

**COMMONWEALTH OF PUERTO RICO
PUERTO RICO ELECTRIC POWER AUTHORITY**

SECOND AMENDMENT

**PROFESSIONAL SERVICES CONTRACT
2021-P00004 B**

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 (Act 83), represented in this act by its Executive Director, Efran Paredes Maisonet, of legal age, married and resident of Bayamón, Puerto Rico. -----

AS SECOND PARTY: Hogan Lovells US, LLP (Consultant) a limited liability partnership organized and existing under the laws of the District of Columbia herein represented by Adam M. Kushner, its Partner, of legal age, and resident of the State of Maryland, United States of America, whose authority of representation is evidenced by a Power of Attorney dated March 1, 2021. -----

Both PREPA and Consultant are herein individually referred to as a "Party" and collectively referred to as the "Parties". -----

RECITALS

WHEREAS: PREPA, by virtue of Act 83, has the authority to engage those professional, technical and consulting services necessary and convenient for its activities, programs, and operations. -----

WHEREAS: The appearing Parties executed Professional Services Contract 2021-P00004 (Contract) on June 30, 2020, to provide PREPA legal advisory services.

The Contract had a maximum amount of one million five hundred thousand dollars (\$1,500,000) (Contract Amount) through June 30, 2021. -----

WHEREAS: On November 13, 2020, the Parties executed the First Amendment to amend the Appendix B of the Contract. -----

WHEREAS: At present the Consultant is supporting PREPA in cases before the United States Department of Justice and the Federal Environmental Protection Agency related to the Civil Case 93-2527. Also the Consultant is assisting PREPA in achieve a consent decree for the compliance with federal regulations regarding the Mercury and Air Toxic Standards and the State Implementation Plan, recently approved to Puerto Rico. Because of the aforementioned, it is necessary for the Consultant to have available technical personnel that will allow to deal with these specific tasks. These personnel were not included in the Appendix B of Contract. -----

WHEREAS: For the abovementioned situation the Planning and Environmental Directorate (PID), requested an amendment of the Appendix B of the Contract to include the technical personnel needed. -----

THEREFORE: In order to have available the personnel needed the Parties hereby agree to enter into this Second Amendment under the following: -----

TERMS AND CONDITIONS

FIRST: The Parties agree to amend Article 6. Payment, to supersede and replace the Appendix B of the Contract. The new Appendix B is included as an Annex of this Second Amendment. The remaining language of Article 6, as amended, shall remain unaltered and fully enforceable. -----

All payments performed under this Amendment will be charged to PREPA's budget account number 01-4019-92319-556-673. -----

SECOND: As for the original Contract, Consultant will continue to comply with all applicable State Law, Regulations or Executive Orders that regulate the contracting process and requirements of the Commonwealth of Puerto Rico. Particularly, Act 237-2004, as amended, which establishes uniform contracting requirements for professional services. -----

A. Consultant shall provide, at the execution date of this Second Amendment, the following documents: -----

1. The Consultant shall present, the Certification issued by the Puerto Rico Child Support Administration (known in Spanish as the *Administración para el Sustento de Menores (ASUME)*), which indicates that the Consultant nor any of its owners, affiliates or subsidiaries, if applicable, is in compliance with the withholdings required by law as an employer, to collect child support payments that may be registered with ASUME. If this Certification shows a debt, and Consultant has requested a review or adjustment of this debt, Consultant will certify that it has made such request at the time of the Contract execution. If the requested review or adjustment is denied and such determination is final, Consultant will provide, immediately, to PREPA a proof of payment of this debt; otherwise, Consultant accepts that the owed amount be offset by PREPA and retained at the origin, deducted from the corresponding payments. -----

2. The Consultant shall provide Certificate of Incorporation or Certificate of



Organization or Certificate of Authorization; and Good Standing Certificate. -----

THIRD: The Parties acknowledge that the Contractor has submitted the certification titled "Contractor Certification Requirement" required in accordance with the Contract Review Policy of the Financial Oversight and Management Board for Puerto Rico, effective as of November 6, 2017 and amended on October 30, 2020, signed by the Contractor's Executive Director (or another official with an equivalent position or authority to issue such certifications). A signed copy of the "Contractor Certification Requirement" is included as an annex to this Contract. -----


FOURTH: Consultant understands and agrees that PREPA is prohibited to process any payment under the Contract until the enumerated documents are submitted to PREPA. --

FIFTH: Payment for services under this Second Amendment will not be made until this Amendment is properly registered in the Office of the Comptroller of the Government of Puerto Rico pursuant to Act 18 of October 30, 1975, as amended. -----

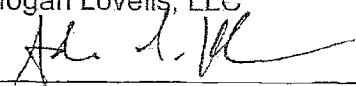
SIXTH: The Parties agree that all other terms, conditions, specifications, stipulations, insurances, and requirements established in the Contract shall remain unaltered and fully enforceable. -----

In WITNESS WHEREOF, the Parties hereto have agreed to execute this Second Amendment to the Contract in San Juan, Puerto Rico, on this 10 day of March, 2021. -----

Puerto Rico Electric Power Authority


Efran Paredes Maisonet
Executive Director
Tax ID: 660-43-3747

Hogan Lovells, LLC


Adam Kushner
Partner
Tax ID: 53-0084704

Appendix B

Hogan Lovells Attorney/Expert	Title	Existing Applicable PREPA Rates	Proposed Applicable PREPA Rates	Area of Expertise
Adam Kushner	Client Relationship Partner	\$1,410.00	\$1,245.00	Federal Environmental Law (Clean Air Act, Superfund, Resource Conservation and Recovery Act), EPA and Justice Department Enforcement
Jim Banks	Partner	\$1,272.00	\$1,125.00	Corps of Engineers, Natural Gas Port Permitting, National Environmental Policy Act, Clean Water Act Permitting
Jennifer Adams	Partner	\$1040.00	\$920.00	Environmental Litigation
Ana Gutierrez	Partner	\$1,008.00	\$930.00	Clean Air Act, National Environmental Policy Act, Public Lands, Endangered Species Act
Greg Junge	Partner	\$1,104.00	\$985.0	Federal Energy Regulatory Commission
Maria Ramirez	Partner	\$1,002.00	\$900.00	Commercial/Contracts Litigation
Scott Reisch	Partner	\$1,230.00	\$1,095.00	Environmental Transactions and Due Diligence
Mary Anne Sullivan	Senior Counsel	\$1,260.00	\$1,110.00	Department of Energy
Hilary Tompkins	Partner	\$1,176.00	\$1,015.00	FEMA, National Marine Fisheries Service, DOI
Ivan Zapien	Partner	\$1,080.00	\$935.00	Legislation and Political Law — White House, Congress
Hayley Fink	Senior Associate	\$924.00	\$870.00	Federal Environmental Law
Allison Hellreich	Senior Associate	\$984.00	\$900.00	Federal Energy Law
Emily Kimball	Counsel	\$1,008.00	\$920.00	Federal Environmental Law
Joseph Smith	Senior Associate	\$816.00	\$780.00	Federal Environmental Law
Marta Orpizewska	Senior Associate	\$876.00	\$820.00	Federal Environmental Law

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Hogan Lovells Attorney/Expert	Title	Existing Applicable PREPA Rates	Proposed Applicable PREPA Rates	Area of Expertise
Hillary Neger	Associate	\$775.00	\$720.00	Federal Environmental Law
Timothy Roth	Associate	NA	\$715.00	Federal Environmental Law
Misty Howell	Associate	NA	\$715.00	Federal Environmental Law
Fernando Diaz	Associate	NA	\$835.00	Federal Environmental Law

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Roux Associates	Title	Existing Approved PREPA Rates	Proposed Applicable PREPA Rates	Area of Expertise
Adam Love	Vice President	NA	\$520.00	Allocation and Environmental Forensics
Rachel Maxwell	Senior	NA	\$312.00	Allocation and Environmental Forensics
Sara Bassett	Senior	NA	\$312.00	Allocation and Environmental Forensics
Emily Siegel	Project	NA	\$294.00	Allocation and Environmental Forensics
Stella Keck	Project	NA	\$294.00	Allocation and Environmental Forensics
Crystal Stowell	Project	NA	\$294.00	Allocation and Environmental Forensics
Charmayne Floyd	Staff	NA	\$276.00	Allocation and Environmental Forensics
Lauren Mitchell	Staff	NA	\$276.00	Allocation and Environmental Forensics

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Sonoma Technology Team	Title	Existing Approved PREPA Rates	Proposed Applicable PREPA Rates	Area of Expertise
Lyle Chinkin	Chief Scientist / Chief Executive Officer	NA	\$581.00	Preparation and assessment of emissions inventories of air pollutants and air quality analysis
Tami Lavezzo	Vice President / Senior Scientist	NA	\$431.00	Modeling, analysis, and outreach software tools, Litigation service projects
Lynn Alley	Atmospheric Scientist	NA	\$279.00	Air quality dispersion modeling and impact assessments, and interpreting models
Ken Craig	Manager, Atmospheric and Emissions Modeling Group / Senior Atmospheric Scientist	NA	\$413.00	Air quality dispersion modeling and impact assessments, and interpreting models
Garnet Erdakos, PhD	Atmospheric Scientist	NA	\$307.00	Air quality dispersion modeling and impact assessments, and interpreting models
ShihYing Chang, PhD	Air Quality Scientist	NA	\$292.00	Air quality dispersion modeling and impact assessments, and interpreting models
Eric Sussman, PE	Atmospheric Scientist	NA	\$218.00	Air quality engineering, dispersion modeling and impact assessments, and interpreting models
Olivia Ryder, PhD	Atmospheric Scientist	NA	\$230.00	Air quality analysis, Geographic Information Systems (GIS)
Samantha Kramer, PhD	Air Quality Data Scientist	NA	\$218.00	Air quality analysis, Geographic Information Systems (GIS)
Josette Marrero, PhD	Manager, Southern California Field Group	NA	\$292.00	Atmospheric science, air quality measurements and data analysis

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Sonoma Technology Team	Title	Existing Approved PREPA Rates	Proposed Applicable PREPA Rates	Area of Expertise
Jana Schwartz	Manager, Corporate Services Department / Publications Specialist	NA	\$392.00	Technical editing and document production
Bryant West	Technical Editor	NA	\$178.00	Technical editing and document production

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