

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

In the Matter of:

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| 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 Certain Regulatory And Accounting |) | Case No. 2025-00257 |
| Treatments; and (4) All Other Required Approvals |) | |
| And Relief |) | |

Kentucky Power Company's Motion For Confidential Treatment

Kentucky Power Company ("Kentucky Power" or the "Company") moves the Public Service Commission of Kentucky ("Commission") pursuant to 807 KAR 5:001, Section 13(2), and KRS 61.878(1) for an Order granting confidential treatment to (a) the entirety of Exhibit ARC-10 and Exhibit ARC-11 to the Direct Testimony of Kentucky Power Witness Andrew R. Carlin (the "Compensation Exhibits") and (b) the identified portion of Exhibit P to Section II of the Application – Filing Requirements (the "Offering Memorandum").

Pursuant to 807 KAR 5:001, Section 13, Kentucky Power is filing under seal the entirety of the Compensation Exhibits and the identified portion of Exhibit P to Section II of the Application – Filing Requirements containing confidential information with the confidential portions highlighted in yellow. The Company is also filing public versions with the relevant portion of the documents redacted. Kentucky Power will notify the Commission if it determines the information for which confidential treatment is sought is no longer confidential.

I. MOTION FOR CONFIDENTIAL TREATMENT

A. The Requests and the Statutory Standard.

Kentucky Power does not object to filing the identified information for which it is seeking confidential treatment, but requests that the exhibits be excluded from the public record and public disclosure.

KRS 61.878(1)(c)(1) excludes from the Open Records Act:

Upon and after July 15, 1992, records confidentially disclosed to an agency or required to be disclosed to it, generally recognized as confidential or proprietary, which if openly disclosed would permit an unfair commercial advantage to competitors of the entity that disclosed the records.

KRS 61.878(1)(k) also exempts “all public records or information the disclosure of which is prohibited by federal law or regulation” from disclosure under the Open Records Act.

As described below, the exception in KRS 61.878(1)(c)(1) applies to both the Compensation Exhibits and the Offering Memorandum. Additionally, the exemption in KRS 61.878(1)(k) applies to the Offering Memorandum.

1. The Compensation Exhibits.

Kentucky Power seeks confidential treatment for the entirety of the Compensation Exhibits. The Compensation Exhibits are comprised of the entirety of the excerpt from the 2025 Aon Benefit Index supplied as Exhibit ARC-10, and the entirety of the excerpt from the 2025 Willis Towers Watson (“WTW”) Healthcare Financial Benchmark Survey supplied as Exhibit ARC-11, to the Direct Testimony of Company Witness Carlin. The Compensation Exhibits are made available to Kentucky Power pursuant to subscription agreements with Aon and WTW. These subscription agreements prohibit Kentucky Power from copying, transferring, or disseminating any of the information contained in the Compensation Exhibits, unless approved by Aon and WTW, as appropriate. The Compensation Exhibits are the property of Aon and WTW,

respectively; they are not the property Kentucky Power or its parent, American Electric Power Company, Inc. (“AEP”). However, Kentucky Power has been authorized by Aon and WTW to produce these exhibits if granted confidential treatment.

The Commission should grant confidential treatment to this information because the specific Kentucky Power benefits and compensation data contained in these studies would provide a competitive advantage to all employers seeking to attract and retain current and prospective Kentucky Power (or AEP-system) employees. Disclosure of Company specific compensation and benefits would bolster the ability of other potential employers to attract and retain current and prospective employees and this could impair the Company’s ability to attract and retain suitable employees, which could have the effect of forcing the Company to accelerate its pay rates and/or enhance its benefits to do so. In addition, contractors for the Company and other utilities could also use this information, without investing the time and expense to participate in and purchase these studies, to fine tune their compensation and benefit offerings to better compete with the Company for employees. These other employers may use this information to craft compensation and design benefits more precisely to attract and retain employees who might otherwise have been attracted or retained by the Company. This also could increase employee turnover, increase hiring costs, and increase compensation and benefits expense.

In addition, disclosure of this information could result in competitive commercial injury to Kentucky Power by exposing Kentucky Power to liability for breaching the terms of the agreement upon which the Compensation Exhibits were produced to Kentucky Power. Disclosure also could preclude Kentucky Power from obtaining similar information from Aon or WTW in the future for use in benefits and compensation design.

Kentucky Power seeks confidential treatment of the Compensation Exhibits indefinitely. The identified information belongs to Aon and WTW, and not Kentucky Power. Absent a waiver of confidential treatment by Aon and WTW, the information should remain confidential indefinitely. The Commission previously granted confidential protection to similar information indefinitely.¹

2. The Offering Memorandum.

Kentucky Power seeks confidential treatment of the Offering Memorandum. The Offering Memorandum supported a private placement of bonds under Rule 144A of the Securities Act of 1933 (a “Rule 144A Placement”). Rule 144A Placements allow issuers to sell securities to Qualified Institutional Buyers without registering them with the SEC. This facilitates faster and more efficient capital raising, especially for companies seeking to avoid the costs and disclosures of a public offering. While the securities are initially restricted, they can be resold among Qualified Institutional Buyers, creating a relatively liquid secondary market.

Kentucky Power seeks confidential treatment of the Offering Memorandum because it contains sensitive, non-public information that is not subject to public disclosure under the Securities Act of 1933. The Offering Memorandum includes detailed financial data, strategic plans, risk disclosures, and other proprietary information intended solely for Qualified Institutional Buyers under the Rule 144A exemption. Public dissemination of this information could compromise the issuer’s competitive position and affect market behavior, which could increase costs of future offerings. Additionally, public disclosure of the Offering Memorandum could violate securities laws governing selective disclosure. Accordingly, maintaining the confidentiality

¹ See Order, *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 Practices To Establish Regulatory Assets And Liabilities; (4) A Securitization Financing Order; And (5) All Other Required Approvals And Relief*, Case No 2023-00159 (Ky. P.S.C. Aug. 18, 2023).

of the Offering Memorandum is essential to uphold the integrity of the private placement process and to ensure compliance with applicable regulatory frameworks.

Kentucky Power seeks confidential treatment of the Offering Memorandum for a period of ten years. After this period, the bonds supported by the Offering Memorandum will have matured and the information in the Offering Memorandum will be stale.

B. The Identified Information is Generally Recognized as Confidential and Proprietary and Public Disclosure of it Will Result in an Unfair Commercial Advantage for Kentucky Power's Competitors.

The identified information submitted as part of the Company's Application in this case as the Compensation Exhibits and the Offering Memorandum is highly confidential. Dissemination of the information for which confidential treatment is being requested is restricted by Kentucky Power, its parent, AEP, and its affiliates (including American Electric Power Service Corporation). Kentucky Power, AEP, and its affiliates (and third-party vendors where applicable) take all reasonable measures to prevent its disclosure to the public as well as persons within Kentucky Power and third-party vendors who do not have a need for the information. The information is not disclosed to persons outside Kentucky Power, AEP, or its affiliates. Within those organizations, the information is available only on a confidential need-to-know basis that does not extend beyond those employees with a legitimate business need-to-know and act upon the identified information.

C. The Identified Information is Required to be Disclosed to an Agency.

The identified information will be submitted as part of the Company's Application in this case as Exhibit ARC-10 and Exhibit ARC-11 to the Direct Testimony of Company Witness Carlin and as Exhibit P to Section II of the Application – Filing Requirements. The Commission is a “public agency” as that term is defined in KRS 61.870(1). Any filing should be subject to a confidentiality order and any party requesting such information should be required to enter into an appropriate confidentiality agreement.

WHEREFORE, Kentucky Power Company respectfully requests the Commission to enter an Order:

1. According confidential status to and withholding from public inspection indefinitely the entirety of Exhibit ARC-10 and Exhibit ARC-11 to the Direct Testimony of Company Witness Carlin;
2. According confidential status to and withholding from public inspection for a period of ten years the identified portion of Exhibit P to Section II of the Application – Filing Requirements; and
3. Granting Kentucky Power all further relief to which it may be entitled.

Respectfully submitted,



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