

## Securities & Public Finance

### ATTORNEYS

- Samuel T. Céspedes Jr.  
(Practice Leader)
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### RELATED PRACTICE AREAS

- Securities Litigation & Arbitration

We represent individuals, companies, underwriters, investment companies, financial institutions, and government instrumentalities in a broad range of financing transactions and regulatory compliance matters under both federal and Puerto Rico laws. Our attorneys combine transactional sophistication with deep regulatory insight, allowing clients to navigate complex financing and securities issues efficiently and strategically.

Our team has extensive experience advising companies and financial institutions, serving as counsel on securities compliance, corporate governance, and transactional structuring. We are recognized for our practical, problem-solving approach and our ability to help clients close complex deals while maintaining compliance with the evolving federal and Puerto Rico regulatory framework.

Our Securities & Public Finance attorneys regularly handle the preparation of SEC and OCFI filings, advice on compliance with federal and Puerto Rico securities laws requirements, prepare securities offering documents, and design equity-based compensation plans. We also advise boards of directors and senior management on corporate governance, codes of ethics, and other compliance requirements.

We have also acted as bond counsel, underwriters' counsel, and borrower's counsel in offerings of municipal securities by the Commonwealth of Puerto Rico and its public instrumentalities, as well as in private debt and equity offerings in Puerto Rico and the United States. Our practice also includes advising on a wide variety of credit facilities, note issuances, loan restructurings, and refinancing transactions, as well as providing guidance on compliance with disclosure, continuing disclosure, and secondary market obligations.

Working closely with our Tax Practice Group, we also organize and structure private equity funds and investment vehicles under Act 60-2019 (Puerto Rico Incentives Code), providing comprehensive advice on entity formation, fund governance, investor compliance, and tax-efficient structuring. This integrated approach allows us to support clients from inception through implementation, including the preparation of offering materials, regulatory filings, subscription documents, and coordination with fund administrators and investors.

Through this multidisciplinary practice, we help clients access capital markets, execute innovative financing structures, and achieve their strategic and investment objectives while ensuring full compliance with local and federal securities and tax regulations.

### **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.