



RESOLUTION 5024

TO APPROVE THE EXECUTION OF THE PUERTO RICO THERMAL GENERATION FACILITIES AGREEMENT

WHEREAS: The Puerto Rico Electric Power Authority (PREPA), in compliance with the Puerto Rico Energy Public Policy Act, Act 17-2019, as amended (Act 17), is committed to transforming Puerto Rico's energy system into a modern, sustainable, reliable, efficient, cost-effective, and resilient system.

WHEREAS: Pursuant to the Puerto Rico Electric Transformation Act, Act 120-2018, as amended (Act 120), the Puerto Rico Public-Private Partnerships Authority ("PPP Authority"), is designated as the government entity authorized to and responsible for, among others, implementing the public policy related to the sale, disposition and/or transfer of operations, functions, and services of PREPA.

WHEREAS: In accordance with the powers delegated, the PPP Authority commenced a procurement process for the establishment of a public-private partnership for the management, operation, maintenance, management, and decommissioning, where applicable, in accordance with the Integrated Resources Plan, of PREPA's based-load generation plants, gas turbines peaking units, and fuel supply.

WHEREAS: The Public-Private Partnership Act, Act 29-2009, as amended, (Act 29) designates and authorizes the Partnership Committee, appointed by the Board of Directors of the PPP Authority, to approve the documents as required by the procedure for qualification, the request for proposals, the evaluation, and selection of the Partnership; to evaluate potential contractors and pre-qualify those most suitable to participate as Proponents, to evaluate the proposals submitted and select that which is best in each case, pursuant to the procedures provided in Act 29, to engage in or supervise the negotiation of the terms and conditions of the Partnership Contract and to prepare a report on the entire procedure leading to the establishment of a Partnership (Partnership Committee Report).

WHEREAS: Act 29 provides that the Partnership Committee shall submit the Partnership Committee Report for the approval of the Board of Directors of the PPP Authority and the Board of Directors of the Partnering Government Entity, in this case, to PREPA's Governing Board.

WHEREAS: As required by law, the Partnership Committee Report and the Puerto Rico Thermal Generation Facilities Agreement (Generation Agreement) were presented to PREPA's Governing Board for review and approval.



WHEREAS: As part of the requirements of Act 120, on January 15, 2023, the Puerto Rico Energy Bureau issued a resolution and order, which constitutes the Certificate of Compliance required by the Transformation Act, approving the Partnership Committee Report and the Generation Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Governing Board of the Puerto Rico Electric Power Authority as follows:

1. In consideration of the high public interest in the Partnership, being the Legacy Generation Asset project the second critical phase in PREPA's transformation process established in Act 17, and based on the reasons for the decision and recommendation made by the Partnership Committee as set forth in the Partnership Committee Report, this Governing Board hereby approves: (i) the Generation Agreement and such other documents related to this transaction and contemplated in the Generation Agreement (Transaction Documents) and any other related actions, and (ii) the Partnership Committee Report that recommends the award of the Partnership to Genera PR, LLC, and (iii) the execution of the Agreement by and between PREPA, PPP Authority, and Genera PR, LLC.
2. The Executive Director of PREPA and/or the Chairman of the Governing Board are hereby authorized to sign, execute, and deliver on behalf and in representation of PREPA the Generation Agreement and the Transaction Documents.
3. PREPA is hereby authorized to carry out any other action and execute all such documents, notices, certificates, or instruments that may deem necessary or desirable to give effect to the provisions of this Resolution, including in connection with the creation of any related bank accounts, and any other such action is hereby authorized and ratified.
4. PREPA is hereby authorized and empowered to perform all of its obligations under the Generation Agreement and the Transaction Documents and consummate the Partnership and the other transactions contemplated under the Transaction Documents, including to fund or pay or cause to be funded or paid all fees and expenses thereunder.

Approved in San Juan, Puerto Rico, on this nineteenth day of January two thousand twenty-three.


Astrid I. Rodríguez Cruz
Corporate Secretary