

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 10, 2023, Kentucky Power Company (Kentucky Power) filed an application for a securitization financing order pursuant to KRS 278.672.<sup>1</sup> 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.<sup>2</sup> 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.<sup>3</sup>

The Commission finds that Orrick, Herrington, & Sutcliffe, LLP (Orrick) submitted an invoice for consulting services for December 1, 2023, through December 31, 2023.

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<sup>1</sup> 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. The documents cured the deficiency and the application was deemed filed on July 10, 2023.

<sup>2</sup> KRS 278.674(3)(a).

<sup>3</sup> Order (Ky. PSC Aug. 2, 2023).

The invoice is attached as an Appendix to this Order. Kentucky Power should remit payment for the amount of the invoice within 30 days of the date of service of this Order by cashier's check or money 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.

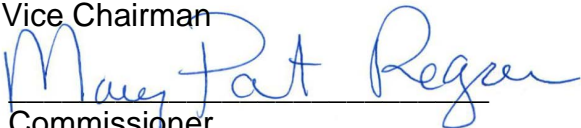
IT IS THEREFORE ORDERED that:

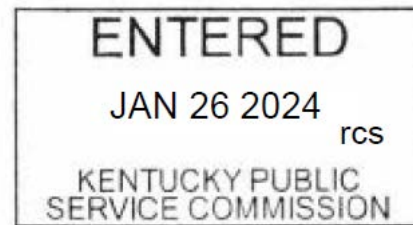
1. Kentucky Power shall remit payment to the Commission for Orrick's services rendered as a consultant to the Commission.
2. Kentucky Power shall remit payment within 30 days of the date of service of this Order.
3. The payment shall be a cashier's check or money order made payable to the Kentucky State 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 JAN 26 2024

NINE 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:** January 16, 2024

Commonwealth of Kentucky  
**Contracting Body**

KY Public Service Commission  
**Division, Branch, etc.**

**1. Name & Address of Contractor:**

Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, CA 95105

**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:** 220,072.00

**5. Dates of Service Covered under this invoice:**

**Starting Date:** December 1, 2023  
**Ending Date:** December 31, 2023

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

\_\_\_\_\_ Yes  No

7. Date of most recent invoice submitted prior to this invoice: December 11, 2023

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.

10. 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 December Invoice No. 2157054

11. 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 = \$26,117	Jerry V. Kyle, Jr \$1,100/hr = \$550
Ian Busche \$690/hr = \$3,105	Dora Y. Mao \$1,000/hr = \$300
Dean E. Criddle \$1,200/hr = \$187,800	Thomas C. Mitchell \$1,100/hr = \$2,200

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application

Recipients: Andrew Bethune, Ian Busche, Dean E. Criddle, Jerry V. Kyle, Jr., Dora Y. Mao, and Thomas C. Mitchell

13. 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):

14. 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: \_\_\_\_\_

Date: 1/16/2024

Title: Jerry V. Kyle, Jr., Partner

**Contracting Body**

Approved by: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_



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

January 16, 2024  
Client No. 54107  
Invoice No. 2157054

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through December 31, 2023 in connection with the matters described on the attached pages:	\$ 220,072.00
DISBURSEMENTS as per attached pages:	0.00
<b>TOTAL CURRENT FEES &amp; DISBURSEMENTS (Pay this Amount):</b>	<b>\$ <u>220,072.00</u></b>

Matter(s): 54107/3 – Kentucky Power Company Application

**DUE UPON RECEIPT**

The following is for information only:  
Previous Balance not included in this invoice: \$271,085.00  
If this amount has already been paid, please disregard.

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: 2157054*

**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: 2157054  
E.I.N. 94-2952627

**OVERNIGHT DELIVERY:**

*Orrick, Herrington & Sutcliffe LLP  
2121 Main Street  
Wheeling, WV 26003  
(304) 231-2703  
Reference: 54107/ Invoice:  
2157054*

**To pay online visit [www.e-billexpress.com/ebpp/Orrick/](http://www.e-billexpress.com/ebpp/Orrick/)**



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

January 16, 2024  
Client No. 54107  
Invoice No. 2157054

Orrick Contact: Jerry V. Kyle Jr.

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

**Matter: 3 - Kentucky Power Company Application**

12/01/23	A. Bethune	Review draft transaction documents (servicing agreement and others), review precedent documents in connection with same.	1.90
12/01/23	D. Criddle	Preparing supplemental edits to Orrick mark-up of proposed Financing Order and Checklist of Issues Table to reflect Commission comments (and Saber Partners' email comments) during public hearing (1.3); email re same to H. Temple and M. Tussey (0.4).	1.70
12/02/23	D. Criddle	Preparing supplemental edits to Orrick mark-up of Proposed Financing Order and Checklist (1.3); email exchange with Saber Partners re WACC component (0.5).	1.80
12/04/23	A. Bethune	Review draft transaction documents (servicing agreement and others), review precedent documents in connection with same.	6.30
12/04/23	D. Criddle	Preparing revised and expanded questions for Marg Whitaker re rates/ratemaking (2.7); email to H. Temple, M. Tussey and Saber Partners Team re same (0.8); preparing revised draft Table - Resolution of Orrick) comments on draft Financing Order (1.6).	5.10
12/05/23	A. Bethune	Review draft transaction documents (servicing agreement and others), review precedent documents in connection with same, related communication with D. Criddle.	3.90
12/05/23	D. Mao	Email with D. Criddle re rating agency engagement timing.	0.30





12/05/23	D. Criddle	Email exchange with Joe Fichera re comments on draft Financing Order (0.3); preparing editable Comparite version of 11/26 Rev. 1 (0.7); telephone conference with A. Bethune re comments on draft Indenture, LLC Agreement and proposed Financing Order (0.5); preparing edits to and comments on proposed Financing Order (1.5); reviewing A. Bethune's proposed comments on Kentucky Power's proposed Basic Transaction Documents (1.2); email exchanges with D. Mao and M. Mitchell re timing and mechanics of initial contacts with rating agencies (0.7); reviewing Commission Staff's post-hearing Data Requests (0.3).	5.20
12/06/23	D. Criddle	Reviewing and editing A. Bethune's proposed comments on Kentucky Power's proposed Basic Transaction Documents (3.7); email exchanges re same with A. Bethune (0.2); email exchanges with J. Fichera re proposed form of Underwriter's Certification and other Saber Partners comments on draft Financing Order (1.3); research and analysis re same (1.4).	6.60
12/07/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft purchase and sale agreement.	0.80
12/07/23	D. Criddle	Reviewing and editing A. Bethune's comments on Kentucky Power's proposed Basic Transaction Documents (4.5); email exchanges re same with Andrew Bethune (0.3); reviewing and editing proposed form of Financing Order (1.6); email exchanges with Joe Fichera re same (0.4).	6.80
12/08/23	D. Criddle	Reviewing and editing A. Bethune's comments on Kentucky Power's proposed Indenture (1.9); email exchange with A. Bethune re same (0.4).	2.30
12/09/23	D. Criddle	Reviewing and editing A. Bethune's comments on Kentucky Power's draft Servicing Agreement and Appendix A (Master Definitions) (2.2); preparing conforming edits to draft Financing Order, Mary Whitaker Questions, and Open Issues Checklist (0.3).	2.50
12/10/23	D. Criddle	Reviewing and editing A. Bethune's comments on Kentucky Power's draft Servicing Agreement and Appendix A (Master Definitions) (1.3); email exchanges with A. Bethune re same (0.2); preparing edits to draft Financing Order, Mary Whitaker Questions, and Tracking Table re same (3.5); email to H. Temple, M. Tussey, Saber Partners Team and Orrick Team re same (0.7).	5.70
12/11/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	1.20



12/11/23	D. Criddle	Reviewing and preparing comments on Commission Staff's mark-up of proposed Financing Order (4.6); email exchange with H. Temple re same (0.2).	4.80
12/12/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	0.90
12/12/23	D. Criddle	Reviewing and preparing comments on Commission Staff's mark-up of proposed Financing Order (6.0); research and analysis re same (1.5); email exchanges with Joe Fichera re same (0.9); email to H. Temple and M. Tussey re same (0.2).	8.60
12/13/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	0.40
12/13/23	D. Criddle	Reviewing and preparing comments on Commission Staff's mark-up of proposed Financing Order (5.5); telephone calls and email exchanges with Thomas Mitchell re same (0.7); email exchanges with Joe Fichera re same (1.3); preparing transmittal email re same to Commission Staff, Orrick Team and Saber Partners Team (1.2).	8.70
12/13/23	T. Mitchell	Analysis regarding bankruptcy issues. Telephone conference D. Criddle regarding same.	0.30
12/14/23	I. Busche	Participate in working group conference call; attend to SB 192/Financing Order review.	1.90
12/14/23	A. Bethune	Call with KPSC Staff, Saber Partners, and Orrick team regarding Financing Order (1.5 hours), review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	1.90
12/14/23	J. Kyle Jr.	Review correspondence and financing order and attend virtual meeting with PSC staff and Saber Partners to discuss.	0.50
12/14/23	D. Criddle	Preparing for Teams conference call with Commission Staff (0.5); Teams meeting with H. Temple, M. Tussey, Ben Bellamy, Saber Partners Team and Orrick Team (1.5); telephone conference with I. Busche re review of revised draft Financing Order for consistency with DB 192 (0.5); follow-up email exchanges with Joe Fichera, P. Sutherland and H. Temple re draft Financing Order (1.6); reviewing and preparing proposed edits to Commission Staff's revised draft Financing Order (2.3); email exchanges re same with J. Fichera (1.2); email exchange with P. Sutherland re revised NPV benefit calculation (0.8); follow-up email to Ben Bellamy re Kentucky non-impairment pledge and Commission flexibility to set/adjust other future rates (0.7).	9.10



12/15/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	1.40
12/15/23	D. Criddle	Reviewing and commenting on Commission Staff's revised draft Financing Order (4.6); reviewing and preparing comments on P. Sutherland's draft "Two Modeling Issues" memorandum (1.1); email exchanges with P. Sutherland and J. Fichera re same (0.5); email exchanges with J. Fichera on proposed edits to Commission Staff's revised draft Financing Order (2.1).	8.30
12/16/23	D. Criddle	Email exchanges with J. Fichera re mark-up of draft Financing Order (1.8); telephone conference with J. Fichera re same (1.5); revising comments and proposed edits on draft Financing Order (5.1); email exchanges re same with Paul Sutherland (0.6).	9.00
12/17/23	I. Busche	Review SB 192 markup and Financing Order comments.	1.60
12/17/23	D. Criddle	Reviewing Saber Partners' comments on Orrick revised mark-up (0.6); email exchanges with J. Fichera, P. Sutherland and H. Schoenblum re same (0.8); email exchange with I. Busche re updated diligence on SB 192 (0.3); preparing revised mark-up of proposed Financing Order (1.8); preparing transmittal email re same to H. Temple, M. Tussey and B. Bellamy re same (0.8).	4.30
12/18/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents.	1.10
12/18/23	D. Criddle	Email exchanges with J. Fichera and P. Sutherland re class-by-class NPV savings.	0.60
12/18/23	T. Mitchell	Telephone conference D. Criddle regarding true sale issues.	0.10
12/19/23	I. Busche	Participate in working group conference call.	1.00
12/19/23	A. Bethune	Call with KPSC Staff, Saber Partners, and Orrick team regarding Financing Order (1 hour), review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents and related communication with D. Criddle.	2.50
12/19/23	D. Criddle	Email exchanges with J. Fichera and P. Sutherland re Commission Staff's proposed edits to draft Financing Order (0.4); reviewing same (0.2); Teams meeting with Commission Staff, Saber Partners Team and Orrick Team (1.4); follow-up emails to Commission Staff and Saber Partners Team re same (0.6).	2.60



12/20/23	A. Bethune	Review D. Criddle's feedback on proposed comments to draft servicing agreement and other draft transaction documents, review revised, consolidated KPSC markup of draft financing order, and related communication with D. Criddle and T. Mitchell.	6.40
12/20/23	D. Criddle	Preparing draft Appendix D (Underwriters' Certificate), Appendix E (Financial Advisor's Certificate) and Appendix F (Disapproval Order) (4.1); email exchanges with J. Fichera and P. Sutherland re same (0.4); email exchanges with Commission Staff and Saber Partners re mechanics for comments on Commission Staff's merged draft Financing Order (0.8).	5.30
12/21/23	D. Criddle	Preparing comments on draft Appendices (3.5); email exchanges re same with Ben Bellamy (0.4); email exchanges re same with J. Fichera and P. Sutherland re same (1.1); email exchanges with H. Schoenblum and J. Fichera re comments on main text of Financing Order (0.8).	5.80
12/22/23	D. Criddle	Preparing proposed conforming edits to main text of Commission Staff's merged draft Financing Order (0.3); email exchanges with Ben Bellamy re proposed edits to Appendix B (0.4); email exchanges with J. Fichera and P. Sutherland re proposed edits to Appendix B (0.4); preparing update email to Commission Staff and Saber Partners Team (0.7).	1.80
12/23/23	D. Criddle	Research and analysis re true-up adjustment mechanics/precedents for Appendix B (Securitized Surcharge Rider) (3.9); revising draft survey re same (2.4); email exchanges re same with Saber Partners Team (1.2); conference call re same with P. Sutherland and S. Heller (0.7).	8.20
12/24/23	D. Criddle	Research and analysis re true-up adjustment mechanics/precedents for Appendix B (0.6); preparing Survey Table summarizing results of research (1.8); email exchanges with J. Fichera, P. Sutherland and S. Heller re same (1.6).	4.00
12/25/23	D. Criddle	Preparing and collecting proposed edits and comments to draft Financing Order (2.1); email exchanges with Saber Partners Team re same (0.9).	3.00
12/26/23	D. Criddle	Preparing comments and collecting proposed edits and comments to draft Financing Order (3.6); email exchanges re same with Saber Partners Team (2.2); email to Ben Bellamy re same (2.0).	7.80
12/26/23	T. Mitchell	Review and revise indenture regarding UCC issues. Email regarding same.	1.60



12/27/23	D. Criddle	Preparing proposed edits to draft Issuances Advice Letter (2.5); email exchanges with P. Sutherland and J. Fichera re same (1.7); preparing and coordinating proposed edits to main text of draft Financing Order (3.0); email exchange with Ben Bellamy re same (0.2).	7.40
12/28/23	D. Criddle	Preparing comments and edits to B. Bellamy's revised draft Appendix B (SST Tariff) and main text of draft Financing Order (5.2); email exchanges with B. Bellamy et al re same (0.3); preparing comments on Saber Partners draft Issuance Advice letter and other appendices (1.1); email exchanges and telephone conference with J. Fichera re same (0.8).	7.40
12/29/23	D. Criddle	Revising draft issuance advice letter and Appendix A and Appendices D, E, and F (1.8); email exchanges and telephone conference with J. Fichera re same (1.1).	2.90
12/30/23	D. Criddle	Preparing "clean up" edits to financing order (2.9); email exchanges with Joe Fichera re same (1.2); preparing transmittal email re same to Ben Bellamy (0.3); preparing comments on draft Issuance Advice Letter (1.3); email exchanges with J. Fichera re same (1.1).	7.00
12/31/23	D. Criddle	Preparing comments on revised draft I.A.L. and Appendices (1.4); email exchanges with J. Fichera re same (0.8).	2.20
		Total Hours	192.50
		Total For Services	\$220,072.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew Bethune	28.70	910.00	26,117.00
Ian Busche	4.50	690.00	3,105.00
Dean E. Criddle	156.50	1,200.00	187,800.00
Jerry V. Kyle Jr.	0.50	1,100.00	550.00
Dora Y. Mao	0.30	1,000.00	300.00
Thomas C. Mitchell	2.00	1,100.00	2,200.00
Total All Timekeepers	192.50		\$220,072.00

**Total For This Matter** **\$220,072.00**

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