

## Puget Sound Energy, Inc.

### Affiliated Interest and Subsidiary Transaction Report For the 12 months ended December 31, 2020

1. Refer to Exhibit 1 for a summary of all transactions, except transactions provided at tariff rates, which occurred between Puget Sound Energy, Inc. (PSE), its affiliated interests and subsidiary.

Refer to Exhibit 2 for the corporate organization chart of PSE and its affiliated interests and subsidiaries.

2. Financial information for affiliated interests and subsidiary with total transactions with PSE that equal or exceed \$100,000 during the reporting period:
  - A. Refer to Exhibit 3 for balance sheets and income statements for affiliated interests and subsidiary.
  - B. Refer to Exhibit 1 for a description of the products or services provided to or from PSE and each affiliated interest or subsidiary.
  - C. Refer to Exhibit 4 for a description of the pricing basis or costing method, and procedures for allocating costs for such products or services. Corporate common costs were allocated on a monthly basis. Corporate policy regarding the allocation of common costs is outlined in PSE's Controller Manual CTM-8, attached as Exhibit 4. Refer to Exhibit 1 for the amount and accounts charged during the year.
  - D. There were no loan terms assumed by PSE on behalf of any affiliated interest or subsidiary during the 12 months ended December 31, 2020.
  - E. There were no obligations or liabilities assumed by PSE on behalf of any affiliated interest or subsidiary during the 12 months ended December 31, 2020.
  - F. Refer to Exhibit 2 for a description of activities of each affiliated interest or subsidiary having transactions with PSE.
  - G. Refer to Exhibit 2 for a list of officers and directors common to PSE and affiliated interests and subsidiaries.

3. Not Applicable

4. All outstanding contracts from the current and previous years have been filed with the commission.

PUGET SOUND ENERGY  
AFFILIATED INTEREST AND SUBSIDIARY  
TRANSACTIONS REPORT

EXHIBIT 1

**EXHIBIT 1**

Puget Sound Energy, Inc.  
Summary of Transactions  
For the 12 Months Ended December 31, 2020

The following represents all transactions and balances, except transactions provided at tariff rates, that occurred between PSE and its affiliated interests, and PSE and its subsidiaries.

	<u>Amount</u>
<b><u>Puget Holdings LLC</u></b>	
Accounts receivable from PSE	\$ 21,353
Reimbursement of labor and other expenses to PSE	\$ 966,116
<b><u>Puget Intermediate Holdings, Inc.</u></b>	
Accounts receivable from PSE	\$ 12,485
Reimbursement of labor and other expenses to PSE	\$ 263,410
<b><u>Puget Equico LLC</u></b>	
Accounts payable to PSE	\$ 2,433
Reimbursement of labor and other expenses to PSE	\$ 47,387
<b><u>Puget Energy, Inc.</u></b>	
Account payable to PSE	\$ 349,886
Reimbursement of labor and other expenses to PSE	\$ 3,222,196
Dividends from PSE	\$ 149,069,893
<b><u>Puget LNG LLC</u></b>	
Accounts payable to PSE	\$ 3,368,011
Reimbursement of labor and other expenses to PSE	\$ 57,383
<b><u>Puget Western, Inc.</u></b>	
Accounts payable to PSE	\$ 17,694
Reimbursement of labor and other expenses to PSE	\$ 194,060

PUGET SOUND ENERGY  
AFFILIATED INTEREST AND SUBSIDIARY  
TRANSACTIONS REPORT

EXHIBIT 2

## EXHIBIT 2

### COMPANIES WITH AN AFFILIATED INTEREST

PUGET HOLDINGS, LLC. (Puget Holdings) is a limited liability energy services holding company formed on October 11, 2007 in the State of Delaware, which directly owns Puget Intermediate Holdings, Inc. (Puget Intermediate). All of the operations of Puget Holdings are conducted through its indirect subsidiary Puget Sound Energy (PSE). Puget Holdings has its principal executive office at 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004.

PUGET INTERMEDIATE HOLDINGS, INC. (Puget Intermediate) is an energy services holding company formed on October 24, 2007 in the State of Washington that directly owns Puget Equico, LLC. All of the operations of PIH are conducted through its indirect subsidiary PSE. Puget Intermediate has its principal executive office at 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004.

PUGET EQUICO, LLC (Puget Equico) is a limited liability energy services holding company formed on October 1, 2008 in the State of Washington, which directly owns Puget Energy. All of the operations of Puget Equico are conducted through its indirect subsidiary, PSE. Puget Equico has its principal executive office at 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004.

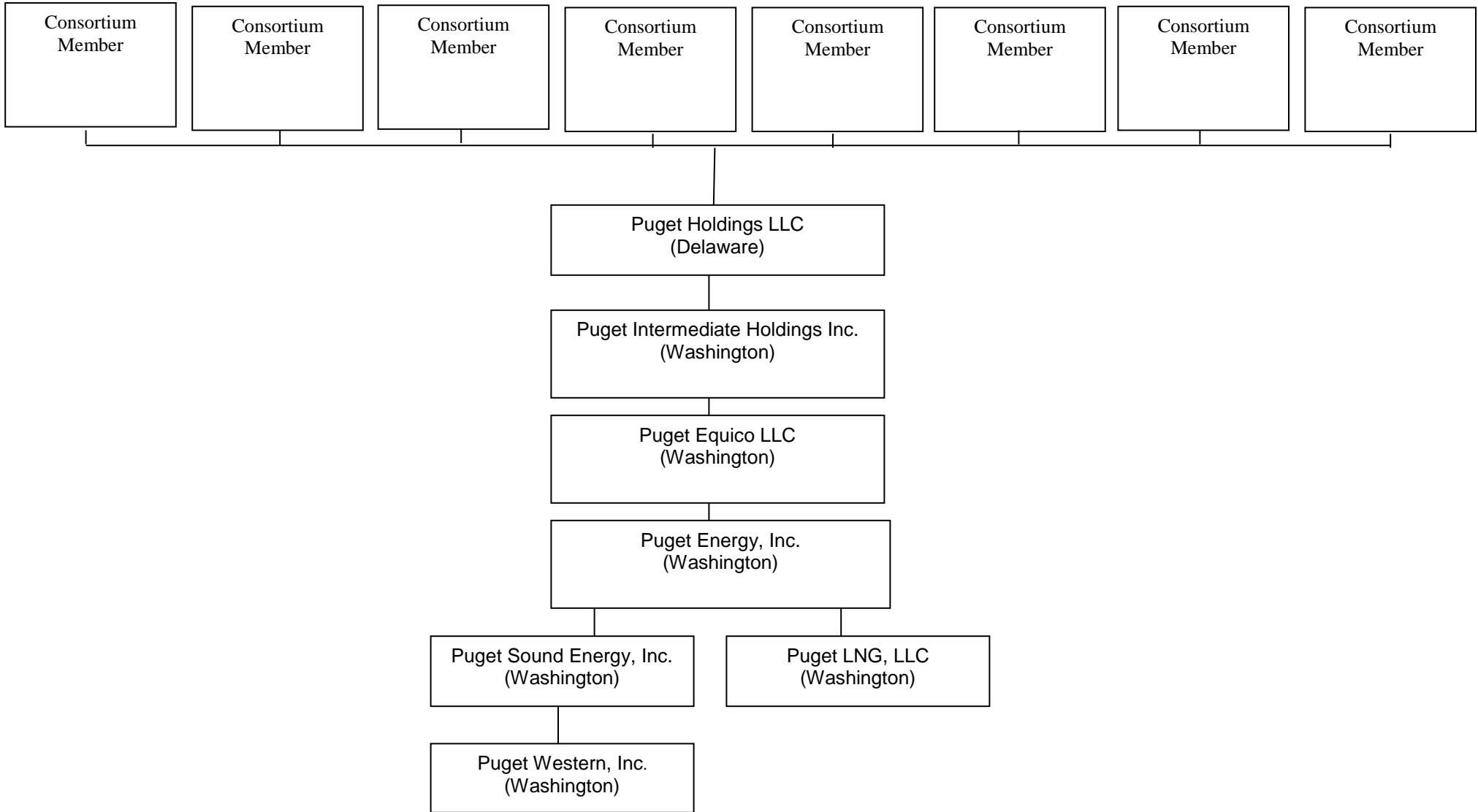
PUGET ENERGY, INC. (Puget Energy) is an energy services holding company incorporated in the State of Washington in 1999. All of its operations are conducted through its direct subsidiary PSE. Puget Energy has its principal executive office at 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004. Puget Energy had the following subsidiary at December 31, 2016.

PUGET LNG LLC., a Washington limited liability company, is a manufacturer and seller of fuel, formed on November 29, 2016. Address: 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004.

PUGET SOUND ENERGY, INC. (Puget Sound Energy) is a wholly-owned utility incorporated in the State of Washington, which generates purchases and sells electricity and purchases transports and sells natural gas in a service territory covering 6,000 square miles, principally in the Puget Sound region of Washington State. PSE has its principal executive office at Address: 355 110<sup>th</sup> Avenue NE, Suite 1100, Bellevue, Washington 98004. Puget Sound Energy had the following subsidiary at December 31, 2010.

PUGET WESTERN, INC., a Washington corporation, is a real estate investment and development company. Address: 19515 North Creek Parkway, Suite 310, Bothell, Washington 98011.

# PUGET HOLDINGS CORPORATE STRUCTURE



## **PUGET HOLDINGS LLC LISTING OF SUBSIDIARIES**

### **Puget Holdings LLC** TIN #26-1273439 (formed 10/12/2007)

#### **Directors**

Steve Hooper, Chair  
Scott Armstrong  
Kenton Bradbury  
Richard Dinneny  
Grant Hodgkins  
Chris Hind  
Tom King  
Mary Kipp  
Paul McMillan  
Mary McWilliams  
Martijn Verwoest  
Steven Zucchet

#### **Officers**

Mary E. Kipp, President and Chief Executive Officer  
Daniel A. Doyle, Senior Vice President and Chief Financial Officer  
Steve R. Secrist, Senior Vice President and General Counsel  
Steve King, Controller and Principal Accounting Officer  
Andrea Peterman, Treasurer  
Samuel S. Osborne, Assistant Secretary

### **Puget Intermediate Holdings Inc.** TIN #26-1297959 (formed 10/24/2007)

#### **Directors**

Steve Hooper, Chair  
Scott Armstrong  
Kenton Bradbury  
Richard Dinneny  
Grant Hodgkins  
Chris Hind  
Tom King  
Mary Kipp  
Paul McMillan  
Mary McWilliams  
Martijn Verwoest  
Steven Zucchet

#### **Officers**

Mary E. Kipp, President and Chief Executive Officer  
Daniel A. Doyle, Senior Vice President and Chief Financial Officer  
Steve R. Secrist, Senior Vice President and General Counsel  
Steve King, Controller and Principal Accounting Officer  
Andrea Peterman, Treasurer  
Samuel S. Osborne, Assistant Secretary

### **Puget Equico LLC** TIN #26-3755171 (formed 10/1/2008)

#### **Directors**

Steve Hooper, Chair  
Scott Armstrong  
Kenton Bradbury  
Richard Dinneny  
Grant Hodgkins  
Chris Hind  
Tom King  
Mary Kipp  
Paul McMillan  
Mary McWilliams  
Martijn Verwoest  
Steven Zucchet

#### **Officers**

Mary E. Kipp, President and Chief Executive Officer  
Daniel A. Doyle, Senior Vice President and Chief Financial Officer  
Steve R. Secrist, Senior Vice President and General Counsel  
Steve King, Controller and Principal Accounting Officer  
Andrea Peterman, Treasurer  
Samuel S. Osborne, Assistant Secretary

**Puget Energy, Inc.** TIN #91-1969407 (formed 4/23/1999)

**Directors**

Steve Hooper, Chair  
Scott Armstrong  
Kenton Bradbury  
Richard Dinneny  
Grant Hodgkins  
Chris Hind  
Tom King  
Mary Kipp  
Paul McMillan  
Mary McWilliams  
Martijn Verwoest  
Steven Zucchet

**Officers**

Mary E. Kipp, President and Chief Executive Officer  
Daniel A. Doyle, Senior Vice President and Chief Financial Officer  
Steve R. Secrist, Senior Vice President, General Counsel and CE&CO  
Steve King, Controller and Principal Accounting Officer  
Andrea Peterman, Treasurer  
Samuel S. Osborne, Assistant Secretary

**SUBSIDIARY OF PUGET ENERGY, INC.**

**Puget Sound Energy, Inc.** TIN #91-0374630 (formed 9/12/1960)

**Directors**

Steve Hooper, Chair  
Scott Armstrong  
Kenton Bradbury  
Richard Dinneny  
Barbara Gordon  
Grant Hodgkins  
Chris Hind  
Tom King  
Mary Kipp  
Paul McMillan  
Mary McWilliams  
Martijn Verwoest  
Steven Zucchet

**Officers**

Mary E. Kipp, President and Chief Executive Officer  
Daniel A. Doyle, Senior Vice President and Chief Financial Officer  
Booga K. Gilbertson, Senior Vice President Operations  
Margaret Hopkins, Senior Vice President and Chief Information Officer  
Ken Johnson, Vice President, Regulatory and Government Affairs  
Kimberly Collier, Vice President Human Resources  
Ron Roberts, Vice President Energy Supply  
Steve R. Secrist, Senior Vice President, General Counsel and CE&CO  
Andrew W. Wappler, Vice President Customer Operations and  
Communications  
Steve King, Controller and Principal Accounting Officer  
Andrea Peterman, Treasurer  
Samuel S. Osborne, Assistant Secretary

**Puget LNG, LLC** EIN #81-4564062 (formed 11/29/16)

**Directors**

Blake Littauer, Chair  
Dan Doyle  
Roger Garratt  
John Hatley  
Dennis McLerran  
Ron Roberts

**Officers**

Blake Littauer, President  
Samuel Osborne, Vice President and Secretary  
Andrea Peterman, Treasurer

**SUBSIDIARY OF PUGET SOUND ENERGY, INC.**

**Puget Western Inc.** TIN #91-0716282 (Formed 5/10/60)

**Directors**

Daniel A. Doyle, Chair  
Roger Garratt  
Samuel Osborne

**Officers**

Joel Molander, President  
Daniel A. Doyle, Treasurer  
Samuel Osborne, Secretary



**Puget Sound Energy Foundation** (formed 5/12/2006) Non-Profit Corporation, TIN# 20-4863534

**Directors**

Andrew W. Wappler, Chair  
Kendall J. Cammermeyer  
Margaret F. Hopkins  
Cara Peterman  
Kimberly Collier  
Robert W. Stolarski

**Officers**

Andrew W. Wappler, President  
Robert Stolarski, Vice President  
Margaret F. Hopkins, Secretary  
Andrea Peterman, Treasurer

PUGET SOUND ENERGY  
AFFILIATED INTEREST AND SUBSIDIARY  
TRANSACTIONS REPORT

EXHIBIT 3

**Puget Western Inc**  
**Comparative Statement of Income**  
For the Year to Date Ending December 31, 2020

	<u>Jan - Dec 20</u>	<u>Budget</u>	<u>\$ Over Budget</u>
<b>Income</b>			
3090 · Interest Income	7.59	36.00	(28.41)
<b>Total Income</b>	<u>7.59</u>	<u>36.00</u>	<u>(28.41)</u>
<b>Expense</b>			
4005 · Direct Selling Exp			
5065 · Consulting Fees	425.00	6,000.00	(5,575.00)
5070 · Legal Fees			
5075 · Accounting Fees	25,138.25	23,400.00	1,738.25
6020 · Depreciation Expense			
6040 · Personal Property Tax			
6060 · Property Taxes	264,152.07	144,216.24	119,935.83
6091 · Bank Service Charges	2,358.28	1,080.00	1,278.28
7060 · General & Admin. Expense	167,925.85	240,000.00	(72,074.15)
<b>Operating Expense</b>			
5012 · Travel Expense	112.13		112.13
5018 · PSE Strander Lease Expense	50,640.00	50,640.00	
5020 · Office Supplies & Equipment	231.35	208.00	23.35
5026 · Utilities	65,880.16	87,780.12	(21,899.96)
5030 · Postage	62.45	220.00	(157.55)
5040 · Donations	2,585.00	600.00	1,985.00
6075 · Insurance Expense	12,300.24	10,248.96	2,051.28
6080 · Licenses	124.00	70.00	54.00
7030 · Misc Prop Mgmt Expense			
<b>Total Operating Expense</b>	<u>131,935.33</u>	<u>149,767.08</u>	<u>(17,831.75)</u>
9990 · Current F.I.T. Expense	(124,829.53)	(141,885.67)	17,056.14
<b>Total Expense</b>	<u>467,105.25</u>	<u>422,577.65</u>	<u>44,527.60</u>
<b>Net Income</b>	<u><u>(467,097.66)</u></u>	<u><u>(422,541.65)</u></u>	<u><u>(44,556.01)</u></u>

**Puget Western Inc**  
**Balance Sheet**  
As of December 31, 2020

	<u>Dec 31, 20</u>	<u>Dec 31, 19</u>	<u>\$ Change</u>
<b>ASSETS</b>			
<b>Current Assets</b>			
<b>Checking/Savings</b>			
1020 · Cash - Money Market	23,328.62	180,968.78	-157,640.16
1050 · Cash In Bank	1,289,108.15	279,986.26	1,009,121.89
<b>Total Checking/Savings</b>	<u>1,312,436.77</u>	<u>460,955.04</u>	<u>851,481.73</u>
<b>Other Current Assets</b>			
1250 · Prepaid Insurance	4,616.66	6,081.90	-1,465.24
1270 · Prepaid Property Tax	-44,384.82	22,501.05	-66,885.87
<b>Total Other Current Assets</b>	<u>-39,768.16</u>	<u>28,582.95</u>	<u>-68,351.11</u>
<b>Total Current Assets</b>	<u>1,272,668.61</u>	<u>489,537.99</u>	<u>783,130.62</u>
<b>Fixed Assets</b>			
1300 · Furniture and Fixtures	0.00	6,673.38	-6,673.38
1509 · Accum Depr FF&E	0.00	-6,673.38	6,673.38
<b>Total Fixed Assets</b>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
<b>Other Assets</b>			
<b>Land Held for Sale/Development</b>			
1700 · Commerical Land	21,321,780.12	21,321,780.12	0.00
1910 · Project Development	6,212,943.77	5,375,297.17	837,646.60
<b>Total Land Held for Sale/Development</b>	<u>27,534,723.89</u>	<u>26,697,077.29</u>	<u>837,646.60</u>
<b>Total Other Assets</b>	<u>27,534,723.89</u>	<u>26,697,077.29</u>	<u>837,646.60</u>
<b>TOTAL ASSETS</b>	<u><u>28,807,392.50</u></u>	<u><u>27,186,615.28</u></u>	<u><u>1,620,777.22</u></u>
<b>LIABILITIES &amp; EQUITY</b>			
<b>Liabilities</b>			
<b>Current Liabilities</b>			
<b>Other Current Liabilities</b>			
2010 · ULID North Bend Accrual	39,147.56	49,588.00	-10,440.44
2017 · Accounts Payable Accrual	21,000.00	20,000.00	1,000.00
2150 · Interest Payable	50,848.14	50,848.43	-0.29
<b>Total Other Current Liabilities</b>	<u>110,995.70</u>	<u>120,436.43</u>	<u>-9,440.73</u>
<b>Total Current Liabilities</b>	<u>110,995.70</u>	<u>120,436.43</u>	<u>-9,440.73</u>
<b>Long Term Liabilities</b>			
2230 · Current FIT Payable to Parent	-2,282,142.11	-2,181,735.79	-100,406.32
2240 · Property Tax Payable	-63,819.64	0.00	-63,819.64
2400 · Current Maturities of LT Debt	2,411,777.00	2,411,777.00	0.00
2700 · Deferred FIT	-142,481.00	-142,481.00	0.00
<b>Total Long Term Liabilities</b>	<u>-76,665.75</u>	<u>87,560.21</u>	<u>-164,225.96</u>
<b>Total Liabilities</b>	<u>34,329.95</u>	<u>207,996.64</u>	<u>-173,666.69</u>
<b>Equity</b>			
2900 · Common Stock	10,200.00	10,200.00	0.00
2910 · Additional Paid in Capital	49,522,244.08	47,237,244.08	2,285,000.00
2950 · Retained Earnings	-20,292,283.87	-19,756,861.54	-535,422.33
Net Income	-467,097.66	-511,963.90	44,866.24
<b>Total Equity</b>	<u>28,773,062.55</u>	<u>26,978,618.64</u>	<u>1,794,443.91</u>

**Puget Western Inc**  
**Balance Sheet**  
As of December 31, 2020

	<u>Dec 31, 20</u>	<u>Dec 31, 19</u>	<u>\$ Change</u>
TOTAL LIABILITIES & EQUITY	<u>28,807,392.50</u>	<u>27,186,615.28</u>	<u>1,620,777.22</u>

**PUGET LNG, LLC**  
**GAAP BASIS INCOME STATEMENT**  
**TWELVE MONTHS ENDED DECEMBER 31, 2020**  
(Dollars in Thousands)

	(A)	(B)
	<b>December 31, 2020</b>	<b>December 31, 2019</b>
1 <b>Operating Revenues:</b>		
2   Liquid Natural Gas	-	-
3   Other	-	-
4 <b>Total Operating Revenue</b>	-	-
5		
6 <b>Operating Expenses:</b>		
7   Liquid Natural Gas	-	-
8   Operations and Maintenance	634	1,248
9   Depreciation and Amortization	209	103
10   Taxes Other than Income Taxes	-	-
11 <b>Total Operating Expenses</b>	843	1,351
12		
13 <b>Operating Income</b>	(843)	(1,351)
14 <b>Other Income (Deductions):</b>		
15   Other Income	900	-
16   Other Expense	-	-
17 <b>Interest Charges:</b>		
18   Interest Expense	(94)	(101)
19 <b>Income Before Income Taxes</b>	(37)	(1,452)
20 Income Tax Expense (Benefit)	(8)	(307)
21 <b>Net Income</b>	\$ (29)	\$ (1,145)

# PUGET LNG, LLC.

## BALANCE SHEET

(Dollars in Thousands)

	(A)	(B)
	<u>December 31, 2020</u>	<u>December 31, 2019</u>
<b>ASSETS:</b>		
<b>Nonutility Plant:</b>		
1 <b>Other Property and Investments:</b>		
2 Construction Work in Progress	\$ 231,565	\$ 199,865
3 Capitalized Interest	-	-
4 Plant, Property and Equipment	6,983	4,108
5 <b>Total Other Property and Investments</b>	<u>238,548</u>	<u>203,973</u>
6 <b>Current Assets:</b>		
7 Cash	340	307
8 Accounts Receivable	3	-
9 <b>Total Current Assets</b>	<u>343</u>	<u>307</u>
10 <b>Long-Term Assets:</b>		
11 Deferred Income Taxes	1,465	1,307
12 <b>Total Long-Term Assets</b>	<u>1,465</u>	<u>1,307</u>
13 <b>TOTAL ASSETS</b>	<u>\$ 240,356</u>	<u>\$ 205,587</u>
14		
15 <b>CAPITALIZATION AND LIABILITIES:</b>		
16 <b>Capitalization:</b>		
17 Common Equity	\$ 18,094	\$ 18,123
18 <b>Total Capitalization</b>	<u>18,094</u>	<u>18,123</u>
19 <b>Current Liabilities:</b>		
20 Accounts Payable	3,368	2,693
21 Short-Term Debt Owed to Puget Energy	210,970	179,927
22 <b>Accrued expenses:</b>	-	-
23 Taxes	161	(24)
24 Salaries and Wages	-	-
25 Interest	345	534
26 Other	-	-
27 <b>Total Current Liabilities</b>	<u>214,844</u>	<u>183,130</u>
28 <b>Long-Term Liabilities:</b>		
29 Deferred Income Taxes	-	-
30 Other Deferred Credits	7,418	4,334
31 <b>Total Long-Term Liabilities</b>	<u>7,418</u>	<u>4,334</u>
32 <b>TOTAL CAPITALIZATION AND LIABILITIES</b>	<u>\$ 240,356</u>	<u>\$ 205,587</u>

**PUGET EQUICO LLC**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in Thousands)

	Year Ended December 31,	
	2020	2019
Operating revenue:		
Electric	\$ 2,319,416	\$ 2,497,041
Natural gas	980,913	875,371
Other	26,121	28,718
Total operating revenue	<u>3,326,450</u>	<u>3,401,130</u>
Operating expenses:		
Energy costs:		
Purchased electricity	593,719	652,560
Electric generation fuel	199,107	282,864
Residential exchange	(80,294)	(79,187)
Purchased natural gas	362,872	290,976
Unrealized (gain) loss on derivative instruments, net	26,807	3,574
Utility operations and maintenance	597,048	596,676
Non-utility expense and other	43,477	47,959
Depreciation and amortization	647,755	656,323
Conservation amortization	99,585	96,571
Taxes other than income taxes	328,602	333,858
Total operating expenses	<u>2,818,678</u>	<u>2,882,174</u>
Operating income (loss)	507,772	518,956
Other income (deductions):		
Other income	58,759	59,905
Other expense	(23,207)	(9,053)
Interest charges:		
AFUDC	14,827	14,559
Interest expense	<u>(373,822)</u>	<u>(356,638)</u>
Income (loss) before income taxes	184,329	227,729
Income tax (benefit) expense	1,653	17,062
Net income (loss)	<u>\$ 182,676</u>	<u>\$ 210,667</u>

*The accompanying notes are an integral part of the consolidated financial statements.*



**PUGET ENERGY, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in Thousands)

	Year Ended December 31,		
	2020	2019	2018
<b>Operating revenue:</b>			
Electric	\$ 2,319,416	\$ 2,497,041	\$ 2,455,919
Natural gas	980,913	875,371	850,748
Other	26,121	28,718	39,829
<b>Total operating revenue</b>	<b>3,326,450</b>	<b>3,401,130</b>	<b>3,346,496</b>
<b>Operating expenses:</b>			
<b>Energy costs:</b>			
Purchased electricity	593,719	652,560	638,775
Electric generation fuel	199,107	282,864	204,174
Residential exchange	(80,294)	(79,187)	(77,454)
Purchased natural gas	362,872	290,976	296,699
Unrealized (gain) loss on derivative instruments, net	26,807	3,574	(41,662)
Utility operations and maintenance	597,048	596,676	602,638
Non-utility expense and other	43,425	47,907	54,519
Depreciation and amortization	647,755	656,323	666,432
Conservation amortization	99,585	96,571	111,714
Taxes other than income taxes	328,602	333,858	336,603
<b>Total operating expenses</b>	<b>2,818,626</b>	<b>2,882,122</b>	<b>2,792,438</b>
<b>Operating income (loss)</b>	<b>507,824</b>	<b>519,008</b>	<b>554,058</b>
<b>Other income (deductions):</b>			
Other income	58,759	59,905	52,957
Other expense	(23,207)	(9,053)	(11,201)
<b>Interest charges:</b>			
AFUDC	14,827	14,559	13,695
Interest expense	(373,822)	(356,638)	(343,795)
<b>Income (loss) before income taxes</b>	<b>184,381</b>	<b>227,781</b>	<b>265,714</b>
<b>Income tax (benefit) expense</b>	<b>1,664</b>	<b>17,073</b>	<b>30,092</b>
<b>Net income (loss)</b>	<b>\$ 182,717</b>	<b>\$ 210,708</b>	<b>\$ 235,622</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET ENERGY, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**ASSETS**

	December 31,	
	2020	2019
Utility plant (at original cost, including construction work in progress of \$712,204 and \$591,199, respectively):		
Electric plant	\$ 9,200,231	\$ 8,811,889
Natural gas plant	4,227,532	3,916,040
Common plant	1,116,524	1,096,649
Less: Accumulated depreciation and amortization	(3,671,094)	(3,236,240)
Net utility plant	10,873,193	10,588,338
Other property and investments:		
Goodwill	1,656,513	1,656,513
Other property and investments	324,184	286,975
Total other property and investments	1,980,697	1,943,488
Current assets:		
Cash and cash equivalents	52,307	45,259
Restricted cash	29,544	20,887
Accounts receivable, net of allowance for doubtful accounts of \$20,080 and \$8,294, respectively	352,132	316,352
Unbilled revenue	221,871	224,657
Materials and supplies, at average cost	118,333	115,684
Fuel and natural gas inventory, at average cost	48,795	52,083
Unrealized gain on derivative instruments	33,015	23,626
Prepaid expenses and other	45,746	27,504
Power contract acquisition adjustment gain	14,874	9,067
Total current assets	916,617	835,119
Other long-term and regulatory assets:		
Power cost adjustment mechanism	82,801	41,745
Purchased gas adjustment receivable	87,655	132,766
Regulatory assets related to power contracts	11,728	14,146
Other regulatory assets	747,651	673,021
Unrealized gain on derivative instruments	8,805	7,682
Power contract acquisition adjustment gain	80,900	147,530
Operating lease right-of-use asset	172,167	183,048
Other	80,751	92,980
Total other long-term and regulatory assets	1,272,458	1,292,918
Total assets	\$ 15,042,965	\$ 14,659,863

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET ENERGY, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)  
**CAPITALIZATION AND LIABILITIES**

	December 31,	
	2020	2019
<b>Capitalization:</b>		
<b>Common shareholder's equity:</b>		
Common stock \$0.01 par value, 1,000 shares authorized, 200 shares outstanding	\$ —	\$ —
Additional paid-in capital	3,313,532	3,308,957
Retained earnings	912,787	775,491
Accumulated other comprehensive income (loss), net of tax	(86,437)	(84,149)
<b>Total common shareholder's equity</b>	<b>4,139,882</b>	<b>4,000,299</b>
<b>Long-term debt:</b>		
First mortgage bonds and senior notes	4,212,000	4,212,000
Pollution control bonds	161,860	161,860
Long-term debt	1,724,700	1,758,100
Debt discount, issuance costs and other	(206,120)	(211,635)
<b>Total long-term debt</b>	<b>5,892,440</b>	<b>5,920,325</b>
<b>Total capitalization</b>	<b>10,032,322</b>	<b>9,920,624</b>
<b>Current liabilities:</b>		
Accounts payable	342,404	325,913
Short-term debt	373,800	176,000
Current maturities of long-term debt	526,412	452,412
<b>Accrued expenses:</b>		
Taxes	110,752	99,979
Salaries and wages	42,530	50,091
Interest	73,647	74,855
Unrealized loss on derivative instruments	31,441	13,428
Power contract acquisition adjustment loss	2,039	2,418
Operating lease liabilities	19,204	15,862
Other	73,385	107,809
<b>Total current liabilities</b>	<b>1,595,614</b>	<b>1,318,767</b>
<b>Other Long-term and regulatory liabilities:</b>		
Deferred income taxes	810,729	824,720
Unrealized loss on derivative instruments	29,833	12,693
Regulatory liabilities	732,498	730,879
Regulatory liability for deferred income taxes	953,274	946,179
Regulatory liabilities related to power contracts	95,774	156,597
Power contract acquisition adjustment loss	9,689	11,728
Operating lease liabilities	160,980	174,327
Other deferred credits	622,252	563,349
<b>Total long-term and regulatory liabilities</b>	<b>3,415,029</b>	<b>3,420,472</b>
Commitments and contingencies (Note 16)		
<b>Total capitalization and liabilities</b>	<b>\$ 15,042,965</b>	<b>\$ 14,659,863</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET SOUND ENERGY, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in Thousands)

	Year Ended December 31,		
	2020	2019	2018
<b>Operating revenue:</b>			
Electric	\$ 2,319,416	\$ 2,497,041	\$ 2,455,919
Natural gas	980,913	875,371	850,748
Other	26,121	28,718	39,829
<b>Total operating revenue</b>	<b>3,326,450</b>	<b>3,401,130</b>	<b>3,346,496</b>
<b>Operating expenses:</b>			
<b>Energy costs:</b>			
Purchased electricity	593,719	652,560	638,775
Electric generation fuel	199,107	282,864	204,174
Residential exchange	(80,294)	(79,187)	(77,454)
Purchased natural gas	362,872	290,976	296,699
Unrealized (gain) loss on derivative instruments, net	26,807	3,574	(41,662)
Utility operations and maintenance	597,048	596,676	602,638
Non-utility expense and other	42,266	44,403	51,549
Depreciation and amortization	647,546	656,220	666,324
Conservation amortization	99,585	96,571	111,714
Taxes other than income taxes	328,602	333,858	336,603
<b>Total operating expenses</b>	<b>2,817,258</b>	<b>2,878,515</b>	<b>2,789,360</b>
<b>Operating income (loss)</b>	<b>509,192</b>	<b>522,615</b>	<b>557,136</b>
<b>Other income (deductions):</b>			
Other income	46,923	47,766	39,847
Other expense	(23,207)	(9,053)	(11,201)
<b>Interest charges:</b>			
AFUDC	14,827	14,559	13,695
Interest expense	(247,213)	(243,815)	(231,615)
<b>Income (loss) before income taxes</b>	<b>300,522</b>	<b>332,072</b>	<b>367,862</b>
<b>Income tax (benefit) expense</b>	<b>26,242</b>	<b>39,148</b>	<b>50,700</b>
<b>Net income (loss)</b>	<b>\$ 274,280</b>	<b>\$ 292,924</b>	<b>\$ 317,162</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET SOUND ENERGY, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**ASSETS**

	December 31,	
	2020	2019
Utility plant (at original cost, including construction work in progress of \$712,204 and \$591,199, respectively):		
Electric plant	\$ 11,035,402	\$ 10,671,328
Natural gas plant	4,786,419	4,478,048
Common plant	1,139,120	1,121,568
Less: Accumulated depreciation and amortization	(6,087,748)	(5,682,606)
Net utility plant	10,873,193	10,588,338
Other property and investments:		
Other property and investments	83,855	81,112
Total other property and investments	83,855	81,112
Current assets:		
Cash and cash equivalents	51,177	44,004
Restricted cash	29,544	20,887
Accounts receivable, net of allowance for doubtful accounts of \$20,080 and \$8,294, respectively	355,850	319,229
Unbilled revenue	221,871	224,657
Materials and supplies, at average cost	118,333	115,684
Fuel and natural gas inventory, at average cost	47,531	50,818
Unrealized gain on derivative instruments	33,015	23,626
Prepaid expenses and other	45,746	27,504
Total current assets	903,067	826,409
Other long-term and regulatory assets:		
Power cost adjustment mechanism	82,801	41,745
Purchased gas adjustment receivable	87,655	132,766
Other regulatory assets	747,651	673,021
Unrealized gain on derivative instruments	8,805	7,682
Operating lease right-of-use asset	172,167	183,048
Other	79,231	90,924
Total other long-term and regulatory assets	1,178,310	1,129,186
Total assets	<u>\$ 13,038,425</u>	<u>\$ 12,625,045</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET SOUND ENERGY, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)  
**CAPITALIZATION AND LIABILITIES**

	Year Ended December 31,	
	2020	2019
<b>Capitalization:</b>		
<b>Common shareholder's equity:</b>		
Common stock \$0.01 par value, 150,000,000 shares authorized, 85,903,791 shares outstanding	\$ 859	\$ 859
Additional paid-in capital	3,485,105	3,485,105
Retained earnings	876,401	751,193
Accumulated other comprehensive income (loss), net of tax	(180,956)	(188,477)
<b>Total common shareholder's equity</b>	<b>4,181,409</b>	<b>4,048,680</b>
<b>Long-term debt:</b>		
First mortgage bonds and senior notes	4,212,000	4,212,000
Pollution control bonds	161,860	161,860
Debt discount, issuance costs and other	(35,816)	(37,718)
<b>Total long-term debt</b>	<b>4,338,044</b>	<b>4,336,142</b>
<b>Total capitalization</b>	<b>8,519,453</b>	<b>8,384,822</b>
<b>Current liabilities:</b>		
Accounts payable	342,504	325,980
Short-term debt	373,800	176,000
Current maturities of long-term debt	2,412	2,412
<b>Accrued expenses:</b>		
Taxes	107,254	99,977
Salaries and wages	42,530	50,091
Interest	48,189	48,917
Unrealized loss on derivative instruments	31,441	13,428
Operating lease liabilities	19,204	15,862
Other	73,385	107,809
<b>Total current liabilities</b>	<b>1,040,719</b>	<b>840,476</b>
<b>Other long-term and regulatory liabilities:</b>		
Deferred income taxes	987,382	977,163
Unrealized loss on derivative instruments	29,833	12,693
Regulatory liabilities	731,234	729,614
Regulatory liability for deferred income taxes	953,987	946,936
Operating lease liabilities	160,980	174,327
Other deferred credits	614,837	559,014
<b>Total long-term and regulatory liabilities</b>	<b>3,478,253</b>	<b>3,399,747</b>
Commitments and contingencies (Note 16)		
<b>Total capitalization and liabilities</b>	<b>\$ 13,038,425</b>	<b>\$ 12,625,045</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET EQUICO LLC**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**ASSETS**

	December 31,	
	2020	2019
Utility plant (at original cost, including construction work in progress of \$712,204 and \$591,199, respectively):		
Electric plant	\$ 9,200,231	\$ 8,811,889
Natural gas plant	4,227,532	3,916,040
Common plant	1,116,524	1,096,649
Less: Accumulated depreciation and amortization	(3,671,094)	(3,236,240)
Net utility plant	10,873,193	10,588,338
Other property and investments:		
Goodwill	1,656,513	1,656,513
Other property and investments	324,184	286,975
Total other property and investments	1,980,697	1,943,488
Current assets:		
Cash and cash equivalents	52,322	45,292
Restricted cash	29,544	20,887
Accounts receivable, net of allowance for doubtful accounts of \$20,080 and \$8,294, respectively	352,130	316,349
Unbilled revenue	221,871	224,657
Materials and supplies, at average cost	118,333	115,684
Fuel and natural gas inventory, at average cost	48,795	52,083
Unrealized gain on derivative instruments	33,015	23,626
Prepaid expense and other	45,746	27,504
Power contract acquisition adjustment gain	14,874	9,067
Total current assets	916,630	835,149
Other long-term and regulatory assets:		
Power cost adjustment mechanism	82,801	41,745
Purchased gas adjustment receivable	87,655	132,766
Regulatory assets related to power contracts	11,728	14,146
Other regulatory assets	747,651	673,021
Unrealized gain on derivative instruments	8,805	7,682
Power contract acquisition adjustment gain	80,900	147,530
Operating lease right-of-use asset	172,167	183,048
Other	80,751	92,980
Total other long-term and regulatory assets	1,272,458	1,292,918
Total assets	<u>\$ 15,042,978</u>	<u>\$ 14,659,893</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET EQUICO LLC**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**CAPITALIZATION AND LIABILITIES**

	December 31,	
	2020	2019
Capitalization:		
Members' equity:		
Membership interest, \$1 par value, 100 shares authorized and outstanding	\$ —	\$ —
Additional paid-in capital	3,401,907	3,397,331
Retained earnings	824,511	687,225
Accumulated other comprehensive income (loss), net of tax	(86,437)	(84,149)
<b>Total members' equity</b>	<b>4,139,981</b>	<b>4,000,407</b>
Long-term debt:		
First mortgage bonds and senior notes	4,212,000	4,212,000
Pollution control bonds	161,860	161,860
Long-term debt	1,724,700	1,758,100
Debt discount, issuance costs and other	(206,120)	(211,635)
<b>Total long-term debt</b>	<b>5,892,440</b>	<b>5,920,325</b>
<b>Total capitalization</b>	<b>10,032,421</b>	<b>9,920,732</b>
Current liabilities:		
Accounts payable	342,404	325,913
Short-term debt	373,800	176,000
Current maturities of long-term debt	526,412	452,412
Accrued expenses:		
Taxes	110,752	99,978
Salaries and wages	42,530	50,091
Interest	73,647	74,855
Unrealized loss on derivative instruments	31,441	13,428
Power contract acquisition adjustment loss	2,039	2,418
Operating lease liabilities	19,204	15,862
Other	73,385	107,809
<b>Total current liabilities</b>	<b>1,595,614</b>	<b>1,318,766</b>
Other Long-term and regulatory liabilities:		
Deferred income taxes	810,643	824,642
Unrealized loss on derivative instruments	29,833	12,693
Regulatory liabilities	732,498	730,879
Regulatory liability for deferred income taxes	953,274	946,179
Regulatory liabilities related to power contracts	95,774	156,597
Power contract acquisition adjustment loss	9,689	11,728
Operating lease liabilities	160,980	174,327
Other deferred credits	622,252	563,350
<b>Total other long-term and regulatory liabilities</b>	<b>3,414,943</b>	<b>3,420,395</b>
Commitments and contingencies (Note 16)		
<b>Total capitalization and liabilities</b>	<b>\$ 15,042,978</b>	<b>\$ 14,659,893</b>

*The accompanying notes are an integral part of the consolidated financial statements.*



**PUGET INTERMEDIATE HOLDINGS INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in Thousands)

	Year Ended December 31,	
	2020	2019
Operating revenue:		
Electric	\$ 2,319,416	\$ 2,497,041
Natural gas	980,913	875,371
Other	26,121	28,718
Total operating revenue	<u>3,326,450</u>	<u>3,401,130</u>
Operating expenses:		
Energy costs:		
Purchased electricity	593,719	652,560
Electric generation fuel	199,107	282,864
Residential exchange	(80,294)	(79,187)
Purchased natural gas	362,872	290,976
Unrealized (gain) loss on derivative instruments, net	26,807	3,574
Utility operations and maintenance	597,048	596,676
Non-utility expense and other	43,742	48,108
Depreciation and amortization	647,755	656,323
Conservation amortization	99,585	96,571
Taxes other than income taxes	328,602	333,858
Total operating expenses	<u>2,818,943</u>	<u>2,882,323</u>
Operating income (loss)	507,507	518,807
Other income (deductions):		
Other income	58,759	59,905
Other expense	(23,207)	(9,053)
Interest charges:		
AFUDC	14,827	14,559
Interest expense	<u>(464,292)</u>	<u>(479,611)</u>
Income (loss) before income taxes	93,594	104,607
Income tax (benefit) expense	<u>(17,404)</u>	<u>(8,919)</u>
Net income (loss)	<u>\$ 110,998</u>	<u>\$ 113,526</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET INTERMEDIATE HOLDINGS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**ASSETS**

	December 31,	
	2020	2019
Utility plant (at original cost, including construction work in progress of \$712,204 and \$591,199, respectively):		
Electric plant	\$ 9,200,231	\$ 8,811,889
Natural gas plant	4,227,532	3,916,040
Common plant	1,116,524	1,096,649
Less: Accumulated depreciation and amortization	(3,671,094)	(3,236,240)
Net utility plant	10,873,193	10,588,338
Other property and investments:		
Goodwill	1,656,513	1,656,513
Other property and investments	324,184	286,975
Total other property and investments	1,980,697	1,943,488
Current assets:		
Cash and cash equivalents	52,709	45,396
Restricted cash	29,544	20,887
Accounts receivable, net of allowance for doubtful accounts of \$20,080 and \$8,294, respectively	352,142	316,269
Unbilled revenue	221,871	224,657
Materials and supplies, at average cost	118,333	115,684
Fuel and natural gas inventory, at average cost	48,795	52,083
Unrealized gain on derivative instruments	33,015	23,626
Prepaid expense and other	45,746	27,504
Power contract acquisition adjustment gain	14,874	9,067
Total current assets	917,029	835,173
Other long-term and regulatory assets:		
Power cost adjustment mechanism	82,801	41,745
Purchased gas adjustment receivable	87,655	132,766
Regulatory assets related to power contracts	11,728	14,146
Other regulatory assets	747,651	673,021
Unrealized gain on derivative instruments	8,805	7,682
Power contract acquisition adjustment gain	80,900	147,530
Operating lease right-of-use asset	172,167	183,048
Other	80,751	92,980
Total other long-term and regulatory assets	1,272,458	1,292,918
Total assets	<u>\$ 15,043,377</u>	<u>\$ 14,659,917</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET INTERMEDIATE HOLDINGS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**CAPITALIZATION AND LIABILITIES**

	December 31,	
	2020	2019
Capitalization:		
Shareholder's equity:		
Common stock, \$0.01 par value, 1000 shares authorized and outstanding	\$ —	\$ —
Additional paid-in capital	2,175,717	2,175,442
Retained earnings	665,580	555,105
Accumulated other comprehensive income (loss), net of tax	(86,437)	(84,149)
Total shareholder's equity	<u>2,754,860</u>	<u>2,646,398</u>
Long-term debt:		
First mortgage bonds and senior notes	4,212,000	4,212,000
Pollution control bonds	161,860	161,860
Long-term debt	1,724,700	1,758,100
Puget Intermediate Holdings senior secured investors notes	1,757,826	1,712,195
Debt discount, issuance costs and other	(206,120)	(211,635)
Total long-term debt	<u>7,650,266</u>	<u>7,632,520</u>
Total capitalization	<u>10,405,126</u>	<u>10,278,918</u>
Current liabilities:		
Accounts payable	342,404	325,913
Short-term debt	373,800	176,000
Current maturities of long-term debt	526,412	452,412
Accrued expenses:		
Taxes	109,127	100,021
Salaries and wages	42,530	50,091
Interest	73,647	74,855
Unrealized loss on derivative instruments	31,441	13,428
Power contract acquisition adjustment loss	2,039	2,418
Operating lease liabilities	19,204	15,862
Other	73,385	107,809
Total current liabilities	<u>1,593,989</u>	<u>1,318,809</u>
Other Long-term and regulatory liabilities:		
Deferred income taxes	439,961	466,439
Unrealized loss on derivative instruments	29,833	12,693
Regulatory liabilities	732,498	730,879
Regulatory liability for deferred income taxes	953,274	946,179
Regulatory liabilities related to power contracts	95,774	156,597
Power contract acquisition adjustment loss	9,689	11,728
Operating lease liabilities	160,980	174,327
Other deferred credits	622,253	563,348
Total other long-term and regulatory liabilities	<u>3,044,262</u>	<u>3,062,190</u>
Commitments and contingencies (Note 16)		
Total capitalization and liabilities	<u>\$ 15,043,377</u>	<u>\$ 14,659,917</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET HOLDINGS LLC**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Dollars in Thousands)

	Year Ended December 31,	
	2020	2019
Operating revenue:		
Electric	\$ 2,319,416	\$ 2,497,041
Natural gas	980,913	875,371
Other	26,121	28,718
Total operating revenue	<u>3,326,450</u>	<u>3,401,130</u>
Operating expenses:		
Energy costs:		
Purchased electricity	593,719	652,560
Electric generation fuel	199,107	282,864
Residential exchange	(80,294)	(79,187)
Purchased natural gas	362,872	290,976
Unrealized (gain) loss on derivative instruments, net	26,807	3,574
Utility operations and maintenance	597,048	596,676
Non-utility expense and other	44,953	50,045
Depreciation and amortization	647,755	656,323
Conservation amortization	99,585	96,571
Taxes other than income taxes	328,602	333,858
Total operating expenses	<u>2,820,154</u>	<u>2,884,260</u>
Operating income (loss)	506,296	516,870
Other income (deductions):		
Other income	58,759	59,905
Other expense	(23,210)	(9,053)
Interest charges:		
AFUDC	14,827	14,559
Interest expense	<u>(464,292)</u>	<u>(479,611)</u>
Income (loss) before income taxes	92,380	102,670
Income tax (benefit) expense	6,056	(9,329)
Net income (loss)	<u>\$ 86,324</u>	<u>\$ 111,999</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET HOLDINGS LLC**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**ASSETS**

	December 31,	
	2020	2019
Utility plant (at original cost, including construction work in progress of \$712,204 and \$591,199, respectively):		
Electric plant	\$ 9,200,231	\$ 8,811,889
Natural gas plant	4,227,532	3,916,040
Common plant	1,116,524	1,096,649
Less: Accumulated depreciation and amortization	(3,671,094)	(3,236,240)
Net utility plant	10,873,193	10,588,338
Other property and investments:		
Goodwill	1,656,513	1,656,513
Other property and investments	324,184	286,975
Total other property and investments	1,980,697	1,943,488
Current assets:		
Cash and cash equivalents	52,849	45,436
Restricted cash	29,544	20,887
Accounts receivable, net of allowance for doubtful accounts of \$20,080 and \$8,294, respectively	351,593	315,445
Unbilled revenue	221,871	224,657
Materials and supplies, at average cost	118,333	115,684
Fuel and natural gas inventory, at average cost	48,795	52,083
Unrealized gain on derivative instruments	33,015	23,626
Prepaid expense and other	45,746	27,504
Power contract acquisition adjustment gain	14,874	9,067
Total current assets	916,620	834,389
Other long-term and regulatory assets:		
Power cost adjustment mechanism	82,801	41,745
Purchased gas adjustment receivable	87,655	132,766
Regulatory assets related to power contracts	11,728	14,146
Other regulatory assets	747,651	673,021
Unrealized gain on derivative instruments	8,805	7,682
Power contract acquisition adjustment gain	80,900	147,530
Operating lease right-of-use asset	172,167	183,048
Other	80,751	92,980
Total other long-term and regulatory assets	1,272,458	1,292,918
Total assets	<u>\$ 15,042,968</u>	<u>\$ 14,659,133</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**PUGET HOLDINGS LLC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in Thousands)

**CAPITALIZATION AND LIABILITIES**

	December 31,	
	2020	2019
Capitalization:		
Members' equity:		
Membership interest, no par value, 98,328 shares authorized and outstanding	\$ —	\$ —
Additional paid-in capital	2,200,062	2,200,062
Retained earnings	621,502	535,178
Accumulated other comprehensive income (loss), net of tax	(86,437)	(84,149)
Total members' equity	<u>2,735,127</u>	<u>2,651,091</u>
Long-term debt:		
First mortgage bonds and senior notes	4,212,000	4,212,000
Pollution control bonds	161,860	161,860
Long-term debt	1,724,700	1,758,100
Puget Intermediate Holdings senior secured investors notes	1,757,826	1,712,195
Debt discount, issuance costs and other	(206,120)	(211,635)
Total long-term debt	<u>7,650,266</u>	<u>7,632,520</u>
Total capitalization	<u>10,385,393</u>	<u>10,283,611</u>
Current liabilities:		
Accounts payable	342,048	325,558
Short-term debt	373,800	176,000
Current maturities of long-term debt	526,412	452,412
Accrued expenses:		
Taxes	108,180	101,275
Salaries and wages	42,530	50,091
Interest	73,647	74,855
Unrealized loss on derivative instruments	31,441	13,428
Power contract acquisition adjustment loss	2,039	2,418
Operating lease liabilities	19,204	15,862
Other	73,385	107,809
Total current liabilities	<u>1,592,686</u>	<u>1,319,708</u>
Other Long-term and regulatory liabilities:		
Deferred income taxes	460,586	460,063
Unrealized loss on derivative instruments	29,833	12,693
Regulatory liabilities	732,498	730,879
Regulatory liability for deferred income taxes	953,274	946,179
Regulatory liabilities related to power contracts	95,774	156,597
Power contract acquisition adjustment loss	9,689	11,728
Operating lease liabilities	160,980	174,327
Other deferred credits	622,255	563,348
Total other long-term and regulatory liabilities	<u>3,064,889</u>	<u>3,055,814</u>
Commitments and contingencies (Note 16)		
Total capitalization and liabilities	<u>\$ 15,042,968</u>	<u>\$ 14,659,133</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

PUGET SOUND ENERGY  
AFFILIATED INTEREST AND SUBSIDIARY  
TRANSACTIONS REPORT

EXHIBIT 4



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key words

Approvals

Stephen J King  
Controller & Principle Accounting Officer

/s/ Susan Free  
Manager Revenue Requirements

**BACKGROUND**

**MERGER ORDER U-072375**

On January 16, 2009 pursuant to the First Condition of Order No. 08 issued by the Commission on December 30, 2008 in Docket No. U-072375, Puget Holdings LLC ("Puget Holdings") and Puget Sound Energy, Inc. ("PSE") accepted each of the conditions set forth in Attachment B to Order No. 08 as to the purchase of PSE by Puget Holdings. Puget Holdings closed on the purchase of the outstanding common stock of Puget Energy, Inc. (Puget Energy) on February 6, 2009 and in doing so accepted the terms of the Washington Utilities and Transportation Commission's order.

In Order No. 08 the Washington Utilities and Transportation Commission, approved and adopted subject to conditions a Settlement Stipulation proposed by all parties except Public Counsel, authorizing Puget Holdings to acquire Puget Energy, and its wholly-owned subsidiary PSE. As part of the requirements in Docket No. UE-072375 PSE must adhere to the following commitments<sup>1</sup> from the Settlement Stipulation regarding allocation of costs:

9. PSE will (i) maintain separate books and records; (ii) agree to prohibitions against loans or pledges of utility assets to Puget Energy or Puget Holdings without Commission approval; and (iii) generally hold PSE customers harmless from any business and financial risk exposures associated with Puget Energy, Puget Holdings, or any of their subsidiaries or affiliates, without Commission approval.

19. Puget Holdings and PSE will make reasonable commitments, consistent with recent Commission merger orders, to provide access to PSE's books and records; access to financial information and filings; audit rights with respect to the documents supporting any costs that may be allocable to PSE; and access to PSE's board minutes, audit reports, and information provided to credit rating agencies pertaining to PSE.

<sup>1</sup> Please see Attachment B to Order No. 08, Docket No. U-072375 for further Commission clarification regarding several of the listed commitments.





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20. Affiliate Transactions, Cross-Subsidization: PSE agrees (i) to file cost allocation methodologies used to allocate Puget Energy or Puget Holdings-related costs to PSE; (ii) to propose methods and standards for treatment of affiliate transactions; and (iii) that there will be no cross-subsidization by PSE customers of unregulated activities.

21. Transaction Costs: PSE and Puget Holdings agree that there will be no recovery of legal and financial advisory fees associated with the Proposed Transaction in rates and no recovery of the acquisition premium in rates.

26. In furtherance of Commitment 9:

(a) Puget Holdings and PSE commit that PSE's customers will be held harmless from the liabilities of any non-regulated activity of PSE or Puget Holdings. In any proceeding before the Commission involving rates of PSE, the fair rate of return for PSE will be determined without regard to any adverse consequences that are demonstrated to be attributable to the non-regulated activities. Any new non-regulated subsidiary will be established as a subsidiary of either Puget Holdings, Puget Intermediate Holdings Inc., or Puget Energy rather than as a subsidiary of PSE. Measures providing for separate financial and accounting treatment will be established for each non-regulated activity.

(b) Puget Holdings and PSE will notify the Commission subsequent to Puget Holdings' board approval and as soon as practicable following any public announcement of: (1) any acquisition of a regulated or unregulated business representing 5 percent or more of the capitalization of Puget Holdings; or (2) the change in effective control or acquisition of any material part of PSE by any other firm, whether by merger, combination, transfer of stock or assets.

(c) Neither PSE nor Puget Holdings will assert in any future proceedings that, by virtue of the Proposed Transaction and the resulting corporate structure, the Commission is without jurisdiction over any transaction that results in a change of control of PSE.

27. In furtherance of Commitment 19:

(a) PSE and Puget Holdings will maintain the necessary books and records so as to provide an audit trail for all corporate, affiliate, or subsidiary transactions with PSE, or that result in costs that may be allocable to PSE.



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(b) PSE will provide Commission Staff and Public Counsel access to books and records (including those of Puget Holdings or any affiliate or subsidiary companies) required to be accessed to verify or examine transactions with PSE, or that result in costs that may be allocable to PSE. The Proposed Transaction will not result in reduced access to the necessary books and records that relate to transactions with PSE, or that result in costs that may be allocable to PSE, and the Proposed Transaction and resulting corporate structure will not be used by PSE as a basis to oppose requests for such books and records made by the Commission or by Commission Staff or Public Counsel.

(c) Nothing in the Proposed Transaction will limit or affect the Commission's rights with respect to inspection of accounts, books, papers and documents of PSE pursuant to RCW 80.04.070 or RCW 80.16.030. Nothing in the Proposed Transaction will limit or affect the Commission's rights with respect to inspection of accounts, books, papers and documents of Puget Holdings pursuant to RCW 80.16.030; provided, that such right to inspection shall be limited to those accounts, books, papers and documents of Puget Holdings that pertain to transactions affecting PSE's regulated utility operations.

(d) Puget Holdings and PSE will provide the Commission with access to written information provided by and to credit rating agencies that pertains to PSE. Puget Holdings and each of its members will also provide the Commission with access to written information provided by and to credit rating agencies that pertains to Puget Holdings' subsidiaries to the extent such information may potentially affect PSE.

28. In furtherance of Commitment 20:

(a) If and when any subsidiary of PSE becomes a subsidiary of Puget Holdings, Puget Intermediate Holdings Inc., or Puget Energy, PSE will so advise the Commission within thirty (30) days and will submit to the Commission a written document setting forth PSE's proposed corporate and affiliate cost allocation methodologies.

(b) PSE will notify the Commission of any change in corporate structure that affects PSE's corporate and affiliate cost allocation methodologies. PSE will propose revisions to such cost allocation methodologies to accommodate such changes. PSE will not argue that compliance with this provision constitutes



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approval by the Commission of a particular methodology for corporate and affiliate cost allocation.

(c) PSE and Puget Holdings will comply with all applicable provisions of Title 80 RCW, including those pertaining to transfers of property under Chapter 80.12 RCW, affiliated interests under Chapter 80.16 RCW, and securities and the assumption of obligations and liabilities under Chapter 80.08 RCW.

(d) With respect to the ratemaking treatment of affiliate transactions, PSE and Puget Holdings will comply with the Commission's then-existing practice; provided, however, that nothing in this Commitment limits PSE from also proposing a different ratemaking treatment for the Commission's consideration or limit the positions any other party may take with respect to ratemaking treatment.

(e) PSE will bear the burden of proof in any general rate case that any corporate and affiliate cost allocation methodology it proposes is reasonable for ratemaking purposes. Neither PSE nor Puget Holdings will contest the Commission's authority to disallow, for retail ratemaking purposes in a general rate case, unsupported, unreasonable, or misallocated costs from non-regulated or affiliate businesses to PSE's regulated utility operations.

29. PSE and Puget Holdings acknowledge that all existing orders issued by the Commission with respect to PSE or its predecessors, Puget Sound Power & Light Company and Washington Natural Gas Company, will remain in effect, and are not modified or otherwise affected by the Proposed Transaction or any order of the Commission approving the Proposed Transaction. Notwithstanding the immediately preceding sentence, the Commission's *Order Accepting Stipulation and Approving Corporate Reorganization to Create a Holding Company, With Conditions*, dated August 15, 2000, in Docket No. UE-991779 will be superseded and replaced in its entirety by any order of the Commission approving the Proposed Transaction.

**LIQUEFIED NATURAL GAS ORDER UG-151663**

On November 1, 2016, under UG-151663, the Commission approved a settlement agreement among parties to the proceeding that authorized the formation of a Puget Energy subsidiary, Puget LNG, LLC. Puget LNG is a special purpose limited liability company formed by Puget Energy solely for the purposes of owning, developing and financing the Tacoma LNG Facility with PSE. The Tacoma LNG Facility will provide LNG fuel to unregulated customers and will serve as a peaking resource for PSE's regulated core gas customers. The settlement agreement and order requires specific ring-fencing provisions that follow along the lines of the Merger Order requirements.



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The settlement agreement calls for specific agreed upon allocation factors. Specifically, paragraphs 25 and 26 of the settlement states:

25. *Each of the Settling Parties agree to the following capital cost allocators with respect to the Tacoma LNG Facility:*
- a. *Liquefaction Allocator. The liquefaction allocator allocates capital costs associated with liquefaction, which include the costs of facilities used to receive natural gas, treat the gas, cool the gas below its boiling point and deliver the gas to onsite storage.*
  - b. *Storage Allocator. The storage allocator allocates capital costs associated with storage, which include the costs of the site-erected full containment cryogenic storage tank as well as the costs of foundations and other supporting facilities.*
  - c. *Bunkering Allocator. The bunkering allocator allocates capital costs associated with bunkering, which include facilities used to move the LNG from the onsite storage tank to the marine loading facility, which will be located at TOTE's berthing location.*
  - d. *Truck Loading Allocator. The truck loading allocator allocates capital costs associated with truck loading, which include facilities used to move the LNG from the onsite storage tank to tanker trucks or ISO containers*
  - e. *Vaporization Allocator. The vaporization allocator allocates capital costs associated with vaporization, which include facilities used to vaporize the gas and inject it into PSE's distribution system.*
  - f. *Common Allocator. The common allocator allocates common project costs, which include facilities that cannot be allocated to any individual service (e.g., facility development, civil and site work, site utilities, etc.).*
26. *Each of the Settling Parties agree to the following Ownership Shares with respect to*



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*the following allocators:*

<i>Component Ownership Share</i>	<i>PSE</i>	<i>Puget LNG</i>
<i>Liquefaction</i>	<i>10%</i>	<i>90%</i>
<i>Storage</i>	<i>79%</i>	<i>21%</i>
<i>Bunkering</i>	<i>0%</i>	<i>100%</i>
<i>Truck Loading</i>	<i>5%</i>	<i>95%</i>
<i>Vaporization</i>	<i>100%</i>	<i>0%</i>

*The Ownership Shares for the common cost allocator shall equal the weighted costs of the liquefaction, storage, bunkering, truck loading, and vaporization allocation factors. Please see Attachment D to this Settlement Stipulation for the projected Ownership Shares of common items of the Tacoma LNG Facility.*

Attachment D to the LNG settlement which is copied below, provides the specific agreed upon allocations to be used for the Tacoma LNG Facility. Costs must be recorded and tracked in a manner consistent with the settlement agreement.



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**ATTACHMENT D  
Tacoma LNG Facility Ownership Shares**

Component Ownership Share	PSE	Puget LNG	Projected Capital Expenditures (No AFUDC)	Projected Capital Expenditures Allocated to PSE	Projected Capital Expenditures Allocated to Puget LNG
Liquefaction	10%	90%	\$88,546,234	\$8,854,623	\$79,691,611
Storage	79%	21%	\$96,237,245	\$76,027,424	\$20,209,821
Bunkering	0%	100%	\$29,671,922	\$0	\$29,671,922
Truck Loading	5%	95%	\$6,229,252	\$311,463	\$5,917,789
Vaporization	100%	0%	\$17,135,822	\$17,135,822	\$0
Common	43%	57%	\$72,884,330	\$31,340,262	\$41,544,068
<b>TOTAL</b>	<b>N/A</b>	<b>N/A</b>	<b>\$310,704,805</b>	<b>\$133,669,593</b>	<b>\$177,035,212</b>

\* The common cost allocator for PSE shall equal the quotient of (i) the sum of the values for liquefaction, storage, bunkering, truck loading, and vaporization in the column "Projected Capital Expenditures Allocated to PSE," divided by (ii) the sum of the values for liquefaction, storage, bunkering, truck loading, and vaporization in the column "Projected Capital Expenditures (No AFUDC)."

\*\* The common cost allocator for Puget LNG shall equal the quotient of (i) the sum of the values for liquefaction, storage, bunkering, truck loading, and vaporization in the column "Projected Capital Expenditures Allocated to Puget LNG," divided by (ii) the sum of the values for liquefaction, storage, bunkering, truck loading, and vaporization in the column "Projected Capital Expenditures (No AFUDC)."

**GUIDELINES**

The guidelines that existed at the time Order No. 08 in WUTC Docket No. U-072375 and the LNG order were issued continue to be sufficient to maintain the new commitments outlined above. These guidelines were based on testimony provided in WUTC Docket No. UE-960195 and are summarized as follows.

As part of the merger proceeding in Docket No. UE-960195, the Commission reviewed and approved the cost allocation methodology presented by PSE. In the Commission order on page 48, it states:



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*h. The method for allocating costs between electric and gas operations and for accounting for intra-company transfers of natural gas set forth in the Stipulation shall be implemented.*

In Exhibit T-21 of Docket UE-960195, Merger Application, the direct testimony proposes a cost allocation methodology for electric, gas, common and non-regulated business. The cost allocation factors were:

1. *direct charging;*
2. *allocation using causal relationship; and*
3. *allocation using a general allocation factor.*

In the direct testimony, direct charging and allocation using causal relationships are defined as:

*Direct charging - Direct charging will be the preferred method for assignment of costs. When a cost can be uniquely identified to one service or the other, the costs will be charged to an account for that specific service.*

*Allocation using causal relationships – Costs that cannot be directly charged to one service or the other. Costs will be allocated based upon a common cause of the cost.*

In addition, the direct testimony addresses nonregulated subsidiary companies. In the testimony, when utility personnel provide services to nonregulated subsidiaries, the subsidiary would be billed for the salary, employee benefits and facility costs associated with supporting the utility employee. This methodology as discussed in Docket No. UE-960195 is consistent with previous cost allocations of Puget Sound Power & Light Company. Below is an excerpt from this testimony:

*Where practical, nonregulated subsidiaries will maintain separate facilities for staff and operations. The cost for these facilities and personnel will be charged to nonoperating expenses using the FERC system of accounts. When utility personnel provide service to the nonregulated subsidiary, the subsidiary will be billed for the salary, employee benefits and facility costs associated with supporting the utility employee. Facility costs will include an allocation for building rental, telephone service, purchasing support, payroll support, human resource and administrative support. Charges by subsidiary to the regulated company would have a similar overhead applied to its labor costs.*

**GUIDELINE** The purpose of this guideline is that PSE customers must be held harmless from the liabilities of any non-regulatory activities of PSE or its affiliated entities. The following guidelines are intended to establish procedures for allocating costs that are corporate in nature among and between PSE



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and its affiliates. Allocations will be based upon direct charging or upon an allocation using a causal or general relationship. Any related transactions will be charged on a monthly basis to the appropriate company.

When utility personnel provide service to a PSE affiliate or subsidiary, utility personnel will directly charge their time. In addition to their direct labor, labor overheads will be applied along with a facility overhead. Labor overheads will include the following overhead rates that are applied on direct labor: benefits, payroll tax, PTO, and incentives. Facility overhead includes an allocation for the following items:

- Support departments including payroll, human resources, insurance, security, accounting, facilities and IT
- Facilities rent
- Furniture and office equipment

For cost allocation purposes herein, factors used for causal relationships will be determined as of December 31 of each year. Below are general guidelines for determining cost allocation of corporate related costs:

<b>Function</b>	<b>Basis of Allocation</b>
Salaries/Employee Expenses	Direct charging, or causal or general allocation
PSE independent Directors' Fees/Expenses	Direct charging, or causal or general allocation
Reimbursements of expenses of non-independent directors of PSE	Direct or causal allocation
Directors' & Officers Liability Insurance	Direct charging, or causal or general allocation
SEC and Other Regulatory Filing Fees	Direct charging, or causal or general allocation
Audit Fees	Direct charging, or causal or general allocation
Consultants and contract labor costs	Direct charging, or causal or general allocation
Line of Credit Fees and interest payments	Direct charging, or causal or general allocation
Legal Fees	Direct charging, or causal or general allocation
Impacts related to FAS-141R business combination accounting requirements	Direct charging, or causal or general allocation
Rating Agency Fees	Direct charging, or causal or general allocation