



## GOVERNMENT OF PUERTO RICO

Puerto Rico Electric Power Authority

Governing Board

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### RESOLUTION 4675

#### Appointment of Robert G. Poe as PREPA Governing Board Representative to PREPA Holdings, LLC

- WHEREAS: The Puerto Rico Electric Power Authority ("PREPA") was created in 1941 as a public corporation and governmental instrumentality of the Government of Puerto Rico by Act No. 83 of the Legislative Assembly of Puerto Rico, approved May 2, 1941, as amended ("Act 83").
- WHEREAS: PREPA is governed by its Governing Board and Act 83 imposes on said Governing Board a general fiduciary duty to PREPA and its customers that requires a responsible stewardship of all assets of the public corporation and each of the subsidiaries of PREPA. In addition, as of the present date, separate duties are imposed on PREPA by various laws including, but not limited to, the Puerto Rico Electric System Transformation Act and the Puerto Rico Oversight, Management and Economic Stability Act.
- WHEREAS: PREPA is the owner and holder of 100% of the equity and membership interests of PREPA Holdings, LLC, a Delaware Limited Liability, which in turn owns and holds 100% of the equity and membership interests of PREPA Networks, LLC, a Delaware Limited Liability Company.
- WHEREAS: On September 20, 2016, PREPA's Governing Board issued Resolution No. 4422, through which it modified the composition of the PREPA Holdings, LLC, Administrative Board to be distributed as follows: Two (2) Members will represent PREPA's Governing Board; Two (2) Members, PREPA's Executive Director and its Financial Director, will be *Ex Officio* representatives of PREPA, and Five (5) Members will represent the consumers' interests.
- WHEREAS: On August 29, 2018, PREPA's Governing Board issued Resolution No. 4651, appointing Eng. Ralph A. Kreil Rivera as its representative before the PREPA Holdings, LLC, Administrative Board.



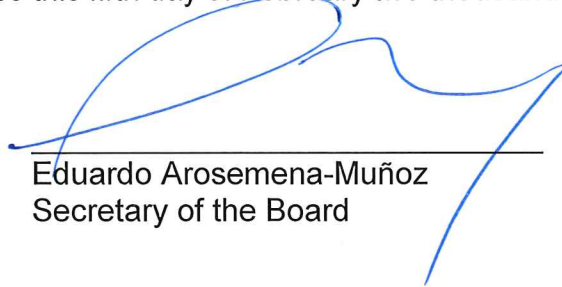
WHEREAS: Currently, the PREPA Holdings, LLC, Administrative Board has one vacancy to be filled or occupied by one of the PREPA Governing Board's representatives.

WHEREAS: PREPA's Governing Board deems it in its best interest to appoint Mr. Robert G. Poe, one of its independent members, as its representative before said company's Administrative Board.

NOW, THEREFORE, BE IT RESOLVED, by the Governing Board as follows:

Appoint Mr. Robert G. Poe as its representative before the PREPA Holdings, LLC, Administrative Board. His term as such will be parallel to his term as member of PREPA's Governing Board.

Adopted in San Juan, Puerto Rico this fifth day of February two thousand nineteen.



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Eduardo Arosemena-Muñoz  
Secretary of the Board