

Securities & Public Finance

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RELATED PRACTICE AREAS

- Securities Litigation & Arbitration

We represent companies, underwriters, investment companies, financial institutions and government instrumentalities in a full range of financing transactions and regulatory compliance issues under federal and Puerto Rico laws.

Our attorneys have years of experience advising publicly-traded companies in roles ranging from principal outside counsel to general or in-house counsel. Our philosophy of providing creative problem solving to assist in closing transactions is embraced by clients looking for attorneys who not only identify the legal issues but also solve them.

Among the matters that our Securities & Public Finance attorneys handle are the drafting of SEC filings (including 1934 Act periodic reports, proxy statements and registration statements), overseeing securities law and NYSE listing compliance, preparing offering documents and blue sky surveys, advising insiders on Section 16 reporting matters, preparing equity-based compensation plans, organizing private equity funds, advising directors and senior management on corporate governance and other requirements, drafting corporate policies and codes of ethics and business conduct, and training directors and senior management on the latest legislative and regulatory developments.

We advise and represent clients in offerings of debt and equity securities in Puerto Rico and the United States. We regularly serve as bond counsel, underwriters' counsel and borrower's counsel in offerings of municipal securities by the Commonwealth of Puerto Rico and its public instrumentalities.

REPRESENTATIVE CLIENTS & MATTERS

Representative Transactions include:

- Serving as bond counsel and underwriter's counsel in bond issuances of the Commonwealth of Puerto Rico and its agencies and instrumentalities, such as Puerto Rico Public Buildings Authority, Puerto Rico Municipal Finance Agency, Puerto Rico Housing Finance Authority, Puerto Rico Infrastructure Finance Agency, Puerto Rico Industrial, Tourist, Educational, Medical and Environmental Control Facilities Financing Authority ("AFICA"), GDB and Puerto Rico Public Finance Corporation. Our representation in these bond issuances include:

- Advising institutional investors, hedge funds, investment management advisors, multinational corporations and other clients in all aspects of the ongoing Puerto Rico fiscal and debt crisis, including PROMESA the Puerto Rico Public Corporations Debt Enforcement and Recovery Act, the Puerto Rico Emergency Moratorium and Financial Rehabilitation Act and other matters related to the Commonwealth bond issuers. We have given advice related to most of the Commonwealth bond issuers, such as the Puerto Rico Electric Power Authority (“PREPA”); PR Aqueduct & Sewer Authority; PR Sales Tax Financing Corporation (“COFINA”); PR Highways & Transportation Authority; Puerto Rico Municipal Finance Agency; AFICA; and the Commonwealth itself through its general obligation bonds.
- Serving as local counsel in the negotiation of forbearance and debt restructuring agreements among local banks and PREPA in connection with the repayment of a fuel line of credit with an outstanding balance of approximately \$550 million.
- Drafting legislation such as the Puerto Rico Municipal Financing Act of 1996, Act 64-1996, which authorizes the municipalities of Puerto Rico to issue and sell bonds and notes, and clarifies several provisions of the Autonomous Municipalities Act with regard to municipal financing and use of the Special Additional Tax (“CAE” by its initials in Spanish) revenues; and the Act to Transfer the Right to Collect Tax Debts, Act 125-2008, which allowed the Commonwealth of Puerto Rico to securitize and transfer pools of outstanding and past due tax debts.
- Serving as counsel in charge of all regulatory issues related to the repurchase and redemption of all outstanding \$54,370,000 AFICA Tourism Revenue Refunding Bonds, 2006 Series A (Costa Caribe Resort Project).
- Acted as Puerto Rico counsel to Oriental Financial Group Inc. (NYSE: OFG) in its capital raise and proposed acquisition of the Puerto Rico operations of Banco Bilbao Vizcaya Argentaria, S.A. (NYSE: BBVA) for \$500 million in cash. BBVA’s Puerto Rico operations included a commercial bank, an insurance agency and a securities broker-dealer. With this acquisition, Oriental became the second largest bank in Puerto Rico in terms of branches and core deposits.
- Advised Oriental Bank and Trust on its offering of \$105 million principal amount of 2.750% senior notes. The notes were guaranteed under the FDIC’s Temporary Liquidity Guarantee Program.
- Acted as counsel to OFG in its \$200 million private placement of 200,000 shares of mandatorily convertible non-cumulative non-voting perpetual preferred stock, Series C. OFG is a financial holding company organized

under Puerto Rico law and traded on the NYSE.

- Acted as counsel to OFG in its \$100 million public offering of 8,740,000 shares of common stock.
- Acted as counsel to the GDB in a seminal litigation filed by the Municipality of San Juan, whereby the Municipality had demanded the transfer of funds corresponding to the Special Additional Tax (CAE) under deposit with the GDB in the Municipality's Redemption Fund. The final determination in the case by the Puerto Rico Supreme Court led to the filing and approval of the Puerto Rico Financing Act of 1996, legislation which was drafted by our Firm.