

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Ohio)	
Power Company for Authority to Establish)	
a Standard Service Offer Pursuant to)	Case No. 16-1852-EL-SSO
R.C. 4928.143, in the Form of an Electric)	
Security Plan)	

In the Matter of the Application of Ohio)	
Power Company for Approval of Certain)	Case No. 16-1853-EL-AAM
Accounting Authority)	

**MOTION TO INTERVENE OF WAL-MART STORES EAST, LP
AND SAM'S EAST, INC.**

Now comes Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), by its attorneys, and respectfully moves the Public Utilities Commission of Ohio ("Commission") pursuant to Section 4903.221 of the Ohio Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, for leave to intervene in the above-captioned matters with the full powers and rights granted by the Commission, specifically by statute or by the provisions of the Ohio Administrative Code, to intervening parties.

On December 20, 2013, Ohio Power Company ("AEP Ohio") filed an application for a electric service plan ("ESP") pursuant to Section 4928.141 of the Ohio Revised Code in Case Nos. 13-2385-EL-SSO, *et al.* ("ESP III Case"). The application included a Purchase Power Agreement ("PPA") involving AEP Ohio's share of Ohio Valley Electric Corporation's ("OVEC") generation. The Commission issued an Opinion and Order that modified and approved the application on February 25, 2015.

On October 3, 2014, AEP Ohio filed an application for approval to enter into a new affiliate PPA with AEP Generation Resources, Inc., in Case Nos. 14-1693-EL-AAM, *et al.* ("PPA Case"). The Commission issued an Opinion and Order approving the stipulation in the

PPA Case on March 31, 2016 ("March 31 Order"). As part of the approved stipulation, AEP Ohio was required to file to extend and modify the ESP approved in the ESP III Case. Walmart was granted intervenor status and participated in both the ESP III Case and PPA Case.

On May 13, 2016, AEP Ohio filed an application to amend its ESP in the ESP III Case, and in accordance with the stipulation approved in the PPA Case. On September 7, 2016, the Commission directed AEP Ohio to refile the application to amend its ESP in a separate case at this new docket. Accordingly, Walmart seeks to participate in this newly docketed proceeding as an intervenor, and its Motion to Intervene is timely filed.

As demonstrated further in the Memorandum in Support attached hereto and incorporated herein, Walmart has a direct, real, and substantial interest in the issues and matters involved in the above-captioned proceedings, and is so situated that the disposition of these proceedings may, as a practical matter, impair, or impede its ability to protect that interest. Walmart's real and substantial interest in these proceedings is not adequately represented by any other party, and as such, Walmart is entitled to intervene with the full powers and rights granted by the Commission. Further, Walmart's participation will not unduly delay the proceedings or prejudice any other party thereto.

If this Motion is granted, Walmart intends to file Motions for Admission *Pro Hac Vice* for Derrick Price Williamson and/or Carrie M. Harris, of Spilman Thomas & Battle, PLLC, in these proceedings. Walmart requests that, if approved, Mr. Williamson and Ms. Harris be added to the official service list. Additional contact information for counsel and representatives are provided in the attached Memorandum in Support.

WHEREFORE, Walmart respectfully requests this Commission grant its Motion to Intervene for these reasons and those set forth in more detail in the attached Memorandum in Support.

Respectfully submitted,

SPILMAN THOMAS & BATTLE, PLLC

/s/ Lisa M. Hawrot

By _____
Lisa M. Hawrot (Ohio Bar ID 0080098)
Spilman Thomas & Battle, PLLC
Century Centre Building
1233 Main Street, Suite 4000
Wheeling, WV 26003
Phone: (304) 230-6973
Fax: (304) 230-6951
E-mail: lhawrot@spilmanlaw.com
(willing to accept service by e-mail)

Derrick Price Williamson
Spilman Thomas & Battle, PLLC
1100 Bent Creek Blvd., Suite 101
Mechanicsburg, PA 17050
Phone: (717) 795-2741
Fax: (717) 795-2743
E-mail: dwilliamson@spilmanlaw.com
(willing to accept service by e-mail)

Carrie M. Harris
Spilman Thomas & Battle, PLLC
310 First Street, Suite 1100
P.O. Box 90
Roanoke, VA 24002-0090
Phone: (540) 512-1829
Fax: (540) 512-1800
E-mail: charris@spilmanlaw.com
(willing to accept service by e-mail)

Counsel to Wal-Mart Stores East, LP and Sam's East, Inc.

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Ohio)	
Power Company for Authority to Establish)	
a Standard Service Offer Pursuant to)	Case No. 16-1852-EL-SSO
R.C. 4928.143, in the Form of an Electric)	
Security Plan)	

In the Matter of the Application of Ohio)	
Power Company for Approval of Certain)	Case No. 16-1853-EL-AAM
Accounting Authority)	

**MEMORANDUM IN SUPPORT OF WAL-MART STORES EAST, LP
AND SAM'S EAST, INC.**

On December 20, 2013, Ohio Power Company ("AEP Ohio") filed an application for a electric service plan ("ESP") pursuant to Section 4928.141 of the Ohio Revised Code in Case Nos. 13-2385-EL-SSO, *et al.* ("ESP III Case"). The application included a Purchase Power Agreement ("PPA") involving AEP Ohio's share of Ohio Valley Electric Corporation's ("OVEC") generation. The Commission issued an Opinion and Order that modified and approved the application on February 25, 2015.

On October 3, 2014, AEP Ohio filed an application for approval to enter into a new affiliate PPA with AEP Generation Resources, Inc., in Case Nos. 14-1693-EL-AAM, *et al.* ("PPA Case"). The Commission issued an Opinion and Order approving the stipulation in the PPA Case on March 31, 2016 ("March 31 Order"). As part of the approved stipulation, AEP Ohio was required to file to extend and modify the ESP approved in the ESP III Case. Walmart was granted intervenor status and participated in both the ESP III Case and PPA Case.

On May 13, 2016, AEP Ohio filed an application to amend its ESP in the ESP III Case, and in accordance with the stipulation approved in the PPA Case. On September 7, 2016, the Commission directed AEP Ohio to refile the application to amend its ESP in a separate case.

Walmart seeks to participate in these proceedings as an intervenor, and its Motion to Intervene in these proceedings is timely filed.

Section 4903.221 of the Ohio Revised Code and Rule 4901-1-11 of the Ohio Administrative Code establish the standard for intervention in the above-styled proceedings as a fully party of record. In examining whether a party should be permitted to intervene in a proceeding, the Public Utilities Commission of Ohio ("Commission") considers, among other factors, the direct interests of the party, whether the intervention by the prospective party will unduly prolong or delay the proceedings, and whether the party will significantly contribute to the full development and equitable resolution of the factual issues. A review of these factors in light of the following facts supports granting Walmart's intervention.

Walmart is a national retailer of goods and services throughout the United States. Walmart has offices at 2001 SE 10th Street, Bentonville, Arkansas 72716-0550. Walmart has the privilege of providing its retail services in the State of Ohio. Walmart has approximately 70 facilities in the Company's service territory. These facilities include Supercenters, Sam's Clubs, Discount Stores, distribution centers, and gas stations. Walmart is a large customer of the Company, purchasing approximately 250 million kWh annually from the Company. The outcome of this proceeding is likely to impact the price, reliability, and adequacy of the electric service Walmart receives from the Company to use in its Ohio operations. In other words, Walmart has a direct and substantial interest in the outcome of this proceeding that is unique in that it is a single commercial customer that purchases substantial amounts of electric and related services from the Company pursuant to multiple accounts. Further, Walmart submits that its participation will not delay the proceeding nor prejudice any parties. Finally, Walmart intends to

submit testimony, participate in hearings, and brief issues in a manner that will assist with the development of a full evidentiary record.

Wherefore, Walmart respectfully requests that the Commission grant its Motion to Intervene and that the rights of a full party of record be conferred upon it. For purposes of receiving service in the proceeding, in addition to the undersigned, Walmart requests that the following persons be placed on the official service list:

Derrick Price Williamson
Spilman Thomas & Battle, PLLC
1100 Bent Creek Blvd., Suite 101
Mechanicsburg, PA
Phone: (717) 795-2741
Fax: (717) 795-2743
E-mail: dwilliamson@spilmanlaw.com

Steve W. Chriss
Director, Energy and Strategy Analysis
Wal-Mart Stores, Inc.
2001 SE 10th Street
Bentonville, AR 72716-0550
E-mail: Stephen.Chriss@walmart.com

Carrie M. Harris
Spilman Thomas & Battle, PLLC
310 First Street, Suite 1100
P.O. Box 90
Roanoke, VA 24002-0090
Phone: (540) 512-1829
Fax: (540) 512-1800
E-mail: charris@spilmanlaw.com

Greg Tillman
Senior Manager, Energy Regulatory
Analysis
Wal-Mart Stores, Inc.
2001 SE 10th Street
Bentonville, AR 72716-0550
E-mail: Greg.Tillman@walmart.com

Accordingly, Walmart has a real and substantial interest and is entitled to intervene in this action under Ohio Revised Code Section 4903.22.1 and Ohio Administrative Code Rule 4901-1-11.

Respectfully submitted,

SPILMAN THOMAS & BATTLE, PLLC

/s/ Lisa M. Hawrot

By

Lisa M. Hawrot (Ohio Bar ID 0080098)
Spilman Thomas & Battle, PLLC
Century Centre Building
1233 Main Street, Suite 4000
Wheeling, WV 26003
Phone: (304) 230-6973
Fax: (304) 230-6951
E-mail: lhawrot@spilmanlaw.com
(willing to accept service by e-mail)

Derrick Price Williamson
Spilman Thomas & Battle, PLLC
1100 Bent Creek Blvd., Suite 101
Mechanicsburg, PA 17050
Phone: (717) 795-2741
Fax: (717) 795-2743
E-mail: dwilliamson@spilmanlaw.com
(willing to accept service by e-mail)

Carrie M. Harris
Spilman Thomas & Battle, PLLC
310 First Street, Suite 1100
P.O. Box 90
Roanoke, VA 24002-0090
Phone: (540) 512-1829
Fax: (540) 512-1800
E-mail: charris@spilmanlaw.com
(willing to accept service by e-mail)

Counsel to Wal-Mart Stores East, LP and Sam's East, Inc.

Dated: November 14, 2016

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Motion to Intervene and Memorandum in Support, submitted on behalf of Wal-Mart Stores East, LP and Sam's East, Inc., was served by electronic mail, upon the following Parties of Record on this 14th day of November, 2016.

/s/ Lisa M. Hawrot
Lisa M. Hawrot (Ohio Bar ID 0080098)

bojko@carpenterlipps.com
cmooney@ohiopartners.org
fdarr@mwncmh.com
ghiloni@carpenterlipps.com
jkylercohn@BKLawfirm.com
kboehm@BKLawfirm.com
kevin.moore@occ.ohio.gov
Kurt.Helfrich@ThompsonHine.com
mfleisher@elpc.org
Michael.Austin@ThompsonHine.com
mkurtz@BKLawfirm.com
mleppla@theOEC.org
mpritchard@mwncmh.com
paul@carpenterlipps.com
Stephanie.Chmiel@ThompsonHine.com
stnourse@aep.com
tdougherty@theOEC.org
william.michael@occ.ohio.gov

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

11/14/2016 2:02:07 PM

in

Case No(s). 16-1852-EL-SSO, 16-1853-EL-AAM

Summary: Motion to Intervene and Memorandum in Support of Wal-Mart Stores East, LP and Sam's East, Inc. electronically filed by Derrick P Williamson on behalf of Wal-Mart Stores East, LP and Sam's East, Inc.