



# GOVERNMENT OF PUERTO RICO

Puerto Rico Public-Private Partnerships Authority

## CERTIFICATE AS TO RESOLUTION

I, **MARGARITA CINTRÓN-SOLLA**, Assistant Secretary of the Board of Directors of the Puerto Rico Public-Private Partnerships Authority, **DO HEREBY CERTIFY** that attached hereto is a true, correct and complete copy of **Resolution 2019-34** which was duly adopted by the Board of Directors of this Bank at a meeting duly called and held on July 25, 2019, at which a quorum was present and acting throughout. Said Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect.

## RESOLUTION 2019-34


**TO AUTHORIZE THE EXECUTIVE DIRECTOR OF THE PUERTO RICO PUBLIC-PRIVATE PARTNERSHIPS AUTHORITY TO ENTER INTO AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH FTI'S, TO ACT AS TECHNICAL AND FINANCIAL ADVISOR TO THE AUTHORITY IN ALL MATTERS PERTAINING TO THE PUERTO RICO ELECTRIC POWER AUTHORITY TRANSACTIONS CONTEMPLATED UNDER ACT NO. 120-2018, AS AMENDED, FOR THE AMOUNT OF TWO MILLION DOLLARS (\$2,000,000), INCLUDING REIMBURSABLE EXPENSES**

**WHEREAS**, pursuant to the enactment of the Puerto Rico Electric System Transformation Act, Act No. 120-2018, as amended ("Act 120"), the Puerto Rico Public-Private Partnerships Authority (the "Authority") is designated as the government entity authorized to and responsible for, among others, implementing the public policy regarding the sale, disposition and/or transfer of operations, functions and services ("PREPA Transactions") of Puerto Rico Electric Power Authority ("PREPA");

**WHEREAS**, the Authority is further tasked with determining the functions, services and/or facilities for which public-private partnerships shall be established, and which PREPA generation assets shall be sold;

**WHEREAS**, the Authority has identified FTI's as the advisors with the necessary experience to provide technical and financial consulting services in relation to the ongoing efforts by the Authority to execute the PREPA Transactions, pursuant to the terms and conditions described in the proposal dated July 24, 2019.

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Puerto Rico Public-Private Partnerships Authority, to authorize the Executive Director to enter into a Professional Services Agreement with FTI's, for the amount of two million dollars (\$2,000,000), including reimbursable expenses from the date of its execution up to June 30, 2020, and to execute all necessary documents in furtherance thereof.

 This Resolution shall be effective immediately upon its approval.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Puerto Rico Public-  
Private Partnerships Authority, this 29<sup>th</sup> day of July, 2019.

(SEAL)



MARGARITA CINTRÓN-SOLLA  
ASSISTANT SECRETARY



# GOVERNMENT OF PUERTO RICO

Puerto Rico Public-Private Partnerships Authority

## CERTIFICATE AS TO RESOLUTION

I, **MARGARITA CINTRÓN-SOLLA**, Assistant Secretary of the Board of Directors of the Puerto Rico Public-Private Partnerships Authority, **DO HEREBY CERTIFY** that attached hereto is a true, correct and complete copy of **Resolution 2019-05** which was duly adopted by the Board of Directors of this Bank at a meeting duly called and held on March 8, 2019, at which a quorum was present and acting throughout. Said Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect.

## RESOLUTION 2019-05

**TO AUTHORIZE THE EXECUTIVE DIRECTOR OF THE PUERTO RICO PUBLIC-PRIVATE PARTNERSHIPS AUTHORITY TO ENTER INTO AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH FTI'S AS A TECHNICAL AND FINANCIAL ADVISOR TO THE AUTHORITY FOR THE AMOUNT OF NINE HUNDRED NINETY-TWO THOUSAND SIX HUNDRED DOLLARS (\$992,600), INCLUDING REIMBURSABLE EXPENSES**

**WHEREAS**, pursuant to the provisions set forth in Act 29-2009, as amended, the Puerto Rico Public-Private Partnerships Authority ("Authority") is the government entity in charge of implementing the public policy that seeks to promote the establishment of public-private partnerships;

**WHEREAS**, the Authority requires technical and financial advisory consulting services in connection with the evaluation, development and implementation of Puerto Rico Electric Power Authority Transmission and Distribution System Project (the "Project");

**WHEREAS**, the Authority has identified FTI's as the advisors with the necessary experience to provide technical and financial consulting services in relation to the ongoing efforts by the Authority to execute the Project, pursuant to the terms and conditions described in the proposal dated February 2019.

*mt*

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Puerto Rico Public-Private Partnerships Authority, to authorize the Executive Director to enter into a Professional Services Agreement with FTI's, for the amount of nine hundred ninety-two thousand six hundred dollars (\$992,600), including reimbursable expenses from the date of its execution up to June 30, 2019, and to execute all necessary documents in furtherance thereof.

This Resolution shall be effective immediately upon its approval.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Puerto Rico Public-Private Partnerships Authority, this 19<sup>th</sup> day of July, 2019.

(SEAL)



MARGARITA CINTRÓN-SOLLA  
ASSISTANT SECRETARY





**GOVERNMENT OF PUERTO RICO**  
**Puerto Rico Public-Private Partnerships Authority**

**CERTIFICATE AS TO RESOLUTION**

I, **JANICE V. ORTIZ-VALENTÍN**, Assistant Secretary of the Board of Directors of the Puerto Rico Public-Private Partnerships Authority ("Authority"), **DO HEREBY CERTIFY** that attached hereto is a true, correct and complete copy of **Resolution 2020-30** which was duly adopted by the Board of Directors of this Authority at a meeting duly called and held on June 29, 2020, at which a quorum was present and acting throughout. Said Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect.

**RESOLUTION 2020-30**

**TO AUTHORIZE THE EXECUTIVE DIRECTOR OF THE PUERTO RICO PUBLIC-PRIVATE PARTNERSHIPS AUTHORITY TO ENTER INTO AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH FTI CONSULTING, TO ACT AS TECHNICAL AND FINANCIAL ADVISOR TO THE AUTHORITY IN ALL MATTERS PERTAINING TO THE PUERTO RICO ELECTRIC POWER AUTHORITY TRANSACTIONS CONTEMPLATED UNDER ACT NO. 120- 2018, AS AMENDED, FOR THE AMOUNT OF ONE MILLION DOLLARS (\$1,000,000), INCLUDING REIMBURSABLE EXPENSES**

**WHEREAS**, pursuant to the enactment of the Puerto Rico Electric System Transformation Act, Act No. 120-2018, as amended ("Act 120"), the Puerto Rico Public-Private Partnerships Authority (the "Authority") is designated as the government entity authorized to and responsible for, among others, implementing the public policy regarding the sale, disposition and/or transfer of operations, functions and services ("PREPA Transactions") of Puerto Rico Electric Power Authority ("PREPA");

**WHEREAS**, the Authority is further tasked with determining the functions, services and/or facilities for which public private partnerships shall be established, and which PREPA generation assets shall be sold;

**WHEREAS**, the Authority has identified FTI Consulting as the advisors with the necessary experience to provide technical and financial consulting services in relation to the ongoing efforts by the Authority to execute the PREPA Transactions, pursuant to the terms and conditions described in the proposal dated May 18, 2020.

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Puerto Rico Public-Private Partnerships Authority, to authorize the Executive Director to enter into a Professional Services Agreement with FTI Consulting, for the amount of one million dollars (\$1,000,000), including reimbursable expenses and to execute all necessary documents in furtherance thereof.

This Resolution shall be effective immediately upon its approval.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Puerto Rico Public-Private Partnerships Authority, this 2<sup>nd</sup> day of July, 2020.



**JANICE V. ORTIZ-VALENTÍN**  
**ASSISTANT SECRETARY**

**(SEAL)**