

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,  
*et al.*

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**NOTICE OF HEARING ON APPLICATION OF THE OFFICIAL  
COMMITTEE OF RETIRED EMPLOYEES OF THE  
COMMONWEALTH OF PUERTO RICO FOR  
ORDER APPROVING THE EMPLOYMENT OF SEGAL CONSULTING**

**PLEASE TAKE NOTICE** that a hearing on the annexed *Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Segal Consulting* (the “**Application**”) filed by the Official Committee of Retired Employees of Puerto Rico, pursuant to section 1103(a)(1) of the Bankruptcy Code, made applicable to these cases by section 301 of the *Puerto Rico Oversight, Management, and Economic Stability Act of 2016* (“**PROMESA**”), will be held before the Honorable Laura Taylor Swain, United States District Court Judge, at the United States District Court for the District of Puerto

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<sup>1</sup> The Debtors in these jointly-administered PROMESA title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (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 (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686).

Rico, Room 3, 150 Carlos Chardón Street, Federal Building, Office 150, San Juan, Puerto Rico 00918-1767 on **August 9, 2017 at 9:30 a.m. (Prevailing Eastern Time)** (the “**Hearing**”).

**PLEASE TAKE FURTHER NOTICE** that any response or objection (any “**Objection**”) to the Application must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, must be filed with the Court (a) by attorneys practicing in the Court, including attorneys admitted *pro hac vice*, electronically in accordance with Rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF), to the extent applicable, and shall be served in accordance with the First Amended Case Management Procedures (Dkt. No. 262-1), so as to be filed and received no later than **July 28, 2017 at 4:00 p.m. (Prevailing Eastern Time)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that if an Objection to the Application is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Court may enter an order granting the relief sought without a hearing pursuant to the First Amended Case Procedures.

*[Remainder of page left intentionally blank]*

July 19, 2017

JENNER & BLOCK LLP

By:

/s/ Robert Gordon

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Respectfully submitted,

BENNAZAR, GARCÍA & MILIÁN, C.S.P.

By:

/s/ A.J. Bennazar-Zequeira

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*Proposed Counsel for The Official Committee  
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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,  
*et al.*

Debtors.<sup>1</sup>

PROMESA  
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**APPLICATION OF THE OFFICIAL COMMITTEE OF  
RETIRED EMPLOYEES OF THE COMMONWEALTH  
OF PUERTO RICO FOR ORDER APPROVING THE  
EMPLOYMENT OF SEGAL CONSULTING**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) hereby submits this application (this “**Application**”) for entry of an order to employ the firm of Segal Consulting (“**Segal**”) as consultants and actuaries for the Retiree Committee effective as of June 27, 2017, pursuant to sections 105(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), made applicable to these cases pursuant to section 301(a) of the *Puerto Rico Oversight, Management, and Economic Stability Act*

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<sup>1</sup> The Debtors in these jointly-administered PROMESA title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (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 (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686).

(“**PROMESA**”), 48 U.S.C. § 2161(a).<sup>2</sup> In support of this Application, the Retiree Committee submits the Declaration of Kim Nicholl of Segal Consulting (the “**Nicholl Declaration**”), attached hereto as Exhibit A. In further support of this Application, the Retiree Committee states as follows:

### **Jurisdiction and Venue**

1. The United States District Court for the District of Puerto Rico (the “**Court**”) has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a).
2. Venue is proper pursuant to PROMESA section 307(a).
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 105(a) and 1103(a), each made applicable pursuant to PROMESA section 301(a).

### **Background**

4. On May 3, 2017, the Commonwealth of Puerto Rico (the “**Commonwealth**”), by and through the Financial Oversight and Management Board for Puerto Rico (the “**Oversight Board**”), as the Commonwealth’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.
5. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“**COFINA**”), by and through the Oversight Board, as COFINA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.
6. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“**HTA**”), by and through the Oversight Board, as HTA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241. Unless otherwise noted, all Bankruptcy Code sections cited in this Application are made applicable to these Title III Cases by section 301(a) of PROMESA.

7. On May 21, 2017, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“**ERS**”), by and through the Oversight Board, as ERS’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

8. Through Orders of this Court, the Commonwealth, COFINA, HTA, and ERS title III cases (the “**Title III Cases**”) are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015, made applicable to these title III Cases by PROMESA section 310. (*See* Dkt. Nos. 242, 537.)

9. On May 5, 2017, the Ad Hoc Committee for the Protection of Accrued Retirement Benefits of Puerto Rico’s Public Employees and Retirees (the “**Ad Hoc Retiree Committee**”) filed a motion seeking the appointment of an official committee of retired employees. (Dkt. No. 8.) On May 19, 2017, Guy G. Gebhardt, Acting United States Trustee for Region 21 (the “**U.S. Trustee**”) filed a response in opposition to the Ad Hoc Committee’s motion. (Dkt. No. 192.)

10. On June 15, 2017, U.S. Trustee, pursuant to section 1102(a)(1) of the Bankruptcy Code, appointed nine individuals to the Retiree Committee: Blanca Paniagua, Carmen Nunez, José Marin, Juan Ortiz, Lydia Pellot, Marcos A. Lopez, Miguel Fabre, Milagros Acevedo, and Rosario Pacheco.

11. On June 27, 2017, the Retiree Committee elected to employ Segal Consulting to serve as consultants and actuaries to represent the Retiree Committee.

### **Relief Requested**

12. Section 1103(a) provides that a committee appointed under section 1102 may, “with the court’s approval . . . select and authorize the employment by such committee of one or

more attorneys, accountants, or other agents to represent or perform services for such committee.” 11 U.S.C. § 1103(a). By this Application, the Retiree Committee seeks authority from this Court to employ Segal as its consultants and actuaries effective as of June 27, 2017, under section 1103(a) of the Bankruptcy Code to serve the Retiree Committee in the Title III Cases.<sup>3</sup> The Retiree Committee requests that Segal be employed to perform the services described and on the terms set forth in this Application.

### **Segal’s Qualifications**

13. The Retiree Committee selected Segal as its consultants and actuaries because it is one of the nation’s leading actuarial and employee benefit plan consulting firms. Segal provides both pension and health benefit consulting services. Segal has approximately 1,000 employees with offices located in 23 cities in the United States and Canada. Segal provides employee benefits and human resource consulting to over 2,500 clients. Segal consults on the full range of health and welfare, retirement and human resources-related issues. Segal has the ability to commit substantial resources to the Retiree Committee.

14. Segal and its professionals have extensive experience and an excellent reputation for providing high quality services to retiree committees in bankruptcy cases. Segal was retained by the retiree committee in the Detroit Chapter 9 bankruptcy. Segal was retained by the City of Stockton in its Chapter 9 bankruptcy. In addition, Segal has a long history in assisting and advising 1114 committees in bankruptcy proceedings. Its services have included assistance in educating 1114 committees on health, life and other benefits, the actuarial valuations of such benefits, analyzing debtor offers, helping 1114 committees develop counter-offers and negotiate

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<sup>3</sup> In a chapter 11 case, a committee appointed under section 1102 ordinarily would seek authority to employ consultants and actuaries pursuant to section 328. Because PROMESA does not incorporate section 328 of the Bankruptcy Code, the Retiree Committee moves for approval of this Application pursuant to Bankruptcy Code sections 105(a) and 1103(a). *See* PROMESA § 301(a) (omitting Bankruptcy Code sections 327 and 328 from incorporation into PROMESA).

over such benefit offers, testifying regarding retiree benefits and providing overall actuarial and benefit consulting services to 1114 committees. Segal has been retained by retiree committees in numerous nationally prominent bankruptcy proceedings including United Airlines, Kodak, Lone Star Industries, Federated-Allied Department Stores, Solutia, American Airlines, Eastern Airlines, Pan Am Airways, Northwest Airlines and others. The Retiree Committee therefore believes that Segal is well qualified to serve as consultants and actuaries in these Title III Cases, and requests that the Court approve such employment.

### **Services to Be Provided**

15. The Retiree Committee requests that Segal serve as its consultant and actuary to the Retiree Committee to provide the following services:

- a. Actuarial analysis and valuation of pension, healthcare, and other accrued retirement benefits (collectively, “**benefits**”) of Puerto Rico’s public-employment retirees (the “**Retirees**”);
- b. Actuarial forecasting of the benefits of the Retirees, including assessment of liabilities, expenses and cash flow;
- c. Actuarial analysis of any proposed modification to the benefit plan design;
- d. Work with counsel and other professionals in business modeling in its negotiating with the Oversight Board and any other parties to the Title III Cases concerning the Retirees’ benefits and any matters that may affect those benefits;
- e. Attend mediation sessions that involve or might involve matters pertaining to the benefits of the Retirees; and
- f. Perform actuarial and consulting services as requested for the efficient and economical resolution of the Retiree Committee’s interests in the Title III Cases.



### **Professional Compensation**

16. The professional services of Segal are necessary to ensure that the Retiree Committee is provided with the analyses and financial effects of any changes to benefits. Segal intends to apply to the Court for allowance of compensation and reimbursement of expenses for professional services rendered to the Retiree Committee in connection with the Title III Cases pursuant to any procedures established and required by PROMESA, the Court and the United States Trustee.

17. Segal will charge for its services on an hourly basis based on its ordinary and customary hourly rates, chargeable by the ¼ hour plus reimbursement of actual, necessary out-of-pocket expenses and other charges incurred by Segal on the Retiree Committee's behalf. Segal adjusts its rates periodically at the start of each calendar year and for promotions. The rates set forth herein are Segal's current rates, and are consistent with the rates charged to other clients, including outside of bankruptcy. The Nicholl Declaration sets forth information concerning hourly rates currently in effect, which are: \$590–\$890 for senior vice presidents; \$300–\$490 for actuaries; \$280–\$540 for consultants; and \$225–\$340 for analysts.

18. The Retiree Committee submits that such rates are reasonable and should be approved by the Court subject to a determination of the amount to be paid to Segal upon application for allowance. The Retiree Committee requests that all fees and related costs and expenses incurred by Segal be paid as administrative expenses and subject to sections 316 and 317 of PROMESA and section 503(b) of the Bankruptcy Code.

### **Segal's Disinterestedness**

19. As described in the Nicholl Declaration, Segal has conducted a search of its conflict database and has made other internal inquiries about connections with certain Parties in Interest (as defined in the Nicholl Declaration and attached thereto as Exhibit 2). The Nicholl Declaration sets forth the scope of the search and those inquiries and their results.

20. The Retiree Committee believes that none of Segal's connections to Parties in Interest identified in the Nicholl Declaration disqualify Segal from serving as actuary and consultant to the Retiree Committee.

21. Based upon the Nicholl Declaration, the Retiree Committee believes that Segal does not hold or represent an interest adverse to these Title III Cases and that Segal's professionals do not hold or represent any interest adverse to these Title III Cases or the Debtors. The disclosures by Segal set forth in the Nicholl Declaration have been made based upon a review of the best information available at the time.

22. Segal has agreed to review its files periodically during and at the conclusion of its employment in these Title III Cases to identify any additional connections and, to the extent that any are discovered, will file a supplemental declaration setting forth the additional disclosures required by Bankruptcy Rule 2014(a), made applicable to this case by section 310 of PROMESA.

23. The Retiree Committee believes that the employment of Segal would be in the best interests of the Retiree Committee and desires to employ Segal, effective as of June 27, 2017, with compensation to be determined upon application to the Court.

**Notice**

24. Notice of this Application has been given in accordance with this Court's *Order (A) Imposing and Rendering Applicable Local Bankruptcy Rules to These Title III Cases, (B) Authorizing Establishment of Certain Notice, Case Management, and Administrative Procedures, and (C) Granting Related Relief*, as amended. (Dkt. Nos. 249, 262.)

*[Remainder of page left intentionally blank]*

WHEREFORE, the Retiree Committee respectfully requests the entry of an Order in the form attached hereto as Exhibit B: (i) authorizing and approving the employment by the Retiree Committee of Segal as its actuary and consultant for the express purposes set forth herein, effective as of June 27, 2017, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to sections 316 and 317 of PROMESA, 503(b) of the Bankruptcy Code, and any order of this Court governing the compensation and reimbursement of professionals' fees and expenses; and (ii) granting such other and further relief as this Court deems just and proper.

July 19, 2017

Respectfully submitted,

JENNER & BLOCK LLP

BENNAZAR, GARCÍA & MILIÁN, C.S.P.

By:

By:

/s/ Robert Gordon

/s/ A.J. Bennazar-Zequeira

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*Proposed Counsel for The Official Committee  
of Retired Employees of Puerto Rico*

**Exhibit A**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
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as representative of

THE COMMONWEALTH OF PUERTO RICO,  
*et al.*

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**DECLARATION OF KIM NICHOLL IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE  
OF RETIRED EMPLOYEES OF THE COMMONWEALTH  
OF PUERTO RICO FOR ORDER APPROVING THE  
EMPLOYMENT OF SEGAL CONSULTING**

I, Kim Nicholl, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am a senior vice president of the firm of Segal Consulting (“**Segal**”) which provides employee benefits and human resource consulting. Segal has approximately 1,000 employees with offices located in 23 cities in the United States and Canada. I am currently resident in Segal’s Chicago Office, located at 101 N. Wacker, Chicago, Illinois 60606.

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<sup>1</sup> The Debtors in these jointly-administered PROMESA title III cases (the “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (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 (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686).

2. I submit this Declaration in connection with the Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) for an order approving the employment of Segal effective as of June 27, 2017. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

3. To the extent that any information disclosed herein requires subsequent amendment or modification upon Segal’s completion of further analysis or as additional information regarding creditors and other parties in interest becomes available, one or more supplemental declarations will be submitted to the Court reflecting the same.

### **Qualifications of Segal**

4. On June 27, 2017, the Retiree Committee selected Segal as its consultant and actuary, subject to this Court’s approval.

5. I and others at Segal have extensive experience and an excellent reputation for providing high quality services to retiree committees in bankruptcy cases, and Segal has the ability to commit substantial resources to serving the Retiree Committee. I previously served as expert witness (for pension plan matters) for the retiree committee in the *City of Detroit* Chapter 9 bankruptcy case and for the *City of Stockton* in the Stockton Chapter 9 bankruptcy case. Others at Segal have significant experience serving as consultant and actuary to retiree committees in complex chapter 11 cases, including the official retiree committees in the chapter 11 bankruptcies of United Airlines, Kodak, Lone Star Industries, Federated-Allied Department Stores, Solutia, American Airlines, Eastern Airlines, Pan Am Airways, Northwest Airlines and others. In addition, Segal has other significant experience serving as consultant and actuary to governmental pension and health plans throughout the United States.

6. As required by Rule 2014-1(a) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “**Local Rules**”), I attach hereto, collectively as Exhibit 1, the *curricula vitae* for myself, Tom Levy, Stuart Wohl, Matthew Strom, and Jacob Libauskas.

7. As a result of Segal’s extensive experience in this area, as well as my own personal expertise, I believe Segal is well qualified and uniquely able to serve the Retiree Committee.

### **Services to Be Provided**

7. The Retiree Committee requests that Segal serve as its consultant and actuary to the Retiree Committee to provide the following services:

- a. Actuarial analysis and valuation of pension, healthcare, and other accrued retirement benefits (collectively, “**benefits**”) of Puerto Rico’s public-employment retirees (the “**Retirees**”);
- b. Actuarial forecasting of the benefits of the Retirees, including assessment of liabilities, expenses and cash flow;
- c. Actuarial analysis of any proposed modification to the benefit plan design;
- d. Work with counsel and other professionals in business modeling in its negotiating with the Financial Oversight and Management Board for Puerto Rico and any other parties to the Title III Cases concerning the Retirees’ benefits and any matters that may affect those benefits;
- e. Attend mediation sessions that involve or might involve matters pertaining to the benefits of the Retirees; and
- f. Perform actuarial and consulting services as requested for the efficient and economical resolution of the Retiree Committee’s interests in the Title III Cases.

### **Segal’s Conflicts Checks Procedures and Disinterestedness**

8. In connection with its proposed employment by the Committee, Segal undertook to determine whether Segal had any relationships that might cause it to hold or represent an interest adverse to the Retiree Committee. Specifically, Segal obtained from counsel to the Retiree



Committee the names of individuals and entities that may be parties in interest in these bankruptcy proceedings (the “**Interested Party List**”), attached hereto as Exhibit 2. Segal reviewed that list and compared it to lists of current and past clients. We then reviewed those results. Based upon the information presently available, Segal is aware of no conflicts in connection with this engagement.

9. My connections and Segal’s connections with the Debtors, any creditor or other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed by the United States trustee are as set forth below.

10. Segal has no connection with the Commonwealth of Puerto Rico, its creditors or any other party in interest, or its attorneys or accountants, or with the U.S. Trustee, members of the Retirees Committee or the professionals employed by individual members of the Retiree Committee.

11. Given the size of the firm and the breadth of Segal's client base, it is possible, however, that Segal may now or in the future be retained by creditors and other parties in interest in these Title III Cases in unrelated matters. Segal may continue its relationship with such parties, but has not and will not serve any of them in any matter relating to the Commonwealth or the Title III Cases. To the extent that Segal discovers any, or enters into any new, material relationship with creditors and other parties in interest in these Title III Cases, it will supplement this disclosure to the Court promptly.

12. I am not related to, and, to the best of my knowledge, no other employee at Segal is related to, any United States Bankruptcy Judge for the District of Puerto Rico, any of the District Judges for the District of Puerto Rico, presiding Judge Swain, Judge Dein, any of the mediators

appointed in the Title III Cases, the United States Trustee for Region 21, or any employee in the Office of the United States Trustee for Region 21.

13. Based on the foregoing, I believe that I am, and each Segal professional is, a “disinterested person” as that term is defined in 11 U.S.C. § 101(14); that neither I nor any Segal professional holds or represents any interest adverse to the Debtors’ estates; and that Segal does not provide services to parties with any interest adverse to the Debtors’ estates, except as otherwise specified in this Declaration. Accordingly, I submit that Segal is not disqualified for employment by the Retiree Committee to serve it in these Title III Cases.

14. I will amend this Declaration immediately upon my learning that: (a) any of the representations made herein are incorrect, or (b) there is any change of circumstance relating thereto.

### **Compensation**

15. At present, subject to periodic revisions and upward adjustment in accordance with our firm’s general billing procedures, the range of hourly billing rates, chargeable in ¼ hour increments are: \$590–\$890 for senior vice presidents; \$300–\$490 for actuaries; \$280–\$540 for consultants; and \$225–\$340 for analysts. The current hourly rates for the Segal consultants with primary responsibility for this matter are: Kim Nicholl, \$680; Stuart Wohl, \$590; and Tom Levy, \$890. I have reviewed the provisions of Local Rule 2016-1 and other applicable guidance, and Segal will seek payment of our fees in these Title III Cases pursuant to any procedures established and required by PROMESA, the Local Rules, the Court, and the U.S. Trustee.

16. The charges for the actuaries and consultants who will render services to the Retiree Committee will be based upon actual time spent and upon the experience and expertise of the

professional involved. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

17. The hourly rates set forth above are consistent with the rates that Segal charges other comparable clients for similar services, whether in or outside of bankruptcy, regardless of the location of the client or the court in which a matter is pending. The hourly rates listed above are appropriate and not significantly different from the rates that Segal charges for other similar types of services.

18. It is Segal's policy to charge its clients in all areas of practice for travel and out of pocket expenses incurred in connection with the client's case.

19. Segal will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Title III Cases in compliance with sections 316 and 317 of PROMESA and pursuant to any procedures established and required by PROMESA, the Court, and the U.S. Trustee.

20. I have not agreed to share with any person, except members of Segal, the compensation to be paid for the services rendered in these cases. No agreement or understanding exists between Segal and any other person, other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with this/these case(s), nor shall Segal share or agree to share compensation received for services rendered in connection with this/these case(s) with any other person other than as permitted by section 504 of the Bankruptcy Code.

21. Segal has received no retainer or compensation from the Debtors, or the Retiree Committee, including for any services provided prior to the commencement of these Title III Cases.

I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: July 19, 2017

  
Kim Nicholl  
Kim Nicholl

**Exhibit 1**



*Senior Vice President, Consulting Actuary, National Public Sector  
Retirement Practice Leader, Chicago*

## Expertise

Ms. Nicholl is a Senior Vice President and Consulting Actuary in Segal's Chicago office and is also the firm's National Public Sector Retirement Practice Leader. She has over 25 years of experience supporting the design and financing of retirement and other employee benefit programs for the public sector.

Ms. Nicholl has consulted on the design and interpretation of plan provisions for defined benefit and defined contribution retirement plans, and on their relationship to ERISA, IRS regulations and new legislation. Her experience includes all aspects of employee benefit programs.

Ms. Nicholl's specialized expertise includes:

- Supervising, reviewing, and certifying actuarial valuations and studies for defined benefit retirement plans and postretirement health care plans.
- Analyzing benefits provided from defined benefit, defined contribution and postretirement health care plans for purposes of restating retirement income policies, with recommendations based on client goals.
- Performing plan design analyses for public pension and postretirement health care plans.
- Performing experience analysis studies resulting in changes to actuarial assumptions used in the actuarial valuations of defined benefit retirement plans.
- Performing asset/liability modeling studies for large retirement plans.

Ms. Nicholl's clients have included: Teachers Retirement System of the State of Illinois, Metropolitan Water Reclamation District of Greater Chicago, Missouri Public School and Public Education Employee Retirement Systems, North Dakota Teachers' Fund for Retirement, Ohio Police and Fire Pension Fund, State Teachers Retirement System of Ohio, Commonwealth of Pennsylvania, Pennsylvania School Employees' Retirement System, Texas Employees Retirement System, and Virginia Joint Legislative Audit and Review Commission.

## Professional Background

Prior to joining Segal, Ms. Nicholl served as National Leader of Public Sector Retirement Consulting at another consulting firm.

## Education/Professional Designations

Ms. Nicholl graduated *magna cum laude* from Loyola University with a BS degree in Mathematics. She is a Fellow of the Society of Actuaries, a Fellow of the Conference of Consulting Actuaries, a Member of the American Academy of Actuaries and an Enrolled Actuary under ERISA.



## Published Works and Speeches

Ms. Nicholl speaks and presents frequently at professional organizations, including the National Council on Teacher Retirement, the National Association of State Retirement Administrators the National Conference on Public Employee Retirement Systems, the International Foundation of Employee Benefits and the Conference of Consulting Actuaries. Additionally, she has provided educational sessions for the Boards and Staff of public pension retirement systems. Ms. Nicholl has testified before state legislative bodies in Illinois, Wisconsin, Maryland, Ohio and Texas. She currently serves on the American Academy of Actuaries Public Pensions Subcommittee.

Recent presentations and publications include:

- “Analytics of Managing Risk in Your Defined Benefit Plan,” Kim Nicholl and Matt Strom, Segal webinar, June 2015
- “Public-Sector Pension Plans: Major Challenges & Common-Sense Solutions,” Kim Nicholl, *Government Finance Review*, April 2013
- “GASB Approves New Accounting Standards for Public Sector Pension Plans and Sponsoring Employers,” Kim Nicholl and Paul Angelo, *Pension Section News* , November 2012
- “Hybrids in the Public Sector,” *IFEFP 58th Annual Employee Benefits Conference* , November 2012
- “GASB’s Proposed Changes to Pension Accounting Standards for Public Sector Employers,” Paul Angelo, Rocky Joyner and Kim Nicholl, *Benefit Magazine (IFEFP)*, June 2012
- “Planning a Successful Pension Funding Policy,” Kim M. Nicholl, Paul Angelo, and Cathie G. Eitelberg, *Segal Public Sector Letter* , November 2011
- “Public Pension Plans,” *SOA 2011 Annual Meeting & Exhibit* , October 2011
- “Actual Cost vs. Market Price: Does Market Valuation of Pension Liabilities Fit the Public Sector?,” Paul Angelo, Kim M. Nicholl and Cathie G. Eitelberg, *Segal Public Sector Letter* , June 2011
- “Pension Plan Design and Costs,” *Pew Center on the States Public Pension Conference* , June 2011





## Expertise

Mr. Strom is a Vice President and Actuary in Segal's Chicago office with over 15 years of experience consulting to sponsors of defined benefit pension plans. His responsibilities include reviewing actuarial valuations, preparing actuarial cost studies, and managing other special projects for multiemployer, corporate, and public sector retirement plans. Mr. Strom's expertise includes deterministic cost and funding level projections, plan design analyses, experience studies, asset/liability modeling, and actuarial audits.

## Professional Background

Prior to joining Segal, Mr. Strom was a Senior Consultant at another large benefits consulting firm. In this position, he managed and analyzed defined benefit and post-retirement welfare benefit valuations and assisted clients with various administrative and plan design issues. His clients range in size from several hundred to over 450,000 participants.

## Education/Professional Designations

Mr. Strom received a BS *with high distinction* in Actuarial Science from the University of Illinois at Urbana-Champaign. He is a Fellow of the Society of Actuaries, a Member of the American Academy of Actuaries, and an Enrolled Actuary.

## Published Works and Speeches

- "The Analytics of Managing Risk in Your Defined Benefit Plan," Segal Consulting Spring 2015 Public Sector Webinar Series, June 2015
- "Understanding Pension Obligation Bonds," Benefits and Compensation Digest (IFEBP), July 2007







## Expertise

Mr. Libauskas is an Assistant Actuary in the Retirement Practice in Segal's Chicago office. He is responsible for performing valuations and projections, preparing reports, assisting with plan design, and experience studies. He specializes in corporate and public sector plans.

## Professional Background

Prior to joining Segal, Mr. Libauskas worked at another consulting firm in their Retirement Service Center where he prepared corporate and public valuations and reports.

## Education/Professional Designations

Mr. Libauskas earned a BS in Actuarial Science and Statistics from Purdue University. He is also an Associate of the Society of Actuaries, a Member of the American Academy of Actuaries and an Enrolled Actuary. Mr. Libauskas has received the firm's prestigious Quality Star Award.



## Expertise

Mr. Wohl is a Senior Vice President and Senior Benefits Consultant, located in Segal's Washington, DC office. As East Regional Leader, he is responsible for overseeing Segal's clients in the Houston, New Orleans, Atlanta, Washington DC, Hartford and Boston offices. Mr. Wohl is a member of Segal's Public Sector Leadership Group. He previously served as Segal's Retiree Health Practice Leader and East Region Health Practice Leader.

He serves as Consultant to large Public Sector Clients. He also consults to numerous trust funds that provide health and/or life benefits to retirees and their dependents typically resulting from bankruptcy, collective bargaining or litigation. In many of these situations, Mr. Wohl led the Segal team that helped establish these plans, work that included providing assistance in drafting trust and plan documents, hiring plan and claim administrators, developing compliance policies, plan design decisions and communications.

Mr. Wohl is a recognized expert on retiree health benefits and retiree health valuations and served as a technical resource to the Governmental Accounting Standards Board in its deliberations prior to the issuance of GASB 43 and GASB 45. He has been called as an expert witness regarding retiree health benefits and retiree health valuations.

## Professional Background

Prior to joining Segal, Mr. Wohl served in an actuarial management position with a major health and insurance company. He has also had experience in group insurance underwriting.

## Education/Professional Designations

Mr. Wohl received a BA in Mathematics from Trenton State College (Ewing, NJ) and an MS in Operations Research from Baruch College of the City University of New York. He is a licensed Life and Health Insurance Consultant in Maryland, Virginia, Washington, DC and other states.





## Expertise

Mr. Levy is a Senior Vice President in Segal's Toronto office as well as the firm's Chief Actuary Emeritus. He has over 40 years of actuarial consulting experience. Mr. Levy helps coordinate professional actuarial activities within the company, including the marketing and delivery of actuarial client services. As the Industry Group Leader for the Airlines Industry, he constantly monitors relevant legislation, trends, and developments to ensure that Segal's Airlines clients are prepared and informed.

A recognized expert on public employee and multiemployer pension plans, FASB, CICA, and GASB accounting for benefit plans, as well as on employee benefits issues related to bankruptcy and adversarial proceedings, Mr. Levy's experience stems from his years working on a variety of special projects on behalf of Segal and the actuarial profession, including:

- Actuarial Standards Board (ASB) Membership – Mr. Levy was appointed to the ASB, which establishes the professional practice standards for all actuaries in the US, from 2009 through 2015.
- US Postal Regulatory Commission – Mr. Levy prepared a report recommending a basis to settle an \$85 billion pension allocation dispute between the US Postal Service and the Federal Government.
- Agent Orange Litigation – Mr. Levy oversaw the design of, and helped calculate benefit-level determinations for, cash payments to eligible veterans and their survivors.
- Advisory Committee Membership - Financial Accounting Standards Board (US), Accounting Standards Board (Canada), Financial Services Commission of Ontario.
- United Airlines, Northwest Airlines, Nortel, Solutia, Stelco, Bethlehem Steel, LTV, Pan Am, Eastern, Federated Department Stores, Bonwit Teller, H.K. Porter, Lone Star Industries, Wheeling-Pittsburgh Steel and Allis Chalmers bankruptcies – Mr. Levy consulted on pension and retiree health issues.
- Measuring Pension Obligations - Statement of generally accepted US pension actuarial principles and practices.
- The development of a pension plan for boxers – Mr. Levy prepared a report on this topic for the US Congress and the Department of Labor.
- NFL Player Retirement Plan – Mr. Levy provided actuarial services and litigation testimony.
- Expert Mediation – Mr. Levy assisted Hawaiian Airlines and its pilots in the design and implementation of a new post-bankruptcy pension plan.
- Actuarial Auditing – Mr. Levy has prepared actuarial audits of the US Railroad Retirement System, the Canada Pension Plan, and numerous large public employee retirement systems.

## Professional Background

In addition to his prior membership on the Actuarial Standards Board, Mr. Levy served two terms for this body as Chairperson of its Pension Committee. Mr. Levy served as Secretary-Treasurer and Executive



Committee Member of the American Academy of Actuaries from 1989 to 1992, following two years as a member of the Board of Directors.

## Education/Professional Designations

Mr. Levy received a BA and a Master of Actuarial Science degree from the University of Michigan. He is a Fellow of the Society of Actuaries, a Member of the American Academy of Actuaries, a Fellow of the Conference of Consulting Actuaries, an Enrolled Actuary, a Fellow of the Canadian Institute of Actuaries, and an Associate of the (British) Institute and Faculty of Actuaries.

## Published Works and Speeches

Mr. Levy has addressed meetings of the Society of Actuaries, the American Academy of Actuaries, the Canadian Institute of Actuaries, the Conference of Consulting Actuaries, and, the US Senate.



**Exhibit 2**

**EXHIBIT 2**

**Interested Parties**

**Representative of Debtors**

Financial Oversight and Management Board for Puerto Rico

**Debtors**

Commonwealth of Puerto Rico

Puerto Rico Sales Tax Financing Corporation (COFINA)

Employees' Retirement System of the Government of the Commonwealth of Puerto Rico (ERS)

Puerto Rico Highways and Transportation Authority (HTA)

Puerto Rico Electric Power Authority (PREPA)

**Oversight Board Members and Professionals**

9-1-1 Service Governing Board

Alejandro J. Garcia-Padilla

Ana J. Matosantos

Andrew G. Biggs

Arthur J. Gonzalez

Carlos M. Garcia

David Skeel

Jaime A. El Koury

José B. Carrión III

Jose R. Gonzalez

Ramon M. Ruiz

Richard Ravitch

**Puerto Rico Officials**

Alberto Baco Bague

Alberto C. Rodriguez Perez

Alejandro J. Garcia-Padilla

Carmen Villar Prados

Celeste Freytes Gonzalez

César A. Miranda Rodríguez

Christian Sobrino-Vega

Elias Sanchez Sifonte

Gabriel Olivera Magraner

Gerardo José Portela Franco

Hector Ivan Santos

Ingrid Rivera Rocafort

Jose A. Sierra Morales

José Iván Marrero Rosado

Jose Santiago Ramos  
Juan C. Zaragoza Gomez  
Juan Flores Galarza  
Juan Vaquer  
Luis F. Cruz Batista  
Melba Acosta Febo  
Miguel A. Torres Diaz  
Rafael Rovira Arbona  
Raúl Maldonado  
Ricardo Antonio Rosello Nevares  
Víctor A. Suárez Meléndez  
Wanda Vazquez Garced

**U.S. Government**

Regina McCarthy  
Steven Mnuchin  
U.S. Department of Treasury

**20 Largest Unsecured Creditors**

Baxter Sales & Distribution PR Corp.  
Braxton School of Puerto Rico  
Cardinal Health PR  
Cesar Castillo Inc.  
Corporacion de Servicios Educativos de Yabucoa  
COSALL  
Ediciones Santillana, Inc.  
Ediciones SM  
EVERTEC Inc.  
IKON Solutions, Inc.  
Institucion Educativa NETS, LLC  
Kirkland & Ellis LLP  
Manpower  
MC&CS  
Microsoft  
Puerto Rico Telephone Company  
Total Petroleum Corps.  
U.S. Army Corps of Engineers  
Workforce Training and Employment Center, Inc.

**Other Litigation Parties**

322 De Diego Holdings, LLC  
419 Ponce de Leon, Inc.  
Aaron C. Bielenberg

Ad Hoc Group of General Obligation Bondholders  
Adriel Longo-Ravelo  
Adrienne Muentes-Ortiz  
AG Financial Solutions  
AG Financial Solutions Funds  
Altair Global Credit Opportunities  
Altair Global Credit Opportunities Fund (A), L.L.C.  
Ambac Assurance Corporation  
Ambac Financial Group  
American Federation of State, County, and Municipal Employees  
Angelo, Gordon & Co. L.P.  
Appaloosa Management LP  
Aristeia Horizons, L.P.  
Artau Feliciano Conjugal Property Partnership  
Asociacion de Profesoras y Profesores del Recinto Universitario de Mayaguez, Inc. (APRUM)  
Asociacion Puertorriquena de la Judicatura, Inc.  
Assured Guaranty Corp.  
Assured Guaranty Municipal Corp.  
Aurelius Capital Management LP  
Aurelius Capital Partners LP  
Aurelius Convergence Master, Ltd  
Aurelius Investment, LLC  
Aurelius Opportunities Fund, LLC  
Autonomy Capital (Jersey) LP  
Autonomy Master Fund Limited  
Avenue Capital Group, LLC  
Avenue Capital Partners, LLC  
Baldr Mason Fund  
Banco Popular de Puerto Rico  
Banco Santander Puerto Rico  
Bank of New York Mellon  
Bank of Nova Scotia  
Benigno Trigo-Gonzalez  
Bertita Martinez-Martinez  
Blue Mountain Capital Management LLC  
Bonistas de Patio  
Bridgade Distressed Value Fund LP  
Brigade Capital Management, LP  
Brigade Leveraged Capital Structures Fund LP  
Buckeye Partners  
Camino Cipres LLC  
Camino Roble LLC  
Canary SC Master Fund, L.P.



Candlewood Investment Group, LP  
Canyon Balanced Master Fund, Ltd.  
Canyon Capital Advisors LLC  
Canyon Value Realization Fund, L.P.  
Carlos Contreras-Aponte  
Carlos Reyes Castro  
Carmen Feliciano Vargas  
Carmen Regina Suarez-Sein  
Ceci Montilla-Rojo  
CEDE & CO., as nominee for The Depository Trust Company  
Centerbridge Capital Partners, L.P.  
Centro de Periodismo Investigativo Inc.  
City of San Juan  
Claren Road and Avenue  
Claren Road Asset Management  
Claren Road Credit Master Fund, Ltd.  
Claren Road Credit Opportunities Master Fund, Ltd.  
Conjugal Partnership Gonzalez-Simounet  
Conjugal Partnership Hermida-Colon  
Conjugal Partnership Hess-Trigo  
Conjugal Partnership Martinez-Martinez  
Conjugal Partnership Smith-Smith  
Conjugal Partnership Trigo-Suarez  
Conjugal Partnership Trigo-Zapata  
Conjugal Partnership Valdes-Muentes  
Corbin Opportunity Fund, L.P.  
Corporation for the “Caño Martin Peña” Project (ENLACE)  
Covalent Partners LLC  
Crescent 1, L.P.  
CRS Master Fund, L.P.  
Cyrus Funds  
Cyrus Opportunities Master Fund II, Ltd.  
Cyrus Select Opportunities Master Fund, Ltd.  
Cyrus Special Strategies Master Fund, L.P.  
D.E. Shaw Galvanic Portolios, L.L.C.  
Davidson Kempner Capital Management LLC  
Davidson Kempner Capital Management LP  
Decagon Holdings 1, L.L.C.  
Decagon Holdings 10, L.L.C.  
Decagon Holdings 2, L.L.C.  
Decagon Holdings 3, L.L.C.  
Decagon Holdings 4, L.L.C.  
Decagon Holdings 5, L.L.C.

Decagon Holdings 6, L.L.C.  
Decagon Holdings 7, L.L.C.  
Decagon Holdings 8, L.L.C.  
Decagon Holdings 9, L.L.C.  
Depository Trust Company  
Dionisio Trigo-Gonzalez  
Eduardo Artau Gomez  
EJF  
Elías Sánchez  
Ernesto A. Smith  
Excelerate Energy  
FCO Advisors LP  
FCO Special Opportunities (A1) LP  
FCO Special Opportunities (D1) LP  
FCO Special Opportunities (E1) LLC - Master Series 1  
Federico M. Stubbe Arzuaga  
Federico Stubbe Gonzalez  
Financial Guaranty Insurance Co.  
Fir Tree Partners, Inc.  
First Medical Health Plan, Inc.  
First Puerto Rico AAA Target Maturity Fund I, Inc.  
First Puerto Rico Family of Funds  
First Puerto Rico Target Maturity Income Opportunities Fund I, Inc.  
First Puerto Rico Tax-Advantaged Target Maturity Fund I, Inc.  
First Puerto Rico Tax-Exempt Target Maturity Fund II, Inc.  
Fore Multi Strategy Fund LP  
Fore Research & Management  
Fore Solus Alternative Asset Management  
Franklin Advisors, Inc.  
Franklin California Tax Free Income Fund  
Franklin California Tax-Free Trust  
Franklin Municipal Securities Trust  
Franklin New York Tax-Free Income Fund  
Franklin Tax-Free Trust  
Franklin Templeton Companies, Inc.  
Franklin Templeton Companies, LLC  
Franklin Templeton Inc.  
FSA Investments, LLC  
FT Opportunistic Distressed Fund  
Fundamental Credit Opportunities Master Fund LP  
Glendon Opportunities Fund, L.P.  
Gloria Colon  
GoldenTree

GoldenTree Asset Management LP  
Goldman Sachs  
Goldman Sachs Asset Management  
Guillermo L. Martinez  
Gustavo Hermida-Ceda  
Heirs of The Estate of Rosario Ferre Ramirez De Arellano Comp by BTF-RLTF-LATF  
Jacana Holdings I LLC  
Jacana Holdings II LLC  
Jacana Holdings III LLC  
Jacana Holdings IV LLC  
Jacana Holdings V LLC  
Jorge Hess  
Jorge Irizarry  
Jose A. Valdes-Mazaurieta  
Jose F. Rodriguez Perello  
Ketty Slimounet de Gonzalez  
King Street  
Knighthead Capital Management, LLC  
KTRS Credit Fund LP  
LEX Claims, LLC  
LMA SPC  
LMAP 903 Limited  
Lolita Gandarilla de Casanovas  
Long En-Tech Puerto Rico, Inc.  
Marathon Asset Management, LP  
MassMutual  
Master SIF SICAV SIF  
MBIA  
MC Holdings Master LP  
MCP Holdings Master LP  
Merced Capital LP  
Merced Partners IV, L.P.  
Merced Partners Limited Partnership  
Merced Partners V, L.P.  
Miguel Angel Ortiz-Ramos  
Monarch Alternative Capital LP  
Monarch Alternative Solutions Master Fund Ltd.  
Monarch Capital Master Partners II LP  
Monarch Capital Master Partners III LP  
Monarch Capital Master Partners IV LP  
Monarch Debt Recovery Master Fund Ltd  
Monarch Recovery Ltd.  
Monarch Special Opportunities Master Fund Ltd.

MPR Investors LLC  
Municipality of San Sebastian  
Municipio Autonomo de Ponce  
Natalie A. Jaresko  
National Public Finance Guarantee Corporation  
Newoak Capital LLC  
Nokota Capital Master Fund, L.P.  
Northshore Management, Corp.  
Nutmeg Partners  
Oaktree Opportunities Fund IX (Parallel 2), L.P.  
Oaktree Opportunities Fund IX, L.P.  
Oaktree Value Opportunities Fund, L.P.  
Oaktree-Forrest Multi-Strategy, L.L.C. (Series B)  
Ocher Rose, L.L.C.  
Oficina del Gobernador Estado Libre Asociado  
Old Bellows Partners  
Oppenheimer Funds, Inc.  
Oppenheimer Multi-State Municipal Trust  
Oppenheimer Municipal Fund  
Oppenheimer Rochester AMT-Free Municipal Fund  
Oppenheimer Rochester AMT-Free New York Municipal Fund  
Oppenheimer Rochester Arizona Municipal Fund  
Oppenheimer Rochester California Municipal Fund  
Oppenheimer Rochester Fund Municipals  
Oppenheimer Rochester Maryland Municipal Fund  
Oppenheimer Rochester Massachusetts Municipal Fund  
Oppenheimer Rochester Michigan Municipal Fund  
Oppenheimer Rochester Minnesota Municipal Fund  
Oppenheimer Rochester North Carolina Municipal Fund  
Oppenheimer Rochester Ohio Municipal Fund  
Oppenheimer Rochester Virginia Municipal Fund  
Oriental Bank  
Pandora Select Partners, L.P.  
Peaje Investments LLC  
Penteli Master Fund  
Permal Stone Lion Fund Ltd.  
Perry Capital L.L.C.  
Pinehurst Partners, L.P.  
Prisma SPC Holdings Ltd. - Segregated Portfolio AG  
Puerto Rico AAA Portfolio Bond Fund II, Inc.  
Puerto Rico AAA Portfolio Bond Fund, Inc.  
Puerto Rico AAA Portfolio Target Maturity Fund, Inc.  
Puerto Rico Fixed Income Fund II, Inc.

Puerto Rico Fixed Income Fund III, Inc.  
Puerto Rico Fixed Income Fund IV, Inc.  
Puerto Rico Fixed Income Fund V, Inc.  
Puerto Rico Fixed Income Fund VI, Inc.  
Puerto Rico Fixed Income Fund, Inc.  
Puerto Rico Funds and Portfolios  
Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc.  
Puerto Rico Housing Finance Authority  
Puerto Rico Investors Bond Fund I  
Puerto Rico Investors Tax-Free Fund II, Inc.  
Puerto Rico Investors Tax-Free Fund III, Inc.  
Puerto Rico Investors Tax-Free Fund IV, Inc.  
Puerto Rico Investors Tax-Free Fund V, Inc.  
Puerto Rico Investors Tax-Free Fund VI, Inc.  
Puerto Rico Investors Tax-Free Fund, Inc.  
Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc.  
Puerto Rico Urgent Interest Fund Corporation  
Rafael Rojo  
Ramirez & Co.  
Ramon Gonzalez-Cordero  
Raul E. Casanovas Balado  
Regina Trigo de Hess  
River Canyon Fund Management LLC  
Rochester Portfolio Series  
ROLSG LLC  
Rossana Lopez Leon  
RRW I LLC  
San Rafael Holdings, LLC  
Sandra Pacheco Santiago  
Santander Asset Management Corporation  
Santander BanCorp  
Santander Financial Services, Island Insurance Corporation  
Santander Insurance Agency, Inc.  
Santander International Bank of Puerto Rico, Inc.  
Santander PR Capital Trust I  
Santander Securities Corp.  
Saress E. Smith  
SB Special Situation Master Fund SPC, Segregated Portfolio D  
Scoggin International Fund Ltd.  
Scoggin Worldwide Fund Ltd.  
Scotiabank de Puerto Rico  
Senator Global Opportunity Master Fund LP

Servidores Publicos Unidos Council 95 of the American Federation of State, County and  
Municipal Employees  
Servidores Publicos Unidos de Puerto Rico  
Sistema de Retiro de la Universidad de Puerto Rico  
SL Liquidation Fund L.P.  
SL Puerto Rico Fund II L.P.  
SL Puerto Rico Fund L.P.  
Sola Ltd.  
Solus Opportunities Fund 5 LP  
Stone Lion Capital LLC  
Stone Lion Capital Partners L.P.  
Stone Lion IE, a Fund of Permal Managed Account Platform ICAV  
Stugo, LLC  
SV Credit, L.P.  
Syncora Capital Assurance Inc.  
Syncora Guarantee Inc.  
Syncora Holdings Ltd.  
Taconic Master Fund 1.5 LP / Taconic Opportunity Master Fund  
Tasman Fund LP  
Tax-Free Puerto Rico Fund II, Inc.  
Tax-Free Puerto Rico Fund, Inc.  
Tax-Free Puerto Rico Target Maturity Fund, Inc.  
Teresa Zapata-Bird  
The Canyon Value Realization Master Fund, L.P.  
The Varde Skyway Master Fund, L.P.  
Tilden Park Capital Management  
Tilden Park Investment Master Fund LP  
Trigo Corp.  
Trimar Investments Corp.  
U.S. Bank Trust National Association  
UBS Financial Services  
UBS Financial Services Incorporated of Puerto Rico Y Otros  
UBS Group AG  
UBS IRA Select Growth & Income Puerto Rico Fund  
Ultra Master Ltd.  
United Automobile, Aerospace, and Agricultural Implement Workers of America  
Valmu Trust 2015, LLC  
Varde Credit Partners Master, L.P.  
Varde Investment Partners (Offshore) Master, L.P.  
Varde Investment Partners, L.P.  
Voya Institutional Trust Company  
Whitebox Advisors LLC  
Whitebox Asymmetric Partners, L.P.

Whitebox Institutional Partners, L.P.  
Whitebox Multi-Strategy Partners, L.P.  
Whitebox Term Credit Fund I L.P.  
Wilmington Trust

**Professionals**

Adsuar Muniz Goyco Seda & Perez-Ochoa  
Cadwalader Wickersham & Taft  
Cancio, Nadal, Rivera & Diaz, P.S.C.  
Casellas Alcover & Burgos  
Casillas Santiago & Torres, LLC  
Chadbourne & Parke  
Cohen, Weiss and Simon LLP  
Davis Polk & Wardell  
Dechert  
Delgado & Fernandez  
DLA Piper  
Faegre Baker Daniels  
Ferraiuoli  
Fiddler Gonzalez & Rodriguez  
Indiano & Willaims  
Jimenez, Graffam & Lausell  
Jones Day  
Kasowitz Benson Torres  
Kramer Levin Naftalis & Frankel  
Lopez Sanchez & Pireillo  
McDermott Will & Emery  
Monserrate Simonet & Gierbolini, LLC  
O'Neill & Gilmore Attorneys at Law  
O'Neill & Gilmore LLC  
O'Melveny & Myers  
O'Neill & Borges  
Paul Hastings  
Paul Weiss  
Proskauer Rose  
Quinn Emanuel Urqhart & Sullivan  
Reed Smith  
Reichard & Escalera  
Robbins Russel Englert Orseck Untereiner & Sauber  
Saldana Carvajal & Velez-Rive  
Salichs Pou & Associates PSC  
Saul Ewing  
Schulte Roth & Zabel LLP

Sepulvado & Maldonado  
Toro Colon Mullet Rivera & Sifre  
Vicente & Cuebas  
Weil Gotshal & Manges  
White & Case  
Zolfo Cooper LLP

**Other Parties Identified in the PrimeClerk and Epiq Retention Applications**

ACP Master, Ltd  
Additional (Electronic) Lottery  
Agricultural Enterprises Development Administration  
American Federation of Teachers  
Automobile Accidents Compensation Administration  
Cardiovascular Center Corporation of Puerto Rico and the Caribbean  
Commonwealth of Puerto Rico Regional Center Corporation  
Company for the Integral Development of the “Península de Cantera”  
Corporation of Industries for the Blind and Mentally Retarded and Incapacitated Persons of  
Puerto Rico  
Culebra Conservation and Development Authority  
Drivetrain, LLC, as Creditors' Trustee of DFC  
Economic Development Bank for Puerto Rico  
Employment and Training Enterprises Corporation  
Farm Insurance Corporation of Puerto Rico  
Fine Arts Center Corporation  
Fiscal Agency and Financial Advisory Authority  
Genesis Security Services, Inc.  
Government Development Bank of Puerto Rico  
Governmental Development Bank for Puerto Rico (GDB)  
Institute of Puerto Rican Culture  
Institutional Trust of the National Guard of Puerto Rico  
Judiciary Retirement System (JRS)  
Land Authority of Puerto Rico  
Local Redevelopment Authority of the Lands and Facilities of Naval Station Roosevelt Roads  
Model Forest  
Municipal Revenue Collection Center (CRIM)  
Musical Arts Corporation  
Port of the Americas Authority  
PR Infrastructure Finance Authority (PRIFA)  
Public Building Authority (PBA)  
Public Corporation for the Supervision and Deposit Insurance of Puerto Rico Cooperatives  
(COSSEC)  
Puerto Rico and Municipal Islands Transport Authority  
Puerto Rico Aqueduct and Sewer Authority (PRASA)



Puerto Rico Conservatory of Music Corporation  
Puerto Rico Convention Center District Authority (PRCCDA)  
Puerto Rico Council on Education  
Puerto Rico Health Insurance Administration (HIA / ASES)  
Puerto Rico Hospital Supply  
Puerto Rico Industrial Development Company (PRIDCO)  
Puerto Rico Industrial, Tourist, Educational, Medical, and Environmental Control Facilities  
Financing Authority (AFICA)  
Puerto Rico Integrated Transit Authority (PRITA)  
Puerto Rico Land Administration  
Puerto Rico Maritime Shipping Authority  
Puerto Rico Medical Services Administration (ASEM)  
Puerto Rico Metropolitan Bus Authority (AMA)  
Puerto Rico Municipal Finance Agency (MFA)  
Puerto Rico Ports Authority  
Puerto Rico Public Broadcasting Corporation  
Puerto Rico Public Private Partnerships Authority (PPP)  
Puerto Rico School of Plastic Arts  
Puerto Rico Telephone Authority  
Puerto Rico Tourism Company  
Puerto Rico Trade and Export Company  
Service Employees International Union  
Solid Waste Authority  
Special Communities Perpetual Trust  
State Insurance Fund Corporation (SIF)  
Teachers' Retirement System (TRS)  
The Children's Trust Fund (CTF)  
Total Petroleum Puerto Rico Corp.  
Traditional Lottery  
Unemployment Insurance Fund  
Unitech Engineering Group, S.E.  
University of Puerto Rico (UPR)  
University of Puerto Rico Comprehensive Cancer Center

**Exhibit B**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO  
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,  
*et al.*

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**ORDER AUTHORIZING THE  
EMPLOYMENT OF SEGAL CONSULTING AS  
CONSULTANTS AND ACTUARIES FOR  
THE COMMITTEE OF RETIRED EMPLOYEES**

Upon the Application filed by the Official Committee of Retired Employees of Puerto Rico (the “**Retiree Committee**”) in these Title III Cases for entry of an order to employ Segal Consulting (“**Segal**”) as consultants and actuaries for the Retiree Committee effective as of June 27, 2017, pursuant to sections 105(a) and 1103(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), made applicable to these cases pursuant to section 301(a) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“**PROMESA**”), 48 U.S.C. § 2161(a);<sup>2</sup>

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<sup>1</sup> The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (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 (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686).

<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241. Unless otherwise noted, all Bankruptcy Code sections cited in this Order are made applicable to these Title III Cases by section 301(a) of PROMESA.

and upon the Declaration of Kim Nicholl in Support of the Application (the “**Nicholl Declaration**”); and the Court having heard the statements of counsel in support of the relief requested therein and at a hearing thereon (the “**Hearing**”); and the Court finding that (a) the Court has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a), (b) Segal does not hold or represent any interest materially adverse to the Retiree Committee with respect to matters for which Segal is to be employed, and (c) the Retiree Committee’s employment of Segal is in the best interest of the Retiree Committee; and the Court finding that notice of the Application given by the Retiree Committee was sufficient under the circumstances and that no other or further notice is necessary; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application, the Nicholl Declaration, and at the Hearing on the Application establish just cause for the relief herein granted; it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED, as set forth herein.
2. The Retiree Committee is authorized, pursuant to section 1103(a) of the Bankruptcy Code, to employ Segal as its consultants and actuaries in these Title III Cases in accordance with the terms and conditions set forth in the Application, effective as of June 27, 2017.
3. Segal shall be entitled to allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred in connection with these Title III Cases as an administrative priority expense under section 503(b) of the Bankruptcy Code pursuant to any procedures established and required by PROMESA, this Court, and the United States Trustee.
4. The Retiree Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. The terms and conditions of this Order shall be immediately effective and

enforceable upon its entry.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2017

San Juan, Puerto Rico

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Honorable Laura Taylor Swain  
United States District Judge