

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 14, 2023, Kentucky Power Company (Kentucky Power) submitted an application for a securitization financing order pursuant to KRS 278.672.¹ 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.² 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.³

The Commission finds that Orrick, Herrington, & Sutcliffe, LLP (Orrick) submitted its August 2023 invoice for consulting services in this matter. The invoice is attached as

¹ 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 as of July 14, 2023. The documents cured the deficiency and the application was deemed filed on July 14, 2023.

² KRS 278.674(3)(a).

³ Order (Ky. PSC Aug. 2, 2023).

an Appendix to this Order. Kentucky Power should remit payment for the amount of the invoice within 30 days of receipt of the of this Order by cashier's check or money order 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. Additionally, the Commission notes, this invoice included onboarding for the consultant and as such, the amount is higher than what is to be expected going forward.

IT IS THEREFORE ORDERED that:

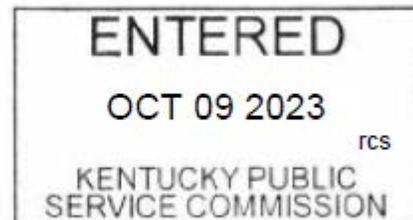
1. Kentucky Power shall remit payment to the Commission for Orrick's services rendered as a consultant to the Commission.
2. Kentucky Power shall remit payment within 30 days of the issuance of this Order.
3. The payment shall be a certified check or money order made payable to the Kentucky State Treasurer 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 OCT 09 2023

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: September 18, 2023

Contracting Body

Division, Branch, etc.

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe, LLP
405 Howard Street
San Francisco, CA 94105

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: \$98,000.00

5. Dates of Service Covered under this invoice:

Starting Date: August 14, 2023

Ending Date: August 31, 2023

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

_____ Yes Noage 1 of 2

7. Date of most recent invoice submitted prior to this invoice: N/A

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

4. 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 August Invoice No. 2126846

5. 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 = \$3,549
Ian Busche \$690/hr = \$3,450.00
Dean E. Criddle \$1,200/hr = \$117,600
Jerry V. Kyle Jr. \$1,100/hr = \$1,650
Dora Y. Mao \$1,000/hr = \$1,300
Thomas C. Mitchell \$1,240/hr = \$620.00

6. Provide the subject matter and recipient of any correspondence:
Matter: Kentucky Power Company Application
Recipients: Thomas C. Mitchell, Andrew Bethune, Ian Busche, Dean E. Criddle, Jerry V. Kyle Jr, and Dora Y. Mao

7. 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):

8. 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:

DocuSigned by:
Christina Barker
D4A763716A80439...

Date:

Title:

Contracting Body

Approved by:

Linda C. Lindell Date:

Title:



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

September 18, 2023
 Client No. 54107
 Invoice No. 2126846

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through August 31, 2023 in connection with the matters described on the attached pages:

	\$ 128,169.00
<i>LESS CLIENT COURTESY ONBOARDING DISCOUNT:</i>	<u>(30,169.00)</u>
SUBTOTAL	\$ 98,000.00
DISBURSEMENTS as per attached pages:	0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$ <u>98,000.00</u>

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: 2126846*

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: 2126846
 E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
 2121 Main Street
 Wheeling, WV 26003
 (304) 231-2703
 Reference: 54107/ Invoice:
 2126846*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



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

September 18, 2023
Client No. 54107
Invoice No. 2126846

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through August 31, 2023 in Connection With:

Matter: 3 - Kentucky Power Company Application

08/14/23	D. Mao	Review transaction overview from D. Criddle to prepare for Introductory Meeting.	0.30
08/14/23	D. Criddle	Email exchanges and telephone conference with Vickie Cravens re Introductory Meeting with KPSC personnel.	0.40
08/14/23	D. Criddle	Email to Orrick Team summarizing KPC's proposed transaction and selected topics.	1.10
08/14/23	D. Criddle	Email exchanges with Andrew Bethune re KPC's proposed transaction documents.	0.10
08/14/23	D. Criddle	Reviewing KPC's Application (including Exhibits and Testimony).	5.00
08/14/23	D. Criddle	Reviewing SB 192.	0.50
08/15/23	D. Criddle	Research and analysis re SEC "series trust" requirements.	0.40
08/15/23	D. Criddle	Telephone conference with Ian Busche re proposed transaction structure, timeline and process.	0.60
08/15/23	D. Criddle	Email exchange with Jerry Kyle re same and re Kentucky AG Officer of Ratepayer Advocate Intervention.	0.20
08/15/23	I. Busche	Review SB 192 background information and prepare for engagement.	1.00
08/15/23	D. Criddle	Reviewing and proposing potential edits to KPC's proposed form of Financing Order.	0.00
08/16/23	D. Criddle	Reviewing KPC's Application (including Exhibits).	3.30
08/17/23	D. Criddle	Email exchanges with Vickie Cravens, et al. confirming Introductory Meeting.	0.40
08/17/23	D. Criddle	Preparing proposed Agenda for Introductory Meeting.	2.20
08/17/23	D. Criddle	Reviewing Niehaus (Goldman Sachs) rebuttal testimony.	1.10
08/17/23	A. Bethune	Review proposed agenda for Introductory Meeting with KPSC staff.	0.40
08/18/23	J. Kyle Jr.	Attn to background information; conf's w/ D. Criddle.	1.00
08/18/23	D. Criddle	Preparing proposed agenda and talking points for Introductory Meeting.	1.20
08/18/23	D. Criddle	Email exchange with Vickie Cravens re same.	0.30



08/18/23	D. Criddle	Preparing candidate Data Requests.	2.60
08/18/23	D. Criddle	Reviewing direct testimony of Cynthia Wiseman, F. Messner, B. West and Katrina Neuhaus.	3.80
08/19/23	D. Criddle	Preparing talking points for Introductory Meeting with Commission staff.	2.60
08/19/23	D. Criddle	Email exchanges with Orrick Team re same.	0.50
08/19/23	D. Criddle	Preparing Survey of "Regulatory Opinions" delivered in recent utility securitized bond transactions identified by Katrina Niehaus.	1.30
08/19/23	D. Criddle	Preparing candidate questions for supplemental Data Request.	1.70
08/20/23	D. Criddle	Reviewing K. Niehaus and C. Wiseman Direct Testimony.	1.70
08/20/23	D. Criddle	Preparing talking points for Introductory Meeting.	1.50
08/20/23	D. Criddle	Telephone call with Jerry Kyle re same.	0.50
08/21/23	A. Bethune	Prepare for and attend Introductory Meeting with KPSC staff.	1.70
08/21/23	D. Mao	Participate in introductory kickoff call with client working group.	1.00
08/21/23	D. Criddle	Preparing for Introductory Meeting with Commission staff.	1.30
08/21/23	D. Criddle	Participating in Introductory Meeting.	1.00
08/21/23	D. Criddle	Finalizing Survey of "regulatory opinions".	0.60
08/21/23	D. Criddle	Email re same to Commission staff.	0.10
08/21/23	D. Criddle	Preparing list of potential Data Requests.	1.80
08/21/23	D. Criddle	Research and analysis re "series trust" question posed by J. Fichera.	0.20
08/21/23	D. Criddle	Revising Saber Partners' summary chart re same.	0.10
08/22/23	A. Bethune	Review draft Data Request and related communication with D. Criddle.	0.50
08/22/23	D. Criddle	Preparing proposed Data Requests.	3.00
08/22/23	D. Criddle	Email exchanges with Orrick Team re same.	0.40
08/22/23	D. Criddle	Email exchange with Heather Temple re Commission policy questions/scheduling weekly meetings.	0.60
08/22/23	D. Criddle	Reviewing Commission staff's Second Data Request to KPC.	1.60
08/22/23	D. Criddle	Reviewing Direct Testimony of KPC Witnesses.	2.30
08/22/23	D. Criddle	Preparing emails to J. Fichera (Saber Partners) re survey of "regulatory opinions" and initial potential Data Requests.	0.40
08/23/23	D. Criddle	Preparing revised draft Data Requests for Kentucky Power.	5.00
08/23/23	D. Criddle	Email exchanges re same with H. Temple, M. Tussey, Orrick Team and Saber Partners Team.	1.50
08/23/23	D. Criddle	Telephone call with T. Mitchell re perfection of security interest issues under SB 192.	0.30
08/23/23	D. Criddle	Reviewing KPC's responses to Commission Staff's initial Data Request.	1.30
08/23/23	D. Criddle	Email exchanges with J. Fichera re SEC Regulation AB, "series trust" and "asset-backed securities" issue.	0.50
08/23/23	D. Criddle	Research and analysis re same.	0.20



08/23/23	T. Mitchell	Review documents and telephone conference D. Criddle regarding commercial law issues and best execution.	0.50
08/24/23	D. Criddle	Preparing Data Requests re securitized surcharge true-up mechanics.	3.80
08/24/23	D. Criddle	Email exchanges w/ Orrick Team re same and re Southern Indiana Gas & Electric 2023 Financing Order.	0.90
08/24/23	D. Criddle	Email exchanges with J. Fichera re Orrick's draft Data Requests.	0.60
08/24/23	D. Criddle	Email exchanges with H. Temple, et al. re scheduling regular weekly or bi-weekly meetings.	0.40
08/24/23	D. Criddle	At J. Fichera's request, prepared revisions to draft Charts re "series trust" / ABS transactions.	2.00
08/24/23	D. Criddle	Email exchanges with J. Fichera re same.	0.30
08/24/23	I. Busche	Review potential data requests and related documentation; schedule weekly working group meetings.	2.00
08/25/23	D. Criddle	Preparing draft Data Request re securitized surcharge true-up adjustment mechanics.	2.00
08/25/23	D. Criddle	Email exchange with A. Bethune re same	0.20
08/25/23	D. Criddle	Reviewing filings in KPSC securitization docket	1.60
08/25/23	D. Criddle	Email exchange P. Sutherland re Messner/Niehaus workpapers	0.20
08/25/23	D. Criddle	Research and preparing revisions for charts re "series trust"/ABS transactions	1.70
08/25/23	D. Criddle	Email exchanges with J. Fichera re same.	0.20
08/25/23	A. Bethune	Review additional draft Data Requests and related communication with D. Criddle.	0.60
08/26/23	D. Criddle	Reviewing Commission staff's 8/14 Data Request and KPC direct testimony.	1.70
08/26/23	D. Criddle	Preparing draft survey chart re 2021 - 2023 IOU securitization transactions.	2.50
08/28/23	D. Criddle	Preparing additional proposed Data Requests.	2.20
08/28/23	D. Criddle	Reviewing application and direct testimony	1.00
08/28/23	D. Criddle	Reviewing 8/28 filings in securitization docket	0.60
08/28/23	D. Criddle	Reviewing KPC's response to Commission staff's second set of Data Requests	1.00
08/28/23	D. Criddle	Telephone conference with T. Mitchell re Southern Indiana G&E financing order.	0.30
08/28/23	J. Kyle Jr.	Review background information, correspondence w/ D. Criddle.	0.50
08/29/23	D. Criddle	Reviewing Kentucky Power's responses to 8/14 Data Requests.	3.50
08/29/23	D. Criddle	Email exchanges with J. Fichera and I. Busche re same	0.60
08/29/23	D. Criddle	Preparing additional proposed Data Requests	3.10



08/29/23	D. Criddle	Preparing draft survey of 2021 - 2023 publicly offered securitized utility bonds	1.70
08/29/23	D. Criddle	Telephone conference with I. Busche re same.	0.60
08/30/23	I. Busche	Review draft Data Requests.	0.30
08/30/23	A. Bethune	Review revised draft Data Request and related communication with D. Criddle.	0.70
08/30/23	D. Criddle	Examples with J. Fichera and P. Sutherland regarding comments on revised draft Data Requests.	1.20
08/30/23	D. Criddle	Preparing revised draft additional proposed Data Requests.	4.00
08/31/23	D. Criddle	Email exchanges with H. Temple regarding expanded and revised draft Data Request.	0.30
08/31/23	D. Criddle	Email exchange with P. Sutherland and J. Fichera regarding same	0.40
08/31/23	D. Criddle	Reviewing Kentucky Power's 8/28 responses to 8/14 Data Requests	2.10
08/31/23	D. Criddle	Preparing revisions to draft Data Requests.	2.10
08/31/23	I. Busche	Attend to summary securitization chart.	0.20

Total Hours	110.20	
Total For Services		\$128,169.00
<i>Less Client Courtesy Onboarding Discount</i>		<i>(30,169.00)</i>
Total Due		\$98,000.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew Bethune	3.90	910.00	3,549.00
Ian Busche	5.00	690.00	3,450.00
Dean E. Criddle	98.00	1,200.00	117,600.00
Jerry V. Kyle Jr.	1.50	1,100.00	1,650.00
Dora Y. Mao	1.30	1,000.00	1,300.00
Thomas C. Mitchell	0.50	1,240.00	620.00
Total All Timekeepers	110.20		\$128,169.00

Total For This Matter **\$98,000.00**

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