

**GOVERNMENT OF PUERTO RICO  
PUBLIC SERVICE REGULATORY BOARD  
PUERTO RICO ENERGY BUREAU**

**NEPR**

**Received:**

**May 14, 2025**

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**IN RE:** AMENDMENT TO POWER PURCHASE AGREEMENT EXECUTED BY THE PUERTO RICO ELECTRIC POWER AUTHORITY AND PUNTA LIMA WIND FARM, LLC

**CASE NO.:**

**PETITION TO SUBMIT AMENDMENT OF PUNTA LIMA WIND FARM, LLC'S AMENDED AND RESTATED PPOA FOR THE REVIEW AND APPROVAL BY THE ENERGY BUREAU**

TO THE HONORABLE PUERTO RICO ENERGY BUREAU:

**COMES NOW** the Puerto Rico Power Authority ("PREPA"), through its counsel of record, and respectfully submits and prays as follows:

1. On July 3, 2009, Punta Lima Wind Farm, LLC ("Punta Lima") and PREPA executed a *Power Purchase Operating Agreement* ("PPOA"), with an approximately 26-megawatt qualifying facility capable of operating wind power.
2. Nonetheless, on September 20, 2017, Hurricane Maria struck Puerto Rico and caused significant damage to Punta Lima, resulting in a total loss. Punta Lima made efforts to renegotiate and rebuild itself; however, these efforts were unsuccessful. Consequently, in 2019, Banco Santander of Puerto Rico ("Banco Santander"), Punta Lima's lender, took over.
3. After several discussions, on July 18, 2023, PREPA and Punta Lima executed an *Amended and Restated PPOA*. Under the PPOA, Punta Lima achieved Commercial Operation Date ("COD") by March 7, 2024.

4. On November 7, 2024, Punta Lima notified PREPA that Banco Santander executed an equity capital contribution agreement with Polaris Renewable Energy Investments Panama, S.A. ("Polaris"). Therefore, Punta Lima requested PREPA its approval for the equity capital contribution agreement and to amend the PPOA to extend the timeline to design, procure, and install the battery energy storage systems required to meet the Minimum Technical Requirements ("MTR") and achieve the second phase of the Commercial Operation Date ("COD").

5. On January 21, 2025, PREPA approved the equity capital contribution agreement with Polaris and, consequently, the amendment to the PPOA.

6. Consequently, on April 30, 2025, PREPA's Governing Board approved the amendment to Punta Lima's PPOA, subject to the approval of this Honorable Energy Bureau and the Financial Oversight and Management Board ("FOMB").

7. The proposed amendments include: (i) an extension of Phase 2 COD for eighteen (18) months from the effective date of the proposed amendment; and (ii) in the termination clause, to provide that PREPA may terminate the PPOA if Punta Lima fails to achieve Phase 2 COD within twenty-four (24) months after the proposed amendment effective date.

8. The proposed amendments are necessary because, although Punta Lima achieved COD on March 7, 2024, the PPOA allows eighteen (18) months thereafter to achieve Phase 2 COD. Also, under Section 16.1(e)(iii), PREPA may terminate the PPOA if Phase 2 COD is not achieved by March 7, 2026. As Punta

Lima cannot meet this deadline without an extension, the amendment is both a practical and legal imperative to preserve compliance and avoid termination.

9. Pursuant to the above, PREPA hereby submits, for the Energy Bureau's evaluation and approval, Amendment No. 1 to the Amended and Restated Power Purchase and Operating Agreement for Punta Lima (**Exhibit A**).

10. Given that the information contained in Exhibit A is part of a deliberative process, incorporates trade or business secrets that are deemed confidential according to applicable law, and have been requested by Resource Providers it must be maintained in a confidential manner, PREPA hereby requests that the Exhibit A be kept confidential, until the execution of the proposed amendment, if approved by the Energy Bureau and the FOMB.

11. Article 6.15 of the *Puerto Rico Energy Transformation and RELIEF Act* provides that "any person who is required to submit information to the Energy [Bureau] believes that the information to be submitted has any confidentiality privilege, such person may request the [Bureau] to treat such information as such[.]" Act 57 at Art. 6.15 states that "If the Energy [Bureau], after the appropriate evaluation, believes such information should be protected, it shall grant such protection in a manner that least affects the public interest, transparency, and the rights of the parties involved in the administrative procedure in which the allegedly confidential document is submitted." *Id.* at Art. 6.15 (a). If the Energy Bureau determines that the information is confidential, "the information shall be duly safeguarded and delivered exclusively to the personnel

of the Energy [Bureau] who needs to know such information under nondisclosure agreements.” *Id.* at Art. 6.15 (c). “The Energy [Bureau] shall swiftly act on any privilege and confidentiality claim made by a person subject to its jurisdiction by means of a resolution to such purposes before any allegedly confidential information is disclosed.” *Id.* at Art. 6.15 (d).

12. In the exercise of its powers, the PREB and PREPA approved Regulation 8815<sup>1</sup>, which has a force of law. *Id.* at Art. 6.3 (b). Regulation 8815 includes language in Art. 10.2, which protects confidential information in those competitive bidding processes contemplated in the regulation. In its pertinent part, it states that “[o]nce the Contract has been executed, the Authority shall make public the report of the Project Committee which shall contain the information related to the procurement, evaluation, scoring, selection and negotiation process, and the information contained in the Proposal as required by law, except trade secrets, proprietary or privileged information of the Proponent clearly identified as such by the Proponent, or information that must otherwise be protected from publication according to law, unless otherwise ordered by a court order, in each case, if the Authority determines that the protection of such information is appropriate.”

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<sup>1</sup> Regulation 8815, known as *Joint Regulation for the Procurement, Evaluation, Selection, Negotiation, and award of Contracts for the purchase of energy and for the procurement, evaluation, selection, negotiation and award process for the modernization of the generation fleet*.

13. As previously stated, the proposed amendment includes information that is part of an ongoing negotiation process and incorporates trade or business secrets that must be maintained confidential. Accordingly, PREPA respectfully requests that the Energy Bureau find that these documents and information are confidential and thus order that they be maintained under seal.

**WHEREFORE**, for the reasons stated above, PREPA respectfully requests that the PREB take **NOTICE** of the present Motion, **APPROVE** the proposed amendment, and **GRANT** PREPA's petition for confidentiality, **ORDERING** that the document included as Exhibit A be kept under seal.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, this 14<sup>th</sup> day of May 2025.

**CERTIFICATE OF SERVICE:** We hereby certify that this document was filed with the Office of the Clerk of the Energy Bureau using its Electronic Filing System at <https://radicacion.energia.pr.gov/login>.

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