kentucky. Due to this growth, EKPC will be making decisions on the acquisition of new peaking and baseload capacity to meet its projected growth through 2010. Therefore, EKPC is soliciting proposals for power supply resources beginning as early as June 1, 2005.

Introduction

EKPC tentatively plans to file an application with the Public Service Commission of the Commonwealth of Kentucky (“PSC”) for a Certificate of Public Convenience and Necessity and Site Compatibility. This Request for Proposals (“RFP”) is being issued in conjunction with EKPC’s application to the PSC in order to evaluate alternatives to EKPC’s self-build options. EKPC will accept proposals for conventional baseload and peaking capacity, as well as proven demand side resources. EKPC’s self-build options under consideration are as follows:

I. Peaking Self-Build Options

EKPC’s current self-build option is to erect simple cycle dual fuel gas turbine generators and associated auxiliary equipment and associated appurtenances at EKPC’s J. K. Smith Power Station or a greenfield site with the following performance requirements: 9 ppm NOx on gas, 42 ppm NOx on oil, with 138 KV or 161 KV high side transformer voltage. The self-build option includes engineering, site, site development and construction.

EKPC is also considering the addition of one or more Distributed Generation (“DG”) projects of between 20 MW and 30 MW each to meet a portion of the peaking requirements. EKPC’s current self-build option is to erect one or more of these gas-fired or fuel oil-fired projects, consisting of a building with multiple small (no more than 10 MW) units and associated auxiliary equipment and associated appurtenances with 69 KV, 138 KV, or 161 KV high side step-up transformer voltage, depending on the sites chosen. The self-build option includes engineering, site, site development and construction. Sites will be determined later but may include locations adjacent to EKPC transmission lines or substations and/or locations in industrial parks.

II. Baseload Self-Build Option

EKPC’s current self-build option is to erect up to two 268 MW circulating fluidized bed boiler coal-fired units at EKPC’s Hugh L. Spurlock Generating Station or at EKPC’s J. K. Smith Power Station or at a greenfield site for commercial operation in April, 2008, or as soon thereafter as possible. The self-build option includes engineering, site, site development and construction.

System Description

EKPC is a power supply cooperative that generates and purchases electricity and sells at wholesale to 16 member electric distribution cooperatives. These local cooperatives serve the power needs of approximately 470,000 homes, farms and businesses in 89 Kentucky counties. EKPC’s resource portfolio consists of coal-fired and gas-fired (with fuel oil backup) generating

capacity, SEPA hydro-power, and power purchase contracts. EKPC currently maintains interconnections with the following utilities:

American Electric Power Company (AEP)
Cinergy
LG&E Energy/Kentucky Utilities
Tennessee Valley Authority (TVA)

Capacity Need

I. Peaking Requirements

EKPC is interested in Power Purchase Agreements (“PPAs”) for peaking capacity on a year round basis. Proposal terms should be for not less than ten (10) years in length, beginning as early as June 1, 2005. The minimum amount of capacity that may be proposed is 100 MW, except for DG proposals. EKPC’s expected peaking capacity needs are as follows:

June 1, 2005	up to 50 MW (DG Projects)
June 1, 2006	up to 200 MW
June 1, 2007	up to 200 MW (additional)
June 1, 2008	up to 200 MW (additional)

The peaking requirements for June 1, 2006 include any DG projects that may come on-line prior to June 1, 2006, as described below.

It is expected that peaking power would be scheduled at an annual capacity factor of up to 15 percent. However, there should be no minimum schedule other than the minimum runtime when called for. Flexibility in dispatching will be considered in evaluating proposals.

Bidder should have ownership or control of peaking generation adequate to supply the committed capacity.

In addition to PPAs, EKPC will consider various other peaking power supply alternatives, including but not limited to, the following:

1. Bidder will sell to EKPC peaking generating equipment in the form of new dual fuel combustion turbines with appropriate warranties, guarantees, etc. Bidder must supply a complete equipment list with its proposal. EKPC will furnish engineering and construction, the site and site development. Quoted price should be based on equipment delivered to the construction site. Delivery to the construction site is required at least nine (9) months prior to commercial operation.

2. Bidder will sell to EKPC and erect the above described combustion turbines on EKPC's J. K. Power Station site or another site at EKPC's discretion within EKPC's service area and connected to the EKPC transmission system.
3. Bidder will turn-key a peaking generation facility connected to the EKPC transmission system on an EKPC or other site, own and operate the facility for a certain number of years while selling EKPC the power under a PPA, and provide for a conversion of ownership to EKPC during the term or at the end of the term of the PPA.
4. Bidder will sell all or a portion of an existing operating peaking facility or one that is under construction to EKPC.
5. Bidder will turn-key one or more nominal 20 MW to 30 MW DG facilities, at sites to be determined later, for commercial operation by June, 2005. The estimated NOx emissions on natural gas and/or fuel oil, and noise levels should be specified. The high side transformer voltage may be 69KV, 138 KV, or 161KV, depending on the sites chosen.
6. Bidder may also offer alternative energy solutions such as proven demand side resources (100 MW minimum).

II. Baseload Requirements

1. EKPC is interested in PPAs for baseload capacity for not less than twenty (20) years, with a critical commence date of April 1, 2008. EKPC's expected capacity requirements are for 275 MW beginning April, 2008 and an additional 275 MW by December, 2008. Bidder should have ownership or control of baseload generation adequate to supply the committed capacity. The Bidder should specify a guaranteed availability for unit power sales proposals. Some flexibility in dispatching is desirable and will be considered in evaluating proposals. The minimum amount of capacity that may be proposed is 100 MW.
2. EKPC may be interested in acquiring partial ownership in a currently existing baseload plant or one that is to be completed in time to meet the above schedule requirements. EKPC shall consider the option of the Bidder providing market power to bridge the gap if the April 1, 2008 commercial operation date cannot be met until shortly thereafter.

In addition to PPAs, EKPC will consider various other baseload power supply alternatives, including but not limited to, the following:

Bidder will sell to EKPC a turn-key baseload power plant (250 MW - 300 MW) with appropriate warranties, guarantees, etc. Plant is to go commercial by April 1, 2008, or as soon as possible thereafter, and is to be constructed at EKPC's Hugh L. Spurlock Power Station or at EKPC's J. K. Smith Power Station or at a greenfield site within EKPC's service territory. EKPC shall consider the option of the Bidder providing market power to bridge the gap if the April 1, 2008 commercial operation date cannot be met until shortly thereafter. A second similar plant would be needed by December 1, 2008.

Fuel Reporting Requirements

Note: If fuel is to be supplied as part of the bid, the source and cost of the fuel must be described in detail.

Additional Equipment, Erection or turn-key Proposal Requirements:

Bidder shall provide a design outline complete with list of equipment, site drawings and layout drawings.

Equipment offered must satisfy the requirements of the RUS Form 213 "Buy American" and "Debarment and Suspension". (See Attachment 1.) Equipment contract terms will be per RUS Form 198. Construction contract terms will be per RUS Form 200. (Go to: www.ekpc.com.) If questions about these RUS requirements, please contact EKPC at the phone number given below.

Additional Environmental Requirements

Any facility constructed to serve EKPC load must meet the same RUS environmental requirements as if EKPC were building the project. These rules are codified as 7 CFR Part 1794. In such cases, an Environmental Impact Study ("EIS") would have to be prepared, or would have already been prepared, that RUS might adopt. If an EIS is required but has not been completed, Bidder shall discuss in detail the anticipated impacts to the Bidder's project schedule.

Provide copies of permits necessary for construction.

Identify any legal actions related to any approvals to construct.

Identify any Class I areas for air quality impact.

For PPAs, the Bidder shall ensure that all emissions allowance requirements will be satisfied and that any associated costs shall be borne by the Bidder.

Provide an impact analysis on Class I for air quality.

Provide a discussion of potential impacts in the future for changes in requirements impacting a Class I area.

Describe any air quality impacts on non-attainment areas.

Delivery

EKPC will evaluate all proposals based on “firm” delivery to the EKPC system. Bidders shall specify arrangements for firm transmission necessary to deliver power to an EKPC interconnect point. EKPC will include the expected cost and reliability of firm transmission to the EKPC system border in its evaluation. The delivery point at the EKPC border is the Bidder’s choice. EKPC will consider transmission reliability an important factor in the evaluation. Successful Bidders will likely be required to arrange for firm transmission, but EKPC reserves the right to make its own arrangements for firm transmission. EKPC is not a member of the Midwest ISO or any other regional transmission entity at this time.

Each Proposal must include a detailed description of the planned interconnection, describing the location and route, voltage level, and power ratings of the major facilities, and at a minimum, preliminary information from reliable sources which indicate there is a high likelihood that the transmission and associated ancillary services requested by the Bidder is available. Prior to negotiations, a completed facilities study from the transmission service provider(s) shall be required, and lack of delivery capacity shall be grounds for rejecting a proposal.

Any modifications, improvements, or additions to EKPC's system, including interconnection, transmission, metering, telemetering, or communications facilities, required by a Bidder for power delivery to EKPC’s system, shall be subject to review and approval by EKPC. The expenses relating to any such modifications, improvements or additions will be included by EKPC in the price evaluation of the Bidder's proposal.

The Bidder shall be responsible for scheduling and tagging of transmission to the Delivery Point. An alternate source or Delivery Point may be used at times if agreeable to EKPC.

Evaluation

Proposals will be given serious consideration and those evaluated as superior to EKPC’s self-build options may lead to negotiation of PPAs, and/or equipment contracts or turn-key projects, and/or contracts for alternative energy solutions such as proven demand side resources (100 MW minimum).

Pricing, timing, commercial terms, performance security provisions, and any other factors relevant to EKPC power supply needs may be considered in the ranking and selection of successful bids.

Bidder would have to satisfy all RUS equipment and/or erection contract requirements, including bonding on erection contracts.

Equipment must meet all environmental regulations.

Pricing Information

Prices shall be quoted in U.S. dollars and shall be considered firm unless expressly stated otherwise. If the Bidder's pricing policy involves escalation or an index, the escalation terms and conditions or specific index must be included for evaluation. Prices should include all taxes and environmental charges. The Bidder will be responsible for compliance with all applicable existing and future environmental requirements.

All prices shall be defined for the duration of the agreement signed by EKPC and the Bidder. The Bidder may only make such prices subject to renegotiations for changes in costs relating to environmental and other pertinent laws and/or regulations that are beyond the control of the Bidder. Such renegotiations, if any, will be for purposes of adjusting only those price components directly affected by such regulatory and/or legislative changes.

Bidder should be willing to guarantee its proposal price for at least sixty (60) days (but EKPC would prefer at least ninety (90) days) from the submittal deadline date of May 7, 2004, in order that EKPC can perform its evaluation and possibly negotiate a contract.

Financial Stability and Performance Guarantees

Financial stability of the Bidder and the demonstrated ability to fulfill its contractual obligations are of utmost importance to EKPC and will be an integral part of EKPC's economic evaluation process.

EKPC requires secure and reliable physical delivery of the capacity and associated energy corresponding to all PPAs. A performance bond, or some other performance guarantee at the discretion of EKPC, may be required to guarantee security and reliability of physical delivery of energy and capacity. The financial viability of any Proposal shall be demonstrated to provide assurance that the Bidder as well as any firm(s) sponsoring the proposed PPA have adequate financial strength.

All proposals shall be subject to a minimum liquidated damages ("LD") level on a per-MWh/day basis for lack of timely power delivery or for late project completion. EKPC shall require an acceptable form of security for the payment of these LD's. This security can be a guarantee from an affiliated organization, a bond, a letter of credit, or other reasonable forms of

security, subject to EKPC's determination of the acceptability of the documents and of the securing party, in its sole discretion.

For equipment or turn-key contracts, successful Bidders shall secure, upon contract award, contractors' performance bond(s) to provide financial guarantee that any construction related requirements will meet schedule and proposed performance.

For baseload PPAs proposals, EKPC shall require performance security adequate to cover EKPC costs during any period that would be required to construct replacement capacity in the event of a default by the Bidder.

Bidder shall specify in detail the type and amount of proposed credit enhancements or other means proposed to guarantee performance under any contract that might result from this RFP.

Bidder shall provide audited financial statements from the previous three years in order to demonstrate financial viability.

Confidentiality

EKPC will not disclose any information contained in the Bidder's proposal that is marked "Confidential" to another party unless such disclosures are required by law or by a court or governmental or regulatory agency having appropriate jurisdiction. As a regulated utility and electric cooperative, EKPC may be required to release proposal information to various government agencies and/or others as part of a regulatory review or legal proceeding. EKPC also reserves the right to disclose proposals to any EKPC consultant(s) for the purpose of assisting in evaluating proposals. In the event EKPC is required to submit copies of proposals to the PSC or other governmental or regulatory agency, EKPC will attempt to file such information labeled as "Confidential" on a confidential basis. Designating specific information as confidential, rather than the entire proposal, may facilitate such efforts. However, EKPC cannot guarantee that such information will be deemed confidential by the agency or court the information is filed with.

Acceptance of Proposals

EKPC reserves the right, without qualification, to select or reject any or all proposals and to waive any formality, technicality, requirement, or irregularity in the proposals received. EKPC also reserves the right to request further information, as necessary, to complete its evaluation of the proposals received. Furthermore, EKPC reserves the right to negotiate with bidders selected for the Short List, prior to the selection of winning proposals.

Bidders who submit proposals do so without recourse against EKPC for either rejection by EKPC or failure to execute an agreement for purchase of capacity and/or energy for any reason. EKPC will not reimburse any Bidders for any cost incurred in the preparation or submission of a proposal and/or any subsequent negotiations regarding a proposal.

Opening of Proposals

Proposals will be opened privately on or about the date listed below. Any proposal that is not received by the Proposal Due Date and Time will be deemed non-responsive and will not be considered.

Schedule

RFP Issued	April 2, 2004
Proposals Due	May 7, 2004
Proposals Opened	May 10, 2004
Evaluation Completed	July 7, 2004
Notification to Bidders of Short List	July 16, 2004

Contact Information

Proposals are due no later than 4 PM EDT on May 7, 2004. Proposals are to be submitted by mail, e-mail, fax, or hand delivery. Faxed or e-mailed proposals must be followed up by mail with an identical signed original proposal that must be received no later than 4PM EDT on May 12, 2004. All correspondence should be directed to EKPC's Official Contact:

Mr. TC Christopher, Resource Planning Team
RE: RFP No. 2004-01
East Kentucky Power Cooperative, Inc.
4775 Lexington Road
Winchester, Kentucky 40391
Phone: (859) 744-4812, ext 495 Fax: (859) 737-6076
E-mail: Send to **rfp2004-01@ekpc.com** with the words 'RFP No. 2004-01' in the subject line.

Attachment 1

Buy American and Debarment and Suspension RUS Regulations

§1726.15 "Buy American"

The borrower must ensure that all materials and equipment financed with loans made or guaranteed by RUS complies with the "Buy American" provisions of the Rural Electrification Act of 1938 (7 U.S.C. 903 note), as amended by the North American Free Trade Agreement Implementation Act (107 Stat 2129). When a "Buy American" certificate is required by this part, this must be on RUS Form 213. For actual "Buy American" form, go to www.ekpc.com.

§1726.16 Debarment and Suspension.

Borrowers are required to comply with certain requirements on debarment and suspension in connection with procurement activities as set forth in part 3017 of this title, particularly with respect to lower tier transactions, e.g., procurement contracts for goods or services. For actual "Debarment and Suspension" form, go to www.ekpc.com.

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EXHIBIT 2 Schedule

RFP 2004-01 Discussions with Bidders

Date (2004)	Bidder	Conference Call/ Meeting	Discussion Topics
August 9	[REDACTED]	Conference Call	Project pricing & escalation. Water supply. Transmission plan & studies. Permitting status.
August 9	[REDACTED]	Conference Call	Company Information. Scope of equipment supply. Project engineering & construction management.
August 9	[REDACTED]	Conference Call	Fuel cost assumptions & pricing. Possibility of taking half plant capacity (275MW). Transmission plan & studies. Construction timetable.
August 10	[REDACTED]	Conference Call	Transmission plan & studies. Company experience. Permitting status. Emission credits. Plant ownership. Fuel pricing, fixed & variable costs & escalation. Water supply.
August 11	[REDACTED]	Conference Call	Scope of supply included in price. Status of equipment with vendor. Draft agreement. Labor. Balance of plant details.
August 11	[REDACTED]	Conference Call	Parties involved in proposal. Possibility of taking half plant capacity (265MW). Pricing extension. Land lease for project. Construction certificate. Transmission interconnection plan. Permit status. Water supply. Engineering, Procurement & Construction team. Environmental Impact Statement. Financing. Performance Guarantee.
August 12	[REDACTED]	Conference Call	Status of equipment. Labor. Price adjustment for 1 site. O&M costs. SCR option. Engineering, Procurement & Construction team. Regulatory process. Balance of plant details.
August 12	[REDACTED]	Conference Call	Status of equipment. Labor. Regulatory process. Pricing. Liquidated damages provision.
August 13	[REDACTED]	Conference Call	Impact of Federal legislation (HR 3531). Site selection. Permit Status. Environmental Impact Statement. Project cost estimate. Performance guarantee. Transmission interconnection plan. Water supply. O&M costs.
August 13	[REDACTED]	Conference Call	Status of equipment. Operational issues. Commercial operation schedule. Regulatory process. Labor. O&M costs. SCRs. Balance of plant details. Engineering & construction team.
August 16	[REDACTED]	Conference Call	Status of equipment/subject to prior sale. O&M costs. Labor. Balance of plant details. Engineering, Procurement & Construction team. Regulatory process.
August 23	[REDACTED]	Meeting	LMS100 presentation. Turbine components, configuration. Seasonal capacity ratings. Heat rates. Control system. Expected shipping dates.
September 9	[REDACTED]	Meeting	Site Conditions. Plant design details. Permitting. Equipment Warranty. Project schedule. SCRs. Package deal with Distributed Generation proposal.

September 9	[REDACTED]	Meeting	Equipment vendors. Pollution controls. Fuel source. Interest rate impact on price. Air permit. EIS. Water needs and status. Site conditions. [REDACTED] O&M RFP. Projected staffing. Voltage & var support. Liquidated damages, penalties, incentives. Pricing for half output.
September 21	[REDACTED]	Meeting	LMS100 supercore. Emissions. SCR. Gas pressure needed. Synchronous condenser option. LMS100 testing.
September 22	[REDACTED]	Meeting	Scope of work/list of refinements. Synchronous condensers. Equipment status-already installed, have to move. Single fuel.
September 23	[REDACTED]	Meeting	Emissions. Capacity guarantee. Equipment status-units in storage. Schedule. Synchronous condenser not option.
September 30	[REDACTED]	Meeting	Commercial operation schedule. Unit testing. Warranties. SCRs. Balance of plant details. Heat rates.