

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

GOVERNMENT DEVELOPMENT BANK FOR
PUERTO RICO,

Applicant.

PROMESA

Title VI

Case No. 18-1561 (LTS)

**ORDER APPROVING PROCEDURES AND SETTING A SCHEDULE FOR
APPROVAL OF THE QUALIFYING MODIFICATION FOR THE
GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO**

Upon the motion (the “**Motion**”)¹ of GDB and AAFAF for entry of an order approving the Approval Procedures and granting related relief, as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the circumstances, and it appearing no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with PROMESA sections 106(a) and 601; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings before the Court; and the Court having found that the relief requested in the Motion is in the best interests of GDB and its creditors, and any interested parties; and that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause of appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is granted as set forth herein on a final basis.
2. The Standing Hearing (at which time the Court will consider, among other things, any Standing Objection) will be held before the Honorable Laura Taylor Swain, United States

¹ Capitalized terms used by not defined herein shall have the meanings used in the Motion.

District Judge, in Room 17-C of the United States District Court for the Southern District of New York, on October 3, 2018, at 2:00 p.m. (Atlantic Standard Time). The Standing Hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

3. The Qualifying Modification Approval Hearing (at which time the Court will consider, among other things, approval of the Qualifying Modification) will be held before the Honorable Laura Taylor Swain, United States District Judge, in Room 3 of the United States District Court for the District of Puerto Rico, on November 6, 2018, at 10:00 a.m. (Atlantic Standard Time). The Qualifying Modification Approval Hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

4. Any Standing Objections must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service. In addition to being filed with the Court, any Standing Objection must be served electronically on the party that is subject to the Standing Objection so as to be received by **5:00 p.m. (Atlantic Standard Time) on August 30, 2018** (the “**Standing Objection Deadline**”).

5. Any responses to the Standing Objection must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service. In addition to being filed with the Court, any such responses must be served electronically on the following parties so as to be received by **5:00 p.m. (Atlantic Standard Time) on September 13, 2018** (the “**Standing Response Deadline**”): (a) GDB, Minillas Government

Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Belén Fornaris Alfaro (belen.fornaris@bgf.pr.gov)); (b) AAFAF, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Mohammad Yassin Mahmud (mohammad.yassin@aafaf.pr.gov)); and (c) O'Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com), Suzanne Uhland, Esq. (suhland@omm.com), and Peter Friedman, Esq. (pfriedman@omm.com)).

Any responses not timely filed and served by the Standing Response Deadline in the manner set forth in this Order may not be considered and may be overruled.

6. GDB and AAFAF may file a single consolidated reply brief in response to any responses by the Standing Reply Deadline, **2:00 p.m. (Atlantic Standard Time) on September 27, 2018.**

7. Any preliminary objections to the Qualifying Modification must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service. In addition to being filed with the Court, any such responses or objections must be served electronically on the following parties so as to be received by **5:00 p.m. (Atlantic Standard Time) on September 14, 2018** (the “**Preliminary Objection Deadline**”): (a) GDB, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Belén Fornaris Alfaro (belen.fornaris@bgf.pr.gov)); (b) AAFAF, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Mohammad Yassin Mahmud (mohammad.yassin@aafaf.pr.gov)); and (c) O'Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com), Suzanne Uhland, Esq. (suhland@omm.com), and Peter Friedman, Esq. (pfriedman@omm.com)).

Any objections not timely filed and served by the Preliminary Objection Deadline in the manner set forth in this Order may not be considered and may be overruled.

8. All discovery requests in connection with the approval of the Qualifying Modification must be served by **5:00 p.m. (Atlantic Standard Time) on September 14, 2018** (the “**Discovery Service Deadline**”).

9. All objections to discovery requests properly served by the Discovery Service Deadline must be served by **5:00 p.m. (Atlantic Standard Time) on September 24, 2018** (the “**Discovery Objection Deadline**”).

10. All production of documents in response to discovery requests in connection with the approval of the Qualifying Modification properly served by the Discovery Service Deadline must be completed by **5:00 p.m. (Atlantic Standard Time) on October 3, 2018** (the “**Production Deadline**”).

11. All depositions taken in connection with the approval of the Qualifying Modification, if any, must be completed by **5:00 p.m. (Atlantic Standard Time) on October 5, 2018** (the “**Deposition Deadline**”).

12. Any supplemental objections to the Qualifying Modification must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service. No party shall raise any issues in its supplemental objection that were not raised in its preliminary objection except to the extent based upon facts learned in discovery that were reasonably not known to the objector as of the Preliminary Objection Deadline. In addition to being filed with the Court, any such responses or objections must be served electronically on the following parties so as to be received by **5:00 p.m. (Atlantic**

Standard Time) on October 17, 2018 (the “**Supplemental Objection Deadline**”): (a) GDB, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Belén Fornaris Alfaro (belen.fornaris@bgf.pr.gov)); (b) AAFAF, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Mohammad Yassin Mahmud (mohammad.yassin@aafaf.pr.gov)); and (c) O’Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com), Suzanne Uhland, Esq. (suhland@omm.com), and Peter Friedman, Esq. (pfriedman@omm.com)).

13. GDB and AAFAF may file a single consolidated reply brief in response to any objections by the Supplemental Objection Deadline, **2:00 p.m. (Atlantic Standard Time) on October 31, 2018** (the “**Reply Deadline**”).

14. Solely with respect to the Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “**Committee**”), the Discovery Objection Deadline, the Production Deadline, the Deposition Deadline, the Supplemental Objection Deadline, and the Reply Deadline shall be suspended pending resolution of standing issues and further order of the Court. To the extent the Court determines that the Committee has standing to appear in the Title VI Action, it can reserve the right to seek modification of any deadlines herein.

15. Absent leave from the Court for good cause shown, only those parties that timely filed a Notice of Intention to Object by the Notice of Intention to Object Deadline shall be permitted to file a preliminary or supplemental objection.

16. The Hearing Notice attached hereto as Exhibit A is approved.

17. This Order is without prejudice to GDB’s and AAFAF’s right to seek extensions to any of the deadlines set forth herein.

18. GDB and AAFAF are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

19. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

SO ORDERED.

Dated: September 17, 2018

/s/ Laura Taylor Swain

Laura Taylor Swain
United States District Judge

Exhibit A

Hearing Notice

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

GOVERNMENT DEVELOPMENT BANK FOR
PUERTO RICO,

Applicant.

PROMESA

Title VI

Case No. 18-1561 (LTS)

**NOTICE OF THE HEARING TO CONSIDER (I) STANDING OBJECTIONS AND
(II) APPROVAL OF THE QUALIFYING MODIFICATION FOR THE
GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO AND
CERTAIN RELATED DEADLINES**

**TO: ALL HOLDERS OF CLAIMS AGAINST THE GOVERNMENT DEVELOPMENT
BANK FOR PUERTO RICO AND ANY OTHER INTERESTED PARTIES IN THE
ABOVE CAPTIONED PROCEEDING**

PLEASE TAKE NOTICE THAT on August 9, 2018, the Government Development Bank for Puerto Rico (“GDB”) and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) commenced a solicitation (the “Solicitation”) of votes to approve or reject the Qualifying Modification for the Government Development Bank of Puerto Rico (the “Qualifying Modification”) by distributing (i) the Solicitation Statement, dated August 9, 2018, (ii) the Preliminary Offering Memorandum, dated August 9, 2018, and (iii) the applicable ballots, to known applicable creditors of GDB entitled to vote in the Solicitation.

PLEASE TAKE FURTHER NOTICE THAT on August 10, 2018, GDB and AAFAF commenced an action under the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) Title VI in the United States District Court for the District of Puerto Rico (the “Court”) by filing the *Application of the Government Development Bank for Puerto Rico and the Fiscal Agency and Financial Advisory Authority for Puerto Rico, Pursuant to Section 601(m)(1)(D) of the Puerto Rico Oversight, Management, and Economic Stability Act, for Approval of Qualifying Modification* [ECF No. 1] (the “Approval Application”). By the Approval Application, GDB and AAFAF seek approval of the Qualifying Modification pursuant to section 601(m)(1)(D) of PROMESA.

PLEASE TAKE FURTHER NOTICE THAT on August 10, 2018, GDB and AAFAF filed the *Motion for an Order Approving Procedures and Setting a Schedule for Approval of the Qualifying Modification for the Government Development Bank for Puerto Rico* [ECF No. 4] (the “Procedures Motion”), seeking Court approval of certain procedures and requested deadlines (collectively, the “Approval Procedures”) in connection with the Court’s consideration of the Qualifying Modification.

PLEASE TAKE FURTHER NOTICE THAT on [●], the Court entered an order [ECF No. [●]] approving the Approval Procedures (the “Procedures Order”).

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Procedures Order, the Court will hold a hearing to consider objections, if any, related to the standing of a party to object to the Qualifying Modification (each a “Standing Objection”) before the Honorable Laura Taylor Swain, United States District Judge, in Room 17-C of the United States District Court for the Southern District of New York, on October 3, 2018 at 2:00 p.m. (Atlantic Standard Time) (the “Standing Hearing”). The Standing Hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

PLEASE TAKE FURTHER NOTICE THAT GDB and AAFAF must file Standing Objections by August 30, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Standing Objection Deadline”). The deadline for parties to respond to any Standing Objections is September 13, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Standing Response Deadline”) and the deadline for GDB and AAFAF (along with any other interested parties) to reply to the standing responses is September 27, 2018, at 2:00 p.m. (Atlantic Standard Time) (the “Standing Reply Deadline”).

PLEASE TAKE FURTHER NOTICE THAT any filings related to Standing Objections must: (i) be in writing; (ii) conform to the applicable Local Rules for the United States District Court of Puerto Rico (the “Local Rules”) and PROMESA; (iii) set forth the name of the responding party, the basis for the response, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service and be served electronically on the following parties, so as to be received by the applicable deadline: (a) GDB, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Belén Fornaris Alfaro (belen.fornaris@bgf.pr.gov)); (b) AAFAF, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Mohammad Yassin Mahmud (mohammad.yassin@aafaf.pr.gov)); (c) O’Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com), Suzanne Uhland, Esq. (suhland@omm.com), and Peter Friedman, Esq. (pfriedman@omm.com)); and (d) the party that is the subject of the Standing Objection.

PLEASE TAKE FURTHER NOTICE THAT the Court will hold a hearing to consider approval of the Qualifying Modification before the Honorable Laura Taylor Swain, United States District Judge, in Room 3 of the United States District Court for the District of Puerto Rico, on November 6, 2018 at 10:00 a.m. (Atlantic Standard Time) (the “Qualifying Modification Approval Hearing”). The Qualifying Modification Approval Hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing preliminary objections to the Qualifying Modification is September 14, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Preliminary Objection Deadline”).

PLEASE TAKE FURTHER NOTICE THAT the deadline to serve discovery requests related to the Qualifying Modification is September 14, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Discovery Service Deadline”) and the deadline to object to any discovery requests is

September 24, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Discovery Objection Deadline”). Any responsive discovery must be produced by October 3, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Production Deadline”) and depositions, if any, must be completed by October 5, 2018 by 5:00 p.m. (Atlantic Standard Time) (the “Deposition Deadline”).

PLEASE TAKE FURTHER NOTICE THAT the deadline to file supplemental objections to the Qualifying Modification is October 17, 2018, at 5:00 p.m. (Atlantic Standard Time) (the “Supplemental Objection Deadline”) and no party shall raise any issues in its supplemental objection that were not raised in its preliminary objection except to the extent based upon facts learned in discovery that were reasonably not known to the objector as of the Preliminary Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT the deadline to file a reply to the objections to the Qualifying Modification is October 31, 2018, at 2:00 p.m. (Atlantic Standard Time) (the “Reply Deadline”).

PLEASE TAKE FURTHER NOTICE THAT any filings related to the approval of the Qualifying Modification must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service and be served electronically on the following parties, so as to be received by the applicable deadline: (a) GDB, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Belén Fornaris Alfaro (belen.fornaris@bgf.pr.gov)); (b) AAFAF, Minillas Government Center, Avenida de Diego, Parada 22, San Juan, PR 00907 (Attn: Mohammad Yassin Mahmud (mohammad.yassin@aafaf.pr.gov)); and (c) O’Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com), Suzanne Uhland, Esq. (suhland@omm.com), and Peter Friedman, Esq. (pfriedman@omm.com)).