

**PRT Board Meeting**

Date: June 11, 2025

Time: 2:00 PM AST

Location: PRT’s Offices, Guaynabo, PR & Zoom

**MEETING MINUTES**

**I. ATTENDANCE**

PRT Board Members	PRESENT/ABSENT/EXCUSED
Jason Fichtner, PhD – Chair	Present
Michael Finke, PhD	Present via Zoom
Hon. Joshua Gotbaum, JD, MPP	Present
Desiree Mieses, CIMA, MBA – Secretary	Present
Gabriel Olivera, JD, LLM	Present
Pension Reserve Trust Management	
María del Carmen López, CTP – Executive Director	Present
Julian Bayne, Esq. – Chief Financial Officer	Present
Camille Somoza, Esq. – In-house Counsel	Present
Advisors & Others	
Rafael Santiago, Esq. (Marichal)	Present
Rhett Humphreys (NEPC)	Present

**I. QUORUM**

The meeting started at 2:00 PM AST. A quorum was established.

**II. DISCUSSION**

**A. QUARTERLY REPORT**

Maria del Carmen López and Julian Bayne discussed PRT’s latest quarterly report and incorporated the Trustees’ comments and suggestions.

**B. ASSET AND WITHDRAWAL MANAGEMENT MODELING STUDY (“AWM Study”)**

The Trustees and Rhett Humphreys discussed Commonwealth funding projections and potential adjustments to target investment returns under different scenarios. They also

discussed several contingencies that should be considered by the actuarial firm that will conduct the AWM Study.

Mrs. López provided an update on the proposals received for the AWM Study.

### **C. Annual Compliance Audit**

Mr. Bayne provided an update on the status of the agreed-upon procedures required for the annual compliance audit. Once such agreed-upon procedures are finalized, they will be circulated to the Audit and Compliance Committee for approval.

### **D. Amended Bylaws**

The Trustees discussed the Amended Bylaws and made additional modifications at the meeting. They agreed with the suggestions provided by Trustee Gotbaum via email. Trustee Fichtner moved to approve the Amended Bylaws as orally modified, and they were unanimously approved. The Amended Bylaws as approved are attached to these minutes as **Exhibit A**.

### **E. Vote for Officers and Committees**

The Board unanimously voted to approve the following appointments effective July 1, 2025, through June 30, 2027:

- Board Chair: Trustee Fichtner
- Board Secretary: Trustee Mieses
- Investment Committee: Trustee Finke (Chair), Trustee Gotbaum, Trustee Mieses
- Audit and Compliance Committee: Trustee Gotbaum (Chair), Trustee Mieses, Trustee Olivera

### **III. ADJOURNMENT**

The meeting adjourned at 5:40 PM AST.

### **IV. MINUTES SIGNATURE**

Minutes were reviewed and approved by the Trustees.



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Desiree Mieses, CIMA, MBA

Secretary of the Board

Date:

**Signature:** 

**Email:** [desiree.mieses@prtpr.org](mailto:desiree.mieses@prtpr.org)

**Title:** Secretary

**Company:** PRT





# (Por favor., Firmar) 2025-06-11 PRT Board Meeting Minutes

Final Audit Report

2025-07-07

Created:	2025-06-30
By:	Joana Rodriguez (joana.rodriguez@prtpr.org)
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## "(Por favor., Firmar) 2025-06-11 PRT Board Meeting Minutes" History

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**AMENDED BYLAWS OF THE PENSION RESERVE BOARD**

**for the**

*Commonwealth Plan of Adjustment  
Pension Reserve Trust*



**Approved  
June 11, 2025**

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## **PREAMBLE**

The trustees of the Pension Reserve Trust (the “Trust”), acting as the Pension Reserve Board (the “Trustees” or the “Board”), have agreed upon these amended Bylaws to govern their procedures and responsibilities administering the Trust.

On January 18, 2022, the United States District Court for the District of Puerto Rico (the “Court”), in Civil Case No. 17-BK-3283 issued an order (Document No. 19813) (the “Order Confirming Plan”), approving and confirming the terms of the Eighth Amended Plan of Adjustment under Title III of the Commonwealth of Puerto Rico, et al., dated January 14, 2022 (Document No. 19784) (the “Plan of Adjustment”). The Plan of Adjustment incorporates certain documents such as a Supplement to the Plan of Adjustment (Document No. 20353) that includes, among others, Deed number 2 of March 14, 2022, executed before the notary Edgardo Nieves Quiles (“Deed number 2”) creating the Trust, and the “Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits” (the “Original Guidelines”).

On December 11, 2024, the Court entered an order approving amendments to Deed number 2 (as amended, the “Deed of Trust”), to the Original Guidelines (as amended, the “Guidelines”), and certain Court Approved Policies<sup>1</sup>. The Deed of Trust, the Guidelines, and the Court Approved Policies (Document No. 28582), along with the Plan of Adjustment and the Order Confirming Plan, exclusively govern the administration of the Trust and the rights, powers, duties, obligations, liabilities, limitations and responsibilities of the Board. These amended Bylaws duly incorporate relevant provisions of such documents approved by the Court and adopt the Court Approved Policies as mandated by the Guidelines.

The funds of the Trust shall be used exclusively to provide financial support for the Commonwealth’s pension obligations under the Pay Go system as provided in the Guidelines. The sole beneficiary of the Trust is the Commonwealth of Puerto Rico and its funds shall be used solely for the payment of the defined benefit pensions and annuities’ obligations of the Commonwealth of Puerto Rico.

### **Article I. Responsibilities of the Board**

#### **Section 1.01 Fiduciary Duties and Obligations.**

Upon acceptance of their trusteeship, the Trustees shall be fiduciaries, individually and collectively, with the obligations and authorities provided in Article 27 of the Puerto Rico Trust Act, including without limitation:

- (a) invest and administer the Trust property (trust’s “corpus”) in the interests of its beneficiary;

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Guidelines or the Plan of Adjustment.

(b) exercise reasonable care and skill as a prudent and reasonable person would when administering the Trustee's own affairs; and, because the Trustees are required to possess skills and experience relating to investments, accounting, and finance, to use those skills and experiences;

(c) in investing and administering the Trust property, a Trustee shall incur only costs that are appropriate and reasonable in relation to such property, the purposes of the Trust, and the skills of the Trustee;

(d) not delegate to other persons the performance of acts that the Trustee is, or could reasonably be, required to perform personally, except as provided in subsection (e) below;

(e) delegate investment and asset management functions that a prudent trustee of comparable skills could properly delegate under the circumstances. The Trustees have the duty to exercise reasonable care, skill, and caution in the following:

(1) selecting an agent;

(2) establishing the scope and terms of the delegation consistent with the purposes and terms of the Trust;

(3) define the delegated authority clearly; and

(4) periodically reviewing the agent's actions in order to monitor the agent's compliance with the terms of the delegation. Trustees must endeavor to have any such agent to owe a fiduciary duty to the Trust to exercise reasonable care while complying with the terms of the delegation and having accepted the same, to voluntarily submit to the exclusive jurisdiction of the United States District Court for the District of Puerto Rico.

(f) not to commingle Trust funds or property with any funds or property of the Trustee(s);

(g) dispose of the Trust property only in the manner set forth in the Deed of Trust and the Guidelines;

(h) to make distributions only in compliance with the provisions of the Deed of Trust and the Guidelines;

(i) take reasonable steps to enforce claims of the Trust against third parties and to defend claims against the Trust when these could result in losses thereto, unless it is reasonable not to under the circumstances;

(j) keep and render clear and accurate accounts regarding the administration of the Trust in accordance with the Deed of Trust and the Guidelines; and

(k) dispose of all the remaining Trust property upon its termination through the appropriate

alienation, in accordance with the terms of the Deed of Trust and the Guidelines.

## **Article II. The Trustees**

### **Section 2.01 Appointment of Trustees.**

Appointment of Trustees shall be made in accordance with the Deed of Trust and the Guidelines.

### **Section 2.02 Qualifications.**

The qualifications for Trustees are specified in the Guidelines.

### **Section 2.03 Appointment Term; Removal & Vacancies.**

Trustees serve for a term of six (6) years and may be reappointed. The original Trustees serve until December 31, 2027. If a Trustee does not complete his or her term for any reason, the entity or person that appointed such person pursuant to Section 2.01 shall appoint a replacement Trustee who is eligible to serve in such position. In each case, the replacement Trustee shall serve for the remainder of the six-year term.

A Trustee may be removed only by unanimous vote of all other Trustees.

### **Section 2.04 Compensation.**

Trustees shall be paid an annual compensation in the amount provided in the Guidelines (subject to adjustment for inflation to be determined using the indicators published by the Government of Puerto Rico), paid in four equal installments at the end of each calendar quarter. Compensation for any period less than a full quarter shall be prorated.

The Trustees shall also be entitled to reimbursement of reasonable expenses incurred in attending meetings and otherwise carrying out their responsibilities as Trustees. Reimbursement shall be made in accordance with the Expense Reimbursement Policy attached hereto as **Exhibit A**. The Board may amend the expense policies at any time by majority vote without regard to the requirements of Section 3.11.

Notwithstanding the foregoing, any Board member employed by the Government of Puerto Rico or any public corporation or instrumentality of the Government of Puerto Rico shall not receive compensation for his or her service on the Board while so employed, but may receive reimbursement of expenses in accordance with the Expense Reimbursement Policy attached hereto as **Exhibit A**.

## **Article III. Officers**

### **Section 3.01 Appointment.**

The Board shall, from its members, appoint a Chair, an Investment Committee Chair, an Audit & Compliance Committee Chair, a Secretary; and any other such officers (the "Officers") as it considers useful to fulfill the Trust's purposes. The appointment of each Officer shall require the affirmative vote of at least three (3) members of the Board, which must include at least one (1) Pension Benefits Council (the "Council") Appointee and one (1) Governor Appointee. Each such

Officer shall hold office for two calendar years, or such other term as the Board specifies, or until his or her earlier resignation or removal. Any Officer may resign at any time upon written notice to the Board.

The Board may remove any Officer by Supermajority vote (as defined in Section 3.11) with or without cause at any time, but such removal shall not by itself affect that person's status as a Trustee.

**Section 3.02 Powers and Duties of Executive Officers.**

The Officers of the Board shall have such powers and duties in the management of the Trust as provided in these Bylaws and/or as may be prescribed in a resolution by the Board.

**Section 3.03 Powers and Duties of the Chair.**

The Chair shall give counsel and advice to the Board and the other Officers on all subjects concerning the welfare of the Trust and the conduct of its business and shall perform such other duties as the Board may from time to time determine. Unless otherwise determined by the Board, he or she shall preside at meetings of the Board at which he or she is present. The Chair will have authority to call meetings of the Board and recommend the creation of committees.

**Section 3.04 Powers and Duties of the Investment Committee Chair.**

The Chair of the Investment Committee shall, in the absence or disability of the Chair, perform all duties of the Chair and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair. The Chair of the Investment Committee shall have such other powers and duties as may be prescribed by resolution of the Board.

**Section 3.05 Powers and Duties of the Executive Director.**

The Executive Director shall have the power to hire staff for the Trust and make other legal commitments subject to the limitations of the approved budget and any limitations imposed by the Board; prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, as the Executive Director determines necessary or appropriate.

**Section 3.06 Powers and Duties of the Secretary.**

The Secretary shall attend all meetings of the Board and shall be responsible for the minutes of all proceedings. The Secretary shall sign such papers pertaining to the Board as he or she may be authorized or directed to sign by the Board, including certificate of resolutions approved by the Board. In the absence or disability of the Secretary, the Chair may direct any person to assume and perform the duties of the Secretary. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board.

**Section 3.07 Calling of Meetings, Notice.**

Meetings of the Board may be held at any time or place within or outside the Commonwealth of Puerto Rico, or via electronic media, whenever called by the Chair or by any two (2) Trustees.

Notice of a meeting of the Board shall be given in writing at least twenty-four (24) hours before the meeting unless a Supermajority of Trustees (as defined in Section 3.11) agrees in writing. The Board, in its discretion, may call for public meetings.

### **Section 3.08 Public Meetings, Exceptions.**

Meetings held by the Board by their nature generally consider privileged or confidential matters including but not limited to strategy or negotiations related to investments, internal policies, and opinions from professional advisors. As such, Board meetings will generally be confidential executive sessions. However, the meeting minutes will be published on the Trust's website in compliance with the Public Disclosure Policy adopted by the Board. Confidential, strategic or proprietary information will be redacted or excluded from the minutes as necessary.

The Board may in some circumstances choose to open meetings to members of the Council, to representatives of the Government, of the Financial Oversight and Management Board for Puerto Rico ("FOMB"), and/or the general public. If the Board chooses to do so, it may close parts of any meeting to discuss privileged or confidential matters.

### **Section 3.09 Telephonic and Virtual Meetings Permitted.**

All members of the Board, or any committee designated by the Board, may participate in a meeting thereof by means of telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.09 shall constitute presence in person at such meeting.

### **Section 3.10 Quorum; Vote Required For Action.**

At all meetings of the Board, three (3) Trustees shall constitute a quorum. Except as required in Section 3.11, the vote of a simple majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. Each Trustee will have the right to one (1) vote, subject to any disqualifying conflict of interest, with respect to any matter being voted upon. The Board may also agree and/or act via written email by a majority of the entire Board.

### **Section 3.11 Actions Requiring a Supermajority.**

The approval of the following matters shall require the affirmative vote of at least four (4) Trustees, which must include at least one (1) Governor Appointee, one (1) Council Appointee, and one (1) FOMB Appointee (a "Supermajority"):

- Approval of Withdrawal Requests made pursuant to sub-section B of Section 5.2 of the Guidelines.
- Approval and amendment of these Bylaws, or proposed changes to the Deed of Trust and/or Guidelines.
- Creation of and appointment of the members of any committee of the Board, including members that are not Trustees.
- Approval, amendments, or restatements of investment policy.
- Designation or removal of investment advisor or investment manager.

- Designation or removal of external auditors.

**Section 3.12 Action by Written Consent.**

Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if the required number of members of the Board or such committee required to vote in any such meeting to approve any such action, as the case may be, consent thereto in writing.

**Section 3.13 Minutes.**

The determinations and agreements of the Board will be kept in writing. The minutes will be prepared by the Executive Director, her designee or such other person as the Chair designates. The same shall be approved by the Board.

**Article IV. Committees**

**Section 4.01 Establishment of Committees.**

The Board shall have an Investment Committee and an Audit & Compliance Committee, and may designate one or more other committees to perform the duties that the Board may require from time to time, provided that whenever a committee is designated at least one (1) of the Governor Appointees shall be a member of such committee. Unless otherwise set forth herein or determined by the Board by resolution, the creation of a committee and the appointment of the members of such committee shall require the affirmative vote of a Supermajority of the Board under Section 3.11.

**Section 4.02 Non-Trustee Members.**

Individuals who are not Trustees may be appointed to committees with approval of the Board.

**Section 4.03 Audit and Compliance Committee.**

The Board shall appoint and maintain an Audit and Compliance Committee which shall include at least two (2) members who are Trustees. The Audit and Compliance Committee shall have such powers and responsibilities as may be determined from time to time by the Board which may include, among others: (1) reviewing and ensuring the adequacy and effectiveness of any accounting policies adopted by the Board and other systems of internal controls, (2) approving and directing audit plans, (3) recommending professionals for the performance of audits and preparation of required reports (the “Independent Auditor”), (4) recommending and submitting for approval to the Board the public financial reports, annual audit and related reports, and (5) ensuring that the required access to the Trust’s books, records, and personnel is provided to the Independent Auditor.

The Audit and Compliance Committee shall have the power to retain counsel, accountants, auditors, or other advisors as and on such terms as the Audit and Compliance Committee in its sole discretion deems appropriate to discharge its duties and responsibilities. The Audit and Compliance Committee shall receive funding from the Trust to pay any such counsel, accountants, auditors, or other advisors.

**Section 4.04 Investment Committee.**

The Board shall appoint and maintain an Investment Committee. The Investment Committee will review and recommend to the Board any appropriate designations and/or changes in investment policies, investments, investment managers, investment advisors, and/or such other consultants or advisors as the Committee may deem appropriate. The Committee will also be responsible for investment risk assessments. The Investment Committee will also supervise the preparation of the reports to the Council to be prepared, delivered and published pursuant to Section 7.4 of the Guidelines, of the Annual Reports to be prepared, delivered and published pursuant to Section 7.5 of the Guidelines, and any other similar reports.

**Article V. Adoption of Court Approved Policies**

**Section 5.01 Public Disclosure Policy.**

The Board has adopted the Public Disclosure Policy attached hereto as **Exhibit B**. As required by such Policy, the Board hereby delegates the responsibility for the administration, classification, access and disposition of the documents of the Trust on the Executive Director and/or her designee. In the absence or disability of the Executive Director, the Chair may direct any person to assume and perform the foregoing duties.

**Section 5.02 Code of Conduct and Ethics Policy.**

The Board has adopted the Code of Conduct and Ethics Policy attached hereto as **Exhibit C**.

**Section 5.03 Conflict of Interest Policy.**

The Board has adopted the Conflict of Interest Policy attached hereto as **Exhibit D**.

**Section 5.04 Purchasing and Procurement Policy.**

The Board has adopted the Purchasing and Procurement Policy attached hereto as **Exhibit E**.

**Article VI. Amendments**

**Section 6.01 Amendments of Bylaws.**

These Bylaws may be modified or repealed and replaced with an affirmative vote of a Supermajority. If any non-consenting Trustee believes an amendment is improper or inconsistent with the purposes and functions of the Board, that Trustee may bring the issue before the U.S. District Court for the District of Puerto Rico for resolution.

In the event the Guidelines or the Deed of Trust are further amended in any way that would make these Bylaws inconsistent with the amended Guidelines or the Deed of Trust, these Bylaws shall be deemed to have been amended in accordance with such amendment.

Approved in San Juan, Puerto Rico, this 11<sup>th</sup> day of June, 2025.

**Expense Reimbursement Policy**

**PENSION RESERVE TRUST OF PUERTO RICO**

**POLICY TITLE:** EXPENSE REIMBURSEMENT POLICY

**WHO IT COVERS:** BOARD MEMBERS, EMPLOYEES, AND CONTRACTORS

**Approved as of: June 11, 2025**

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**1. Introduction**

The Board of Trustees of the Pension Reserve Trust for Puerto Rico (the “Board”) recognizes that Board members, officers, staff, and contractors\* of the Board may be required to travel or incur in other expenses from time to time to conduct Board business.

This Expense Policy (the “Policy”) is designed to govern the reimbursement of reasonable expenses incurred on authorized Board activities. Consequently, all reimbursed expenses must be consistent with a business objective and carried out in a timely and cost-effective manner.

This Policy applies to Board members, staff, and contractors\* who incur authorized and approved travel and other expense items in the context of the Board’s business. While exceptions are not normally permitted, there is clear recognition of certain special business needs. In any such exceptional situation, all Board members, officers, staff, and contractors\* are expected to apply a high degree of common sense and good judgment.

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\* Expense policy applies only to contractors whose contracts specify they will be able to reimburse listed expenses.

## **2. Purpose of the Policy**

The purpose of this policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by the Board. It is the policy of the Board to reimburse only reasonable and necessary expenses incurred by Board members, staff, and contractors. This policy will be reviewed as necessary by the Board and adjusted for inflation or modified for other circumstances.

## **3. Principles of the Policy**

The Policy aims to provide a flexible framework for travel and other expenses based on the following principles:

- 3.1** This Policy applies to Board members, staff, and contractors undertaking travel and other expenses on Board-related business and for the purposes of this Policy, the term “staff” shall mean employees of the Board.
- 3.2** It is the responsibility of Board members, staff, and contractors to ensure that all expenses are attributable to a valid Board business purpose.
- 3.3** Board members, staff, and contractors shall be entitled to reimbursement of expenses. As needed, the Board may request the production of supporting vouchers, receipts and invoices (“Receipts”) providing adequate detail to confirm the conformance of such expense with this policy.
- 3.4** It is the responsibility of the staff and contractors to obtain travel authorization from the Executive Director or Authorized Representative prior to organizing or incurring any travel costs [See Appendix A for Authorization Authority]. Expense reimbursement, except for Board members, is subject to having received prior authorization. Exceptions can be made by the Chair, Executive Director or Authorized Representative. All expenses are subject to review and audit and may be disallowed if determined not to conform to this Policy.
- 3.5** When appropriate, the use of video and telephone conferencing instead of travel should be considered to reduce travel expenses.

## **4. Travel Expenses**

### **4.1 Air Travel**

- 4.1.1** Costs for air travel will be reimbursed on an actual cost incurred basis. As a default, travelers are required to travel in a cabin class no higher than premium economy class. For travel with total travel times longer than 6 hours, a business class (or first class if business class is not available) fare may be booked.

Business class may also be selected when those fares are comparable to the premium economy class airfare on the same route.

**4.1.2** Flights should be booked to provide the best value/lowest cost and fit between cost and convenience. Board staff shall book flights through the Board's Executive Assistant. Board members may book flights through the Board's Executive Assistant or independently. Board contractors must book flights independently, though they are allowed to consult the Board's Executive Assistant on fares the Board members and staff are using.

**4.1.3** Any alteration to original travel plans must be justified and approved in accordance with the Policy.

## **4.2 Train Travel**

**4.2.1** Costs for train travel will be reimbursed on an actual cost incurred basis. For all trains, the Board may reimburse travelers for their economy train fares or business class train fares when those fares are comparable to the equivalent economy class airfare on the same route.

**4.2.2** Board staff shall book trains through the Board's Executive Assistant. Board Members may book trains through the Board's Executive Assistant or independently. Board contractors must book trains independently, though they are allowed to consult the Board's Executive Assistant on fares the Board members, officers, and staff are using.

## **4.3 Hotels and Lodging**

**4.3.1** Accommodation costs may be reimbursed by the Board. Board members, staff, and contractors should not exceed cost of accommodation per night similar to that of the lowest regular rate for a standard room for the selected hotel. For reservations booked, the maximum reimbursable amount will be \$500 per night, exclusive of taxes and hotel service fees. If accommodations are not available for a standard room, please refer to section 6.2 for additional information.

**4.3.2** Board staff shall book hotels through the Board's Executive Assistant. Board members may book hotels through the Board's Executive Assistant or independently. Board contractors must book hotels independently, though they are allowed to consult the Board's Executive Assistant on fares the Board members, officers, and staff are using.

## **4.4 Transportation**

**4.4.1** Transportation costs during trips associated to Board business will be reimbursed. Board members, staff, and contractors can expense the following transportation costs: 1) transportation to and from the airport / train station and 2) transportation

to and from the meeting location. Transportation costs cover taxi services or equivalent (e.g., Uber, Lyft or any other transportation means).

- 4.4.2** Local transportation costs associated to Board business will be reimbursed. Board members and staff can expense the following transportation costs: 1) transportation to and from the meeting location. Transportation costs cover taxi services or equivalent (e.g., Uber, Lyft or any other transportation means). When using personal vehicles for transportation, the Board members and staff can expense the following costs: 1) mileage as per the IRS rate in the following link: <https://www.irs.gov/tax-professionals/standard-mileage-rates>, for mileage driven in excess of their normal commute, 2) parking fees, and 3) tolls.

## **5. Other Expenses**

- 5.1** Other expenses are reimbursable provided they are legitimate, necessary, and reasonable expenses directly connected with or pertaining to the Board, such as office supplies, printing and reproduction, and messengers, among others.

## **6. Reimbursement of Expense**

- 6.1** Expense claims should be submitted no later than sixty (60) days after the charges are made. Claims submitted after sixty (60) days may be disallowed.
- 6.2** In rare circumstances, and on an exceptional basis, reimbursement in excess of stated limits may be provided when lodging options are not available within the maximum rate provided in Section 4.3 above. In such rare circumstances, the need for higher reimbursement shall be justified in writing by the Board members and staff. The Chair of the Board or the Chair's Authorized Representative will have sole discretion to approve or deny such expenditures.
- 6.3** Receipts are required for all expenditures over \$75 to be reimbursed. If a receipt is not available, an adequate explanation of the expense and the reason for the missing receipt is required.
- 6.4** Alcoholic beverages will not be reimbursed under any circumstance.

**Appendix A: Travel Authorization Prior Approvals**

<b>Expense to be Incurred By:</b>	<b>Authorization From:</b>
Board Staff	Executive Director or Authorized Representative
Board Contractors	Executive Director or Authorized Representative
Executive Director	Chair or Authorized Representative
Chair and Board members	N/A

**Public Disclosure Policy**

## **PUBLIC DISCLOSURE POLICY**

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**I. PURPOSE OF THIS POLICY.**

Reference is made to Deed Number 2 of Public Trust executed on March 14, 2022 before notary Edgardo Nieves Quiles, as amended (the “Pension Reserve Deed of Trust”), and the Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits, as amended (the “Guidelines”), which created the Commonwealth Plan of Adjustment Pension Reserve Trust (the “Trust”), the Commonwealth Plan of Adjustment Pension Reserve Board (the “Board”), and the Commonwealth Plan of Adjustment Pension Benefits Council (the “Council” and, collectively with the Board, the “Trust Entities” and each a “Trust Entity”). Capitalized terms used herein and not otherwise defined shall be defined as set forth in the Pension Reserve Deed of Trust and in the Guidelines.

This Public Disclosure Policy (the “Policy”) is designed to promote transparency and the open and honest disclosure of information to all stakeholders. This Policy defines what may be considered public information and to guide all Trustees, members of the Council, officers, executive employees of the Trust, investment consultants, investment managers and any other person to whom the Trust Entities have delegated fiduciary functions (the “Covered Persons”) on how to manage requests of information.

All Covered Persons are required to be familiar with this Policy and comply with its provisions. Each existing, newly hired, or newly elected Covered Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so before commencing any duties related to the Trust.

Each Trust Entity may proactively and periodically publish and disclose information in its website.

**II. DISCLOSURE GUIDELINES**

The following table outlines the information to be shared publicly by the Trust Entities.

Type of Information	Confidentiality Treatment
<b>General Information</b>	
Pension Reserve Deed of Trust	Public
Guidelines	Public
By-Laws	Public
Code of Conduct and Ethics	Public
Conflicts of Interest Policy	Public
Public Disclosure Policy	Public
Pension Reserve Board composition	Public
Pension Reserve Board’s meeting minutes	Public*
Pension Benefits Council composition	Public
Pension Benefits Council’s meeting minutes	Public*
Results of Annual Compliance Audit	Public*
<b>Contracts**</b>	
List of Major Contracts and Summary Sheet	Public*

<b>Type of Information</b>	<b>Confidentiality Treatment</b>
Professional Services Contracts	Public*
Requests for Proposals or Requests for Qualifications	Public
<b>Human Resources</b>	
Organizational Chart	Public
Organizational Chart with Names	Public
Compensation of Trustees	Public
Annual Conflicts of Interest Disclosure	Public
Reports and investigations of any violations to the Code of Conduct and Ethics	Public*
<b>Finance</b>	
Annual Budget Summary and Allocation	Public
Audited Financial Statements	Public
Quarterly Financial Reports	Public
Quarterly Reports, which include: <ul style="list-style-type: none"> <li>• Asset Allocation;</li> <li>• Investment Policy;</li> <li>• Total Portfolio Value;</li> <li>• Quarter over Quarter and Year to Date Change in Total Portfolio Value;</li> <li>• Comparison of actual performance during each quarter to investment benchmarks established at the beginning of the corresponding fiscal year;</li> <li>• Material reallocation of investments during each quarter, if any;</li> <li>• Administrative and Operational Updates;</li> <li>• Budget to Actual Performance; and</li> <li>• Any other material changes.</li> <li>• The 3QFY Quarterly report includes, in addition to the above-mentioned documents, (i) the proposed budget for the next fiscal year; (ii) any proposals for the next fiscal year, (iii) risk management matters, and (iv) sustainability and ESG factors.</li> </ul>	Public

\* Confidential, strategic or proprietary information may be redacted or excluded as necessary.

\*\* Contracts of the Board and the Council shall be made public pursuant to the Guidelines and filed with the Office of the Comptroller and published on the Comptroller’s website.

### III. General Provisions:

These General Provisions are applicable to documents that are not listed in Section II above, which are considered public and required to be disclosed in the applicable website. The following provisions will apply to all other documents generated or produced by the Board or the Council

the nature or publication of which is not specifically provided for in the table set forth in Section II above.

1 - Documents of the Trust Entities: The documents originated, kept, or received by the Trust Entities can be requested by the public, unless deemed confidential or privileged as established under these Policy or resolutions of the Trust Entities. The Trust Entities may approve any other resolution or regulation regarding the retention, classification and disposition of documents.

2 - Document Administrators: The Trust Entities shall appoint a committee or delegate the functions on a person or retain the services of a professional to be responsible for the administration, classification, access and disposition of the documents of the Trust Entities.

3 – Document Retention: The Trust Entities will approve internal regulations regarding the period of retention of documents and digitalization of documents.

4 - Confidential Documents: Confidential Documents will not be available for review by the general public. Any document within the following categories will be considered a Confidential Document:

A. Any document that contains information covered by any privilege contemplated in the Federal Rules of Evidence or the Rules of Evidence of Puerto Rico.

B. Any document whose disclosure may constitute a clear and unjustified invasion of personal privacy.

C. Legal opinions of advisors of the Trust Entities.

D. Any document that is not available by law or court order to the litigating party in a lawsuit.

E. Reports and statements of strategy or labor matters.

F. Reports and statements of strategy or negotiations related to investments or loans, until the time in which such transactions are entered.

G. Any document of a discussion to be held in an executive session of the Trust Entities.

H. Documents that contain information related to the evaluation of offers or tenders in an auction, while the evaluation and award process of the auction is being carried out and the corresponding contract is finally awarded.

I. Documents related exclusively to internal policies and practices of employees and Members of the Trust Entities.

J. Notes, memoranda, correspondence and writings of the employees and Members of the Trust Entities, which arise incidentally to the administration, whose disclosure may cause damage to the proper functioning of the entity.

K. Information declared confidential and exempt from disclosure by law or and by regulations approved under its protection.

L. Documents received by the Trust Entities on a confidential basis.

M. Documents related to the Pension Benefit Council election process that include:  
(a) lists of eligible voters and the information they contain about the participants,  
(b) internal working documents of the Election Administrator, and (c) the voters' ballots pursuant to the Election Regulations.

5 - Document Requests: The Trust Entities will establish internal procedures for the public to request documents and information. Said procedure will be made public pursuant to this policy.

6- Denial of a Request: If a Trust Entity denies the request for information, the affected party may, within a period of ten (10) calendar days from receiving the determination, appeal it before the Title III Court or through binding arbitration, which decision of the forum selected by the appellant shall be binding on the parties. The Pension Reserve Trust shall bear the expenses of the appeal process incurred by the Trust Entities. The soliciting party shall be responsible for the cost of their own representation in the appeals process.

7. Costs and expenses: The Trust Entities can approve internal regulations to establish the costs of document production, which includes the cost of copies and the expenses that may be incurred to obtain the information.

8. These General Provisions shall not be applicable to information or documents requested by AAFAF or the Department of the Treasury, which shall have a right to request, and promptly receive, any information or documents requested without the application of any of the requirements set forth hereunder; provided, that information or documents protected from disclosure by a privilege or right recognized by law shall be not be subject to disclosure to AAFAF or the Department of the Treasury under this subsection.

**Code of Conduct and Ethics Policy**

## **CODE OF CONDUCT AND ETHICS POLICY**

## Contents

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## I. PURPOSE OF THIS POLICY.

Reference is made to Deed Number 2 of Public Trust executed on March 14, 2022 before notary Edgardo Nieves Quiles, as amended (the “Pension Reserve Deed of Trust”), and the Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits, as amended (the “Guidelines”), which created the Commonwealth Plan of Adjustment Pension Reserve Trust (the “Trust”), the Commonwealth Plan of Adjustment Pension Reserve Board (the “Board”), and the Commonwealth Plan of Adjustment Pension Benefits Council (the “Council” and, collectively with the Board, the “Trust Entities” and each a “Trust Entity”). Capitalized terms used herein and not otherwise defined shall be defined as set forth in the Pension Reserve Deed of Trust and in the Guidelines. This Code of Conduct and Ethics Policy (the “Policy”) is designed to:

- (i) promote honest and ethical conduct including the ethical handling of any reported or suspected violations of honest and ethical conduct, conflicts of interest, self-dealing, and breaches of confidentiality;
- (ii) promote full, fair, accurate, timely and understandable disclosure in reports and documents in all public communications made by the Trust Entities;
- (iii) promote compliance with the Plan, the Deed, the Guidelines and the adopted policies and codes;
- (iv) promote the protection of assets of the Trust, including confidential information;
- (v) promote fair dealing practices;
- (vi) deter wrongdoing; and
- (vii) ensure accountability for adherence to this Policy.

All Covered Persons (as defined herein) are required to be familiar with this Policy, comply with its provisions and report any suspected violations as described below in Section X, Reporting and Investigation of Violations.

Each existing, newly hired, or newly elected Covered Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so before commencing any duties related to the Trust.

## II. DEFINITIONS.

A. A “Benefit” shall mean any advantage, use, profit or gain, without limiting such term to a monetary or material gain, but denoting any form of reward.

B. The “Commonwealth” shall mean the Commonwealth of Puerto Rico.

C. A “Covered Person” shall mean all Trustees, members of the Council, officers, executive employees of the Trust Entities, and any other person to whom any of the Trust Entities has delegated fiduciary functions.

D. An “External Contractor” shall mean the investment consultants, investment managers and other advisors and consultants of the Trust Entities.

E. An “Immediate Family Member” shall mean the parents, spouses, in-laws, children or siblings of a Covered Person.

F. The “Official Duties” shall mean the functions and duties performed by a Covered Person within the scope of authority delegated as per the Deed of Trust, the Guidelines and the bylaws and regulations of the Trust Entities.

### **III. STANDARD OF CARE.**

A. Covered Persons shall perform their responsibilities with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character with like aims.

B. Covered Persons shall conduct all business in connection with a Trust Entity in a fair and prudent manner.

### **IV. HONEST AND ETHICAL CONDUCT.**

The Trust’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each Covered Person must act with integrity and observe the highest ethical standards of conduct in his or her dealings with any person whom he or she has contact in the course of performing his or her job.

Bullying, harassment, and discrimination on the basis of race, color, religion, sex, pregnancy, sexual orientation, gender identity, age, national origin, political affiliation, social condition, marital status, disability, armed forces status, etc. are expressly forbidden and a direct violation of this policy whether the incident occurred during conducting Trust and Trust Entities business or outside of such settings.

### **V. GENERAL ETHICAL PROHIBITIONS.**

A. No Covered Person shall solicit any Benefit for the Trust Entities, whether directly or indirectly, from a private person, business or entity under contract with any of the Trust Entities, nor carry out any acts conducive to obtaining a contract. A Covered Person may only accept a Benefit for the Trust Entities from a private person, business or entity under contract with any of the Trust Entities, or that does not carry out actions leading to obtaining a contract, provided that he or she complies with this Policy.

B. No Covered Person shall exploit the duties and powers of his or her position in any of the Trust Entities, or property or funds belonging to the Trust Entities, to directly or indirectly obtain any Benefit not permitted by law for himself or herself or for a private person or business.

C. No Covered Person shall accept or solicit from a private person or business, whether directly or indirectly, a Benefit as a compensation for carrying out, expediting, delaying, or not discharging the duties and responsibilities of his or her position in any of the Trust Entities.

D. No Covered Person shall accept or solicit from a private person or business, whether directly or indirectly, Benefits for himself or herself, or for any person, business or entity, in exchange for carrying out actions that are biased to favor himself or herself or another private person or business.

E. No Covered Person shall suggest, ensure or purport to have influence over another Covered Person in carrying out his or her functions in exchange for obtaining or attempting to obtain any Benefit.

F. No Covered Person shall reveal or use confidential information or documents obtained as a result of his or her position in any of the Trust Entities to obtain, directly or indirectly, any Benefit for him or herself or for any other private person or business.

G. Political Activities. (i) No Covered Person shall use on any real or personal property of the Trust Entities any symbol, slogan, image, picture, pin, logo, sticker, label, sign, insignia, technological application, written message or any other paraphernalia that may identify or promote directly or indirectly the electoral interest of any political party or candidate.

(ii) No Covered Person shall, in the performance of the Official Duties of his or her position in any of the Trust Entities, wear or use on his or her person, in his or her property, or in any other property under his or her care, any symbol, slogan, image, picture, pin, logo, sticker, label, sign, insignia, technological application, written message or any other paraphernalia that may identify or promote directly or indirectly the electoral interest of any political party or candidate.

(iii) No Covered Person shall, in the performance of the Official Duties of his or her position in any of the Trust Entities, lead or promote activities that directly or indirectly promote the electoral interest of any political party or candidate in the Commonwealth.

(iv) No Covered Person shall, in the performance of the Official Duties of his or her position in any of the Trust Entities, make monetary contributions or use his or her time to carry out or participate in any political activity in the Commonwealth.

(v) No Covered Person shall, in the performance of the Official Duties of his or her position in any of the Trust Entities, demand or request other Covered Persons to make monetary contributions or devote their time to carry out or participate in any political activity in the Commonwealth.

(vi) No Covered Person shall solicit or accept himself or herself, or through a private person or business, any Benefit from a contractor or an entity regulated by the Trust Entities for a political activity.

(vii) Trust assets are expressly forbidden from being placed with an advisor or placement agent (or similar service provider) who, at the individual or entity level, has contributed to a political candidate for any elected office of the Commonwealth during preceding five (5) years or towards a Commonwealth plebiscite during the previous five (5) years. Such contributions are prohibited while providing such services to any of the Trust Entities.

H. No Covered Person shall usurp a position or task to which he or she has not been appointed or designated, nor perform the same without being duly qualified to do so. No Covered person shall persist in obstinately performing the duties of his or her position in any of the Trust Entities or the tasks entrusted to him or her once his or her term has concluded, or after having received an official communication ordering the termination or suspension of his or her duties.

I. No Covered Person shall alter, destroy, mutilate, remove or conceal, in whole or in part, property belonging to the Trust Entities or to the Commonwealth under his or her custody.

J. No Covered Person authorized by law to issue certifications and other documents may knowingly issue a certification or document containing false statements.

K. No Covered Person shall fail to comply with any of his or her duties as provided by the Deed of Trust, the Guidelines or the By-Laws, or by any other applicable law or regulation, if such action shall result in the loss of funds or cause damages to property of the Trust Entities.

L. No Covered Person shall carry out any action that may call the impartiality and integrity of the Trust Entities into question.

## **VI. PROHIBITIONS RELATED TO OTHER EMPLOYMENT, CONTRACTS OR BENEFITS.**

A. No Covered Person shall accept or maintain employment or contractual or business relationship or any other responsibilities in addition to those of his or her position in any of the Trust Entities, whether it is in the Commonwealth of Puerto Rico or in the private sector, which, although legally permitted, may have the effect of impairing his or her freedom of judgment in the performance of his or her Official Duties.

B. No Covered Person shall accept or maintain employment or contractual relations from which he or she obtains an undue advantage with a private person or business that has contractual business or financial relations with the Trust Entities when such Covered Person has the authority to decide or influence the official actions of the Trust with respect to such private person or business. Trustees, members of the Council and the Trust's executive employees shall not agree to be employed or to represent a firm which provides services to the Trust Entities for the provision of services to the Trust Entities for a period of two (2) years after the termination of his or her status as Trustee, member of the Council or executive employee.

C. No Covered Person who is authorized to contract, or approve or recommend the execution of a contract on behalf of any of the Trust Entities shall intervene or participate in the execution of a contract with a private person or business in which he or she, or any Immediate

Family Member of the Covered Person, has or has had, directly or indirectly, a monetary interest during the last two (2) years before his or her appointment.

D. An authorized person in any of the Trust Entities may not execute a contract in which a Covered Person or an Immediate Family Member of a Covered Person has or has had a direct or indirect monetary interest in the last two (2) years preceding his or her appointment.

No Covered Person shall approve or authorize a contract with a private person or business knowing that such person or business is representing cases or matters which involve a conflict of interest between the Trust Entities and the personal interests that said private person or business is representing. To such effects, a contractual clause shall be included in which such private person or business certifies that it is not involved in a conflict of interest.

## **VII. ETHICAL PROVISIONS APPLICABLE TO EXTERNAL CONTRACTORS**

A. All External Contractors shall treat the Covered Persons of the Trust Entities with respect and professionalism and shall require the same from such Covered Persons at all times.

B. Every External Contractor shall observe the precepts and principles of excellence and honesty applicable to his or her profession, in addition to the ethical standards or rules imposed by any association or college that regulates his or her profession with respect to his or her relationship with competitors and with the Commonwealth and its employees or officials. If the association or college governing an External Contractor's profession does not have a code of ethics for the members thereof, the External Contractor shall observe the general principles of ethical conduct that are deemed reasonable in his or her profession or trade.

C. An External Contractor shall not accept or solicit from a private person or business, whether directly or indirectly, any Benefit for himself or herself, or for any person, business or entity, in exchange for carrying out actions in connection with his or her position in any of the Trust Entities that are biased to favor himself or herself or another private person or business.

D. No External Contractor shall offer or deliver to a Covered Person, or any Immediate Family Member of a Covered Person, any Benefit in exchange for carrying out actions in connection with such Covered Person's position in any of the Trust Entities that are biased to favor the External Contractor or another private person or business, even if such actions are within the Covered Person's scope of authority within the Trust Entities.

E. No External Contractor shall be involved in matters that could give rise to a conflict of interest or the appearance of a conflict of interest.

F. No External Contractor shall use confidential information acquired in the course or as a result of any task entrusted thereto under a contract with any of the Trust Entities for purposes other than the contracted task, or to obtain, directly or indirectly, any Benefit for himself or herself, for an Immediate Family Member, or for any other private person or business.

G. No External Contractor shall request or obtain confidential information from a current or former Covered Person to obtain, directly or indirectly, any Benefit for himself or herself, for any Immediate Family Member, or for any other private person or business, or for any purposes other than those of the contracted task with the Trust Entities.

H. No External Contractor shall accept or maintain contractual or business relations with any private person or business which, although legally permitted, has the effect of impairing his or her independent judgment in his or her performance of the contracted task with the Trust Entities.

## **VIII. COMPLIANCE.**

Each Covered Person must comply, both in letter and spirit, with the applicable provisions of the policies of the Trust, the Guidelines and this Code, unless compliance is contrary to the Covered Person's fiduciary responsibilities with any of the Trust Entities. Additionally, all External Contractors must comply, both in letter and spirit, with the applicable provisions of the policies of the Trust, the Guidelines, the Trust Entities, and this Code, unless compliance is contrary to the contracted task with the Trust Entities.

Although Covered Persons and External Contractors are not expected to know the details of all applicable provisions of the policies of the Trust, the Guidelines, the Trust Entities, or this Code, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Board for consultation with the Trust's legal counsel.

## **IX. PROTECTION AND PROPER USE OF TRUST ASSETS.**

All Covered Persons shall protect the Trust's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the value of the Trust and its ability to fulfill its proposed purpose and are therefore prohibited.

All Trust assets shall be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately to the Trust's legal counsel.

## **X. CONFIDENTIALITY.**

A. Covered Persons may be provided with or have access to confidential information, including material nonpublic information. It is the duty of covered persons to maintain the confidentiality of information and not misuse confidential information, including material, nonpublic information, belonging to or relating to the Trust Entities or the committees of any of the Trust Entities.

B. Covered Persons may not access, disclose, or use confidential information acquired in their positions without proper authorization by the applicable Trust Entity.

C. Covered Persons may not access, disclose, or use confidential information for any purpose other than in the performance of all duties and responsibilities with the Trust Entities.

D. Covered Persons may not accept employment or engage in any business or professional activity that will require the disclosure of confidential information they have gained by reason of their covered person status.

## **XI. REPORTING AND INVESTIGATION OF VIOLATIONS.**

A. Pension Reserve Board. Actions prohibited by this Policy involving any Covered Person or External Contractor employed or contracted by the Board must be promptly reported to the Executive Director, or in the event the person involved is the Executive Director, to any of the Trustees or the Trust's legal counsel. After receiving a report of an alleged prohibited action, the Trustees receiving the report or the Executive Director shall refer the same to the chair of the Audit & Compliance Committee of the Board which shall review the report, make such investigation as it considers appropriate, and recommend any appropriate action to the Board.

B. Pension Benefits Council. Actions prohibited by this Policy involving any Covered Person or External Contractor employed or contracted by the Council must be promptly reported to any of the members of the Council. After receiving a report of an alleged prohibited action, the member of the Council receiving the report shall refer the same to Council, which shall review the report, make such investigation as it considers appropriate, and take any appropriate action.

C. All Covered Persons and all External Contractors will cooperate in any internal investigation of misconduct.

## **XII. ENFORCEMENT.**

The Trust Entities will ensure prompt and consistent action against violations of this Policy.

If, after investigating a report of an alleged prohibited action by a Covered Person or an External Contractor the Board (excluding any Trustee whose conduct is being investigated, as applicable) or the Council (excluding any member whose conduct is being investigated, as applicable) determines that a violation of this Code has occurred, the applicable Trust Entity will prepare a report summarizing the findings of the violation and the preventive or disciplinary action it deems appropriate, including, but not limited to, removal, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. The Trust Entities may engage a third party to conduct such an investigation and report. Any report prepared by the Board under this section shall be kept in a separate file under the custody of the Executive Director or in the event the person involved is the Executive Director, the Trust's legal counsel. Any report prepared by the Council under this section shall be kept in a separate file under the custody of the Council or, in the event that a member of the Council is involved, the Trust's legal counsel.

## **XIII. PROHIBITION ON RETALIATION.**

The Trust Entities do not tolerate acts of retaliation against any Covered Person who makes a good faith report of known or suspected acts of misconduct or other violations of this Policy.

**Conflict of Interest Policy**

**CONFLICTS OF INTEREST POLICY**

## **Contents**

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## I. PURPOSE OF THIS POLICY

Reference is made to Deed Number 2 of Public Trust executed on March 14, 2022 before notary Edgardo Nieves Quiles, as amended (the “Pension Reserve Deed of Trust”), and the Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits, as amended (the “Guidelines”), which created the Commonwealth Plan of Adjustment Pension Reserve Trust (the “Trust”), the Commonwealth Plan of Adjustment Pension Reserve Board (the “Board”), and the Commonwealth Plan of Adjustment Pension Benefits Council (the “Council” and, collectively with the Board, the “Trust Entities” and each a “Trust Entity”). Capitalized terms used herein and not otherwise defined shall be defined as set forth in the Pension Reserve Deed of Trust and in the Guidelines.

This Conflict of Interest Policy (the “Policy”) is designed to help Trustees, members of the Council, officers, executive employees, advisors, consultants and independent contractors of the Trust identify situations that present potential conflicts of interest and to provide the Trust Entities with a procedure which will allow a transaction to be treated as valid and binding even though a Responsible Person (as defined herein) has or may have a conflict of interest with respect to the transaction.

## II. TERMS and DEFINITIONS

### 1. Definitions.

- A. A “Responsible Person” is any person serving as Trustees, members of the Council, officers, executive employees, advisors, consultants of any of the Trust Entities, and independent contractors hired by any of the Trust Entities whose compensation exceeds \$5,000 per year.
- B. An “Immediate Family Member” is a parent, spouse, in-laws, child, or sibling of a Responsible Person. Reference to Conflict of Interest regarding a Family Member refers only to information the Responsible Person has knowledge of. The Responsible Person is not required to conduct any type of investigation to corroborate or verify if a Conflict of Interest exists. However, if a Responsible Person has knowledge of a relationship of another family member that might create the appearance of a Conflict of Interest, that relationship should be reported to the Trust.
- C. A “Material Financial Interest” in an entity is a financial interest in a single transaction or in the aggregate amounts to \$5,000 or more in a single year. For purposes of this policy, a financial interest with respect to a Contract or Transaction shall constitute a Material Financial Interest if, but only if, an ordinarily prudent person in a like position would reasonably conclude that such interest would affect his or her judgment with respect to the Contract or Transaction. If the Responsible

Person has any question as to whether a Material Financial Interest exist, he or she should submit his/her question to the Audit & Compliance Committee.

- D. A “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights or any kind, the providing or receipt of a grant or loan, or the establishment of any other type of pecuniary relationship with any of the Trust Entities.
2. Conflict of Interest Defined. For the purposes of this Policy, a “Conflict of Interest” occurs when an individual’s private interest (or the interest of a member of his or her Immediate Family Member) interferes, or even appears to interfere, with the interests of the Trust Entities. A Conflict of Interest can arise when a Responsible Person takes actions or has interests that may make it difficult to perform his or her work for the Trust or receives improper personal benefits as a result of his or her position with the Trust Entities. The following circumstances shall be deemed to create Conflicts of Interest:
- A. Direct Interests. A Contract or Transaction between any of the Trust Entities and a Responsible Person or Immediate Family Member, including compensation from a Trust Entity to a Responsible Person or Immediate Family Member.
- B. Indirect Interests. A Contract or Transaction between any of the Trust Entities and an entity in which a Responsible Person or Immediate Family Member has a Material Financial Interest or of which such person is a compensated or uncompensated director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- C. Gifts, Gratuities and Entertainment. Payment, gifts, or other things received with a value of \$75 or more (“Gifts”) in any 12-month period from any party seeking or having responsibility to invest the Trust’s funds or provide goods or services for compensation to any of the Trust Entities directly, or indirectly by subcontractor, affiliate, or other such relationship with a professional or vendor.

### III. ROLES AND RESPONSIBILITIES

- A. Each existing, newly hired, or newly elected Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so before commencing any duties related to the Trust Entities.
- B. Each Responsible Person shall annually complete a disclosure form which shall be established by each Trust Entity.
- C. Each Responsible Person shall disclose any new potential or actual Conflicts of Interest within ten (10) days of when he or she first becomes aware of this new

potential or actual Conflict of Interest. Failure to timely disclose any new relationships may result in disciplinary action.

- D. The Trust Entities and Responsible Persons are subject to the anti-fraud provisions of the federal securities laws and the Rules of the Securities and Exchange Commission (“SEC”). Section 10(b) of the Securities Exchange Act of 1934 (“1934 Act”) and SEC Rule 10b-5 under the 1934 Act prohibit the purchase or sale of securities on the basis of material, nonpublic information in breach of a duty of trust or confidence. In addition, the Trust Entities and their employees who fail to prevent insider trading may be subject to civil penalties under Section 21A of the 1934 Act.

#### **IV. PROHIBITED ACTIONS**

The following actions are expressly forbidden:

1. A Responsible Person shall not accept Gifts.
2. A Responsible Person shall not accept anything of value from the Pension Benefits Council or the Commonwealth (other than compensation for any Trustee that is government employee or Member of the Pension Benefits Council).
3. No Responsible Person shall under any circumstances accept offers by reason of their position with any of the Trust Entities to trade in any security or other investment on terms more favorable than those available to the general investing public.
4. No Responsible Person shall borrow from investment managers, outside service providers, professional advisors or consultants, banks, or other financial institutions with which any of the Trust Entities has a business relationship, unless such entities are normally engaged in such lending in the usual course of their business and not because of its relationship with the Trust Entities and the terms of such borrowing are similar to those obtained by the general public or non-Trust-related customers.
5. Responsible Persons may only accept invitations to seminars, conferences, educational meetings, or other functions so long as the following conditions are met:
  - (i) The invitation is not seeking to engage in any form of business relationship with any of the Trust Entities nor the person making the invitation is participating in any procurement process for a Trust Entity, provided however that this restriction will not apply if, at the time of the invitation, a business relationship with a Trust Entity already exists.
  - (ii) The seminar/conference/educational meeting is widely attended by other clients of the organizer.

- (iii) The Responsible Person does not accept payment for speaking at or attending the event.
- (iv) The Responsible Person or the Trust Entities must cover all his or her travel and lodging expenses.

6. No Responsible Person shall intervene, either directly or indirectly, in any matter in which he or she has a Conflict of Interest, or potential Conflict of Interest, that may result in his or her benefit. In addition, no Responsible Person shall intervene, directly or indirectly, in any matter in which any Immediate Family Member has a Conflict of Interest, or potential Conflict of Interest, that may result in benefit for the Immediate Family Member.

7. A Responsible Person with influence on a hiring decision shall not intervene, either directly or indirectly, in the appointment, promotion, compensation or contracting of an Immediate Family Member of the Responsible Person.

8. Trustees and members of the Council must abstain from voting on any matter in which a Conflict of Interest or potential Conflict of Interest exists. This includes situations where a Trustee or a member of the Council, an Immediate Family Member thereof, or any entity with which the Trustee or the member of the Council has a Material Financial Interest, may stand to gain, directly or indirectly, from the outcome of the matter under consideration.

## **V. PROCEDURES**

### **1. Onboarding of new Responsible Persons**

Any time a new Responsible Person is onboarded, he or she shall complete the disclosure forms.

### **2. Review of Conflict of Interest in potential new Contracts or Transactions**

Before any of the Trust Entities enters a new Contract or Transaction with a new entity, it shall review any actual or potential Conflicts of Interest.

### **3. Handling of known or perceived Conflict of Interest**

Prior to Board or Council action on a Contract or Transaction involving a potential Conflict of Interest, a Trustee, Member of the Council or executive staff of the applicable Trust Entity who knows he or she has or could appear to have a Conflict of Interest shall disclose all facts material to the Conflict of Interest and shall not be present when the potential Conflict of Interest issue is being evaluated for approval. Such person's ineligibility to participate shall be reflected in the minutes of the meeting.

### **4. Reporting Procedure**

- A. Pension Reserve Board. If a Responsible Person becomes aware of a potential conflict of interest regarding his or her employment or role as a Trustee of the Board or another Responsible Person, the Responsible Person must promptly speak to, write, or otherwise contact the Executive Director as soon as possible. In the event that the person involved is the Executive Director, to any of the Trustees or the Trust's legal counsel.
- B. Pension Benefits Council. If a Responsible Person becomes aware of a potential conflict of interest regarding his or her employment or role as a Member of the Council or another Responsible Person, the Responsible Person must promptly speak to, write, or otherwise contact the Members of the Council as soon as possible. In the event that the person involved is one of the Members of the Council, to the Trust's legal counsel.

#### **5. Disciplinary Action: Failure to Disclose.**

All conflicts of interest will be reviewed on a case-by-case basis. In the case of the Board, any violation or perceived violation to this Policy shall be referred to the attention of the chair of the Audit & Compliance Committee of the Board which shall recommend the appropriate action to the Board. In the case of the Council, any violation or perceived violation to this Policy shall be referred to the attention of the members of the Council which shall recommend the appropriate action to the Council. Each Trust Entity has full discretion to decide what disciplinary action is appropriate and necessary.

#### **6. Enforcement.**

If, after investigating a report of an alleged prohibited action by a Responsible Person, the Board (excluding any Trustee whose conduct is being investigated) or the Council (excluding any Member whose conduct is being investigated) determines that a violation of this Policy has occurred, the applicable Trust Entity will prepare a report summarizing the findings of the violation and the preventive or disciplinary action it deems appropriate, including, but not limited to, removal, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. The Trust Entities may engage a third party to conduct such an investigation and report. In the case of the Board, any report prepared under this section shall be kept in a separate file under the custody of the Executive Director. In the case of the Council, any report prepared under this section shall be kept in a separate file under the custody of the Council.

#### **7. Prohibition on Retaliation.**

The Trust Entities do not tolerate acts of retaliation against any Trustee, Member of the Council, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Policy.

**Purchasing and Procurement Policy**

## PROCUREMENT POLICY

### ~ CHAPTER I ~ LEGAL BASIS AND APPLICABILITY

**Article 1.1 - Legal Basis:** This Procurement Policy is approved pursuant to the deed number 2 of March 14, 2022, executed before the notary Edgardo Nieves Quiles creating the Pension Reserve Trust, as amended by deed number 10 of December 18, 2024, executed before notary Vanessa Medina Romero, and the “Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits”, as amended (both, as amended, under Documents No. 20353 and 28582, Civil Case No. 17-BK-3283-LTS).

**Article 1.2 - Applicability:** The provisions of this Policy will apply to the procurement of Non-Professional Services and Goods by the Pension Benefits Council and the Pension Reserve Board (“Trust Entities”). In addition, it will apply to Bidders, participants in the purchasing processes, suppliers and Members, employees, and representatives of the Trust Entities. The procurement of Professional Services by each of the Trust Entities will be governed by the provisions of the Guidelines.

### ~ CHAPTER II ~ DEFINITIONS

**Article 2.1 – Definitions:** The terms used in this Procurement Policy will have the meanings that are expressed below, except where the context clearly indicates another definition. The terms in the singular include the plural and terms in the masculine includes the feminine:

- A. General Services Administration - General Services Administration of the Commonwealth created under Act No. 73 of July 19, 2019, as amended, and better known as the "General Services Administration Act for the Centralization of the Purchases of the Commonwealth of Puerto Rico of 2019".
- B. Goods - Set of things and rights capable of being used or of producing value. They can be movable or immovable as well as credits, rights and actions. Also, those items necessary for the performance of a service or to perform a work.
- C. Exceptional Purchase - any purchase that is exempt from being processed pursuant to this Policy.
- D. Pension Benefits Council - The Pension Benefits Council incorporated on May 9, 2022, as the Commonwealth Plan of Adjustment Pension Benefits Council Corp.
- E. Emergency – Circumstance that requires immediate or short-term acquisition of equipment, materials or non-professional services to avoid adversely affecting the interests of any of the Trust Entities. Also, an emergency shall be understood as any circumstance that threatens to interrupt the operation of any of the Trust Entities or that

- puts at risk the lives of the members, trustees, employees, property or funds of any of the Trust Entities.
- F. Trust Entities – The Pension Benefits Council and the Pension Reserve Board.
  - G. Deed of Trust - The deed number 2 of March 14, 2022, executed before the notary Edgardo Nieves Quiles creating the Pension Reserve Trust established in the Plan of Adjustment.
  - H. Trust – the Pension Reserve Trust created on March 14, 2022 pursuant to the Deed of Trust.
  - I. Guidelines - The Guidelines for the Governance and Administration of the Puerto Rico Plan of Adjustment Pension Reserve Trust and Monitoring of Plan of Adjustment Pension Benefits.
  - J. Commonwealth – The Commonwealth of Puerto Rico.
  - K. Pension Reserve Board - The Board of Trustees of the Pension Reserve Trust.
  - L. Financial Oversight Board – The Financial Oversight and Management Board for Puerto Rico.
  - M. Member(s) - The members of the Pension Benefits Council as established under the Guidelines and the Deed of Trust.
  - N. Plan of Adjustment – the Eight Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et. al., dated January 14, 2022 (Docket Entry No. 19784) in Case No. 17-BK-3283-LTS.
  - O. Non-Professional Services - Those services that are not offered by a natural or legal person with specialized knowledge or skills who is required to have a university degree or license that accredits him as a specialized professional.
  - P. Professional services - Those services that are offered by a natural or legal person with specialized knowledge or skills who is required to possess a university degree or license that accredits him or her as a specialized professional; or whose main service consists of the product of intellectual, creative or artistic work, or in the management of highly technical or specialized skills.
  - Q. Trustee – The trustees of the Pension Reserve Trust, who are also members of the Pension Reserve Board.
  - R. Title III Court – The United States District Court for the District of Puerto Rico, before which the petition of the Commonwealth filed under Title III of the Puerto Rico Oversight, Management and Economic Stability Act of 2016 is pending consideration in Case No. 17-BK-3283-LTS.

### ~ CHAPTER III ~ FORMS OF ACQUISITION

**Article 3.1 – General:** Each Trust Entity can obtain Non-professional Services and Goods under the norms established in this Policy. Furthermore, the Trust Entities may (a) approve internal procedures to supplement the purchase of Non-professional Services and Goods established herein and (b) create internal administrative structures or retain professionals to administer the purchases of Non-Professional Goods and Services, as established in this Policy.

This Policy will only be applicable to the procurement of Goods, Works and Non-Professional Services. The procurement of Professional Services by any of the Trust Entities will be governed by the provisions of the Guidelines.

**Article 3.2 - Purchase Methods:** The procedures for purchases and auctions of Goods, Works and Non-Professional Services of ten thousand dollars (\$10,000.00) (adjusted for actual inflation rate) and over, will be carried out using one of the purchase or bidding methods established below:

**Section 3.2.1 - Informal Purchase:** Procurement method to be used when acquiring Goods, Non-professional Services and Works whose cost exceeds ten thousand dollars (\$10,000.00) but does not exceed seventy-five thousand dollars (\$75,000.00) (adjusted for actual inflation rate). No auction is necessary for Informal Purchases.

- A. The Trust Entities or its authorized representative, will request a minimum of three (3) Quotes from providers. The requirement of (3) Bidders will be subject to the existence of sufficient providers and receiving the Quotes.
- B. If the minimum number of Quotes are not obtained, that will not preclude to proceed with the purchase. The Quotes must be received on or before the date and time indicated in the request for Quote.
- C. The best Quote will be chosen taking into account the totality of the circumstances and the best interests of the applicable Trust Entity.

**Section 3.2.2 - Informal Auction:** Purchase method to be used when obtaining Goods, Works and Non-professional Services whose cost exceeds seventy-five thousand dollars (\$75,000.00), but do not exceed the amount of two hundred fifty thousand dollars (\$250,000.00) (adjusted for actual inflation rate). The procedure to be followed in Informal Auctions will be the one provided in Article IV of this Policy.

**Section 3.2.3 - Formal Auction:** Purchase method to be used when obtaining Goods, Non-professional Services and Works whose cost exceeds the amount of two hundred fifty thousand dollars (\$250,000.00). The procedure to be followed in Formal Auctions will be the one provided in Article V of this Policy.

**Section 3.2.4 - Exceptional Purchases:** All excepted purchases will be known as exceptional purchases that are exempt from being processed pursuant to this Policy. The following purchases will be considered exceptional:

- A. When the minimum prices are set by the competent law or government authority;
- B. When the purchase is made to the Government of the United States of America, one of their states or through their agencies and instrumentalities or departments, corporations quasi-public, its subsidiaries and affiliates, or to any governmental entity of the Commonwealth;
- C. When using a supplier that has a contract with the General Services Administration;
- D. When there is only one source of supply and this is established by means of manufacturer's certification that the company in Puerto Rico is the exclusive

- representative and the entity is the only one that can provide the good or provide the service, as applicable;
- E. When an Emergency situation exists in any of the Trust Entities;
  - F. When replacement parts, accessories, additional Equipment or services are needed for Equipment whose repair or service is under Contract;
  - G. When it is necessary to acquire the Goods, Works and Non-Professional Services outside from Puerto Rico for not having qualified suppliers in the local market, or the conditions offered in those markets represents a greater advantage than those of the local market;
  - H. When no offers are received after requests for Quotes have been issued or invitation to auction;
  - I. When all Quotes, offers and proposals received are rejected because they do not comply with the Specifications, conditions or because their price is unreasonable;
  - J. When the purchase is made under the terms of contracts or auctions carried out previously, as long as it is for the benefit of the applicable Trust Entity;
  - K. When Non-Professional Services, articles, Materials, Equipment or Works to be acquired are of a specialized nature, or it is desired to buy a certain type or brand in particular, for the good service proven that analog units have rendered, for the economy involved in maintaining uniformity in multiple units or by superiority in type and quality of service to be obtained in the purchased unit and its conservation, all of which it must be justified in writing in the requisition.

### **Article 3.3 – Administration and Procurement:**

**Section 3.3.1 – Powers:** Each of the Trust Entities will have the authority to establish the administrative structures and internal regulation for the implementation of this Purchasing and Procurement Policy.

**Section 3.3.2- Registry of Bidders:** The Trust Entities will have the authority to establish their own registry of bidders, including the requirements to be a participant of such registry, and also utilize providers included in the registry of bidders of the Commonwealth of Puerto Rico or the Federal Government.

**Article 3.4 - Purchases that require the approval of the Financial Oversight Board:** All purchases in excess of the aggregate amount of ten million dollars (\$10,000,000.00) will be subject to review and approval of the Financial Oversight Board prior to the execution of a formal contract, in compliance with its Contract Review Policy effective as of November 6, 2017, as amended. Additionally, the Financial Oversight Board shall have the right to select, on a random basis or otherwise in its sole discretion, any contract below the threshold of ten million dollars (\$10,000,000.00) to assure that such contracts promote market competition and that they are not inconsistent with the approved fiscal plan.

For new contracts for the purchases in excess of the aggregate amount of ten million dollars (\$10,000,000.00), the Trust Entity must submit to the Financial Oversight Board the required documents under the Contract Review Policy within a minimum of fifteen (15) business days prior to the contract's proposed execution date. For proposed amendments to existing contracts, the

Trust Entity must submit the required documents under the Contract Review Policy within a minimum of thirty (30) calendar days prior to the proposed execution date of such amendment.

#### ~ CHAPTER IV ~ INFORMAL AUCTION

**Article 4.1 - Informal Auction:** Purchase method to be used when obtaining Goods, Works and Non-Professional Services whose cost exceeds seventy-five thousand dollars (\$75,000.00), but does not exceed the amount of two hundred fifty thousand dollars (\$250,000.00) (adjusted for actual inflation rate).

**Article 4.2 - Procedure for Informal Auctions:** This type of auction will be done through the request for Quotes in writing to a minimum of three (3) suppliers. If the minimum number of Quotes is not obtained, that will not be an obstacle to proceed with the purchase, however, the reasons for not obtaining the three (3) Quotes must be documented. The Trust Entities will approve internal regulations to establish the procedure and requirements for Informal Auctions including but not limited to the invitation to an informal auction, review of offers and adjudication.

#### ~ CHAPTER V ~ FORMAL AUCTION

**Article 5.1 - Formal Auctions:** Purchase method to be used when obtaining Goods, Non-Professional Services and Works whose cost exceeds the amount of two hundred fifty thousand dollars (\$250,000.00). It is the means to acquire a good or service through which the largest number of Bidders who meet the requirements established in these Policy are requested to offer prices and terms according to the specifications and conditions requested, thus stimulating commercial competition. The Trust Entities will approve internal regulations to establish the procedure and requirements for Formal Auctions, including but not limited to the notification of the invitation to a formal auction, the requirements of the formal auction, the presentation of offers, types of acceptable offers, modifications of offers, withdrawal of offers, award of formal auctions, guarantees and reconsiderations.

**Article 5.2 - Reconsideration:** A party affected by a determination under Article 5.1 of this Procurement Policy may request review of the Trust Entity's determination within a period of ten (10) calendar days from receiving the determination, before an arbitrator under the Arbitration Rules approved by the Trust Entities. The arbitrator's decision will be in accordance with the law and his ruling will be final and binding on the parties. The Pension Reserve Trust shall bear the expenses of the arbitration process incurred by the Trust Entities and the arbitrator. The soliciting party shall be responsible for the cost of their own representation in the arbitration process.

**Article 5.3 - Other Purchases:** The reconsideration and review process will not be available for Informal Purchases, Informal Auctions and Exceptional Purchases.

**~ CHAPTER VI ~**  
**GENERAL PROVISIONS**

**Article 6.1 - Separability:** If any provision of this Policy is declared unconstitutional or incompatible with the Plan of Adjustment, the Guidelines, the Deed of Trust or the laws of Puerto Rico, in whole or in part, by a court with jurisdiction, the ruling will not affect, nor will it invalidate, revoke or amend the remaining provisions of this Policy and its effect will be limited to the clause, paragraph, article or part declared unconstitutional or incompatible.

**Article 6.2 – Adjustment for Inflation:** the minimum amount of a purchase to be regulated under this Purchase Policy, the minimum and maximum amounts for informal purchases, informal auction and formal auction shall be adjusted for inflation to reflect the most current costs of the goods and services under procurement.

**Article 6.3 - Validity:** This Procurement Policy will come into force immediately after being approved by the Title III Court and adopted by each of the Trust Entities.