

JS 44 (Rev. 08/16)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS
 Puerto Rico Highways and Transportation Authority (HTA) (Title III Debtor)

(b) County of Residence of First Listed Plaintiff _____
 (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)
 Proskauer Rose LLP, 11 Times Square, New York, NY 10036 (Tel. 212-969-3000) and O'Neill & Borges LLC, Suite 800, 250 Muñoz Rivera Ave., San Juan, PR 00918-1813 (Tel. 787-764-8181)

DEFENDANTS

County of Residence of First Listed Defendant _____
 (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known) _____

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

1 U.S. Government Plaintiff

3 Federal Question (U.S. Government Not a Party)

2 U.S. Government Defendant

4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

(For Diversity Cases Only)

	PTF	DEF		PTF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input type="checkbox"/> 4	<input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6

IV. NATURE OF SUIT (Place an "X" in One Box Only) Click here for: Nature of Suit Code Descriptions.

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES	
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury - Medical Malpractice	<input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 367 Health Care/Pharmaceutical Personal Injury Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Management Relations <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 751 Family and Medical Leave Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Employee Retirement Income Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 375 False Claims Act <input type="checkbox"/> 376 Qui Tam (31 USC 3729(a)) <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 850 Securities/Commodities/Exchange <input checked="" type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 896 Arbitration <input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY	CIVIL RIGHTS	PRISONER PETITIONS			
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 440 Other Civil Rights <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 448 Education	Habeas Corpus: <input type="checkbox"/> 463 Alien Detainee <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty Other: <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition <input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement			

V. ORIGIN (Place an "X" in One Box Only)

1 Original Proceeding 2 Removed from State Court 3 Remanded from Appellate Court 4 Reinstated or Reopened 5 Transferred from Another District (specify) _____ 6 Multidistrict Litigation - Transfer 8 Multidistrict Litigation - Direct File


VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
 48 U.S.C. Secs. 2101-2241

Brief description of cause:
 Title III Case under the Puerto Rico Oversight, Management and Economic Stability Act - 48 U.S.C.A. Secs. 2101 e

VII. REQUESTED IN COMPLAINT: CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ _____ CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY (See instructions): JUDGE _____ DOCKET NUMBER _____

DATE: May 21, 2017 SIGNATURE OF ATTORNEY OF RECORD:  Hermann D. Bauer Alvarez

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
 United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.
 United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.
 Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: [Nature of Suit Code Descriptions](#).
- V. Origin.** Place an "X" in one of the seven boxes.
 Original Proceedings. (1) Cases which originate in the United States district courts.
 Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.
 Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.
 Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket.
PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.
 Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
 Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

Date and Attorney Signature. Date and sign the civil cover sheet.

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

CATEGORY SHEET

You must accompany your complaint with this Category Sheet, and the Civil Cover Sheet (JS-44).

Attorney Name (Last, First, MI):

USDC-PR Bar Number:

Email Address:

1. Title (caption) of the Case (provide only the names of the first party on each side):
Plaintiff:
Defendant:
2. Indicate the category to which this case belongs:
 Ordinary Civil Case
 Social Security
 Banking
 Injunction
3. Indicate the title and number of related cases (if any).
4. Has a prior action between the same parties and based on the same claim ever been filed before this Court?
 Yes
 No
5. Is this case required to be heard and determined by a district court of three judges pursuant to 28 U.S.C. § 2284?
 Yes
 No
6. Does this case question the constitutionality of a state statute? (See, Fed.R.Civ. P. 24)
 Yes
 No

Date Submitted:

Fill in this information to identify the case:

United States District Court for the:
District of Puerto Rico

Case number (if known): _____ (PROMESA Title III)

Check if this is an amended filing

Title III Petition for Covered Territory or Covered Instrumentality

This form is designed to comply with section 304(a) of Puerto Rico Oversight, Management, and Economic Stability Act, 48 U.S.C. § 2164 ("PROMESA").

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the Debtor's name and the case number (if known).

1. Debtor's name Puerto Rico Highways and Transportation Authority (HTA)

2. All other names Debtor used in the last 8 years Autoridad de Carreteras y Transportación (ACT)
 Include any assumed names, trade names, and doing business as names

3. Debtor's address	Principal place of business	Address for Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor per PROMESA § 315
	P.O. Box 41269, Minillas Station	Jacob Javits Federal Bldg., 26 Federal Plaza
	Number Street	Number Street
	San Juan, PR 00940-1269	Room 2-128, Attn: Jaime El Koury
	City State ZIP Code	P.O. Box
	City State ZIP Code	New York, NY 10278
	County	City State ZIP Code

4. Debtor's website (URL) http://www.gdb-pur.com/investors_resources/puerto-rico-transportation-highway.html; http://www.dtop.gov.pr/carretera/index.asp
 Financial Oversight and Management Board website (URL) https://juntasupervision.pr.gov/index.php/en/home/

5. Type of Title III Debtor Covered Territory (as defined in PROMESA § 5(8))
 Covered Territorial Instrumentality (as defined in PROMESA § 5(7))

6. Are any Title III or Title VI cases pending or being filed by an affiliate of the Debtor?
 No.
 Yes Debtor See attached Exhibit 1 Relationship _____
 District _____ When _____ MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

7. Why is the Title III case filed in this District?
 Check all that apply:
 This is the United States District Court for the covered territory or covered territorial instrumentality, as applicable (PROMESA § 307(a))
 This is the United States District Court for the jurisdiction in which the Oversight Board maintains an office that is located outside of the territory (PROMESA § 307(b))
 Territory does not have a district court (U.S. District Court of Hawaii only) (PROMESA § 307(a))

Debtor HTA
Name

Case number (if known)


Request for Relief, Declaration, and Signatures

8. Declaration and signature of Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315.


- The Debtor requests relief in accordance with Title III of PROMESA
- I have been authorized to file this petition on behalf of the Financial Oversight and Management Board for Puerto Rico.
- I have examined the information in this petition and the documents attached to this petition as listed below and have a reasonable belief that the information is true and correct.
 - Schedule A: Certification of Resolutions Adopted by the Financial Oversight and Management Board for Puerto Rico Pursuant to PROMESA §§ 104(j) and 208(a).*
 - Schedule B: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders*

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

Executed on 5/21/2017
MM / DD / YYYY

 Printed name Same El Kary
Signature
Title General Counsel

Signature of Attorney for Financial Oversight and Management Board for Puerto Rico as Representative of Debtor per PROMESA § 315

 Date 5/21/2017
Signature
Printed name Martin J. Bienenstock (pro hac vice pending)
Firm name Proskauer Rose LLP
11 Times Square
Number Street
New York NY 10036
City State ZIP Code
212.969.3000 mbienenstock@proskauer.com
Contact phone Email address
1542554 NY
Bar number State

Signature of Attorney for Financial Oversight and Management Board for Puerto Rico as representative of Debtor per PROMESA § 315


 Date 5/21/2017
Signature
Printed name Hermann B. Bauer-Alvarez
Firm name O'Neill & Borges LLC
American International Plaza, 250 Muñoz Rivera Avenue, Ste. 800
Number Street
San Juan, Puerto Rico 00918-1813
City State ZIP Code
787-282-5723 Hermann.Bauer@oneillborges.com
Contact phone Email address
215 205, Puerto Rico
Bar number State

Exhibit 1

List of Title III Cases Pending or Being Filed by an Affiliate

A. Pending Cases:

1. Commonwealth of Puerto Rico, Title III Case No. 17-cv-01578-LTS (now docketed at 17-BK-3283-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 3, 2017
2. Puerto Rico Sales Tax Financing Corporation (COFINA). Title III Case No. 17-cv-01599-LTS (now docketed at 17-BK-3284-LTS). Court: U.S. District Court for the District of Puerto Rico. Petition Date: May 5, 2017

B. Cases Being filed Contemporaneously with the Instant Case:

On the date hereof, each of the entities listed below, which includes the Debtor in the instant Title III case, is filing a voluntary petition for relief under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”) in the United States District Court for the District of Puerto Rico (the “Court”).

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (ERS)
4. Puerto Rico Highways and Transportation Authority (HTA)

Schedule A


Certification of Resolutions Adopted by the Financial Oversight and Management Board

**CERTIFICATION OF RESOLUTIONS ADOPTED BY THE FINANCIAL OVERSIGHT
AND MANAGEMENT BOARD FOR PUERTO RICO BY UNANIMOUS WRITTEN
CONSENT**

(Puerto Rico Highways and Transportation Authority (HTA))

I, the undersigned, General Counsel of the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), do hereby certify that (i) attached is a true and correct copy of the resolutions of the Oversight Board adopted on May 21, 2017 by Unanimous Written Consent, and (ii) such resolutions have not been modified or rescinded, and remain in full force and effect.

By: _____


Name: Jaime A. El Koury
Title: General Counsel
Date: May 21, 2017



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

**UNANIMOUS WRITTEN CONSENT APPROVING AND ISSUING
CERTIFICATIONS PURSUANT TO SECTIONS 104 AND 206 OF PROMESA
FOR THE PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY
(HTA)**

WHEREAS on June 30, 2016, the federal Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”)¹ was enacted; and

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

WHEREAS on September 30, 2016, the Puerto Rico Highways and Transportation Authority (“HTA”) was designated by the Oversight Board as a Covered Territorial Instrumentality pursuant to Section 101(d)(1)(A) of PROMESA; and

WHEREAS the Oversight Board has been advised that HTA desires to effect a plan to adjust its debt pursuant to Title III of PROMESA; and

WHEREAS in connection with the commencement of a Title III case for HTA, the Oversight Board is required (i) pursuant to Section 206 of PROMESA, to make certain Restructuring Determinations (as defined below) and to issue a restructuring certification as to such determinations, and (ii) pursuant to Section 104(j) of PROMESA, to certify the filing by HTA of a voluntary petition under Title III of PROMESA; and

WHEREAS following discussions with HTA and its legal and financial advisors, and after consultation with the Oversight Board’s legal and financial advisors, and following extensive deliberation, the Oversight Board has determined, in its sole discretion, that (1) HTA has made good-faith efforts to reach a consensual restructuring with creditors; (2) HTA has adopted procedures necessary to deliver timely audited financial statements and made public draft financial statements and other information sufficient for any interested person to make an informed decision with respect to a possible restructuring; (3) HTA is a Covered Territorial Instrumentality that is subject to a Territory Fiscal Plan certified by the Oversight Board; and (4) no order approving a Qualifying Modification under Section 601 of PROMESA has been entered with respect to HTA (the foregoing determinations, the “Restructuring Determinations”); and

¹ Capitalized terms used but not defined herein have the definitions given to them in PROMESA.

WHEREAS following discussions with HTA and its legal and financial advisors, and after consultation with the Oversight Board's legal and financial advisors, and following extensive deliberation, the Oversight Board has determined it is necessary and appropriate in order to protect the residents of Puerto Rico, and in the best interests of the creditors of HTA, for a voluntary petition under Title III of PROMESA to be filed for HTA in the United States District Court for the District of Puerto Rico (the "District Court"); and

WHEREAS it is the Oversight Board's intention in making its determinations in connection with such Title III filing (1) that such filing should not preclude efforts to implement consensual debt restructurings if possible and practicable, and (2) to continue negotiations with the creditors of HTA with a view to implementing consensual debt restructurings to the extent possible and appropriate;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Oversight Board approves and certifies the Restructuring Determinations pursuant to section 206 of PROMESA; and it is further

RESOLVED that, pursuant to section 104(j) of PROMESA, the Oversight Board approves and certifies the filing in the District Court of a voluntary petition under Title III of PROMESA for HTA at such time as the Chair or Executive Director of the Oversight Board determines to be appropriate; and it is further

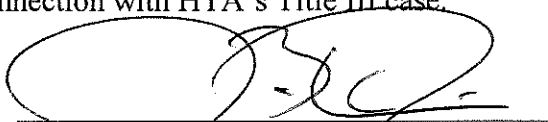
RESOLVED that, for the avoidance of doubt, these resolutions shall constitute (i) the restructuring certificate required to be issued by the Oversight Board pursuant to Section 206 of PROMESA, and (ii) the certification required to be issued by the Oversight Board for the filing of a Title III petition for HTA pursuant to Section 104(j) of PROMESA; and it is further

RESOLVED that the Executive Director, General Counsel and any other officer of the Oversight Board now or hereafter appointed by the Oversight Board (each, an "Authorized Officer") shall be, and each hereby is, authorized and empowered to execute and publish (including by attaching a copy thereof to a Title III Petition filed for HTA) a certificate or certificates that certify (i) the Restructuring Determinations of the Oversight Board pursuant to Section 206 of PROMESA, (ii) the filing of a Title III petition for HTA pursuant to Section 104(j) of PROMESA, and (iii) the other approvals and authorizations of the Oversight Board set forth in these resolutions; and it is further

RESOLVED that each Authorized Officer shall be, and each hereby is, authorized and empowered to execute and file in the name and on behalf of Oversight Board, as the "representative" of HTA pursuant to Section 315 of PROMESA, all petitions (including, but not limited to, a Title III petition), schedules, motions, lists, applications, pleadings, affidavits and other papers to be filed in the District Court (and in such other courts of competent jurisdiction as may be applicable), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other

professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with HTA's Title III case.

Dated: May 21, 2017



José B. Carrión, Chair

Dated: May __, 2017

Andrew G. Biggs

Dated: May __, 2017

Carlos M. García

Dated: May __, 2017

Arthur J. González

Dated: May __, 2017

José R. González

Dated: May __, 2017

Ana J. Matosantos

Dated: May __, 2017

David A. Skeel, Jr.

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Dated: May __, 2017

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Dated: May 21, 2017



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David A. Skeel, Jr.

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Dated: May __, 2017

Andrew G. Biggs

Dated: May __, 2017

Carlos M. García


Dated: May __, 2017

Arthur J. González

Dated: May __, 2017

José R. González

Dated: May 21, 2017

_____  _____
antos

Dated: May __, 2017

David A. Skeel, Jr.

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Dated: May __, 2017

José B. Carrión, Chair

Dated: May __, 2017

Andrew G. Biggs

Dated: May __, 2017

Carlos M. García

Dated: May __, 2017

Arthur J. González

Dated: May __, 2017

José R. González

Dated: May __, 2017

Ana J. Matosantos

Dated: May 21, 2017



David A. Skeel, Jr.

Schedule B

List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

Case Information

Debtor : Puerto Rico Highways and Transportation Authority
 United States District Court for Puerto Rico
 Case Number: _____

List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders¹

Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
1	AUTORIDAD DE ENERGIA ELECTRICA PO BOX 364267 SAN JUAN, PR 00936-4267 Attn: CYNTHIA MORALES COLON Fax: 787-521-4120 Email: c_morales@aepr.com	Trade Creditor	N/A	\$46,037,043.17
2	ADMINISTRACION SISTEMA DE RETIRO DEL GOBIERNO EDIFICIO INTENDENTE RAMÍREZ PDA 1 SAN JUAN PR 00905-4515 Attn: CECILE TIRADO Fax: 787-294-1391 Email: mguzman@retiro.pr.gov	Government	N/A	\$14,454,532.47
3	SECRETARIO TRIBUNAL DE SAN JUAN 268 AVE MUÑOZ RIVERA SAN JUAN PR 00921 Attn: JOSE SILVA JIMÉNEZ Fax: 787-754-0769 Email: josesilvajimenez@ramajudicial.pr	Government	N/A	\$3,559,792.08
4	GILA LLC METRO OFFICE PARK CALLE 1 BUILDING 3 STE 200 GUAYNABO PR 00968 Attn: LUIS ALBERTO SÁNCHEZ Fax: 787-522-7010 Email: luisalberto.sanchez@gilacorp.com	Trade Debt	N/A	\$3,354,906.13
5	FIRST TRANSIT, INC. MARGINAL AVE MARTINEZ NADAL ESQ PR-19 SAN JUAN PR 00920 Attn: JULIO BADIA Fax: 787-622-6163 Email: julio.badia@firstgroup.com	Trade Debt	N/A	\$1,981,901.00
6	AUT EDIFICIOS PÚBLICOS CENTRO GUBERNAMENTAL MINILLAS EDIF NORTE PISO 17 SAN JUAN PR 00940 Attn: AMILCAR GONZÁLEZ ORTÍZ Fax: 787-724-1533 Email: amgonzalez@aep.pr.gov	Government	N/A	\$1,977,922.20
7	FERROVIAL AGROMAN 1250 PONCE DE LEON AVE SAN JOSÉ BUILDING SUITE 901-902 SAN JUAN PR 00907 Attn: MANUEL SANCHEZ PEREIRA Fax: 787-725-5530 Email: msanchez.portugal@ferrovial.com	Trade Debt	N/A	\$1,884,822.06
8	DEL VALLE GROUP, S.P. STATE RD 864 KM 0.6 BO CAMPANILLAS TOA BAJA PR 00949 Attn: RAFAEL A CALDERON Fax: 787-794-3239 Email: rcalderon@delvallegroup.net	Trade Debt	N/A	\$1,186,270.07

¹ The Puerto Rico Highways and Transportation Authority reserves all rights to amend or supplement this list from time to time, in all respects, as may be necessary or appropriate. Nothing herein shall be deemed an admission or a waiver of any rights, claims, and defenses.

Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
9	CONSTRUCTORA I. MELÉNDEZ 15 BETANCES STE 3 SANTA ISABEL PR 00926 Attn: ABIMAEI MELÉNDEZ Fax: 787-645-6475 Email: cimelendez@coqui.net cimoc@coqui.net	Trade Debt	N/A	\$961,827.53
10	THE ENIAC CORPORATION # 27 CALLE GONZÁLEZ GIUSTI 600 ST GUAYNABO PR 00968 Attn: ALBILDA BOSH Fax: 787-793-4255 Email: albilda.bosh@enia-corp.com	Trade Debt	N/A	\$512,402.50
11	L.P.C.& D., INC PO Box 2025 Las Piedras, PR 00771 Attn: JORGE L. GONZÁLEZ CRESPO Fax: 787-733-4808 Email: jorge@lpcdinc.com	Trade Debt	N/A	\$458,667.03
12	PUERTO RICO TELEPHONE CO 1515 F.D. ROOSEVELT AVE GUAYNABO PR 00968 Attn: ANA M . BETANCOURT Fax: 787-793-6265 Email: abetancourt@claropr.net	Trade Debt	N/A	\$452,087.03
13	TAMRIO INC. CALLE ROCHERLICE #31 PARQUE INDUSTRIAL DEL OESTE MAYAGUEZ PR 00680 Attn: CLAUDIO TORRES Fax: 787-265-6885 Email: ctorres@tamrio.com	Trade Debt	N/A	\$421,994.42
14	SUPER ASPHALT PAVEMENT CORP. BO CAIMITO CARR 1 KM 18.5 SAN JUAN PR 00926 Attn: PARIDE MAZZA Fax: 787-720-2350 Email: jose@superasphalt.net	Trade Debt	N/A	\$311,199.80
15	ACI-HERZOG A JOINT VENTURE 24 ROAD 21 MARTÍNEZ NADAL AVE. GUAYNABO, PR 00966 Attn: LUIS VILLARES Fax: 787-625-0464 Email: luis.villares@aciherzog.com	Trade Debt	N/A	\$262,550.18
16	CD BUILDERS, INC BO CELADA CARR 9945 KM 2.4 GURABO PR 00778 Attn: ISMAEL CARRASQUILLO Fax: 787-737-2143 Email: cdbuilders@live.com	Trade Debt	N/A	\$230,544.42
17	BETTERRECYCLING CORP. MARG 65 DE INF. CALLE ANDES URB MC SAN JUAN PR 00928 Attn: MARISEL RIVERA Fax: 787-282-6408 Email: mrivera@emdi.net	Trade Debt	N/A	\$224,908.14
18	BERMUDEZ, LONGO, DIAZ- MASSO,S.E. CALLE SAN CLAUDIO CARR 845 AVE PRINCIPAL KM 0.5 SAN JUAN PR 00926 Attn: CARMELO DIAZ Fax: 787-760-1230 Email: cdiaz@blbmpr.com	Professional Services	N/A	\$195,835.23
19	GLOBAL INSURANCE AGENCY INC 257 CALLE DE RECINTO SUR SAN JUAN PR 00901-1914 Attn: VIVIAN PEREZ Fax: 787-722-4894 Email: vperez@globalinsagency .com	Professional Services		\$182,204.62

Name of Creditor	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim
20 PEERLESS OIL & CHEMICALS, INC.	671 ROAD 337 PEÑUELAS PR 00624-7513 Attn: SONIA CONCEPCIÓN Email: sonia.concepcion@peerlessoil.com	Trade Debt		\$171,590.08