

**Supporting Statement for  
FERC-520 (Application for Authority to Hold Interlocking Directorate Positions)**

The Federal Energy Regulatory Commission (FERC or Commission) requests that the Office of Management and Budget (OMB) review and renew FERC-520 (Application for Authority to Hold Interlocking Directorate Positions) and the associated instructions. There are no changes to the information collection or recordkeeping requirements.

**1. CIRCUMSTANCES THAT MAKE THE COLLECTION OF INFORMATION NECESSARY**

Absent Commission authorization, section 305(b)(1) of the Federal Power Act (FPA)<sup>1</sup> (with some exceptions) prohibits an officer or director of a public utility from holding the position of officer or director of more than one public utility, and prohibits an officer or director of a public utility from also holding the position of officer or director of any one of the following entities:

- Any bank, trust company, banking association, or firm that is authorized by law to underwrite or participate in the marketing of securities of a public utility; or
- Any company supplying electrical equipment to such utility.

As provided at section 305(b)(2),<sup>2</sup> the prohibitions do not apply to any officer or director of a public utility, or to any officer or director of any bank, trust company, banking association, or firm that is authorized by law to underwrite or participate in the marketing of securities of a public utility, under the following circumstances:

- The person does not participate in any deliberations or decisions of the public utility regarding the selection of a bank, trust company, banking association, or firm to underwrite, or participate in the marketing of securities of the public utility, if the person serves as an officer or director of a bank, trust company banking association, or firm that is under consideration in the deliberation process;
- The bank, trust company, banking association, or firm of which the person is an officer or director does not engage in the underwriting of, or participate in the marketing of, securities of the public utility of which the person holds the position of officer or director;
- The public utility for which the person serves or proposes to serve as an officer or director selects underwriters by competitive procedures; or
- The issuance of securities of the public utility for which the person serves or proposes to serve as an officer or director has been approved by all Federal and

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<sup>1</sup> 16 U.S.C. 825d(b)(1).

<sup>2</sup> 16 U.S.C. 825d(b)(2).

State regulatory agencies having jurisdiction over the issuance.

In order to obtain Commission authorization to hold one or more of the prohibited positions, an applicant must provide information that enables the Commission to determine that neither public nor private interests will be adversely affected. FERC-520 consists of information collection activities that officers and directors of public utilities may use to seek authorization to hold interlocking positions, or to provide notice of changes.

## **2. HOW, BY WHOM, AND FOR WHAT PURPOSE THE INFORMATION IS TO BE USED AND THE CONSEQUENCES OF NOT COLLECTING THE INFORMATION**

FERC-520 consists of three types of information collection activities:

1. A “full application,” filed on FERC Form 520<sup>3</sup> in accordance with 18 CFR 45.8, provides detailed information about the positions for which authorization is sought, including a description of duties.
2. Submission of a more streamlined “informational report,” in accordance with 18 CFR 45.9, is a condition for an automatic grant of authorization to hold interlocking directorates that is available only to certain types of officers and directors listed at 18 CFR 45.9(a)<sup>4</sup>
3. Except for officers and directors for whom 18 CFR 45.9 is applicable, a “notice of change,” in accordance with 18 CFR 45.5(b), is required within 60 days after an officer or director resigns or withdraws from a Commission-authorized

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<sup>3</sup> Although there is no form, *per se*, the Commission maintains instructions for this collection of information, as if there were a form. In connection with this information collection request, we are seeking OMB clearance for the extension of the instructions that include the OMB control number and expiration date.

<sup>4</sup> The regulation at 18 CFR 45.9(a) lists the following:

- (1) Officer or director of one or more public utilities if the same holding company or person owns, directly or indirectly, that percentage of each utility’s stock (of whatever class of classes) which is required by each utility’s by-laws to elect directors;
- (2) Officer or director of two public utilities, if one utility is owned, wholly or in part, by the other and, as its primary business, owns or operates transmission or generating facilities to provide transmission services or electric power for sale to its owners; and
- (3) Officer or director of more than one public utility, if such officer or director is already authorized to hold positions as officer or director of those or any other public utilities where the interlock involves affiliated public utilities.

interlocking position or if the applicant is not re-elected or reappointed to the interlocking position.

Other regulations that may be relevant in certain circumstances are 18 CFR 45.1(c),<sup>5</sup> 45.3(b),<sup>6</sup> 45.4, 45.5(a), and 45.5(c).<sup>7</sup> Those circumstances are described below.

### ***Full Application***

An officer or director of a regulated public utility must obtain Commission authorization before assuming an otherwise-prohibited position. The regulation at 18 CFR 45.8 provides how the Commission implements the discretion under FPA section 305(b)(1) to authorize the holding of such positions by order “upon due showing in form and manner prescribed by the Commission, that neither public nor private interests will be adversely affected thereby.”

The regulation at 18 CFR 45.8 requires applicants to provide the following information:

(a) Identification of applicant:

(1) Full name, business address and state of residence.

(2) Major business or professional activity.

(3) Give the date and docket number of the last application, if any, filed by the applicant under FPA section 305(b) of the Act.

(b) List of positions within the purview of section 305(b) of the Act for which authorization is sought, using the table template shown below, and indicating by asterisk positions which were the subjects of previous authorizations:

<b>Position</b>	<b>Name of</b>	<b>Classification: (1) Public utility, (2) authorized by law to</b>
	<b>corporation</b>	<b>underwrite, (3) supplying electrical equipment</b>

<sup>5</sup> The regulation at 18 CFR 45.1(c) provides that any person may temporarily hold an interlocking position for no more than 90 days within a twelve-month period without applying for Commission authorization under 18 CFR 45.8 and without complying with the requirements for authorization under 18 CFR 45.9.

<sup>6</sup> The regulation at 18 CFR 45.3(b) provides that, absent Commission action within 60 days of a completed application to hold interlocking positions, an application will be deemed granted. Such authorization is subject to revocation by the Commission after due notice to applicant and opportunity for hearing. In any such proceeding, the burden of proof shall be upon the applicant to show that neither public nor private interests will be adversely affected by the holding of such positions.

<sup>7</sup> In some circumstances described below, the regulations at 18 CFR 45.4, 45.5(a), and 45.5(c) may require supplemental applications or supplemental information, or may provide exemptions from such requirements.

(c) The following data as to positions with each public utility mentioned above:

(1) Name of utility, unless said utility does not have officers or directors.

(2) Date elected or appointed, or anticipated date of election or appointment, to each position not previously authorized.

(3) Names of officers and directors; number of vacancies, if any, on Board of Directors.

(4) Description of applicant's duties: Approximate amount of time devoted thereto; and, if applicant seeks authorization as a director, the percentage of directors meetings held during the past 12 months that were attended by the applicant.

(5) All other professional, contractual, or business relationships of applicant with the public utility, either directly or through other corporations or firms.

(6) Extent of applicant's direct or indirect ownership, control of, or beneficial interest in the public utility or the securities thereof. If ownership or interest is held in a name other than that of applicant, state name and address of the holder.

(7) Extent of applicant's indebtedness to the public utility, how and when incurred, and consideration therefor.

(8) All money or property received by applicant from the public utility or any affiliate

(i) during the past 12 months, and expected during the ensuing 12 months, or

(ii) during the public utility's most recently ended fiscal year, and expected during the public utility's current fiscal year, or

(iii) during the past and current calendar years, whether for services, reimbursement for expenses, or otherwise. Specify in detail the amount thereof and the basis therefor. If applicant's compensation for services to the public utility is not paid directly by the public utility, give name of the corporation that does pay same, the amount allocated or allocable to the public utility or any affiliate, and the basis or reason for such allocation.

(9) Whether during the past 5 years the public utility or any affiliate thereof or any security holders of either have commenced any suit against the officers or directors thereof for alleged waste, mismanagement or violation of duty, to which suit applicant was a party defendant. If so, give date of commencement of suit, court in which commenced, and present status.

(d) The following data as to positions with each bank, trust company, banking association or firm, mentioned above that is authorized by law to underwrite or participate in the marketing of securities of a public utility:

(1) Name of corporation and address of principal place of business.

(2) Positions which applicant holds or seeks authorization to hold therein and when and by whom elected or appointed to each position.

(3) Description of applicant's duties in each position and the approximate amount of time devoted thereto, and, if applicant seeks authorization as director, the percentage

of directors meetings held during the past 12 months that were attended by the applicant.

(4) Extent of applicant's direct or indirect ownership, or control of, or beneficial interest in, the company or in the securities thereof, including common stock, preferred stock, bonds, or other securities. If such ownership or interest is held in a name other than that of applicant, state name and address of such holder.

(5) All money or property received by applicant from the company

(i) during the past 12 months, and expected during the ensuing 12 months, or

(ii) during the company's most recently ended fiscal year, and expected during the company's current fiscal year, or

(iii) during the past and current calendar years, whether for services, reimbursement for expenses, or otherwise. Specify in detail the amount thereof and the basis therefor.

(6) Names and titles of directors, officers, or partners.

(7) Whether the corporation is now engaged in underwriting or participating in the marketing of the securities of a public utility:

(i) If so, to what extent;

(ii) If not, give excerpts from the charter, declaration of trust, or articles of partnership that authorize the underwriting or participating in the marketing of securities of a public utility, and give general requirements of and appropriate reference to, the laws of the State of organization and of States in which corporation is doing business or has qualified to do business, with which it must comply in order to engage in the business of underwriting or participating in the marketing of the securities of a public utility; and explain what steps, if any, have been taken to comply with those laws. *Alternatively*, provide an opinion by counsel to the same effect and including the information in respect thereto may be filed with the application.

(8) Whether the corporation, during applicant's connection therewith, has underwritten or participated in the marketing of the security issue of any public utility with which applicant was also connected; if so, the details with respect to every such transaction that occurred during the past 36 months.

(9) Whether the corporation has registered with the Securities and Exchange Commission; if so, when and under what section of what statute.

(e) The following data as to positions with each company supplying electrical equipment to a public utility in which the applicant holds a position:

(1) Name of company and address of principal place of business.

(2) Positions which applicant holds or seeks authorization to hold therein and when and by whom elected or appointed to each position.

(3) Description of applicant's duties in each position and approximate amounts of time devoted thereto, and, if applicant seeks authorization as director, the percentage of directors meetings held during the past 12 months that were attended by the applicant.

(4) Names and titles of directors or partners.

(5) Name of each public utility, with which applicant holds or seeks authorization

to hold a position, to which the company supplies electrical equipment; the frequency of such transactions; the approximate annual dollar volume of such business; and the type of equipment supplied.

(6) Nature of relationship between the company supplying electrical equipment and the public utility:

(i) Whether company manufactures such electrical equipment or is a dealer therein.

(ii) Whether company supplies electrical equipment to the public utility pursuant to construction, service, agency, or other contract with the public utility or an affiliate thereof, and, if so, furnish brief summary of the terms of such contract.

(7) Extent of applicant's direct or indirect ownership, or control of, or beneficial interest in, the company or in the securities thereof, including common stock, preferred stock, bonds, or other securities. If such ownership or interest is held in a name other than that of applicant, state name and address of such holder.

(8) All money or property received by applicant from the company

(i) during the past 12 months, and expected during the ensuing 12 months, or

(ii) during the company's most recently ended fiscal year, and expected during the company's current fiscal year, or

(iii) during the past and current calendar years, whether for services, reimbursement for expenses, or otherwise. Specify in detail the amount thereof and the basis therefor.

(f) The following data as to positions with public utility holding companies<sup>8</sup> (except for data as to corporations already listed in accordance with 18 CFR 45.8 which are also holding companies):

(1) Name of holding company and address of principal place of business.

(2) Positions which applicant holds therein, when and by whom elected or appointed to each position.

(3) Extent of applicant's direct or indirect ownership, or control of, or beneficial interest in, the holding company or in the securities thereof, including common stock, preferred stock, bonds, or other securities. If such ownership or interest is held in a name other than that of applicant, state name and address of such holder.

(4) All money or property received by applicant from the holding company:

(i) during the past 12 months, and expected during the ensuing 12 months, or

(ii) during the holding company's most recently ended fiscal year, and expected during the holding company's current fiscal year, or

(iii) during the past and current calendar years, whether for services, reimbursement for expenses, or otherwise. Specify in detail the amount thereof and the basis therefor.

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<sup>8</sup> The term "holding company," as used here, means any corporation which directly or indirectly owns, controls, or holds with power to vote, 10 per centum or more, of the outstanding voting securities of a public utility.

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(g) Positions with all other corporations (except data that have been filed within the past 12 months in accordance with FERC-561, pursuant to 18 CFR Part 46, or data as to any corporations already listed in accordance with 18 CFR 45.8):

(1) All other corporations and positions therein, including briefly the information required in parallel columns as below:

<b>Name of corporation</b>	<b>Address: Kind of business</b>	<b>Position held therein</b>
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(2) Any corporate, contractual, financial, or business relationships between any of the corporations listed in paragraph (g)(1) and any of the public utilities listed in paragraph (b).

(h) The following data as to the public utility holding company system:

(1) The names of the public utility holding company systems of which each public utility listed above is a part, and

(2) A chart showing the corporate relationships existing between and among the corporations within the holding company systems.

If the Commission fails to take action within 60 days upon a completed application to hold interlocking positions, the application is deemed granted.<sup>9</sup>

### ***Informational Report***

Subject to conditions listed at 18 CFR 45.9(b) and (c), some officers and directors are eligible to seek automatic authorization to hold interlocking positions. In order to qualify for automatic authorization, they must file an informational report before performing or assuming the duties or responsibilities which necessitate the filing of an informational report.

The regulation at 18 CFR 45.9(a) provides that the following persons are eligible for automatic authorization, so long as they satisfy the conditions listed at 18 CFR 45.9(b) and 45.9(c): (1) an officer or director of two or more public utilities where the same holding company owns, directly or indirectly, wholly or in part, both public utilities, (2) an officer or director of two public utilities, if one utility is owned, wholly or in part, by the other, or (3) an officer or director of more than one public utility, if such person is already authorized to hold different positions in those same, affiliated public utilities.

The regulation at 18 CFR 45.9(b) provides that any person eligible to seek automatic authorization must submit an informational report under 18 CFR 45.9(c) unless that person: (1) Is already authorized to hold interlocking positions of the type governed by

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<sup>9</sup> 18 CFR 45.3(b).

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this section; (2) Is exempt from filing an informational report pursuant to 18 CFR 45.4;<sup>10</sup> or (3) Will hold a temporary interlocking position pursuant to 18 CFR 45.1(c).<sup>11</sup>

The regulation at 18 CFR 45.9(c) lists the requirements for an informational report, as follows:

- (1) The full name and business address of the person required to submit this report; and
- (2) The names of all public utilities with which the person holds or will hold the positions of officer or director and a description of those positions.
- (3) The names of any other entity, of which the person is an officer or director and a description of those positions;
- (4) An explanation of the corporate relationship between or among the public utilities listed in accordance with Item 2, above, which qualifies the person for automatic authorization under section 45.9; and
- (5) A statement or an affirmation that the applicant has not yet performed or assumed the duties or responsibilities of the position which necessitated the filing of the informational report.

### ***Notice of Change***

Except for persons already authorized to hold interlocking positions identified in 18 CFR 45.9(a), an officer or director of a public utility who resigns or withdraws from a Commission-authorized interlocking position, or is not re-elected or reappointed to an interlocking position, must file a notice of change in accordance with 18 CFR 45.5. Such notice of change is due within 30 days after any such change. This notice of change includes the position(s) that the applicant held, the corporation of which the position was

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<sup>10</sup> Most significantly in the context of automatic authorizations, the regulation at 18 CFR 45.4(c) provides that, in the case of interlocking positions that qualify for automatic authorization, no “supplemental application” will be required if the only changes to be reported are holding different or additional interlocking positions that would qualify for automatic authorization under 18 CFR 45.9(a). More generally, the regulations at 18 CFR 45.4(a) and 45.4(b) provide, respectively: (1) The application must be supplemented in the event of a change or changes in the information set forth in an application, and (2) No further application is required for each successive, uninterrupted term after applicant has been authorized to hold a particular position, except as ordered by the Commission.

<sup>11</sup> The regulation at 18 CFR 45.1(c) provides that any person may temporarily hold an interlocking position for no more than 90 days within a twelve-month period without applying for Commission authorization under 18 CFR 45.8 and without complying with the requirements for authorization under 18 CFR 45.9.

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part of, and the date of termination of the position.

**3. DESCRIBE ANY CONSIDERATION OF THE USE OF IMPROVED INFORMATION TECHNOLOGY TO REDUCE BURDEN AND TECHNICAL OR LEGAL OBSTACLES TO REDUCING BURDEN**

The Commission implemented the capability and requirement for filing FERC-520 in various formats including the capability of electronic filing via [eFiling](#) on FERC's webpage. Virtually all FERC-520 filings arrive electronically.

**4. DESCRIBE EFFORTS TO IDENTIFY DUPLICATION AND SHOW SPECIFICALLY WHY ANY SIMILAR INFORMATION ALREADY AVAILABLE CANNOT BE USED OR MODIFIED FOR USE FOR THE PURPOSE(S) DESCRIBED IN INSTRUCTION NO. 2.**

Commission filings and data requirements are periodically reviewed in conjunction with OMB clearance expiration dates. This includes a review of the Commission's regulations and data requirements to identify duplication. No duplication of the FERC- 520 information collection requirements has been found.

**5. METHODS USED TO MINIMIZE BURDEN IN COLLECTION OF INFORMATION INVOLVING SMALL ENTITIES**

The data collection imposes the least possible burden on small entities while collecting information necessary to the Commission to fulfill its statutory requirements.

**6. CONSEQUENCE TO FEDERAL PROGRAM IF COLLECTION WERE CONDUCTED LESS FREQUENTLY**

The Commission collects the information when individuals seek Commission authority to hold interlocks as well as when circumstances change with respect to an officer's or director's interlocking position with a public utility. There is no cyclical re-filing of the information. It is filed once and, as long as circumstances do not change, it is not filed again. The only times an applicant is required to file subsequent to the initial filing would be: (1) when the applicant seeks to be an officer or director of a corporation that is not within the same corporate family for which the applicant previously received authorization to serve as officer or director, or (2) when the Commission directs submission of a supplemental application under 18 CFR 45.4 or supplemental information under 18 CFR 45.5.

Collecting the information less frequently than it is currently collected would mean not collecting the information at all. This would not be an appropriate result because Commission oversight of the information is a statutory requirement. Moreover, this information collection safeguards public and private interests by disclosing business relationships to both the public and the Commission, as required by the FPA. Without the data, neither the public nor the Commission would be able to monitor interlocked corporate behavior. As a result, there would be no transparency of the dynamics among the officers and directors of public utilities and their interlocked other public utilities, securities underwriters, and electrical equipment suppliers.

**7. EXPLAIN ANY SPECIAL CIRCUMSTANCES RELATING TO THE INFORMATION COLLECTION**

The FERC-520 information collection presents no special circumstances.

**8. DESCRIBE EFFORTS TO CONSULT OUTSIDE THE AGENCY: SUMMARIZE PUBLIC COMMENTS AND THE AGENCY'S RESPONSE TO THESE COMMENTS**

The 60-day notice was published in the Federal Register on December 3, 2024<sup>12</sup> and no comments were received. The 30-day notice was published in the Federal Register on March 5, 2025.<sup>13</sup>

**9. EXPLAIN ANY PAYMENT OR GIFTS TO RESPONDENTS**

There are no payments or gifts to respondents associated with the FERC Form No. 520 information collection.

**10. DESCRIBE ANY ASSURANCE OF CONFIDENTIALITY PROVIDED TO RESPONDENTS**

The Commission does not consider the information collected in filings to be confidential. However, the Commission will consider specific requests for confidential treatment (e.g. Critical Energy/Electric Infrastructure Information [CEII] or non-public) to the extent permitted by law.<sup>14</sup> The Commission will review each request for confidential treatment on a case-by-case basis.

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<sup>12</sup> 89 FR 95765

<sup>13</sup> 90 FR 11310

<sup>14</sup> 18 C.F.R. § 388.112. More information on the CEII definition, program and requirements is posted at <http://www.ferc.gov/legal/ceii-foia/ceii.asp>.

**11. PROVIDE ADDITIONAL JUSTIFICATION FOR ANY QUESTIONS OF A SENSITIVE NATURE, SUCH AS SEXUAL BEHAVIOR AND ATTITUDES, RELIGIOUS BELIEFS, AND OTHER MATTERS THAT ARE COMMONLY CONSIDERED PRIVATE**

There are no questions of a sensitive nature in the reporting or recordkeeping requirements of the information collection.

**12. ESTIMATED BURDEN OF COLLECTION OF INFORMATION**

The estimated annual burden<sup>15</sup> and costs<sup>16</sup> are itemized in the following table:

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<sup>15</sup> “Burden” is the total time, effort, or financial resources expended by persons to generate, maintain, retain, or disclose or provide information to or for a Federal agency. For further explanation of what is included in the information collection burden, refer to Title 5 Code of Federal Regulations 1320.3.

<sup>16</sup> Commission staff estimates that the industry’s skill set and cost (for wages and benefits) for FERC-520 are approximately the same as the Commission’s average cost. The FERC 2024 average salary plus benefits for one FERC full-time equivalent (FTE) is \$207,786/year (or \$100/hour).

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	<b>A. Number of Respondents</b>	<b>B. Annual Number of Responses per Respondent</b>	<b>C. Total Number of Responses (Column A x Column B)</b>	<b>D. Average Burden &amp; Cost Per Response</b>	<b>E. Total Annual Burden Hours &amp; Total Annual Cost (Column C x Column D)</b>	<b>F. Cost per Respondent (Column E ÷ Column A)</b>
Full Application	16	1	16	50 hrs.; \$5,000	800 hrs.; \$80,000	\$5,000
Informational Report	500	1	500	8 hrs.; \$800	4,000 hrs.; \$400,000	\$800
Notice of Change	100	1	100	0.25 hrs.; \$25	25 hrs.; \$2,500	\$25
<b>Totals</b>	616		616		4,825 hrs.; \$482,500	

**13. ESTIMATE OF THE TOTAL ANNUAL COST BURDEN TO RESPONDENTS**

There are no start-up or other non-labor costs.

Total Capital and Start-up cost: \$0

Total Operation, Maintenance, and Purchase of Services: \$0

All of the costs in the information collection are associated with burden hours (labor) and discussed in Questions #12 and #15.

**14. ESTIMATE OF THE TOTAL ANNUAL COST TO FEDERAL GOVERNMENT**

The estimate of the cost for analysis and processing of filings is based on salaries and

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benefits for professional and clerical support. This estimated cost represents staff analysis, decision-making, and review of any actual filings submitted in response to the information collection.

The PRA Administrative Cost is the average annual FERC cost associated with preparing, issuing, and submitting materials necessary to comply with the PRA for rulemakings, orders, or any other vehicle used to create, modify, extend, or discontinue an information collection. It also includes the cost of publishing the necessary notices in the Federal Register.

	<b>Number of Employees (FTE)</b>	<b>Estimated Annual Federal Cost</b>
Analysis and Processing of filings <sup>17</sup>	0.66	\$137,138.76
Paperwork Reduction Act Administrative Cost <sup>18</sup>		\$8,396
<b>FERC Total</b>		<b>\$145,534.76</b>

**15. REASONS FOR CHANGES IN BURDEN INCLUDING THE NEED FOR ANY INCREASE**

There are no changes in burden during this extension. Details are shown in following table:

	<b>Requested</b>	<b>Program Change Due to Agency Discretion</b>	<b>Change Due to Adjustment in Agency Estimate</b>	<b>Previously Approved</b>
<b>Annual Number of Responses</b>	616	0	0	616
<b>Annual Time Burden (Hr.)</b>	4,825	0	0	4,825
<b>Annual Cost</b>	\$0	\$0	\$0	\$0

17 The FERC 2024 average salary plus benefits for one FERC full-time equivalent (FTE) is \$207,786/year (or \$100/hour).

18 Based upon FERC’s 2024 estimated average annual Paperwork Reduction Act Administrative Cost: \$8,396.

<b>Burden (\$)</b>				
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**16. TIME SCHEDULE FOR THE PUBLICATION OF DATA**

There are no publications of the information.

**17. DISPLAY OF EXPIRATION DATE**

The clearance information and expiration dates are available at:

<https://www.ferc.gov/information-collections>

**18. EXCEPTIONS TO THE CERTIFICATION STATEMENT**

There are no exceptions.