



Puget Sound Energy
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PSE.com

September 5, 2018

Filed Via Web Portal

Mr. Mark L. Johnson, Executive Director and Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250

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COMMISSION

**RE: Docket U-180680
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**

Dear Mr. Johnson:

On August 8, 2018, Puget Sound Energy (“PSE”) provided notice to the Commission of the planned sale of a non-controlling interest in the ultimate parent company of PSE, Puget Holdings LLC (“Puget Holdings”), currently held by funds managed by Macquarie Infrastructure Partners Inc. (“MIP Funds”) and a Macquarie entity, Padua MG Holdings LLC (collectively, “Macquarie”). Macquarie is selling its interest to four purchasers: (i) Alberta Investment Management Corporation; (ii) British Columbia Investment Management Corporation; (iii) OMERS Administration Corporation; and PGGM Vermogensbeheer B.V. (the “Proposed Transactions”). The Proposed Transactions will result in a transfer of a minority, non-controlling indirect interest in Puget Sound Energy. In the notice letter, PSE advised the Commission that it would file an application seeking approval of the Proposed Transactions by September 5, 2018.

Consistent with the August 8, 2018, notice letter, PSE and the four purchasers listed above (the “Joint Applicants”), are filing electronically a Joint Application seeking an order authorizing the Proposed Transactions. In support of the Joint Application, the Joint Applicants also are including electronic copies of prefiled direct testimony and exhibits from the following witnesses:

- Kimberly J. Harris, President and Chief Executive Officer, PSE (Exh. KJH-1T through Exh. KJH-3);
- Daniel A. Doyle, Chief Financial Officer, PSE (Exh. DAD-1T and Exh. DAD-2);
- David E. Mills, Senior Vice President, Policy and Energy Supply, PSE (Exh. DEM-1T through Exh. DEM-4);
- Ahmed Mubashir, Portfolio Manager, Alberta Investment Management Corporation (Exh. AM-1T through Exh. AM-3);

- Lincoln Webb, Senior Vice President, Infrastructure & Renewable Resources, British Columbia Investment Management Corporation (Exh. LW-1T through Exh. LW-3);
- Steven Zucchet, Managing Director, OMERS Infrastructure Management, Inc. (Exh. SZ-1T through SZ-3);
- Martijn Verwoest, Senior Investment Director, PGGM Fund Manager (MJV-1T through MJV-4).

Also included in this filing is a Motion for a Protective Order with Highly Confidential Provisions.

We look forward to working with the Commission, Commission Staff, Public Counsel, and other interested parties in this matter.

Sincerely,

/s/ Jon Piliaris

Jon Piliaris
Director, Regulatory Affairs
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cc: Sheree Strom Carson, Perkins Coie LLP
See attached Certificate of Service

DOCKET U-180680

I hereby certify that I have this day served the foregoing upon all parties of record in this proceeding, by electronic transmission to the email addresses of each party or party representative listed below:

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Dated at Bellevue, Washington, this 5th day of September, 2018.

/s/ Rick Rasmussen

Rick Rasmussen