FISCAL PLAN FOR PUERTO RICO

San Juan, Puerto Rico March 13, 2017



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I. INTRODUCTION



What the Government's Proposed Fiscal Plan Seeks to Achieve

Closing the Projected Baseline Fiscal Plan Deficit

- At the direction of the Oversight Board, the Government's new administration has prepared this Fiscal Plan which supersedes the prior administration's December 2016 fiscal plan that was rejected by the Board. From the date the new administration took office, AAFAF and its advisors have earnestly worked in cooperation with the Board's input to put forth a credible and reliable Fiscal Plan that will guide Puerto Rico's fiscal and economic recovery
- The Fiscal Plan commits to fiscal responsibility and implements specific revenue enhancements and targeted expenditure reductions to return Puerto Rico to fiscal stability and economic growth. In particular, the Fiscal Plan averts the \$67bn fiscal deficit from the prior administration's plan and achieves +\$7.9bn in cumulative cash flow available for debt service through the 10 year period

Further Improvement

• The Government fully appreciates that despite fiscal and economic uncertainties, now is the time to set the benchmark for the needed fiscal and economic measures as outlined in the Fiscal Plan. The Government is demonstrating its commitment to correcting the mistakes of the past. The Government is also mindful that in stopping the cycle of deficit spending, it must do so without undermining economic recovery or endangering the health, welfare or safety of the 3.5 million US citizens living in Puerto Rico

Bondholder Negotiations and Consensus

- Per PROMESA Section 2.01(b)(1)(I), the fiscal plan must provide a debt sustainability analysis. The Government's Fiscal Plan consolidates available cash resources that can be made available for debt service payments. The Fiscal Plan as proposed does not presume cash flow for debt service for any particular bondholder constituency, including clawed back cash and special revenues, nor does it take a position with respect to asserted constitutional or contractual rights and remedies, validity of any bond structure, or the dedication or application of tax streams / available resources
- The Government believes that any fiscal plan should reflect commitment to develop and implement operational and structural improvements that demonstrate the Government's willingness to achieve maximum payment of its debt obligations as restructured.
 However, in achieving debt sustainability, Puerto Rico's bondholders will be called upon to share in the sacrifice needed for a feasible debt restructuring. The Government believes communication, grounded in fiscal responsibility, can create the opportunity for maximum consensus among stakeholders and pave the way for Puerto Rico's long-term fiscal stability and economic growth



What the Fiscal Plan does not determine

Major Entities Impacted by the Fiscal Plan

• The Fiscal Plan is for the Government as a covered entity under PROMESA. The Government's various taxes, fees and other revenues are used to fund, subsidize or guarantee payments of the debt of many covered entities by various means. Accordingly, this Fiscal Plan does provide for payment of expenses and capital investments in, among other covered entities: (1) Public Building Authority, (2) PR Sales Tax Financing Corporation ("COFINA"), (3) PR Highways and Transportation Authority ("HTA"), (4) PR Convention Center District Authority ("PRCCDA"), (5) PR Infrastructure Finance Authority ("PRIFA"), (6) Employees' Retirement System ("ERS"), (7) University of Puerto Rico ("UPR"), (8) Puerto Rico Industrial Development Company ("PRIDCO"), and (9) Government Development Bank ("GDB")

Major Entities Not Covered by the Fiscal Plan

• There are four entities whose revenues and expenses are not included in this Fiscal Plan: (1) Puerto Rico Electric Power Authority ("PREPA"), (2) Puerto Rico Aqueduct and Sewer Authority ("PRASA"), (3) The Children's Trust Fund and (4) Puerto Rico Housing Finance Authority ("PRHFA"). As a result, this Fiscal Plan does not take a position with respect to these entities' financial prospects or the debt sustainability of such entities

Legal & contractual issues not determined by the Fiscal Plan

The Fiscal Plan does not attempt to resolve, among others, the following issues:

- The mechanisms by which projected cash flow available for debt service should be allocated to different debt instruments
- What is an essential service for purposes of the exercise of the Government's police power
- The scope, timing or specific use of revenues to be frozen or redirected as 'claw back' revenue
- The value, validity and /or perfection of pledges
- Whether any particular bond or debt issuance may have been improvidently issued
- What the Government is permitted to accomplish through the increase or decrease of dedicated taxes, fees, tolls or other revenue sources

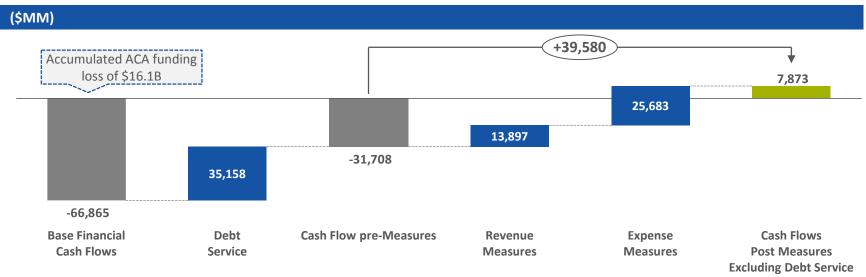


II. FINANCIAL PROJECTIONS



The Government will undertake fiscal measures that will reduce the fiscal gap by \$39.6B, and create a 10 year cash flow surplus of \$7.9B

- Based on the currently stated debt obligations, the 10-year budget gap is expected to reach \$66.9B
 - ~\$35.1B of expected principal and interest payments during the forecast period
- The Fiscal Plan estimates cash flows available for debt service. The chart below shows the key components of the forecast, including:
 - Base fiscal gap of \$66.9B which includes full cost of debt service and does not include the impact of revenue and expense measures
 - Revenue and expense measures of \$13.90B and \$25.7B¹
 - Revenue Measures: stabilizing corporate tax revenue through tax reform positively affects cash flows by \$7.9B
 - Expense Measures: \$19.2B of \$25.1 (76%) due to Government right-sizing initiatives²

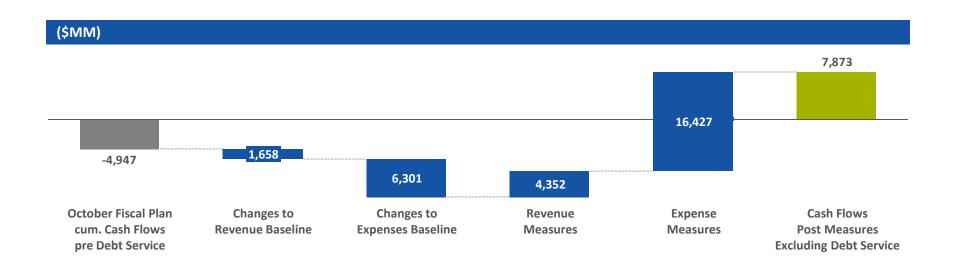




See Section III, Fiscal Reform Measures for full detail

The current fiscal plan is a significant departure from the version presented in October, as it commits to higher revenue and expense measures of \$4.4B and \$16.4B, respectively

- The October proposed Fiscal Plan estimated negative cumulative cash flows pre-debt service over the projection period ('17-'26) of (\$4.9B) vs. the Current Fiscal Plan projections estimating positive cumulative cash flows pre-debt service of \$7.92B. The change is comprised primarily of:
 - Negative net impact on cash flows available for debt service, pre-Measures of -\$8.0B
 - Decrease in total revenues of \$1.7B
 - Decreased expenses of \$6.3B
 - Enhanced revenue measures of \$4.4B
 - Additional savings from Expense Measures of \$16.4B





A summary of financials for the 10-year projection period shows positive cash flows postmeasures, before debt service of \$7.9B

(\$MM)

| Fiscal year ending June 30 (\$ in millions) | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | '17 - '26 total |
|---|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|-----------------|
| PR Nominal GNP Growth | (2.2%) | (2.8%) | (2.4%) | (0.5%) | (0.4%) | 0.3% | 1.0% | 1.6% | 2.1% | 2.6% | |
| Revenues before Measures 1 | \$18,952 | \$17,511 | \$16,407 | \$16,434 | \$16,494 | \$16,590 | \$16,746 | \$16,953 | \$17,204 | \$17,509 | \$170,799 |
| Noninterest Exp. before Measures ¹ | (\$17,872) | (\$18,981) | (\$19,233) | (\$19,512) | (\$19,950) | (\$20,477) | (\$20,884) | (\$21,310) | (\$21,973) | (\$22,316) | (\$202,507) |
| Cash flows pre-Measures | \$1,080 | (\$1,470) | (\$2,826) | (\$3,077) | (\$3,456) | (\$3,886) | (\$4,139) | (\$4,357) | (\$4,769) | (\$4,807) | (\$31,708) |
| Measures | | | | | | | | | | | |
| Revenue measures | | 924 | 1,381 | 1,384 | 1,531 | 1,633 | 1,740 | 1,752 | 1,766 | 1,785 | 13,897 |
| Expense measures | | 951 | 2,012 | 2,415 | 2,983 | 3,156 | 3,255 | 3,357 | 3,724 | 3,830 | 25,683 |
| Net impact of measures | - | 1,875 | 3,393 | 3,799 | 4,515 | 4,789 | 4,995 | 5,108 | 5,491 | 5,615 | 39,580 |
| Cash flows post-Measures, before Debt Service | \$1,080 | \$404 | \$567 | \$722 | \$1,059 | \$903 | \$857 | \$751 | \$722 | \$808 | \$7,873 |

Cash flows post-measures, before debt service trends:

- FY 2017 estimate of \$0.8B, declining to a low of \$0.4B in FY 2018, driven by GNP contraction and ERS Paygo contributions of \$1.0B in FY 2018
- Forecast peaks at \$1.1B in FY 2021 before declining to \$0.8B by FY 2026. Decline is primarily driven by Affordable Care Act ("ACA") funding expiration that increase steadily from ~\$0.9B in FY 2018 to ~\$2.4B in FY 2026
- Expense measures include \$1.3B in supplier payment pay downs through the projection period



Full details in Appendix

² This addback is illustrative, and is not reflected in the amounts available for debt service elswhere in this Plan

Revenues before measures

(\$MM)

| Fiscal year ending June 30 (\$ in millions) | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | '17 - '26 total |
|---|-----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|-----------------|
| PR Nominal GNP Growth | (2.2%) | (2.8%) | (2.4%) | (0.5%) | (0.4%) | 0.3% | 1.0% | 1.6% | 2.1% | 2.6% | |
| Revenues | | | | | | | | | | | |
| General Fund Revenues: | | | | | | | | | | | |
| Individual Income Taxes | \$1,811.0 | \$1,760 | \$1,718 | \$1,709 | \$1,703 | \$1,708 | \$1,725 | \$1,752 | \$1,789 | \$1,836 | \$17,511 |
| Corporate Income Taxes | \$1,515.0 | 1,473 | 1,437 | 1,430 | 1,424 | 1,429 | 1,443 | 1,466 | 1,497 | 1,536 | 14,649 |
| Non-Resident Withholdings | \$685.0 | 666 | 650 | 647 | 644 | 646 | 652 | 663 | 677 | 694 | 6,624 |
| Alcoholic Beverages | \$268.0 | 260 | 254 | 253 | 252 | 253 | 255 | 259 | 265 | 272 | 2,591 |
| Cigarettes | \$112.0 | 109 | 106 | 106 | 105 | 106 | 107 | 108 | 111 | 114 | 1,083 |
| Motor Vehicles | \$330.0 | 321 | 313 | 311 | 310 | 311 | 314 | 319 | 326 | 335 | 3,191 |
| Excises on Off-Shore Shipment Rum | \$172.0 | 173 | 175 | 176 | 178 | 179 | 180 | 182 | 183 | 184 | 1,782 |
| Other General Fund Revenue | 506.0 | 386 | 377 | 375 | 373 | 374 | 378 | 384 | 392 | 402 | 3,948 |
| Total | 5,399 | 5,148 | 5,030 | 5,007 | 4,989 | 5,005 | 5,055 | 5,134 | 5,239 | 5,372 | 51,379 |
| General Fund Portion of SUT (10.5%) | 1,718 | 1,655 | 1,596 | 1,553 | 1,511 | 1,484 | 1,472 | 1,474 | 1,487 | 1,512 | 15,463 |
| Net Act 154 | 2,075 | 1,556 | 1,038 | 1,038 | 1,038 | 1,038 | 1,038 | 1,038 | 1,038 | 1,038 | 11,931 |
| General Fund Revenue | \$9,192 | \$8,360 | \$7,664 | \$7,598 | \$7,538 | \$7,527 | \$7,565 | \$7,646 | \$7,764 | \$7,921 | \$78,773 |
| Additional SUT (COFINA, FAM & Cine) | 850 | 877 | 906 | 936 | 968 | 1,003 | 1,039 | 1,078 | 1,118 | 1,161 | 9,936 |
| Other Tax Revenues | 1,337 | 1,396 | 1,401 | 1,411 | 1,423 | 1,429 | 1,436 | 1,445 | 1,455 | 1,466.6 | 14,199 |
| Other Non-Tax Revenues | 579 | 576 | 582 | 594 | 622 | 630 | 635 | 642 | 649 | 665.8 | 6,174 |
| Adj. Revenue before Measures | \$11,958 | \$11,208 | \$10,552 | \$10,539 | \$10,550 | \$10,588 | \$10,675 | \$10,810 | \$10,986 | \$11,215 | \$109,082 |
| Federal Transfers | 6,994 | 7,168 | 7,372 | 7,477 | 7,623 | 7,835 | 8,023 | 8,212 | 8,469 | 8,675 | 77,847 |
| Loss of Affordable Care Act ("ACA") Funding | | (865) | (1,516) | (1,582) | (1,680) | (1,833) | (1,953) | (2,069) | (2,251) | (2,382) | (16,130) |
| Revenues before Measures | \$18,952 | \$17,511 | \$16,407 | \$16,434 | \$16,494 | \$16,590 | \$16,746 | \$16,953 | \$17,204 | \$17,509 | \$170,799 |



11

Non-interest expenses before measures

(\$MM)

| Fiscal year ending June 30 (\$ in millions) | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | '17 - '26 total |
|--|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|-----------------|
| Expenses | | | | | | | | | | | |
| General Fund Expenditures: | | | | | | | | | | | |
| Direct Payroll | (\$3,271) | (\$3,309) | (\$3,342) | (\$3,375) | (\$3,413) | (\$3,458) | (\$3,509) | (\$3,563) | (\$3,619) | (\$3,675) | (\$34,532) |
| Direct Operational Expenses | (907) | (918) | (926) | (936) | (946) | (959) | (973) | (988) | (1,003) | (1,019) | (9,574) |
| Utilities | (260) | (332) | (352) | (360) | (373) | (372) | (369) | (374) | (387) | (395.5) | (3,575) |
| Special Appropriations | (3,890) | (4,037) | (4,068) | (4,068) | (4,209) | (4,140) | (4,143) | (4,136) | (4,250) | (4,147) | (41,087) |
| General Fund Expenses | (8,329) | (8,596) | (8,688) | (8,738) | (8,941) | (8,929) | (8,993) | (9,060) | (9,259) | (9,236) | (88,768) |
| Other: | | | | | | | | | | | |
| Paygo Contributions in Excess of Asset Balance | | (989) | (1,014) | (985) | (964) | (1,151) | (1,177) | (1,217) | (1,251) | (1,278) | (10,026) |
| Run-Rate Capital Expenditures | (283) | (400) | (407) | (415) | (422) | (429) | (437) | (445) | (453) | (462) | (4,154) |
| Total other | (283) | (1,389) | (1,421) | (1,400) | (1,386) | (1,581) | (1,614) | (1,662) | (1,704) | (1,739) | (14,180) |
| Component Units, Non-GF Funds and Ent. Funds: | | | | | | | | | | | |
| Net Deficit of Special Revenue Funds | (110) | (130) | (146) | (154) | (162) | (169) | (173) | (176) | (176) | (174) | (1,571) |
| Independently Forecasted Non-Enterprise CUs | (452) | (380) | (433) | (558) | (639) | (752) | (859) | (963) | (1,109) | (1,210) | (7,356) |
| HTA Operational Expenses | (246) | (234) | (236) | (238) | (239) | (243) | (246) | (250) | (254) | (258) | (2,444) |
| Other | (44) | (41) | (30) | (30) | (30) | (31) | (31) | (32) | (32) | (33) | (335) |
| Total | (853) | (785) | (845) | (980) | (1,071) | (1,194) | (1,310) | (1,420) | (1,572) | (1,675) | (11,705) |
| Disbur. of Tax Revenues to Entities Outside Plan | (335) | (302) | (304) | (307) | (313) | (314) | (316) | (319) | (322) | (334) | (3,168) |
| Adj. Expenses before Measures | (\$9,800) | (\$11,071) | (\$11,259) | (\$11,425) | (\$11,712) | (\$12,018) | (\$12,234) | (\$12,461) | (\$12,857) | (\$12,984) | (\$117,822) |
| Federal Programs | (6,994) | (7,168) | (7,372) | (7,477) | (7,623) | (7,835) | (8,023) | (8,212) | (8,469) | (8,675) | (77,847) |
| Reconciliation Adjustment | (585) | (592) | (598) | (604) | (610) | (618) | (627) | (637) | (647) | (657) | (6,175) |
| Other non-recurring | (493) | (150) | (5) | (5) | (5) | (5) | | | | | (663) |
| AP paydow n | | | | | <u></u> | | | <u></u> | | | |
| Total | (8,072) | (7,910) | (7,975) | (8,086) | (8,238) | (8,458) | (8,650) | (8,849) | (9,116) | (9,332) | (84,685) |
| Noninterest Exp. before Measures | (\$17,872) | (\$18,981) | (\$19,233) | (\$19,512) | (\$19,950) | (\$20,477) | (\$20,884) | (\$21,310) | (\$21,973) | (\$22,316) | (\$202,507) |



Assumptions and Methodology: Expenses (1/2)

| Category | Description | 2017 \$MM | 2026 \$MM | 2017 – 2016 Growth Methodology |
|---|---|---------------------|---------------------|--|
| 1 Direct Payroll | Payroll and Operational Expenses Education Payroll Police Payroll | -3,271 | -3,675 | Growth based on previous year multiplied by PR Inflation and Inflation pass-through to payroll |
| 2 Direct Operational Expenses | LegislatureDepartment of EducationOther Agencies | -907 | -1,019 | Growth based on previous year multiplied by PR Inflation and Inflation pass-through to payroll |
| 3 Utilities | Power and WaterPBA Operating Subsidy (Rent)Insurance Premiums | -260 | -396 | PBA Operating Subsidy maintains Power and water have initial increase due to subsidy reduction with steady year-over-year growth until 2026 |
| 4 Special Appropriations | UPR Judicial and Municipalities Retirement Systems Health Insurance | -3,890 | -4,147 | UPR, Judicial and Municipalities increase in 2018, maintain steady-state following initial growth |
| 5 Paygo Contributions in Excess of Asset Balance | Required Pay-go contribution: ERS, TRS and JRS | | 0 -1,278 | Paygo program for ERS, TRS and JRS is initiated in 2018 with initial expenses of \$989MM Steady growth in expenses starting in 2020 |
| 6 Run-Rate Capital Expenditures | Non-Growth Capital Expenditures in the Base (Run-Rate) Growth Capex | | 284 -462 | Initial increase in 2018 to \$400MM and steady growth in following years based on previous year multiplied by PR Inflation following |

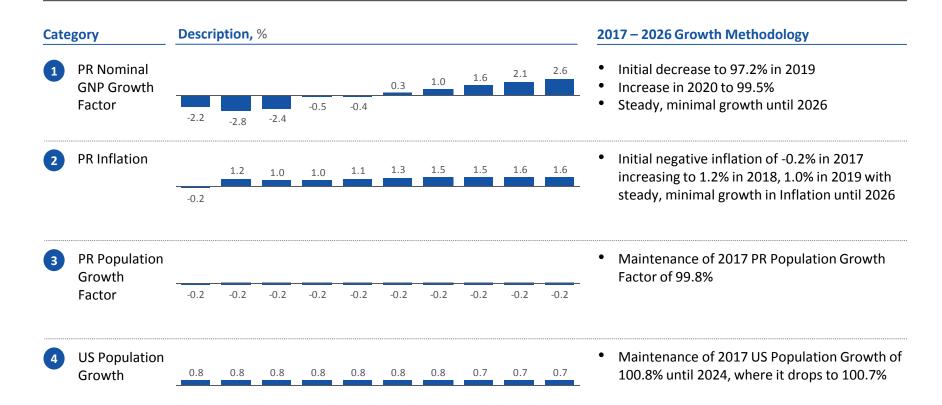


Assumptions and Methodology: Expenses (2/2)

| Cate | egory | Description | 2017 \$MM | 2026 \$MM | 2017 – 2026 Growth Methodology |
|------|------------------------------|---|---------------------|---------------------|--|
| 7 | Reconciliation Adjustment | Reconciliation Adjustment | -585 | -657 | Initial increase in 2018 to \$592MM with steady increase until 2026 Reconciliation adjustment based on midrange estimate provided by E&Y analysis and audit |
| 8 | Other Non- Recurring | Payment of Past-Due Tax Refunds Transition and restructuring costs | -493 | | Initial decline in tax refunds in 2018 from \$493MM to \$150MM, decline in 2019 from \$150MM to \$5MM, and elimination of non- recurring expenses in 2023 Costs to implement restructuring (\$370MM over 10 years) |
| 9 | Component Units | Net Deficit of Special Revenue Funds Independently forecasted non-enterprise HTA Operational Expenses | -853 | -1,675 | Net Deficit of Special Revenue Funds growth is based on previous year multiplied by PR Inflation Non-enterprise expenses include ASEM, ASES, ADEA, PRCCDA, PRIDCO, PRITA, Tourism, and UPR deficits PBA and the Port Authority run a surplus in 2017 that transitions towards deficit beginning in 2018 Initial HTA decline in expenses due to a reduction in Past Due AP costs |



Assumptions and Methodology: Macroeconomic factors

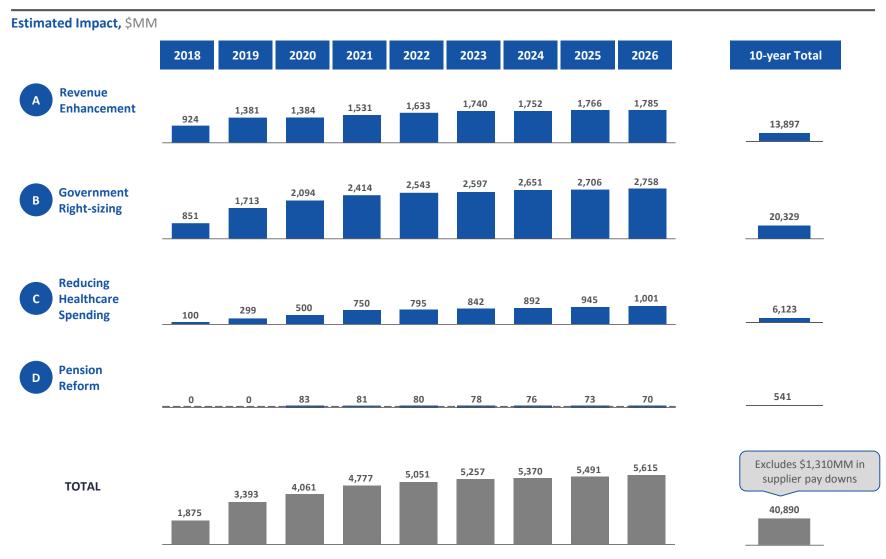




III. FISCAL REFORM MEASURES



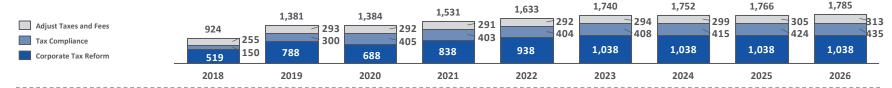
Fiscal Reform measures reduce the 10-year financing gap by \$39.6B





Hacienda will embark in a multi-year transformation process to reduce leakage, improve revenue collections and adjust fees





Reform Measures

Description

2018 Impact

Corporate Tax Reform The Government will use the breathing room provided by the extension of Act 154 to seek a more stable, consistent corporate tax policy that implements a broad-based regime with fewer exemptions by no later than January 2019



Tax Compliance

 Reduce leakage by increasing electronic SUT tax collections at the point of sale, including internet sales



 Improve revenue collections by using advanced analytics, expanding capacity and conducting targeted interventions

Adjust Taxes and Fees

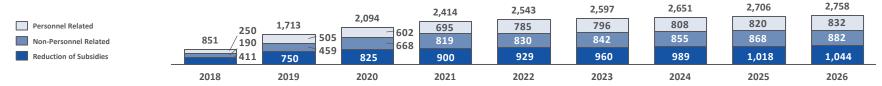
- Increase tobacco-related products excise tax and implement new property tax regime
- Revise fees including licenses, traffic fines, insurance fees and other charges for services to keep up with market trends





The Government must embark on a transformative journey in order to provide core services to citizens in an efficient and fiscally responsible manner

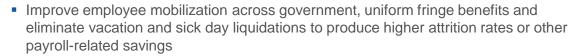




Reform Measures Description 2018 Impact

Personnel Related

Freeze on payroll increases for fiscal years 2018 to 2020





Non-Personnel Related

- Freeze on operational cost increases for fiscal years 2018 to 2020
- Re-design the way the Government works by reducing non-core expenses, externalizing services to private entities, centralizing services to eliminate duplication, achieve procurement savings or other cost-cutting measures



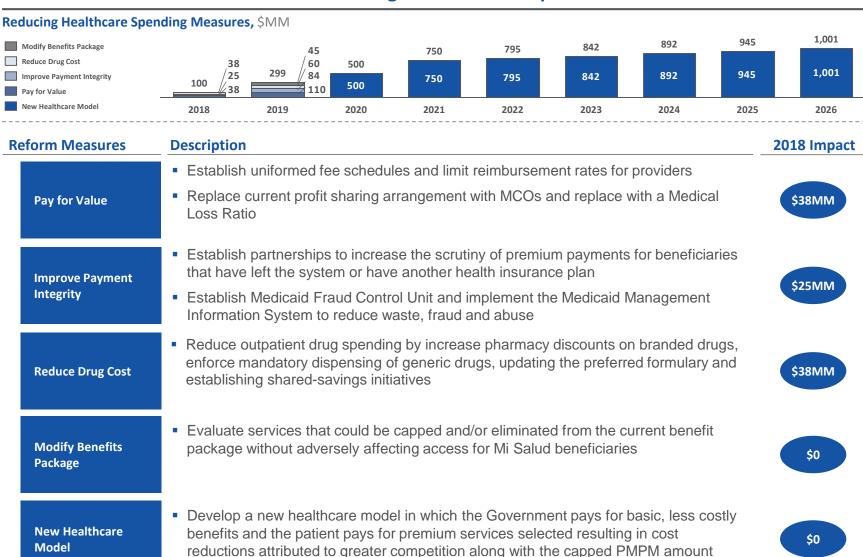
Reduction of Subsidies

- Gradually reduce general fund subsidies to the University of Puerto Rico, municipalities and other direct subsidies to the private sector
- Proactively engage with the University of Puerto Rico, municipalities, as well as industry partners, to mitigate the economic development impact of subsidy removal



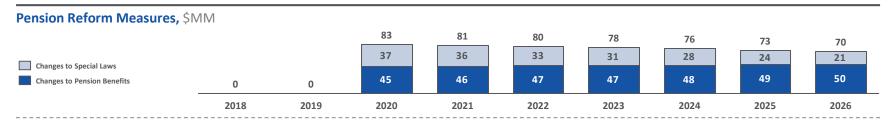


The Government will focus on improving efficiencies, adjusting benefits and developing a new healthcare model in order to achieve savings in healthcare spend





Segmentation of the defined contribution structure will protect the retirement savings of government employees



Reform Measures Initiative 2018 Impact

Contribution
Segregation and New
Benefit Plans

 Switch to pay-as-you-go model, segregate prospective employee contributions, facilitate Social Security enrollment and improve investment alternatives



Adjust Retirement Benefits Protect benefits for lowest pension income earners. Progressive strategy to reduce retirement benefit costs including other post-employment benefits.





IV. STRUCTURAL REFORMS



Implementing the package of structural reforms will provide a cumulative 2.0% increase in GNP growth

- 1 Improve Ease of Business Activity
- 2 Improve Capital Efficiency
- 3 Energy Reform

1a Increase Labor Participation

- Institute public policy measures aimed to attract new businesses, create new employment opportunities, and foster private sector employment growth to increase labor demand
- Change welfare and labor incentives to encourage greater sector participation thus increasing labor supply

1b Permitting Process Reform

- Centralize, streamline, and modernize and expedite permitting processes; increase business friendly environmental and economic growth
- 1c Tax Reform
 - Lower marginal tax rates and broaden the tax base; simplify and optimize the existing tax code to achieve gains in efficiency, ease of doing business and reducing tax evasion

1d Regulatory Reform

 Reduce unnecessary regulatory burdens to reduce the drag of government on the private sector

2a Infrastructure Reform

 Augmenting competitiveness by investing in critical infrastructure and quality of public services in roads, ports, telecommunications, water and waste, knowledge services, and other strategically important sectors

2b Public-Private Partnerships

 Leverage key public assets through long term concessions to optimize quality of public infrastructure, services to public and sustainable operations and maintenance

2c Critical Projects

 Implement management system to boost development of critical projects through expedited processes

3a Energy Reform

- Leverage and facilitate expedited private sector investments in modern, costefficient, and environmentally compliant energy infrastructure; reform PREPA operations and services to clients; and allow for greater competition in energy generation
- 4 Promoting Economic Development

4a Enterprise Puerto Rico

 Promote productivity growth, attract FDI & incentivize investments in technology through collaboration with the private sector

4b Destination Marketing Organization

 Externalize the overseeing of marketing efforts & continuity under a single brand and as a unified front representing all of Puerto Rico's tourism components



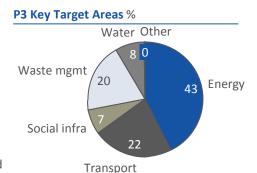
The initial stage of the P3 program includes launching of ~\$5B of projects during the 2017-2019 calendar years that have been identified and are in project preparation

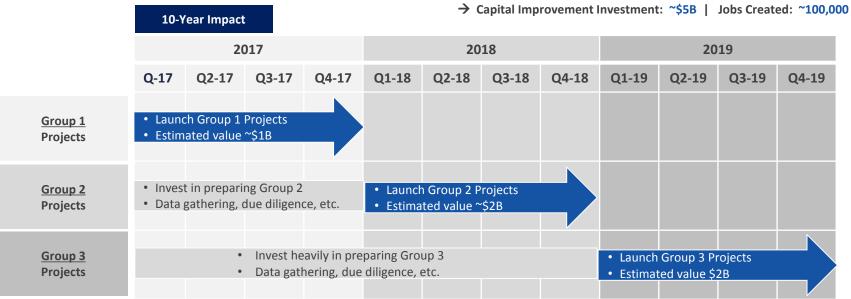
P3 Project Identification

- Identified initial list of priority projects with P3 potential
- Assessing project business cases and impact on the economy
- Split into 3 groups based on projected sequencing¹, designed to launch in 2017, 2018 and 2019

Key Considerations in the Overall P3 Implementation

- Project sequencing is designed to effectively progress the advancement of projects and avoid major obstacles in the shortest timeline possible. Thus, progression goes from easily executable/advanced permitting to more difficult/less advanced projects
- Need to promote and improve funding models to use private funds, where relevant, as leverage to maximize the unused federal funds current available
- Need to further expand P3 pipeline by requesting identification of new projects with P3 potential from government heads, monetizing non-essential services with market interest and precedent², additional infrastructure concessions³, and pursuit of strategic P3 categories⁴





(Project timeline includes P3 concessions included in Externalization measures)

¹ Based on existing level of detail, known roadblocks, project complexity 2 May include parking, National Parks, government-owned hotel properties, Puerto Rico lottery, state insurance fund, parking 3 May include regional airports, passenger ports 4 E.g. express lanes with dynamic tolling on existing congested roadways, broadband, infrastructure P3s including real estate funded infrastructure development



V. DEBT SUSTAINABILITY ANALYSIS



Debt summary

- Below is a summary of the debt (excluding pension liabilities) considered in the fiscal plan
- Note: Amounts are estimated as of February 2017 and based upon preliminary unaudited numbers provided to AAFAF by issuer agencies and from publicly available information. On behalf of the Board, Ernst & Young is conducting an assessment of the debt outstanding to confirm these figures. Estimated amounts are subject to further review and may change

Summary of debt outstanding as of February 2017 (\$MM)

| | | | Unpaid | | Total Bonds & | Loans from | Total Debt | DSRF |
|--|----------------|---------|------------------|---------------|---------------|------------------|------------------|---------|
| Issuers included in Fiscal Plan | Bond principal | CAB | P&I ¹ | Private Loans | Private loans | GDB/MFA Entities | Service FY 17-19 | Balance |
| GO | \$12,013 | \$84 | \$1,146 | \$24 | \$13,267 | \$169 | \$3,284 | |
| COFINA | 11,725 | 6,155 | | | 17,880 | | 2,138 | |
| HTA ² | 4,106 | 135 | 6 | | 4,247 | 1,734 | 978 | 101 |
| PBA | 4,012 | | 117 | | 4,129 | 182 | 776 | 6 |
| GDB ^{3, 4} | 3,182 | | 742 | 203 | 4,126 | | 1,887 | |
| ERS | 2,658 | 498 | | | 3,156 | | 500 | 44 |
| PRIFA ⁵ | 1,566 | 409 | 232 | | 2,207 | 127 | 465 | 2 |
| PFC | 1,025 | | 172 | | 1,197 | | 258 | |
| UPR ⁶ | 496 | | | 0 | 496 | 76 | 145 | 61 |
| PRCCDA | 386 | | | | 386 | 145 | 91 | 9 |
| PRIDCO | 145 | 11 | | | 156 | 78 | 54 | 19 |
| AMA | | | | 28 | 28 | | | |
| Other Central Gov't Entities | 197 | | 29 | 413 | 639 | 3,897 | | |
| Total | \$41,511 | \$7,293 | \$2,444 | \$668 | \$51,916 | \$6,409 | \$10,575 | \$242 |
| Debt Issuers not incl. in Fiscal Plan | | | | | | | | |
| PREPA | 8,259 | | | 697 | 8,956 | 36 | 2,775 | 6 |
| PRASA ⁷ | 3,943 | 28 | 13 | 584 | 4,568 | 229 | 995 | 93 |
| Children's Trust | 847 | 613 | | | 1,460 | | 140 | 85 |
| HFA | 542 | | | | 542 | 85 | 134 | 33 |
| PRIICO | | | | 98 | 98 | | | |
| Municipality Related Debt ⁸ | 556 | | | 1,140 | 1,696 | 2,036 | n.a. | 59 |
| Total | \$14,147 | \$641 | \$13 | \$2,520 | \$17,320 | \$2,386 | \$4,044 | \$276 |
| Total | \$55,658 | \$7,933 | \$2,457 | \$3,188 | \$69,236 | \$8,795 | \$14,619 | \$518 |
| Less: GDB Bonds (excl. TDF) | | | | | (3,766) | | | |

Plus: Loans from GDB/MFA Entities

8,795 **\$74,265**

Public Sector Debt

Notes:

- 1) Unpaid principal and interest includes debt service that has been paid by insurers and is owed by the government
- 2) HTA includes Teodoro Moscoso bonds
- 3) GDB private loans includes Tourism Development Fund ("TDF") guarantees
- 4) Includes GDB Senior Guaranteed Notes Series 2013-B1 ("CFSE")
- 5) PRIFA includes PRIFA Rum bonds, PRIFA Petroleum Products Excise Tax BANs, PRIFA Port Authority bonds and \$34.9m of PRIFA ASSMCA bonds
- 6) UPR includes \$64.2m of AFICA Desarrollos Universitarios University Plaza Project bonds
- 7) PRASA bonds includes Revenue Bonds, Rural Development Bonds, Guaranteed 2008 Ref Bonds
- 8) Municipality Related Debt includes AFICA Guyanabo Municipal Government Center and Guaynabo Warehouse for Emergencies bonds



Debt service schedule

The table below summarizes the annual debt service through FY 2027 for all issuers included in the fiscal plan

| FY 2018 – FY 2027 debt service (\$MM) | | | | | | | | | | | |
|---------------------------------------|-----------|-----------|-----------|-----------|-----------|----------|-----------|----------|-----------|-----------|--|
| Fiscal year ending June 30, | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | 2027 | |
| Cash Interest | | | | | | | | | | | |
| GO | \$714 | \$699 | \$680 | \$658 | \$641 | \$621 | \$597 | \$571 | \$545 | \$518 | |
| PBA | 183 | 179 | 175 | 171 | 165 | 158 | 153 | 147 | 140 | 135 | |
| COFINA | 690 | 690 | 690 | 689 | 696 | 702 | 708 | 714 | 711 | 708 | |
| HTA ¹ | 207 | 201 | 197 | 191 | 182 | 174 | 170 | 166 | 160 | 151 | |
| PRIFA ² | 80 | 77 | 75 | 72 | 69 | 65 | 61 | 57 | 53 | 45 | |
| PRCCDA | 18 | 17 | 17 | 16 | 15 | 15 | 14 | 13 | 12 | 11 | |
| PFC | 56 | 54 | 53 | 52 | 50 | 48 | 47 | 44 | 42 | 40 | |
| UPR ³ | 24 | 22 | 21 | 20 | 18 | 17 | 15 | 14 | 12 | 11 | |
| ERS | 167 | 167 | 167 | 167 | 164 | 159 | 155 | 154 | 152 | 151 | |
| GDB | 150 | 135 | 92 | 69 | 54 | 49 | 34 | 21 | 14 | 3 | |
| PRIDCO | 8 | 7 | 7 | 6 | 5 | 5 | 4 | 3 | 2 | 2 | |
| Total | \$2,296 | \$2,249 | \$2,172 | \$2,109 | \$2,059 | \$2,014 | \$1,957 | \$1,904 | \$1,844 | \$1,774 | |
| Principal | | | | | | | | | | | |
| GO | \$351 | \$392 | \$439 | \$334 | \$358 | \$378 | \$402 | \$428 | \$454 | \$481 | |
| PBA | 66 | 70 | 74 | 101 | 109 | 100 | 101 | 107 | 96 | 106 | |
| COFINA | 19 | 48 | 78 | 98 | 120 | 159 | 203 | 248 | 294 | 344 | |
| HTA ¹ | 148 | 90 | 120 | 170 | 158 | 101 | 85 | 114 | 187 | 149 | |
| PRIFA ² | 48 | 50 | 51 | 54 | 62 | 86 | 64 | 72 | 74 | 221 | |
| PRCCDA | 12 | 13 | 14 | 14 | 15 | 16 | 17 | 17 | 18 | 19 | |
| PFC | 30 | 32 | 33 | 34 | 36 | 37 | 39 | 41 | 43 | 46 | |
| UPR ³ | 25 | 26 | 27 | 29 | 30 | 31 | 33 | 35 | 24 | 26 | |
| ERS | (0) | | (0) | 50 | 70 | 80 | 19 | 22 | 29 | 36 | |
| GDB | 277 | 848 | 432 | 434 | 143 | 47 | 541 | | 248 | 127 | |
| PRIDCO | 10 | 11 | 11 | 11 | 13 | 13 | 14 | 15 | 16 | 17 | |
| Total | \$987 | \$1,579 | \$1,280 | \$1,328 | \$1,112 | \$1,049 | \$1,518 | \$1,099 | \$1,484 | \$1,573 | |
| Total debt service | | | | | | | | | | | |
| GO | \$1,066 | \$1,090 | \$1,118 | \$991 | \$999 | \$999 | \$999 | \$999 | \$999 | \$999 | |
| PBA | 249 | 249 | 249 | 272 | 273 | 258 | 254 | 253 | 236 | 241 | |
| COFINA | 709 | 738 | 768 | 786 | 816 | 861 | 911 | 962 | 1,006 | 1,052 | |
| HTA ¹ | 355 | 291 | 317 | 362 | 340 | 275 | 254 | 280 | 347 | 300 | |
| PRIFA ² | 127 | 127 | 126 | 126 | 130 | 151 | 125 | 130 | 127 | 267 | |
| PRCCDA | 30 | 30 | 30 | 30 | 30 | 30 | 30 | 30 | 30 | 30 | |
| PFC | 86 | 86 | 86 | 86 | 86 | 86 | 86 | 86 | 85 | 85 | |
| UPR ³ | 48 | 48 | 48 | 48 | 48 | 48 | 48 | 48 | 36 | 36 | |
| ERS | 167 | 167 | 167 | 217 | 234 | 239 | 174 | 176 | 181 | 187 | |
| GDB PRIDCO | 428 18 | 983 18 | 525 18 | 503 16 | 196 18 | 97 18 | 575 18 | 21 18 | 261 18 | 130 18 | |
| | | | | | | | | | | | |
| Total | \$3,283 | \$3,828 | \$3,453 | \$3,437 | \$3,171 | \$3,063 | \$3,475 | \$3,003 | \$3,329 | \$3,347 | |



PRIFA includes PRIFA BANs

Debt sustainability

The table below summarizes the annual cash flow available for debt service, and calculates implied debt capacity based on a range of interest rates and coverage ratios assuming an illustrative 35 year term

- Cash flow available for debt service incorporates (i) the payment of essential services, (ii) benefit of clawback revenues and (iii) a prudent contingency reserve
- In the Fiscal Plan summarized below, the cash flow after Measures but before Debt Service averages \$787m per year during the period 2017 2026

| Debt sustainability sensitivity analysis (\$MM) | | | | | | | | | | | | |
|---|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|-----------------|--|
| Fiscal year ending June 30 (\$ in millions) | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 | '17 - '26 Total | |
| Baseline Projections | | | | | | | | | | | | |
| Revenues | \$18,952 | \$17,511 | \$16,407 | \$16,434 | \$16,494 | \$16,590 | \$16,746 | \$16,953 | \$17,204 | \$17,509 | \$170,799 | |
| Expenses | (17,872) | (18,981) | (19,233) | (19,512) | (19,950) | (20,477) | (20,884) | (21,310) | (21,973) | (22,316) | (202,507) | |
| Cash Flow Excl. Debt Service & Measures | 1,080 | (1,470) | (2,826) | (3,077) | (3,456) | (3,886) | (4,139) | (4,357) | (4,769) | (4,807) | (31,708) | |
| Impact of Measures | | | | | | | | | | | | |
| Revenue Measures | | 924 | 1,381 | 1,384 | 1,531 | 1,633 | 1,740 | 1,752 | 1,766 | 1,785 | 13,897 | |
| Expense Measures | | 951 | 2,012 | 2,415 | 2,983 | 3,156 | 3,255 | 3,357 | 3,724 | 3,830 | 25,683 | |
| Total Measures | | 1,875 | 3,393 | 3,799 | 4,515 | 4,789 | 4,995 | 5,108 | 5,491 | 5,615 | 39,580 | |
| Cash Flow Available for Debt Service | \$1,080 | \$404 | \$567 | \$722 | \$1,059 | \$903 | \$857 | \$751 | \$722 | \$808 | \$7,873 | |

| Illustrative Sustainable | Debt Capacity Sizing Analysis | | | | | | | | | |
|--------------------------|-------------------------------|--------|--------|--------------|-------------|------------|-------------|------------|---------|---------|
| | | | Sensi | tivity Analy | ysis: Impli | ed Debt Ca | pacity at 1 | 0% Conting | gency | |
| Illus | strative Cash Flow Available | \$700 | \$750 | \$800 | \$850 | \$900 | \$950 | \$1,000 | \$1,050 | \$1,100 |
| | 3.5% | 12,600 | 13,500 | 14,400 | 15,301 | 16,201 | 17,101 | 18,001 | 18,901 | 19,801 |
| Sensitivity Analysis: PV | Rate % 4.0% | 11,759 | 12,599 | 13,439 | 14,278 | 15,118 | 15,958 | 16,798 | 17,638 | 18,478 |
| | 4.5% | 11,000 | 11,786 | 12,572 | 13,358 | 14,143 | 14,929 | 15,715 | 16,501 | 17,286 |

| | | | Sensitivity Analysis: Implied Debt Capacity at 4% PV Rate | | | | | | | | | | |
|------------------------------|---------------|--------|---|--------|--------|--------|---------|---------|---------|--------|--|--|--|
| Illustrat | \$700 | \$750 | \$800 | \$850 | \$900 | \$950 | \$1,000 | \$1,050 | \$1,100 | | | | |
| | 5.0% | 12,412 | 13,299 | 14,185 | 15,072 | 15,958 | 16,845 | 17,731 | 18,618 | 19,505 | | | |
| Sensitivity Analysis: % Cont | ingency 10.0% | 11,759 | 12,599 | 13,439 | 14,278 | 15,118 | 15,958 | 16,798 | 17,638 | 18,478 | | | |
| | 15.0% | 11,105 | 11,899 | 12,692 | 13,485 | 14,278 | 15,072 | 15,865 | 16,658 | 17,451 | | | |



VI. TSA LIQUIDITY



Weekly cash flow forecast through 2017FY

| | Cash Flows Before Cliffs, Measures and Debt | Fcst - 1 | Fcst - 2 | Fcst - 3 | Fcst - 4 | Fcst - 5 | Fcst - 6 | Fcst - 7 | Fcst - 8 | Fcst - 9 | Fcst - 10 | Fcst - 11 | Fcst - 12 | Fcst - 13 | Fcst - 14 | Fcst - 15 | Fcst - 16 |
|----|---|----------|----------|----------|----------|----------|----------|----------|----------|----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| | (figures in \$mm) | 3/17 | 3/24 | 3/31 | 4/7 | 4/14 | 4/21 | 4/28 | 5/5 | 5/12 | 5/19 | 5/26 | 6/2 | 6/9 | 6/16 | 6/23 | 6/30 |
| 1 | General Collections | \$349 | \$254 | \$58 | \$71 | \$66 | \$760 | \$186 | \$63 | \$66 | \$334 | \$60 | \$44 | \$59 | \$134 | \$520 | \$57 |
| 2 | Sales and Use Tax | 18 | 13 | 146 | 5 | 17 | 14 | 163 | 5 | 18 | 5 | 167 | 4 | 5 | 18 | 14 | 171 |
| 3 | Excise Tax through Banco Popular | 64 | - | - | - | 77 | - | - | - | - | 68 | - | - | - | 57 | - | - |
| 4 | Rum Tax | - | 10 | - | - | - | 11 | - | - | - | 18 | - | - | - | - | 22 | - |
| 5 | Electronic Lottery | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 14 | 37 |
| 6 | Subtotal | \$432 | \$277 | \$204 | \$76 | \$161 | \$784 | \$349 | \$68 | \$84 | \$424 | \$227 | \$48 | \$64 | \$210 | \$570 | \$265 |
| 7 | Employee/Judiciary Retirement Admin. | - | - | - | - | 56 | - | - | - | 56 | - | - | - | - | 56 | - | - |
| 8 | Teachers Retirement System | - | - | - | - | 70 | - | - | - | - | - | - | - | - | - | - | - |
| 9 | Retirement System Transfers | - | - | - | - | \$127 | - | - | - | \$56 | - | - | - | - | \$56 | - | - |
| 10 | Federal Funds | 93 | 110 | 83 | 123 | 95 | 119 | 123 | 95 | 126 | 93 | 123 | 49 | 99 | 107 | 107 | 121 |
| 11 | Other Inflows | 9 | - | 11 | - | - | 9 | 11 | - | - | - | - | 11 | - | - | - | 11 |
| 12 | Tax Revenue Anticipation Notes | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 13 | Total Inflows | \$534 | \$388 | \$298 | \$199 | \$382 | \$912 | \$483 | \$163 | \$267 | \$517 | \$350 | \$108 | \$163 | \$373 | \$677 | \$397 |
| 14 | Payroll and Related Costs | (18) | (51) | (120) | (23) | (95) | (62) | (101) | (35) | (90) | (65) | (96) | (18) | (22) | (95) | (56) | (106) |
| 15 | Pension Benefits | - | - | (87) | - | (82) | - | (87) | - | (82) | - | (87) | - | - | (82) | - | (87) |
| 16 | Health Insurance Administration - ASES | (53) | (53) | (55) | (53) | (53) | (53) | (60) | (53) | (53) | (53) | (53) | (7) | (53) | (53) | (53) | (55) |
| 17 | University of Puerto Rico - UPR | (18) | (18) | (24) | (18) | (18) | (18) | (24) | (18) | (18) | (18) | (18) | (6) | - | (36) | (18) | (24) |
| 18 | Muni. Revenue Collection Center - CRIM | (21) | (8) | (8) | (8) | (8) | (8) | (8) | (8) | (8) | (8) | (8) | - | - | (15) | (8) | (26) |
| 19 | Highway Transportation Authority - HTA | - | - | (16) | - | - | - | (16) | - | (19) | - | - | (19) | - | - | (19) | (19) |
| 20 | Public Building Authority - PBA / AEP | (9) | (4) | (4) | (4) | (4) | (4) | (4) | (4) | (4) | (4) | - | (4) | (4) | (4) | (4) | (4) |
| 21 | Other Governmental Entities | (20) | (9) | (54) | 25 | (20) | (9) | (54) | 25 | (20) | (9) | (12) | (18) | (3) | (20) | (9) | (63) |
| 22 | Subtotal - Government Entity Transfers | (\$120) | (\$92) | (\$160) | (\$57) | (\$103) | (\$92) | (\$165) | (\$57) | (\$122) | (\$92) | (\$90) | (\$54) | (\$59) | (\$128) | (\$111) | (\$191) |
| 23 | Supplier Payments | (57) | (57) | (58) | (86) | (86) | (86) | (87) | (68) | (68) | (68) | (68) | (53) | (65) | (65) | (65) | (66) |
| 24 | Other Legislative Appropriations | (24) | (14) | (5) | (2) | - | (38) | (5) | (6) | (22) | (10) | (5) | (4) | - | (16) | (22) | (5) |
| 25 | Tax Refunds | (12) | (13) | (4) | (1) | (6) | (39) | (4) | (7) | (4) | (4) | (31) | (3) | (1) | (4) | (6) | (41) |
| 26 | Nutrition Assistance Program | (30) | (70) | (22) | (35) | (40) | (54) | (36) | (22) | (43) | (56) | (36) | (16) | (37) | (30) | (70) | (20) |
| 27 | Other Disbursements | - | - | - | - | - | - | - | - | - | - | - | (4) | - | - | - | (4) |
| 28 | Contingency | (16) | (16) | (16) | (29) | (29) | (29) | (29) | (29) | (29) | (29) | (29) | (23) | (23) | (23) | (23) | (23) |
| 29 | Tax Revenue Anticipation Notes | - | - | - | - | - | - | (152) | - | - | - | - | (137) | - | - | - | (135) |
| 30 | Total Outflows | (\$277) | (\$313) | (\$472) | (\$233) | (\$440) | (\$399) | (\$665) | (\$223) | (\$459) | (\$324) | (\$442) | (\$312) | (\$208) | (\$443) | (\$353) | (\$676) |
| 31 | Net Cash Flows Excluding Debt Service, Fiscal Cliffs and Measures | \$257 | \$75 | (\$174) | (\$34) | (\$58) | \$513 | (\$182) | (\$60) | (\$193) | \$194 | (\$92) | (\$204) | (\$44) | (\$70) | \$324 | (\$279) |
| 32 | Bank Cash Position, Beginning (a) | \$319 | \$576 | \$650 | \$477 | \$442 | \$384 | \$897 | \$716 | \$655 | \$462 | \$656 | \$564 | \$360 | \$316 | \$246 | \$570 |
| 33 | Bank Cash Position, Ending (a) | \$576 | \$650 | \$477 | \$442 | \$384 | \$897 | \$716 | \$655 | \$462 | \$656 | \$564 | \$360 | \$316 | \$246 | \$570 | \$291 |



(a) Excludes clawback account.

Liquidity Principles for FY 2018

- No external short-term financing
- Rollout of Disbursement Authorization Group in order to enforce priority of payments through defined critical services (see Section VII)
- Consolidate dispersed treasury functions and put in place oversight over accounts not centrally managed
- Refine and regularly update 13 week cash analysis with detailed forecasting of cash receipts and disbursements
- Provide detailed daily performance projections, results, and variances



VII. FINANCIAL CONTROL REFORM

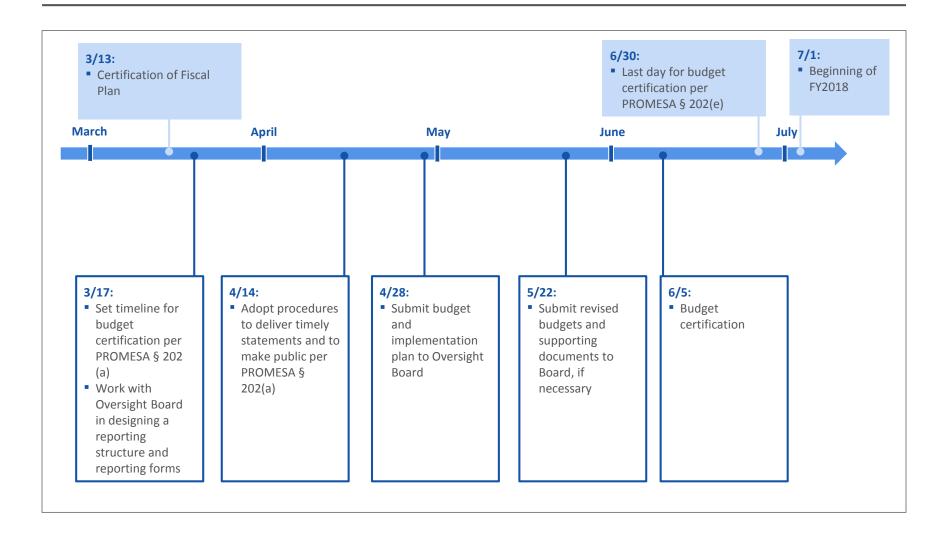


Current state of financial controls

- Cash is not centrally managed
 - No central office has visibility across all spending
 - Procurement agencies do not actively enforce terms and specifications
 - Limited coordinated effort to eliminate major cash outlays
 - Limited sweep of cash into general fund accounts
 - Cash disbursements is a manual and subjective process handled at Hacienda
 - No formal structure for reporting and release of audited financials
- Target is to improve level of detail on forecasting and specificity around assumptions
 - "Top-down" approach, based on prior year's Budget
 - Bank-to-book reconciliations are not often prepared in a timely manner
 - No tracking mechanisms exist to measure intra-year actual expenditures vs. budget on an accrual basis



Budget certification per PROMESA § 202





Quarterly budget compliance process per PROMESA § 203

| Quarterly Action | PROMESA section | Description | Proposed dates (mm/dd/yy) |
|---|---------------------|---|---|
| Reporting ¹ | • § 203 (a) | Governor to submit a report describing: (1) the actual cash revenues, expenditures, and flows and (2) any other information requested by the Board | Q1: 10/15/17² Q2: 1/16/18 Q3: 4/16/18 Q4: 7/16/18 |
| External auditing | • § 203 (b) | Oversight Board to communicate the result of external auditing report to the government and identify any inconsistencies with the projected revenues, expenditures, or cash flows set forth in the certified Budget for such quarter | Q1: 11/10/17 Q2: 2/12/18 Q3: 5/10/18 Q4: 8/10/18 |
| Correction of variance | • § 203 (b) | Government to provide additional information regarding any inconsistencies with the certified budget and implement remedial action to correct variances | Q1: 11/20/17 Q2: 2/20/18 Q3: 5/21/18 Q4: 8/20/18 |
| Certification of variance / or Budget reductions by Board | • § 203 (c) and (d) | Board to certify that the government is at variance with the applicable certified Budget, and that the Government has initiated such measures as the Board considers sufficient to correct it If the variances are not corrected, the Board shall make appropriate reductions in nondebt expenditures and may institute automatic hiring freezes in instrumentalities and prohibit them from entering in any contract in excess of \$100,000 | Q1: 12/11/17 Q2: 3/12/18 Q3: 6/11/18 Q4: 9/10/18 |
| Termination of budget reductions | • § 203 (e) | The Board should decide whether the government or instrumentality has made the appropriate measures to reduce expenditures or increase revenues and cancel the reductions | Ongoing |



Budget and Forecasting process

Define a timeline for each quarter's budget

- Certification process must adhere to PROMESA requirements
- Should include, but not be limited to:
 - Certification process according to PROMESA requirements
 - Reporting, external auditing, and variance certifications

Set guiding principles for budget and forecasting

- Budget should be prepared...
 - Within the confines of the overall fiscal plan
 - As a positive cash balance with sufficient safety margin, due to lack of access to capital markets

Set, update, and track targets every quarter

- Use performance metrics, e.g.,:
 - Status? On track / Delayed / Completed
 - Reached target?
 - Above / below past instances?
- Implement measures to correct variances from budget



Disbursement process

Define disbursement process

- Set guidelines and principles
- Work to match budget to disbursement authorizations
- Identify an effective, centralized, and time-sensitive disbursement process that involves the adequate authorities
 - Incorporate a mechanism that confirms alignment between revenues and expenses

Implement a centralized disbursement digital database

- Centralize into a single Treasury account with a corresponding database
- Update and review periodically
- Set a minimum available liquidity threshold and an alertsystem

Set, update, and track metrics every quarter

- Establish preventive measures
- Implement detective procedures to correct problems before they arise
- Design a process to correct variances from budget mid-year

