



Members

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Executive Director

BY ELECTRONIC MAIL

August 11, 2025

Mr. Ángel Pantoja Rodríguez
Secretary
Puerto Rico Department of Treasury

Re: E3 Consulting, Inc.

Dear Mr. Pantoja Rodríguez,

In accordance with the Contract Review Policy (the “Policy”) of the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), established pursuant to Section 204(b)(2) of PROMESA, we have reviewed the proposed amendment to the contract between the Puerto Rico Department of Treasury (the “PRDT”) and E3 Consulting, Inc. (the “Proposed Amendment”).

After reviewing the Proposed Amendment, the Oversight Board, concludes “Approved with Observations.” Observations related to the Proposed Amendment are set forth in Appendix A attached hereto.

Our review is solely limited to compliance of the Proposed Amendment with Section 204(b)(2) of PROMESA, which seeks to ensure proposed contracts promote market competition and are not inconsistent with approved Fiscal Plans. For the avoidance of doubt, the review performed by the Oversight Board does not constitute a legal review of the contractual documentation or the contracting process, including without limitation: (i) compliance with contracting requirements under applicable laws, rules, and regulations, both federal and local; and (ii) compliance with applicable laws, rules, and regulations governing procurement activities, both federal and local.

In addition, the Oversight Board has not engaged in any due diligence or background check with respect to the contracting parties nor whether the contracting parties comply with the requirements under the applicable contract. Any material changes to the Proposed Amendment or the original contract must be submitted to the Oversight Board for review and approval **prior to execution**.

Date: 8/11/2025

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Recipient: Mr. Pantoja Rodríguez

This letter is delivered as of the date hereof and we reserve the right to provide additional observations and modify this letter based on information the Oversight Board was not directed to when the review was conducted. In addition, during the course of our review, we may receive information that we may refer to the relevant authorities.

This letter is issued only to the PRDT and solely with respect to the Proposed Amendment.

Sincerely,



Jaime A. El Koury
General Counsel

APPENDIX A

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PUERTO RICO DEPARTMENT OF TREASURY – E3 CONSULTING, INC.

Fiscal Plan Alignment

This review covers the Proposed Amendment to the contract between the PRDT and E3 Consulting, Inc. to support the implementation of the Government of Puerto Rico’s Enterprise Resource Planning (ERP) system across the Office of Human Resources Management and Transformation (“OATRH,” for its Spanish acronym”), the Department of Treasury’s Information Technology Area (“ATI,” for its Spanish acronym), and the Office of Management and Budget (“OMB”).

The original contract (2025-000142), which was approved with conditions by the Oversight Board on October 11, 2024, has a maximum payable amount of **\$2,009,910.37** and a term lasting from October 31, 2024 to **June 30, 2025**.

The first amendment to the contract, which was executed on June 30, 2025, extends the contract term to August 31, 2025, without modifying the maximum payable amount. We note that the PRDT did not submit this amendment to the Oversight Board for review and approval prior to execution in accordance with the Policy. We remind the PRDT that, in accordance with the Policy, “[a]ll contracts or series of related contracts, inclusive of any amendments, modifications, or extensions, with an aggregate expected value of \$10 million or more [...] must be submitted to the [Oversight Board] for review and approval prior to execution.”

The Proposed Amendment, which constitutes the second amendment to the contract, extends the term to **September 30, 2025**, increases the maximum payable amount by **\$436,200** to \$2,446,110.37, and adds new deliverables and time-and-material services to support the ERP system implementation at the OATRH and ATI.

The OMB certified that the services contemplated in the Proposed Amendment have been previously contracted and require continuity. The OMB also certified that such services respond to the public interest as certified by PRDT. As such, according to the OMB, the Proposed Amendment is exempt from the requirement of a competitive procurement process pursuant to OMB’s Circular Letter 013-2021.¹

The PRDT has certified that the Proposed Amendment shall be covered entirely with general funds allocated in **Account No. E7310-111-0245100-2045-008-2024**. As such, the Oversight Board’s review indicates that the PRDT has sufficient budgeted funds in Fiscal Year 2026 to cover the cost of the Proposed Amendment as of the date of this letter.

This determination does not consider the extent to which total available funds will be subsequently encumbered by the PRDT throughout the applicable term. Consequently, we rely on the PRDT’s budget certification for purposes of this review. In the event that the Proposed Amendment causes the PRDT to exceed its budget, it must find savings in other areas to cover any overspent amounts

¹ See OMB’s certification dated June 19, 2025.

APPENDIX A

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and submit a budget reprogramming request in order to ensure compliance with the Certified Fiscal Year 2026 Commonwealth Budget.

The PRDT is expected to inform the Oversight Board of any budgetary differences other than those specified in Appendix A to the Policy (Contract Submission Questionnaire) and to request a re-review of the Proposed Amendment should any changes occur.

This review was conducted on the basis of information submitted by the PRDT. The Oversight Board has not independently verified the information included in the submission. Should the Oversight Board become aware of any inaccuracies or misrepresentations – whether intentional or not – it would re-evaluate its assessment.