

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 278.672.¹ 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 an invoice for consulting services for November 1, 2023, through November 30, 2023.

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. The documents cured the deficiency and the application was deemed filed on July 10, 2023.

² KRS 278.674(3)(a).

³ 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

ENTERED
JAN 03 2024 rcs
KENTUCKY PUBLIC
SERVICE COMMISSION

ATTEST:


Executive Director

APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE
COMMISSION IN CASE NO. 2023-00159 DATED JAN 03 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:** December 11, 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: \$201,359.00

5. Dates of Service Covered under this invoice:

Starting Date: November 1, 2023
Ending Date: November 30, 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: 11/20/2023

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 November Invoice No. 2150431

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 = \$17,381 • Ian Busche \$690/hr = \$3,588
Dean E. Criddle \$1,200/hr = \$167,760 • Michael H. Mitchell \$1,100/hr = \$8,800
Jerry V. Kyle, Jr. \$1,100/hr = \$1,100 • Dora Y. Mao \$1,000/hr = \$1,300 • Thomas C. Mitchell \$1,100/hr = \$1,430

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

Matter: Kentucky Power Company Application
Recipients: Andrew Bethune, Ian Busche, Dean Criddle, Jerry V. Kyle, Jr, Dora Y. Mao, Thomas C. Mitchell, and Michael 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: 12/11/2023

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

December 11, 2023
 Client No. 54107
 Invoice No. 2150431

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through November 30, 2023 in connection with the matters described on the attached pages:	\$ 201,359.00
DISBURSEMENTS as per attached pages:	0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$ <u>201,359.00</u>

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

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice: \$69,726.00
 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: 2150431*

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: 2150431
 E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
 2121 Main Street
 Wheeling, WV 26003
 (304) 231-2703
 Reference: 54107/ Invoice:
 2150431*

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



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

December 11, 2023
Client No. 54107
Invoice No. 2150431

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through November 30, 2023 in Connection With:

Matter: 3 - Kentucky Power Company Application

11/01/23	A. Bethune	Review emails between D. Criddle and Saber Partners regarding data requests.	0.80
11/01/23	D. Criddle	Teams call with H. Temple, M. Tussey and J. Kyle (0.7); follow-up email exchanges re same (0.8); reviewing and preparing edits to proposed Financing Order (3.0).	4.50
11/02/23	D. Criddle	Reviewing and preparing proposed edits and comments on Kentucky Power's proposed Financing Order (6.2).	6.20
11/03/23	D. Criddle	Reviewing and preparing proposed edits and comments on Kentucky Power's proposed Financing Order (2.9); email exchanges with J. Fichera re same (0.7); preparing list of Saber Partners' "best practices" (1.3).	4.90
11/04/23	D. Criddle	Reviewing and preparing edits and comments on Kentucky Power's proposed Financing Order (6.2).	6.20
11/05/23	D. Criddle	Reviewing and preparing edits and comments on Kentucky Power's proposed Financing Order (2.0); email exchanges with Joe Fichera, et al. re same (1.1); email exchanges with Mike Mitchell re Joe Fichera email (0.5).	3.60
11/06/23	D. Criddle	Reviewing and preparing edits and comments on Kentucky Power's proposed Financing Order (1.5); preparing email to H. Temple and M. Tussey re forecast variance/Revenue concerns (2.4); preparing email to H. Temple and M. Tussey re draft Financing Order questions/concerns related to utility ratemaking (2.7).	6.60
11/07/23	A. Bethune	Review emails between D. Criddle, Saber Partners, and KPSC staff regarding draft financing order and certain data requests.	0.80
11/07/23	D. Criddle	Email exchanges with H. Temple re Kentucky Power ratemaking questions (0.3); email exchange with H. Temple re Saber Partners' proposed edit topics on Financing Order (0.2); reviewing and preparing edits and comments on Kentucky Power's proposed Financing Order (1.0).	1.50



11/08/23	D. Criddle	Reviewing and proposing edits and annotations to Kentucky Power's proposed Financing Order (5.8); research and analysis of Data Request responses re same (0.7).	6.50
11/09/23	A. Bethune	Review Briefing Memo regarding financing costs prepared by Saber Partners.	0.60
11/09/23	D. Mao	Review and respond to questions from D. Criddle re SEC registration process and underwriter selection sequencing.	0.50
11/09/23	D. Criddle	Email exchanges with H. Temple and J. Fichera re draft Timeline for securitized Bond Transaction (0.5); preparing draft Timeline (2.5); email exchanges with Joe Fichera re same (0.3); email exchanges with Mike Mitchell and D. Mao re same (0.7); reviewing and preparing comments on Saber Partners' Briefing Memo on Financing Costs (0.2); reviewing and preparing edits and annotations to Kentucky Power's proposed Financing Order (3.0).	7.20
11/10/23	D. Mao	Review and respond to emails from D. Criddle and M. Mitchell re securities law issues.	0.40
11/10/23	D. Criddle	Email exchange with M. Mitchell, Dora Mao and Joe Fichera regarding Time and Responsibility schedule (1.3); research and analysis regarding same (1.0); review and comment on Saber Partners' summaries of Financing Costs for other securitized rate power-backed bond transactions (1.6); review and prepare comments on Memo to Commission on Financing Costs (2.2); email exchanges with Joe Fichera and Mike Mitchell regarding Saber Partners' proposed interpretation of federal securities law (1.4); review and prepare comments on Kentucky Power's proposed Financing Order (2.1).	9.60
11/10/23	M. Mitchell	Email correspondence with D. Criddle and D. Mao re questions around mandate of lead underwriter under federal securities laws and market processes.	1.50
11/11/23	D. Criddle	Preparing proposed edits to and comments/questions on Kentucky Power's proposed form of Financing Order (7.0); email exchanges with Orrick Team re same (1.4).	8.40
11/12/23	D. Criddle	Preparing edits to and comments/questions on Kentucky Power's proposed form of Financing Order (2.3); telephone conference with Mike Mitchell re same (0.5).	2.80
11/12/23	M. Mitchell	Review draft Commission Financing Order, including D. Criddle mark-up and discuss same with him.	2.00
11/13/23	A. Bethune	Review D. Criddle's initial mark-up of Kentucky Power's proposed form of Financing Order, related communication with D. Criddle.	2.10



11/13/23	D. Criddle	Email exchange with Mariah Tussey re drafts of Basic Transaction Documents (0.8); preparing proposed edits to and questions/comments on Kentucky Power's proposed form of Financing Order (2.7); preparing transmittal email re same to H. Temple and M. Tussey (1.1); email exchange with Joe Fichera re same (0.1); email exchange with Dora Mao re required amount of equity contribution (0.4); reviewing Commission's 11/13 Order re 11/28 public hearing (1.0); follow-up email to H. Temple and M. Tussey re 2006 WVPSF financing order (0.7); reviewing Kentucky Power's responses to Sixth Data Request (0.9); email exchanges with Thomas Mitchell re security interest comments on draft Financing Order (1.2); revising mark-up of proposed Financing Order re same (1.0); preparing email to H. Temple and M. Tussey re same (0.3).	10.20
11/13/23	T. Mitchell	Review and revise financing order regarding UCC issues. Emails regarding same.	1.00
11/14/23	D. Mao	Financing Order emails.	0.20
11/14/23	D. Criddle	Email exchanges with H. Temple re proposed edits to Kentucky Power's draft Financing Order (0.5); email exchanges re same with Joe Fichera (1.3); preparing annotated version of SB 192 (1.0); email exchanges with H. Temple, et al. re same (0.4); email exchanges with Joe Fichera re mechanics of proposed revenue credits (1.8); Teams call with H. Temple, M. Tussey and Orrick Team (0.8).	5.80
11/14/23	M. Mitchell	Email correspondence with D. Criddle and teleconference with Commission staff re draft Financing Order.	1.50
11/15/23	D. Criddle	Email exchanges with Paul Sutherland, et al. re annual servicing fee (0.3); email to T. Mitchell re security interest comments on draft Financing Order (0.2); preparing table of Financing Order issues to be addressed by Commission (3.0); email exchanges with Joe Fichera re "best practices" and draft Financing Order (1.0).	4.50
11/16/23	I. Busche	Participate in working group conference call.	0.80
11/16/23	A. Bethune	Attend weekly call with KPSC staff and Saber Partners, review emails among KPSC staff, Saber Partners and D. Criddle regarding mark-up of Kentucky Power's proposed Financing Order.	2.10



11/16/23	D. Criddle	Teams conference call with Commission Staff, Saber Partners Team and Orrick Team (0.9); preparing table of Financing Order issues to be addressed by Commission (2.8); preparing list of candidate items to be included in administrative record at the public hearing (1.7); email exchanges with J. Fichera re same (1.0); preparing transmittal email re same to H. Temple, M. Tussey, Saber Partners Team and Orrick Team (0.7); preparing list of candidate topics for public hearing cross-examination (0.3).	7.40
11/17/23	I. Busche	Review financing order application and related materials.	1.00
11/17/23	D. Criddle	Reviewing revised NPV savings spreadsheets prepared by Paul Sutherland (0.6); email exchanges with H. Temple, M. Tussey and Tina Frederick re same and re comments on draft Financing Order (0.5); email exchange with Joe Fichera re draft Table tracking proposed edits to Kentucky Power's proposed Financing Order (0.1).	1.20
11/20/23	A. Bethune	Review emails among KPSC staff, Saber Partners and D. Criddle regarding Kentucky Power's proposed settlement agreement and Saber Partners' modeling of pricing scenarios.	0.60
11/20/23	D. Criddle	Reviewing Settlement Agreement and Brian West supplemental testimony (1.1); email re same to Orrick Team (0.2); email exchanges with Paul Sutherland, Joe Fichera, et al. re 3 scenario spreadsheets (0.7); revising/updating edits to proposed Financing Order (1.5).	3.50
11/21/23	D. Criddle	Revising draft Financing Order to reflect Settlement Agreement (0.9); email to H. Temple and M. Tussey re using forecasted Revenues to set securitized surcharge rates (0.3).	1.20
11/22/23	D. Criddle	Reviewing and preparing comments in response to Joe Fichera's comments on draft Financing Order (2.0); research and analysis re same (1.0); email exchanges re same (0.3).	3.30
11/23/23	D. Criddle	Email to Orrick Team re Saber Partners' comments on Orrick markup of proposed Financing Order (0.2).	0.20
11/24/23	D. Criddle	Reviewing and revising initial mark-up of proposed Financing Order in response to Saber Partners' comments (2.4).	2.40
11/26/23	I. Busche	Prepare for public KY PSC hearing.	0.20



11/26/23	D. Criddle	Reviewing draft transaction documents (1.7); email exchange with Andrew Bethune re same (0.8); revising Orrick mark-up of proposed Financing Order (2.2); preparing transmittal email re same to Commission Staff, Saber Partners Team and Orrick Team (0.3); email exchanges with Orrick Team re 11/28 public hearing (0.7).	5.70
11/27/23	A. Bethune	Review emails from D. Criddle and others regarding upcoming KPSC hearing and related matters, begin reviewing draft transaction documents (servicing agreement and others), review precedent documents and communication with D. Criddle in connection with same.	1.90
11/27/23	D. Mao	Emails re Commission public hearing, agenda and participants.	0.20
11/27/23	J. Kyle Jr.	Review materials in anticipation of 11/27 public hearing.	0.50
11/27/23	D. Criddle	Telephone conference with Mike Mitchell re preparation for public hearing (0.7); email exchanges with H. Temple re preparation for public hearing (0.3); reviewing Kentucky Power's Supplemental Responses to First Set of Data Requests (0.5); preparing for public hearing (1.9); email exchanges with M. Tussey, H. Temple, J. Fichera, P. Sutherland re same (1.3).	4.70
11/28/23	I. Busche	Attend public KY PSC hearing.	2.30
11/28/23	A. Bethune	Review draft transaction documents (servicing agreement and others), review precedent documents in connection with same, attend KPSC hearing (1 hour).	5.80
11/28/23	J. Kyle Jr.	Review materials in anticipation of 11/28 public hearing and join meet (Chairman's remarks regarding schedule and protocol).	0.50
11/28/23	D. Criddle	Viewing/commenting on public hearing (6.5); Microsoft Team conference with Chairman Chandler and P. Sutherland re NPV savings analyses (0.2); email exchanges with A. Bethune/I. Busche re witness schedule for public hearing (0.7); email exchanges with Joe Fichera re servicing fees and other ongoing financing costs for prior AEP transactions (0.4); preparing transmittal email to H. Temple and M. Tussey re same (0.1); email exchange with Joe Fichera re mechanics for payment of annual servicing fee (0.5); preparing email to H. Temple and M. Tussey re same (0.7).	9.10
11/29/23	I. Busche	Attend to draft securitization documents.	0.20
11/29/23	A. Bethune	Review draft transaction documents (servicing agreement and others), review precedent documents and communication with D. Criddle in connection with same, attend KPSC hearing (1 hour).	3.30



11/29/23	D. Criddle	Reviewing/commenting on public hearing (1.1); email exchanges with H. Temple, M. Tussey and J. Fichera re Servicer and servicing compensation (0.6); reviewing P. Sutherland's revised analyses of alternative principal amortization proposals (0.4); email exchanges with Orrick Team re same (0.3); reviewing forms of Basic Transaction Documents proposed by Kentucky Power (2.2); email exchanges with A. Bethune, I. Busche and J. Kyle re same (1.3); email exchanges with Joe Fichera/Thomas Mitchell re mechanics for revenue credits under Servicing Agreement (0.6).	6.50
11/30/23	I. Busche	Attend public KY PSC hearing.	0.70
11/30/23	A. Bethune	Attend KPSC hearing.	1.10
11/30/23	D. Criddle	Email exchanges with J. Fichera and T. Mitchell re mechanics for ratepayer credits (0.6); telephone conference with T. Mitchell re same (0.3); viewing Kentucky Power's proposed form of Servicing Agreement (0.3); viewing Commission public hearing (4.5); email exchange with Joe Fichera re floating rate securitized bonds and interest rate swaps (0.2); email exchanges with H. Temple, M. Tussey and J. Fichera re "Additional Modeling" (0.2).	6.10
11/30/23	M. Mitchell	Virtual attendance at Commission hearing.	3.00
11/30/23	T. Mitchell	Analysis regarding bankruptcy issues. Telephone conference D. Criddle regarding same.	0.30

Total Hours	175.70	
Total For Services		\$201,359.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew Bethune	19.10	910.00	17,381.00
Ian Busche	5.20	690.00	3,588.00
Dean E. Criddle	139.80	1,200.00	167,760.00
Jerry V. Kyle Jr.	1.00	1,100.00	1,100.00
Dora Y. Mao	1.30	1,000.00	1,300.00
Michael H. Mitchell	8.00	1,100.00	8,800.00
Thomas C. Mitchell	1.30	1,100.00	1,430.00
Total All Timekeepers	175.70		\$201,359.00

Total For This Matter	\$201,359.00
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