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DOCKET NO. 50584

**JOINT REPORT AND APPLICATION §
OF WIND ENERGY TRANSMISSION §
TEXAS, LLC; AXINFRA US LP; §
HOTSPUR HOLDCO 1 LLC; HOTSPUR §
HOLDCO 2 LLC; AND 730 HOTSPUR, §
LLC, FOR REGULATORY §
APPROVALS UNDER PURA §§ 14.101, §
39.262, AND 39.915 §**

PUBLIC UTILITY COMMISSION
OF TEXAS



**AXINFRA US LP'S RESPONSE TO
TIEC'S SEVENTH REQUEST FOR INFORMATION**

AxInfra US LP ("AxInfra") files this Response to the aforementioned request for information.

I. WRITTEN RESPONSES

Attached hereto and incorporated herein by reference are AxInfra's written responses to the aforementioned request for information. Each such response is set forth on or attached to a separate page upon which the request has been restated. Such responses are also made without waiver of AxInfra's right to contest the admissibility of any such matters upon hearing. AxInfra hereby stipulates that its responses may be treated by all parties exactly as if they were filed under oath.

Respectfully submitted,

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By:

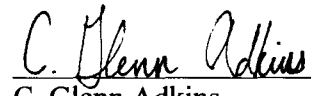


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AND 730 HOTSPUR, LLC*

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of May 2020, notice of the filing of this document was provided to all parties of record via electronic mail in accordance with the Order Suspending Rules, issued in Project No. 50664.


C. Glenn Adkins

**PUC DOCKET NO. 50584
AXINFRA US LP's
RESPONSES TO TIEC'S 7th RFIs**

TIEC-AXINFRA 7-1

Please provide the dollar amount of debt post-closing at each of WETT, WETT Holdings, and Hotspur SPV LLC. Please list the maturity date and interest rate of each tranche of debt that will be in existence post- closing.

Response:

The information responsive to this request has been deemed Highly Sensitive Protected Material and is being provided in accordance with the term of the protective order in this docket.

Prepared by: Paulo Arencibia, Investment Director for Axium Infrastructure US Inc.
Sponsored by: Thierry Vandal, President of Axium Infrastructure US Inc.

PUC DOCKET NO. 50584
AXINFRA US LP's
RESPONSES TO TIEC'S 7th RFIs

TIEC-AXINFRA 7-2

Please provide a sources and uses of funds statement for the equity and debt that will be raised as part of the proposed transaction.

Response:

The information responsive to this request has been deemed Highly Sensitive Protected Material and is being provided in accordance with the term of the protective order in this docket.

Prepared by: Paulo Arencibia, Investment Director for Axium Infrastructure US Inc.
Sponsored by: Thierry Vandal, President of Axium Infrastructure US Inc.

**PUC DOCKET NO. 50584
AXINFRA US LP's
RESPONSES TO TIEC'S 7th RFIs**

TIEC-AXINFRA 7-3

What credit rating agency will be rating the debt at WETT and WETT Holdings post-transaction? Has that agency provided indicative ratings for the debt at WETT and WETT Holdings? If so, please provide the rating agency evaluation of that debt.

Response:

DBRS Morningstar (DBRS) will be rating the debt at WETT and WETT Holdings post-transaction.

For the indicative ratings letter for WETT and WETT Holdings, please see TIEC-AXINFRA 7-3 Attachment (HSPM). Highly Sensitive Protected Material will be provided in accordance with the terms of the Protective Order issued in this docket.

Prepared by: Paulo Arencibia, Investment Director for Axium Infrastructure US Inc.
Sponsored by: Thierry Vandal, President of Axium Infrastructure US Inc.

**PUC DOCKET NO. 50584
AXINFRA US LP's
RESPONSES TO TIEC'S 7th RFIs**

TIEC-AXINFRA 7-4

Please provide any presentations made by or on behalf of AxInfra to any rating agency regarding the proposed transaction.

Response:

No presentations were created by or on Axium's behalf for the purpose of providing information to DBRS. However, DBRS asked for and was provided with an independent engineer report performed by Black and Veatch and a market consultant report performed by Charles River Associates. These reports were provided in response to TIEC-AXINFRA 1-8:

- Black and Veatch - TIEC-AXINFRA 1-8 Attachment (HSPM), bates pgs. 172-204.
- Charles River Associates - TIEC-AXINFRA 1-8 Attachment (HSPM), bates pgs. 1-68.

Additionally, DBRS asked for and was provided with an insurance due diligence report performed by Aon M&A and Transaction Solutions. See TIEC-AXINFRA 7-4 Attachment 1 (HSPM). DBRS also asked for and was provided with legal due diligence documents prepared by Winston & Strawn LLP. See TIEC-AXINFRA 7-4 Attachment 2 (HSPM). In order to receive the legal due diligence documents, DBRS agreed to and executed a non-reliance letter. See TIEC-AXINFRA 7-4 Attachment 3 (HSPM). Highly Sensitive Protected Material will be provided in accordance with the terms of the Protective Order issued in this docket.

Prepared by: Paulo Arencibia, Investment Director for Axium Infrastructure US Inc.
Sponsored by: Thierry Vandal, President of Axium Infrastructure US Inc.

PUC DOCKET NO. 50584
AXINFRA US LP's
RESPONSES TO TIEC'S 7th RFIs

TIEC-AXINFRA 7-5

Please provide any presentations made by or on behalf of AxInfra to prospective lenders regarding the proposed transaction.

Response:

No presentations were created by or on Axium's behalf for the purpose of providing information to prospective lenders. However, prospective lenders asked for and were provided with an independent engineer report performed by Black and Veatch and a market consultant report performed by Charles River Associates. These reports were provided in response to TIEC-AXINFRA 1-8:

- Black and Veatch - TIEC-AXINFRA 1-8 Attachment (HSPM), bates pgs. 172-204.
- Charles River Associates - TIEC-AXINFRA 1-8 Attachment (HSPM), bates pgs. 1-68.

Additionally, the prospective lenders asked for and were provided with an insurance due diligence report performed by Aon M&A and Transaction solutions. See TIEC-AXINFRA 7-4 Attachment 1 (HSPM). Lenders also asked for and was provided with legal due diligence documents prepared by Winston & Strawn LLP. See TIEC-AXINFRA 7-4 Attachment 2 (HSPM). In order to receive the legal due diligence documents, the prospective lenders agreed to and executed non-reliance letters. See TIEC-AXINFRA 7-5 Attachment 1 (HSPM). Highly Sensitive Protected Material will be provided in accordance with the terms of the Protective Order issued in this docket.

Prepared by: Paulo Arencibia, Investment Director for Axium Infrastructure US Inc.
Sponsored by: Thierry Vandal, President of Axium Infrastructure US Inc.