



# Monthly Reports



# **FETS 0021 May 2021 Fixed Fee Pass Through Costs & Expenses and Labor**



**Puerto Rico Public-Private Partnerships Authority**

Administrator of the Puerto Rico Transmission and Distribution  
System Operation and Maintenance Agreement  
PO Box 42001  
San Juan, Puerto Rico 00940-2001

**INVOICE**

Invoice No. FETS-0021

Date: August 13, 2021

**To:**

**Puerto Rico Electric Power Authority**

PO Box 364267  
San Juan, Puerto Rico 00936-4267

**To be paid to:**

**LUMA Energy, LLC**

644 Ave. Manuel Fernández Juncos, Suite 301  
San Juan, Puerto Rico 00907

**Tax Registration No. 66-0940278**

**Contract Ref:** Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement

DESCRIPTION	AMOUNT
Front-End Transition Services Fixed Fee May 2021	\$8,500,000.00
Front-End Transition Services Labor May 2021	\$10,767,630.00
Front-End Transition Services Pass-Through Costs & Expenses May 2021	\$ 7,544,246.13
Total:	\$26,811,876.13

**Remittance Information:**

**Wire to:** Bank of America, NA, 222 Broadway, New York, NY 10038

**Account #:** 488074008867 **Wire Routing #:** 026009593 **ACH Routing #:** 111000025



GOVERNMENT OF PUERTO RICO  
PUERTO RICO PUBLIC-PRIVATE PARTNERSHIPS AUTHORITY

August 13, 2021

**Puerto Rico Electric Power Authority**

Attention: Efran Paredes Maisonet  
Executive Director  
PO BOX 364267  
San Juan, Puerto Rico 00936-4267

**Re: LUMA Invoice – Disbursement of Funds – May 2021**

Dear Mr. Paredes:

We refer to the Operations and Maintenance Agreement dated as of June 22, 2020 (the “**O&M Agreement**”), among LUMA Energy, LLC (“**LUMA**”), LUMA Energy ServCo, LLC (a wholly-owned subsidiary of LUMA), the Public-Private Partnerships Authority (“**P3 Authority**”), and the Puerto Rico Electric Power Authority (“**PREPA**”). Except as provided herein, capitalized terms used but not otherwise defined in this letter have the meaning ascribed to them in the O&M Agreement.

Section 4.6(d) (*Front-End Transition Period Compensation – Invoices*) of the O&M Agreement provides the following:

- (i) *On or prior to the tenth (10th) day of each month during which Operator is performing the Front-End Transition Services, Operator shall provide Administrator with a monthly invoice describing in reasonable detail the prior calendar month’s Front-End Transition Services and the corresponding Front-End Transition Service Fee for such prior calendar month. All invoices shall comply with the requirements set forth in Section 9.2(c) (Anti- Corruption and Sanctions Laws – Policies and Procedures).*
- (ii) *Operator shall provide promptly to Administrator such additional supporting documentation evidencing the provision of the Front-End Transition Services, if any, and the calculation of the Front-End Transition Service Fee related thereto as Administrator may reasonably request and as may be required by Applicable Law. Administrator shall promptly advise Operator of any disputed invoice amounts, and all such disputes which Operator and Administrator are unable to resolve shall be subject to resolution as a Technical Dispute in accordance with Article 15 (Dispute Resolution) (any such Dispute, a “Front-End Transition Service Fee Dispute”).*

*(iii) Payments of undisputed amounts under any invoice shall be due within thirty (30) days of Administrator's receipt of such invoice.*

Pursuant to this section of the O&M Agreement, LUMA provided the P3 Authority with an invoice describing the Front-End Transition Services and the corresponding Front-End Transition Service Fee for May 2021 (the "**May Invoice**").

As part of its review of the Front-End Transition Services invoices, the P3 Authority hired Eclipse Management to evaluate the invoices submitted to it by LUMA. Please find attached as Annex A Eclipse Management's assessments of the May Invoice (the "**May Invoice Validation Report**").

Based on both the review of the P3 Authority and Eclipse Management of the May Invoice, and pursuant to Section 4.6(d)(iii) of the O&M Agreement, the P3 Authority requested from LUMA additional documentation supporting LUMA's provision of the Front-End Transition Services in May 2021 (the "May Supporting Documentation"). The May Supporting Documentation has been received, reviewed, and evaluated.

After careful evaluation, the P3 Authority has approved LUMA's Front-End Transition Fixed Fee, Labor, and Pass-Through Costs and Expenses components of the May Invoice as described in the May Invoice Validation Report to be paid as detailed therein. The P3 Authority kindly asks that PREPA disburse such payment in accordance with PREPA's Fiscal Year 2021 Certified Budget and, if necessary, seek the corresponding approval of the Financial Oversight Management Board.

Sincerely,



Fermín E. Fontanés Gómez, Esq.

Executive Director

Puerto Rico Public-Private Partnerships Authority

## ANNEX A



**DATE:** 07.09.2021

**PROJECT:** Puerto Rico Transmission and Distribution System  
Operation and Maintenance

**P3 REPORT:**  
**May 2021**  
**LUMA Invoice Validation**

**CLIENT:** Puerto Rico Public-Private Partnership Authority (P3A)

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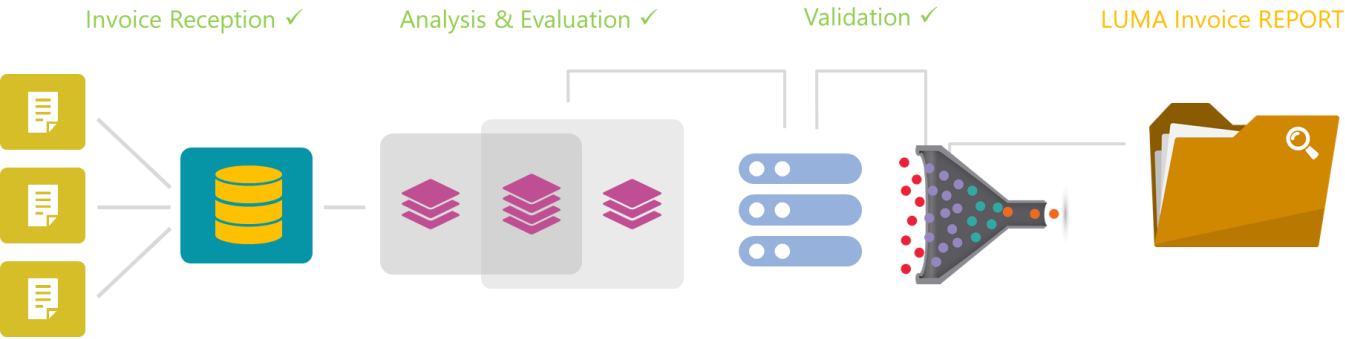
## Version Control

Date	Author	Description	Approved
07.09.21	Eclipse	1.0 - Initial Version with Fixed Fee Validation, Labor and Pass-Through Cost & Expenses	C.LLACER

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# 1. INTRODUCTION

Pursuant to Section 4.6 of the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement (“O&M Agreement”) the Puerto Rico Public-Private Partnership Authority as Contract Administrator (“P3A” or “Administrator”) has the responsibility and obligation to evaluate in detail the invoices submitted by LUMA on a monthly basis, prior to authorizing the disbursement by the Puerto Rico Electric Power Authority (“PREPA” or “Owner”). The LUMA Invoice Validation Report (“Report”) contains P3A’ evaluation of the LUMA May 2021 Invoice. The steps taken to evaluate the invoice are shown on the following picture.



Note that this process starts as soon as the invoice from LUMA is received. All the documents submitted by LUMA are stored in a centralized repository, to ease access and use.

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## 2. INVOICE VALIDATION APPROACH

The Administrator evaluates the following 5 areas:

- Format
- Administrative Documents
- Fees
- Supporting Documents
- Compliance with the O&M Agreement

The validation results of each area are contained in the next sections of this report.

This report is shared with LUMA and Owner. Any additional information or document submitted after this report is issued, shall be incorporated in the next report.



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## 2.1. VALIDATION RESULTS

The outcome of the evaluation may have several different results. That being said, “Format” or “Administrative Document” findings, have the effect of paralyzing the disbursement of the whole invoice.

The validation results are the following:

- Approved Invoice
- Not Approved Invoice
- Partial Approved Invoice pending Administrative Document(s)
- Partial Approved Invoice pending Supporting Document(s)
- Partial Approved Invoice pending Fee Adjustment/Review

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### 3. FORMAT VALIDATION

The following items have been evaluated as part of the Format Validation:

- Bill To
- Date
- Invoice Number
- Terms
- Non-interest clause

The following table contains the findings (if any) for each of the items mentioned above.

FORMAT VALIDATION		
Item	Validation	Comments
BILL TO	✓	Submitted to P3 and to be PAID by PREPA
DATE	✓	June 14, 2021
INVOICE NUMBER	✓	FETS-0521-01
TERMS	✓	Net 30
NON-INTEREST CLAUSE	✓	Non-interest certification clause included

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## 4. ADMINISTRATIVE DOCUMENTS

There are several administrative documents that LUMA, as an organization shall provide on a regular basis to the Administrator. The following table contains the list of all the documents together with their status.

ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
DEPARTMENT OF TREASURY OF THE COMMONWEALTH					
1	Income Tax Filling Certificate (Model SC 6088)	✓	5/31/2021	6/30/2021	LUMA Energy
		✓	5/31/2021	6/30/2021	LUMA Energy ServCo
2	Certification of No Debt (Model SC 6096)	✓	5/31/2021	6/30/2021	LUMA Energy
		✓	5/31/2021	6/30/2021	LUMA Energy ServCo
3	Operator's Merchant's Registration Certificate (Form SC 2918)	✓	3/30/2020	8/31/2021	LUMA Energy
		✓	4/14/2020	7/31/2021	LUMA Energy ServCo
4	Puerto Rico Sales and Use Tax returns filling Certification for the last sixty (60) tax periods (Form SC 2942)	✓	5/31/2021	6/30/2021	LUMA Energy
		✓	5/31/2021	6/30/2021	LUMA Energy ServCo
5	Puerto Rico Sale and Use Tax (IVU) Debt Certificate (Model SC 2927)	N/A	N/A	N/A	Non retaining Agent
6	Withholding Exemption "Relevo Hacienda"	✓	12/16/2020	12/31/2021	LUMA Energy

ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
CRIM					
1	Property Tax Filling Certificate (Propiedad Mueble)	✓	3/10/2021	6/8/2021	LUMA Energy
		✓	3/10/2021	6/8/2021	LUMA Energy ServCo
2	All Concepts Debt Certification (ModelForm AS-53)	✓	5/8/2021	8/6/2021	LUMA Energy
		✓	5/8/2021	8/6/2021	LUMA Energy ServCo

ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
DEPARTMENT OF LABOR AND HUMAN RESOURCES					
1	Employer Registration Certificate and debt certificate for unemployment insurance and temporary disability (workmen's compensation)	✓	5/13/2021	8/11/2021	LUMA Energy
		✓	5/13/2021	8/11/2021	LUMA Energy ServCo
2	Employer Registration Certificate and chauffeur's social security debt certification	✓	4/6/2021	7/5/2021	LUMA Energy
		✓	4/6/2021	7/5/2021	LUMA Energy ServCo

ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
CFSE & ASUME					
1	State Insurance Fund Policy Certification (CFSE)	✓	8/6/2020	6/30/2021	LUMA Energy
		✓	8/20/2020	6/30/2021	LUMA Energy ServCo
2	ASUME Withholding Compliance Statement Certificate	✓	5/31/2021	6/30/2021	LUMA Energy
		✓	5/31/2021	6/30/2021	LUMA Energy ServCo

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ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
DEPARTMENT OF STATE					
1	Certificate of Good Standing	✓	4/14/2021	4/14/2022	LUMA Energy
		✓	4/14/2021	4/14/2022	LUMA Energy ServCo
2	Certificate of Existence or to do Business in Puerto Rico or Incorporation Certificate	✓	1/17/2020	✓	LUMA Energy
		✓	1/17/2020	✓	LUMA Energy ServCo

ADMINISTRATIVE DOCUMENTS VALIDATION					
Item	Document	Validation	Date	Expiration	Entity
OTHER					
1	No Conviction Sworn Statement (Law 8 – 2017)	✓	6/19/2020	6/19/2021	LUMA Energy
		✓	6/19/2020	6/19/2021	LUMA Energy ServCo
2	Sworn Statement - Law 2 - 2018	✓	6/19/2020	6/19/2021	LUMA Energy
		✓	6/19/2020	6/19/2021	LUMA Energy ServCo
3	Guarantees	✓	6/22/2020	✓	Quanta
		✓	6/22/2020	✓	CUL

All the required Administrative Documents were submitted by LUMA and previously validated by **Eclipse Management**. The validation of all the Administrative Documents, enables the release of the May 2021 FET Fixed Fee.

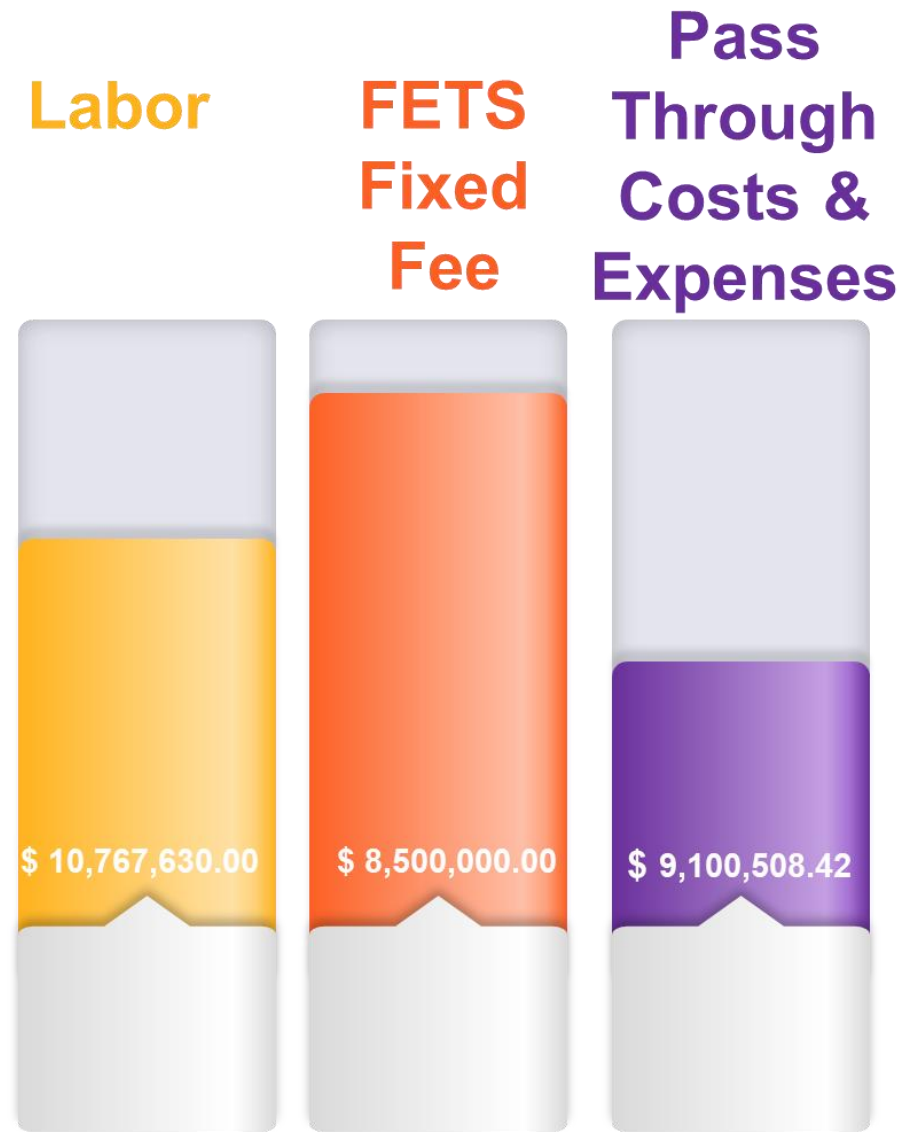
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# 5. FEES & SUPPORTING DOCUMENTS

The fees section of LUMA’s February invoice is composed of the following concepts:

- Labor
- Front-End Transition Service (FETS) Fixed Fee
- Pass-Through Costs & Expenses

The amounts for each of these concepts are illustrated in the following picture:





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## 5.1. LABOR

Eclipse Management validated the fees per profile. The fees associated with the Upper Management positions (President & CEO, Senior Vice-President, CFO, etc.) were blended and captured as a single rate under the title Vice-President title on the O&M Agreement Annex V rate sheet. LUMA correctly applied the fees per profile, as established in Annex 5 of the O&M Agreement.

LUMA uses a "Web Based Tool" that registers the employees Timesheets. On June 18, 2021 Eclipse Management validated the labor hours on the LUMA "Web Based Tool" and with additional details provided by LUMA, Eclipse Management matched the assigned hours with the activity that was performed.

The validation carried out, took into account employees, positions and hours dedicated to each department or task in order to verify that there were no duplicate task or hours worked. Eclipse Management's validation method demonstrates the advancement of the FET and enables a month to month comparison, thus facilitating the advancement and progress tracking of the FET on a percentage basis.

The following table contains the global summary of Labor costs, showing:

- The number of hours per position
- The associated hourly rates
- The overall cost per position

FETS LABOR COSTS - LUMA MAY INVOICE							
Position	Hours Invoiced	Hours Validated	Difference Identified	* Rate per Position	Amount	Amount Recommended for Disbursement	Comments
ADMINISTRATIVE SUPPORT	2,263.0	2,263.0	-	\$ 50.00	\$ 113,150.00	\$ 113,150.00	1. Eclipse was able to correctly validate the total of May Labor hours by employee categories and their respective rates.
ANALYST	4,010.5	4,010.5	-	\$ 125.00	\$ 501,312.50	\$ 501,312.50	
DIRECTORS	7,043.0	7,043.0	-	\$ 275.00	\$ 1,936,825.00	\$ 1,936,825.00	
ENGINEERS	2,314.5	2,314.5	-	\$ 160.00	\$ 370,320.00	\$ 370,320.00	
FIELD SUPERVISOR	1,653.0	1,653.0	-	\$ 160.00	\$ 264,480.00	\$ 264,480.00	
FIELD TECH	337.0	337.0	-	\$ 195.00	\$ 65,715.00	\$ 65,715.00	
TRAINERS	347.5	347.5	-	\$ 200.00	\$ 69,500.00	\$ 69,500.00	
MANAGER	5,806.5	5,806.5	-	\$ 200.00	\$ 1,161,300.00	\$ 1,161,300.00	
SENIOR ANALYST	26,368.0	26,368.0	-	\$ 160.00	\$ 4,218,880.00	\$ 4,218,880.00	
SENIOR DIRECTOR	1,245.5	1,245.5	-	\$ 300.00	\$ 373,650.00	\$ 373,650.00	
SENIOR MANAGER	2,168.5	2,168.5	-	\$ 210.00	\$ 455,385.00	\$ 455,385.00	
VICE PRESIDENT	3,806.5	3,806.5	-	\$ 325.00	\$ 1,237,112.50	\$ 1,237,112.50	
<b>TOTAL</b>	<b>57,363.5</b>	<b>57,363.5</b>	<b>-</b>	<b>TOTAL</b>	<b>\$ 10,767,630.00</b>	<b>\$ 10,767,630.00</b>	

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## 5.2. FETS FIXED FEE

As per Section 4.6 of the O&M Agreement, the Fixed Fee included in this invoice is a complete monthly fee for the month of May.

*(iii) a fixed fee in the amount of US\$60,000,000 (the "Front-End Transition Service Fixed Fee") (payable in monthly installments equal to one twelfth (1/12) of the Front-End Transition Service Fixed Fee, commencing on the Effective Date, and in the event of a partial month, the monthly installment shall be adjusted on a Pro Rata basis; provided that: (A) in the event the first month is a partial month, then any balance of the Front- End Transition Service Fixed Fee outstanding in the twelfth month shall be paid with the last installment of the Front-End Transition Service Fixed Fee;*

With this said, since the FET period began on June 22nd, 2020, for the month of June LUMA received \$1.5M. FET ended on May 31<sup>st</sup>, the remaining \$3.5M that would have been invoiced if FET had continued until June 22nd, 2021, is the other amount that is being billed in May's invoice.

The following table contains the evaluation of the FETS Fixed Fee.

FEES & SUPPORTING DOCUMENTS VALIDATION					
Year	Total Amount	Month Rate	Complete Month	Amount	Comments
FETS FIXED FEE					
1	\$ 60,000,000.00	\$ 5,000,000.00	31 days	\$ 5,000,000	OK
Section 4.6 O&M	\$ -	\$ 3,500,000.00	N/A	\$ 3,500,000	OK

Based on Eclipse Management's calculation, this amount is correct and should be approved for disbursement to LUMA.

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### 5.3. PASS-THROUGH COSTS & EXPENSES

As per Section 4.6 (b) (iv) of the O&M Agreement, the Pass-Through Costs & Expenses were included in the February invoice.

The Pass-Through Costs & Expenses were validated with data provided by LUMA. From June 21 through July 2, 2021, Eclipse Management verified the submitted invoices. Eclipse Management evaluated dates, invoices numbers, invoice amounts, contracts from third party contractors, scope of works, and orders.

LUMA PASS - THROUGH COST AND EXPENSES (MAY)				
SUMMARY OF ECLIPSE EVALUATION AND FINDINGS				
Category	Amount Invoice	Amount Validated	Amount Rejected	Amount Recommended for Disbursement
AFFILIATES COMPANIES	\$ 533,156.22	\$ 506,155.07	\$ (27,001.15)	\$ 506,155.07
SUBCONTRACTS > \$250,000	\$ 7,979,140.60	\$ 6,623,267.44	\$ (1,355,873.16)	\$ 6,623,267.44
SUBCONTRACTS < \$250,000	\$ 588,211.60	\$ 414,823.62	\$ (173,387.98)	\$ 414,823.62
TOTAL	\$ 9,100,508.42	\$ 7,544,246.13	\$ (1,556,262.29)	\$ 7,544,246.13

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## 6. O&M AGREEMENT COMPLIANCE

In line with the Labor part of the invoice, LUMA detailed the advancement with the project schedule, handover checklist and tasks, all in compliance with the O&M Agreement.

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## 7. CONCLUSIONS & RECOMMENDATIONS

### 7.1. JULY 9, 2021 RECOMMENDATIONS

Based on the findings identified in the previous sections, LUMA's May 2021 Invoice is Approved.

Recommendations:

- Release the payment of the May 2021 FETS Fixed Fee (\$8,500,000.00).
- Release the payment of the May 2021 Labor (\$10,767,630.00).
- Release the May 2021 Pass-Through Costs & Expenses payment of (\$7,544,246.13)

MAY INVOICE VALIDATION rev.07.09.2021				
Concept	Labor	FETS Fixed Fee	Pass-Through Costs & Expenses	Total
Inv. FETS-0521-01	\$ 10,767,630.00	\$ 8,500,000.00	\$ 9,100,508.42	\$ 28,368,138.42
RECOMMENDED DISBURSEMENT				
Recommended Disbursement 07/09/2021	\$ 10,767,630.00	\$ 8,500,000.00	\$ 7,544,246.13	\$ 26,811,876.13
AMOUNT REJECTED				
Amount under review	\$ -	\$ -	\$ (1,556,262.29)	\$ (1,556,262.29)
PENDING BALANCE				
Validation Process in Progress with LUMA	\$ -	\$ -	\$ -	\$ -