

**EXH. CP-4  
DOCKET U-210542  
WITNESS: CHRISTOPHER PARKER**

**BEFORE THE  
WASHINGTON UTILITIES AND 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**

**Docket U-210542**

**THIRD EXHIBIT (NONCONFIDENTIAL)  
TO THE PREFILED DIRECT TESTIMONY (NONCONFIDENTIAL) OF**

**CHRISTOPHER PARKER**

**ON BEHALF OF THE ONTARIO TEACHERS'  
PENSION PLAN BOARD**

**AUGUST 13, 2021**



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## Teachers' Pension Act

R.S.O. 1990, CHAPTER T.1

**Consolidation Period:** From June 8, 2019 to the [e-Laws currency date](#).

Last amendment: [2018, c. 8, Sched. 34](#).

Legislative History: [ + ]

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#### Definitions

1 (1) In this Act,

“active plan member”, of the pension plan, means a person who is making the contributions required of an active member of the plan or a person on whose behalf contributions required of an active member of the plan are being made; (“participant actif”)

“Board” means the Ontario Teachers' Pension Plan Board; (“Conseil”)

“pension fund” means, unless the context requires otherwise, the pension fund maintained to provide benefits in respect of the Ontario Teachers' Pension Plan; (“caisse de retraite”)

“pension plan” means, unless otherwise provided, the Ontario Teachers' Pension Plan; (“régime de retraite”)

“Schedule 1” means Schedule 1 to the *Teachers' Pension Act, 1989* as amended from time to time. (“annexe 1”) R.S.O. 1990, c. T.1, s. 1; 1991, c. 52, s. 1; 1993, c. 39, s. 1; 1998, c. 34, s. 98 (1); 2009, c. 18, Sched. 29, s. 1.

#### Interpretation

(2) Expressions in this Act have the same meaning as under the *Pension Benefits Act* unless the context requires otherwise. 1998, c. 34, s. 98 (2).

#### **Section Amendments with date in force (d/m/y) [ + ]**

##### **Pension plan continued**

**2** (1) A pension plan known as the Ontario Teachers' Pension Plan is continued under the name Ontario Teachers' Pension Plan in English and Régime de retraite des enseignantes et des enseignants de l'Ontario in French. R.S.O. 1990, c. T.1, s. 2 (1).

##### **Defined benefits plan**

(2) The pension plan is a defined benefit plan within the meaning of the *Pension Benefits Act*. R.S.O. 1990, c. T.1, s. 2 (2).

##### **Plan documents**

(3) The terms of the pension plan are as set out in Schedule 1 and in such other governing documents as may be created or adopted under this Act or that Schedule. R.S.O. 1990, c. T.1, s. 2 (3).

##### **Sufficiency of assets**

(4) The assets of the pension fund, including the present value of additional contributions to be made by the Minister of Education, shall be maintained at a level that, at the time of a valuation of the pension plan prepared by the plan actuary for filing with the Chief Executive Officer appointed under subsection 10 (2) of the *Financial Services Regulatory Authority of Ontario Act, 2016*, is reasonably sufficient in the opinion of the actuary to meet the liabilities of the pension plan on a continuing basis. 1991, c. 52, s. 2; 1993, c. 39, s. 2; 1998, c. 34, s. 99; 2005, c. 31, Sched. 21, s. 1; 2018, c. 8, Sched. 34, s. 1.

#### **Section Amendments with date in force (d/m/y) [ + ]**

##### **Objects of the Board**

**3** The objects of the Board are to administer the pension plan and manage the pension fund in accordance with this Act, the *Pension Benefits Act* and the *Income Tax Act* (Canada). 2009, c. 18, Sched. 29, s. 2.

#### **Section Amendments with date in force (d/m/y) [ + ]**

##### **Authorized subsidiaries**

###### **Definition**

**3.1** (1) In this section,

“pension plan” means the Ontario Teachers' Pension Plan or any other pension plan. 2009, c. 18, Sched. 29, s. 2.

###### **Authorized by agreement**

(2) If authorized by an agreement between the Minister of Education and the executive of The Ontario Teachers' Federation under section 12.1, the Board may incorporate or cause to be incorporated and may make and maintain an investment in one or more corporations that, after the investment is made, are authorized subsidiaries of the Board. 2009, c. 18, Sched. 29, s. 2.

###### **Authorized subsidiary**

(3) For the purposes of this section, a corporation is an authorized subsidiary of the Board if,

- (a) the corporation carries on business with a view to profit;
- (b) the business of the corporation is limited to providing one or more eligible services to one or more persons and entities described in subsection (6); and
- (c) the Board has beneficial ownership of shares of the corporation representing more than 50 per cent of the shareholders' equity of the corporation. 2009, c. 18, Sched. 29, s. 2.

###### **Authority re investment entity**

(4) An authorized subsidiary of the Board may, for the purpose of providing eligible services, incorporate, establish, manage or operate one or more corporations, trusts, partnerships or other entities as investment entities. 2009, c. 18, Sched. 29, s. 2.

**Eligible services**

(5) For the purposes of this section, each of the following is an eligible service if it is carried out in compliance with all applicable laws:

1. Providing advice to an administrator of a pension plan regarding the administration of the pension plan or the investment policies for the pension fund maintained to provide benefits in respect of that pension plan.
2. Providing advice to a client on investing in, holding, buying or selling securities or other assets.
3. Buying, selling, holding and managing investments for a client, with or without discretionary authority granted by the client to manage the client's investment portfolio.
4. Activities and services ancillary to the services listed in paragraphs 1 to 3, including,
  - i. activities relating to the distribution or sale to clients of securities issued by an investment entity referred to in subsection (4), and
  - ii. entering into derivative contracts in which the return is based in whole or in part on the performance of all or part of the pension fund maintained to provide benefits in respect of the Ontario Teachers' Pension Plan or of any of the pension fund's investments.
5. Providing administrative services to an administrator of a pension plan. 2009, c. 18, Sched. 29, s. 2.

**Clients**

(6) An authorized subsidiary may provide services described in subsection (5) only to one or more of the following:

1. The Board.
2. The administrator of another pension plan, whether the pension plan is in or outside Canada.
3. The Government of Canada or the government of a province or territory of Canada, or
  - i. a Crown corporation, Crown agency or wholly-owned entity of the Government of Canada or of the government of a province or territory of Canada, or
  - ii. a corporation established by federal or provincial statute.
4. A municipal corporation or a municipal or public body performing a function of government in Canada.
5. A board, within the meaning of the *Education Act*, or a school board or similar authority that operates under comparable legislation in another province of Canada.
6. A college of applied arts and technology established under the *Ontario Colleges of Applied Arts and Technology Act, 2002*, a university that receives regular and ongoing operating funding from Ontario for purposes of post-secondary education or an educational institution in another province in Canada that receives regular and ongoing operating funding from the province.
7. An educational institution outside Canada.
8. An endowment fund for a university, college or educational institution referred to in paragraph 6 or 7.
9. A registered charity within the meaning of the *Income Tax Act* (Canada).
10. A national, federal, state, provincial, territorial or municipal government of or in any jurisdiction outside Canada or any entity owned or controlled by that government.
11. An investment entity referred to in subsection (4).
12. A client or class of clients prescribed by the regulations or that satisfies conditions prescribed by the regulations. 2009, c. 18, Sched. 29, s. 2.

**Investing in or through investment entity of authorized subsidiary**

(7) With the approval of the Board, assets of the pension fund maintained to provide benefits in respect of the Ontario Teachers' Pension Plan may be invested, directly or indirectly,

(a) in an investment entity referred to in subsection (4); or

(b) in an investment in which assets of an investment entity referred to in subsection (4) are also invested. 2009, c. 18, Sched. 29, s. 2.

**Regulations**

(8) The Minister of Finance may make regulations,

(a) prescribing clients or classes of clients for the purposes of paragraph 12 of subsection (6);

(b) prescribing conditions that must be satisfied by a client or class of clients for the purposes of paragraph 12 of subsection (6). 2009, c. 18, Sched. 29, s. 2.

**Section Amendments with date in force (d/m/y) [ + ]**

**Pension fund**

4 The pension fund is continued. R.S.O. 1990, c. T.1, s. 4.

**Contributions by the Crown**

5 (1) The Minister of Finance shall pay from the Consolidated Revenue Fund an amount equal to contributions under the pension plan payable by the Minister of Education. R.S.O. 1990, c. T.1, s. 5 (1); 1993, c. 39, s. 3 (1); 2005, c. 31, Sched. 21, s. 2 (1).

**Matching contributions**

(1.1) The total amount of the contributions payable by the Minister of Education and the employers who contribute under the pension plan in respect of any year shall not exceed the amount of contributions payable by or on behalf of active plan members in respect of credited service for that year. 1991, c. 52, s. 3; 1993, c. 39, s. 3 (1); 2005, c. 31, Sched. 21, s. 2 (2).

**Idem**

(1.2) For the purpose of subsection (1.1), payments made under subsections (3) and (7) shall not be included in determining the total amount of contributions payable by the Minister of Education and the employers who contribute under the plan. 1991, c. 52, s. 3; 1993, c. 39, s. 3 (1); 1998, c. 34, s. 100 (1); 2005, c. 31, Sched. 21, s. 2 (3); 2009, c. 34, Sched. V, s. 1 (1).

**Payments for long term income protection**

(2) For the purposes of subsection (1.1), no additional payments made on or after January 1, 1992 by the Minister of Education or employers who contribute under the pension plan in respect of active plan members receiving payments under a long term income protection agreement shall be included in determining the total amount of contributions payable by the Minister of Education and the employers who contribute under the plan. 2006, c. 33, Sched. Z.8, s. 1 (1).

**Payments re foregone inflation adjustments**

(2.1) For the purposes of subsection (1.1), no additional payments made on or after January 1, 2010 by the Minister of Education or employers who contribute under the pension plan in connection with the foregone inflation adjustments described in subsection (2.2) shall be included in determining the total amount of contributions payable by the Minister of Education and the employers who contribute under the plan. 2009, c. 34, Sched. V, s. 1 (2).

**Same**

(2.2) Foregone inflation adjustments are the inflation adjustments foregone in accordance with subsections 80 (3a) and (3b) of Schedule 1, as it reads on January 1, 2010, and the contributions to be made by the Minister of Education and the employers in connection with those adjustments are the contributions required by subsections 25 (2d) and 26 (1d) of Schedule 1, as it reads on January 1, 2010. 2009, c. 34, Sched. V, s. 1 (2).

**Deficiency**

(3) If in a year the amount of cash and assets capable of sale in the pension fund is insufficient to meet the payments out of the fund in the year after the sale of the assets capable of sale, the Minister of Finance shall pay from the Consolidated Revenue Fund an amount sufficient to make up the deficiency. R.S.O. 1990, c. T.1, s. 5 (3); 1993, c. 39, s. 3 (1).

**Limitation**

(4) Subsection (3) ceases to apply if an agreement mentioned in subsection 11 (1) is in force. R.S.O. 1990, c. T.1, s. 5 (4).

(5), (6) REPEALED: 1993, c. 39, s. 3 (2).

**Solvency deficiency**

(7) If a solvency deficiency is disclosed by a solvency valuation under the *Pension Benefits Act*, the Minister of Education may, during the five years following the date of the valuation, make additional contributions to the pension plan. 1991, c. 52, s. 3; 1993, c. 39, s. 3 (1); 2005, c. 31, Sched. 21, s. 2 (4).

**Contributions for 2008**

(8) Despite subsection (1.1), the total amount of contributions payable in respect of 2008 by the Minister of Education and the employers who contribute under the pension plan may exceed the amount of contributions payable by or on behalf of active plan members in respect of credited service for that year. 2006, c. 33, Sched. Z.8, s. 1 (2).

**Section Amendments with date in force (d/m/y) [ + ]**

5.1 Repealed: 1998, c. 34, s. 101.

**Section Amendments with date in force (d/m/y) [ + ]**

**Board continued**

6 (1) The Ontario Teachers' Pension Plan Board is continued as a corporation without share capital under the name Ontario Teachers' Pension Plan Board in English and Conseil du régime de retraite des enseignantes et des enseignants de l'Ontario in French. R.S.O. 1990, c. T.1, s. 6 (1).

**Application of *Corporations Act***

(2) The *Corporations Act* does not apply with respect to the Board. R.S.O. 1990, c. T.1, s. 6 (2).

**Note: On the day subsection 4 (1) of the *Not-for-Profit Corporations Act, 2010* comes into force, subsection 6 (2) of the Act is repealed and the following substituted: (See: 2017, c. 20, Sched. 8, s. 134)**

*Not-for-Profit Corporations Act, 2010*

(2) The *Not-for-Profit Corporations Act, 2010* does not apply to the Board. 2017, c. 20, Sched. 8, s. 134.

**Section Amendments with date in force (d/m/y) [ + ]**

**Composition of the Board**

7 The composition of the Board shall be as is set out in the pension plan. R.S.O. 1990, c. T.1, s. 7.

**Powers, etc., of the Board**

8 (1) The powers and duties of the Board shall be as set out in this Act, the pension plan and any agreements under sections 10 and 12.1, except that in the event of any conflict between the pension plan and an agreement under section 10, the agreement under section 10 prevails. 2009, c. 18, Sched. 29, s. 3 (1).

**Protection from liability**

(2) No action or other proceeding for damages shall be commenced or continued against a member of the Board or against a member of a committee of the Board for an act done in good faith in the execution or intended execution of a power or duty under this Act, the pension plan or an agreement between the Minister of Education and the executive of The Ontario Teachers' Federation in respect of the plan. 1991, c. 52, s. 4; 2005, c. 31, Sched. 21, s. 3.

**Exception re protection from liability**

(3) Subsection (2) does not apply to,

(a) a member of the Board or to a member of a committee of the Board for any act done in relation to the activities of an authorized subsidiary or investment entity referred to in section 3.1; and

(b) an authorized subsidiary and an investment entity referred to in section 3.1. 2009, c. 18, Sched. 29, s. 3 (2).

**Section Amendments with date in force (d/m/y) [ + ]**

9 Repealed: 1991, c. 52, s. 5.

**Section Amendments with date in force (d/m/y) [ + ]**

**Joint management**

10 (1) The Minister of Education and the executive of The Ontario Teachers' Federation may enter into an agreement that provides for the following matters:

1. The joint management of the pension plan by the Minister and the executive of the Federation.
2. The composition of the Board, the appointment of the members of the Board and the delineation of the powers and duties of the Board.
3. The sharing of entitlement to gains or surplus under the plan and of liability for deficiencies in the pension fund by the Minister, the employers who contribute under the plan and the active plan members.
4. The amendment of the plan, including the amendment of Schedule 1, by agreement between the Minister and the executive of the Federation.
5. The resolution of disputes between the Minister and the executive of the Federation with respect to amendments to the plan.
6. Any other matter to which the Minister and the executive of the Federation agree. 1991, c. 52, s. 6; 1993, c. 39, s. 5; 2005, c. 31, Sched. 21, s. 4 (1).

**Filing of amendment**

(2) An agreement amending the pension plan under paragraph 4 of subsection (1) shall be filed with the Chief Executive Officer appointed under subsection 10 (2) of the *Financial Services Regulatory Authority Act of Ontario, 2016* and the amendment to the plan comes into force on the date of filing or on such later date as may be set out in the agreement. 1991, c. 52, s. 6; 2005, c. 31, Sched. 21, s. 4 (2); 2018, c. 8, Sched. 34, s. 2.

**Conflict with *Pension Benefits Act***

(3) To the extent that an amendment to the pension plan conflicts with the *Pension Benefits Act* in a matter in which the conflict is not authorized by this Act or Schedule 1, the amendment is void. 1991, c. 52, s. 6.

**Suspension of pension payments during re-employment**

(4) On or after January 1, 1990, the pension plan may provide for the suspension of pension payments to a person,

- (a) if, after the beginning of the month in which the person begins to receive the pension, the person becomes employed by, or is otherwise engaged, directly or indirectly, to provide services for compensation for an employer who participates in the pension plan; and

(b) if payment of the pension is suspended on account of the employment or engagement described in clause (a). 2016, c. 5, Sched. 29, s. 1.

**Same**

(5) For greater certainty, the employment or engagement described in clause (4) (a) may be, or may include, the provision of services, other than as a teacher, to the Ministry of Education. 2016, c. 5, Sched. 29, s. 1.

**Reduction of pension benefits, retroactivity**

(6) An amendment to the pension plan, on or after January 1, 1990, providing for the suspension of pension payments to a person in the circumstances described in subsection (4) may reduce, on or after January 1, 1990, the commuted value of the person's pension as a result of the suspension of payments. 2016, c. 5, Sched. 29, s. 1.

**Conflict with the *Pension Benefits Act*, retroactivity**

(7) On and after January 1, 1990, subsections (4), (5) and (6) and provisions of the pension plan that are referred to in those subsections prevail over the *Pension Benefits Act* to the extent of any conflict. 2016, c. 5, Sched. 29, s. 1.

**Immunity**

(8) No cause of action arises against the Crown or any of the Crown's ministers, agents, appointees and employees, against The Ontario Teachers' Federation or any of its executives and employees, against the Board or any of its executives and employees,

(a) as a direct or indirect result of the enactment of subsections (4) to (7);

(b) as a direct or indirect result of provisions of the pension plan that are referred to in subsections (4) to (7); or

(c) as a direct or indirect result of anything done or not done in order to comply with provisions of the pension plan that are referred to in subsections (4) to (7), including any denial of a pension payment that would otherwise have been payable to any person or any reduction in the amount of such a pension payment. 2016, c. 5, Sched. 29, s. 1.

**Same**

(9) Without limiting the generality of subsection (8), that subsection applies to an action or other proceeding claiming any remedy or relief, including specific performance, injunction, declaratory relief or any form of damages or any other remedy or relief, or a claim to be compensated for any losses, including loss of earnings or revenue. 2016, c. 5, Sched. 29, s. 1.

**Same**

(10) No proceeding, including but not limited to any proceeding in contract, restitution, tort, trust, fiduciary obligation or otherwise, that is directly or indirectly based on or related to anything referred to in clause (8) (a), (b) or (c) may be brought or maintained against any of the persons described in subsection (8). 2016, c. 5, Sched. 29, s. 1.

**Section Amendments with date in force (d/m/y) [ + ]**

**Agreement for member responsibility**

11 (1) The Minister of Education and the executive of The Ontario Teachers' Federation may enter into an agreement that provides,

(a) that the pension plan will continue;

(b) that the entitlement to gains or surplus and the liability for deficiencies in the pension fund are permanently assumed by the active plan members;

(c) that the liability of the Crown to contribute under the plan is limited to a specified amount or to a specified percentage of member contributions under the plan;

(d) that the members may amend the plan, subject to the restrictions described in clauses (b) and (c). 1991, c. 52, s. 7; 1993, c. 39, s. 6; 2005, c. 31, Sched. 21, s. 5 (1).

**Filing of agreement**



(2) An agreement under subsection (1) shall be filed with the Chief Executive Officer appointed under subsection 10 (2) of the *Financial Services Regulatory Authority of Ontario Act, 2016* and comes into force on the date of filing or on such later date as may be set out in the agreement. 1991, c. 52, s. 7; 2005, c. 31, Sched. 21, s. 5 (2); 2018, c. 8, Sched. 34, s. 3.

**Repeal of Schedule 1**

**(3) Schedule 1 is repealed on the day the agreement under subsection (1) comes into force. 1991, c. 52, s. 7.**

**Section Amendments with date in force (d/m/y) [ + ]**

**Investments authorized**

**12** (1) Despite the *Pension Benefits Act* and the regulations thereunder, the receipt and holding by the Board of debentures issued or transferred under section 12 of the *Teachers' Pension Act, 1989*, being chapter 92, shall not be considered imprudent or unreasonable or contrary to the *Pension Benefits Act* and the regulations thereunder, and the nature, amount and terms of the debentures may be taken into account by the Board and any committee of the Board in determining future investments of the assets of the pension plan. R.S.O. 1990, c. T.1, s. 12 (1).

**Transfer Teachers' Pensions**

(2) Section 81 of the *Pension Benefits Act* does not apply to the transfers described in section 12 of the *Teachers' Pension Act, 1989*, being chapter 92. R.S.O. 1990, c. T.1, s. 12 (2).

**Agreement respecting authorized subsidiaries**

**12.1** The Minister of Education and the executive of The Ontario Teachers' Federation may enter into an agreement granting to the Board the power to incorporate or cause to be incorporated and to make and maintain investments in one or more corporations if, after the investments are made in each such corporation, the corporation is an authorized subsidiary under section 3.1. 2009, c. 18, Sched. 29, s. 4.

**Section Amendments with date in force (d/m/y) [ + ]**

**12.2** REPEALED: 2005, c. 31, Sched. 21, s. 7.

**Section Amendments with date in force (d/m/y) [ + ]**

**Continued application**

**13** (1) The *Teachers' Superannuation Act, 1983*, being chapter 84, as it read on the 31st day of December, 1989, continues to apply to the computation or payment of every allowance, annuity, pension or deferred pension or payment to the payment of which a person became entitled under that Act before that date, and continues to apply in respect of every person who, within the meaning of that Act, ceased to be a contributor on or before that date and is entitled to a deferred allowance under that Act. R.S.O. 1990, c. T.1, s. 13 (1).

**Idem**

(2) The *Teachers' Superannuation Act, 1983*, being chapter 84, as it read on the 31st day of December, 1989, continues to apply in respect of every person who is entitled to a survivor benefit, death benefit, right or allowance with respect to contributions made by a person referred to in subsection (1). R.S.O. 1990, c. T.1, s. 13 (2).

**Payment of pensions, predecessor Acts**

**14** Every allowance, pension or deferred pension or other payment under the *Teachers' Superannuation Act, 1983*, being chapter 84, or a predecessor Act or under the *Superannuation Adjustment Benefits Act*, being chapter 490 of the Revised Statutes of Ontario, 1980, or a predecessor Act, including any payment authorized to be made from the Consolidated Revenue Fund, that, before the 1st day of January, 1990, a person was receiving, was entitled to receive, or was entitled to receive with the payment thereof deferred until the year 1990 or later, shall be paid out of the pension fund in accordance with the Act under which entitlement to the payment arose. R.S.O. 1990, c. T.1, s. 14.

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