


**FIRST 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 first amendment (this “First 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: **FTI CONSULTING**, a corporation incorporated under the laws of the state of Maryland, USA with its executive headquarters in Washington DC, represented herein by its Senior Managing Director Ellen Smith, of legal age, married, consultant, and resident of Putnam Station, New York, USA (the “Consultant”), and together with the Authority, the “Parties”.

WITNESSETH



WHEREAS, on September 4, 2019, the Parties executed a Professional Services Agreement registered at the Office of the Comptroller as Contract Number 2020-PPP016 (as amended, the “Agreement”) to provide financial 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.

WHEREAS, the implementation and execution of the Agreement requires ongoing efforts and additional work, for which the Authority wishes to continue hiring the services of the Consultant. In furtherance thereof, the Parties have agreed to further amend this Agreement to extend the Term to July 31, 2020 (the “Amendment”).

NOW, THEREFORE, the Parties agree to enter into this First 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 First Amendment, shall remain in full force and effect, and that this First 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 First 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 First 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

FTI CONSULTING, INC.



Ellen Smith
Senior Managing Director