

TRANSCANADA'S PARTICIPATION IN AK LNG: KEY ISSUES

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Janak Mayer, Chairman & Chief Technologist › janak.mayer@enalytica.com
Nikos Tsafos, President & Chief Analyst › nikos.tsafos@enalytica.com

<http://enalytica.com>

VIEW FROM 2014: WHY TRANSCANADA?

- Experience** Long history work on an Alaska gas pipeline projects
 - Continuity** Leverage AGIA work and agree to dissolve AGIA partnership amicably
 - Governance** TC would help SOA negotiate terms to make infrastructure as expandable as possible
 - Expansion** TC would actively pursue new gas to be shipped through the pipe
 - Execution** TC would make a successful project more likely (on time and lowest cost)
 - Finance** TC would relieve SOA from cash calls during development phase
- Even so, the agreement came under scrutiny in several areas
- Tariff cost** Question whether TC tariff was competitive to market norms / SOA cost of debt
 - Risk/Reward** TC took on limited risk (only risk was SOA credit health)
 - Voting rights** TC held most of the control (SOA could direct TC voting only in limited areas)
 - Back-in rights** In original deal, TC retained full back-in rights (amended to provide clean off-ramp)

WHERE WE **AGREE** WITH ADMINISTRATION AND WHERE **NOT**

Where we **agree** with administration statements

The State of Alaska (SOA) will pay TransCanada (TC) no matter what

SOA retains risk, but TC retains most decision making (TC's only risk is deterioration of SOA credit)

SOA credit rating will be hit regardless of whether TC is in the project or not

SOA has several financing options—no need to panic about having higher cash calls

This is the only clean off-ramp that SOA has; failure to pass this bill means harder to sever ties with TC

Not having Alaska Gasline Inducement Act (AGIA) makes a big difference in SOA calculations

Non-alignment in voting and non-visibility of information undermine original case for TC in AK LNG

Where we **differ from or wish to supplement** administration statements

The strictly financial case for severing relationship with TC is not as compelling as has been argued

Decision should focus on strategic, not financial considerations: expansion plans and AK LNG vision

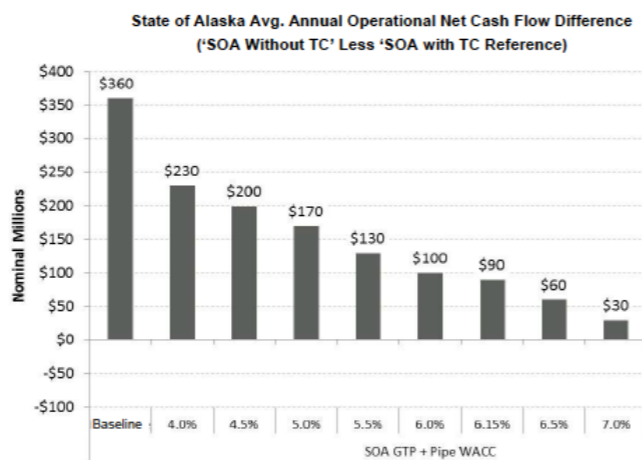
IS THE FINANCIAL UPSIDE TRULY COMPELLING?

“The State could potentially achieve up to **~\$400 million** incremental annual cash flows, based on the State’s expected lower cost of capital.”

“Under all scenarios of State credit rating downgrade down to A-/A3, the State **cost of debt remains below** the TC cost of capital.”

The economic benefit of replacing TC could vary based on the SOA’s credit rating

- The State could potentially achieve up to **~\$400 million incremental annual cash flows**, based on the State’s expected lower cost of capital
- The State’s cost of capital would increase with any credit downgrades
- Even if the State’s credit rating deteriorates and results in a higher cost of capital for the State, it is still expected that the State will achieve additional annual cash flows without TC

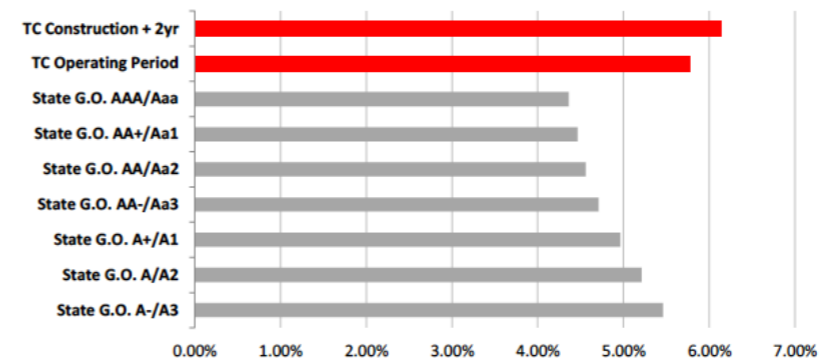


21

TC Cost of Capital vs. State Debt Interest Rate

The interest rate on State debt would depend on the credit rating. The table below compares:

- TC weighted average cost of capital under the PA, calculated as of Sept 11, 2015
- Interest rates on taxable State G.O. debt, estimated by FirstSouthwest as of Sept 11, 2015

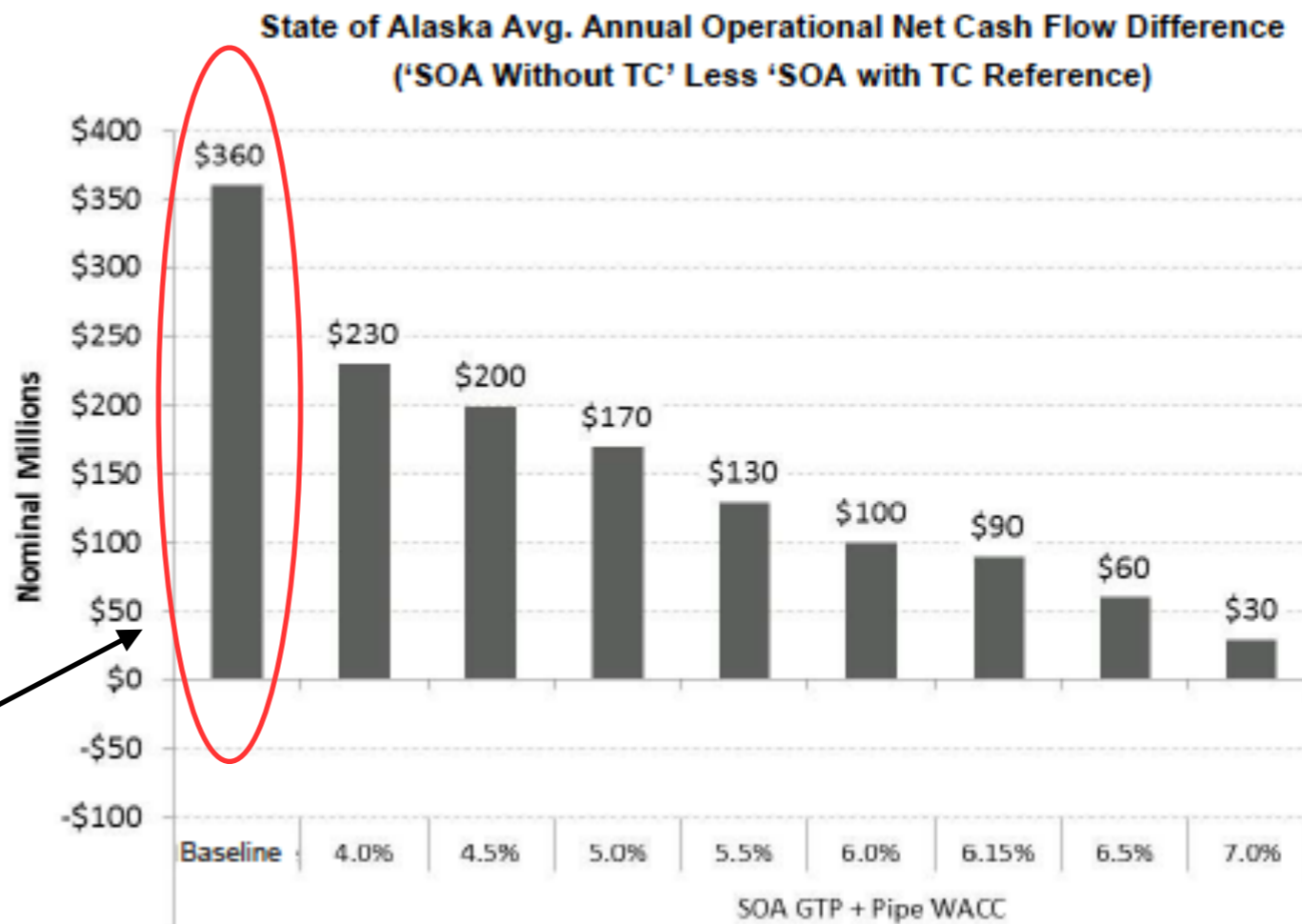
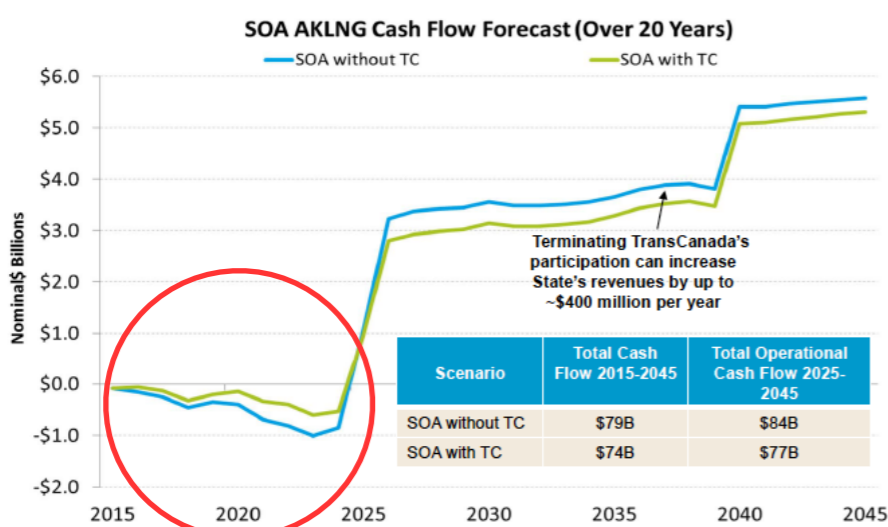


- Under all scenarios of State credit rating downgrade down to A-/A3, the State cost of debt remains below the TC cost of capital
- Note that, following a rating downgrade during the construction period, the State credit rating and cost of capital will likely recover once the Project is operational; TC cost of capital is fixed at FID for the term of the FTSA

12

SOURCE: “TRANSCANADA’S AKLNG PARTICIPATION: FINANCING ISSUES,” OCTOBER 24, 2015; “TRANSCANADA’S AKLNG PARTICIPATION,” OCTOBER 25, 2015

\$360MM ASSUMES +\$2BN UPFRONT EQUITY; NPV₁₀ ≈ 0



\$2bn in additional outlays to generate the publicized \$360mm in annual additional revenues

SOURCE: "TRANSCANADA'S AKLNG PARTICIPATION," OCTOBER 25, 2015

SOA COST OF DEBT LIKELY **HIGHER** THAN TODAY

Assuming that SOA issues \$13–\$15 bn in debt, it can expect **credit downgrade / higher borrowing costs**

These numbers **assume high** oil prices and revenues through 2038

It is not hard to see a scenario where SOA cost of debt gets **much closer to TC tariff** (now 5.8% to 6.15%)

Of course, SOA has **other financing options** (e.g. project finance, tax-exempt debt, equity, etc.)

| RATING (MOODYS/S&P) | DEBT SERVICE LIMIT (% OF GFUR) | INTEREST RATE ON TAXABLE BONDS | MAX NEW DEBT SOA CAN ISSUE (IN MILLIONS) |
|------------------------|-----------------------------------|-----------------------------------|---|
| AAA/AAA | 5% | 4.49% | 3,851 |
| AA1/AA+ | 8% | 4.59% | 6,382 |
| AA2/AA | 10% | 4.69% | 8,009 |
| AA3/AA- | 12% | 4.84% | 9,549 |
| A1/A+ | 17% | 5.09% | 13,361 |
| A2/A | 20% | 5.34% | 15,387 |

SOURCE: FIRST SOUTHWEST, "AKLNG DEBT SIZING (AS OF JUNE 3, 2015)"

TC INFLECTION POINT OPENS UP **BROADER QUESTIONS**

How can SOA best protect its interests in AK LNG?

No AGDC secondee in 135-strong project management team

Unclear decision-making / division of labor within SOA

AK LNG can back-fill TC exit; can AGDC step up?

How will SOA ensure expansions / a full pipeline?

AGDC plan to pursue expansions is unclear

Need not just technical but chiefly commercial expertise

What is the optimal capitalization structure for SOA?

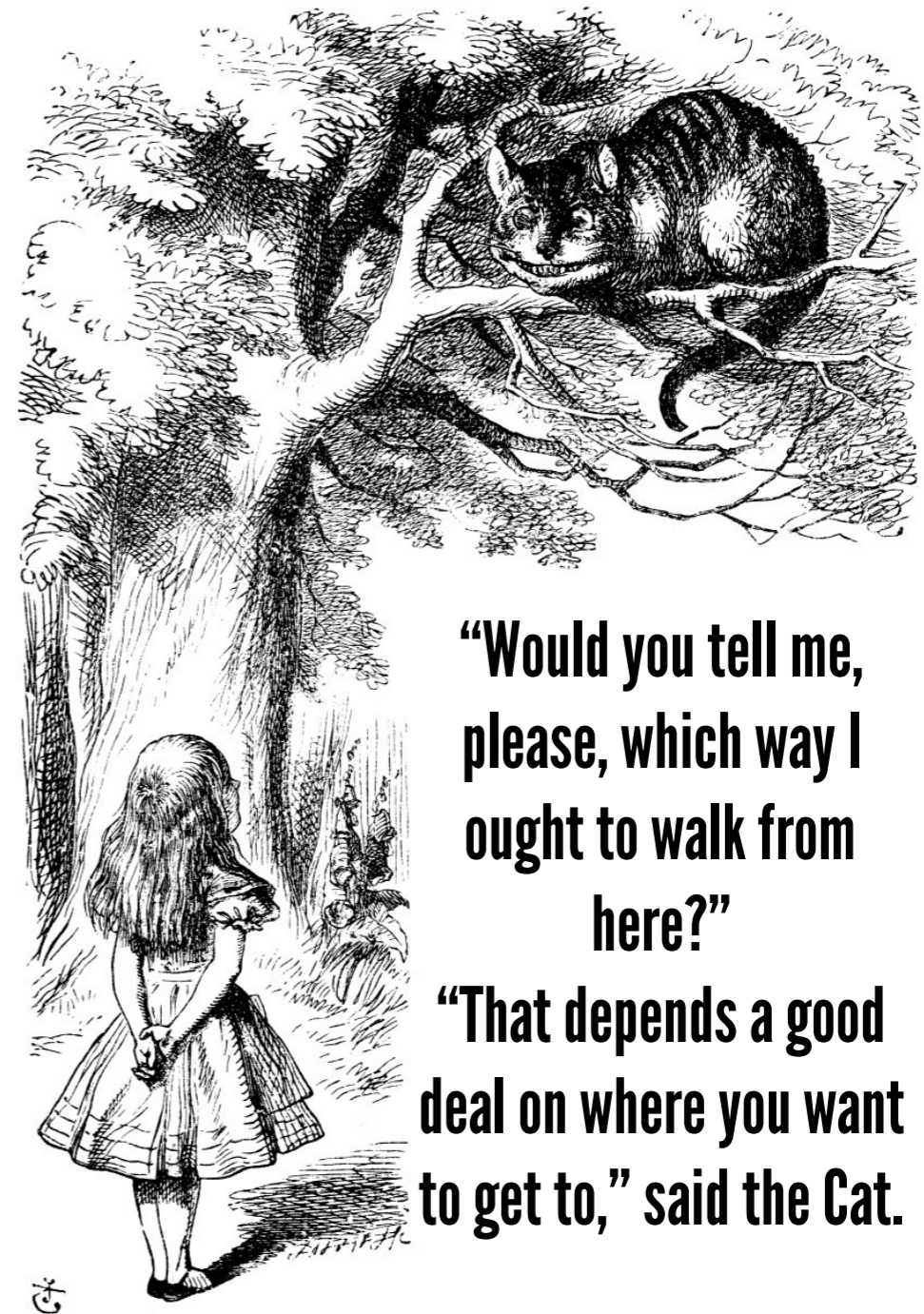
Should SOA rely so heavily on debt (e.g. 100% debt)?

What are the merits of equity and what form might it take?

What is SOA's vision for AK LNG?

What if partners withdraw (strengthens case for TC)

How much do withdrawal agreements raise risks for SOA?



“Would you tell me, please, which way I ought to walk from here?”

“That depends a good deal on where you want to get to,” said the Cat.

SOURCE: LEWIS CARROLL, ALICE'S ADVENTURES IN WONDERLAND