

**BEFORE THE WASHINGTON  
UTILITIES & TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of Puget Sound Energy, Ontario Teachers' Pension  
Plan Board, and Macquarie Washington Clean Energy Investment, L.P., for an Order  
Authorizing Proposed Sales of Indirect Interests In Puget Sound Energy

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DOCKET U-210542

Initial Comments of Public Counsel

**ATTACHMENT 3**

Exhibit JRW-4 (Docket U-180680)  
and Joint Applicant's Response to Public Counsel Informal Data Request No. 3  
(Docket U-210542)

**January 7, 2022**

**BEFORE THE WASHINGTON  
UTILITIES & TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of PUGET SOUND ENERGY, ALBERTA  
INVESTMENT MANAGEMENT CORPORATION, BRITISH COLUMBIA  
INVESTMENT MANAGEMENT CORPORATION, OMERS ADMINISTRATION  
CORPORATION, and PGGM VERMOGENSBEHEER B.V. For an Order Authorizing  
Proposed Sales of Indirect Interests in Puget Sound Energy

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DOCKET U-180680

J. RANDALL WOOLRIDGE ON BEHALF OF PUBLIC COUNSEL

**EXHIBIT JRW-4**

Joint Applicants' Response to Public Counsel Data Request No. 19  
(without attachments)

**January 22, 2019**

**BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

**Docket U-180680  
Sale of Non-Controlling Interest in Puget Holdings LLC**

**PUBLIC COUNSEL DATA REQUEST NO. 019**

**PUBLIC COUNSEL DATA REQUEST NO. 019**

For each of the Joint Applicants who are investing in Puget Holdings or increasing their investment in Puget Holdings, please provide the following information for the past three years:

- 1) The total size of the Fund;
- 2) The asset breakdown of the Fund (cash, money market, fixed income, private equity, public equity, etc.);
- 3) The 20 biggest holdings of the Fund and the dollar amount of each of these holdings;
- 4) The Fund's total investment in PSE and where the size of the Fund's PSE holding ranks compared to the Fund's other holdings; the duration of the Fund's assets and liabilities for the past three years; and
- 5) Any other measures used by Fund management to assess the risk level of the fund.

**Response:**

Each of the Joint Applicants objects to Public Counsel Data Request No. 019 and each of its subparts as overbroad because it exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with the proposed transactions. Given that discovery in this proceeding must be "narrowly defined and focused on the proposed transaction," (Docket U-180680, Order 01 at 8), information regarding other assets are not reasonably probative for consideration of the proposed transactions. Each of the Joint Applicants further objects to Public Counsel Data Request No. 019 and each of its subparts as uncertain, ambiguous, vague, and confusing with respect to the meaning of "Fund." Each of Alberta Investment Management Corporation, British Columbia Investment Corporation, and PGGM Vermogensbeheer B.V. acts as an asset manager for its clients, which include pension plans. Subject to and without waiving these objections, the Joint Applicants respond as follows.

A. Alberta Investment Management Corporation

1. The total net asset value of assets under management by the Alberta Investment Management Corporation (“AIMCo”) was C\$107 billion as of March 31, 2018.
2. As at October 31, 2018, the breakdown of assets under management of AIMCo was as follows.

	<b>Assets Under Management (in CAD millions)</b>	<b>Weight</b>
Money Market and Fixed Income	\$35,270	32.9%
Public Equity	\$3,298	3.1%
	\$929	0.9%
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Total Fixed Income	\$39,497	36.9%
Public equities and absolute return strategies	\$40,375	37.7%
Private equity and venture capital	4,069	3.8%
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Total Equity	44,443	41.5%
Real estate	13,944	13.0%
Infrastructure and timber	8,102	7.6%
Real return bonds and commodities	953	0.9%
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Total Inflation Sensitive	22,999	21.5%
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Total AIMCo	\$107,115	100.0%

3. AIMCo objects that the request for valuations of AIMCo's other unrelated assets in subpart 3. of Public Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.
4. AIMCo's total investment in Puget Holdings LLC (“Puget Holdings”), after the proposed transaction, based on the current transaction value, would be approximately US\$948.8 million, which constitutes approximately 1.1% of AIMCO's assets under management. AIMCo objects that the request for valuations of AIMCo's other unrelated assets in subpart 4. of Public Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.
5. AIMCo has an Investment Risk Governance Policy that is approved by the Board of Directors of AIMCo. This Investment Risk Governance Policy

outlines the governance structure over investment risk limits for the AIMCo total fund. On an annual basis, AIMCo management prepares an AIMCo Total Fund active risk limit for approval by the Investment Committee of the Board of Directors of AIMCo. Active risk is the risk of loss relative to performance benchmarks. Management will consider various factors, including but not limited to, return targets and client risk limits in forming its recommendation to the Investment Committee of the Board of Directors of AIMCo.

**B. British Columbia Investment Management Corporation**

1. The total net asset value of assets under management by the British Columbia Investment Management Corporation (“BCIMC”) was C\$145.6 billion as of March 31, 2018.
2. As at March 31, 2018, the breakdown of assets under management of BCIMC was as follows.

	<b>Assets Under Management (in CAD billions)</b>	<b>Weight</b>
Real Estate	\$21.1	14.5%
Infrastructure	\$11.6	8.0%
Private Equity	\$10.3	7.1%
Mortgages	\$3.6	2.4%
Renewable Resources	\$2.6	1.8%
<b>Total Private Markets</b>	<b>\$49.2</b>	<b>33.8%</b>
Public Equities	\$64.5	44.3%
Fixed Income	\$31.7	21.8%
Other Strategies - All Weather	\$0.2	0.1%
<b>Total Public Markets</b>	<b>\$96.4</b>	<b>66.2%</b>
<b>Total BCIMC</b>	<b>\$145.6</b>	<b>100.0%</b>

3. BCIMC objects that the request for valuations of BCIMC's other unrelated assets in subpart 3. of Public Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.
4. BCIMC’s total investment in Puget Holdings, after the proposed transaction, based on the current transaction value, would be approximately US\$1.45 billion, which constitutes approximately 1.3% of BCIMC’s assets under management. BCIMC objects that the request for valuations of BCIMC's other unrelated assets in subpart 4. of Public

Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.

5. Please see pages 28 and 29 of the BCIMC 2017-2018 Annual Report for a summary of BCIMC's risk management policies and procedures. The BCIMC 2017-2018 Annual Report was provided as Attachment E to the Joint Applicants' Response to AWEC Data Request No. 032.

C. OMERS Administration Corporation

1. The total size of the OMERS pension fund is approximately C\$95 billion, as of December 31, 2017.
2. The asset breakdown of the OMERS pension fund, as of December 31, 2017, is as follows:
  - 34% public equity,
  - 12% private equity,
  - 16% infrastructure,
  - 14% real estate,
  - 29% fixed income, and
  - 5% cash and economic leverage.
3. OMERS objects that the request for valuations of OMERS' other unrelated assets in subpart 3. of Public Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.
4. OMERS' total investment in Puget Holdings, based on the current transaction value, would be approximately US\$1.67 billion, which constitutes approximately 2.3% of OMERS' net assets. OMERS objects that the request for valuations of OMERS' other unrelated assets in subpart 4. of Public Counsel Data Request No. 019 exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with this transaction.
5. Attached as Attachment A to the Joint Applicants' Response to Public Counsel Data Request No. 019 is a copy of the OMERS Enterprise Risk Management Policy.

Attached as Attachment B to the Joint Applicants' Response to Public Counsel Data Request No. 019 is a copy of the OMERS Enterprise Investment Risk Policy.

Attached as Attachment C to the Joint Applicants' Response to Public Counsel Data Request No. 019 is a copy of the OMERS Risk Oversight Committee Management.

These three documents provide a full discussion of OMERS' evaluation and assessment of risk.

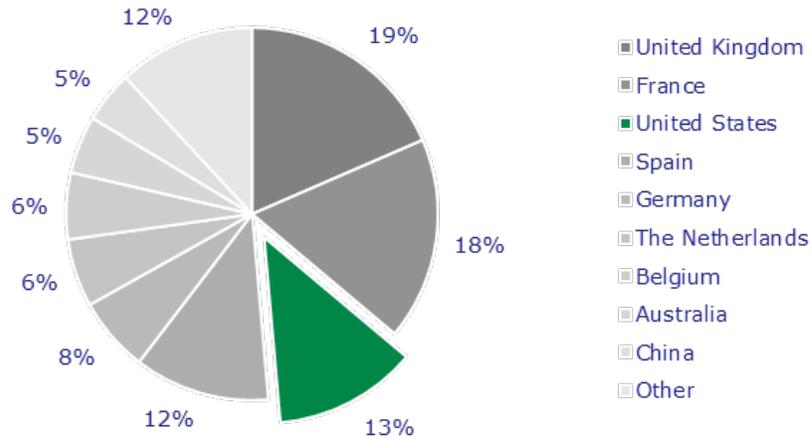
D. PGGM Vermogensbeheer B.V.

1. PGGM Vermogensbeheer B.V. ("PGGM") is an asset manager which provides asset management and other pension related services to Dutch pension fund clients. PGGM is not a pension fund and PGGM accordingly does not hold investments on its own behalf. PGGM makes infrastructure investments, including the proposed transaction, on behalf of the five Dutch pension fund clients which are described in the Prefiled Direct Testimony of Martijn J. Verwoest, Exh. MJV-1T, at pages 6-9. The intended investment in Puget Holdings will be made through the PGGM Infrastructure Fund. This fund is managed by PGGM, and the participating pension funds are purely passive investors, comparable to other common fund structures and analogous to a limited partner. Investments unrelated to the PGGM Infrastructure Fund are irrelevant.

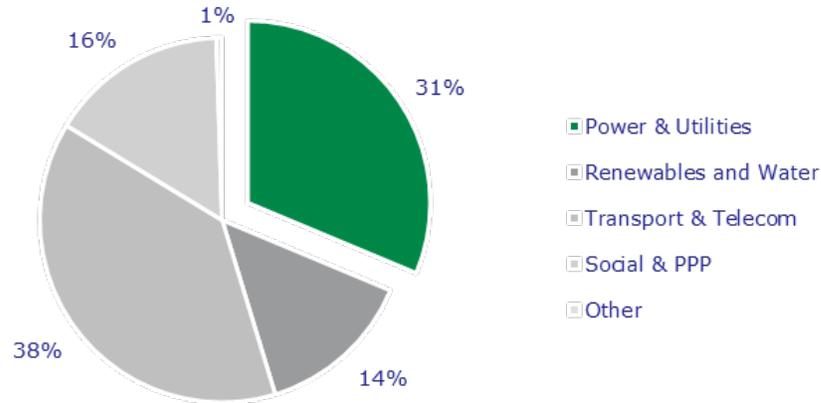
The total net asset value of the PGGM Infrastructure Fund was US\$6.5 billion as of December 31, 2017, and US\$5.5 billion as of December 31, 2016. PGGM is not able to provide a comparable figure for prior periods because the PGGM Infrastructure Fund was initiated at the end of 2016 through the merger of several vintages of PGGM-affiliated funds. The PGGM Infrastructure Fund holds only infrastructure related equity (related) investments.

- 2) The two graphs below show a geographical and sectoral split of assets held by the PGGM Infrastructure Fund.

**Geographical Split PGGM Infrastructure Fund per March 31, 2018**



**Sector Split PGGM Infrastructure Fund per March 31, 2018**



- 3) The table below depicts the largest 20 holdings of the PGGM Infrastructure Fund and their respective share of portfolio net asset value. Several holdings involve stakes in multiple underlying projects or companies.

Investment Name	Sector	Geography	% of Fund
Globalvia Infraestructuras	Transport	Global	5-10%
American Tower Corporation	Telecom	Europe	5-10%
APRR	Transport	France	5-10%

Investment Name	Sector	Geography	% of Fund
Duquesne	Energy & Utilities	United States	5-10%
Madrilena Red de Gas	Energy & Utilities	Spain	5-10%
BUUK	Energy & Utilities	United Kingdom	5-10%
BAM PPP PGGM Infrastructure	Social Infrastructure	Europe	2-5%
Macquarie Asia Infrastructure Fund	Fund Investment	Asia	2-5%
UPP	Social Infrastructure	United Kingdom	2-5%
LBC	Energy & Utilities	Global	2-5%
Steelriver Infrastructure Fund North America	Fund Investment	United States	2-5%
Macquarie SBI Infrastructure Fund	Fund Investment	India	2-5%
Macquarie Greater China Infrastructure Fund	Fund Investment	China	2-5%
Ennatuurlijk	Energy & Utilities	Netherlands	2-5%
SolarCity Rooftop Portfolio	Energy & Utilities	United States	2-5%
Mirova Co-investments	Fund Investment	Europe	2-5%
Civis PFI/PPP Infrastructure Fund LP	Social Infrastructure	United Kingdom	2-5%
Peoples Natural Gas	Energy & Utilities	United States	2-5%
Genesee & Wyoming Australia	Transport	Australia	0-2%
Axicom	Telecom	Australia	0-2%

- 4) PGGM's total investment in Puget Holdings will be approximately US\$705 million, depending on the purchase price to be determined based on the actual closing date. Upon the closing of the proposed transaction, Puget Holdings would represent one of the top five assets of the PGGM Infrastructure Fund.
- 5) Please see Attachment B to the Joint Applicants' Response to Public Counsel Data Request No. 021.

**BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

**Docket UE-210542  
Puget Sound Energy  
Joint Application for an Order Authorizing Proposed  
Sales of Indirect Interests in Puget Sound Energy**

**PUBLIC COUNSEL INFORMAL DATA REQUEST NO. 003:**

For each of the Joint Applicants who are investing in Puget Holdings, please provide the following information for the past three years:

- a) the total size of the Fund, in dollars;
- b) the asset breakdown of the Fund (cash, money market, fixed income, private equity, public equity, etc.);
- c) the 20 biggest holdings of the Fund and the dollar amount of each of these holdings;
- d) the Fund's total investment in PSE and where the size of the Fund's PSE holding ranks compared to the Fund's other holdings;
- e) the duration of the Fund's assets and liabilities for the past three years; and
- f) any other measures used by Fund management to assess the risk level of the Fund.

**Response:**

Each of the Joint Applicants objects to Public Counsel Informal Data Request No. 003 as the term "Fund" is vague and ambiguous. For purpose of this data request and all in this set (i.e., 001-021), Joint Applicants presume that references to "the Fund" are intended to mean each of Macquarie Washington Clean Energy Investments, L.P. (the "Macquarie Fund") and 2848926 Ontario Limited (the "Teachers' Fund").

Subject to and without waiving this objection, each of the Macquarie Fund and the Teachers' Fund were newly formed to acquire each Buyer's respective share of Puget Holdings and Puget Holdings is their only asset. Accordingly, the Joint Applicants respond as follows:

- a) The Macquarie Fund is a newly-established fund that has received Equity Commitments from Sunsuper PTY LTD as trustee for Sunsuper Pooled Superannuation Trust, the National Pension Service of the Republic of Korea, and Macquarie Financial Holdings PTY LTD. The Equity Commitment Letter included in the "Confidential" folder of the electronic data room PSE U-210542 for this proceeding provides details on the total size of the Fund, in dollars. See file labeled "Puma – ECL (Macquarie) (Execution Version)."

The Teachers' Fund is a newly-established fund that has received an Equity Commitment from the Ontario Teachers' Pension Plan Board. The Equity Commitment Letter included in the "Confidential" folder of the electronic data room PSE U-210542 for this proceeding provides details on the total size of the Fund, in dollars. See file labeled "Puma-ECL (OTPP) (Execution Version)."

- b) The Macquarie Fund and the Teachers' Fund are each single-asset investors and will have no assets other than those at issue in this proceeding. Please see the Prefiled Direct Testimony of Aaron Rubin, Exh. AR-1T, at 5-9 (explaining that "[t]he Macquarie Fund will be a newly-established fund that will have no assets other than those at issue in this proceeding" and "will fund its acquisition with NPS providing 30.00 percent of the equity, Sunsuper providing 33.33 percent of the equity, and MGIF Clean Energy, L.P. providing the remaining 36.67 percent of the equity") and the Prefiled Direct Testimony of Christopher Parker, Exh. CP-1T, at 3-8 (explaining that "Consistent with the structure of infrastructure investments made by Ontario Teachers, Ontario Teachers will indirectly own its interest in Puget Holdings through an Ontario corporation, 2848926 Ontario Limited" and "will fund its acquisition with 100 percent equity").
- c) See response to subpart (b).
- d) See response to subpart (b).
- e) Each of the Macquarie Fund and the Teachers' Fund were established to own the single asset at issue in this proceeding and there is no data on the duration of each Funds' assets and liabilities for the past three years.
- f) Each of the Macquarie Fund and the Teachers' Fund operate consistent with industry-standard risk management practices. The Proposed Transactions are an endorsement of Puget Sound Energy.