

**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

PUERTO RICO ELECTRIC POWER  
AUTHORITY, *et al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 4780-LTS

(Jointly Administered)

UNION DE TRABAJADORES DE LA  
INDUSTRIA ELECTRICA Y RIEGO (UTIER),

Plaintiffs,

v.

PUERTO RICO ELECTRIC POWER  
AUTHORITY; THE FINANCIAL OVERSIGHT  
AND MANAGEMENT BOARD FOR PUERTO  
RICO, *et al.*,

Defendants.

Adv. Proc. No. 17-228 LTS

**UNOPPOSED URGENT MOTION OF THE OFFICIAL  
COMMITTEE OF RETIRED EMPLOYEES OF THE  
COMMONWEALTH OF PUERTO RICO TO EXPEDITE  
CONSIDERATION OF ITS MOTION TO INTERVENE**

<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); (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); and (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747).

The Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) respectfully submits this urgent motion (“**Motion**”), pursuant to Section I.H and III.F of the Third Amended Case Management Procedures [Case No. 17-3283, Dkt No. 1512-1] and Local Bankruptcy Rule 9013-1, requesting that the Court set the Retiree Committee’s Motion to Intervene in the above-captioned adversary proceeding (“**Motion to Intervene**”) [Dkt. No. 58] for hearing on November 15, 2017, the next omnibus hearing date in these Title III cases. As set forth below, both the Plaintiff, Union de Trabajadores de la Industria Electrica y Riego (“**UTIER**”) and Defendants consent to the relief sought in this Motion and also consent to the Retiree Committee’s limited intervention on the terms set forth in the Proposed Order Granting the Motion To Intervene attached hereto as Exhibit A. In support of this Motion, the Retiree Committee respectfully states as follows:

1. On November 3, 2017, the Retiree Committee filed its Motion to Intervene, attaching as Exhibit A its Objection to the Motion of Aurelius to Dismiss the Title III Cases [Case No. 17-3283, Dkt. 1629] (the “**Objection**”), in which the Retiree Committee objected to the motion filed by Aurelius Investment, LLC, Aurelius Opportunities Fund, LLC, and Lex Claims, LLC (“**Aurelius**”) to dismiss all pending Title III cases (the “**Motion to Dismiss**”).

2. The Retiree Committee seeks to intervene in this adversary proceeding solely to make the arguments made in the Objection. The arguments made by UTIER in this adversary proceeding mirror the arguments made by Aurelius in the Motion to Dismiss. In light of these commonalities, the Court set a parallel briefing schedule and January 10, 2018 joint hearing to consider Aurelius’s Motion to Dismiss and motions to dismiss UTIER’s adversary proceeding. *Order Regarding Briefing and Hearing Schedule in Connection with the Aurelius Motions and UTIER Adversary Proceeding* [Dkt. No. 46] (“**Scheduling Order**”).

3. The Retiree Committee requests the Court set the Motion to Intervene on November 15, 2017, and set a deadline for any opposition to the Motion to Intervene for November 10, 2017, and any reply for November 14, 2017. Consideration of the Motion to Intervene on this schedule—prior to the close of briefing and the joint hearing—serves to align the briefing schedules in the parallel litigation. Because both Aurelius and UTIER question the viability of the Title III cases, it is critical that the Court consider all interested parties’ arguments together and on the same timetable.

4. Counsel for UTIER and for Defendants have confirmed that they do not object to the expedited hearing on the Motion to Intervene nor do they object to the limited intervention sought by the Retiree Committee in the Motion to Intervene on the terms set forth in the Proposed Order attached hereto.

**Certification Pursuant to Local Rule 9013-1 and Section I.H of the Third Amended Case Management Procedures**

5. Pursuant to Local Rule 9013-1(a), the Retiree Committee certifies that it has carefully examined the matter and concluded that there is a true need for an urgent hearing so that the Retiree Committee may present argument on both the Motion to Dismiss and the common issues raised in this Adversary Proceeding at the January 10, 2018 hearing. The Retiree Committee further certifies that it has not created the urgency through lack of due diligence—to the contrary, it filed the Motion to Intervene on November 3, 2017, the same day it filed its Objection to the Aurelius Motion to Dismiss. The Retiree Committee consents to the Court’s entry of an order permitting its intervention without the need for hearing.

6. Pursuant to Section I.H. of the Case Management Procedures, the Retiree Committee certifies that it engaged in reasonable, good-faith communications with interested parties. On November 6, 2017, the Retiree Committee provided notice by electronic mail to

counsel for UTIER and Defendants of its intention to request that a hearing on the Motion to Intervene be scheduled for November 15, 2017. On November 6, 2017, counsel for UTIER, and on November 8, 2017, counsel for Defendants, confirmed that they had no objection to setting a hearing on the Motion to Intervene on November 15, 2017, and the Retiree Committee does not anticipate any other party will object. UTIER and Defendants also do not object to this Court entering the attached Proposed Order granting the Motion to Intervene without a hearing.

WHEREFORE, the Retiree Committee respectfully requests entry of an Order setting the Motion to Intervene for November 15, 2017, entering the attached Proposed Order, or granting such other and further relief as this court deems just.

November 8, 2017

Respectfully submitted,

JENNER & BLOCK LLP

BENNAZAR, GARCÍA & MILIÁN, C.S.P.

By:

/s/ Robert Gordon

Robert Gordon (admitted *pro hac vice*)

Richard Levin (admitted *pro hac vice*)

919 Third Ave

New York, NY 10022-3908

[rgordon@jenner.com](mailto:rgordon@jenner.com)

[rlevin@jenner.com](mailto:rlevin@jenner.com)

212-891-1600 (telephone)

212-891-1699 (facsimile)

Catherine Steege (admitted *pro hac vice*)

Melissa Root (admitted *pro hac vice*)

353 N. Clark Street

Chicago, IL 60654

[csteege@jenner.com](mailto:csteege@jenner.com)

[mroot@jenner.com](mailto:mroot@jenner.com)

312-222-9350 (telephone)

312-239-5199 (facsimile)

Ian Heath Gershengorn (*pro hac vice*  
submitted)

Lindsay C. Harrison (*pro hac vice* submitted)

William Dreher (*pro hac vice* submitted)

1099 New York Ave NW

Washington, DC 20001

[igershengorn@jenner.com](mailto:igershengorn@jenner.com)

[lharrison@jenner.com](mailto:lharrison@jenner.com)

[wdreher@jenner.com](mailto:wdreher@jenner.com)

202-639-6000 (telephone)

202-639-6066 (facsimile)

By:

/s/ A.J. Bennazar-Zequeira

A.J. Bennazar-Zequeira

Edificio Union Plaza

PH-A piso 18

Avenida Ponce de León #416

Hato Rey, San Juan

Puerto Rico 00918

[ajb@bennazar.org](mailto:ajb@bennazar.org)

787-754-9191 (telephone)

787-764-3101 (facsimile)

*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  
RICO,

as representative of

PUERTO RICO ELECTRIC POWER  
AUTHORITY, *et al.*,

Debtors.<sup>1</sup>

PROMESA  
Title III

No. 17 BK 4780-LTS

(Jointly Administered)

UNION DE TRABAJADORES DE LA  
INDUSTRIA ELECTRICA Y RIEGO (UTIER),

Plaintiffs,

v.

PUERTO RICO ELECTRIC POWER  
AUTHORITY; THE FINANCIAL OVERSIGHT  
AND MANAGEMENT BOARD FOR PUERTO  
RICO, *et al.*,

Defendants.

Adv. Proc. No. 17-228 LTS

**[PROPOSED] ORDER AUTHORIZING OFFICIAL COMMITTEE OF  
RETIRED EMPLOYEES OF THE COMMONWEALTH  
OF PUERTO RICO LEAVE TO INTERVENE**

WHEREAS, on November 3, 2017, the Official Committee of Retired Employees of Puerto

<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); (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); and (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747).

Rico (the “**Retiree Committee**”), a statutory committee appointed in the Commonwealth of Puerto Rico’s Title III case under § 1102(a)(1) of the Bankruptcy Code with the powers prescribed in § 1103 of the Bankruptcy Code, filed a motion (“**Motion**”) for entry of an order authorizing the Retiree Committee to intervene on a limited basis in the above-captioned adversary proceeding (the “**Adversary Proceeding**”); and

WHEREAS, on November 8, 2017, the Retiree Committee filed an Urgent Motion requesting a hearing on the Motion in which it represented that counsel for Plaintiff Union de Trabajadores de la Industria Electrica y Riego (“**UTIER**”) and counsel for Defendants: (a) do not object to the Court’s expedited consideration of the Motion; and (b) do not object to the entry of an order granting the Retiree Committee limited intervention in this Adversary Proceeding; and

WHEREAS, the Court finding that: (a) the Court has subject matter jurisdiction over this motion pursuant to PROMESA section 306(a), (b) venue is proper pursuant to PROMESA section 307(a), and (c) notice of the Motion 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 Motion establish just cause for the relief herein granted; it is hereby:

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.
2. The Retiree Committee shall be permitted to raise, appear and be heard in this Adversary Proceeding.
3. Producing parties shall make all discovery taken to date available to the Retiree Committee within seven (7) calendar days of this Order. Future discovery must be made available within seven (7) days of the production of discovery, or the production of the transcript of a



deposition, subject to execution of any relevant protective order. Counsel to the Retiree Committee shall be entitled to attend any deposition(s) subsequently taken in connection with the above-captioned Adversary Proceeding.

4. The Retiree Committee shall not have the right to propound discovery requests, nor shall the Retiree Committee have the right examine witnesses during depositions, hearings, or trial. Counsel for Defendants shall use reasonable and good faith efforts to confer with counsel for the Retiree Committee in advance of depositions, hearings, or trial, and shall allow counsel for the Committee an opportunity to suggest questions and arguments in advance of such depositions, hearings, or trial.

5. The Retiree Committee shall have the right to file briefs stating its positions, restricted to those issues already raised by the original parties in this Adversary Proceeding. The Retiree Committee may be heard at arguments in this Adversary Proceeding to raise issues and arguments consistent with the Objection to the Motion of Aurelius to Dismiss the Title III Cases [Case No. 17-3283, Dkt. 1629] attached to the Retiree Committee's Motion to Intervene, and on any other issue if prior leave from this Court is granted with respect to that particular argument.

6. Without prejudice to any other rights the Retiree Committee holds, the Retiree Committee shall not be able to settle, oppose settlement, appeal settlement, or appeal any decision on any cause of action in this case based on its status as an intervenor.

Dated: \_\_\_\_\_, 2017  
San Juan, Puerto Rico

---

Honorable Judith Gail Dein  
United States Magistrate Judge