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IN THE KENTUCKY PUBLIC SERVICE COMMISSION

IN RE: INVESTIGATION:

Case No. 2003-00433  
AN ADJUSTMENT OF THE GAS AND ELECTRIC RATES  
TERMS, AND CONDITIONS OF LOUISVILLE GAS AND  
ELECTRIC COMPANY

and

Case No. 2003-00434  
AN ADJUSTMENT OF THE ELECTRIC RATES, TERMS, AND  
CONDITIONS OF KENTUCKY UTILITIES COMPANY

\* \* \*

SWORN STATEMENT

OF

LISA KILKELLY

JULY 8, 2005

---

ELLEN L. COULTER, RPR  
Coulter Reporting, LLC  
101 East Kentucky Street  
Suite 200  
Louisville, Kentucky 40203  
(502) 582-1627  
FAX: (502) 587-6299  
E-MAIL: CoulterLLC@bellsouth.net

1/20/05 BOA

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I N D E X

Exhibit No. 1..... 23  
 (June 29, 2005 letter to Lisa Kilkelly  
 from Jonathan D. Goldberg)

Exhibit No. 2..... 23  
 (May 26, 2004 Intra-Agency Memorandum)

Exhibit No. 3..... 23  
 (Sign-in sheet, LG&E and Kentucky  
 Utilities Company, Informal Conference  
 April 28, 2004)

A P P E A R A N C E S

SPECIAL GENERAL COUNSEL TO THE PUBLIC SERVICE  
COMMISSION:

JONATHAN D. GOLDBERG  
AARON J. SILLETTO  
Goldberg & Simpson  
3000 National City Tower  
101 South Fifth Street  
Louisville, Kentucky 40202

1                   The sworn statement of LISA KILKELLY,  
2 taken in the offices of Goldberg & Simpson, 3000  
3 National City Tower, 101 South Fifth Street,  
4 Louisville, Kentucky, on Friday, the 8th day of July,  
5 2005, at approximately 10:00 a.m.

6  
7                   EXAMINATION

8  
9 BY MR. GOLDBERG:

10           Q.        Would you state your full name for us.

11           A.        Lisa Kilkelly. It's K-I-L-K-E-L-L-Y.

12           Q.        Could you tell us your home address?

13           A.        [REDACTED]

14           Q.        [REDACTED]

15           A.        Yes.

16           Q.        Okay. And your business address?

17           A.        425 West Muhammad Ali Boulevard, also  
18 in Louisville.

19           Q.        And are you a lawyer?

20           A.        Yes.

21           Q.        And how long have you been a lawyer?

22           A.        About 16 years.

23           Q.        Okay. And I take it that the business  
24 address you gave us is the Legal Aid Society.

25           A.        Correct.

1 Q. Okay. And how long have you been  
2 employed there?

3 A. About 17 years.

4 Q. Okay. One more than you were a  
5 lawyer.

6 A. Yeah, yeah. They took me in early.

7 Q. All right. Can you tell us -- let's  
8 confine it to the last five years -- what your job  
9 duties are at Legal Aid Society.

10 A. I'm an attorney in the Community  
11 Development unit, and I work with nonprofit  
12 organizations that are serving the low income  
13 community in some fashion. We help neighborhood  
14 associations, service providers, and we help them  
15 with things like incorporating, getting tax exempt  
16 status. We also represent our clients MHNA and POWER  
17 in utility issues because they're interested in  
18 affordable utility service for the low income  
19 community, so we -- I've also done that work.

20 Q. Okay. Could you repeat for me again  
21 the name of that entity.

22 A. The two clients that I mentioned?

23 Q. Yes.

24 A. The first one is Metro Human Needs  
25 Alliance, and we call it MHNA [MANNA], M-H-N-A, sort

1 of their acronym, as it was. And then POWER is --  
2 stands for People Organized and Working for Energy  
3 Reform.

4 Q. That's very helpful because we -- on  
5 the sign-in sheet, which I wanted you to identify for  
6 me, we couldn't figure out what those were.

7 A. Yeah. Shorthand, yeah.

8 Q. All right. Well, tell me about those  
9 organizations a little bit.

10 A. Okay. Metro Human Needs Alliance is a  
11 coalition based here in Jefferson County of low  
12 income community ministries, service providers that  
13 help the low income community in a variety of ways.  
14 Emergency assistance, typically. The ministries  
15 typically are coalitions of churches and other  
16 religious organizations that when people need help  
17 paying their rent, you can go to the agencies and  
18 maybe get some help on your rent. Also utilities.  
19 If you've got an LG&E bill, they can go get emergency  
20 assistance.

21 They do some other things too. I  
22 think they do some case management. They track  
23 homeless. They have a Homeless Families Prevention  
24 Program that sort of tracks families that are at risk  
25 of homelessness, and so that's their focus.

1 Affordable utility service is an interest of theirs.

2 Q. And POWER?

3 A. POWER is a volunteer group. It's more  
4 of a -- it's not a service provider, per se, but it's  
5 a group of people who are interested in seeing that  
6 utility service is affordable to low income people.

7 Q. Okay. Now, how long have you  
8 represented these two entities in your work at Legal  
9 Aid?

10 A. I have represented them for  
11 approximately two to three years. There was another  
12 attorney previous to me. Our office has represented  
13 them for several years. I just came on in the last,  
14 I would say, two to three years when one of our other  
15 attorneys retired and I sort of took over.

16 Q. Okay. Let me first show you the  
17 sign-in sheet and get you to -- if you can identify  
18 the signature at the top of the second page.

19 A. Yes.

20 Q. Is that your signature?

21 A. Yes, it is.

22 Q. Okay. What I am showing you, and  
23 we'll mark as an exhibit to your statement, is a  
24 sign-in sheet for an informal conference April 28,  
25 2004, and at the top is referenced the two case

1 numbers --

2 A. Yes.

3 Q. -- Case No. 0433 and case No. 0434,  
4 both bearing the prefix 2003. And this is the  
5 Louisville Gas & Electric Company and Kentucky  
6 Utilities Company rate case that occurred in 2004  
7 before the Public Service Commission. And I trust  
8 you can identify your signature?

9 A. Yes.

10 Q. And do I take it, then, that you  
11 appeared as indicated on this document on April the  
12 28th, 2004 --

13 A. Yes.

14 Q. -- at the PSC?

15 A. Yes.

16 Q. Okay. Prior to your participation in  
17 these two cases, had you participated as a lawyer in  
18 front of the Public Service Commission before?

19 A. I had participated in a case  
20 concerning prepay meters -- prepaid meters, where  
21 there were these meters that people could, you know,  
22 kind of like have a smart card, and that was probably  
23 in 2003. I don't have the date, but I participated  
24 in that.

25 Prior to that, I had done a little bit

1 of work on some telephone issues. I was assisting  
2 another attorney, and I believe I had appeared -- it  
3 was when they were setting up a program -- I believe  
4 it was the Lifeline program, which is a phone program  
5 basically to give a discount to low income people  
6 trying to -- trying to get phone service.

7 Q. Is this the first rate case --

8 A. Yes.

9 Q. -- or series of rate cases that you  
10 were involved in?

11 A. Yes.

12 Q. And what was your understanding of  
13 what was going to be done as part of this rate case?

14 A. I had participated, I guess, up to  
15 that point with helping our clients file a motion to  
16 intervene and draft testimony. And I assumed at the  
17 hearing all the witnesses who had given testimony  
18 would testify, be cross-examined, and then the  
19 commission would issue a decision. That was my  
20 general expectation.

21 Q. Okay. Prior to April 28th, 2004 and  
22 your appearance at the informal conference, had you  
23 attended any other conferences with regard to these  
24 two rate cases?

25 A. I don't believe so. I don't recall



1 any.

2 Q. All right. Tell me what you recall  
3 of the April 28th, 2004 conference.

4 A. I recall going to the conference; I  
5 believe it was in the hearing room. And there was  
6 discussion of some procedural matters like who wanted  
7 to cross-examine who and witnesses and kind of those  
8 sort of issues. And then there was some discussion  
9 about settling some of the issues, and I think it --  
10 it went into discussions about settling the issues, I  
11 believe.

12 Q. Okay. How long do you believe the  
13 April 28, 2004 conference took?

14 A. I don't remember exactly. It went on  
15 for quite a while, I think. I know there were some  
16 evenings -- I know there were some nights that we  
17 stayed into probably the evening, 7 or 8. I don't  
18 specifically remember. That might have been one of  
19 the days where we went until 6. I don't remember  
20 specifically, but it seems like it went on for quite  
21 a while.

22 Q. Do you have a general sense  
23 recollection that what was discussed at the  
24 April 28th was procedural matters as opposed to  
25 substantive events, or can you distinguish between

1 those meetings?

2 A. They tend to run into each other a  
3 little bit just because it has been a while. It  
4 seems like we may have gotten into some settlement,  
5 you know, discussions about more of the substantive,  
6 I think.

7 Q. And I take it that everything that  
8 occurred at the April 28, 2004 meeting occurred on  
9 the record? There was a record made at that point?

10 A. As far as I know.

11 Q. Okay. Did you know any of the other  
12 participants at the April 28, 2004 conference?

13 A. I had met some of the LG&E attorneys.  
14 I had met -- I think -- I had met Mr. Raff from the  
15 commission.

16 Q. Is that the first time you had met  
17 Mr. Raff, or had you met him before?

18 A. I don't believe so. I probably met  
19 him at the prepaid -- maybe some of the prepaid meter  
20 proceedings.

21 Q. Okay.

22 A. And I think I had met the attorney  
23 general, Betsy Blackford, I had met her before, and I  
24 had met Dennis Howard before.

25 Q. Do I take it you don't have a

1 recollection, then, of how long that particular  
2 meeting actually lasted?

3 A. Not specifically, unfortunately.

4 Q. All right. And you may have given me  
5 part of this as an answer to one of the previous  
6 questions, but tell me what the interest in these two  
7 rate-making cases was of your clients.

8 A. They are both very interested in  
9 seeing utility rates be as affordable as possible.  
10 And while everybody has that interest, I'm sure,  
11 because they work with low income people -- and some  
12 of the POWER participants are low income -- they have  
13 a particular interest in how these types of increases  
14 affect the low income community.

15 It can be -- utility problems can be a  
16 huge problem for low income customers with  
17 disconnections, getting behind. It can be a cause  
18 that throws people into homelessness. So they have a  
19 keen interest in seeing that, as the parties go  
20 through this process, that they remain aware of how  
21 rate increases can really be a very serious problem  
22 for the low income community.

23 Q. Okay. I take it as part of the  
24 process you developed an understanding that the three  
25 commissioners actually make the decision on rate

1 increases, correct?

2 A. Yes. Mm-hmm, yes.

3 Q. Did you personally, during this  
4 process or before, had you met any of the  
5 commissioners?

6 A. No.

7 Q. Okay. During the whole process on  
8 these two rate-making cases, did you ever have any  
9 contact with any of the commissioners?

10 A. No.

11 Q. With regard to the staff, other than  
12 Richard Raff, who you told us about you had met, did  
13 you have any contact with any of the staff during  
14 this whole process with regard to either case?

15 A. I don't believe so.

16 Q. Do you have a recollection of somebody  
17 designated as, quote, "staff," sitting in any of  
18 these meetings other than Richard Raff?

19 A. I don't know for sure. I know there  
20 are some -- I know there were several staff people  
21 there. I wasn't sure what all their roles were,  
22 and -- there may have been more staff. It seems like  
23 there were several people at his table, but I don't  
24 really know them by name, so...

25 Q. Other than -- well, strike that. Did

1 you have any conversations with anybody who you  
2 believe to be staff?

3 A. No.

4 Q. Okay. And you did not have one with  
5 Mr. Raff, I take it, during this whole process.

6 A. No. With -- there was -- we  
7 inadvertently had a conversation with Mr. Raff.  
8 There was -- in the course of coming back for the  
9 conferences, I had it in my mind that on one of the  
10 days we were coming back to continue the conference.  
11 Myself and Keith Faleide of Metro Human Needs  
12 Alliance went to the commission to find that we were  
13 the only people there. The receptionist didn't  
14 know -- we said, We're here, you know.

15 The receptionist called Mr. Raff, who  
16 kindly came out and said that he didn't have anything  
17 for today, you know. So we briefly talked, and we  
18 didn't talk about any substance or anything, but we  
19 did make an inadvertent appearance.

20 Q. Beside your inadvertent appearance,  
21 did you have any other conversations with Mr. Raff?

22 A. No.

23 Q. Do I take it, then, you've never had a  
24 question -- a conversation, rather, about substantive  
25 issues related to these two cases with Mr. Raff or

1 any member of the staff of the Public Service  
2 Commission?

3 A. Not personally. There were some  
4 discussions among several of the parties where we  
5 were talking about our part of the settlement.

6 Q. On the record?

7 A. Yeah. I think we were at the  
8 commission. Several people were there. It was in  
9 the open, and we did talk about sort of the  
10 parameters of -- of what the low income advocates  
11 were interested in.

12 Q. So that I'm clear on that, do I take  
13 it you were making points in one of the settlement  
14 negotiations or at a hearing? Is that what you were  
15 referencing?

16 A. In the settlement negotiations, yes,  
17 at the commission there was discussion about, in  
18 particular, the Home Energy Assistance program and  
19 what various parties, I guess, wanted to see in that  
20 and just coming to what -- agreement on what everyone  
21 would find acceptable.

22 Q. Okay. But, to your knowledge, that  
23 was all comments that were made on the public record.

24 A. Yeah, mm-hmm.

25 Q. All right. Do you keep a calendar,

1 Ms. Kilkelly?

2 A. Yes.

3 Q. Have you kept your calendar for the  
4 year 2004?

5 A. Yes.

6 Q. On your calendar, would the dates have  
7 been marked for the various either informal  
8 conferences or hearings in this matter?

9 A. The hearing -- I think the -- the  
10 initial informal conference on the 28th I'm pretty  
11 sure was on my calendar, and then the start of the  
12 hearing date was on my calendar.

13 Now, as things -- see, I know it kind  
14 of continued over, I think, after the informal  
15 conference. People came back the next day. I'm not  
16 sure that I -- if people said, Okay, everybody is  
17 going to come back tomorrow at 1. I'm not sure that  
18 I put all of those on my calendar. But I know the  
19 main dates, the informal conference and the hearing,  
20 would have been on my calendar.

21 Q. Okay. Do you have a recollection of  
22 what day the hearing actually began datewise?

23 A. I believe it was May 4th.

24 Q. Okay. May 4th is a Tuesday. Does  
25 that refresh your memory?

1           A.       I believe so. I believe that was the  
2 date.

3           Q.       And do you have a specific  
4 recollection of events of the first day of the  
5 hearing, presuming it's May 4th, which it is.

6           A.       I have -- I have some recollection of  
7 attending the hearing.

8           Q.       All right. Let me ask you the same  
9 questions I asked you before. You attended the  
10 hearing. Did you make comments on the public record,  
11 you believe, on that day?

12          A.       I believe so. I believe I stated my  
13 appearance, for example.

14          Q.       All right. And do I take it there was  
15 some testimony taken at some settlement negotiations  
16 that occurred on the first day, May 4th?

17          A.       There was testimony taken?

18          Q.       Mm-hmm. Do you have a recollection of  
19 that? If you don't, you don't.

20          A.       I don't for sure.

21          Q.       Okay. Do you have any recollection,  
22 again using the first day of the hearing as a  
23 bellwether, of how long you were there on the first  
24 day?

25          A.       I would -- I don't specifically



1 remember, but I think that day we probably went  
2 rather late.

3                   And I do remember something. On  
4 public record, I think the public -- people from the  
5 public who wanted to comment on the rate case, I  
6 believe there was time for them. I think a couple of  
7 people showed up, you know, to say whether, you know,  
8 they agreed with the rate case or not. And I believe  
9 the members of the public did make comments, if  
10 that's testimony or whatever -- I don't remember if  
11 they were sworn in or not, but I believe they did  
12 make comments.

13                   Q.       On the first day?

14                   A.       Yeah, mm-hmm.

15                   Q.       Do you have a recollection of coming  
16 back on a second day?

17                   A.       I know we came back -- I think we did  
18 come back for a second day.

19                   Q.       Okay. Do you recall what day a  
20 settlement was finally entered into, how many days  
21 you were actually there?

22                   A.       I don't remember specifically. It  
23 seems like it was a couple of days after, but I don't  
24 remember --

25                   Q.       Okay.

1           A.       -- specifically.

2           Q.       Am I correct that you were a signatory  
3 to the final settlement agreement?

4           A.       Yes.

5           Q.       And you signed upon behalf of your two  
6 clients, MHNA and POWER?

7           A.       Yes.

8           Q.       Was there anybody else representing  
9 MHNA and POWER beside yourself?

10          A.       No.

11          Q.       Do you recall either on the first,  
12 second or third day -- I guess there wasn't a third  
13 day -- Mr. Raff referencing comments made by the  
14 attorney general as to the process? Do you have a  
15 recollection of that?

16          A.       Comments of Mr. Raff?

17          Q.       Yes. Let me be more specific. Did  
18 there come a time in the meetings where Mr. Raff had  
19 said that the attorney general thought there was some  
20 sort of collusive and/or inappropriate behavior that  
21 was going on as part of the settlement negotiations  
22 and then went around the room and asked people if  
23 they knew anything about such a comment. Do you  
24 recall that? If you don't, you don't.

25          A.       Not specifically. It was a long

1 period of time.

2 Q. Sure. I take it you were there for  
3 all the meetings.

4 A. Most of them. I think I was late for  
5 one of the -- I think when the -- in the course of  
6 the settlement meeting -- the informal conference  
7 that kind of went over, I think I was late for one of  
8 those, but I think I was there for most of it, and I  
9 believe I was there for all of the hearing.

10 Q. Did you have any communications, other  
11 than at these public hearings and informal  
12 conference, with any of the participants other than  
13 the PSC staff and commissioners which I previously  
14 asked you about?

15 A. I probably talked with a  
16 representative, the attorney for the other -- there  
17 were some other low income advocates in Lexington,  
18 and I may have talked with them.

19 Q. Okay. Are you aware of what -- do you  
20 personally recall any inappropriate or collusive  
21 behavior with regard to these negotiations that ended  
22 in the settlement agreement in this case?

23 A. No.

24 Q. Okay. Do you have any knowledge of  
25 whether or not the attorney general, through his

1 representatives, actually ended up signing the  
2 settlement agreement or not, or parts of it? Are you  
3 aware of that?

4 A. As I recall, there were parts that the  
5 attorney general agreed to and parts that -- issues  
6 that they did not agree with. So I believe the  
7 settlement agreement was sort of divided into parts  
8 that everyone agreed to. And then there were some  
9 issues that the attorney general did not agree to.

10 Q. Okay. Did there come a point in time  
11 in the process that you became aware that the  
12 attorney general was going to agree to some of it and  
13 not to others?

14 A. Yes. That's my recollection.

15 Q. All right. And were you surprised  
16 when you first learned of that fact?

17 A. Not really, because it was my first  
18 rate case and I wasn't, frankly, sure what to expect.

19 Q. Okay. All right. You have answered,  
20 frankly, this question I'm going to ask you with  
21 regard to various people at the PSC who you have  
22 communicated to me you had no contact with at all or  
23 just at the actual public hearings themselves, but I  
24 want to go through a specific list and see if you  
25 know these people.

1 A. Okay.

2 Q. Have you ever met or communicated with  
3 Ms. Beth O'Donnell?

4 A. Not to my knowledge.

5 Q. Mr. Tom Dorman.

6 A. Not to my knowledge.

7 Q. Okay. The chairman, Mark David Goss?

8 A. Not to my knowledge. Just at the  
9 hearing.

10 Q. Okay. Ellen Williams, one of our  
11 commissioners?

12 A. No, not to my knowledge.

13 Q. Marty Huelsman, the former chairman of  
14 the PSC?

15 A. Not to my knowledge. He was -- I  
16 think he was a hearing officer at prepaid meters, so  
17 in the course of that I would have met him.

18 Q. Other than on the record of that  
19 case --

20 A. No.

21 Q. -- you never had any conversations  
22 with him?

23 A. No.

24 Q. Okay. Mr. Gary Gillis, also a PSC  
25 commissioner?

1 A. No.

2 Q. Mr. Isaac Scott?

3 A. No.

4 Q. Mr. Bob Amato?

5 A. No.

6 Q. Ms. Andrea Edwards?

7 A. No.

8 Q. Mr. Faud Sharifi?

9 A. No.

10 Q. Ms. Martha Morton?

11 A. No.

12 Q. And Mr. Jeff Shaw.

13 A. No.

14 Q. Okay. To your personal knowledge,  
15 were there any settlement discussions that you  
16 participated in or were aware of that occurred other  
17 than at the PSC on the record?

18 A. Not that I'm aware of.

19 Q. Okay. That's all I have.

20 A. Okay.

21 Q. It's that simple. What I want to do  
22 is put a couple of things in just as documents. One,  
23 since you called us, I presume you can identify this  
24 letter that you received.

25 A. Yes. That appears to be the letter I

1 received.

2 Q. Great.

3 Ms. Coulter, would you mark that as 1.

4 (EXHIBIT NO. 1 MARKED)

5 Q. Then, you may or may not have gotten  
6 this because it went to parties of record. This is a  
7 recitation, and it's dated May 26, 2004, but it's a  
8 reflection of what had occurred in some of the  
9 prehearing conference and is sort of a map of how  
10 we're going to go about doing the case itself.

11 A. Mm-hmm.

12 Q. Do you recall receiving this?

13 A. I think I did.

14 Q. Okay.

15 A. I would assume I did. I think I got  
16 everything as a party of record.

17 Q. All right. Let us mark that as 2.

18 (EXHIBIT NO. 2 MARKED)

19 Q. And would you be kind enough to  
20 identify your signature.

21 A. Yes.

22 Q. This is the sign-in list for April 28,  
23 2004, and let us mark that as Exhibit 3.

24 (EXHIBIT NO. 3 MARKED)

25 MR. GOLDBERG: And I think that

1 concludes Ms. Kilkelly's statement. Thank you.

2 MS. KILKELLY: Thank you.

3

4 (STATEMENT CONCLUDED AT 10:30 A.M.)

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1 STATE OF KENTUCKY )(
2 COUNTY OF JEFFERSON )( SS:

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I, ELLEN L. COULTER, Notary Public, State of Kentucky at Large, hereby certify that the foregoing sworn statement was taken at the time and place stated in the caption; that the appearances were as set forth in the caption; that prior to giving testimony the witness was first duly sworn by me; that said testimony was taken down by me in stenographic notes and thereafter reduced under my supervision to the foregoing typewritten pages and that said typewritten transcript is a true, accurate and complete record of my stenographic notes so taken.

I further certify that I am not related by blood or marriage to any of the parties hereto and that I have no interest in the outcome of captioned case.

My commission as Notary Public expires November 5, 2007.

Given under my hand this the 18th day of July, 2005, at Louisville, Kentucky.

Handwritten signature of Ellen L. Coulter

ELLEN L. COULTER
NOTARY PUBLIC

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I, the undersigned, LISA KILKELLY, do hereby certify that I have read the foregoing sworn statement, and that, to the best of my knowledge, said sworn statement is true and accurate, with the exception of the corrections, if any, listed on the errata sheet.

  
LISA KILKELLY

Subscribed and sworn to before me this 27<sup>th</sup> day of October, 2005.

  
NOTARY PUBLIC

My commission expires 10-25-2009

COULTER REPORTING, LLC  
101 EAST KENTUCKY STREET, SUITE 200  
LOUISVILLE, KY 40203

ERRATA SHEET

NAME LISA KILKELLY DATE OF DEPOSITION 7/8/05

After having read my deposition, I wish to make the following changes:

Page 13 Line 11  
Change "Faleide" to "Valade"  
Reason for change misspelling

Page 14 Line 3  
Change delete "personally" and add "one on one"  
Reason for change to clarify imprecise language

Page 14 Line 3  
Change delete "." and add ", but" and change "There" to "there"  
Reason for change to clarify imprecised grammar and punctuation

Page 14 Line 4  
Change add after "parties" add "and Mr. Raff"  
Reason for change to clarify imprecise use of the word "parties"

Page 14 Line 8  
Change after "commission" add "cafeteria"  
Reason for change to clarify incomplete thought

Page \_\_\_\_\_ Line \_\_\_\_\_  
Change \_\_\_\_\_  
Reason for change \_\_\_\_\_

Page \_\_\_\_\_ Line \_\_\_\_\_  
Change \_\_\_\_\_  
Reason for change \_\_\_\_\_

Page \_\_\_\_\_ Line \_\_\_\_\_  
Change \_\_\_\_\_  
Reason for change \_\_\_\_\_

Page \_\_\_\_\_ Line \_\_\_\_\_  
Change \_\_\_\_\_  
Reason for change \_\_\_\_\_

# GOLDBERG & SIMPSON, PSC

June 29, 2005

Lisa Kilkelly  
Legal Aid Society  
425 West Muhammad Ali Boulevard  
Louisville, Kentucky 40202

FRED M GOLDBERG  
JONATHAN D GOLDBERG  
MITCH CHARNEY  
STEVEN A GOODMAN\*  
STEPHEN E SMITH  
CHARLES H CASSIR  
DAVID H COOPER\*\*  
JAN M WEST  
SHERRY P PORTER\*  
K GAIL RUSSELL  
DAVID B GRAY  
MARC A YUSSMAN  
JERROLD R PERCHIK\*\*  
WAYNE F WILSON  
STEPHANIE L MORGAN WHITE\*  
RICHARD E TINSLEY  
ARMAND J JUDAH  
RICHARD T FRANK  
STEPHEN R SOLOMON  
J MICHAEL WELLS  
BRYAN C PIERCE  
STACEY A HUSE  
KEVIN P WEIS  
MATTHEW J MARTINEZ  
MATTHEW D WATKINS\*  
AARON J SILLETTO  
ENNIFER KAELIN LUHRS

OF COUNSEL  
RONALD V SIMPSON  
G HUNT ROUNSAVALL JR  
CHRISTINA DRUMMOND DENNER

MARY A MAPLE (1955-2003)

\*ALSO ADMITTED OHIO  
\*\*ALSO ADMITTED INDIANA  
\*ALSO ADMITTED ALABAMA  
\*\*ALSO ADMITTED DISTRICT  
OF COLUMBIA  
\*ALSO ADMITTED ILLINOIS

RE: Before the Public Service Commission In the Matter of:  
Application of Louisville Gas and Electric Company for an  
Adjustment of the Gas and Electric Rates, Terms and  
Conditions; CASE NO. 2003-00433; and, In the Matter of:  
Application of Kentucky Utilities Company for an  
Adjustment of the Electric Rates, Terms and Conditions;  
CASE NO. 2003-00434

Dear Ms. Kilkelly:

The undersigned is special general counsel to the Public Service Commission ("PSC").

We are conducting a civil investigation on behalf of the PSC of potential *ex parte* communication(s) in the above-referenced case. We have identified you as a participant in the proceeding by analysis of the public record of this case. We will be seeking the cooperation of all the participants in this case, and would very much appreciate your assistance by giving a voluntary statement concerning the proceedings in this case. As I am sure you know, the PSC does possess the power to command your presence by subpoena. We trust and hope that will be unnecessary.

I estimate your statement will require only 30 to 45 minutes, and wish to take it at the office of the PSC in Frankfort or if you unavailable in person telephonically. Please notify my office by contacting Ms. Michaela Nowell of a time that will accommodate your schedule on July 25, 2005.

I would very much appreciate your prompt response, so that the investigation may be completed as soon as possible. If you have any questions, please do not hesitate to call upon me.

Respectfully,

Jonathan D. Goldberg



## LAW OFFICES

DOWNTOWN  
3000 NATIONAL CITY TOWER  
101 SOUTH FIFTH STREET  
LOUISVILLE KY 40202 1118  
502 589-4440  
FAX: 502 581-1144  
WWW.GSATTY.COM

SUBURBAN  
10600 TIMBERWOOD CIRCLE  
SUITE 1  
LOUISVILLE KY 40223  
502 326-0008  
FAX: 502 326-0656  
WWW.GSATTY.COM

PSCI00810

INTRA-AGENCY MEMORANDUM  
KENTUCKY PUBLIC SERVICE COMMISSION

**TO:** Main Case File No. 2003-00433 – LG&E  
Main Case File No. 2003-00434 – KU

**FROM:** Isaac S. Scott, Team Leader *IS*

**DATE:** May 26, 2004

**RE:** AN ADJUSTMENT OF THE GAS AND ELECTRIC RATES, TERMS, AND  
CONDITIONS OF LOUISVILLE GAS AND ELECTRIC COMPANY

AN ADJUSTMENT OF THE ELECTRIC RATES, TERMS, AND  
CONDITIONS OF KENTUCKY UTILITIES COMPANY

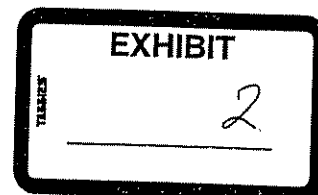
Pursuant to a request from LG&E and KU, an informal conference was held on April 28, 2004 at the Commission's offices in Frankfort, Kentucky. The conference was held to discuss procedural matters for the May 4, 2004 hearing and to discuss the possibility of resolving some of the issues in the two rate cases. A list of the attendees is attached hereto.

The discussion of procedural matters focused on the order of witnesses and whether certain witnesses would be cross-examined during the hearing. While there was some general agreement that LG&E and KU respondents to data requests probably would not be cross-examined, the participants agreed to provide a more definitive listing by Friday, April 30, 2004.

The discussion on the substantive issues first addressed the continuation of the Earning Sharing Mechanisms ("ESM") for LG&E and KU. The parties were able to reach a unanimous settlement that would provide for the discontinuance of the ESM. That settlement will be filed during the hearing. The second issue concerned a time-of-day rate for commercial customers, an issue that had been raised by The Kroger Co. LG&E, KU, and Kroger reached a stipulation that would provide for a pilot time-of-day program for certain commercial customers. That stipulation will be filed during the hearing.

The parties then discussed other issues in the two rate cases, but were unable to reach any consensus. The parties agreed to continue their discussions on April 29, 2004 and May 3, 2004.

cc: Parties of record



CASE NOS. 2003-00433 & 2003-00434  
 LOUISVILLE GAS & ELECTRIC COMPANY and KENTUCKY UTILITIES COMPANY  
 INFORMAL CONFERENCE - April 28, 2004

NAME	WITH
<i>John A. Davis</i>	PSC - Financial Analysis
RICHARD RAFF	PSC-LEGAL
Mike Kurtz	KIUC
DAVID BOEMM	KIUC
Dennis Howard II	AGU
Betsy Blackford	OAG
Michael Swan	LGE/KU
Khalid R. Pajin	Angela Neal & Debra for LGE/KU
Steve Seelye	LGE/KU
KENT BLAKE	LGE/KU
John McCall	LGE/KU
DOROTHY D. BREW	LGE/KU
Walter Safes	LGE/KU
Robert Watt	LGE/KU
David C. Brown	KROGER
Geoff Young	KDOE - EPAC
Joe Childers	KACA / CAC
Iris Skidmore	KDOE - EPAC

EXHIBIT  
 3

CASE NOS. 2003-00433 &amp; 2003-00434

LOUISVILLE GAS & ELECTRIC COMPANY and KENTUCKY UTILITIES COMPANY  
INFORMAL CONFERENCE - April 28, 2004

NAME	WITH
Lisa Kethelly	MHNA & POWER
DAVE BARBERIE	LFUGG
Chuck Buechel	NAS
Miguel Sanchez	NAS.
NATHANIEL ADAMS	NAS
Kim McCann	NAS
Smitty Taylor	NAS
Jay Brew	NAS
BILL JONES	NAS
Bob Amato	PSC
Andrea Edwards	PSC
Fand Shari fi	PSC
Matthew Minton	PSC
Jeff Shaw	PSC

-	18/19 19/16 19/25 20/5 20/9 20/12	coalitions [1] 5/15
-- [59]	attorneys [2] 6/15 10/13	collusive [2] 18/20 19/20
<b>A</b>	aware [6] 11/20 19/19 20/3 20/11 22/16 22/18	come [4] 15/17 17/18 18/18 20/10
a -- [1] 6/4	<b>B</b>	coming [4] 13/8 13/10 14/20 17/15
a.m [2] 3/5 24/4	back [7] 13/8 13/10 15/15 15/17 17/16 17/17 17/18	comment [2] 17/5 18/23
AARON [1] 2/15	back -- [1] 17/17	comments [6] 14/23 16/10 17/9 17/12 18/13 18/16
about [15] 3/22 4/3 5/8 9/9 9/10 10/5 12/12 13/18 13/24 14/5 14/9 14/17 18/23 19/14 23/10	based [1] 5/11	commission [11] 1/1 2/14 7/7 7/18 8/19 10/15 13/12 14/2 14/8 14/17 25/12
acceptable [1] 14/21	basically [1] 8/5	commissioner [1] 21/25
accurate [1] 25/8	be [11] 8/13 8/18 11/9 11/15 11/15 11/17 11/21 13/2 18/17 22/25 23/19	commissioners [5] 11/25 12/5 12/9 19/13 21/11
acronym [1] 5/1	be -- [1] 11/15	communicated [2] 20/22 21/2
actual [1] 20/23	bearing [1] 7/4	communications [1] 19/10
actually [5] 11/2 11/25 15/22 17/21 20/1	became [1] 20/11	community [7] 4/10 4/13 4/19 5/12 5/13 11/14 11/22
address [3] 3/12 3/16 3/24	because [6] 4/17 5/4 10/3 11/11 20/17 23/6	COMPANY [5] 1/6 1/11 2/7 7/5 7/6
ADJUSTMENT [2] 1/5 1/10	been [7] 3/21 4/1 9/18 10/3 12/22 15/7 15/20	complete [1] 25/9
advocates [2] 14/10 19/17	before [7] 7/7 7/18 10/17 10/23 10/24 12/4 16/9	concerning [1] 7/20
affect [1] 11/14	began [1] 15/22	CONCLUDED [1] 24/4
affordable [4] 4/18 6/1 6/6 11/9	behalf [1] 18/5	concludes [1] 24/1
after [2] 15/14 17/23	behavior [2] 18/20 19/21	CONDITIONS [2] 1/6 1/11
again [2] 4/20 16/22	behind [1] 11/17	conference [14] 2/7 6/24 8/22 9/3 9/4 9/13 10/12 13/10 15/10 15/15 15/19 19/6 19/12 23/9
agencies [1] 5/17	believe [20] 8/2 8/3 8/25 9/5 9/11 9/12 10/18 12/15 13/2 15/23 16/1 16/1 16/11 16/12 16/12 17/6 17/8 17/11 19/9 20/6	conferences [3] 8/23 13/9 15/8
agree [3] 20/6 20/9 20/12	bellsouth.net [1] 1/24	confine [1] 4/8
agreed [3] 17/8 20/5 20/8	bellwether [1] 16/23	contact [3] 12/9 12/13 20/22
agreement [5] 14/20 18/3 19/22 20/2 20/7	beside [2] 13/20 18/9	continue [1] 13/10
Aid [3] 3/24 4/9 6/9	Beth [1] 21/3	continued [1] 15/14
Ali [1] 3/17	Betsy [1] 10/23	conversation [2] 13/7 13/24
all [18] 4/7 5/8 8/17 9/2 11/4 12/21 14/23 14/25 15/18 16/8 16/14 19/3 19/9 20/15 20/19 20/22 22/19 23/17	between [1] 9/25	conversations [3] 13/1 13/21 21/21
Alliance [3] 4/25 5/10 13/12	bill [1] 5/19	correct [3] 3/25 12/1 18/2
also [5] 3/17 4/16 4/19 5/18 21/24	bit [3] 5/9 7/25 10/3	could [3] 3/12 4/20 7/21
am [3] 6/22 18/2 25/10	Blackford [1] 10/23	couldn't [1] 5/6
Amato [1] 22/4	blood [1] 25/10	COULTER [5] 1/21 1/21 23/3 25/4 25/18
among [1] 14/4	Bob [1] 22/4	CoulterLLC [1] 1/24
and -- [1] 12/22	both [2] 7/4 11/8	COUNSEL [1] 2/13
Andrea [1] 22/6	Boulevard [1] 3/17	County [2] 5/11 25/2
another [2] 6/11 8/2	briefly [1] 13/17	couple [3] 17/6 17/23 22/22
answer [1] 11/5	business [2] 3/16 3/23	course [3] 13/8 19/5 21/17
answered [1] 20/19	but [14] 6/4 7/23 9/20 11/6 12/23 13/18 14/22 15/18 17/1 17/11 17/23 19/8 20/23 23/7	cross-examine [1] 9/7
any [21] 8/23 9/1 10/11 12/4 12/8 12/9 12/13 12/13 12/17 13/1 13/18 13/21 14/1 16/21 19/10 19/12 19/20 19/24 21/21 22/15 25/10	<b>C</b>	cross-examined [1] 8/18
anybody [2] 13/1 18/8	calendar [7] 14/25 15/3 15/6 15/11 15/12 15/18 15/20	customers [1] 11/16
anything [3] 13/16 13/18 18/23	call [1] 4/25	<b>D</b>
appearance [4] 8/22 13/19 13/20 16/13	called [2] 13/15 22/23	date [3] 7/23 15/12 16/2
appearances [1] 25/5	came [4] 6/13 13/16 15/15 17/17	dated [1] 23/7
appeared [2] 7/11 8/2	can [11] 4/7 5/17 5/19 6/17 7/8 9/25 11/15 11/15 11/17 11/21 22/23	dates [2] 15/6 15/19
appeared -- [1] 8/2	caption [2] 25/5 25/6	datewise [1] 15/22
appears [1] 22/25	captioned [1] 25/11	David [1] 21/7
approximately [2] 3/5 6/11	card [1] 7/22	day [16] 3/4 15/15 15/22 16/4 16/11 16/16 16/22 16/24 17/1 17/13 17/16 17/18 17/19 18/12 18/13 25/14
April [10] 2/7 6/24 7/11 8/21 9/3 9/13 9/24 10/8 10/12 23/22	case [18] 1/5 1/10 5/22 6/25 7/3 7/3 7/6 7/19 8/7 8/13 12/14 17/5 17/8 19/22 20/18 21/19 23/10 25/11	day -- [2] 18/12 18/13
are [11] 3/19 4/9 4/12 5/15 5/24 6/5 11/8 11/12 12/20 19/19 20/2	case -- [2] 8/7 21/19	days [4] 9/19 13/10 17/20 17/23
around [1] 18/22	cases [6] 7/17 8/9 8/24 11/7 12/8 13/25	decision [2] 8/19 11/25
as [26]	cause [1] 11/17	Dennis [1] 10/24
ask [2] 16/8 20/20	certify [2] 25/4 25/10	designated [1] 12/17
asked [3] 16/9 18/22 19/14	chairman [2] 21/7 21/13	developed [1] 11/24
assistance [3] 5/14 5/20 14/18	churches [1] 5/15	Development [1] 4/11
assisting [1] 8/1	City [2] 2/16 3/3	did [20] 10/11 12/3 12/8 12/12 12/25 13/4 13/19 13/21 14/9 16/10 17/9 17/11 17/17 18/17 19/10 20/6 20/9 20/10 23/13 23/15
associations [1] 4/14	clear [1] 14/12	didn't [3] 13/13 13/16 13/18
assume [1] 23/15	clients [5] 4/16 4/22 8/15 11/7 18/6	disconnections [1] 11/17
assumed [1] 8/16	coalition [1] 5/11	discount [1] 8/5
at [31]		discussed [1] 9/23
attended [2] 8/23 16/9		discussion [3] 9/6 9/8 14/17
attending [1] 16/7		discussions [4] 9/10 10/5 14/4 22/15
attorney [11] 4/10 6/12 8/2 10/22 18/14		



<p><b>D</b></p> <p>distinguish [1] 9/25 divided [1] 20/7 do [25] 5/21 5/22 7/10 9/12 9/22 10/25 12/16 13/23 14/12 14/25 15/21 16/3 16/14 16/18 16/21 17/3 17/15 17/19 18/11 18/14 18/23 19/19 19/24 22/21 23/12 document [1] 7/11 documents [1] 22/22 Does [1] 15/24 doing [1] 23/10 don't [20] 7/23 8/25 8/25 9/14 9/17 9/19 10/18 10/25 12/15 12/19 12/23 16/19 16/19 16/20 16/25 17/10 17/22 17/23 18/24 18/24 done [3] 4/19 7/25 8/13 Dorman [1] 21/5 down [1] 25/7 draft [1] 8/16 Drive [1] 3/13 duly [1] 25/6 during [4] 12/3 12/7 12/13 13/5 duties [1] 4/9</p>	<p>final [1] 18/3 finally [1] 17/20 find [2] 13/12 14/21 first [13] 4/24 6/16 8/7 10/16 16/4 16/16 16/22 16/23 17/13 18/11 20/16 20/17 25/6 five [1] 4/8 focus [1] 5/25 foregoing [2] 25/5 25/8 former [1] 21/13 forth [1] 25/6 frankly [2] 20/18 20/20 Friday [1] 3/4 front [1] 7/18 full [1] 3/10 further [1] 25/10</p>	<p><b>I</b></p> <p>I -- [1] 15/16 I'm [8] 4/10 11/10 14/12 15/10 15/15 15/17 20/20 22/18 I've [1] 4/19 identify [5] 5/5 6/17 7/8 22/23 23/20 if [9] 5/19 6/17 15/16 16/19 17/9 17/10 18/22 18/24 20/24 in [52] inadvertent [2] 13/19 13/20 inadvertently [1] 13/7 inappropriate [2] 18/20 19/20 income [13] 4/12 4/18 5/12 5/13 6/6 8/5 11/11 11/12 11/14 11/16 11/22 14/10 19/17 income -- [1] 11/12 incorporating [1] 4/15 increases [3] 11/13 11/21 12/1 indicated [1] 7/11 informal [9] 2/7 6/24 8/22 15/7 15/10 15/14 15/19 19/6 19/11 initial [1] 15/10 interest [6] 6/1 11/6 11/10 11/13 11/19 25/11 interested [4] 4/17 6/5 11/8 14/11 intervene [1] 8/16 into [7] 9/10 9/17 10/2 10/4 11/18 17/20 20/7 Intra-Agency [1] 2/5 INVESTIGATION [1] 1/4 involved [1] 8/10 is [24] 3/24 4/24 5/1 5/10 6/1 6/3 6/6 6/20 6/21 6/23 6/25 7/4 8/4 8/7 10/16 14/14 15/16 15/24 16/5 22/22 23/6 23/9 23/22 25/8 is -- [1] 5/1 Isaac [1] 22/2 issue [1] 8/19 issues [8] 4/17 8/1 9/8 9/9 9/10 13/25 20/5 20/9</p>
<p><b>E</b></p> <p>E-MAIL [1] 1/24 each [1] 10/2 early [1] 4/6 East [1] 1/22 Edwards [1] 22/6 either [3] 12/14 15/7 18/11 ELECTRIC [4] 1/5 1/6 1/10 7/5 ELLEN [4] 1/21 21/10 25/4 25/18 else [1] 18/8 emergency [2] 5/14 5/19 employed [1] 4/2 ended [2] 19/21 20/1 Energy [2] 5/2 14/18 enough [1] 23/19 entered [1] 17/20 entities [1] 6/8 entity [1] 4/21 evening [1] 9/17 evenings [1] 9/16 evenings -- [1] 9/16 events [2] 9/25 16/4 ever [2] 12/8 21/2 everybody [2] 11/10 15/16 everyone [2] 14/20 20/8 everything [2] 10/7 23/16 exactly [1] 9/14 EXAMINATION [1] 3/7 example [1] 16/13 exempt [1] 4/15 exhibit [8] 2/2 2/4 2/6 6/23 23/4 23/18 23/23 23/24 expect [1] 20/18 expectation [1] 8/20 expires [1] 25/12</p>	<p><b>G</b></p> <p>Gary [1] 21/24 GAS [3] 1/5 1/6 7/5 gave [1] 3/24 general [10] 2/13 8/20 9/22 10/23 18/14 18/19 19/25 20/5 20/9 20/12 get [4] 5/18 5/19 6/17 8/6 getting [2] 4/15 11/17 Gillis [1] 21/24 give [1] 8/5 given [3] 8/17 11/4 25/13 giving [1] 25/6 go [5] 5/17 5/19 11/19 20/24 23/10 going [7] 8/13 9/4 15/17 18/21 20/12 20/20 23/10 Goldberg [5] 2/3 2/15 2/16 3/2 3/9 Goss [1] 21/7 got [2] 5/19 23/15 gotten [2] 10/4 23/5 Great [1] 23/2 group [2] 6/3 6/5 guess [3] 8/14 14/19 18/12</p>	<p>interest [6] 6/1 11/6 11/10 11/13 11/19 25/11 interested [4] 4/17 6/5 11/8 14/11 intervene [1] 8/16 into [7] 9/10 9/17 10/2 10/4 11/18 17/20 20/7 Intra-Agency [1] 2/5 INVESTIGATION [1] 1/4 involved [1] 8/10 is [24] 3/24 4/24 5/1 5/10 6/1 6/3 6/6 6/20 6/21 6/23 6/25 7/4 8/4 8/7 10/16 14/14 15/16 15/24 16/5 22/22 23/6 23/9 23/22 25/8 is -- [1] 5/1 Isaac [1] 22/2 issue [1] 8/19 issues [8] 4/17 8/1 9/8 9/9 9/10 13/25 20/5 20/9 it [40] it -- [1] 9/9 it's [8] 3/11 6/3 6/4 6/4 16/5 22/21 23/7 23/7 itself [1] 23/10</p>
<p><b>F</b></p> <p>fact [1] 20/16 Faleide [1] 13/11 families [2] 5/23 5/24 far [1] 10/10 fashion [1] 4/13 Faud [1] 22/8 FAX [1] 1/24 Fifth [2] 2/17 3/3 figure [1] 5/6 file [1] 8/15</p>	<p><b>H</b></p> <p>had [24] 7/17 7/19 7/25 8/2 8/14 8/17 8/22 10/13 10/14 10/14 10/16 10/17 10/22 10/23 10/24 12/4 12/12 13/7 13/9 13/23 18/18 20/22 21/21 23/8 hand [1] 25/13 has [3] 6/12 10/3 11/10 have [43] have -- [1] 16/6 he [3] 13/16 21/15 21/16 hearing [14] 8/17 9/5 14/14 15/9 15/12 15/19 15/22 16/5 16/7 16/10 16/22 19/9 21/9 21/16 hearing -- [1] 15/9 hearings [3] 15/8 19/11 20/23 help [5] 4/13 4/14 5/13 5/16 5/18 helpful [1] 5/4 helping [1] 8/15 her [1] 10/23 here [2] 5/11 13/14 hereby [1] 25/4 hereto [1] 25/11 him [4] 10/17 10/19 21/17 21/22 his [2] 12/23 19/25 home [2] 3/12 14/18 homeless [2] 5/23 5/23 homelessness [2] 5/25 11/18 how [10] 3/21 4/1 6/7 9/12 11/1 11/13 11/20 16/23 17/20 23/9 Howard [1] 10/24 Huelsman [1] 21/13 huge [1] 11/16 Human [3] 4/24 5/10 13/11</p>	<p><b>J</b></p> <p>Jeff [1] 22/12 Jefferson [2] 5/11 25/2 job [1] 4/8 Jonathan [2] 2/3 2/15 JULY [2] 1/18 3/4 June [1] 2/3 just [6] 6/13 10/3 14/20 20/23 21/8 22/22</p> <p><b>K</b></p> <p>K-I-L-K-E-L-L-Y [1] 3/11 keen [1] 11/19 keep [1] 14/25 Keith [1] 13/11 KENTUCKY [12] 1/1 1/11 1/22 1/23 2/6 2/17 3/4 3/13 7/5 25/1 25/4 25/15 kept [1] 15/3 KILKELLY [5] 1/17 2/3 3/1 3/11 15/1 Kilkeliy's [1] 24/1 kind [5] 7/22 9/7 15/13 19/7 23/19 kindly [1] 13/16 knew [1] 18/23 know [19] 7/21 9/15 9/16 10/5 10/10 10/11 12/19 12/19 12/20 12/24 13/14 13/14 13/17 15/13 15/18 17/7 17/7 17/17</p>

<p><b>K</b></p> <p>know... [1] 20/25  know -- [1] 13/14  knowledge [8] 14/22 19/24 21/4 21/6 21/8 21/12 21/15 22/14</p> <p><b>L</b></p> <p>Large [1] 25/4  last [2] 4/8 6/13  lasted [1] 11/2  late [3] 17/2 19/4 19/7  lawyer [4] 3/19 3/21 4/5 7/17  learned [1] 20/16  Legal [3] 3/24 4/9 6/8  let [5] 6/16 16/8 18/17 23/17 23/23  let's [1] 4/7  letter [3] 2/3 22/24 22/25  Lexington [1] 19/17  LG [3] 2/6 5/19 10/13  Lifeline [1] 8/4  like [7] 4/15 7/22 9/6 9/20 10/4 12/22 17/23  LISA [4] 1/17 2/3 3/1 3/11  list [2] 20/24 23/22  little [3] 5/9 7/25 10/3  LLC [1] 1/21  long [7] 3/21 4/1 6/7 9/12 11/1 16/23 18/25  LOUISVILLE [8] 1/6 1/23 2/17 3/4 3/13 3/18 7/5 25/14  low [13] 4/12 4/18 5/11 5/13 6/6 8/5 11/11 11/12 11/14 11/16 11/22 14/10 19/17</p> <p><b>M</b></p> <p>M-H-N-A [1] 4/25  made [3] 10/9 14/23 18/13  main [1] 15/19  make [5] 11/25 13/19 16/10 17/9 17/12  making [1] 14/13  management [1] 5/22  MANNA [1] 4/25  many [1] 17/20  map [1] 23/9  mark [5] 6/23 21/7 23/3 23/17 23/23  marked [4] 15/7 23/4 23/18 23/24  marriage [1] 25/10  Martha [1] 22/10  Marty [1] 21/13  matter [1] 15/8  matters [2] 9/6 9/24  may [12] 2/5 10/4 11/4 12/22 15/23 15/24 16/5 16/16 19/18 23/5 23/5 23/7  maybe [2] 5/18 10/19  me [14] 4/6 4/20 5/6 5/8 6/12 6/16 9/2 11/4 11/6 16/8 18/17 20/22 25/7 25/7  meeting [3] 10/8 11/2 19/6  meeting -- [1] 19/6  meetings [4] 10/1 12/18 18/18 19/3  member [1] 14/1  members [1] 17/9  Memorandum [1] 2/5  memory [1] 15/25  mentioned [1] 4/22  met [13] 10/13 10/14 10/14 10/16 10/17 10/18 10/22 10/23 10/24 12/4 12/12 21/2 21/17  met -- [1] 10/14  meter [1] 10/19  meters [4] 7/20 7/20 7/21 21/16  meters -- [1] 7/20</p>	<p>Metro [3] 4/24 5/10 13/11  MHNA [4] 4/16 4/25 18/6 18/9  might [1] 9/18  mind [1] 13/9  ministries [2] 5/12 5/14  mm-hmm [5] 12/2 14/24 16/18 17/14 23/11  more [5] 4/4 6/3 10/5 12/22 18/17  Morton [1] 22/10  most [2] 19/4 19/8  motion [1] 8/15  MR [1] 3/9  Mr. [16] 10/14 10/17 13/5 13/7 13/15 13/21 13/25 18/13 18/16 18/18 21/5 21/24 22/2 22/4 22/8 22/12  Mr. Bob [1] 22/4  Mr. Faud [1] 22/8  Mr. Gary [1] 21/24  Mr. Isaac [1] 22/2  Mr. Jeff [1] 22/12  Mr. Raff [10] 10/14 10/17 13/5 13/7 13/15 13/21 13/25 18/13 18/16 18/18  Mr. Tom [1] 21/5  Ms [1] 21/3  Ms. [5] 15/1 22/6 22/10 23/3 24/1  Ms. Andrea [1] 22/6  Ms. Coulter [1] 23/3  Ms. Kilkelly [1] 15/1  Ms. Kilkelly's [1] 24/1  Ms. Martha [1] 22/10  Muhammad [1] 3/17  my [18] 8/19 13/9 15/11 15/12 15/18 15/20 16/12 20/14 20/17 21/4 21/6 21/8 21/12 21/15 25/7 25/9 25/12 25/13  Myself [1] 13/11</p> <p><b>N</b></p> <p>name [3] 3/10 4/21 12/24  National [2] 2/16 3/3  need [1] 5/16  Needs [3] 4/24 5/10 13/11  negotiations [5] 14/14 14/16 16/15 18/21 19/21  neighborhood [1] 4/13  never [2] 13/23 21/21  next [1] 15/15  nights [1] 9/16  no [27]  No. [2] 7/3 7/3  nonprofit [1] 4/11  not [23] 6/4 11/3 13/4 14/3 15/15 15/17 17/8 17/11 18/25 19/25 20/2 20/6 20/9 20/13 20/17 21/4 21/6 21/8 21/12 21/15 22/18 23/5 25/10  Notary [3] 25/4 25/12 25/18  notes [2] 25/7 25/9  November [1] 25/12  Now [2] 6/7 15/13  numbers [1] 7/1  numbers -- [1] 7/1</p> <p><b>O</b></p> <p>O'Donnell [1] 21/3  occurred [6] 7/6 10/8 10/8 16/16 22/16 23/8  of -- [1] 14/10  office [1] 6/12  officer [1] 21/16  offices [1] 3/2  Okay [36]  on [35]  one [12] 4/4 4/24 6/14 9/18 11/5 13/4</p>	<p>13/9 14/13 19/5 19/7 21/10 22/22  only [1] 13/13  open [1] 14/9  opposed [1] 9/24  or [23] 8/9 9/17 9/25 10/17 12/4 13/18 13/25 14/14 15/8 17/8 17/10 17/11 18/12 18/20 19/20 19/25 20/2 20/2 20/22 21/2 22/16 23/5 25/10  organizations [3] 4/12 5/9 5/16  Organized [1] 5/2  other [16] 5/15 5/21 6/14 8/23 10/2 10/11 12/11 12/18 12/25 13/21 19/10 19/12 19/16 19/17 21/18 22/16  other -- [1] 19/16  others [1] 20/13  our [6] 4/16 6/12 6/14 8/15 14/5 21/10  out [2] 5/6 13/16  outcome [1] 25/11  over [3] 6/15 15/14 19/7</p> <p><b>P</b></p> <p>page [1] 6/18  pages [1] 25/8  parameters [1] 14/10  part [5] 8/13 11/5 11/23 14/5 18/21  participants [3] 10/12 11/12 19/12  participated [5] 7/17 7/19 7/23 8/14 22/16  participation [1] 7/16  particular [3] 11/1 11/13 14/18  parties [5] 11/19 14/4 14/19 23/6 25/10  parts [4] 20/2 20/4 20/5 20/7  party [1] 23/16  paying [1] 5/17  people [19] 5/2 5/16 6/5 6/6 7/21 8/5 11/11 11/18 12/20 12/23 13/13 14/8 15/15 15/16 17/4 17/7 18/22 20/21 20/25  people -- [1] 11/11  per [1] 6/4  per se [1] 6/4  period [1] 19/1  personal [1] 22/14  personally [3] 12/3 14/3 19/20  phone [2] 8/4 8/6  place [1] 25/5  point [3] 8/15 10/9 20/10  points [1] 14/13  possible [1] 11/9  POWER [7] 4/16 5/1 6/2 6/3 11/12 18/6 18/9  prefix [1] 7/4  prehearing [1] 23/9  prepaid [4] 7/20 10/19 10/19 21/16  prepaid -- [1] 10/19  prepay [1] 7/20  presume [1] 22/23  presuming [1] 16/5  pretty [1] 15/10  Prevention [1] 5/23  previous [2] 6/12 11/5  previously [1] 19/13  prior [4] 7/16 7/25 8/21 25/6  probably [5] 7/22 9/17 10/18 17/1 19/15  problem [2] 11/16 11/21  problems [1] 11/15  procedural [2] 9/6 9/24  proceedings [1] 10/20  process [8] 11/20 11/24 12/4 12/7 12/14 13/5 18/14 20/11  program [5] 5/24 8/3 8/4 8/4 14/18  program -- [1] 8/3</p>
--	---	---

<p><b>P</b></p> <p>provider [1] 6/4  providers [2] 4/14 5/12  PSC [6] 7/14 19/13 20/21 21/14 21/24 22/17  public [16] 1/1 2/13 7/7 7/18 14/1 14/23 16/10 17/4 17/4 17/5 17/9 19/11 20/23 25/4 25/12 25/18  public -- [1] 17/4  put [2] 15/18 22/22</p>	<p>25/8  same [1] 16/8  say [2] 6/14 17/7  Scott [1] 22/2  se [1] 6/4  second [4] 6/18 17/16 17/18 18/12  see [3] 14/19 15/13 20/24  seeing [3] 6/5 11/9 11/19  seems [4] 9/20 10/4 12/22 17/23  sense [1] 9/22  series [1] 8/9  serious [1] 11/21  service [12] 1/1 2/13 4/14 4/18 5/12 6/1 6/4 6/6 7/7 7/18 8/6 14/1  serving [1] 4/12  set [1] 25/6  setting [1] 8/3  settlement [13] 10/4 14/5 14/13 14/16 16/15 17/20 18/3 18/21 19/6 19/22 20/2 20/7 22/15  settling [2] 9/9 9/10  several [5] 6/13 12/20 12/23 14/4 14/8  Sharifi [1] 22/8  Shaw [1] 22/12  sheet [4] 2/6 5/5 6/17 6/24  Shorthand [1] 5/7  show [1] 6/16  showed [1] 17/7  showing [1] 6/22  sign-in [5] 2/6 5/5 6/17 6/24 23/22  signatory [1] 18/2  signature [4] 6/18 6/20 7/8 23/20  signed [1] 18/5  signing [1] 20/1  SILLETTO [1] 2/15  simple [1] 22/21  Simpson [2] 2/16 3/2  since [1] 22/23  sitting [1] 12/17  smart [1] 7/22  so [14] 4/19 5/25 8/25 10/18 11/18 12/15 12/24 13/17 14/12 16/1 16/12 20/6 21/16 25/9  Society [2] 3/24 4/9  some [24] 4/13 5/18 5/21 5/22 8/1 9/6 9/8 9/9 9/15 9/16 10/4 10/13 10/19 11/11 12/20 14/3 16/6 16/15 16/15 18/19 19/17 20/8 20/12 23/8  some -- [1] 12/20  somebody [1] 12/16  something [1] 17/3  sort [8] 4/25 5/24 6/15 9/8 14/9 18/20 20/7 23/9  South [2] 2/17 3/3  SPECIAL [1] 2/13  specific [3] 16/3 18/17 20/24  specifically [7] 9/18 9/20 11/3 16/25 17/22 18/1 18/25  SS [1] 25/1  staff [8] 12/11 12/13 12/17 12/20 12/22 13/2 14/1 19/13  stands [1] 5/2  start [1] 15/11  state [3] 3/10 25/1 25/4  stated [2] 16/12 25/5  statement [6] 1/15 3/1 6/23 24/1 24/4 25/5  statement -- [1] 6/23  status [1] 4/16  stayed [1] 9/17  stenographic [2] 25/7 25/9</p>	<p>Street [3] 1/22 2/17 3/3  strike [1] 12/25  substance [1] 13/18  substantive [3] 9/25 10/5 13/24  such [1] 18/23  Suite [1] 1/22  supervision [1] 25/8  sure [9] 11/10 12/19 12/21 15/11 15/16 15/17 16/20 19/2 20/18  surprised [1] 20/15  sworn [5] 1/15 3/1 17/11 25/5 25/6</p>
<p><b>Q</b></p> <p>question [2] 13/24 20/20  question -- [1] 13/24  questions [2] 11/6 16/9  quite [2] 9/15 9/20  quote [1] 12/17</p>		<p><b>T</b></p> <p>table [1] 12/23  take [10] 3/23 7/10 10/7 10/25 11/23 13/5 13/23 14/12 16/14 19/2  taken [6] 3/2 16/15 16/17 25/5 25/7 25/9  talk [2] 13/18 14/9  talked [3] 13/17 19/15 19/18  talking [1] 14/5  tax [1] 4/15  telephone [1] 8/1  tell [5] 3/12 4/7 5/8 9/2 11/6  tend [1] 10/2  TERMS [2] 1/6 1/10  testify [1] 8/18  testimony [7] 8/16 8/17 16/15 16/17 17/10 25/6 25/7  than [8] 4/4 12/11 12/18 12/25 19/11 19/12 21/18 22/17  than -- [1] 12/25  Thank [2] 24/1 24/2  that [86]  that -- [1] 20/5  that's [6] 3/14 5/4 5/25 17/10 20/14 22/19  the -- [3] 15/9 19/5 19/5  their [4] 5/1 5/17 5/25 12/21  theirs [1] 6/1  them [7] 4/14 6/10 6/13 12/24 17/6 19/4 19/18  themselves [1] 20/23  then [10] 5/1 7/10 8/18 9/8 11/1 13/23 15/11 18/22 20/8 23/5  there [36]  thereafter [1] 25/7  these [12] 6/8 7/17 7/21 8/23 11/6 11/13 12/8 12/18 13/25 19/11 19/21 20/25  they [18] 4/6 5/19 5/21 5/22 5/22 5/23 8/3 10/2 11/8 11/11 11/12 11/18 11/20 17/8 17/11 17/11 18/23 20/6  they're [1] 4/17  things [4] 4/15 5/21 15/13 22/22  things -- [1] 15/13  think [21] 5/22 9/9 9/15 10/6 10/14 10/22 14/7 15/9 15/14 17/1 17/4 17/6 17/17 19/4 19/5 19/7 19/8 21/16 23/13 23/15 23/25  think -- [1] 10/14  third [2] 18/12 18/12  this [18] 7/4 7/11 8/7 8/13 11/5 11/20 12/3 12/14 13/5 15/8 19/22 20/20 22/23 23/6 23/6 23/12 23/22 25/13  those [6] 5/6 5/8 9/7 10/1 15/18 19/8  thought [1] 18/19  three [3] 6/11 6/14 11/24  through [3] 11/20 19/25 20/24  throws [1] 11/18  time [6] 10/16 17/6 18/18 19/1 20/10 25/5  to -- [2] 6/17 8/6</p>
<p><b>R</b></p> <p>Raff [12] 10/14 10/17 12/12 12/18 13/5 13/7 13/15 13/21 13/25 18/13 18/16 18/18  rate [10] 7/6 8/7 8/9 8/13 8/24 11/21 11/25 17/5 17/8 20/18  rate-making [2] 11/7 12/8  rates [3] 1/5 1/10 11/9  rather [2] 13/24 17/2  RE [1] 1/4  really [3] 11/21 12/24 20/17  recall [9] 8/25 9/2 9/4 17/19 18/11 18/24 19/20 20/4 23/12  received [2] 22/24 23/1  receiving [1] 23/12  receptionist [2] 13/13 13/15  recitation [1] 23/7  recollection [11] 9/23 11/1 12/16 15/21 16/4 16/6 16/18 16/21 17/15 18/15 20/14  record [11] 10/9 10/9 14/6 14/23 16/10 17/4 21/18 22/17 23/6 23/16 25/9  reduced [1] 25/7  referenced [1] 6/25  referencing [2] 14/15 18/13  reflection [1] 23/8  Reform [1] 5/3  refresh [1] 15/25  regard [5] 8/23 12/11 12/14 19/21 20/21  related [2] 13/25 25/10  religious [1] 5/16  remain [1] 11/20  remember [8] 9/14 9/18 9/19 17/1 17/3 17/10 17/22 17/24  remember -- [1] 17/24  rent [2] 5/17 5/18  repeat [1] 4/20  Reporting [1] 1/21  represent [1] 4/16  representative [1] 19/16  representatives [1] 20/1  represented [3] 6/8 6/10 6/12  representing [1] 18/8  retired [1] 6/15  Richard [2] 12/12 12/18  right [10] 4/7 5/8 9/2 11/4 14/25 16/8 16/14 20/15 20/19 23/17  risk [1] 5/24  roles [1] 12/21  room [2] 9/5 18/22  RPR [1] 1/21  run [1] 10/2</p>		
<p><b>S</b></p> <p>said [6] 13/14 13/16 15/16 18/19 25/7</p>		

<p><b>T</b></p> <p>today [1] 13/17  told [1] 12/12  Tom [1] 21/5  tomorrow [1] 15/17  too [1] 5/21  took [3] 4/6 6/15 9/13  top [2] 6/18 6/25  Tower [2] 2/16 3/3  track [1] 5/22  tracks [1] 5/24  transcript [1] 25/8  true [1] 25/8  trust [1] 7/7  trying [2] 8/6 8/6  Tuesday [1] 15/24  two [11] 4/22 6/8 6/11 6/14 6/25 7/17  8/24 11/6 12/8 13/25 18/5  types [1] 11/13  typewritten [2] 25/8 25/8  typically [2] 5/14 5/15</p>	<p>which [4] 5/5 8/4 16/5 19/13  while [4] 9/15 9/21 10/3 11/10  who [9] 6/5 8/17 9/6 9/7 12/12 13/1  13/15 17/5 20/21  whole [3] 12/7 12/14 13/5  Williams [1] 21/10  With -- [1] 13/6  witness [1] 25/6  witnesses [2] 8/17 9/7  work [5] 4/11 4/19 6/8 8/1 11/11  Working [1] 5/2  would [12] 3/10 6/14 8/18 8/19 14/21  15/6 15/20 16/25 21/17 23/3 23/15 23/19  would -- [1] 16/25</p>	
<p><b>U</b></p> <p>under [2] 25/7 25/13  understanding [2] 8/12 11/24  unfortunately [1] 11/3  unit [1] 4/11  until [1] 9/19  up [4] 8/3 8/14 17/7 20/1  upon [1] 18/5  us [8] 3/10 3/12 3/24 4/7 12/12 22/23  23/17 23/23  us -- [1] 4/7  using [1] 16/22  utilities [4] 1/11 2/7 5/18 7/6  utility [6] 4/17 4/18 6/1 6/6 11/9 11/15</p>	<p><b>Y</b></p> <p>Yale [1] 3/13  yeah [7] 4/6 4/6 5/7 5/7 14/7 14/24  17/14  year [1] 15/4  years [6] 3/22 4/3 4/8 6/11 6/13 6/14  years -- [1] 4/8  yes [22] 3/15 3/20 4/23 6/19 6/21 7/2 7/9  7/13 7/15 8/8 8/11 12/2 12/2 14/16 15/2  15/5 18/4 18/7 18/17 20/14 22/25 23/21  you [101]  you -- [1] 6/22  you've [2] 5/19 13/23  your [21] 3/10 3/12 3/16 4/8 5/18 6/8  6/20 6/23 7/8 7/16 8/12 8/22 11/7 13/20  14/22 15/3 15/6 15/25 18/5 22/14 23/20  yourself [1] 18/9</p>	
<p><b>V</b></p> <p>variety [1] 5/13  various [3] 14/19 15/7 20/21  very [3] 5/4 11/8 11/21  volunteer [1] 6/3</p>		
<p><b>W</b></p> <p>want [2] 20/24 22/21  wanted [4] 5/5 9/6 14/19 17/5  was [46]  was -- [3] 13/6 13/8 21/15  wasn't [3] 12/21 18/12 20/18  ways [1] 5/13  we [23] 4/13 4/14 4/16 4/19 4/25 5/4 5/6  9/16 9/19 10/4 13/6 13/10 13/12 13/14  13/17 13/17 13/18 14/4 14/7 14/9 17/1  17/17 17/17  we -- [1] 5/4  we'll [1] 6/23  we're [2] 13/14 23/10  well [2] 5/8 12/25  went [9] 9/10 9/14 9/19 9/20 13/12 17/1  18/22 19/7 23/6  were [32]  West [1] 3/17  what [20] 4/8 5/6 6/22 8/12 8/13 9/2  9/23 11/6 12/21 14/10 14/14 14/19 14/20  14/20 15/22 17/19 19/19 20/18 22/21 23/8  what -- [2] 14/20 19/19  whatever [1] 17/10  whatever -- [1] 17/10  when [5] 5/16 6/14 8/3 19/5 20/16  where [4] 7/20 9/19 14/4 18/18  whether [2] 17/7 19/25</p>		