

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO <u>et al.</u>,</p> <p>Debtors.¹</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3283-LTS (Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>PUERTO RICO ELECTRIC POWER AUTHORITY,</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 4780-LTS</p>

AMENDED AND RESTATED² ORDER REGARDING PROCEDURES
FOR NOVEMBER 14, 2023, DISCLOSURE STATEMENT HEARING

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² This Amended and Restated Order modifies the prior order issued by the Court (Docket Entry No. 25355 in Case 17-3283 and Docket Entry No. 4011 in Case No. 17-4780) by (i) explaining that, due to capacity constraints, the Court will prioritize admission of a

The Court will hear oral argument in connection with the *Motion of Puerto Rico Electric Power Authority for Order (I) Approving Supplemental Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Voting Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Election Deadlines, and (VIII) Approving Vote Tabulation Procedures* (Docket Entry No. 25166 in Case No. 17-3283) (the “Disclosure Statement Motion”)³ on **November 14, 2023, from 9:30 a.m. to 12:50 p.m. (Atlantic Standard Time) (8:30 a.m. Eastern Standard Time)**, and resume, if necessary, from **2:10 p.m. to 5:00 p.m. (Atlantic Standard Time)** (the “Hearing”).

The Court will conduct the Hearing in the United States District Court for the District of Puerto Rico, 150 Carlos Chardón Street, Federal Building, San Juan, Puerto Rico 00918-1767 (the “Hato Rey Courtroom”), and by video teleconference in Courtroom 17C of the United States District Court for the Southern District of New York, Daniel Patrick Moynihan Courthouse, 500 Pearl Street, New York, NY 10007 (the “New York Courtroom”). The Hearing shall be governed by the following procedures.

Registration for In-Person Attendance and Listen-In Facilities for Attorneys, Members of the Public and Press

1. **In-Person Participation.** Judge Swain will be present in the Hato Rey Courtroom. Attorneys that have filed a timely objection to or statement concerning the

limited number of attorneys to the Hato Rey Courtroom at any time during the Hearing and (ii) encouraging individuals who are not participating in the Hearing to monitor the proceeding by utilizing the provided listen-only telephonic access line or by observing in person in the New York Courtroom.

³ All docket entry number references are to Case No. 17-3283 unless specified otherwise.

Disclosure Statement Motion and intend to participate in the Hearing must register their appearance by filing an Informative Motion in accordance with paragraph 4. An individual Party not represented by counsel, who has timely filed an objection and wishes to participate, will be permitted to participate as set forth in paragraph 4. Counsel or individual Parties not represented by counsel who are scheduled to participate in the Hearing are expected to appear in person (either in the Hato Rey Courtroom or the New York Courtroom). **Only Parties who are identified in properly submitted registration documents, including a Party Appearance Sheet, will be permitted to appear and participate at the Hearing.** All proceedings will be conducted in the English language as required by law. See 48 U.S.C. § 864. If an individual Party not represented by counsel has filed a Party Appearance Sheet indicating a need for interpretation services, the Oversight Board is directed to arrange for a **certified** interpreter to be present at the Hato Rey Courtroom during the Hearing. **In light of capacity constraints, there will be no designated courtroom for overflow attendance in the Hato Rey Courtroom. To the extent necessary, the Court will prioritize admission to the Hato Rey Courtroom to allow the Oversight Board and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) to have up to four attorneys in the Hato Rey Courtroom at a time, and each other Party to have up to two attorneys in the Hato Rey Courtroom at a time during the Hearing.** Space for other observers in the Hato Rey Courtroom is subject to capacity constraints for this public proceeding. Recording and retransmission of the proceedings by any means are prohibited.

2. **Listen-Only Public Access to the Hearing.** Members of the public, press, and attorneys may **listen to but not participate in** the Hearing by dialing (888) 363-4749, and, when prompted, entering the access code (7214978) and security code (7533) for listen-only access. This telephonic access line for the press and the general public will be in listen-only

mode at all times. Recording and retransmission of the proceedings by any means are prohibited.

3. **Live Observation or Video Feed of the Hearing.** Due to limited space in the Hato Rey Courtroom, the Court cannot guarantee that there will be sufficient space for counsel and members of the public who are not participating in the hearing. Therefore, counsel and members of the public and press who wish to **view or monitor but not participate** in the Hearing may, subject to possible capacity constraints, do so by appearing in person at the Hato Rey Courtroom, and are encouraged to do so by either monitoring the telephonic access line provided in paragraph 2 or observing the video feed in person in the New York Courtroom.

Party Informative Motion and Exhibit List Procedures

4. Counsel for any party in interest (each, a “Party”) and any individual Party not represented by counsel that wishes to participate in the Hearing must file an informative motion by **November 6, 2023, at 5:00 p.m. (Atlantic Standard Time)**. The informative motion shall contain a completed Exhibit A and Exhibit B. Counsel who have not filed exhibits and/or demonstratives may write “N/A” on the Exhibit B cover sheet.

a. Party Appearance Sheet. Counsel for any Party that has filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and wishes to participate in the Hearing must register an appearance by completing the Party Appearance Sheet. Counsel must identify (a) the Party for which they intend to appear, and (b) the name(s), email address(es), law firm(s), phone number(s) and method of appearance for the attorney(s) who wish to participate in the Hearing.

b. Parties not represented by counsel. Any individual Party who has filed a timely objection to or statement concerning the Disclosure Statement Motion or the Confirmation Procedures Motion and wishes to participate in the Hearing must file a signed

informative motion and a Party Appearance Cover Sheet (the form of which is attached as Exhibit A to this Order) as Exhibit A to the Informative Motion, no later than **November 6, 2023, at 5:00 p.m. (Atlantic Standard Time)**. The informative motion and Party Appearance Cover Sheet must be mailed or hand delivered to the Clerk's Office at the United States District Court for the District of Puerto Rico located at 150 Ave. Carlos Chardon Suite 150, San Juan, Puerto Rico 00918, so as to be received no later than **November 6, 2023, at 5:00 p.m. (Atlantic Standard Time)**. **An individual Party not represented by counsel will only be permitted to appear in person and participate in the Hearing if he or she filed a timely objection or response to the Disclosure Statement Motion and filed a timely Informative Motion and Party Appearance Cover Sheet.** Each such person must appear in person either at the Hato Rey Courtroom or the New York Courtroom to participate in the Hearing.

c. Exhibit List/Demonstrative Procedures and Exhibit Cover Sheet. Exhibit Lists are due by **November 6, 2023**. Importantly, you **must file the exhibits and Exhibit List using the procedures set forth below, before you are able to file the Exhibit Cover Sheet.**

Each Party must follow the below instructions for filing the Exhibit List.

- i. Each Party is directed to file an Exhibit List using the CM/ECF event "Motion Submitting."
- ii. Each Party must upload each exhibit as a separate attachment to the Exhibit List. Hyperlinks may not be used in lieu of uploading exhibits.
- iii. The Exhibit List is intended to be a single filing (with multiple exhibits). If your Exhibit List and attachments exceed the upload capacity of CM/ECF, you may divide your submission into multiple filings.

A. **Large Exhibits.** If a single exhibit is too large to file, Parties shall divide the exhibit into separate attachments. In this scenario, the Party assigns each part of the exhibit **the same exhibit letter or number**, and types in the text field "Part 1 of [Total Number]." Parties **must** use the same exhibit letter or number to indicate to the Court that an uploaded exhibit is continued in the next attachment. For example, if "Party ABC" needs to divide

Exhibit C into 3 attachments due to its size, “Party ABC” will upload and designate the exhibit as follows: Exhibit C: “Part 1 of 3,” the next attachment as Exhibit C “Part 2 of 3,” and the final attachment as Exhibit C “Part 3 of 3.” The next attachment will then proceed to Exhibit D.

- B. **Multiple Filings.** If a group of exhibits reaches the 20MB capacity for a single CM/ECF filing, the Party must continue to file their exhibits by starting a new filing. The Party will again select the “Motion Submitting” CM/ECF Activity when filing the next set of exhibits. The main document for a continued filing should be titled “Continued Exhibits of [Party Name]” and may include a list of the exhibits attached to that single filing.

The Exhibit Cover Sheet, Exhibit B to the Pretrial Informative Motion, must include all docket entry numbers for each exhibit that was filed in connection with the Exhibit List. Thus, a Party is only able to complete the Exhibit Cover Sheet after the Party has filed their Exhibit List.

Pre-Hearing Filing Deadlines

5. **Party Informative Motion and Party Appearance Cover Sheet.** Counsel for any party in interest and any individual Party not represented by counsel that wishes to participate in the Hearing must file an informative motion by **November 6, 2023, at 5:00 p.m. (Atlantic Standard Time)** as set forth in paragraph 3, above. Each Informative Motion must be accompanied by a Party Appearance Cover Sheet, otherwise, the Party will not be registered to participate in the proceedings.

6. **Agenda.** An agenda outlining the matters to be addressed and the projected timetable shall be filed by Debtors’ counsel by **November 10, 2023**. The agenda shall also include a compilation of the information filed pursuant to Paragraph 4, supra, including (a) the names of the individuals who intend to appear and speak on behalf of each relevant party in connection with each of the motions, (b) the order in which the parties to the relevant motions

shall present argument, and (c) time allocations for each party. Debtors' counsel shall file a revised agenda on **November 13, 2023**, if circumstances have changed or if requested to do so by the Court. Debtors' counsel shall email a proposed agenda, including preliminary time allocations, to the Court by **November 9, 2023, at 12:00 p.m. (Atlantic Standard Time)**.

7. **Exhibits or Demonstratives.** To the extent that a Party intends to direct the Court's attention to particular exhibits and/or demonstratives at the Hearing, it shall file a separate informative motion using the Exhibit Cover Sheet (the form of which is attached as Exhibit B to this Order) by **5:00 p.m. (Atlantic Standard Time) on November 6, 2023**. The informative motion must (i) include the Exhibit Cover Sheet and (ii) include each exhibit and/or demonstrative as a separate, text searchable attachment. The naming convention of each exhibit must adhere to the specifications indicated on the Exhibit Cover Sheet.

SO ORDERED.

Dated: October 11, 2023

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

EXHIBIT A¹
PARTY APPEARANCE SHEET

Name of Party	
Attorney(s) Representing Party (provide the listed information for each attorney who may appear for the Party): <ul style="list-style-type: none"> • Appearance Method (In Person NY or In Person PR) • Name, • Email, • Law Firm, • Phone Number • Docket Entry No. for the Attorney’s Notice of Appearance or Party in interest Not Represented by Counsel: <ul style="list-style-type: none"> • Appearance Method (In Person NY or In Person PR), Name, Email, Phone Number, Proof of Claim Number (if any) 	
If a Party files a supplemental Party Appearance Sheet, the Party must include the Docket Entry No. of the original appearance sheet in the new filing which must be clearly marked as a “Supplemental” Party Appearance Sheet.	

¹ This Party Appearance Sheet must be attached to a party in interest’s Informative Motion as **Exhibit A**.

EXHIBIT B¹
 PARTY EXHIBIT COVER SHEET

Name of Party		
Does the Party intend to offer evidence?		
Docket Entry No. for Party Exhibit List		
Exhibit Identifier ²	Docket Entry No. of Exhibit	Is there a pending request to seal this Exhibit?
Pursuant to Bankruptcy Local Rule 9037-1(a), parties and counsel are solely responsible for redacting the personal identifiers enumerated in Fed. R. Bank. P. 9037(a).		

¹ This Party Exhibit Cover Sheet must be attached to a party in interest’s Informative Motion as **Exhibit B**.

² Each Exhibit should be named in sequential party-identified numbering (e.g., “FOMB Ex. 1” or “UCC Ex. A”).