

Received:

Sep 16, 2026

8:17 PM

PREPA SCOPE DELINEATION MEMORANDA

Legal Services Engagements Exceeding \$200,000

I. O'MELVENY & MYERS LLP

Contract Amount: \$1,733,000

Contractor: O'Melveny & Myers LLP ("OMM")

A. Scope of Engagement and Specific Matters Handled

O'Melveny & Myers LLP provides specialized legal advice and assistance to PREPA in connection with PREPA's ongoing operational, financial, and legal restructuring and responsibilities under the Puerto Rico Oversight, Management, and Economic Stability Act (PROMESA). The engagement encompasses matters related to or arising from PREPA's restructuring, including:

- PREPA's operational and financial restructuring;
- Litigation and restructuring-related disputes and discovery;
- Title III matters and adversary proceedings associated with PREPA's Title III case;
- Mediation and negotiation with stakeholders involved in PREPA's restructuring;
- Fiscal Plan development and compliance matters;
- Assistance with development and implementation of PREPA's Plan of Adjustment;
- Finance and securities matters;
- Corporate matters;
- Matters arising under PROMESA
- Filings and interactions with the Financial Oversight and Management Board;
- Stakeholder engagement;
- The transformation process;
- Operational matters impacting PREPA's financial and operating restructuring or PROMESA; and
- Other restructuring-related matters specifically requested by PREPA.

Much of the work is responsive in nature to: 1) comply with Title III Court, FOMB, AAFAF, mediator, and/or PREB specific instructions, including, among others, creditor and court reporting, discovery demands, and statutory requirements arising pursuant to PROMESA; 2) defend PREPA in legal and other proceedings (i.e., mediation, litigation, associated discovery, depositions, etc.); or 3) to comply with PROMESA and the Fiscal Plan and Budgets certified thereunder

The scope therefore requires highly specialized legal expertise involving public-sector restructuring, bankruptcy and insolvency matters, federal statutory requirements, securities, finance, federal court litigation and appeals, and PROMESA.

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

B. Rates Charged

OMM's fees, expenses, and rates are reviewed for reasonableness and necessity by a court-appointed fee examiner and ultimately reviewed by and subject to the approval and orders of the Title III Court. Subject to the aforementioned, PREPA compensates OMM according to the following blended hourly rates:

Professional Category	Hourly Rate
Partners, Counsel and Associates	\$1,060
Staff Attorneys and E-Discovery Professionals	\$516
Paralegals	\$363
Contract Attorneys	\$128

C. Basis for Rates Exceeding \$400 per Hour

The rates exceeding \$400 per hour are directly related to the specialized nature, complexity, and significance of the legal services provided under this engagement.

The **\$1,060 hourly rate** applicable to partners, counsel, and associates reflects the highly specialized legal expertise required to advise PREPA on complex restructuring and Title III matters. These rates represent a discount of approximately 30-55% off its current standard hourly rates for the main timekeepers on this matter. They are commensurate with or substantially below the rates of other national firms involved in PREPA's Title III case. The engagement requires attorneys with substantial experience in restructuring, bankruptcy, PROMESA, public-sector finance, securities, complex federal court litigation and appeals, mediation, and matters involving the Financial Oversight and Management Board (FOMB).

These matters involve legal and financial issues that are unique in scope and complexity and have a direct impact on PREPA's restructuring, financial obligations, Plan of Adjustment, and continuing operations. The specialized expertise required to address these issues is materially different from routine legal services and supports the applicable rate.

The **\$516 hourly rate** applicable to staff attorneys and e-discovery professionals reflects the specialized support required for complex litigation, restructuring proceedings, document-intensive matters, and electronic discovery associated with PREPA's restructuring and related proceedings.

Accordingly, the rates above \$400 per hour are attributable to the specialized professional expertise and technical capabilities required by the particular matters included within the engagement.

Further, pursuant to PROMESA Section 316 and orders of the Title III Court, invoices and billing rates of Title III professionals, including OMM are submitted to and reviewed by notice parties and a court-appointed fee examiner, and ultimately approved by the fee examiner and the Title III Court. The Title III Court only approves reasonable

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

compensation for (1) actual, necessary services rendered and (2) reimbursement for actual, necessary expenses.

D. Non-Duplication of LUMA Energy and Genera PR Legal Functions

OMM's engagement is focused principally on PREPA's restructuring, Title III, PROMESA, Plan of Adjustment, financial restructuring, securities, corporate, litigation, and related matters.

These functions are distinct from the legal functions associated with the day-to-day operation and management of PREPA's generation and transmission/distribution systems performed by LUMA Energy and Genera PR. OMM's services are provided specifically in furtherance of PREPA's restructuring and PREPA-specific legal obligations and do not constitute a duplication of the ordinary legal functions performed by LUMA Energy or Genera PR.

All OMM work is performed at the direction of PREPA officials and/or AAFAF officials, as PREPA's fiscal agent pursuant to Act 2-2017. PROMESA Section 316 provides for PREPA to have its own counsel and prohibits compensation for unnecessary duplication of services and is enforced by the Title III Court through monthly fee statements, fee-examiner review, and quarterly interim applications. PREPA's effective participation, including through its professionals, in Title III and related litigation matters, is necessary to advance the public-interest position of the elected Government and serves a ratepayer-protection function: the cost of the eventual debt-adjustment outcome will be borne by PREPA's customers.

Lastly, on May 5, 2026, PREPA filed its *PREPA Motion in Compliance with Resolution and Order on Electricity Rates*, through which it (i) submitted its certification of non-duplication in compliance with the *Final Resolution and Order on Electricity Rates*¹ (the "Final Rate Order") issued on April 15, 2026; and (ii) requested that the PREB deem the filing to satisfy the Final Rate Order's non-duplication certification requirement. PREPA incorporates such request and the statements therein here.

¹ *In re P.R. Elec. Power Auth. Rate Review*, Case No. NEPR-AP-2023-0003 (P.R. Energy Bureau Apr. 15, 2026).

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

II. ERA ADVISORY GROUP LLC

Contract Amount: \$500,000

Contractor: ERA Advisory Group LLC

A. Scope of Engagement and Specific Matters Handled

ERA Advisory Group LLC provides legal representation and strategic legal assistance to PREPA before judicial, administrative, legislative, and municipal forums.

The engagement includes, among other matters:

- State, federal, and administrative litigation;
- Complex civil litigation;
- Labor disputes;
- Disciplinary, preventive, and corrective actions;
- Labor and collective bargaining matters;
- Corporate matters and contract drafting;
- Corporate restructuring and reorganization;
- Contract administration;
- Procurement and regulatory proceedings;
- Permits and licenses;
- Regulatory compliance;
- Administrative investigations;
- Regulatory strategy;
- Strategic projects and strategic alliances;
- Legal seminars and Board training;
- Legal representation before governmental agencies and the Legislative and Executive Branches;
- Fiscal and liquidity plans;
- Public-private partnership matters;
- EPA regulatory matters, including negotiations concerning fines and modifications to agreements; and
- Other legal and strategic matters specifically assigned by PREPA.

The list of the specific cases that have been assigned by PREPA to ERA Advisory Group LLC is included in Attachment A to this Scope Delineation Memorandum, submitted in its native Excel format.

ERA Advisory Group LLC was selected pursuant to a Notification of Services issued by PREPA requesting legal and strategic services of the type described in this engagement. The Notification of Services contemplated a broad range of legal needs arising from PREPA's operations, including litigation, labor and employment matters, corporate matters, procurement, regulatory proceedings, governmental matters, and other legal services.

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

The scope of ERA's engagement is substantially similar in certain respects to that of González & Martínez Law Offices, P.S.C., thereby providing PREPA with a broader range of qualified counsel to whom it may assign legal matters based on its operational needs, the nature of each matter, and counsel's availability and expertise. PREPA determined that the volume and breadth of the legal work required could not appropriately be addressed through a single legal-services provider. Accordingly, two firms were selected pursuant to the Notification of Services to provide the necessary legal capacity and to ensure that PREPA's legal needs could be addressed in a timely, effective, and efficient manner. The firms were retained as separate legal-service providers to address PREPA's substantial and diverse legal workload.

Assignments are made by PREPA based on the particular matter, the nature and complexity of the legal issue, the firm's relevant expertise, availability, workload, and PREPA's specific needs. Accordingly, the similarity between the contractual scopes of ERA and Gonzalez & Martínez does not indicate that the same legal matters or functions are being performed by both firms. Rather, the overlapping practice areas reflect the categories of legal services for which PREPA required sufficient external legal capacity. The engagement structure allows PREPA to distribute matters among qualified counsel according to the circumstances of each assignment and to avoid unnecessary delays or concentration of work with a single provider. ERA's engagement therefore supplements, rather than duplicates, the legal services provided by other PREPA counsel. ERA provides legal and strategic services specifically for PREPA, including litigation, labor and employment, corporate, procurement, regulatory, environmental, fiscal, governmental, and other matters assigned by PREPA.

B. Rates Charged

Team Member	Hourly Rate
Principal Legal Advisor	\$150
Senior Legal Advisor	\$150
Legal Advisor	\$140
Senior Federal Policy Advisor/SME II	\$150
Federal Policy Advisor/SME I	\$140
Senior Project Manager	\$150
Project Manager	\$140
Administrative Support	\$60

C. Rates Exceeding \$400 per Hour

No rate under the information provided exceeds \$400 per hour.

D. Non-Duplication of LUMA Energy and Genera PR Legal Functions

ERA Advisory Group LLC's engagement does not duplicate the responsibilities delegated to Genera or LUMA under their respective operating agreements. Genera and LUMA are responsible for the operation and maintenance of PREPA's legacy generation assets and transmission and distribution system, respectively, whereas ERA Advisory Group LLC

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

provides legal representation and strategic legal assistance directly to PREPA in connection with PREPA's continuing corporate, regulatory, labor, contractual, fiscal, and governmental responsibilities as owner of the electrical system and a public corporation regarding non-delegated matters. ERA Advisory Group LLC's services are therefore performed on PREPA's behalf and address PREPA-specific legal interests and obligations that remain outside the operational functions assigned to Genera and LUMA.

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

III. GONZÁLEZ & MARTÍNEZ LAW OFFICES, P.S.C.

Contract Amount: \$1,000,000

Contractor: Gonzalez & Martínez Law Offices, P.S.C.

A. Scope of Engagement and Specific Matters Handled

Gonzalez & Martínez Law Offices, P.S.C. provides legal representation and advice to PREPA before judicial, administrative, legislative, and municipal forums. The scope of their work includes:

- Civil and complex litigation;
- Labor disputes and disciplinary matters;
- Corporate matters;
- Contract drafting, review, and administration;
- Notarial services;
- Corporate restructuring and reorganization;
- Procurement matters;
- Administrative and regulatory proceedings;
- Permits and licenses;
- Regulatory compliance and investigations;
- Strategic projects;
- Governmental and legislative matters;
- Board training and legal seminars;
- Fiscal and liquidity matters;
- EPA-related regulatory matters; and
- Other legal matters referred by PREPA.

The list of the specific cases that have been assigned by PREPA to Gonzalez & Martínez Law Offices, P.S.C. is included in Attachment B to this Scope Delineation Memorandum, submitted in its native Excel format.

Gonzalez & Martínez Law Offices, P.S.C. was selected pursuant to a Notification of Services issued by PREPA requesting legal services across a broad range of practice areas. The requested services included litigation, labor and employment, corporate, procurement, regulatory, governmental, and other legal matters necessary to address PREPA's legal needs.

The scope of Gonzalez & Martínez Law Offices, P.S.C. 's engagement is similar in several respects to the scope of the engagement awarded to ERA Advisory Group LLC. This similarity results from the fact that both firms were selected in response to PREPA's Notification of Services to address the volume and breadth of legal work required by PREPA. PREPA's decision to retain two firms was intended to provide sufficient legal capacity to address the substantial volume of matters requiring legal attention and to permit PREPA to assign matters among the firms based on the specific circumstances of each matter, including subject matter, expertise, availability, complexity, and workload. The two engagements therefore provide PREPA with the necessary flexibility to allocate

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its legal workload between two qualified legal-service providers. The fact that the contracts identify overlapping categories of legal services does not mean that the same legal matters are being performed by both firms. Rather, the overlapping scopes reflect the broad range of legal needs identified by PREPA and the need for additional legal capacity to address those needs.

B. Rates Charged

The rates charged under this engagement are based on the attorney's years of experience.

Attorney Experience	Hourly Rate
10 years or more	\$275
5 to less than 10 years	\$225
5 years or less	\$150

C. Rates Exceeding \$400 per Hour

No rate under this engagement exceeds \$400 per hour.

D. Non-Duplication of LUMA Energy and Genera PR Legal Functions

The engagement does not duplicate the operational legal functions performed by LUMA Energy or Genera PR. Gonzalez & Martínez Law Offices, P.S.C.'s services are provided at PREPA's direction, on matters specifically assigned to it by PREPA and are directed toward PREPA's own legal obligations, rights, claims, regulatory matters, governance, and institutional interests. The firm's representation of PREPA is distinct from legal services that may be required by LUMA Energy or Genera PR in connection with their respective contractual, operational, or organizational responsibilities.

Accordingly, the Gonzalez & Martínez Law Offices, P.S.C. engagement represents additional legal capacity procured by PREPA to address the volume and diversity of PREPA's legal needs and does not constitute a duplication of legal functions performed by either LUMA Energy or Genera PR.

Exhibit A - PREPA's Motion to Submit Scope Delineation Memorandum

IV. MORALES LAW, P.S.C.

Contract Amount: \$240,000

Contractor: Morales Law, P.S.C.

A. Scope of Engagement and Specific Matters Handled

Morales Law provides PREPA with general and specialized legal services involving:

- Local and federal legal advice;
- Legal opinions concerning legislation and public policy;
- Public agency and public corporation matters;
- Drafting and review of legislation, regulations, and administrative procedures;
- Local and federal litigation;
- Appeals before the U.S. Court of Appeals for the First Circuit;
- Human resources;
- Labor relations;
- Real property;
- Procurement procedures;
- Bids and auctions;
- Environmental law;
- Contract drafting and negotiations;
- Disciplinary procedures and investigations;
- Collective bargaining agreements; and
- Other PREPA legal matters.

The list of the specific cases that have been assigned by PREPA to Morales Law, P.S.C. is included in Attachment C to this Scope Delineation Memorandum.

B. Rates Charged

Type of Matter	Hourly Rate
Puerto Rico laws, regulations and state courts	\$150
Federal laws, regulations, District Court and Bankruptcy Court	\$200

C. Rates Exceeding \$400 per Hour

No rate exceeds \$400 per hour under the information provided.

D. Non-Duplication

Morales Law's services concern PREPA-specific legal matters, including procurement, labor, real property, environmental matters, litigation, legislation, and PREPA governance.

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These services are performed for PREPA's institutional legal needs and are separate from the legal functions associated with LUMA Energy's or Genera PR's respective operational responsibilities.

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V. PIETRANTONI MÉNDEZ & ÁLVAREZ, LLC

Contract Amount: \$350,000

Contractor: Pietrantoní Méndez & Álvarez, LLC ("PMA")

A. Scope of Engagement and Specific Matters Handled

PMA provides specialized environmental legal services to PREPA in connection with PREPA's environmental compliance obligations and the reconfiguration and retirement of its generation assets.

The engagement includes legal support concerning:

- The Clean Air Act;
- The Clean Water Act;
- The Resource Conservation and Recovery Act (RCRA);
- The Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA);
- Mercury and Air Toxics Standards (MATS);
- Environmental compliance associated with PREPA's generation fleet;
- Negotiations with the U.S. Environmental Protection Agency ("EPA");
- Negotiations with the U.S. Department of Justice ("DOJ");
- The federal consent decree in effect since 1999;
- Coordination with the Department of Energy ("DOE");
- Coordination with the U.S. Army Corps of Engineers;
- Coordination with the Federal Energy Regulatory Commission ("FERC");
- Environmental and regulatory obligations associated with the retirement of PREPA generation assets; and
- GAAP/GASB Statement No. 83 asset-retirement obligations.

The engagement therefore requires specialized knowledge of environmental law, federal regulatory requirements, energy-sector regulation, environmental enforcement, federal consent decrees, and the regulatory and accounting consequences of retiring electric-generation assets.

B. Rates Charged

PMA's establishes individual hourly rates for its professionals. Although several attorneys assigned to or available for the engagement have rates exceeding \$400 per hour, the substantial majority of the work performed under this engagement is handled by Edwin Cruz, Member, at an hourly rate of \$390.

The rates exceeding \$400 per hour are:

Professional	Position	Hourly Rate
José E. Cestero	Counsel	\$420

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Professional	Position	Hourly Rate
Donald E. Hull	Senior Counsel	\$425
Néstor M. Méndez	Charter Member	\$440
Manuel R. Pietrantonio	Charter Member	\$445
Edgar Rios	Member	\$425
Antonio J. Santos	Member	\$425

For comparison, Edwin Cruz, Member, is billed at \$390 per hour, and he performs most of the substantive work associated with this engagement.

C. Basis for Rates Exceeding \$400 per Hour

The existence of individual rates exceeding \$400 per hour does not mean that the engagement is generally performed at rates above \$400. Most of the work under the engagement is performed by Edwin Cruz at \$390 per hour, below the \$400 threshold.

The higher rates applicable to certain other PMA attorneys correspond to senior attorneys and members with specialized expertise that may be required for particularly complex environmental, regulatory, federal, and energy-sector matters within the scope of the engagement.

PMA's engagement requires specialized knowledge concerning the Clean Air Act, Clean Water Act, RCRA, CERCLA, MATS, federal environmental enforcement, EPA and DOJ negotiations, and PREPA's federal consent decree. It also involves issues arising from the retirement and reconfiguration of PREPA's generation assets and the associated environmental and regulatory obligations.

Accordingly, when the particular circumstances of a matter require the involvement of senior counsel or other highly specialized attorneys, the applicable rates above \$400 reflect the level of experience, seniority, and specialized legal expertise required for those specific matters.

The higher rates are therefore not representative of the overall cost of the engagement. Rather, they are applicable to particular senior professionals whose specialized expertise may be required when the complexity or significance of a matter warrants their involvement.

In particular:

- **Edwin Cruz, \$390/hour:** As the attorney performing most of the work under the engagement, his rate is below \$400/hour.
- **José E. Cestero, \$420/hour:** The rate reflects counsel-level expertise available for complex environmental and regulatory matters.
- **Donald E. Hull, \$425/hour:** The rate reflects senior counsel expertise for complex federal environmental and regulatory matters.

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- **Néstor M. Méndez, \$440/hour:** The rate reflects senior practitioner expertise and legal judgment in complex environmental and regulatory matters.
- **Manuel R. Pietrantonio, \$445/hour:** The highest listed rate reflects charter-member-level expertise available for matters requiring particularly senior legal judgment and specialized environmental and energy-regulatory experience.
- **Edgar Rios, \$425/hour:** The rate reflects member-level specialized expertise available for complex environmental and regulatory matters.
- **Antonio J. Santos, \$425/hour:** The rate reflects member-level specialized expertise applicable to complex federal environmental and regulatory matters.

Accordingly, the engagement is not predominantly billed at rates exceeding \$400 per hour. To the contrary, the principal attorney performing the work, Edwin Cruz, is billed at \$390 per hour, while the higher rates apply to senior attorneys whose specialized expertise is available when required by the particular matter.

D. Non-Duplication of LUMA Energy and Genera PR Legal Functions

PMA's engagement is specifically directed to PREPA's environmental compliance and federal environmental regulatory obligations.

The services involve PREPA's obligations under federal environmental statutes, PREPA's federal consent decree, negotiations with EPA and DOJ, and environmental obligations associated with the retirement and reconfiguration of PREPA generation assets.

These functions are distinct from the ordinary operational legal functions of LUMA Energy and Genera PR. The engagement addresses PREPA's institutional and regulatory obligations and provides specialized environmental counsel concerning PREPA's generation assets and federal regulatory responsibilities.

Accordingly, the services performed by PMA are not duplicative of legal services performed by LUMA Energy or Genera PR.