

2018-P00029C

GOVERNMENT OF PUERTO RICO
PUERTO RICO ELECTRIC POWER AUTHORITY

AMENDMENT NO. 3 TO EMERGENCY MASTER SERVICE AGREEMENT FOR
PREPA'S ELECTRICAL GRID REPAIRS - HURRICANE MARIA

APPEAR

AS FIRST PARTY: The Puerto Rico Electric Power Authority (PREPA), a public corporation and government instrumentality of the Commonwealth of Puerto Rico, created by Act 83 of May 2, 1941, as amended, represented in this act by its Executive Director, Justo L. Gonzalez Torres, of legal age, married, engineer and resident of Juan Díaz, Puerto Rico.

AS SECOND PARTY: Whitefish Energy Holdings, LLC (Whitefish) a partnership organized and existing under the laws of the State of Montana, United States of America, with a place of business at 530 W. 19th St., Suite 200, Whitefish, MT 59937, herein represented by Andy Techmanski, of legal age, married, and a resident of Montana, (hereinafter referred to collectively as "the Contractor").

WHEREAS: PREPA and the Contractor entered into an "Emergency Mater Services Agreement for PREPA's Electrical Grid Repairs -- Hurricane Maria" on September 26, 2017 (the "Original Contract").

WHEREAS: The Original Contract was amended and superseded *in toto* by the "First Amendment to Emergency Master Service Agreement for PREPA's Electrical Grid Repairs -- Hurricane Maria" on October 17, 2017 (the "Amended Contract").

WHEREAS: The Amended Contract was further amended by the "Second Amendment to Emergency Master Service Agreement for PREPA's Electrical Grid Repairs -- Hurricane Maria" on October 27, 2017 (the "Second Amendment").

WHEREAS: PREPA and the Contractor agree that Article 59 of the Amended Contract needs to be amended.

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WITNESSETH

In consideration of the mutual covenants hereinafter stated, the Parties agree as follows:

TERMS AND CONDITIONS

1. PREPA and Contractor agree that clause (1) of Article 59 of the Original Contract is hereby deleted in its entirety and replaced with the following, effective as of October 17, 2017:

ARTICLE 59: Access to Records

- 1) The Contractor agrees to provide PREPA, the Commonwealth of Puerto Rico, the FEMA Administrator, the Comptroller General of the United States, or any of their authorized representatives access to any books, documents, papers, and records of the Contractor which are directly pertinent to this Contract for the purposes of making audits, examinations, excerpts, and transcriptions, during Contractor's performance of the Contract and for up to three (3) years from the date of the submission of the final expenditure report provided to FEMA.

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2. PREPA and Contractor agree that Article 59 of the Original Contract is further amended by adding a clause (3):
 - 3) Consistent with Article 9(2) of this the Contractor agrees to provide the FEMA Administrator or his authorized representatives access to construction or other work sites pertaining to the work being completed under the Contract.
3. Except as set forth herein, the Original Contract as amended remains in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment on this 28th day of November, 2017.

Puerto Rico Electric Power Authority

Whitefish Energy Holding LLC


Justo Luis Gonzalez Torres
Executive Director


Andy Techmanski
Chief Executive Officer