

**SECOND AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT**

APPEAR

AS A PARTY OF THE FIRST PART: the **PUERTO RICO PUBLIC PRIVATE PARTNERSHIPS AUTHORITY**, a public corporation of the Commonwealth of Puerto Rico, created and authorized to enter into this second amendment (this "Second Amendment") to the Agreement (as defined below) by Act No. 29 of June 8, 2009, as amended (hereinafter referred to as the "AUTHORITY"), represented herein by its Deputy Executive Director, Nelson Pérez Méndez, of legal age, attorney, married, and resident of Trujillo Alto, Puerto Rico (hereinafter referred to as the "Deputy Executive Director").

AS A PARTY OF THE SECOND PART: **CLEARY GOTTLIEB STEEN & HAMILTON LLP**, a limited liability partnership, incorporated under the laws of the state of New York, United States of America, represented herein by its Member, Richard J. Cooper, of legal age, married, attorney, and resident of the state of New York (the "Consultant"), authorized to execute this Second Amendment and the Agreement on behalf of the Consultant pursuant to that certain Certificate of Registration of Cleary Gottlieb Steen & Hamilton LLP dated December 16, 2004 filed with the New York State Department of State, Division of Corporations, State Records & UCC, and together with the Authority, the "Parties".

WITNESSETH

WHEREAS, on September 30, 2019, the Parties executed a Professional Services Agreement registered at the Office of the Comptroller as Contract Number 2019-PPP009 (as amended, the "Agreement") to provide legal advisory and consulting services in connection with the Puerto Rico Electric Power Authority ("PREPA") transactions contemplated under the Puerto Rico Electric System Transformation Act, Act No. 120-2018, as amended or supplemented from time to time (the "PREPA Transactions").

WHEREAS, on January 27, 2020, the AUTHORITY and the Consultant agreed to amend the Agreement to increase the total compensation amount to increase the maximum compensation amount of the Agreement to SEVEN MILLION SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$7,750,000). This amendment was registered at the Office of the Comptroller of Puerto Rico under contract number 2020-PPP019-A.

WHEREAS, the implementation and execution of the Agreement requires ongoing efforts and additional work in light of the nature of the PREPA Transactions, for which the Authority wishes to continue hiring the services of the Consultant. In furtherance thereof, the Parties have agreed to further amend the Agreement to extend the Term to July 31, 2020.

NOW, THEREFORE, the Parties agree to enter into this Second Amendment to the Agreement under the following:



TERMS AND CONDITIONS

FIRST: Section 1.2 of the Agreement is amended to read as follows:

Section 1.2 Term. This Agreement shall be in effect from the date of its execution until July 31, 2020 (the "Expiration Date"), provided that the Expiration Date may be extended by amendment executed in writing by both Parties.

SECOND: All other sections or clauses of the Agreement, as executed between the Parties, shall remain unaltered. It is specifically agreed that all other terms and conditions of the Agreement, not inconsistent with this Second Amendment, shall remain in full force and effect, and that this Second Amendment does not constitute a novation of the Agreement.

THIRD: Consultant shall not request any payment for services rendered under this Amendment until the AUTHORITY registers this Second Amendment at the Office of the Comptroller of Puerto Rico in accordance to Act. No. 18 enacted on October 30, 1975, as amended.

IN WITNESS THEREOF, the parties hereto sign this Second Amendment to the Agreement in San Juan, Puerto Rico, on June 25, 2020.

**PUERTO RICO PUBLIC PRIVATE
PARTNERSHIPS AUTHORITY**

Nelson Pérez Méndez
Deputy Executive Director
Tax Id. Number:

**CLEARY GOTTlieb STEEN &
HAMILTON LLP**

Richard J. Cooper
Member
Tax Id No.