



PUERTO RICO
**FISCAL AGENCY
& FINANCIAL ADVISORY**
AUTHORITY

FIRST ADDENDUM TO REQUEST FOR PROPOSAL FOR SETTLEMENT AGENT SERVICES

For Services in Connection with the Settlement of Securities to be Issued Upon Confirmation and Effectiveness of the Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, Et Al

RFP Issue Date: November 8, 2021

First Addendum to RFP Issue Date: November 9, 2021

THE AUTHORITY RESERVES THE RIGHT TO REJECT ANY AND ALL PROPOSALS, TO FURTHER NEGOTIATE ANY PROPOSAL AND TO WAIVE ANY IRREGULARITIES OR NON-COMPLIANCE WITH THE INSTRUCTIONS SET FORTH HEREIN, AT ITS SOLE DISCRETION. ALL PROPOSALS BECOME PROPERTY OF AAFAF UPON SUBMISSION.



FIRST ADDENDUM TO REQUEST FOR PROPOSAL FOR SETTLEMENT AGENT SERVICES

On November 8, 2021, the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) issued a request for proposals (“RFP”) seeking settlement agent services, as detailed therein.

AAFAF has received questions regarding the RFP as of the date of this First Addendum to the RFP and hereby provides the following clarifications:

1. Is there a draft of the Issue Price Certificate available for review?

At this time, there is no draft of the Issue Price Certificate. For purposes of Section 2(b) of the RFP, the Settlement Agent is expected to agree to assist the Commonwealth in establishing the issue price of the New GO Bonds (as defined in the Disclosure Statement for the Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, Et Al. (the “Disclosure Statement”)) and shall execute and deliver to the Commonwealth an “issue price” or similar certificate, together with the supporting pricing or equivalent information, as may be deemed appropriate or necessary, in the reasonable judgment of the Settlement Agent, the Commonwealth, and Bond Counsel, to accurately reflect, as applicable, the fair market value of the Bonds based on actual sales pricing information during the 31-day period ending 15 days after the issue date.

The Settlement Agent may also be required to execute or deliver an issue price certificate with respect to the CVIs (as defined in the Disclosure Statement), together with the supporting pricing or equivalent information, as may be deemed appropriate or necessary, in the reasonable judgment of the Settlement Agent, the Commonwealth, and Bond Counsel, to accurately reflect, as applicable, the fair market value of the CVIs based on actual sales pricing information or such other information as, in the reasonable judgement of the Settlement Agent, the Commonwealth, and Bond Counsel is necessary to establish the fair market value of the CVIs.

2. What secondary market capabilities are being requested or expected as regards the CWPOA. Clarifying this would help us cost out the services.

Please refer to Section 2(c) of the RFP as we understand the request is self-explanatory.



3. Pertaining to the requirements/duties of settlement agent in question 2(a) in the RFP, can you please advise the total number of CUSIPS that will need to be obtained and made eligible for the Commonwealth?

As illustrated in pages 26-29 of the Disclosure Statement for the Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, Et Al. (available at <https://oversightboard.pr.gov/>), the total anticipated number of CUSIPs needed to be obtained and made eligible is __, as detailed below:

Type of Bond	Number of CUSIPs ¹
GO Current Interest Bonds	11
GO Capital Appreciation Bonds	8
GO Contingent Value Instrument	1
Total Number of CUSIPs	20

1 Preliminary, subject to change.

In addition, the Settlement Agent may be required to assist in obtaining and/or making eligible CUSIPs for certificates of participation in custodial trusts. The number of CUSIPs needed for these custodial trusts is not currently known.

This First Addendum to the RFP only clarifies the scope of the RFP and, accordingly, should not be interpreted as a modification or change to the RFP.