

**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-6

Joint Applicants' Response to Public Counsel Data Request No. 12

January 22, 2019

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Docket U-180680

Sale of Non-Controlling Interest in Puget Holdings LLC

PUBLIC COUNSEL DATA REQUEST NO. 012

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Please provide details of all energy investments that have been sold by AIM, BCIMC, OMERS, and PGGM. Please provide the following: The date of the sale, the dollar amount of the sale, the reason for the sale, and the percentage of the energy company that was sold.

Response:

Each of the Joint Applicants objects to Public Counsel Data Request No. 012 as overbroad because it exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with the proposed transactions. Given that discovery in this proceeding must be “narrowly defined and focused on the proposed transaction,” (Docket U-180680, Order 01 at 8), details of all energy investments that have been sold by Alberta Investment Management Corporation, British Columbia Investment Management Corporation, OMERS Administration Corporation, and PGGM Vermogensbeheer B.V. are not reasonably probative for consideration of the proposed transactions.

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**Docket U-180680****Sale of Non-Controlling Interest in Puget Holdings LLC****PUBLIC COUNSEL DATA REQUEST NO. 012****PUBLIC COUNSEL DATA REQUEST NO. 012**

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First Supplemental Response:

Each of the Joint Applicants objects to Public Counsel Data Request No. 012 as overbroad because it exceeds the narrow scope of this proceeding and is not likely to lead to the discovery of evidence relevant to the possible harms associated with the proposed transactions. Given that discovery in this proceeding must be “narrowly defined and focused on the proposed transaction,” (Docket U-180680, Order 01 at 8), details of all energy investments that have been sold by Alberta Investment Management Corporation, British Columbia Investment Management Corporation, OMERS Administration Corporation, and PGGM Vermogensbeheer B.V. are not reasonably probative for consideration of the proposed transactions. Subject to and notwithstanding this objection, each Joint Applicant responds by identifying any sale of any energy investment it has made during the most recent five years with respect to any private equity investments made in the United States by such Joint Applicant’s respective infrastructure investment group, including any readily available public information reporting on the sales transaction.

A. Alberta Investment Management Corporation

In April 2018, AIMCo participated in a consortium sale of equity interests alongside other equity owners in a transaction, in which AIMCo sold a 5.8 percent equity interest in Linden Cogeneration Facility, a 972-MW natural gas-fired combined-cycle cogeneration plant located in Linden, New Jersey.

In July 2018, AIMCo participated in a consortium sale of equity interests alongside other equity owners in two separate transactions, in which AIMCo sold a 1.3 percent equity interest and a 1.1 percent equity interest in Linden Cogeneration Facility.

After the transactions noted above, AIMCo continues to hold a 3.1 percent equity interest in Linden Cogeneration Facility.

B. British Columbia Investment Management Corporation

BCIMC has no sales to report under the parameters identified in the Joint Applicants' First Supplemental Response to Public Counsel Data Request No. 012.

C. OMERS Administration Corporaiton

In March 2013, OMERS sold its 33 percent interest in Express-Platte Pipeline System to Spectra Energy Corp. The link to OMERS's press release can be found at <https://omersprivatemarkets.com/borealis-infrastructure-completes-sale-express-platte-pipeline-stake>.

D. PGGM Vermogensbeheer B.V.

In November 2015, PGGM sold its 8.5 percent indirect interest in Natural Gas Pipeline Company of America LLC, an interstate natural gas transportation system, to Kinder Morgan, Inc. and Brookfield Infrastructure Partners L.P. PGGM had acquired its interest in February 2008. Please see <http://bip.brookfield.com/en/press-releases/2015/11-30-2015> for a press release regarding this transaction.

PGGM purchased a 7.1% indirect interest in Peoples Natural Gas Company, a regulated gas utility in Pennsylvania in December 2013. PGGM's investment in Peoples Natural Gas Company was made alongside Steelriver Infrastructure Partners ("Steelriver"), and the investment was managed by Steelriver. In October 2018, Steelriver agreed to sell Peoples Natural Gas Company to Aqua America. The sale is subject to various regulatory approvals and expected to close in 2019. The sale decision was made entirely by Steelriver. Please see <https://www.peoples-gas.com/news/aqua> for a press release regarding this proposed transaction.