

**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

DOCKET U-180680

J. RANDALL WOOLRIDGE ON BEHALF OF PUBLIC COUNSEL

EXHIBIT JRW-5C

Joint Applicants' Response to Public Counsel Data Request No. 003
(Confidential)

January 22, 2019

Redacted Version

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

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

PUBLIC COUNSEL DATA REQUEST NO. 003

“CONFIDENTIAL” Table of Contents

DR NO.	“CONFIDENTIAL” Material
003	Designated information in the Joint Applicants’ Response to Public Counsel Data Request No. 003 is designated CONFIDENTIAL per Protective Order in WUTC Docket U-180680

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

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

PUBLIC COUNSEL DATA REQUEST NO. 003

PUBLIC COUNSEL DATA REQUEST NO. 003

Please provide copies of all contracts of firms hired by one or more Joint Applicant or by the seller for advisory assistance associated with the proposed transaction.

Response:

Each of the Joint Applicants objects to Public Counsel Data Request No. 003 on the ground that it seeks the production of documents that are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence and is overbroad as to time and scope, and is therefore unduly burdensome and oppressive. Given that discovery in this proceeding must be "narrowly defined and focused on the proposed transaction," (Docket U-180680, Order 01 at 8), copies of all contracts of firms hired by one or more Joint Applicant or by the seller for advisory assistance associated with the proposed transactions are not reasonably probative for consideration of the proposed transactions, particularly in light of the fact that all "advisory assistance" costs are being paid by seller and the Joint Applicants and no such "advisory assistance" costs will be included in rates paid by customers of Puget Sound Energy, as stated in Commitment 16. Each of the Joint Applicants further objects to Public Counsel Data Request No. 003 on the ground that the phrase "advisory assistance" is vague and ambiguous, and also objects to this request to the extent that it calls for the production of documents that are protected by the attorney-client privilege and/or the work product doctrine and to the extent it seeks confidential financial, proprietary, or trade secret information belonging to a Joint Applicant or a third party, or any other information subject to a confidentiality agreement, protective order, or legal duty of non-disclosure. Subject to and without waiving these objections, the Joint Applicants respond as follows.

A. Alberta Investment Management Corporation

Alberta Investment Management Corporation (“AIMCo”) engaged the following external firms to assist AIMCo with advisory assistance associated with the proposed transaction involving AIMCo:

- Sidley Austin LLP (FERC and WUTC counsel)
- [REDACTED]

B. British Columbia Investment Management Corporation

British Columbia Investment Management Corporation (“BCIMC”) engaged the following external firms to assist BCIMC with advisory assistance associated with the proposed transaction involving BCIMC:

- [REDACTED]
- Davis Wright Tremaine LLP (WUTC counsel)
- [REDACTED]
- Skadden, Arps, Slate, Meagher & Flom LLP (FERC counsel)

C. OMERS Administration Corporation

OMERS Administration Corporation (“OMERS”) engaged the following external firms to assist OMERS with advisory assistance associated with the proposed transaction involving OMERS:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- McDowell Rackner Gibson PC (WUTC counsel)
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- Wright & Talsman (FERC counsel)

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D. PGGM Vermogensbeheer B.V.

PGGM Vermogensbeheer B.V. ("PGGM") engaged the following external firms to assist PGGM with advisory assistance associated with the proposed transaction involving PGGM:

- [REDACTED]
- Davis Wright Tremaine LLP (WUTC counsel)
- [REDACTED]
- [REDACTED]
- Mayer Brown LLP (legal)
- Morgan, Lewis & Bockius LLP (FERC counsel)
- Barclays plc (financial)

Designated information in the Joint Applicants' Response to Public Counsel Data Request No. 003 is designated CONFIDENTIAL per Protective Order in WUTC Docket U-180680.

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Sale of Non-Controlling Interest in Puget Holdings LLC**

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First Supplemental Response:

The Joint Applicants incorporate the Joint Applicants' Response to Public Counsel Data Request No. 003.

In preparing the Joint Applicants' First Supplemental Response to AWEC Data Request No. 005, British Columbia Investment Management Corporation (BCIMC) discovered that it had inadvertently omitted from the Joint Applicants' Response to Public Counsel Data Request No. 003 the following advisor that had assisted BCIMC in the proposed transaction: [REDACTED].

Designated information in the Joint Applicants' First Supplemental Response to Public Counsel Data Request No. 003 is designated CONFIDENTIAL per Protective Order in WUTC Docket U-180680.

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