



VIRGIN ISLANDS WATER AND POWER AUTHORITY



AMENDMENT III CONTRACT SC-51-19 OPERATIONS AND MAINTENANCE AGREEMENT

This Amendment III to Contract SC-51-19, the May 15, 2019, Operations and Maintenance Agreement (the “Agreement”), is dated as of September 30, 2022 (the “Effective Date”), by and between:

- I. **VIRGIN ISLANDS WATER AND POWER AUTHORITY**, an autonomous governmental instrumentality established under the laws of the United States Virgin Islands, with its principal place of business at 9720 Estate Thomas, St. Thomas, Virgin Islands 00801 (hereinafter referred to as “Owner”); and
- II. **WÄRTSILÄ CARIBBEAN, INC.**, a company organized under the laws of Puerto Rico, with its principal place of business at Rd. 887 Km. 0.6 Barrio Martin Gonzales Julio N Matos Industrial Park Carolina, Puerto Rico 00987 (hereinafter referred to as “Operator”), (the “Third Amendment”).

Owner and Operator are collectively referred to herein as the “Parties”.

WHEREAS, on May 15, 2019, the Parties entered into Contract SC-51-19 (the “Contract”), wherein the Operator agreed to provide services related to the operations and maintenance of a liquid propane (LPG) fired reciprocating engine power plant with a gross electrical capacity of 21.081 MW located at the Randolph Harley Generating Complex in St. Thomas, U.S. Virgin Islands. A copy of said Contract is attached hereto and made a part hereof as Appendix “A”; and

WHEREAS, on June 10, 2022, the Parties executed the Amendment I to the Contract, whereby the Parties agreed to modify certain provisions of the same, which are part of the Contract; and

WHEREAS, on August 25, 2022, the Parties executed the Amendment II to the Contract, whereby the Parties agreed to modify certain provisions of the same, which are part of the Contract; and

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WHEREAS, the Parties agree to extend the term of the Contract to expire on November 18, 2022.

NOW THEREFORE, in consideration of the mutual promises and conditions herein, the Parties, intending to be legally bound, agree as follows:

- 1) That the Preamble to this Amendment III constitute an integral part thereof.
- 2) Defined Terms. Unless otherwise defined herein, all capitalized terms used in this First Amendment shall have the same meanings given to them in the Agreement.
- 3) Additions and Amendments to the Agreement's Terms.
 - a) The Agreement's Section 7.1, Term of Contract, the final sentence of the first paragraph is deleted in its entirety and replaced by:

This Agreement shall remain in effect until November 18, 2022, unless terminated earlier according to this Article 7 (the "Term").

At any time prior to the expiration of the Agreement, the Parties may agree to extend the term of the Agreement.
- 4) Captions. The captions contained in this Amendment III are for convenience and reference only and in no way define, describe, extend or limit the scope or intent of this Third Amendment or the intent of any provision contained herein.
- 5) Amendments. This Amendment III may not be changed, amended, modified, discharged, or terminated in any manner other than by an agreement in writing signed by the Parties.
- 6) Effect of Amendment. This Amendment III shall become effective on the Effective Date. This Amendment III is subject to the terms and conditions as set forth in the Agreement. Disputes regarding the interpretation of this Amendment III will be resolved per the dispute resolution process set forth in the Agreement. Except as expressly amended hereby, the Agreement shall remain in full force and effect.

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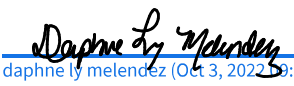
- 7) Severability. If any term, provision, covenant or condition of this Amendment III shall be held by any court of competent jurisdiction to be invalid, void or unenforceable, in whole or in part, such decision shall not affect the validity of any remaining portion or this amendment; and the remaining portions shall stand in full force and effect, and shall in no way be affected, impaired or invalidated.
- 8) Counterparts. This Amendment III may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which, when taken together, shall constitute one and the same instrument.
- 9) Entire Agreement. Owner and Operator agree that this Amendment III and the Agreement contain the entire agreement between the Parties and supersedes any prior oral or written agreement pertaining to the subject matter hereof
- 10) Governing Law. This Amendment III shall be governed by the laws of the State of New York without reference to its conflict of law provisions.

SIGNATURE PAGE TO FOLLOW

**Wärtsilä Caribbean, Inc. / US Virgin Islands Water and Power Authority
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IN WITNESS WHEREOF, the Parties hereto have entered into this Amendment III to the Agreement as of the date(s) first indicated above.

WÄRTSILÄ CARIBBEAN, INC.

By: 
By: [daphne ly melendez \(Oct 3, 2022 9:07 EDT\)](#)

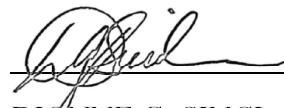
Daphne Melendez Date 03/10/2022
Managing Director

Virgin Islands Water & Power Authority

By:  10.28.2022

ANDREW L. SMITH Date
Executive Director (CEO)

Approved as to Legal Sufficiency:


DIONNE G. SINCLAIR
General Counsel

Attachments