

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

THE GOVERNMENT DEVELOPMENT BANK
FOR PUERTO RICO,

Applicant.

PROMESA

Title VI

No. 18-1561 (LTS)

**SUPPLEMENTAL DECLARATION OF SUZANNE S. UHLAND, ESQ. IN SUPPORT
OF THE APPLICATION OF THE GOVERNMENT DEVELOPMENT BANK FOR
PUERTO RICO AND THE PUERTO RICO FISCAL AGENCY AND FINANCIAL
ADVISORY AUTHORITY, PURSUANT TO SECTION 601(M)(1)(D) OF THE PUERTO
RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT, FOR
APPROVAL OF THE QUALIFYING MODIFICATION FOR GDB**

I, Suzanne S. Uhland, declare under penalty of perjury:

1. I am an attorney with the law firm of O’Melveny & Myers LLP and represent the Government Development Bank for Puerto Rico (“**GDB**”) and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“**AAFAF**”) in this action. I have been admitted *pro hac vice* to the District of Puerto Rico for purposes of this action. I submit this declaration in support of the *Application of the Government Development Bank for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority, Pursuant to Section 601(m)(1)(D) of the Puerto Rico Oversight, Management, and Economic Stability Act, for Approval of the Qualifying Modification for GDB.*

2. Attached hereto as Exhibit A is a true and correct copy of that certain Unanimous Written Consent of the Financial Oversight and Management Board for Puerto Rico certifying the Qualifying Modification pursuant to section 601(m) of PROMESA.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in San Juan, Puerto Rico on November 5, 2018

/s/ Suzanne S. Uhland

Suzanne S. Uhland

Exhibit A

**FINANCIAL OVERSIGHT AND MANAGEMENT BOARD
FOR PUERTO RICO**

November 2, 2018

**UNANIMOUS WRITTEN CONSENT APPROVING AUTHORIZATION OF
GOVERNMENT DEVELOPMENT BANK OF PUERTO RICO AND
CERTIFICATION OF QUALIFYING MODIFICATION PURSUANT TO TITLE
VI OF PROMESA**

WHEREAS, on June 30, 2016, the federal Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) was enacted; and

WHEREAS section 101 of PROMESA created the Financial Oversight and Management Board for Puerto Rico (the “Board”); and

WHEREAS, the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), the Government Development Bank of Puerto Rico (“GDB”) and certain supporting creditors negotiated the terms of a Restructuring Support Agreement dated May 15, 2017, (the “Original RSA”) in respect of GDB’s obligations towards its financial creditors; and

WHEREAS, on July 12, 2017, the Board (i) authorized GDB pursuant to section 601(e) of PROMESA to be eligible to avail itself of the procedures under section 601 of PROMESA; and (ii) certified by unanimous written consent the Original RSA as a Voluntary Agreement under section 104(i)(1) of PROMESA and as a Qualifying Modification pursuant to section 601(g)(2)(A) of PROMESA, which certifications were conditioned on obtaining revised certifications in the event of any subsequent modification to the Original RSA; and

WHEREAS, the Original RSA was amended by the First Amendment, dated October 20, 2017, the Second Amendment, dated December 20, 2017, the Third Amendment, dated March 20, 2018, and the Fourth Amendment, dated April 6, 2018 (as amended, the “Amended RSA”); and

WHEREAS, on May 8, 2018, the Board (i) recertified the RSA as a Qualifying Modification pursuant to section 601(g)(2)(A) of PROMESA; (ii) deemed Epiq Bankruptcy Solutions, LLC (“Epiq”) as reasonably acceptable to the Board as Calculation Agent pursuant to section 601(k) of PROMESA; (iii) deemed Epiq as reasonably acceptable to the Board as Information Agent pursuant to section 601(l) of PROMESA; and (iv) established the proposed Pools of Bond Claims pursuant to section 601(d) of PROMESA; and

WHEREAS the Board is in receipt of a letter from AAFAF dated October 31, 2018, a copy of which is attached hereto as Exhibit A (the “Letter”); and

WHEREAS capitalized terms not defined in this consent shall have the meanings given to them in the Letter; and

WHEREAS, pursuant to the Letter, AAFAF, on behalf of itself and GDB, requested the Board, as Administrative Supervisor (as such term is defined in section 601(a)(1) of PROMESA) under Title VI of PROMESA, to certify, pursuant to section 601(m)(1)(B) of PROMESA, the following in connection with the Qualifying Modification: (i) that the voting requirements, as set forth in PROMESA section 601(j), have been satisfied (PROMESA § 601(m)(1)(B)(i)); (ii) that the Qualifying Modification complies with the Voluntary Agreement requirements set forth in section 104(i)(1) of PROMESA (PROMESA § 601(m)(1)(B)(ii)); and (iii) that, except for such conditions that have been identified in the Qualifying Modification as being non-waivable, the conditions to the effectiveness of the Qualifying Modification have been satisfied or, in the Administrative Supervisor’s sole discretion, satisfaction of such conditions has been waived (PROMESA § 601(m)(1)(B)(iii)); and

WHEREAS the Board has reviewed the Letter (including its exhibit setting forth the declaration of Epiq setting forth the voting results) and has discussed it with the Board’s advisors and with representatives of AAFAF and GDB; and

WHEREAS the Board has not undertaken an independent review of the voting results and has relied solely on the declaration of Epiq; and

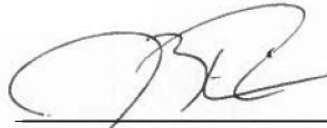
WHEREAS, after substantial deliberations, and in reliance on the statements made in the Letter (including, without limitation, the satisfaction of the conditions that will necessarily only be met upon closing and after the United States District Court of Puerto Rico (the “Court”) enters an order approving the Qualifying Modification pursuant to section 601(m)(1)(D) of PROMESA) and which conditions are described in the Letter, the Board is satisfied that it should certify, pursuant to section 601(m)(1)(B) of PROMESA (i) that the voting requirements, as set forth in PROMESA section 601(j), have been satisfied; (ii) that the Qualifying Modification complies with the Voluntary Agreement requirements set forth in section 104(i)(1) of PROMESA; and (iii) that, except for conditions that will necessarily only be met upon closing and after the Court enters an order approving the Qualifying Modification pursuant to section 601(m)(1)(D) of PROMESA, the conditions to the effectiveness of the Qualifying Modification have been satisfied or, that satisfaction of such conditions has been waived, subject to the conditions set forth below;

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board, as Administrative Supervisor, certifies that the voting requirements, as set forth in PROMESA section 601(j), have been satisfied; and it is

FURTHER RESOLVED that the Board, as Administrative Supervisor, certifies that the Qualifying Modification complies with the Voluntary Agreement requirements set forth in section 104(i)(1) of PROMESA; and it is

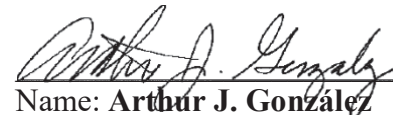
FURTHER RESOLVED that the Board, as Administrative Supervisor, certifies that, subject to satisfaction of the conditions that will necessarily only be met upon closing and after the United States District Court of Puerto Rico enters an order approving the Qualifying Modification pursuant to section 601(m)(1) (D) of PROMESA and which conditions are described in the Letter, the conditions to the effectiveness of the Qualifying Modification have been satisfied.

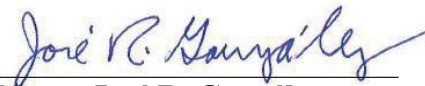
Agreed and authorized as of the date first set forth above.

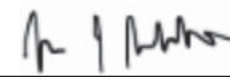
By: 
Name: **José B. Carrión**
Title: Chair and Member

By: 
Name: **Andrew G. Biggs**
Title: Member

By: 
Name: **Carlos M. García**
Title: Member

By: 
Name: **Arthur J. González**
Title: Member

By: 
Name: **José R. González**
Title: Member

By: 
Name: **Ana J. Matosantos**
Title: Member

By: 
Name: **David A. Skeel, Jr.**
Title: Member



GOVERNMENT OF PUERTO RICO
**Puerto Rico Fiscal Agency and Financial
Advisory Authority**

October 31, 2018

VIA FEDERAL EXPRESS AND E-MAIL

The Honorable José B. Carrión III
Chairman
The Financial Oversight and Management Board for Puerto Rico

Natalie A. Jaresko
Executive Director
The Financial Oversight and Management Board for Puerto Rico

Re: GDB Qualifying Modification — PROMESA § 601(m) Certification Submission

Dear Mr. Carrión, Ms. Jaresko, and other members of the Financial Oversight and Management Board for Puerto Rico (the “**Oversight Board**”):

Pursuant to section 601(m)(1)(B) of the Puerto Rico Oversight, Management, and Economic Stability Act (“**PROMESA**”),¹ the Puerto Rico Fiscal Agency and Financial Advisory Authority (“**AAFAF**”), on behalf of the Government Development Bank for Puerto Rico (the “**GDB**”), hereby requests that the Oversight Board, as Administrative Supervisor, certify the following in connection with the GDB Qualifying Modification:

- the voting requirements, as set forth in PROMESA section 601(j), have been satisfied (PROMESA § 601(m)(1)(B)(i));
- the Qualifying Modification complies with the Voluntary Agreement requirements set forth in PROMESA section 104(i)(1) (PROMESA § 601(m)(1)(B)(ii)); and
- except for such conditions that have been identified in the Qualifying Modification as being non-waivable, the conditions to the effectiveness of the Qualifying Modification have been satisfied or, in the Administrative Supervisor’s sole discretion, satisfaction of such conditions has been waived (PROMESA § 601(m)(1)(B)(iii)).

As set forth herein, AAFAF and GDB submit that the Qualifying Modification satisfies each of the foregoing requirements and request that the Oversight Board provide the certifications requested.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Solicitation Statement, dated August 9, 2018.

I. The Voting Requirements Have Been Satisfied

Pursuant to PROMESA section 601(j), in order for the Qualifying Modification to be approved, Eligible Voters holding (i) not less than a majority of the aggregate outstanding amount of Participating Bond Claims in each GDB Pool as of the Voting Record Date (the “**Majority Vote Requirement**”) and (ii) not less than 66 ⅔% of the aggregate outstanding amount of Participating Bond Claims in each GDB Pool as of the Voting Record Date for which ballots are validly delivered and not validly revoked (the “**Supermajority Vote Requirement**”), must vote to approve the Qualifying Modification.

On September 20, 2018, Jane Sullivan of Epiq Corporate Restructuring, LLC (the “**Calculation Agent**”) filed a declaration setting forth the voting results, a copy of which is attached hereto as Exhibit A (the “**Voting Certificate**”). As set forth in the Voting Certificate, prior to 5:00 p.m., New York City time, on September 12, 2018 (the “**Voting Deadline**”), GDB received the necessary votes from holders of Participating Bond Claims to approve the Qualifying Modification, as required by PROMESA section 601(j).

Specifically, prior to the Voting Deadline, Eligible Voters delivered ballots to the Calculation Agent voting approximately 74.8% of the aggregate outstanding principal amount of the Participating Bond Claims in the GDB Bond Claims Pool, with over 97.4% of the Participating Bond Claims that voted in such pool voting to approve the Qualifying Modification. In addition, the necessary votes were received with respect to the Guaranteed Bond Claims Pool. Details regarding the final results of the solicitation are shown in the tables below.

	<u>Aggregate Principal Amount of Participating Bond Claims that Voted to</u>		<u>Aggregate Amount (and Percentage) of Participating Bond Claims in the applicable GDB Pool that Voted on the Qualifying Modification</u>
	<u>Approve the Qualifying Modification</u>	<u>Reject the Qualifying Modification</u>	
GDB Bond Claims Pool	\$3,004,526,817	\$79,442,304	\$3,083,969,121 (74.85%)
Guaranteed Bond Claims Pool	\$110,000,000	\$0	\$110,000,000 (100%)

As a result, the Majority Vote Requirement was satisfied for each GDB Pool, as shown below.

	<u>Aggregate Principal Amount of Participating Bond Claims</u>		<u>Percentage of Participating Bond Claims in the applicable GDB Pool that Voted to Approve the Qualifying Modification</u>
	<u>that Voted to Approve the Qualifying Modification</u>	<u>in the applicable GDB Pool</u>	
GDB Bond Claims Pool	\$3,004,526,817	\$4,120,389,707	72.92%
Guaranteed Bond Claims Pool	\$110,000,000	\$110,000,000	100%

In addition, the Supermajority Vote Requirement was satisfied for each GDB Pool, as shown below.

	Aggregate Principal Amount of Participating Bond Claims		
	that Voted to Approve the Qualifying Modification (A)	in the applicable GDB Pool that Voted in the Solicitation (B)	(A/B)
	<hr/>	<hr/>	<hr/>
GDB Bond Claims Pool	\$3,004,526,817	\$3,083,969,121	97.42%
Guaranteed Bond Claims Pool	\$110,000,000	\$110,000,000	100%

A report of ballots received and not included in the tabulation prepared by the Calculation Agent and the reason for exclusion of such ballots is attached as Exhibit B to the Voting Certificate.

Based on the foregoing, AAFAF and GDB request that the Oversight Board certify the voting results, as required by section 601(m)(1)(B)(i).

II. The Qualifying Modification Complies With the Voluntary Agreement Requirements of PROMESA Section 104(i)(1)

Section 104(i) of PROMESA provides that the Oversight Board shall issue a certification to a covered territory or covered territorial instrumentality that it has entered into a Voluntary Agreement to restructure its Bond Claims if the Oversight Board determines, in its sole discretion, that the Voluntary Agreement meets one of the following requirements:

- **Conformity with Certified Fiscal Plan.** If a Fiscal Plan has been certified by the Oversight Board, the Voluntary Agreement conforms to such Fiscal Plan and it provides for a sustainable level of debt. PROMESA § 104(i)(1)(A).
- **No Certified Fiscal Plan.** If a Fiscal Plan has not been certified by the Oversight Board, the Voluntary Agreement, in the Oversight Board’s sole discretion, provides for sustainable level of debt. PROMESA § 104(i)(1)(B).
- **One Year Holiday/No Certified Fiscal Plan.** If Fiscal Plan has not been certified by the Oversight Board and the Voluntary Agreement is “limited solely to an extension of applicable principal maturities and interest on Bonds issued by such covered territory or covered territorial instrumentality, as applicable, for a period of up to one year during which time no interest will be paid on the Bond Claims affected by the voluntary agreement.” PROMESA § 104(i)(1)(C).

On May 8, 2018, the Oversight Board issued a unanimous written consent certifying the GDB Restructuring Support Agreement (the “**RSA**”) as a Voluntary Agreement under section 104(i)(1). The RSA, and by extension the Qualifying Modification, continue to meet both requirements of section 104(i)(1)(A) as the Qualifying Modification (i) conforms to the GDB Fiscal Plan certified by the Oversight Board on April 20, 2018 (the “**GDB Fiscal Plan**”); and (ii) provides for a sustainable level of debt.

a. *The Qualifying Modification is Consistent with the GDB Fiscal Plan*

The GDB Fiscal Plan incorporates the framework of the Qualifying Modification and details the mechanism by which projected available cash flow will be allocated amongst GDB creditors. In particular, the Qualifying Modification and GDB Fiscal Plan both:

- Contemplate a consensual and sustainable restructuring using a Title VI Qualifying Modification.
 - Create a structure to maximize recovery values for GDB’s stakeholders.
 - Provide for the transfer of specified assets of GDB to either (i) the GDB Debt Recovery Authority (the “**Recovery Authority**”) pursuant to the Qualifying Modification or (ii) to the Public Entity Trust.
 - Significantly reduce future GDB operations and project a steady and significant decline in GDB operating expenses over the next several years, which are ultimately reduced solely to expenses related to essential services required to wind down GDB operations.
 - Assume that municipal loans will be paid in accordance with their contractual terms and that such loans shall be the primary source of cash flow to make payments in respect of the New Bonds.
 - Base recoveries on both the New Bonds and interests in the Public Entity Trust on available cash flows and do not provide for any additional credit enhancement from GDB, the Commonwealth or any other third party.
- b. *The Restructuring Provides for a Sustainable Level of Debt for Both GDB and the Recovery Authority*

i. *Sustainability of GDB’s Debt*

Under the Qualifying Modification, the bulk of GDB’s assets will be transferred to the Recovery Authority or the Public Entity Trust, while GDB’s financial indebtedness will be satisfied through the exchange of such indebtedness either for the New Bonds or interests in the Public Entity Trust. Certain assets, however, will remain at GDB to satisfy GDB’s continuing liabilities. These assets will consist of cash sufficient to (a) satisfy the transaction costs of the Qualifying Modification, (b) settle or resolve disputed trade vendor claims that are not resolved as of the Closing Date, (c) establish a trust for certain pre-retirement programs for former employees of GDB pursuant to the GDB Restructuring Act, (d) settle Excess CAE claims under the GDB Restructuring Act, (e) satisfy GDB’s fixed payment obligations pursuant to the Committee Settlement Stipulation and (f) satisfy GDB’s remaining operating expenses.

Importantly, the New Bonds will represent indebtedness solely of the Recovery Authority and will not be insured or guaranteed by GDB. Therefore, following consummation of the Qualifying Modification, GDB will essentially have no financial indebtedness to sustain (other than certain indemnification claims under the Keepwell Agreement that are not expected to be triggered).

ii. *Sustainability of the Recovery Authority's Debt*²

The New Bonds are structured in a manner that will ensure that the Recovery Authority also has a sustainable level of debt. The Restructuring Property available to pay the New Bonds is specified and limited, as set forth in the Qualifying Modification, and the New Bonds are designed to be paid only to the extent of the Restructuring Property. In addition, payments on the New Bonds are subordinated to the operating expenses of the Recovery Authority. Specifically, payments on the New Bonds are only paid from “Available Cash” of the Recovery Authority, which is defined to exclude amounts payable to the Issuer’s service providers and amounts required to be set aside on each payment date to reserve sufficient funds for the Issuer’s operating expenses until the next payment date.

Accordingly, because payment on the New Bonds is explicitly tied to the Restructuring Property, after netting out the operating expenses of the Recovery Authority, the indebtedness incurred on account of the New Bonds is by design sustainable.

Based on the foregoing, AAFAF and GDB request that the Oversight Board certify that the Qualifying Modification continues to comply with the requirements of PROMESA section 104(i)(1), as required by PROMESA section 601(m)(1)(B)(ii).

III. The Conditions Precedent Have Been or Will be Satisfied

PROMESA section 601(m) requires that, in order for the Qualifying Modification to become conclusive and binding, the Oversight Board must certify that, except for such conditions that have been identified in the Qualifying Modification as non-waivable, “the conditions on the effectiveness of the Qualifying Modification have been satisfied or, in the Administrative Supervisor’s sole discretion, satisfaction of such conditions has been waived.” To that end, the table below sets forth each condition precedent, as established by the RSA, and the status thereof:

Condition Precedent	Status
Certification of the RSA as a Qualifying Modification pursuant to PROMESA section 601(g).	Complete. On May 8, 2018, the Oversight Board issued a unanimous written consent certifying the RSA as a Qualifying Modification under section 601(g).
Establishment of one or more Pools of Bond Claims by the Oversight Board in accordance with the requirements of section 601(d)(3) of PROMESA.	Complete. On May 8, 2018, the Oversight Board issued a unanimous written consent certifying the GDB Bond Claims Pool and the Guaranteed Bond Claims Pool as separate Pools pursuant to PROMESA section 601(d).
Distribution of the required disclosure documents and voting instructions to the Holders of Participating Bond Claims by the Information Agent pursuant to section 601(f) and (k) of PROMESA.	Complete. As set forth in the Voting Certificate, the Information Agent solicited votes from all beneficial owners of Participating Bond Claims as of the July 31, 2018 Voting Record Date.

² Under section 104(i) of PROMESA, the required showing is that the “covered territory instrumentality” has a sustainable level of debt. Thus, GDB and AAFAF believe that this evidentiary showing only applies to GDB, not the Recovery Authority.

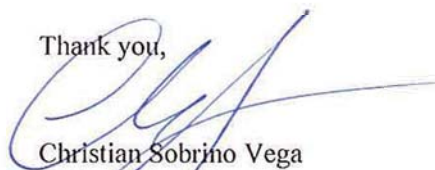
Satisfaction of the voting requirements set forth in section 601(j) of PROMESA.	Complete. See Voting Certificate attached as Exhibit A.
Passage of any additional legislation that may be necessary to enable the creation of the Recovery Authority and which includes such provisions as may be required for consummation of the transactions contemplated by the Qualifying Modification.	Complete. The GDB Restructuring Act was amended on July 18, 2018 and establishes the necessary legal framework for consummation the Qualifying Modification.
Certification by the Oversight Board pursuant to section 601(m) of PROMESA.	Pending the issuance of the certifications requested by this letter.
Entry of the Certification Order.	Pending court approval of the Qualifying Modification following the hearing scheduled for November 6, 2018.
The Non-Municipal Government Entity Resolution (as defined in the RSA) shall have been effectuated, pursuant to, or otherwise consistent with, Chapter 3 of the GDB Restructuring Act, and the Public Entity Trust shall have been established and the Public Entity Trust Assets shall have been transferred to the trustee of the Public Entity Trust.	The Non-Municipal Government Entity Resolution will be effectuated on the Closing Date, including the transfer of the Public Entity Trust Assets to the Public Entity Trust.
The Recovery Authority shall have been created pursuant to governing documents in form and substance satisfactory to GDB and the RSA Requisite Bondholders.	Complete. The Recovery Authority was created pursuant to the terms of the GDB Restructuring Act.
The Public Entity Deed of Trust and Servicing Agreement shall have been executed and delivered, in form and substance satisfactory to GDB and the RSA Requisite Bondholders, and shall be in full force and effect.	The Public Entity Deed of Trust and Servicing Agreement will be executed on the Closing Date and will include the clarification language to the releases in the GDB Restructuring Act, which AAFAP and GDB represented to the Court in ECF #151 (3:18-cv-01561-LTS).
All other Definitive Documents shall have been executed and delivered in form and substance satisfactory to GDB and the RSA Requisite Bondholders, and shall be in full force and effect.	All other Definitive Documents will be executed on the Closing Date. Substantially complete drafts of such documents have been delivered to the Oversight Board.
GDB shall have determined, and notified the relevant municipalities of, the recalculation of municipal obligations.	Complete. GDB has provided such notice to all municipalities.
Legal opinions of counsel to GDB in form and substance acceptable to the RSA Requisite Bondholders shall have been delivered to the trustee or other applicable party regarding the Definitive Documents and the Restructuring.	All opinions will be delivered on the Closing Date.
All professional fees and expenses required to be paid under the RSA on or prior to the Closing Date shall have been paid on or prior to the Closing Date.	All outstanding professional fees and expenses required to be paid under the RSA will be paid on the Closing Date.

Based on the foregoing, AAFAF and GDB request that the Oversight Board certify that all conditions precedent have been met or are expected to be met as of the Closing Date (or to the extent necessary, condition the certification provided under PROMESA section 601(m)(1)(B) on the compliance of those conditions precedent that are expected to be satisfied on the Closing Date).

AAFAF, on behalf of GDB, respectfully requests that the Oversight Board make the certifications requested in this letter by November 2, 2018. By doing so, AAFAF and GDB will be in a position to file the certification with the Court in advance of the Qualifying Modification approval hearing scheduled for November 6, 2018.

Thank you for your consideration. Please do not hesitate to reach out with any questions. We are available to assist you in any manner necessary.

Thank you,

A handwritten signature in blue ink, appearing to read 'CSV', with a long horizontal flourish extending to the right.

Christian Sobrino Vega
CEO and President
Puerto Rico Fiscal Agency and
Financial Advisory Authority

CC: Andrew G. Biggs
Carlos M. García
Arthur J. González
José R. González
Ana J. Matosantos
David A. Skeel
Martin J. Bienenstock, Esq.

Exhibit A

Voting Certificate

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

THE GOVERNMENT DEVELOPMENT BANK
FOR PUERTO RICO,

Applicant.

PROMESA
Title VI

Case No. 18-01561

**DECLARATION OF JANE SULLIVAN ON
BEHALF OF EPIQ CORPORATE RESTRUCTURING
CERTIFYING THE TABULATION OF VOTES CAST ON THE
QUALIFYING MODIFICATION FOR GDB UNDER TITLE VI OF PROMESA**

I, Jane Sullivan, declare, under penalty of perjury:

1. I am Executive Vice President of Epiq Corporate Restructuring, LLC (“**Epiq**”) located at 777 Third Avenue, 12th Floor, New York, New York 10017. I am over the age of 18 years. I do not have a direct interest in these proceedings and should be considered an impartial party.

2. I submit this declaration (the “**Declaration**”) with respect to the solicitation and tabulation of votes cast on the Qualifying Modification¹ of Banco Gubernamental de Fomento Para Puerto Rico (the Government Development Bank for Puerto Rico or “**GDB**”) Under Title VI of PROMESA.

3. Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my review of the relevant documents. I am authorized to submit this Declaration on behalf of Epiq. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Solicitation Statement.

4. Epiq was designated as the calculation agent and the information agent (the “**Calculation Agent**”) and as such was authorized to assist with, *inter alia*, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast by holders of Participating Bond Claims with respect to the Qualifying Modification.

5. The procedures for voting (the “**Voting Procedures**”) were outlined in the Solicitation Statement and in the Ballots. All beneficial owners of Participating Bond Claims as of the July 31, 2018 record date (the “**Voting Record Date**”) in each of the two GDB Pools (each, an “**Eligible Voter**”) were entitled to vote. In accordance with the Voting Procedures, Epiq solicited the votes of Eligible Voters as of the Voting Record Date.

6. Eligible Voters holding GDB Bond Claims and Eligible Voters holding Guaranteed Bond Claims voted separately in the Solicitation to approve the Qualifying Modification, and each Eligible Voter was entitled to cast their vote in the aggregate principal amount of their Participating Bond Claim(s) in the applicable GDB Pool. The amounts in the applicable GDB Pools were based upon the GDB Bond Claims Pool Voting Amount and Guaranteed Bond Claims Pool Voting Amount, as reflected in the Solicitation Statement.

7. September 12, 2018, 5:00 p.m., New York City time, was established as the deadline (the “**Voting Deadline**”) for Eligible Voters to deliver properly completed Ballots to Epiq. Ballots returned by mail, hand delivery, or overnight courier were received by personnel of Epiq at the offices of Epiq in New York, New York. All Ballots received by Epiq by the Voting Deadline were reviewed and tabulated in accordance with the Voting Procedures.

8. Summaries of timely received, valid votes are shown in **Exhibit A**. The results enumerated in Exhibit A show that GDB received the necessary votes from holders of Participating Bond Claims to approve the Qualifying Modification as required under PROMESA. Specifically,

Exhibit A reflects that Eligible Voters of over 74.8% of the aggregate principal amount of the Participating Bond Claims in the GDB Bond Claims Pool voted, and that, of those that voted in such pool, over 97.4% of the Participating Bond Claims voted to approve the Qualifying Modification, reflecting over 72.9% of the aggregate principal amount. In addition, 100% of the aggregate principal amount of the Participating Bond Claims in the Guaranteed Bond Claims Pool voted to approve the Qualifying Modification.

9. A report of Ballots received and not included in the tabulation prepared by Epiq and the reason for exclusion of such Ballots is attached hereto as **Exhibit B**.

[Remainder of page intentionally left blank.]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

DATED: September 19, 2018
New York, New York

Jane Sullivan

Jane Sullivan
Executive Vice President
Epiq Corporate Restructuring, LLC

Exhibit A

EXHIBIT A

THE GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO

Tabulation Summaries

Summary of valid Ballots received:

	Aggregate Principal Amount of Participating Bond Claims that Voted to:		Aggregate Amount (and Percentage) of Participating Bond Claims in the applicable GDB Pool that Voted on the Qualifying Modification
	Approve the Qualifying Modification	Reject the Qualifying Modification	
GDB Bond Claims Pool	\$3,004,526,817	\$79,442,304	\$3,083,969,121 (74.85%)
Guaranteed Bond Claims Pool	\$110,000,000	\$0	\$110,000,000 (100%)

Summary of votes to Approve the Qualifying Modification as a percentage of the applicable *overall* GDB Pool:

	Aggregate Principal Amount of Participating Bond Claims		Percentage of Participating Bond Claims in the applicable GDB Pool that Voted to Approve the Qualifying Modification
	that Voted to Approve the Qualifying Modification	in the applicable GDB Pool	
GDB Bond Claims Pool	\$3,004,526,817	\$4,120,389,707	72.92%
Guaranteed Bond Claims Pool	\$110,000,000	\$110,000,000	100%

Summary of votes to Approve the Qualifying Modification as a percentage of the applicable GDB Pool that *voted*:

	Aggregate Principal Amount of Participating Bond Claims		(A/B)
	that Voted to Approve the Qualifying Modification (A)	in the applicable GDB Pool that Voted in the Solicitation (B)	
GDB Bond Claims Pool	\$3,004,526,817	\$3,083,969,121	97.42%
Guaranteed Bond Claims Pool	\$110,000,000	\$110,000,000	100%

Exhibit B

THE GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO
 Report of Excluded Ballots

Participating Bond Claims Pool	Name	Claims Pool Voting Amount	Approve/Reject	Ballot Number	Reason for Exclusion
GDB BOND CLAIMS	BANK OF NY (901)	\$5,000.00	APPROVE	MB102	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	BB&T SEC (702) - 44002289	\$30,000.00	APPROVE	MB63.2	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	BB&T SEC (702) - 74166474	\$50,000.00	APPROVE	MB63.1	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	BENEFICIAL HOLDER - DO52000230	\$100,000.00	APPROVE	BH006.1	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - DO52000230	\$250,000.00	APPROVE	BH006.2	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - DO52000230	\$300,000.00	APPROVE	BH007	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - G52-1423439	\$25,000.00	APPROVE	BH003	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - G52-1423538	\$50,000.00	APPROVE	BH001	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - G52-1423553	\$50,000.00	APPROVE	BH002	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - G52-1423736	\$83,000.00	APPROVE	BH004	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	BENEFICIAL HOLDER - G52-1423736	\$400,000.00	APPROVE	BH005	BENEFICIAL HOLDER VOTE NOT SUBMITTED ON A MASTER BALLOT
GDB BOND CLAIMS	OPPENHEIME (571) - G521412523	\$75,000.00	APPROVE	MB98.1	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	PEDRO L. CASANOVAS	\$40,000.00	APPROVE	014	(1) BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE; (2) NOT ABLE TO IDENTIFY HOLDER AS AN ELIGIBLE VOTER.
GDB BOND CLAIMS	RAYMOND (725) - 58717440	\$200,000.00	APPROVE	MB103	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	RAYMOND (725) - 58717440	\$125,000.00	APPROVE	MB104	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	RAYMOND (725) - 58717440	\$375,000.00	APPROVE	MB105	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	RAYMOND (725) - 58717440	\$750,000.00	APPROVE	MB106	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	RAYMOND (725) - 58717440	\$35,000.00	APPROVE	MB107	BALLOT WAS RECEIVED AFTER THE VOTING DEADLINE
GDB BOND CLAIMS	SSB&T CO (997)	\$190,000.00	APPROVE	B2.6.41	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$21,000.00	APPROVE	B2.6.97	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$266,000.00	APPROVE	B2.6.143	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$80,000.00	APPROVE	B4.6.50	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$460,000.00	APPROVE	B4.6.86	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$35,000.00	APPROVE	B4.6.116	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$5,000.00	APPROVE	B6.6.42	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$250,000.00	APPROVE	B6.6.100	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$115,000.00	APPROVE	B1.6026	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$25,000.00	APPROVE	B1.6054	DUPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$627,699.00	APPROVE	B3.6331	DUPLICATIVE OF VOTE INCLUDED IN TABULATION

THE GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO
 Report of Excluded Ballots

Participating Bond Claims Pool	Name	Claims Pool Voting Amount	Approve/Reject	Ballot Number	Reason for Exclusion
GDB BOND CLAIMS	SSB&T CO (997)	\$200,000.00	APPROVE	B3.6384	DUPPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$745,000.00	APPROVE	B5.6572	DUPPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$10,000.00	APPROVE	B5.6645	DUPPLICATIVE OF VOTE INCLUDED IN TABULATION
GDB BOND CLAIMS	SSB&T CO (997)	\$844,000.00	APPROVE	B1.6126	DUPPLICATIVE OF VOTE INCLUDED IN TABULATION